

# **CONSTITUTION AND BY-LAWS BIGGERSVILLE VOLUNTEER FIRE DEPARTMENT**

## **Article I      Name and Purpose**

1. This organization is formed as a non-profit corporation registered with the Secretary of State of Mississippi with the name Biggersville Volunteer Fire Department, Inc., and shall hereinafter be referred to as the "Department."
2. This organization shall be subject to the authority of its Board of Directors and the Board of Supervisors of Alcorn County and shall have as its primary objective and purpose the extinguishing and prevention of fires, both wildfire and structural, provide Basic Life Support emergency medical services and provide extrication & rescue services.
3. The primary coverage area of the Department shall be the area defined by the legal fire district. Secondary coverage shall be provided anywhere in Alcorn County when requested. The Department will also comply with any federal or state mandate or request that requires personnel and equipment in other parts of the state during times of civil and natural disaster.

## **ARTICLE II      Organization**

1. Membership shall include any person eighteen years or older who owns property or resides or works in either the Department primary established fire district or any fire district adjoining the Departments primary established fire district. Process for membership shall be defined in Article VI.
2. The Department shall annually appoint and elect a Board of Directors who will serve as officers of the Department for a term of one year with the following titles: Chief, Deputy Chief, Assistant Chief. Also elected is a non-board position of Secretary/Treasurer (Administrative position with no line officer title, can be performed by any member or officer). Duties and election of these positions shall be covered in Articles III and IV.

## **ARTICLE III      Purpose and Duties of Board of Directors and Officers**

1. The Board of Directors of the Department are the same members of the Department serving as officers and shall hereinafter be referred to as the Officers.
2. Duties of the Officers, as defined in Article II Section 2, shall be as follows:
  - a. Chief
    - i. Organize and notify members of regular and special meetings and preside at those meetings. The Chief may appoint any of the other Officers to conduct the meeting in his absence.
    - ii. The Chief will serve as the chief administrative officer for the Department. This includes, but is not limited to, setting department policy, assigning department identification numbers, issuance of department equipment such as radios and pagers, establishing and enforcing standard operating guidelines for specific fire ground and station operations, and execution of disciplinary procedures as outlined in the aforementioned standard operating guidelines.
    - iii. The Chief will be responsible for the Department's compliance with any federal, state or local law, regulation, ordinance or standard.
    - iv. The Chief may appoint positions and rank as necessary in order to fulfill department needs. Examples of this would be training officer, safety officer, medical officer, etc. These appointments would be in force until the Chief decided they were no longer necessary or if the Chief retires or is replaced. The incoming Chief would then decide if these positions were still needed. These appointed roles could also be assigned by the Chief to existing officers.
  - b. Deputy Chief
    - i. It shall be the duty of the Deputy Chief to perform the duties of Chief in his/her absence.
    - ii. Other duties may be assigned in the Department's Standard Operating Guidelines
  - c. Assistant Chief
    - i. It shall be the duty of the Assistant Chief to perform the duties of Chief or Deputy Chief in his/her absence.
    - ii. Other duties may be assigned in the Department's Standard Operating Guidelines
  - d. Secretary Treasurer

- i. It shall be the duty of the Secretary to keep accurate records of general and special meetings of the Department, the secretary shall also keep a record of attendance at all meetings of the department.
- ii. It shall be the duty of the Treasurer to control the fiscal books and records for the Department. The treasurer shall keep an account of all monies received and expended on behalf of the Department and present that at each regular meeting of the Department or upon the request of any member. Any purchase of more than \$2,000 requires a special meeting of the Officers or a motion made in a regular meeting with 2/3 majority approval. Any purchase between \$200 and \$2,000, with the exception of fuel and regular utilities, requires the approval of two officers. Any officer may make purchases under \$200 without approval. Any approval may be verbal but need to be documented in the minutes of the next regular Department meeting.
- iii. It shall be the duty of the Treasurer to make payment for all legitimate obligations of the Department. Any Officer that properly registers with the financial institution holding the Department's funds shall be allowed to sign checks drawn on the Department's account.
- iv. It shall be the duty of the Treasurer to ensure that Rebate, Millage and donations are kept separate and expended in accordance with state statute 83-1-39. Any other Officer should verify that any check they write complies with state statute 83-1-39.
- v. It shall be the duty of the Treasurer to act as purchasing agent for the Department. Purchasing procedures are defined in Article X.
- vi. Other duties may be assigned in the Department's Standard Operating Guidelines

#### **ARTICLE IV Elections**

1. Each year on the 2<sup>nd</sup> Tuesday of June, the department will hold officer elections during its regularly scheduled meeting. The floor will be open for any active member to nominate any other active member present for the office of Chief, and each subsequent office. The nominee has the right to immediately refuse the nomination. The membership of the Department, defined in Article VI, will then be allowed to cast one vote for each office. The candidate that obtains the majority of the votes in their respective race will assume that position. The term of that office will begin immediately after the election. Ballots cast may be verbal or written.
2. In the event that a serving officer wishes to resign from their position or is removed from their position, a special election will take place to fill the remainder of their term as soon as possible.
3. Any Officer may be removed from their position in the event there is an instance of a misuse of authority, misconduct in office, violation of Department rules or regulations. Request for impeachment may be called by any active member at a regularly scheduled meeting and must be approved by 2/3 of the attending membership. If approved, the Officer must relinquish their position immediately. This does not remove that officer as an active member of the department.
4. If an officer is moved from the active list to the support list, the officer will lose their position as an officer and the Chief will assign another active member to fill the remainder of that officer's term.

#### **ARTICLE V Meetings**

1. The department will have regularly scheduled meetings. Schedule is as follows:
  - a. 2<sup>nd</sup> Tuesday of each month 1830 Vehicle and equipment check
  - b. 2<sup>th</sup> Tuesday of each month 1900 Business meeting followed by training
  - c. Order of business will be determined by Chief. Every member is encouraged to attend. Meetings are open to the general public.
2. At the discretion of the Chief, it may be necessary to call a special meeting with the Officers in order to take care of administrative issues.

#### **ARTICLE VI Membership**

1. All members must abide by the rules and regulations established for the Department.
2. Any person above the age of 18 years of age and living or working within the Biggersville fire service area or an adjoining district may request an application for membership from the Chief. Any person that has a felony conviction will not be considered for membership.
3. Applications shall be considered at the next regularly scheduled meeting of the Department. Applicant must also be interviewed by the Chief so that they understand their role and commitment needed for the department. After review of the application and interview notes by the officers of the Department the application may be either accepted or rejected by a majority of the officers present.

4. Applications and determination of eligibility must not violate any federal, state or local laws or regulations.
5. New members will be on a probationary period of 90 days during which the member may not operate warning lights in their personal vehicle and any department issued gear must remain at the station. The rule may be waived if the applicant has previous experience and it is unanimously agreed to by all of the Officers of the Department. During their probationary period, new members are not allowed to vote in department elections.
6. Any new members who wish to participate in firefighting task are strongly encouraged to attend a Certified Firefighter class held annually in the county. The Department shall cover the cost of this training and the cost of skills verification at the State Fire Academy in Pearl, MS. Members who are not certified shall not be allowed to participate in an interior structural attack, unless approved prior by the Chief.
7. Members not trained in extrication will NOT be allow to use extrication tools at the scene of an incident. Also members with no medical training are NOT to respond to medical calls. Non-medically trained members may respond to MVA's but are not allowed patient contact.
8. Membership within the department is a privilege not a right and is contingent upon compliance with the bylaws. In order to maintain confidentiality, any disciplinary action, including any discussion or voting, shall be closed to the general public.
9. Any member may be removed from the Department in the event there is an instance of a misuse of authority, misconduct in office or violation of Department rules and regulations. Request for removal may be called by any active member at a regularly scheduled meeting and must be approved by 2/3 of the attending membership. If approved, the member shall immediately turn in any issued Department property to any of the officers of the Department. If the member is not present, the Chief or his/her designee shall contact the removed member. Any discharged member not returning Department property within 14 days shall be subject to criminal prosecution.
10. Applicants receive consideration for membership without regard to or discrimination as to race, color, national origin, gender, marital status, creed, religion, age, mental or physical handicap or veteran's status.
11. All information obtained at fire, accident and medical scenes should be considered confidential. This information should not be discussed in public or with members of the general public. Violation of this section may result in disciplinary action at the discretion of the Chief.
12. All members will be considered "active" while participating during scheduled meetings, emergency calls and training events. If a member chooses not to participate for a period of ninety (90) days, said member will be reclassified as a "support member". Support members are not entitled to rights and privileges of active members defined in this Article, such as voting. If a members chooses to continue to not participate for an additional ninety (90) days, that person will be removed from the Department roster. This removal will be considered a disciplinary dismissal and actions from this dismissal will conform to Section 9 of this Article.
13. If a member is dismissd due to disciplinary action, misuse of authority, misconduct in office or violation of Department rules and regulations, that person will be be eligable to reapply as a probationary member after twelve (12) months. If a member leaves the Department on a voluntary basis, that member may return to the department at his/her office, at their discretion, within six (6) months. After this time period, said member will be reinstated at discretion of the Chief.

#### **ARTICLE VII Standard Operating Guidelines**

1. The Department's Standard Operating Guidelines hereafter identified as SOG's, for fire ground and station operations are maintained separate from this document.
2. The Department's SOG's are created and maintained by the Chief and are not required to be voted on by the members of the Department. The SOG's shall not violate any portion of the approved Constitution and Bylaws. A copy of bylaws and SOG's will be given to each new member and posted at the fire department. A copy may be requested by any member at any time.

#### **ARTICLE VIII Parliamentary Authority**

1. All questions or procedures shall be determined by Robert's Rules of Order.

#### **ARTICLE IX Amendment Procedure**

1. Any member of the Department may request revision of the approved bylaws during a regular Department meeting. If a motion is made and seconded to make said revision, it must pass by a 2/3 majority of members present to make the revision. The revision will be noted by the Secretary in the minutes and shall be effective immediately.
2. Any revisions to the Department bylaws will be distributed to each member present at the next scheduled meeting and be posted in the station.

## ARTICLE X Purchasing Procedure

1. All fire equipment that has a current contract on file with the Mississippi Department of Finance and Administration must be purchased from the supplier specified by the state contract. Any equipment not on state contract must be purchased according to Section 3 of this Article.
2. Any purchases made with federal money must be in compliance with CFR Title 44: Emergency Management and Assistance, Part 13 Uniform Administrative requirements for grants and cooperative agreements to state and local governments, Subpart C-post award requirements, Section 13.36 Procurement and require a minimum of 2 bids regardless of the price of the item. Approval and submission should be conducted according to section 3 of this article.
3. Any department purchases over \$2000 shall be bid to a minimum of 2 vendors, but preferably 3. Any bid specifications shall not be tailored to one particular product or supplier to force the outcome of a bid. Do not use specifications that are copied from manufacturer's literature. Do not use brand names in specifications. All bids returned are to be presented at a special or regular department meeting. A motion to purchase shall be made and approved with a 2/3 majority of the active members present. Once approved the section of the vendor shall be recorded in the meeting minutes.
4. Any department purchases over \$100,000 shall be bid to a minimum of 2 vendors, but preferably 3. Any bid specifications shall not be tailored to one particular product or supplier to force the outcome of a bid. Do not use specifications that are copied from manufacturer's literature. Do not use brand names in specifications. Request for bids shall be run in local newspaper for a minimum of 2 weeks. To be considered all bids shall be sealed and not opened until the next scheduled meeting after the close of bidding. A motion to purchase shall be made and approved with a 2/3 majority of the active members present. Once approved the section of the vendor shall be recorded in the meeting minutes.
5. All purchases with federal funding must meet the following requirements. All procurement transactions will be conducted in a manner providing full and open competition consistent with the standards of section 13.36. Some of the situations considered to be restrictive of competition include but are not limited to:
  - a. Placing unreasonable requirements on firms in order for them to qualify to do business,
  - b. Requiring unnecessary experience and excessive bonding.
  - c. Noncompetitive pricing practices between firms or between affiliated companies,
  - d. Noncompetitive awards to consultants that are on retainer contracts,
  - e. Organizational conflicts of interest,
  - f. Specifying only a "brand name" product instead of allowing "an equal" product to be offered and describing the performance of other relevant requirements of the procurement, and
  - g. Any arbitrary action in the procurement process.
6. The department will conduct procurements in a manner that prohibits the use of statutorily or administratively imposed in-State or local geographical preferences in the evaluation of bids or proposals, except in those cases where applicable Federal statutes expressly mandate or encourage geographic preference. Nothing in this section preempts State licensing laws. When contracting for architectural and engineering (A/E) services, geographic location may be a selection criteria provided its application leaves an appropriate number of qualified firms, given the nature and size of the project, to compete for the contract.
7. The department will have written selection procedures for procurement transactions. These procedures will ensure that all solicitations:
  - a. Incorporate a clear and accurate description of the technical requirements for the material, product, or service to be procured. Such description shall not, in competitive procurements, contain features which unduly restrict competition. The description may include a statement of the qualitative nature of the material, product or service to be procured, and when necessary, shall set forth those minimum essential characteristics and standards to which it must conform if it is to satisfy its intended use. Detailed product specifications should be avoided if at all possible. When it is impractical or uneconomical to make a clear and accurate description of the technical requirements, a "brand name or equal" description may be used as a means to define the performance or other salient requirements of procurement. The specific features of the named brand which must be met by offer shall be clearly stated; and
  - b. Identify all requirements which the offer must fulfill and all other factors to be used in evaluating bids or proposals.
8. The department will ensure that all prequalified lists of persons, firms, or products which are used in acquiring goods and services are current and include enough qualified sources to ensure maximum open and free competition. Also, the department will not preclude potential bidders from qualifying during the solicitation period.
9. Methods of procurement to be followed
  - a. Procurement by small purchase procedures. Small purchase procedures are those relatively simple and informal procurement methods for securing services, supplies, or other property that do not cost more than the simplified acquisition threshold fixed at 41 U.S.C. 403(11) (currently set at \$100,000). If small

purchase procedures are used, price or rate quotations shall be obtained from an adequate number of qualified sources.

- b. Procurement by sealed bids (formal advertising). Bids are publicly solicited and a firm-fixed-price contract (lump sum or unit price) is awarded to the responsible bidder whose bid, conforming with all the material terms and conditions of the invitation for bids, is the lowest in price. The sealed bid method is the preferred method for procuring construction, if the conditions in §13.36(d)(2)(i) apply.
  - c. In order for sealed bidding to be feasible, the following conditions should be present:
    - i. A complete, adequate, and realistic specification or purchase description is available;
    - ii. Two or more responsible bidders are willing and able to compete effectively and for the business; and
    - iii. The procurement lends itself to a firm fixed price contract and the selection of the successful bidder can be made principally on the basis of price.
  - d. If sealed bids are used, the following requirements apply:
    - i. The invitation for bids will be publicly advertised and bids shall be solicited from an adequate number of known suppliers, providing them sufficient time prior to the date set for opening the bids;
    - ii. The invitation for bids, which will include any specifications and pertinent attachments, shall define the items or services in order for the bidder to properly respond;
    - iii. All bids will be publicly opened at the time and place prescribed in the invitation for bids;
    - iv. A firm fixed-price contract award will be made in writing to the lowest responsive and responsible bidder. Where specified in bidding documents, factors such as discounts, transportation cost, and life cycle costs shall be considered in determining which bid is lowest. Payment discounts will only be used to determine the low bid when prior experience indicates that such discounts are usually taken advantage of; and
    - v. Any or all bids may be rejected if there is a sound documented reason.
  - e. Procurement by competitive proposals. The technique of competitive proposals is normally conducted with more than one source submitting an offer, and either a fixed-price or cost-reimbursement type contract is awarded. It is generally used when conditions are not appropriate for the use of sealed bids. If this method is used, the following requirements apply:
    - i. Requests for proposals will be publicized and identify all evaluation factors and their relative importance. Any response to publicized requests for proposals shall be honored to the maximum extent practical;
    - ii. Proposals will be solicited from an adequate number of qualified sources;
    - iii. The department will have a method for conducting technical evaluations of the proposals received and for selecting awardees;
    - iv. Awards will be made to the responsible firm whose proposal is most advantageous to the program, with price and other factors considered; and
    - v. The department may use competitive proposal procedures for qualifications-based procurement of architectural/engineering (A/E) professional services whereby competitors' qualifications are evaluated and the most qualified competitor is selected, subject to negotiation of fair and reasonable compensation. The method, where price is not used as a selection factor, can only be used in procurement of A/E professional services. It cannot be used to purchase other types of services though A/E firms are a potential source to perform the proposed effort.
  - f. Procurement by noncompetitive proposals is procurement through solicitation of a proposal from only one source, or after solicitation of a number of sources, competition is determined inadequate.
  - g. Procurement by noncompetitive proposals may be used only when the award of a contract is infeasible under small purchase procedures, sealed bids or competitive proposals and one of the following circumstances applies:
    - i. The item is available only from a single source;
    - ii. The public exigency or emergency for the requirement will not permit a delay resulting from competitive solicitation;
    - iii. The awarding agency authorizes noncompetitive proposals; or
    - iv. After solicitation of a number of sources, competition is determined inadequate.
  - h. Cost analysis, i.e., verifying the proposed cost data, the projections of the data, and the evaluation of the specific elements of costs and profits, is required.
  - i. The department may be required to submit the proposed procurement to the awarding agency for pre-award review in accordance with paragraph (g) of this section.
10. Contracting with small and minority firms, women's business enterprise and labor surplus area firms. (1) The department will take all necessary affirmative steps to assure that minority firms, women's business enterprises, and labor surplus area firms are used when possible.
- a. Affirmative steps shall include:

- i. Placing qualified small and minority businesses and women's business enterprises on solicitation lists;
  - ii. Assuring that small and minority businesses, and women's business enterprises are solicited whenever they are potential sources;
  - iii. Dividing total requirements, when economically feasible, into smaller tasks or quantities to permit maximum participation by small and minority business, and women's business enterprises;
  - iv. Establishing delivery schedules, where the requirement permits, which encourage participation by small and minority business, and women's business enterprises;
  - v. Using the services and assistance of the Small Business Administration, and the Minority Business Development Agency of the Department of Commerce; and
  - vi. Requiring the prime contractor, if subcontracts are to be let, to take the affirmative steps listed in paragraphs (e)(2) (i) through (v) of this section.
11. Contract cost and price. (1) The department must perform a cost or price analysis in connection with every procurement action including contract modifications. The method and degree of analysis is dependent on the facts surrounding the particular procurement situation, but as a starting point, grantees must make independent estimates before receiving bids or proposals. A cost analysis must be performed when the offer is required to submit the elements of his estimated cost, e.g., under professional, consulting, and architectural engineering services contracts. A cost analysis will be necessary when adequate price competition is lacking, and for sole source procurements, including contract modifications or change orders, unless price reasonableness can be established on the basis of a catalog or market price of a commercial product sold in substantial quantities to the general public or based on prices set by law or regulation. A price analysis will be used in all other instances to determine the reasonableness of the proposed contract price.
- a. The department will negotiate profit as a separate element of the price for each contract in which there is no price competition and in all cases where cost analysis is performed. To establish a fair and reasonable profit, consideration will be given to the complexity of the work to be performed, the risk borne by the contractor, the contractor's investment, the amount of subcontracting, the quality of its record of past performance, and industry profit rates in the surrounding geographical area for similar work.
  - b. Costs or prices based on estimated costs for contracts under grants will be allowable only to the extent that costs incurred or cost estimates included in negotiated prices are consistent with Federal cost principles (see §13.22). Grantees may reference their own cost principles that comply with the applicable Federal cost principles.
  - c. The cost plus a percentage of cost and percentage of construction cost methods of contracting shall not be used.
12. Awarding agency review.
- a. The department must make available, upon request of the awarding agency, technical specifications on proposed procurements where the awarding agency believes such review is needed to ensure that the item and/or service specified is the one being proposed for purchase. This review generally will take place prior to the time the specification is incorporated into a solicitation document. However, if the department desires to have the review accomplished after a solicitation has been developed, the awarding agency may still review the specifications, with such review usually limited to the technical aspects of the proposed purchase.
  - b. The department must on request make available for awarding agency pre-award review procurement documents, such as requests for proposals or invitations for bids, independent cost estimates, etc. when:
    - i. The department's procurement procedures or operation fails to comply with the procurement standards in this section; or
    - ii. The procurement is expected to exceed the simplified acquisition threshold and is to be awarded without competition or only one bid or offer is received in response to a solicitation; or
    - iii. The procurement, which is expected to exceed the simplified acquisition threshold, specifies a "brand name" product; or
    - iv. The proposed award is more than the simplified acquisition threshold and is to be awarded to other than the apparent low bidder under a sealed bid procurement; or
    - v. A proposed contract modification changes the scope of a contract or increases the contract amount by more than the simplified acquisition threshold.
  - c. The department will be exempt from the pre-award review in paragraph (g)(2) of this section if the awarding agency determines that its procurement systems comply with the standards of this section.
  - d. The department may request that its procurement system be reviewed by the awarding agency to determine whether its system meets these standards in order for its system to be certified. Generally, these reviews shall occur where there is a continuous high-dollar funding, and third-party contracts are awarded on a regular basis.
  - e. The department may self-certify its procurement system. Such self-certification shall not limit the awarding agency's right to survey the system. Under a self-certification procedure, awarding agencies may wish to rely on written assurances from the department that it is complying with these standards. The department

will cite specific procedures, regulations, standards, etc., as being in compliance with these requirements and have its system available for review.

13. Bonding requirements. For construction or facility improvement contracts or subcontracts exceeding the simplified acquisition threshold, the awarding agency may accept the bonding policy and requirements of the department provided the awarding agency has made a determination that the awarding agency's interest is adequately protected. If such a determination has not been made, the minimum requirements shall be as follows:
  - a. A bid guarantee from each bidder equivalent to five percent of the bid price. The "bid guarantee" shall consist of a firm commitment such as a bid bond, certified check, or other negotiable instrument accompanying a bid as assurance that the bidder will, upon acceptance of his bid, execute such contractual documents as may be required within the time specified.
  - b. A performance bond on the part of the contractor for 100 percent of the contract price. A "performance bond" is one executed in connection with a contract to secure fulfillment of all the contractor's obligations under such contract.
  - c. A payment bond on the part of the contractor for 100 percent of the contract price. A "payment bond" is one executed in connection with a contract to assure payment as required by law of all persons supplying labor and material in the execution of the work provided for in the contract.
14. Contract provisions. The department's contracts must contain provisions in paragraph (i) of this section. Federal agencies are permitted to require changes, remedies, changed conditions, access and records retention, suspension of work, and other clauses approved by the Office of Federal Procurement Policy.
  - a. Administrative, contractual, or legal remedies in instances where contractors violate or breach contract terms, and provide for such sanctions and penalties as may be appropriate. (Contracts more than the simplified acquisition threshold)
  - b. Termination for cause and for convenience by the department including the manner by which it will be effected and the basis for settlement. (All contracts in excess of \$10,000)
  - c. Compliance with Executive Order 11246 of September 24, 1965, entitled "Equal Employment Opportunity," as amended by Executive Order 11375 of October 13, 1967, and as supplemented in Department of Labor regulations (41 CFR Chapter 60). (All construction contracts awarded in excess of \$10,000 by the department and their contractors or subgrantees)
  - d. Compliance with the Copeland "Anti-Kickback" Act (18 U.S.C. 874) as supplemented in Department of Labor regulations (29 CFR Part 3). (All contracts and subgrants for construction or repair)
  - e. Compliance with the Davis-Bacon Act (40 U.S.C. 276a to 276a-7) as supplemented by Department of Labor regulations (29 CFR part 5). (Construction contracts in excess of \$2000 awarded by the department and subgrantees when required by Federal grant program legislation)
  - f. Compliance with Sections 103 and 107 of the Contract Work Hours and Safety Standards Act (40 U.S.C. 327-330) as supplemented by Department of Labor regulations (29 CFR Part 5). (Construction contracts awarded by the department and subgrantees in excess of \$2000, and in excess of \$2500 for other contracts which involve the employment of mechanics or laborers)
  - g. Notice of awarding agency requirements and regulations pertaining to reporting.
  - h. Notice of awarding agency requirements and regulations pertaining to patent rights with respect to any discovery or invention which arises or is developed in the course of or under such contract.
  - i. Awarding agency requirements and regulations pertaining to copyrights and rights in data.
  - j. Access by the department, the subgrantee, the Federal grantor agency, the Comptroller General of the United States, or any of their duly authorized representatives to any books, documents, papers, and records of the contractor which are directly pertinent to that specific contract for the purpose of making audit, examination, excerpts, and transcriptions.
  - k. Retention of all required records for three years after the department make final payments and all other pending matters are closed.
  - l. Compliance with all applicable standards, orders, or requirements issued under section 306 of the Clean Air Act (42 U.S.C. 1857(h)), section 508 of the Clean Water Act (33 U.S.C. 1368), Executive Order 11738, and Environmental Protection Agency regulations (40 CFR part 15). (Contracts, subcontracts, and subgrants of amounts in excess of \$100,000)
  - m. Mandatory standards and policies relating to energy efficiency which are contained in the state energy conservation plan issued in compliance with the Energy Policy and Conservation Act (Pub. L. 94-163, 89 Stat. 871).

## **ARTICLE XII Conflict of Interest Policy**

1. Purpose The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to

supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

## 2. Definitions

- a. Interested Person Any director, principal 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. If a person is an interested person with respect to any entity in the health care system of which the organization is a part, he or she is an interested person with respect to all entities in the health care system.
- b. Financial Interest A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - i. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
  - ii. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
  - iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

## 3. Procedures

- a. 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 directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b. 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/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c. Procedures for Addressing the Conflict of Interest
  - i. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
  - ii. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  - iii. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
  - iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization'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.
- d. Violations of the Conflicts of Interest Policy
  - i. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
  - ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## 4. Records of Proceedings The minutes of the governing board and all committees with board delegated powers shall contain:

- a. 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 governing boards or committee's decision as to whether a conflict of interest in fact existed.
- b. 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 with the proceedings.

## 5. Compensation



- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
  - b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
  - c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.
6. Annual Statements Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:
- a. Has received a copy of the conflicts of interest policy,
  - b. Has read and understands the policy,
  - c. Has agreed to comply with the policy, and
  - d. Understands the Organization is charitable 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.
7. Periodic Reviews To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:
- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
  - b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.
8. Use of Outside Experts When conducting the periodic reviews as provided for in Section 7, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

## **ARTICLE XII Validation**

1. This Constitution and Bylaws, after having been approved on the 13<sup>th</sup> day of September 2016, and read at a regular meeting on the 18<sup>th</sup> day of October 2016, were adopted and ratified as the Constitution and Bylaws of the Biggersville Volunteer Fire Department. The Bylaws supersede any bylaws or and Constitution or Amendments thereto, either written or unwritten, that are now in force or are recorded in any minutes of the Department.

## **ARTICLE XIII Revisions**

Revision 00: September 29, 2008

- Initial Release

Revision 01: June 23, 2009

- Addition to article III Section 2-A-4
- The Chief may appoint positions and rank as necessary in order to fulfill department needs. Examples of this would be training officer, safety officer, medical officer, etc. These appointments would be in force until the Chief decided they were no longer necessary or if the Chief retired or was replaced. The incoming Chief would then decide if these positions were still needed. These appointed roles could also be assigned by the Chief to existing officers.
- Addition to article IV Section 1 The nominee has the right to immediately refuse the nomination.
- Addition to article VI Section 5 During their probationary period, new members are not allowed to vote in department elections.

Revision 02: September 2, 2009

- Addition of Article VI Section 11
- Addition of Article VI Section 12
- Revision of Officers after 2009 elections

Revision 03: February 9, 2010

- Article II Section 2 Remove day/night designation
- Article III Section 2 Para C5 Add purchasing procedures in Article X
- Article IV Section 1 Change election to 2<sup>nd</sup> Tuesday
- Article IV Add Section 4
- Article V Section 1 Change meeting times

- Article VI Section 2 Remove driver's license requirements for membership
- Article VI Section 5 Change probationary period from 60 to 90 days
- Addition of Article X

Revisions 04: August 28, 2012

- Article IV Section 3 Add "active" to describe members that may call for Impeachment of an officer.
- Article VI Section 9 Add "active" to describe members that may call for removal of another member.
- Article VI Section 12 Active/Support Members
- Article VI Section 13 Application Requirements for Past Members

Revision 05: August 14, 2013

- Article II Section 2, Remove Captain officer level from board, Remove rank of deputy chief from Sec/Treasurer position, allow an officer or member to hold position of Sec/Treasurer
- Article III, Add Deputy Chief Position, Remove Captains, Remove Deputy Chief rank/title from Secretary Treasurer position.

Revision 06: January 5, 2016

- Addition of Article XI
- Move "Validation" to Article XII
- Define "Revisions" as Article XIII

Revision 07: September 13, 2016

- Article IV Section 1, Change annual election from August to June to coincide with annual contract with Alcorn County that is signed in July.