

ARTICLES OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, for the purpose of forming a corporation under and pursuant to Chapter 58, G.S., 1923 and acts amendatory thereof and supplementary thereto have signed and do hereby adopt the following Certificate on Incorporation.

ARTICLE I

Sec. 1. The name of the Corporation shall be Volunteer Firemen's Benefit Association of Minnesota.

Sec. 1 (a). Effective June 15, 1996, the name of this Corporation will be the Volunteer Firefighters' Benefit Association of Minnesota.

I, Jim Falconer, Secretary of the Volunteer Firefighters' Benefit Association of Minnesota, certify that the foregoing amendment was adopted on June 14, 1996.

Sec. 2. The purpose for which this Association is formed is the transaction of health and accident insurance upon the cooperative assessment plan as provided by Section 3428, G.S., 1923 and acts amendatory thereof or supplementary thereto.

Sec. 3. The principal place of business of the Association shall be in the City of Baxter, Minnesota, 56425.

ARTICLE II

Sec. 1. The period of duration of said Corporation shall be perpetual from April 30, 1927.

ARTICLE III

Sec. 1. The names and places of residence of the persons forming this Corporation are:

W.L. Murphy, Caledonia, MN
 Fred Pfaender, New Ulm, MN
 J.P. Brinkhaus, Chaska, MN
 W.J. Luedke, White Bear, MN
 George Fish, Sauk Centre, MN
 Ed Lende, Appleton, MN
 A.G. Larson, Nashwauk, MN
 C.W. Lotterer, Perham, MN
 W.T. Berry, Wayzata, MN

ARTICLE IV

Sec. 1. The Government of this Association and management of its business and affairs shall be vested in a board of nine (9) directors.

And at the first annual meeting of the Corporation, held on the second Monday of June, 1927, three (3) directors shall be elected for a term of one (1) year, three (3) for a term of two (2) years, three (3) for a term of three (3) years. Thereafter, three (3) directors shall be elected annually for a term of three (3) years.

Wm. L. Murphy, Fred Pfaender, J.P. Brinkham, W.J. Luedke, George Fish, Ed Lende, A.G. Larson, C.W. Lotterer and W.T. Berry shall constitute the first Board of Directors and shall serve until the first annual election and until their successors are elected and have qualified.

ARTICLE V

Sec. 1. This Association shall operate without profit, without capital stock and shall conduct its business on the cooperative or assessment plan.

ARTICLE VI

Sec 1. The highest amount of indebtedness or liability to which this Association shall at any time be subject, exclusive of its policy liability, shall be the sum of twenty five thousand dollars (\$25,000.00).

ARTICLE VII

Sec. 1. The first Board of Directors shall adopt By-Laws which shall remain effective until and except as amended by the members at any regular or special meeting called thereof.

IN TESTIMONY WHEREOF, WE HAVE HEREUNTO SET OUR HANDS AND SEALS THIS 31ST DAY OF May, 1927.

- WM. L. MURPHY
- FRED PFAENDER
- JOHN P. BRINKHAUS
- W. J. LUEDKE
- GEORGE FISH
- ED LENDE
- A.G. LARSON
- C.W. LOTTERER
- W.T. BERRY

JNO A. GROSS
 Witness
 R.E. BALDWIN
 Witness

County of Hennepin
 ss
 State of Minnesota

Be it known that on this 31st day of May, A.D., 1927, before me, a Notary Public within and for said County, came the above named W.L. Murphy, Fred Pfaender, J.P. Brinhkaus, W.J. Luedke, George Fish, Ed Lende, A.G. Larson, C.W. Lotterer and W.T. Berry, to me known to be the persons described in and who executed the foregoing instrument, and acknowledged that they executed the same as their free act and deed.

EDW D. THOMPSON
 Notary Public

(Notarial Seal) Hennepin County, MN
 My commission expires May 31, 1930.

Department of Insurance,
 State Capitol,
 St. Paul, MN

May 31st, 1927

The within Articles of Incorporation is hereby approved.

Signed) G.W. Wells, Jr.
 Commissioner of Insurance

Department of State
 State of Minnesota

I do hereby certify that the above instrument was filed for record in this office on the 7th day of June, A.D., 1927, at 10 o'clock A.M., and was duly recorded in Book U-4 of Incorporation, on Page 708.

MIKE HOLM
 Secretary of State

Office of Register of Deeds

County of Hennepin

I do hereby certify that the above instrument was filed in this office for record on the 27th day of June, A.D., 1927, at 11:40 o'clock A.M., and was duly recorded in Book 264 of Miscellaneous, page 595, etc.

AUGUST W. SKOG
Register of Deeds

FIRST AMENDMENT TO ARTICLES OF INCORPORATION
(Adopted June 10, 1988)

ARTICLE IX.

Sec. 1. As fully authorized and to the maximum extent permitted by Minnesota Statute, Directors of this Corporation shall not be personally liable to the corporation or its members for monetary damages for any breach of fiduciary duty as a director. No amendment to or repeal of this Article IX shall apply to or have any effect on the liability of any director of the corporation for or with respect to any acts or omissions of a Director occurring prior to such amendment or repeal.

State of Minnesota)
 ss.
County of Fillmore)

I, Leroy A. Erickson, Secretary, Volunteer Firemen's Benefit Association of Minnesota, certify the foregoing amendment was adopted June 10, 1988.

Leroy A. Erickson
Secretary

VOLUNTEER FIREFIGHTERS' BENEFIT ASSOCIATION OF MINNESOTA
BY-LAWS

ARTICLE I
Name and Object

Section 1. This organization is named and shall be known as "Volunteer Firefighters' Benefit Association of Minnesota," (the "Association") and its general object and purpose shall be to create, establish and maintain a fund for the relief and support of volunteer firefighters who sustain injury, sickness, disability or loss of life in the line of duty, who at the time of such injury, sickness, disability or loss of life are members in good standing of the Association.

ARTICLE II
Membership

Section 1. Any active firefighter belonging to any Minnesota volunteer fire department is eligible for membership in the Association and may apply for membership upon payment of the annual Association premium then currently assessable, together with a membership fee of four dollars (\$4.00), said payment to accompany their applications upon forms provided by the Secretary of the Association and addressed to the Secretary. Individuals or entire membership of a volunteer fire department may join the Association. Members shall be at least eighteen (18) years of age and not more than sixty-five (65) years of age at the time of submitting membership application.

Section 2. Each volunteer firefighter holding membership in the association shall pay such premium annually in advance to the secretary of the Association as the Board of Directors shall recommend from time to time, subject to membership approval at the Annual Meeting.

Section 3. A grace period of thirty (30) days will be granted to each member for the payment of premium falling due after the initial membership premium are paid during which grace period and benefits shall remain in force.

Section 4. Firefighters who are full time employees of a fire department shall be known as "Paid Firefighters." Each "Paid Firefighter" who is a member of a Volunteer Fire Department the majority of whose members hold active membership in the Association, is eligible for membership in the Association and shall pay such premium as the Board of Directors shall recommend from time to time, subject to membership approval at the Annual Meeting.

Section 5. Any member who retires from active service may continue to maintain membership in the Association by paying the annual premium as specified in the bylaws. Such a member shall be excluded from all benefits and shall be designated as a "Non-Benefit Member." If a member is a Director of the Association, all Association benefits shall apply while acting in an official capacity for the Association.

Section 6. The term "Volunteer Fire Department", as used in these bylaws, shall mean a fire department in which more than one-half of the active members are volunteers, paid on call or a fire department in which, on January 1, 1967, more than one-half of the active members were members of the Association.

Section 7. The Association may terminate a Member under the following conditions:

- a. If a member fails to timely pay any amounts due the Association; fails to comply with the Bylaws, Articles of Incorporation or governing documents, ceases volunteer firefighter service, voluntarily requests termination; or for other good cause determined by the Board of Directors.
- b. A terminated member forfeits all rights provided in the governing documents. A terminated member shall remain subject to all obligations imposed by the governing documents.

ARTICLE III
Management and Control

Section 1. The Managing Board of the Association shall be composed of nine (9) Directors representing nine (9) districts (a "District") consisting of the following counties, with one Director elected from each district:

1st District: Houston, Fillmore, Mower, Freeborn, Winona, Olmsted.

2nd District: Renville, Brown, Blue Earth, Faribault, Martin, Jackson, Cottonwood, Nicollet, Sibley, Watonwan.

3rd District: Goodhue, Wabasha, Dodge, Steele, Waseca, LeSueur, Rice, Scott, Dakota (south portion).

4th District: Washington, Ramsey, Chisago, Pine, Dakota (north portion).

5th District: Hennepin, Carver, McLeod, Wright, Sherburne, Anoka, Isanti.

6th District: Stearns, Meeker, Kandiyohi, Pope, Todd, Morrison, Crow Wing, Aitkin, Mille Lacs, Kanabec, Benton, Wadena, Stevens.

7th District: Lyon, Redwood, Murray, Nobles, Rock, Pipestone, Lincoln, Yellow Medicine, Lac Qui Parle, Chippewa, Swift, Big Stone.

8th District: Koochiching, St. Louis, Lake, Cook, Itasca, Beltrami, Lake of the Woods, Roseau, Kittson, Carlton.

9th District: Ottertail, Grant, Traverse, Wilkin, Red Lake, Mahnomen, Clearwater, Cass, Hubbard, Becker, Douglas, Clay, Norman, Polk, Marshall, Pennington.

ARTICLE IV
Election of Directors and Officers

Section 1. Only members in good standing may be elected as an Officer or Director. Any Director or Director candidate must permanently reside in the Director district from which elected or chosen, must not be engaged in, affiliated with, or have a financial interest in any individual or entity that competes with the Association, or possesses a substantial conflict of interest with the Association.

Section 2. A member who intends to run for a Director position must file with the Secretary of the Association by written notice 90 days prior to the annual meeting in order to allow sufficient time for the secretary to send those names to the Departments of members within that District in preparation for the caucus vote (or Delegate Proxy vote) at the annual meeting of the Association. The delegates from each district in which the Director's term has expired, shall caucus and elect a Director who is a member of the association of that District who has filed ninety (90) days prior to the annual meeting with the Secretary of the Association. Each caucus shall select a presiding officer from its members who shall thereafter conduct the caucus business in accordance with rules of Parliamentary Procedure. All caucus issues shall be resolved by a majority vote of the caucus members present and the Proxy votes from that District's delegates that may pertain to those issues (including elections).

Section 3. There shall be nine (9) directors elected by the members of the Association of which one (1) Paid Firefighter may be allowed to serve as a Director on the Board at any one time. Three (3) Directors shall be elected annually, to hold staggered terms as described in Article IV of the Association's Articles of Incorporation. Terms of office shall be effective commencing with the Board of Directors meeting next following election to the Board. Each retiring officer or director, after the installation of a successor, shall turn over to said successor all monies, valuable papers, books of account, business documents, stocks of business and stationery supplies and other property belonging to the Association which is possessed by reason of the position formerly held.

Section 4. The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, each of whom will be elected at the Organizational Meeting of the Board of Directors which shall be held immediately following the Annual Meeting each year.

Section 5. Five (5) directors shall constitute a quorum for the transaction of business at either regular or special meetings of the Board of Directors.

Section 6. In case a vacancy occurs in the Board of Directors for any reason, the remaining members of the Board shall appoint a replacement director by majority vote for the unexpired portion of the term only. Each such appointee shall be a resident of the district in which such a vacancy occurs.

Section 7. No person having attained the age of sixty-six (66) years shall be elected or re-elected as a director.

ARTICLE V Meetings

Section 1. The Annual Meeting of the Association for the election of directors to replace those whose terms have expired and the transaction of other business shall be held at the same location and date as the Annual Conference of the Minnesota State Fire Department Association or as otherwise determined by the Board.

Section 2. The Board or the President may call a Special Meeting by providing each member department at least a Thirty (30) day written notice indicating the time, date, location and purpose of the Special Meeting.

Section 3 Each fire department which has one through twenty-five (25) members of the Association shall be entitled to send one (1) voting delegate or proxy vote to an Annual or Special Meeting. Each fire department which has twenty-six (26) or more members of the Association shall be entitled to send two (2) voting delegates or proxy votes to an Annual or Special Meeting. Voting delegates shall be members of the association.

Section 4. The Secretary shall, no less than thirty (30) days prior to any Annual Meeting of the Association, provide to each fire department having members in this Association, along with the notice of said meeting, the proper number of distinctive identification cards which shall be used by the delegates to identify themselves as voting delegates.

Section 5. All voting shall be by written ballot unless in the discretion of the presiding officer and unanimous consent of the delegates, a more appropriate method of voting is acceptable. Departments may vote by proxy in the following manner: written request for proxy voting forms must be received in the Secretary's office not less than fifteen (15) days prior to the Annual or Special Meeting. Proxy voting forms will be returned to the requesting department together with a special Association addressed envelope. Executed proxy votes accompanied by the voting delegate identification cards must be mailed by the voting department in sufficient time to be received by the Secretary three (3) days prior to the date of the Annual or Special Meeting.

ARTICLE VI Officers Duties and Responsibilities

Section 1. The President shall –

- a. preside at all meetings of the Association and of the Board of Directors;
- b. perform such duties as may be required by law or as may be required by the Board of Directors.
- c. within thirty (30) days after being elected, appoint three (3) directors who are not officers, who shall constitute an examining finance committee, and whose duty shall be to examine the books and records of the Secretary and the Treasurer and report their findings at the Annual Meeting;
- d. sign all claims drawn on the Treasurer, and
- e. appoint a Parliamentarian for each Annual or Special Meeting for the purpose of clarifying points of order, aid in the interpretation of the Associations Articles of Incorporation, Bylaws, and governing documents and to aid in maintaining the orderly conduct of the meetings,

Section 2. The Vice President shall –

- a. perform duties of the President upon the President's absence or inability to act;
- b. perform such other duties as may be prescribed from time to time by the Board of Directors;
- c. act as an additional representative in all negotiated claims.

Section 3. The Secretary shall -

- a. be the recording officer of the Association;
- b. have charge of all the records;
- c. attend to all the duties pertaining to that office as may be required by the Board of Directors;
- d. collect all dues and assessments from the members and pay all such funds over to the Treasurer of the Association at least once each month, taking a receipt therefore;
- e. give at the annual meeting a full report of all board meetings.
- f. sign all claim disbursements
- g. shall be bonded ,as the directors may from time to time require, but never less than Sixty Thousand Dollars (\$60,000.00). The bond shall be purchased with association funds approved by the board of directors.

Section 4. The Treasurer shall –

- a. keep all the funds of this Association and deposit them in a depository named by the Board of Directors and disburse the same under the direction of the Board of Directors by check only, drawn on such funds
- b. perform such duties as the Board of Directors or By-Laws may prescribe;
- c. shall be bonded as the directors may from time to time require, but never less than Sixty Thousand Dollars (\$60,000.00). The bond shall be purchased with association funds approved by the board of directors.
- d. at the annual meeting, submit a full report of all receipts and expenditures for the preceding year
- e. when required by the board of directors make a full report of the financial condition of the association
- f. pay out or sign vouchers under the direction of the Board of Directors within the normal scope of duties

Section 5. Except as otherwise provided in these By-Laws, Robert's Rules of Order, as revised shall govern the conduct of all Association meetings.

Section 6. At any time, any required officer may resign by delivering to the Board an oral or written resignation. Unless the resignation specifies a later effective date, an officer resignation is effective when received by the Board. If an officer resignation is effective at a later date, then the Board may fill the vacant officer position before the later effective date, but the successor officer may not take office until the later effective date. At any time, the Board may remove any officer for any reason.

ARTICLE VII Board of Directors

Section 1. The Board of Directors shall -

- a. have general supervision of the business, including the books, accounts, properties and monies of the Association;
- b. decide upon and pass upon all proof of disability, order assessments for indemnities and operating expenses when authorized thereto by an Annual or Special Meeting of the Association;
- c. review all expenditures or disbursements of funds;
- d. review all accounts on an annual basis
- e. perform such other duties as may be required to carry out the intentions and purposes of the Association.
- f. approve investment of the funds, subject to such restrictions as are or may be imposed by the Minnesota State Insurance Department or by other regulatory bodies having jurisdiction.
- g. have the power to make such By-Laws and amendments for the governing of the Association and management of its affairs as the Board may deem proper. Changes in benefits, premiums and membership will be handled in accordance with Article XI;
- h. examine and consider all requests for amendments to the By-Laws,
- i. appoint a licensed physician or surgeon in good standing within the medical community (a "Medical Officer") as a consult to evaluate claims as deemed necessary by the Board, The Medical Officer shall not be a member of the Association and shall pass upon such applications and claims for indemnity as shall be submitted by the Secretary.

Section 2. The Board of Directors may require a full and complete report of any officer at any time.

Section 3. The Board of Directors shall meet at such time and place as they may determine and as often as the business of the Association may require, but they shall meet not less than three (3) times each year.

Section 4. The Directors may call a Special Meeting of the members at any time upon their own motion by giving thirty (30) days notice by mail or upon the application in writing of twenty (20) departments having members of the Association, which application shall set forth the reason for the call and business to be brought before the meeting. No proposition shall be entertained at any Special Meeting of the Association except as the same relates to the matters mentioned in the call.

ARTICLE VIII Funds

Section 1. The funds of the Association shall be derived from membership fees; premiums, donations, assessments and investment revenue and the same shall be used only for the purpose of paying indemnity as provided by these By-Laws and legitimate expenses of the Association.

Section 2. Whenever the funds in the treasury are reduced to an amount that would warrant the levying of an assessment upon all members, the Board of Directors shall make a full report of the condition of the several funds at the regular Annual Meeting, or if necessary, at a Special Meeting of the members of the Association. The voting members, by proxy or present, at such Annual or Special Meeting, shall determine the amount to be assessed and levied, and the method for payment of same. After proper resolution by such annual or special meeting, the Board of Directors shall then call and provide for the collection of each assessment or assessments.

ARTICLE IX Representations, Claims, Benefits

Section 1. Any applicant or member who shall knowingly make a false declaration or representation as to dues paying classification or age shall be denied membership or be removed from membership in the Association and such applicant or member shall forfeit all dues paid and right to receive further benefits from the Association. The same penalties and forfeitures shall apply to any person who shall refuse to pay annual premium or assessments which are levied by the Board of Directors as provided by these By-Laws or who shall be dishonorably discharged from the fire department in which membership is held.

Section 2. Each fire department which has members of the Association will furnish the Secretary of the Association a correct list of the names and volunteer or paid firefighter status of members of the department who are members or wish to become members of the Association, and to promptly notify the Secretary of the Association of all changes in the department's membership roll, classifications and beneficiary changes and submit the appropriate premium.

Section 3. First Report of Injury or Sickness. The Secretary of the Association shall be notified within thirty (30) days of any injury, disability, sickness, dismemberment or Loss of Life of a member of the Association incurred during covered duty as defined in Article IX, Section 8. The Secretary shall provide the required claim forms to the notifying party; and, in turn, notify the Director of the district from which the claim is reported. Such Director shall promptly investigate the claim and make a written report. The Director investigating the claim, subject to board approval, may for good cause waive the time limits for actions as listed in this section. The extension request must fall within 90 days of the date of injury.

Section 4. Completed claim forms must be sent to the Secretary or Director of the district in which the claimant resides WITHIN THIRTY (30) DAYS of the time of recovery from the injury, or disability is made, or in the case of extended disability, within 270 days of the date when the disability began. Claim forms may also be obtained by request from the Secretary. The director who has received the claim shall promptly review it, and forward it together with his approval or disapproval, to the proper officers of the Association. The Secretary and/or the President shall determine if it is necessary to consult the Medical Officer, or if special board of director's approval must be obtained.

Section 5. Upon approval of a claim for Disability, Dismemberment, Loss of Life, or Injury which occurs to a member during the performance of the Covered Duty, the Association shall pay the amounts specified in the schedule contained in Section 6 of this article in effect at the date of the original incident.

Section 6. The benefits payable are as follows:

1. For Loss of Life \$20,000.00
2. For Injuries **or Disabilities resulting in total loss of time from a member's regular occupation: \$100.00 per day.** Maximum benefits payable pursuant to Section 6 shall not exceed a total of 180 days or \$18,000.00 for the same injury, disability or recurrence thereof. Effective date of coverage will be August 1, 2007.
Benefits will be paid, in most cases, when the doctor releases claimant to return to any part of their regular occupation
3. In the case of the Dismemberment injuries listed below, the minimum amount listed below will be awarded. Should the disability amount exceed the minimum, the maximum benefits payable shall not exceed the guidelines established in Article IX Section 6, 2.):

4. a. Loss of both hands or both feet	\$12,000.00
b. Loss of both eyes	\$12,000.00
c. Loss of one hand or one foot	\$ 6,000.00
d. Loss of one eye	\$ 6,000.00

Section 7. Directors' discretion in negotiation: the Director from the claimant's district has the authority to negotiate an appropriate settlement with a claimant. The Director must in writing provide rationale to the Board of Directors and the claimant for the negotiated benefit. The Benefit Negotiation must receive Board approval and be signed by the claimant and Director before a check is issued.

Section 8. Definitions: The following definitions shall apply to this Section:

- a. "Covered Duty" shall mean going to, serving at, and returning by a direct route, within a reasonable time frame from the following: Fire calls, regularly ordered drills or training sessions, emergencies such as floods, storms, riots, ambulance calls, hazardous material incidents, or rescue service, under the order of a fire department officer or acting officer, regional or state fire schools, conferences, conventions or training sessions where attendance has been approved by the Chief of the Department.

Specifically excluded from Covered Duty is station duty which includes maintenance of grounds and equipment unless such duty is part of a regularly scheduled drill teaching the benefits of clean and well maintained grounds and equipment, storing and replenishing fire equipment or supplies, inspecting fire equipment and apparatus, and conducting fire station tours. Also specifically excluded from Covered Duty is working out, participating in group sporting activities to maintain physical fitness, non-active mutual aid responses, participation in any fireworks or pyrotechnic display or activity, participation in an celebration contest, parade or fund raising activity, acts of war declared or undeclared, criminal activity, any action performed while under the influence of alcohol or drugs or injuries occurring from the intent to injure him/herself or someone else.

- b. "Disability" shall mean an injury or sickness incurred during the performance of Covered Duty that causes a member to suffer lost time from his or her Regular Occupation as verified by a certified treating physician of claimant. Disability may include post-traumatic stress syndrome so long as a claimant files a claim with Ninety (90) days from the date of the incident. Benefits for post-traumatic stress syndrome may continue for a maximum of Thirty (30) days.
- c. "Dismemberment" shall mean complete loss of the use of certain body parts and/or eyesight during the performance of Covered Duty.
- d. "Injury" shall mean any injury caused by blunt forces, cutting, falls, slips, strains and sprains, etc. that occur during performance of Covered Duty.
- e. "Sickness" shall mean any illness that is caused by Airborne Pathogens, Blood borne Pathogens, inhalation of smoke fumes or other toxins that occur during the performance of Covered Duty.
- f. "Loss of Life" shall mean death of a member other than by natural causes, while in the performance of Covered Duty.
- g. "Employment" shall mean a person's regular occupation, profession, trade, post or business who works at least 26 hours per week and whereby the claimant is unable to perform any part of their employment due to an Injury or Disability. Employment also includes self-employed persons and independent contractors who are in an independent trade, business, or profession in which they offer services.
- h. Employment may include seasonal employment provided he/she regularly experiences seasonal layoffs from their occupation and such layoff does not exceed Four (4) months at any one time.

- i. “Retired Person” shall mean a person who has retired from their regular occupation before the age of Sixty-five (65) who can resume normal activity.
- j. “Other” shall mean a person who is employed part-time, housewives, or stay-at-home parents who can resume normal activity.

ARTICLE X

Compensation and Indemnification of Officers and Directors

Section 1. All officers of this Association, with the exception of the President, Secretary, and Treasurer shall serve without pay. Salaries of the President, Secretary and Treasurer shall be fixed by the Board of Directors. The Medical Officer and Parliamentarian shall be on a fee basis.

Section 2. Directors shall be reimbursed for expenses incurred while performing duties prescribed by the By-Laws and they shall be paid a monthly directors fee, paid quarterly determined by the Board of Directors.

Section 3. To the full extent permitted by Minnesota Statutes, Section 300.083, as amended from time to time or subject to other provisions of law, each person who was or is a party or is threatened to be made a party to any pending or commenced action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Director or Officer of the Association, shall be indemnified by the Association against expenses as incurred by such person, including attorneys’ fees, judgments, fines and amounts paid in settlement in connection with such action or suit. Provided however that the indemnification of such person shall apply only to the extent such person is not indemnified by any other corporation, partnership, joint venture, association or other enterprise.

ARTICLE XI

Amending Procedure

Section 1. The By-Laws of the Association may be amended at any regular or special meeting thereof by a majority vote (except as provided in Article VII, Section 1h.) of the authorized voting delegates or proxy votes present at such meeting, provided that a notice of any proposed amendment or amendments shall have been sent by the Secretary to each fire department which has members of the Association at least thirty (30) days prior to the date when such regular or special meeting shall be held.

Section 2. By-law amendments may be proposed by individual members that receive the support of Twenty (20) Volunteer Fire Departments having members in the Association. To be eligible for consideration at the following Annual Meeting, any such request or requests must be submitted before September 30th of the year to the Secretary of the Association who will distribute the request to the Board of Directors, members’ departments and legal counsel for information and response to the By-Law Committee. After collecting additional information and opinions from various sources including the members and legal counsel and with the concurrence of the author of the proposed change, the proposed amendment or amendments may be withdrawn by the proponent or the Board shall submit them to the members for consideration at the next Annual or Special Meeting. The proposed amendments accompanied by pro/con statements as well as a recommendation by the Board shall be provided to each fire department having members in the Association no less than Thirty (30) days prior to the meeting at which they will be considered. Those amendments without the Board’s endorsement shall require a two-thirds (2/3) approval of the voting delegates present at the Annual or Special Meeting for adoption.

This page is intentionally left blank.