

Article I: Name

The name of the organization shall be **Eastern York Multi-Municipal Emergency Services Commission**

Article II: Purpose

The purpose of the Eastern York Multi-Municipal Emergency Services Commission is to provide coordinated fire protection services and emergency response within the Eastern York region, encompassing multiple municipalities. The Commission aims to enhance public safety through efficient resource allocation, standardized training, and collaborative efforts among the participating municipalities. The Commission is committed to maintaining the highest standards of service, ensuring the safety and well-being of the communities it serves.

Mission Statement – Ensure the safety of our residents by providing emergency service with the necessary resources.

Article III: Membership

Section 1: Composition of Membership The membership of the Eastern York Multi-Municipal Emergency Services Commission shall consist of:

- **Two (2) representatives** from each participating municipality within the Eastern York region. (One elected member of the governing body of the municipality and one non-elected individual, each as appointed by the municipality).
- **The Fire Chief** from each fire department serving the participating municipalities.
- **The President** from each fire department serving the participating municipalities.

Section 2: Rights and Responsibilities

- The municipal parties hereby agree that each municipal party and each fire company shall have one (1) vote with respect to all Commission actions and decisions, subject to the provisions of Article V below.
- Members are expected to attend all meetings and participate in the activities and decision-making processes of the Commission.
- Members shall act in the best interests of the communities served by the Commission, promoting effective fire protection and emergency services.

Section 4: Term of Membership

- Municipal representatives shall serve terms as determined by their respective municipalities.
- The Fire Chief and President shall remain members for as long as they hold their respective positions within their fire department.

Section 5: Resignation and Removal

- Any member may resign by providing written notice to the Commission.
- Any member may be removed by the Commission upon missing three consecutive meetings.

- A municipal representative may be removed by their appointing municipality and the Commission. Upon removal, the municipality shall appoint a replacement.
- The Fire Chief or President may be replaced by the governing body of the fire department if they no longer hold their position.

Article IV: Board of Directors

Section 1: Composition The Board of Directors of the Eastern York Multi-Municipal Fire Services Commission shall consist of the following officers:

- **Chairman**
- **Vice-Chairman**
- **Secretary**
- **Treasurer**

Section 2: Election of Officers

- The Chairman, Vice-Chairman, Secretary and Treasurer shall be elected by a majority vote of the membership at the first meeting of the calendar year to each serve a one (1) year term.

Section 3: Duties and Responsibilities

- **Chairman:** The Chairman shall preside over all meetings of the Commission, represent the Commission in external affairs, and perform all duties customary to the office of Chairman.
- **Vice-Chairman:** The Vice-Chairman shall assist the Chairman and assume the duties of the Chairman in their absence or inability to serve.
- **Secretary:** The Secretary shall be responsible for maintaining accurate records of all meetings, handling correspondence, and ensuring that notices of meetings are issued in accordance with these bylaws.
- **Treasurer:** The Treasurer shall be responsible for maintaining accurate financial records of all income, expenses, and other financial transactions.

Section 4: Vacancies

- In the event of a vacancy in the office of Chairman, the Vice-Chairman shall assume the role of Chairman for the remainder of the term.
- Vacancies in the offices of Vice-Chairman or Secretary shall be filled by a special election held at the next regular meeting of the Commission.

Section 5: Removal of Officers

- Any officer may be removed from their position by a two-thirds (2/3) vote of the membership at a regular or special meeting, provided that notice of the proposed removal has been given to all members.

Article V: Meetings

Section 1: Regular Meetings

- Regular meetings of the Eastern York Multi-Municipal Fire Services Commission shall be held on the second Wednesday of every month at 6:00 p.m.
- Meetings shall take place at the Hellam Township Municipal Building, unless otherwise determined by the Commission.

Section 2: Attendance

- One representative from each municipality and fire department should be present at each meeting.
- If a member is unable to attend a meeting, they may designate an alternate to attend in their place. The alternate may participate in discussions and report on behalf of the member but will not have voting powers.

Section 3: Quorum

- A quorum for the transaction of business at any meeting shall consist of a majority of the voting members.
- In the absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.

Section 4: Voting

- Each voting member present at a meeting shall be entitled to one (1) vote.
- If both members from any entity are absent, notice of a vote will be sent within 24 hours. A written absentee vote is acceptable and must be received within 72 hours of notice.

Section 5: Special Meetings

- Special meetings may be called by the Chairman or by a majority of the voting members, with at least seven (7) days' notice given to all members.

Section 6: Notice of Meetings

- Regular meetings shall be advertised on an annual basis
- All meetings shall be open to the public. Public comment shall be kept to five (5) minutes per attendee. Any confidential personnel, legal or financial information may be held in a closed to the public executive sessions. All executive sessions must be announced at the beginning of a meeting.

Article VI: Fiscal Management

Section 1: Fiscal Year

- The fiscal year of the Eastern York Multi-Municipal Emergency Services Commission shall begin on January 1 and end on December 31 of each year.

Section 2: Budget

- The Commission shall adopt an annual budget prior to the beginning of each fiscal year.
- The budget shall outline expected revenues and expenditures for the coming year and must be approved by a majority vote of the membership.

Section 3: Financial Records

- The Treasurer shall maintain accurate financial records of all income, expenses, and other financial transactions of the Commission.
- The financial records shall be reviewed or audited annually by an independent auditor or a finance committee appointed by the Board of Directors.

Section 4: Bank Accounts

- The funds of the Commission shall be deposited in one or more banks or financial institutions as designated by the Board of Directors.
- All checks, drafts, or other orders for payment of money shall be signed by the Treasurer and one other Board member.

Section 5: Contracts

- The membership may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Commission. Such authority may be general or confined to specific instances.

Section 6: Financial Reporting

- The Treasurer shall present a financial report at each regular meeting of the Commission, detailing the current financial status of the organization.
- An annual financial report shall be prepared and presented to the membership at the first meeting of the calendar year.

Section 7: Indemnification

- The Commission may indemnify its officers, directors, employees, and agents to the fullest extent permitted by law against any and all liabilities and expenses incurred in connection with their services on behalf of the Commission.

Article VII: Conflict of Interest

Section 1: Purpose

- The purpose of this conflict-of-interest policy is to protect the interests of the Eastern York Multi-Municipal Emergency Services Commission (the "Commission") when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a director, officer, or member of the Commission, or might result in a possible excess benefit transaction.

Section 2: Definitions

- **Interested Person:** Any director, officer, or member of a committee with governing board-delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.
- **Financial Interest:** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - An ownership or investment interest in any entity with which the Commission has a transaction or arrangement;
 - A compensation arrangement with the Commission or with any entity or individual with which the Commission has a transaction or arrangement; or
 - A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Commission is negotiating a transaction or arrangement.

Section 3: Duty to Disclose

- In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board of Directors or members considering the proposed transaction or arrangement.

Section 4: Determining Whether a Conflict of Interest Exists

- After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she may be requested to leave the meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or members shall decide if a conflict of interest exists.

Section 5: Procedures for Addressing the Conflict of Interest

- An interested person may make a presentation at the Board or committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- The Chairperson of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- After exercising due diligence, the Board or committee shall determine whether the Commission can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

- If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Commission's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

Section 6: Records of Proceedings

- The minutes of the Board and all committees with board-delegated powers shall contain:
 - The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.
 - The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

Section 7: Compensation

- A voting member of the Board who receives compensation, directly or indirectly, from the Commission for services is precluded from voting on matters pertaining to that member's compensation.
- A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Commission for services is precluded from voting on matters pertaining to that member's compensation.

Section 8: Annual Statements

- Each director, principal officer, and member of a committee with Board-delegated powers shall annually sign a statement which affirms such person:
 - Has received a copy of the conflict-of-interest policy;
 - Has read and understands the policy;
 - Has agreed to comply with the policy; and
 - Understands the Commission is a nonprofit organization and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VIII: Amendments

Section 1: Proposal of Amendments

- Amendments to these bylaws may be proposed by any member of the Eastern York Multi-Municipal Emergency Services Commission. Proposed amendments must be submitted in writing to the membership at least thirty (30) days prior to the meeting at which the proposed amendment will be considered.

Section 2: Approval of Amendments

- Amendments to these bylaws shall be adopted by majority of members plus one.

Section 4: Effective Date

- Unless otherwise specified, any amendment to these bylaws shall become effective immediately upon adoption.

Article IX: Dissolution

Section 1: Decision to Dissolve

- The Eastern York Multi-Municipal Fire Services Commission may be dissolved by an agreement of a majority plus one of the Municipalities and the Fire Departments.
- Notice of the meeting to consider dissolution must be provided to all members at least thirty (30) days in advance, and must include the proposal for dissolution and the reasons for it.

Section 2: Distribution of Assets

- Upon the dissolution of the Commission, any remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to a local government for a public purpose.
- Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Commission is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 3: Notice of Dissolution

- The Board of Directors shall ensure that proper notice of the dissolution is filed with all relevant governmental and regulatory agencies, including the Pennsylvania Department of State and the Internal Revenue Service (IRS).
- The Board shall also notify all creditors, donors, and other stakeholders of the decision to dissolve the organization.

Section 4: Winding Up

- The Board of Directors shall oversee the winding up of the Commission's affairs, which includes satisfying all debts and obligations, disposing of all assets according to Section 2, and completing any other necessary legal or administrative tasks to close the organization.

Section 5: Final Meeting

- A final meeting of the members shall be held to review the actions taken to dissolve the Commission and to formally conclude the organization's business.

BY:

Hallam Borough Date

Hellam Township Date

Wrightsville Borough Date

Hellam Fire Company Chief Date

Hellam Fire Company President Date

Wrightsville Fire Company Chief Date

Wrightsville Fire Company President Date