

AMENDED AND RESTATED BY-LAWS
OF THE
MARLBORO FIRE COMPANY, INC.

As Last Amended on October 15, 2007
Amendment and Restatement Adopted on June 19, 2019

These By-laws replace, amend and restate in their entirety the BY-LAWS OF THE MARLBORO VOLUNTEER FIRE COMPANY, INC. as adopted and approved by the members on October 15, 2007, as theretofore amended.

ARTICLE 1

Name, Offices, Mission, and Annual Meeting

Section 1.1. **Name.** The name of the Company is The Marlboro Volunteer Fire Company, Inc. (the “Company”). The Company was incorporated by the filing of its Articles of Association dated September 25, 1948 with the Vermont Secretary of State on October 4, 1948.

Section 1.2. **Principal Office.** The Company’s principal office shall be located in Marlboro, Vermont, or at such other place as may be designated from time to time by the Board of Directors.

Section 1.3. **Purpose.** The purpose of the Company is to provide an emergency response to life or property threatening-events within the town of Marlboro or to the surrounding towns in accordance with then-applicable mutual aid agreements.

Section 1.4. **Annual Meeting.** The annual meeting of the Board of Directors to elect the Directors and Officers of the Company and to transact such other business as may properly come before the meeting shall be held each year in the month of June at such date, time, and place as may be fixed by the Board of Directors or such other date, time, and place as may be fixed by the Board of Directors.

ARTICLE 2

Board of Directors

Section 2.1. **Number; Qualifications.** The number of voting Directors shall be not fewer than three (3) and not more than seven (7). At least two (2) of the voting Directors shall be residents of the State of Vermont.

Section 2.2. **Board Elections; Election Procedures.** At the annual meeting of the company, the Board of Directors shall elect Directors to replace those whose terms will expire at the end of the-then current fiscal year. New Directors shall be elected by a majority of Directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the Company's next fiscal year.

Section 2.3. **Term; Tenure.** Each voting Director shall serve for a term of three (3) year(s), which may be followed by two (2) three- (3) year terms. No voting Director shall serve for more than nine (9) years consecutively, except in cases where the Board of Directors deem necessary or expedient to extend the term of an officer of the Company until his or her respective successors shall be elected and qualify. When the term of any voting Director expires, the vacancy shall be filled by the Board of Directors. The term of any voting Director elected upon an increase in the number of voting Directors shall be specified at the time of election. Each voting Director shall hold office until his term expires and until his successor is elected and qualified. In the event of a voting Director's death, resignation, removal, or inability to serve, such voting Director's unexpired term shall be filled by a recommendation from the Board of Directors.

Section 2.4. **Powers and Duties.**

- (a) Except as otherwise explicitly provided in the Articles of Association or in these By-Laws, all the powers, duties, and functions of the Company shall be exercised by or under the authority of the Board of Directors, and the business, property, assets and affairs of the Company shall be managed under its direction consistent with the purposes set forth in these By-Laws.
- (b) The Board of Directors may, from time to time, appoint as advisors such persons whose advice, assistance, and support may be deemed helpful in determining policies and formulating programs for carrying out the Company's purposes. Such advisors shall not receive any compensation for their services as such, but by resolution of the Board of Directors, reimbursement for reasonable expenses incurred in connection with the duties of such advisors may be allowed.
- (c) The Board of Directors is authorized to engage and employ such persons, including attorneys, accountants, agents, and assistants, as in its opinion are needed for the administration of the Company and to pay reasonable compensation for services and

expenses thereof.

- (d) Except as provided by law, the Articles of Association, or these By-Laws, every function, authority, power, and duty of the Company may, in the Board's discretion, be hired or contracted by it to be done by, or delegated to, others acting under its general direction, supervision, and control, including delegated to the President subject to such conditions or policies as the Board of Directors may establish.
- (f) Pursuant to 20 V.S.A. §2961 the Board of Directors is authorized to permit its equipment and personnel to go to the aid of a person, municipal or private volunteer fire department or other public safety organization in another municipality.

Section 2.5. **Meetings.** A regular meeting of the Board of Directors shall be held without other notice than these By-Laws immediately after, and at the same place as, the annual meeting of the Board of Directors and at such other times as may be scheduled by the Board of Directors, by resolution adopted not less than fifteen days in advance of such regular meeting. All other meetings shall be called at the request of the President or a majority of the voting Directors.

Section 2.6. **Notice.** Special meetings of the Board of Directors shall be preceded by at least two (2) business days' notice of the date, time and place of the meeting. No notice need be given of any regular meeting of the Board of Directors. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in any notice of such meeting.

Section 2.7. **Waiver of Notice.** A voting Director may waive any notice required by these By-Laws. Any such waiver must be in writing, must be signed by the voting Director entitled to the notice, and must be delivered to the Company for inclusion in its minutes or for filing with the corporate records; provided, however, that a voting Director's attendance at or participation in a meeting waives any required notice of that meeting to that voting Director, unless the voting Director at the beginning of the meeting (or promptly upon the voting Director's arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 2.8. **Quorum.** three (3) voting Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than such majority is present at a meeting, a majority of the voting Directors present may adjourn the meeting from time to time without further notice other than announcement at the meeting.

Section 2.9. **Voting; Manner of Acting.** Each voting Director shall have one vote, and the affirmative vote of the majority of the voting Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Any action consented to in writing by each and every voting Director shall be as valid as if adopted by the Board of Directors at a duly-held meeting thereof, provided that such written consents are inserted in the minute book. Actions taken by written consent are effective when the last voting Director signs the consent, unless the consent specifies a different effective date.

Section 2.10. **Removal of Voting Directors.** The Directors may remove one or more voting Directors at a meeting called for that purpose if notice has been given that a purpose of such meeting is such removal. As the Articles of Association do not provide that voting Directors may be removed only for cause, the removal may be with or without cause.

Section 2.11. **Board of Director Vacancies.** If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of voting Directors, the Board of Directors shall fill the vacancy; provided, however, that if the voting Directors remaining in office constitute fewer than a quorum of the board, they may fill the vacancy by the affirmative vote of a majority of all the voting Directors remaining in office. The term of a voting Director elected to fill a vacancy expires at the end of the then-current fiscal year. If, however, his or her term expires, he shall continue to serve until his or her successor is elected and qualifies or until there is a decrease in the number of voting Directors.

Section 2.12. **Director Committees.** The President of the Board of Directors may create one or more standing or special committees or task forces and appoint members of the Board of Directors or of the Company to serve on them and discontinue them at its pleasure. The purpose of any such committee or task force is to prepare the work of the Board of Directors. Each committee must have two or more members, who serve at the direction of the Board of Directors. The creation of a committee and appointment of members to it shall be approved by the greater of a majority of all voting Directors in office when the action is taken, or the number of voting Directors required by these By-laws to take action. The provisions of Sections 2.5, 2.6, 2.7 and 2.9 of these By-laws shall apply to all such committees and their members.

Section 2.13. **Meetings by Conference Telephone Call, etc.** Directors may participate in any regular or special meeting by, or conduct the meeting through the use of, any means of communication, including conference telephone call, by which all Directors participating may simultaneously or sequentially communicate with each other during the meeting. A Director participating in a meeting by such means is deemed to be present in person at the meeting.

ARTICLE 3

Officers

Section 3.1. **Officers.** The Officers of this Company shall consist of a President, a Vice President, a Clerk, and a Treasurer. The same individual may simultaneously hold more than one office in the Company, except that a person may not simultaneously hold the office of President and Clerk.

Section 3.2. **Officer Elections; Election Procedures.** At the annual meeting of the Company, the Board of Directors shall elect Officers to replace those whose terms will expire at the end of the then-current fiscal year. New Officers shall be elected by a majority of Directors present at such a meeting, provided there is a quorum present. Officers so elected shall serve a term of one year, beginning on the first day of the next fiscal year.

Section 3.3. **President.** The President is a voting member of the Board of Directors. It shall be the duty of the President to preside at all meetings of the Company; he/she shall sign all minutes, resolutions, orders and summons of the Company; as well as these By-Laws and Amendments thereto. He/she shall:

- (a) appoint all committees and officers, not otherwise provided for;
- (b) execute all conveyances of the property of the Company; and
- (c) shall do such other and further things as the Company and Board of Directors may direct.

Section 3.4. **Vice President.** The Vice President is a voting member of the Board of Directors. The Vice-President shall act and have all authority of the President in his/her absence and shall do such other and further things as the Company may direct.

Section 3.5. **Clerk.** The Clerk is a voting member of the Board of Directors. The Clerk shall be a resident of the State of Vermont. It shall be the duty of the Clerk to:

- (a) keep a record of all of the Board of Directors' meetings and actions; and
- (b) ensure that all necessary regulatory corporate filings are timely made.

Section 3.6 **Treasurer.** The Treasurer is a voting member of the Board of Directors. It shall be the duty of the Treasurer to:

- (a) keep a record of all Company business;
- (b) ensure that all necessary regulatory, corporate and tax filings are timely made; and
- (c) keep a roster of all fire Company personnel and an account of the Company's finances.

He/she shall have the authority to collect all monies due the Company and shall keep a record of the same. He/she shall render an annual report of all monies received and disbursed during the year and submit his/her books to the proper committee for inspection at least one week before the annual meeting. He/she shall transfer to his/her successor all books, paper, stocks or other collateral belonging to the Company within one week after the termination of his/her office.

ARTICLE 4

Indemnification; Insurance

Section 4.1. **Indemnification Requirement.**

- (a) The Company shall indemnify any individual made a party to a proceeding because he or she is or was a Director, officer, employee or agent of the Company (hereinafter referred to as an “Eligible Person”) and who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the Eligible Person was a party because the Eligible Person is or was a Director, officer, employee or agent of the Company against reasonable expenses incurred by the Eligible Person in connection with the proceeding.
- (b) Subject to the provisions of Subsection 4.1(c) and Section 4.4, the Company also shall indemnify an Eligible Person made party to such a proceeding because the Eligible Person is or was such a Director, officer, employee or agent, if:
 - (i) The Eligible Person conducted himself or herself in good faith; and
 - (ii) The Eligible Person reasonably believed:
 - (A) In the case of conduct in the Eligible Person’s official capacity with the Company, that the Eligible Person’s conduct was in the Company’s best interests; and
 - (B) In all other cases, that the Eligible Person’s conduct was at least not opposed to the Company’s best interests; and
 - (iii) In the case of any proceeding brought by a governmental entity, the Eligible Person had no reasonable cause to believe his or her conduct was unlawful, and the Eligible Person is not finally found to have engaged in a reckless or intentional unlawful act.
- (c) The Company shall not indemnify a person under this Section 4.1 if an action, suit or proceeding shall be prosecuted against such person by or in the right of the Company and such person is adjudged liable to the Company, or in any other proceeding charging improper personal benefit to such person, whether or not involving action in such person’s official capacity, in which such person was adjudged liable on the basis that personal benefit was improperly received by such person.

Section 4.2. **Advancement of Expenses.** The Company shall pay for or reimburse the reasonable expenses incurred by an Eligible Person in a proceeding in advance of final disposition of the proceeding to the fullest extent permitted under the Act.

Section 4.3. **Indemnification Prior to Final Resolution of Proceeding.** Except as provided in Section 4.2, the Company shall not indemnify a person under this Article 4 prior to the final resolution of the proceeding, whether by judgment, order, settlement, conviction, plea or otherwise, and unless authorized in the specific case after a determination has been made that indemnification of the person is permissible because the person has met the standard of conduct set forth in Subsection 4.1(b) and the Act. Any such determination must be made by the Company in the manner specified in the Act. The Company shall expeditiously consider and act upon any request from an Eligible Person for indemnification or advancement of expenses under this Article 4.

Section 4.4. **Withholding or Denial of Indemnification.** Notwithstanding the provisions of Subsection 4.1(b), the Company shall not provide indemnification thereunder to the extent, if at all, the Company determines: (i) that the conduct of the person seeking indemnification was not in the best interests of the Company; and (ii) that indemnification therefore is inappropriate. Any such determination shall be made:

- (a) By the Board of Directors by majority vote of a quorum consisting of voting Directors not at the time parties to the proceeding on account of which indemnification is being considered; or
- (b) If a quorum cannot be obtained under Subsection 4.4(a), above, by majority vote of a committee duly designated by the Board of Directors (in which designation voting Directors who are parties may participate), consisting solely of two or more voting Directors not at the time parties to the proceeding on account of which indemnification is being considered; or
- (c) By written opinion of special legal counsel:
 - (i) Selected by the Board of Directors or its committee in the manner prescribed in Subsection 4.4(a) or 4.4(b); or
 - (ii) If a quorum of the voting Directors cannot be obtained under Subsection 5.4(a) and a committee cannot be designated under Subsection 5.4(b), selected by majority vote of the full Board of Directors (in which selection voting Directors who are parties to the proceeding on account of which indemnification is being considered may participate).

Section 4.5. **Insurance.** The Company shall purchase and maintain insurance against liability asserted against or incurred by an individual in his or her capacity as, or arising from his or her status as a Director, officer, employee or agent of the Company, whether or not the Company would have power to indemnify him or her against the same liability under the provisions of this Article 4. Directors' and officers' liability, property damage and other insurance may, to the extent available, be purchased by the Company to protect persons entitled to indemnification under this Article 4 from such liability and expenses.

Section 4.6. **Provisions Binding on Estate, Etc.** The provisions of this Article shall apply to the estate, executor, administrator or legatees or devisees of a Director, officer, employee or agent and the term “Eligible Person” where used in the foregoing section shall include the estate, executor, administrator, heirs, legatees or devisees of such Eligible Person.

ARTICLE 5

Miscellaneous

Section 5.1. **Fiscal Year.** The fiscal year of the Company shall be July 1 - June 30.

Section 5.2. **Designation of Depository.** The monies of the Company shall be deposited in the name of the Company in such banks, trust companies or other depositories as the Board of Directors shall designate.

Section 5.3. **Checks, Drafts, etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Company shall be signed by such officer or officers, agent or agents of the Company and in such manner as may, from time to time, be determined by the Board of Directors or President.

Section 5.4. **Annual Report.** The Company or the President on its behalf shall at least annually cause to be prepared a written report of the Company’s financial condition and activities for distribution to and review by the Directors.

Section 5.5. **Notice.** Any notice required by these By-laws must be in writing.

Section 5.6. **Books and Records.** The Company shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any authority of the Board or pursuant hereto.

Section 5.7. **Number; Gender.** Wherever the context so requires, the singular and the plural form of words and words of masculine or feminine gender shall, within those respective classifications, be deemed interchangeable.

Section 5.8. **Amendments.** Except as otherwise required by applicable law, the Articles of Association and these By-laws may be modified, amended or repealed at any regular or special meeting called for that purpose by the Board of Directors by majority vote.

By-Laws last amended on June 19, 2018.

Duly Certified,

Lynn Perna, Clerk

