

Upper Valley Regional Emergency Services Association  
Bylaws  
As Amended on 3/15/2022

## **Bylaws**

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## **Article 1. NAME**

The name of the Association shall be the Upper Valley Regional Emergency Services Association.

## **Article 2. AUTHORITY**

The Association is organized under the authorities granted by NH RSA 154:30-30h

## **Article 3. PURPOSE**

The purpose of the Association shall be to promote cooperation among member fire departments in the prevention and fighting of fires, to improve firefighting methods, to protect the lives and property of the citizens of the member communities, and to promote the abilities of member fire departments. Some of the member departments also provide Hazardous Materials, technical rescue, and EMS response.

## **Article 4. MEMBERSHIP**

Member: An organized firefighting department responsible for protection of a local, municipal, county or state jurisdiction.

## **Article 5. MEETING OF VOTING MEMBERSHIP**

1. **Voting Power:** The Chief or his designated alternate of each member department shall have one vote.
2. **Quorum:** Representation of one-third or more of the member departments at any meeting shall constitute a quorum. In the case of adoption of a standard, policy or guideline under these bylaws, establishment of annual dues or amendment of these bylaws notice by mail, fax or electronic means shall be given to all members of the proposed action at least two weeks before the meeting when a vote will be taken. The voting members present at a meeting may continue to do business until adjournment notwithstanding a loss of a quorum.
3. **Meetings:** The Association shall hold regular meetings, normally on the third Tuesday of every other month. In addition, a meeting may be called by the President, the Vice-President, or by 25 percent of the member departments to be held not sooner than ten days after notice to each member department.
4. **Financial Report:** Will be sent to members bi-monthly. A yearly audit of accounts will be open for inspection at the end of each year.

## **Article 6. OFFICERS**

1. **President:** The President shall be the Chief Executive officer and shall preside at all meetings and shall appoint all standing and special committees.
2. **Vice-Presidents:** Two Vice Presidents, one representative from a Vermont Department and one from a NH department shall be elected. The Vice-Presidents shall, in the absence of the President, have all the duties and powers of the President, and such other duties as may be assigned.

3. **Secretary:** Shall keep a true and accurate record of all meetings of the Association and provide such record to the membership at the following meeting.
4. **Treasurer:** Shall work with the bookkeeper to maintain the dept accounts and verify deposits and withdrawals and present the regular financial report to the members at meetings.
5. **Bookkeeper:** Shall keep true and accurate books of accounts of the Association and may be hired as an independent contractor to maintain this service. The bookkeeper may be a non-voting independent contractor.
6. **Board of Directors:** The Board of Directors (Board) shall consist of the President, Vice-Presidents, Secretary and Treasurer. The Board shall only have the powers specifically delegated to the Board in these bylaws or by the members of the Association at a normally warned meeting.

#### **Article 7: Elections**

1. Election of Officers shall be held at the first membership meeting of the calendar year by majority vote, except a vacancy may be filled by vote at any meeting.
2. Nominating committee of 3 active members shall be established 2 meetings prior to the Association elections. The nominating committee will present candidates for elected positions to the membership 1 meeting prior to the election.

#### **Article 8. FIRE AND MEMBER COMMUNITY**

1. **Local Fire Department:** The principal obligation for fighting a fire in a member community shall be borne by the local member department. Firefighting shall be under the control of the Chief or his designated alternate of the local member department. The local fire department may request assistance from the Association or its members.
2. **Obligations of Other Member Departments:** The other member department shall respond to the best of their ability in the case of request for assistance. The response shall either be to assist the local member department in fighting the fire or to assist in protecting other member communities whose departments are in turn assisting in fighting the fire.
3. **Expense:** Expendable items such as Foam, Suits, etc. used in another town shall be reimbursed to the sharing department as soon as possible.

#### **Article 9. REQUEST FOR ASSISTANCE FROM A NON-MEMBER TOWN**

1. **Assistance:** It is the intention but not the obligation of the Association to provide reasonable assistance to any non-member upon request.
2. **Expense:** Each department providing assistance to a non-member community or each department providing assistance in protecting other member communities whose departments are in turn assisting the non-member community, may bill all expenses for the rendering of such assistance to the non-member community. Billing will only be submitted after each member

community has informed the Association. The Association may adopt rate schedules for such billings.

3. **Prior Agreements:** Nothing herein contained shall apply to or avoid any other agreements between member departments and non-member departments with regard to the rendering of Assistance.

#### **Article 10. ASSESSMENTS**

1. Each member department shall pay:
  - a. Annual dues as determined by Association vote at the last meeting of the calendar year.
  - b. Special assessments for other services, shall be as determined by Association vote.
2. Annual dues will be invoiced at the conclusion of the first meeting of the year and are due within 45 days.

#### **Article 11. TERMINATION OF MEMBERSHIP**

1. **Voluntary:** A member department may voluntarily withdraw after giving the association a 90-day written notice. Any member department may be terminated for non-payment based on the payment policy.
2. **Involuntary:** Any member department may be terminated by the Association for just cause upon two-thirds vote of the entire voting membership, not including the representatives of the department in question.
3. **Dues:** Each withdrawing member shall pay all dues and assessments through the date of the final withdrawal.

#### **Article 12. SHORT TERM RATE SCHEDULE**

1. For billing of towns not in UVRESA who request mutual aid, we will follow the rate schedule as set in our Rate Schedule guideline.

#### **Article 13. INTERNAL REVENUE CODE PROVISIONS**

1. Notwithstanding any other provisions of these articles, the organization is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under IRC 501(c)(3) of corresponding provisions of any subsequent law.
2. No part of the net earnings of the organization shall inure to the benefit of any member, trustee, director, officer of the organization, or any private individual; (except that reasonable compensation may be paid for services rendered to or for the organization), and no member, trustee, or officer of the organization or any private individual shall be entitled to share in the distribution of any of the organization's assets on dissolution of the organization.

3. No substantial part of the activities of the organization shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC 501(h)) or participating in or intervening in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.
4. In the event of dissolution, all of the remaining assets and property of the organization shall, after payment of all necessary expenses thereof, be distributed to organizations that qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government or State or local governments for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of N.H.5. In any year in which the organization is a private foundation as described in Section 509(1), the organization shall distribute its income for said period in such time and manner as not to subject it to tax under IRC 4942, and the organization shall not (a) engage in any act of self-dealing as defined in IRC 4941(d), (b) retain an excess business holdings as defined in Section 4943(c), (c) make any investments in such a manner as to subject the organization to tax under Section 4944, or (d) make any taxable expenditures as defined in IRC 4945(d) or corresponding provisions of any subsequent Federal tax laws.6. Annual reports will be filed with NH Secretary of State as required.

#### **Article 14. CONFLICT RESOLUTION PROCEDURE**

It is expected that conflicts or disputes arising within or between the members or between member and the Association will typically be addressed and resolved by those members themselves. If the conflict or dispute that affects the Association cannot be resolved informally the President shall appoint a three-member impartial panel to meet with the disputing parties to attempt to resolve the dispute. If the President is a party to the conflict or dispute the next officer in the following order who is not a party to the dispute shall appoint the impartial panel: Vice-President, Secretary or Treasurer.

#### **Article 15. EFFECTIVE DATE**

These Bylaws shall become effective as to all member departments present and voting at a regular meeting of the Association. Amendments to these Bylaws shall become effective when approved by at a regular meeting of the Association by a vote that represents a majority of the then voting members of the Association.

Bylaws Adopted on January 30, 1995  
Bylaws Amended on July 16, 1996  
Bylaws Amended on November 19, 1996  
Bylaws Amended on July 15, 2003  
Bylaws Amended on May 16, 2006  
Bylaws Amended on January 16, 2007  
Bylaws Amended on March 16, 2010  
Bylaws Amended on May 17, 2016  
Bylaws Amended on March 15, 20