

# MANITOU SPRINGS VOLUNTEER FIRE DEPARTMENT, INC.

## By-Laws

Amended and Restated as of September 29, 2015

## **MSVFD VISION STATEMENT**

The purpose of the Manitou Springs Volunteer Fire Department, Inc. is to protect life and property from the consequences of fire and or other emergencies, to promote the health and welfare of the City of Manitou Springs, and to assist other communities in times of need.

## **MSVFD MISSION STATEMENT**

Being a member of the Manitou Springs Volunteer Fire Department, Inc. is an invaluable way to contribute to your community, as well as having a genuine personal satisfaction that you get when helping others in need. The Manitou Springs Volunteer Fire Department, Inc. strives to give the community and its many visitors' unselfish support, relief and rescue efforts. In addition, the Manitou Springs Volunteer Fire Department, Inc. contributes in many different ways to charities in and out of our own community. Only by working together can we all make a difference.

**BY-LAWS  
OF  
MANITOU SPRINGS VOLUNTEER FIRE DEPARTMENT, INC.**

For the purposes of these By-laws “Department” or “Fire Department” shall mean the Manitou Springs Volunteer Fire Department Inc.

**I. PURPOSE**

The purpose of the Manitou Springs Volunteer Fire Department, Inc. is to protect life and/or property from the consequences of fire and/or other emergency, to promote the health and welfare of the City of Manitou Springs, and to assist other communities in times of need.

**II. ORGANIZATION**

The Department shall consist of not more than fifty (50) voting members. The governance, business, and affairs of the Department shall be managed by or under the authority and direction of the voting members, except as otherwise provided in the Colorado Revised Nonprofit Corporation Act (the “Nonprofit Corporation Act”), the Department’s Articles of Incorporation as filed with the Colorado Secretary of State, or these By-Laws.

**III. VOTING MEMBERS**

The Members of the Department consist of voting Members, Retired Members, and Honorary Members. The provisions of this Article III pertain to voting Members. Provisions pertaining to Retired Members and Honorary Members are contained in Articles IV and V of these By-Laws.

A. The qualifications necessary to be a voting Member of the Fire Department are the following:

1. The Member must be at least eighteen (18) years of age;
2. The Member must reside in the City of Manitou Springs;
3. The Member must be physically able to carry out the duties assigned to him by the Fire Chief; and
4. The Member must be willing to answer calls to fires and emergencies whenever available.

- B. A prospective voting member shall submit a completed Manitou Springs Volunteer Fire Department Membership Application Form to the Probationary Training Board who will review the document, contact references and schedule an interview. If the applicant is a former member who left in good standing their application shall be considered first. All others shall be considered in chronological order.
1. A new member shall be introduced to the Department at a regular meeting of members upon acceptance by the Probationary training board as a new member.
  2. Upon request from the Probationary Training Board, the prospective member shall submit to a physical examination by a physician selected by the Department and at the Department's expense. The results of such physical shall be available to the Probationary Training Board for its consideration.
  3. A probationary member shall complete, within one (1) year, the Department Probationary Training Curriculum and Taskbook as prescribed by Department policy. The Probationary Training Board shall oversee the completion of stated requirements.
- C. Each Member of the Department shall have the following duties:
1. To obey all reasonable commands of the officers present at the scene of a fire and/or emergency;
  2. To comply with the Code of Conduct, rules and policies of the Department and to conduct himself at all times in a manner which will reflect credit on the Department;
  3. To attend all regular and special meetings of the Department unless an excuse in writing is submitted to the Secretary prior to the meeting;
  4. To respond to all fire and emergency calls if possible;
  5. To prevent any person who is not a Member of the Department from riding on or operating any vehicles owned by the City of Manitou Springs or any equipment of the Department except as may be otherwise authorized by the Fire Chief or designee;
  6. To remain at the fire or emergency scene after answering a call until the fire is extinguished and/or the emergency is abated and equipment and vehicles are returned to the Department premises

and returned to full service, except as may be otherwise authorized by the Fire Chief or designee;

7. To prevent unnecessary damage to or loss of property at the scene of a fire or emergency;
8. To refrain from giving information to the public concerning a fire or emergency and to refer such matters to the Fire Chief or designee; and
9. To properly maintain and preserve equipment issued to the Member of the Department and to comply with the following rules:
  - a. Within thirty (30) days after resignation, retirement, or dismissal of the Member from the Department, the Member shall return all equipment issued to him, including identifying insignia or identification, to the Department or shall pay the Department the replacement cost of such equipment; and
  - b. The Member shall pay to the Department all reasonable costs, including replacement cost if applicable, resulting from the loss or theft of, or damage to, any equipment issued to the Member by the Department where such loss, theft or damage is due to the negligence of the Member.
10. To remain active within the Department by responding to five percent (5%) of all calls, participating in fifty percent (50%) of the sanctioned events, and completing thirty six (36) hours of training annually.
  - a. Members failing to meet the above criteria will be contacted and advised of their lack of participation.
  - b. The Member must present to the Foreman and Fire Chief, or their designees, reasons for the Member failing to participate by the next monthly meeting.
  - c. The Foreman, Fire Chief or their designee will present to the membership a recommendation to retain or dismiss the Member at the monthly meeting.

- d. The membership will vote whether to retain or dismiss the Member as per Section III(F) of these By-Laws.

D. Each Member of the Department shall have the following rights:

1. To attend all meetings, schools and training sessions designated as being for the general membership;
2. To vote on all matters brought before the membership;
3. To be a candidate for any elective office for which the Member is qualified;
4. To attend all recreational functions of the Department; and
5. No Member may be expelled or suspended and no membership terminated or suspended except as follows:
  - a. The Member shall be given not less than fifteen (15) days prior written notice of the expulsion, suspension or termination and the reasons therefore;
  - b. The Member shall have an opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of the expulsion, suspension or termination by the Members;
  - c. Written notice must be given by first-class or certified mail sent to the last address of the Member shown on the Department's records; and
  - d. Any proceeding challenging an expulsion, suspension or termination (including a proceeding in which defective notice is alleged) must be commenced within one (1) year after the effective date of the expulsion, suspension or termination.

Any Member expelled or suspended may be liable to the Department for dues, assessments or fees incurred or commitments made prior to expulsion or suspension.

E. The following conduct by a Member shall be cause for dismissal of such Member from the scene of a fire or emergency by the officer in charge:

1. Insubordination;

2. Intoxication;
  3. Unwarranted property damage; or
  4. Conduct detrimental to the Department.
- F. The following conduct by a Member shall be cause for dismissal of such Member from the Department upon the affirmative vote of two thirds (2/3) of the Members present at a regular meeting at which such conduct is considered:
1. Insubordination;
  2. Intoxication;
  3. Unwarranted property damage;
  4. Theft;
  5. Conduct detrimental to the Department;
  6. Being absent from three (3) consecutive scheduled meetings, regular or special, without submitting a written excuse to the Secretary prior to such meeting;
  7. Non-attendance of fifty percent (50%) of the regular or special meetings with or without an excuse;
  8. Failure to properly perform the duties of a Member as set out in Section III(C) of these By-laws.
- G. A Member may resign at any time by giving written notice of resignation to the Department. The resignation is effective when the notice is received by the Department unless the notice specifies a later effective date.

#### IV. RETIRED MEMBERS

- A. A Member may become a Retired Member upon request only if the Member has completed twenty (20) years of service with the Department. A Retired Member may attend all Department meetings and special events, but a Retired Member may not vote on any matter, or hold any board or committee position, function as an Officer of the Department, or respond to emergency incidents of any kind.
- B. A Retired Member may apply to the Pension Board for a Pension from the Fire Department by submitting a written application to receive a pension to the Pension Board.

1. In order to qualify for a pension a Retired Member shall have attended and completed fire service training as required by law for each of twenty (20) years, which years may not be consecutive, and the Retired Member shall have attained at least fifty (50) years of age.
2. The Pension Board shall determine whether an applicant for a pension has fulfilled the requirement to receive a pension, as such requirements are set out herein or as such requirements are or may be established by law or the Department.
3. An applicant for a pension may appeal a decision of the Pension Board in accordance with Section III(D)(5) of these By-laws, but the only matter which may be considered by the Department is whether the applicant has fulfilled the requirements to receive a pension.

## V. HONORARY MEMBERS

- A. A person may become an Honorary Member of the Department as follows:
  1. In order to become an Honorary Member of the Department, a person must be deemed by the Members to be an asset to the Department or to have provided exemplary service to the Department.
  2. The affirmative vote of two thirds (2/3) of the Members physically present and voting at a meeting at which an Honorary Membership is being considered shall be necessary to designate an Honorary Member.
- B. An Honorary Member may attend meetings and special events of the Department, but an Honorary Member may not vote on any matter, hold any board or committee position, function as an Officer of the Department or respond to emergency incidents of any kind.

## VI. MEMBER MEETINGS

- A. Unless the Members shall determine otherwise by proper vote, a regular meeting shall be held on the last Tuesday of each month during the months of August through May.
- B. Unless the Members shall determine otherwise by proper vote, each meeting shall be called to order by the Foreman at seven o'clock (7:00 p.m.).
- C. Fifty-one percent (51%) of the current total voting membership physically present at a meeting of the Members shall constitute a quorum for the conduct of business. The proposal receiving the greatest number of votes from the Members present in person and voting at any meeting of the Members at which a quorum is present shall be the act of the Members. Except as specified in sections III (F), V(A)(2), XII(D) and XX(B) where two thirds is required to pass a motion. No Member can participate in a meeting of the Members by telecommunication.
- D. The following rules shall apply to guests at all meetings:
  - 1. Guests shall be excused by the Foreman after introduction of all guests, except those guests whose presence is necessary or desirable to properly consider a matter of business of the Department shall be permitted to remain until such business is considered.
  - 2. Prospective members shall be excused as other guests.
  - 3. The Foreman may permit a guest to remain at a meeting if the Foreman determines that the presence of the guest is necessary or desirable to the Department.
- E. The order of business at each meeting shall be as follows:
  - 1. Roll call;
  - 2. Introduction of guests;
  - 3. Business requiring presence of guests;
  - 4. Reading of minutes of the last meeting;
  - 5. Reading of communications;
  - 6. Treasurer's report;
  - 7. Reports of committees;
  - 8. Fire Chief's Report;

9. Dismissal of Members;
10. Announcement of resignations and retirements;
11. Presentation of new members;
12. Unfinished business;
13. New business;
14. Appointment of Feed Committee; and
15. Adjournment.

F. The following shall apply to action taken without a meeting of the Members:

1. Any action required or permitted by Articles 121 to 137 of the Nonprofit Corporation Act to be taken at a meeting of the Members may be taken without a meeting if notice is transmitted in writing to each Member and each Member by the time stated in the notice:
  - a. Votes in writing for such action; or
  - b. Votes in writing against such action, abstains in writing from voting, or fails to respond or vote, and fails to demand in writing that action not be taken without a meeting.
2. The notice required by Section VI(F)(1) shall state:
  - a. The action to be taken;
  - b. The time by which a Member must respond;
  - c. That failure to respond by the time stated in the notice will have the same effect as abstaining in writing by the time stated in the notice and failing to demand in writing by the time stated in the notice that action not be taken without a meeting; and
  - d. Any other matters the Department determines to include.

3. Action is taken under this Section VI(F) only if, at the end of the time stated in the notice transmitted pursuant to Section VI(F)(1):
  - a. The affirmative votes in writing for such action received by the Department and not revoked pursuant to Section VI(F)(5) equal or exceed the minimum number of votes that would be necessary to take such action at a meeting at which all of the Members were present and voted; and
  - b. The Department has not received a written demand by a Member that such action not be taken without a meeting other than a demand that has been revoked pursuant to Section VI(F)(5).
4. A Member's right to demand that action not be taken without a meeting shall be deemed to have been waived unless the Department receives such demand from the Member in writing by the time stated in the notice transmitted pursuant to Section VI(F)(1) and such demand has not been revoked pursuant to Section VI(F)(5).
5. Any Member who in writing has voted, abstained, or demanded action not be taken without a meeting pursuant to this Section VI(F) may revoke such vote, abstention, or demand in writing received by the Department by the time stated in the notice transmitted pursuant to Section VI(F)(1).
6. Unless the notice transmitted pursuant to Section VI(F)(1) states a different effective date, action taken pursuant to this Section VI(F) shall be effective at the end of the time stated in the notice transmitted pursuant to Section VI(F)(1).
7. A writing by a Member under this Section VI(F) shall be in a form sufficient to inform the Department of the identity of the Member, the vote, abstention, demand, or revocation of the Member, and the proposed action to which such vote, abstention, demand, or revocation relates. All communications under this Section VI(F) may be transmitted or received by the Department by electronically transmitted facsimile, e-mail or other form of wire or wireless communication. For purposes of this Section VI(F), communications to the Department are not effective until received.
8. Action taken pursuant to this Section VI(F) has the same effect as action taken at a meeting of the Members and may be described as such in any document.

9. All writings made pursuant to this Section VI(F) shall be filed with the minutes of the meetings of the Members.
- G. In the event that the Foreman shall deem it necessary to conduct a special meeting, the Foreman shall call such a meeting and shall cause notice of such meeting to be given to the Members by appropriate means with at least two (2) days' notice of the date, time and place of the meeting. Notice of a special meeting shall include a description of the purpose or purposes of the meeting. Fifty-one percent (51%) of the Members physically present and voting at a meeting of the Members shall constitute a quorum for the conduct of business at such meeting. No Member can participate in such meeting by any means of telecommunication. The order of business at such meeting shall be as follows:
1. Roll call;
  2. Business for which the special meeting was called; and
  3. Adjournment.
- H. Unless otherwise stated herein, conduct of all meetings shall be governed by the most current edition of "Roberts Rules of Order Newly Revised."

## VII. BOARDS

The Department shall have a Probationary Training Board and a Pension Board.

- A. The Probationary Training Board shall consist of the Fire Chief, the Foreman, Training Coordinator and two (2) Members elected by the Members.
1. The Probationary Training Board shall receive and review all applications for membership in the Department and shall interview the candidate.
  2. The Probationary Training Board shall comply with all provisions of Section III(B) of these By-Laws.
  3. Members absent less than one (1) year shall be admitted after completion of application and background check, when an opening occurs. Members absent more than one (1) year must attend the Probationary Training Academy.

4. A majority of the Probationary Training Board must be present to act upon any application.
- B. The Pension Board shall consist of three (3) Members elected as set out in Section X of these By-Laws.
1. The Pension Board shall administer the pension plan of the Department and present such matters concerning the pension plan to the Members, as it deems appropriate.
  2. The Pension Board shall determine the eligibility of a Member to receive a pension in accordance with Section IV of these By-laws.

## VIII. COMMITTEES

- A. The Department shall have the following Standing Committees: the General Committee, the Finance and Audit Committee, and the Antique Apparatus Committee.
1. The General Committee shall consist of five (5) Members.
    - a. The General Committee shall decide and/or administer any matters affecting the general welfare of the Department that cannot be timely considered at a regular meeting of the Members, and shall report such matters at the next regular meeting of the Members.
    - b. The General Committee shall oversee and supervise all elections of officers in accordance with Sections X(B)(2) and X(F)(3) of these By-Laws.
  2. The Finance and Audit Committee shall consist of three (3) Members.
    - a. The Finance and Audit Committee shall audit the Treasurer's accounts after the first day of January and prior to the January meeting, and at such other times as the Members may decide by vote.
    - b. The Finance and Audit Committee shall attest to the annual report of the Treasurer presented at the January meeting.
  3. The Antique Apparatus Committee shall consist of three (3) Members. The Antique Apparatus Committee shall oversee, supervise and recommend guidelines to the Members for the

maintenance and use of all antique firefighting apparatus owned by the Department.

Standing Committee members shall be appointed by the Foreman at the January meeting and shall serve for a term of one (1) year or until their successors have been appointed. No Member shall be appointed to serve on more than one (1) Standing Committee.

- B. Temporary Committees may be established by the Foreman and their members may be appointed by the Foreman at any meeting of the Members of the Department.
- C. Committees shall have such authority as established by the Members and, to the extent provided in the resolution establishing such committees, each committee shall have and may exercise all of the authority of the Members, except that such committees shall not:
  - 1. Authorize distributions;
  - 2. Approve or propose to Members action that the Nonprofit Corporation Act requires to be approved by Members;
  - 3. Elect, appoint, or remove any Member;
  - 4. Adopt, amend or repeal the Articles of Incorporation;
  - 5. Adopt, amend or repeal the By-Laws;
  - 6. Approve a plan of conversion or plan of merger not requiring Member approval; or
  - 7. Approve a sale, lease, exchange, or other disposition of all, or substantially all, of its property, with or without goodwill otherwise than in the usual and regular course of business subject to approval by the Members.
- D. The delegation of authority to any committee shall not operate to relieve the Members from any responsibility imposed by law. Rules governing meetings of any committee shall be as established by the Members, or in the absence thereof, by the committee itself.

## IX. OFFICERS

The Department shall have Line Officers and Staff Officers.

A. Line Officers shall consist of a Fire Chief, Deputy Fire Chief, Assistant Fire Chief, Fire Captains, and Fire Lieutenants.

1. The Fire Chief shall have at least five (5) years of service with the Department and shall have attended at least two hundred (200) general response calls of the Department. The duties of the Fire Chief shall be the following:

- a. To answer to the Administration of the City of Manitou Springs for good order and efficiency of the Department.
- b. To assume command of the Department at all fires and emergencies;
- c. To be responsible for all Fire Department property, equipment and buildings;
- d. To prepare and submit to the City of Manitou Springs a Fire Department budget, in accordance with municipal procedures, which reflects a true representation of Department operations;
- e. To serve as an advisor to the Pension Board;
- f. To cause an investigation of all fires and to require reports of such investigation reflecting the probable cause of the fire, the extent of damage and any other information deemed necessary;
- g. To provide for training and general improvement of the Members of the Department, and to maintain efficient firefighting standards, in compliance with law and pension eligibility requirements;
- h. To appoint the positions of Fire Captain, Lieutenant and such additional positions as may be requested; and
- i. To hear all complaints and grievances of the Members and either take appropriate action or make a recommendation to the Department concerning such complaint or grievance.

2. The Deputy Fire Chief shall have at least five (5) years of service with the Department and shall have attended at least one hundred fifty (150) general response calls of the Department. The Deputy

Fire Chief shall assist the Fire Chief and perform such other duties as assigned by the Fire Chief.

3. The Assistant Fire Chief shall have at least three (3) years of service with the Department and shall have attended at least one hundred (100) general response calls of the Department. The Assistant Fire Chief shall assist the Fire Chief and perform such other duties as assigned by the Fire Chief.
4. Fire Captains shall be appointed by the Fire Chief and shall perform such duties as may be assigned by the Fire Chief.
5. Lieutenants shall be appointed by the Fire Chief and shall perform such duties as may be assigned by the Fire Chief.
6. In the event of the absence of a Line Officer, the duties of such officer shall be assumed by the next lower ranking Line Officer in the order in which such officers are presented in this Section IX of these By-Laws.
  - a. In the event of the absence of the Assistant Fire Chief, the duties of the Assistant Fire Chief shall be assumed by the senior Fire Captain.
  - b. In the event of the absence of all Line Officers, the Member present with the most time in service to the Department shall assume the duties of Fire Chief and shall assign duties to the remaining Members as he may deem appropriate.

B. Staff Officers shall consist of a Foreman, First Assistant Foreman, Second Assistant Foreman, Secretary and Treasurer.

1. The Foreman shall preside at all meetings of the Department, shall administer and perform such other duties as provided in these By-Laws.
2. The First Assistant Foreman shall be the parliamentarian at all meetings of the Department, shall assist the Foreman in the performance of his duties, and shall assume the duties of the Foreman in the absence of the Foreman.
3. The Second Assistant Foreman shall be responsible for all publicity for the Department, shall assist the Foreman and First Assistant Foreman in the performance of their duties, and shall

assume the duties of the First Assistant Foreman in the absence of the First Assistant Foreman.

4. The Secretary shall have the following duties:
  - a. To keep a correct record of all meetings and such matters as may be necessary;
  - b. To call the roll when directed by the Foreman;
  - c. To receive and maintain a record of all communications and reports to the Department;
  - d. To disperse funds in the absence of the Treasurer in a manner established and approved by the Treasurer;
  - e. To maintain a roster of the Members;
  - f. To submit a list of Members not in good standing, if applicable, to the Foreman at each regular meeting;
  - g. To prepare and account for all ballots for the annual election;
  - h. To report to the Department at the January meeting concerning the activities of the previous year;
  - i. To maintain at all times an accurate version of these By-laws with all amendments, and to make such By-laws available to the Members; and
  - j. To maintain at all times an accurate version, with all amendments, of the policies and procedures adopted by the Department, and to make such policies and procedures available to the Members.
  
5. The Treasurer shall be bonded at the expense of the Department in such amount as the Department may deem appropriate; the Treasurer shall have the following duties:
  - a. To receive all monies and deposit said monies in the treasury of the Department;
  - b. To receive all bills;

- c. To disperse funds only by a vote of the Department or the General Committee;
- d. To maintain an accurate account or record of all monies received and disbursed;
- e. To report matters concerning the treasury at every regular meeting or whenever requested to do so by the Foreman;
- f. To submit a written report at the January meeting, attested by the Finance and Audit Committee, concerning all receipts and expenditures and any other property or funds held in the name of the Department; and
- g. To ascertain whether any Member, Retired Member or Honorary Member, or any member of their immediate families, shall be ill or otherwise discomforted, and in such case to take such actions as may be appropriate to demonstrate the sympathy and good will of the Department.

## X. ELECTIONS

- A. The offices available for election at each annual meeting of the Members shall include those of Foreman, First Assistant Foreman, Second Assistant Foreman, Secretary, Treasurer, two (2) Probationary Training Board members and one (1) Pension Board member. The offices of Fire Chief and Assistant Fire Chief are available for election during every even-numbered year. The office of Deputy Fire Chief is available for election during every odd-numbered year. The office of Pension Board member shall be for a term of three (3) years. Each officer shall serve until his or her successor takes office.
- B. Nominations shall be submitted to the Secretary in writing not sooner than the call to order of the regular October meeting and not later than the adjournment of the November meeting.
  - 1. A Member may accept nomination for only one (1) office.
  - 2. The General Committee shall determine the eligibility of a Member for office, shall determine whether a Member is willing to accept nomination, and shall notify a nominated Member of his ineligibility for office.

- C. Elections shall be conducted as the last item of new business for the December meeting which shall be considered the annual meeting of the Members.
- D. The Secretary shall prepare and mark one (1) ballot for each Member and each ballot shall be placed in an individually numbered envelope; except for absentee ballots, the ballots shall be distributed at the time of election.
- E. Absentee ballots shall be available for distribution to those Members entitled to vote on matters if an actual meeting of the Members cannot be held.
  - 1. Absentee ballots shall be available for distribution at the Fire Department premises during the two (2) weeks prior to the election.
  - 2. After a Member has voted an absentee ballot, the absentee ballot envelope shall be signed by the voting Member and deposited in a locked ballot box.
  - 3. Absentee ballots shall be available only for the annual election held in December and to fill a vacancy in the office of Fire Chief.
- F. At the time for election, ballots shall be distributed by the Secretary to those Members present who have not previously voted by absentee ballot. The Secretary shall remove the envelopes containing absentee ballots from the ballot box, shall remove the absentee ballots from the envelopes and shall deposit absentee ballots in the ballot box.
  - 1. Each voting Member shall deposit his ballot in the ballot box.
  - 2. The Secretary shall account for all ballots, and then submit the ballots to the General Committee.
  - 3. The ballots shall be tabulated by the General Committee and results shall be submitted to the Foreman. Write-in votes shall be tabulated in the same manner as regular votes.
  - 4. The person receiving the greatest number of votes for an office shall be declared elected to that office and the results shall be announced by the Foreman.
  - 5. In the event that the vote for any office results in a tie, subsequent votes for that office shall be conducted of the Members present by written ballot until the vote does not result in a tie.
- G. Voting by proxy is not allowed.

- H. Out-going officers shall relinquish their offices at midnight on the last day of December following the election. Within a reasonable time, but no later than two (2) weeks prior to the next regular meeting of the Members, outgoing officers shall deliver to their successors in office all records, equipment and funds of which they are in possession by reason of their office.

## XI. RESIGNATION

Any person serving on a Board or Committee of the Department, or as an officer of the Department, may resign at any time by giving written notice of resignation to the Department. The resignation is effective when the notice is received by the Department unless the notice specifies a later effective date. A resignation need not be accepted to be effective.

## XII. REMOVAL FROM OFFICE

- A. Any elected officer of the Department may be removed from office for failure to properly perform the duties of the office.
- B. Any charge against an elected officer for the purpose of removal from office for failure to properly perform the duties of office shall be in writing, signed by the Member or Members making such charge, and shall contain a request that the officer shall be removed from office. Such charge shall be submitted to the Secretary or Foreman who shall immediately inform the officer charged of the nature of the charge and of the officer's opportunity to be heard at the next regular meeting.
- C. At the next regular meeting after a charge is made pursuant to this Section, the Secretary shall read the charge or charges to the Members present. The officer so charged shall then be granted an opportunity to be heard and present evidence. After discussion, and if the charge is not withdrawn by the charging Member or Members, the matter shall then be tabled until the next regular meeting.
- D. At the next regular meeting following the reading of a charge or charges pursuant to this Section, a vote shall be conducted by written ballot to determine whether the charged officer should be removed from office. In the event that at least two third's (2/3) of the Members present and voting shall vote to remove the charged officer from office, such officer shall be deemed removed from office and the resulting vacancy shall be filled as set out in Section XIII of these By-laws.
- E. The result obtained from a vote to remove an officer from office shall be conclusive and final.
- F. Any officer removed from office pursuant to this Section XII of these By-Laws shall remain a Member in good standing of the Department.

### XIII. VACANCY IN OFFICE

- A. A vacancy in the office of Fire Chief shall be filled by special election to be conducted in the same manner as a regular election except that nominations shall be accepted only during the regular meeting prior to the special election.
- B. A vacancy in the office of Deputy Fire Chief and/or the office of Assistant Fire Chief shall be filled by appointment by the Fire Chief, such appointed officer shall continue in office until a successor is nominated and elected at the next regular meeting.
- C. A vacancy in the offices of Secretary, Treasurer, Pension Board Member and/or Probationary Training Board Member shall be filled by nomination and election at the next regular meeting.
- D. A vacancy in the office of Foreman shall be filled by the First Assistant Foreman; a vacancy in the office of First Assistant Foreman shall be filled by Second Assistant Foreman; a vacancy in the office of Second Assistant Foreman shall be filled by nomination and election at the next regular meeting. Any person filling a vacancy pursuant to this Section XIII(D) of these By-laws shall be deemed to vacate any office, which that person may hold.

### XIV. STANDARDS OF CONDUCT

- A. Each Member, Board member, Committee member, and Officer shall perform their duties as such:
  - 1. In good faith;
  - 2. In a manner they reasonably believe to be in the best interests of the Department; and
  - 3. With the care an ordinarily prudent person in a like position would exercise under similar circumstances.

A Member, Board member, Committee member, or Officer, regardless of title, shall not be deemed to be a trustee with respect to the Department or with respect to any property held or administered by the Department including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

- B. In the performance of their duties, a Member, Board member, Committee member, or Officer shall be entitled to rely on information, opinions, reports or

statements, including financial statements and other financial data, in each case prepared or presented by the person designated below. However, such individual shall not be considered to be acting in good faith if they have knowledge concerning the matter in question that would cause such reliance to be unwarranted. The designated persons on whom such individual is entitled to rely are:

1. One (1) or more officers or employees of the Department whom the individual reasonably believes to be reliable and competent in the matters presented;
  2. Legal counsel, a public accountant, or other person as to matters which the individual reasonably believes to be within such person's professional or expert competence; and
  3. A committee of the Members on which the individual does not serve if the Member reasonably believes the committee merits confidence.
- C. A Member, Board member, Committee member, or Officer shall not be liable to the Department or its Members for any action such individual takes or omits to take as a Member, Board member, Committee member, or Officer if, in connection with such action or omission, such individual performs their duties in compliance with this Section XIV.

## XV. CONFLICTING INTEREST TRANSACTIONS

- A. As used in this Section XV:
1. "Conflicting interest transactions" means a contract, transaction, or other financial relationship between the Department and a Member of the Department, or between the Department and a party related to a Member, or between the Member and an entity in which a Member of the Department is a member, director or officer or has a financial interest; and
  2. A "party related to a Member" means a spouse, a descendent, an ancestor, a sibling, the spouse or descendent of a sibling, an estate or trust in which the Member or a party related to a Member has a beneficial interest, or an entity in which a party related to a Member is a member, director, officer, or has a financial interest.
- B. No conflicting interest transaction shall be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by a Member or by or in the right of the Department, solely because the conflicting interest transaction involves a Member of the Department or a party related to a

Member or an entity in which a Member of the Department is a member, director or officer or has a financial interest or solely because the Member is present at or participates in the meeting of the Department's Members or of a committee of the Members that authorizes, approves, or ratifies the conflicting interest transaction or solely because the Member's vote is counted for such purpose if:

1. The material facts as to the Member's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Members or the committee, and the Members or committee in good faith authorizes, approves, or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested Members, even though the disinterested Members are less than a quorum; or
2. The material facts as to the Member's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Members entitled to vote thereon, and the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the Members entitled to vote thereon; or
3. The conflicting interest transaction is fair as to the Department.

Common or interested Members may be counted in determining the presence of a quorum at a meeting of the Members or of a committee which authorizes, approves, or ratifies the conflicting interest transaction.

- C. No loans shall be made by the Department to its Members or officers. Any Member or officer who assents to or participates in the making of any such loan shall be liable to the Department for the amount of such loan until the repayment thereof.

## XVI. LIMITATION ON LIABILITY TO THIRD PARTIES

The Members, Board members, Committee members, and Officers of the Department are not, as such, liable for the acts, debts, liabilities or obligations of the Department.

## XVII. INDEMNIFICATION

The Department shall indemnify any person made a party to a proceeding because the person is or was a Member, Board member, Committee member, or Officer of the Department against liability incurred in, relating to, or as a result of, the proceeding to the fullest extent permitted by and in accordance with the provisions of the Act pertaining to indemnification (which are incorporated herein by this reference) if:

- A. The person conducted himself in good faith;

- B. The person reasonably believed:
1. In the case of conduct in an official capacity with the Department, that his conduct was in the Department's best interests; and
  2. In all other cases, that his conduct was at least not opposed to the Department's best interests.
- C. In the case of any criminal proceeding, the person had no reasonable cause to believe his conduct was unlawful. In addition to the foregoing, the Department shall indemnify a person who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the person was a party because the person is or was a Member, Board member, Committee member, or Officer of the Department, against reasonable expenses incurred by him in connection with the proceeding. However, indemnification permitted under this Section XVII in connection with a proceeding by or in the right of the Department is limited to reasonable expenses incurred in connection with the proceeding. Further, the Department may not indemnify a Member, Board member, Committee member, or Officer under this Section XVII in connection with a proceeding by or in the right of the Department in which the party was adjudged liable to the Department or in connection with any other proceeding charging that the party derived an improper personal benefit, whether or not involving action in an official capacity, in which proceeding the party was adjudged liable on the basis that he derived an improper personal benefit. The Department shall have the right, but shall not be obligated, to indemnify any agent of the Department not otherwise covered by this Section XVII to the fullest extent permissible by the laws of Colorado. Unless otherwise provided in any separate indemnification arrangement, any such indemnification shall be made only as authorized in the specific case in the manner provided in this Section XVII.

## XVIII. RECORDS

- A. The Department shall keep as permanent records minutes of all meetings of its Members, a record of all actions taken by the Members without a meeting and of actions taken by a committee in place of the Members, and a record of all waivers of notices of meetings of Members or any committee. The Department shall also maintain the following records:
1. Appropriate accounting records;
  2. Its Articles of Incorporation and By-Laws;
  3. Resolutions relating to the characteristics, qualifications, rights, limitations and obligations of Members or any class or category of Members;

4. A list of the names and business or home addresses of its current Members and officers;
  5. A copy of its most recent corporate report delivered to the Colorado Secretary of State;
  6. A record of its Members which permits preparation of a list of the name and address of all Members in alphabetical order and, if applicable, by class which shows the number of votes each Member is entitled to cast;
  7. Minutes of all Members' meetings and records of all action taken by Members without a meeting for the past three (3) years;
  8. All written communications within the past three (3) years to Members; and
  9. All financial statements prepared for periods during the last three (3) years that a Member of the Department could have requested under Colorado law.
- B. Upon the written request of any Member, the Department shall provide to such Member its most recent annual financial statements, if any, and its most recently published financial statements, if any, showing in reasonable detail its assets and liabilities and results of its operations.
- C. Upon written demand delivered at least five (5) business days before the date on which a Member wishes to inspect and copy any of the corporate records identified in Section XVIII(A) above, a Member, its agent or attorney is entitled to inspect and copy such records during regular business hours at the Department's principal office. The Department may impose a reasonable charge, covering the costs of labor and material, for copies of the documents provided. The charge may not exceed the estimated cost of production and reproduction of the records. A Member may also inspect any other records at a reasonable location specified by the Department upon the same terms and conditions. Members entitled to inspect these other records must also meet the following requirements:
1. The Member must have been a Member at least three (3) months immediately preceding the demand;
  2. The demand must be made in good faith and for a proper purpose;
  3. The Member must describe with reasonable particularity the purpose and the records the Member desires to inspect; and

4. The records must be directly connected with the described purpose. The rights set forth herein may not be abolished or limited by the Articles of Incorporation or the By-Laws.

#### XIX. MERGER, CONVERSION, SALE OF ASSETS AND DISSOLUTION

- A. A proposal for a plan of merger, plan of conversion, sale or other disposition of all or substantially all of the assets of the Department or dissolution of the Department shall be in writing, signed by five (5) Members who propose the merger, conversion, sale of assets or dissolution and shall be presented to the Secretary who shall submit such a proposal at the next regular meeting. Discussion of the proposal shall be permitted upon reading, but action on such a proposal shall be tabled until the next regular meeting at which time a vote may be taken on the proposal.
- B. The affirmative vote of two thirds (2/3) of the Members physically present and voting at a meeting at which such a proposal is being considered shall be necessary to adopt the plan of merger, plan of conversion, sale of assets or dissolution.
- C. Upon dissolution of the Department, all of the Department's assets remaining after payment of or provision for all of its liabilities shall be paid over or transferred to one or more tax-exempt organizations described in section 501(c)(3) of the Internal Revenue Code, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code. The organizations to receive such property shall be designated by the Members of the Department.

#### XX. AMENDMENT OF BY-LAWS

- A. An amendment of these By-laws shall be proposed in writing, and shall be signed by five (5) Members who propose the amendment, and shall be presented to the Secretary who shall read the proposed amendment at the next regular meeting. Discussion of the proposed amendment shall be permitted upon reading, but the proposed amendment shall be tabled until the next regular meeting at which time a vote may be taken on the proposed amendment.
- B. The affirmative vote of two thirds (2/3) of the Members physically present and voting at a meeting at which a proposed By-law amendment is being considered shall be necessary to adopt the amendment.

**[END]**

**Manitou Springs Volunteer Fire Department, Inc.**  
**By-Laws**  
**Signature Sheet**

I, \_\_\_\_\_ :  
(Printed Member Name)

State that I have received a copy of the Manitou Springs Volunteer Fire Department, Inc. By-Laws, that I have read and understand these By-Laws, and that I agree to abide by these By-Laws as a condition of my membership with the Manitou Springs Volunteer Fire Department, Inc.

\_\_\_\_\_  
(Member Signature)

\_\_\_\_\_  
(Date Signed)