

**HYATTSVILLE VOLUNTEER
FIRE DEPARTMENT, INC.**

AMENDED BY-LAWS

ARTICLE I

Office

SECTION 1. *Principal Office.* The principal office of the Corporation shall be at 6200 Belcrest Road, Hyattsville, Maryland 20782.

SECTION 2. *Other Offices.* The Corporation may also have an office or offices in such other place or places as the business of the Corporation may require and the Board of Directors may from time to time appoint.

ARTICLE II

Meetings and Members

SECTION 1. *Annual Meeting.* The annual meeting of the members of the Corporation shall be held on the second Monday of December if not a legal holiday, and if a legal holiday then the next succeeding day not a legal holiday, for the purpose of electing directors to succeed those whose terms shall have expired as of the date of such annual meeting, and for the transaction of such other corporate business as may come before the meeting.

SECTION 2. *Regular Meetings.* Regular meetings of the members shall be held on the second Monday of each month at the principal office of the corporation and shall convene at 7:30 p.m., except as altered by Section 4.

SECTION 3. *Special Meetings.* Special meetings of the members may be called at any time for any purpose or purposes by the Chairman of the Board, the President, by a Vice President, or by a majority of the Board of Directors, and shall be called forthwith by the Chairman of the Board, the President, by a Vice President, the Secretary or any director of the Corporation upon the request in writing of a majority of all the members entitled to vote on the business to be transacted at such meeting. Such request shall state the purpose or purposes of the meeting. Business transacted at all special meetings of members shall be confined to the purpose or purposes stated in the notice of the meeting.

SECTION 4. *Place of Holding Meetings.* All meetings of members shall be held at the principal office of the Corporation or elsewhere in the United States as designated by the Board of Directors.

SECTION 5. *Notice of Meetings.* Written notice of each Annual and Special meeting of the members shall be mailed, postage prepaid by the Secretary, to each member of record entitled to vote thereat at his post office address, as it appears upon the books of the Corporation, at least ten (10) days before the meeting. Each such notice shall state the place, day, and hour at which the meeting is to be held and, in the case of any special meeting, shall state briefly the purpose or purposes thereof. Additionally, a copy of said written notice shall be posted at the Firehouse at

least ten (10) days before each meeting.

SECTION 6. *Quorum.* The presence in person or by proxy of a majority of the members of the Corporation eligible to vote shall constitute a quorum at all meetings of the members except as otherwise provided by law, by the Articles of Incorporation or by these By-Laws. If less than a quorum shall be in attendance at the time for which the meeting shall have been called, the meeting may be adjourned from time to time by a majority vote of the members present or represented, without any notice other than by announcement at the meeting, until a quorum shall attend. At any adjourned meeting at which a quorum shall attend, any business may be transacted which might have been transacted if the meeting had been held as originally called.

SECTION 7. *Conduct of Meetings.* Meetings of members shall be presided over by the President of the Corporation or, if he is not present, by a Vice President, or, if none of said officers is present, by a chairman to be elected at the meeting. The Secretary of the Corporation, or if he is not present, any Assistant Secretary shall act as secretary of such meetings; in the absence of the Secretary and any Assistant Secretary, the presiding officer may appoint a person to act as Secretary of the meeting.

SECTION 8. *Voting.* At all meetings of members every member entitled to vote thereat shall have one (1) vote. Such vote may be either in person or by proxy appointed by an instrument in writing subscribed by such member or his duly authorized attorney, bearing a date not more than three (3) months prior to said meeting, unless said instrument provides for a longer period. Such proxy shall be dated, but need not be sealed, witnessed or acknowledged. All elections shall be had and all questions shall be decided by a majority of the votes cast at a duly constituted meeting, except as otherwise provided by law, in the Articles of Incorporation or by these By-Laws. Any member who has failed to attend five of the previous twelve meetings shall not be eligible to vote.

If the chairman of the meeting shall so determine, a vote by ballot may be taken upon any election or matter, and the vote shall be so taken upon the request of ten percent (10%) or more of all of the members entitled to vote on such election or matter. In either of such events, the proxies and ballots shall be received and be taken in charge and all questions touching the qualification of voters and the validity of proxies and the acceptance or rejection of votes, shall be decided by the tellers. The chairman of said meeting shall appoint such tellers.

SECTION 9. *Identity of Members.* The members of the Corporation shall be composed of those members who shall have been appointed as such by a majority of the entire Board of Directors; and shall retain their status as members so long as they pay any and all annual dues imposed by the Corporation upon its members and satisfy all training and other such written requirements and Standards of Conduct as established by the Board of Directors from time to time.

SECTION 10. *Categories of Members.* Members shall consist of the following categories, all of which are appointed to membership by the Board of Directors.

Junior – a junior member will be 16 or 17 years of age and non-voting.

Associate – an Associate member will be 18 years or older and be non-voting.

Corporate – a Corporate member will have met all training requirements if operational and have been a junior or associate member for at least two (2) years and is a voting member.

Sustaining – a Sustaining member will not participate in the operational services of the Corporation without the expressed written authorization of the Chief or have a vote in the Corporation. A member who wishes to be maintained on the rolls of the Corporation, and is determined to be inactive by the Board of Directors, or a citizen on recommendation of the President, must request sustaining membership each year and remit sustaining dues of \$25.00 per year.

Honorary – an Honorary member has no vote or voice in the Corporation and is appointed because of the credit they have brought to themselves or the Corporation.

Life – a Life member has all the rights and privileges as that of a Corporate member and must have served the Corporation as a corporate member and have not less than twenty (20) LOSAP years divided between junior, associate or corporate.

ARTICLE III

Board of Directors

SECTION 1. *General Powers.* The property and business of the Corporation shall be managed under the direction of the Board of Directors of the Corporation.

SECTION 2. *Number and Term of Office.* The number of directors shall be seven (7). Directors need not be members. Six directors shall each serve for a period of three (3) years, and terms of office shall be staggered so that at each annual meeting 2 directors shall be elected. To accomplish this, at the first annual meeting held under these By-Laws, two directors shall be elected to serve one (1) year terms, two directors shall be elected to serve two (2) year terms, and two directors shall be elected to serve three (3) year terms. Thereafter, successor directors shall each be elected for three (3) year terms. The seventh (7th) director shall be the President who shall serve as a director during the term of his presidency.

SECTION 3. *Nomination and Election of Directors.* At least thirty (30) days prior to the Annual Meeting of the members of the Corporation, the Nominating Committee, shall decide upon a slate of directors, and shall present such slate to the Board of Directors of the Corporation not less than twenty (20) days prior to said Annual Meeting. Upon written request of at least one of the members of the Corporation, made to a member of the Nominating Committee not less than ten (10) days prior to said Annual Meeting, designating an additional slate or slates of directors, the Nominating Committee shall present such slate or slates to the Board of Directors of the Corporation. Immediately thereafter, the Secretary shall apprise the members of the Corporation of said slate or slates.

The Nominating Committee shall thereafter present the said slate or slates of nominees to

the members of the Corporation for election at the Annual Meeting.

SECTION 4. *Filling of Vacancies.* In the case of any vacancy in the Board of Directors through death, resignation, disqualification, removal or other cause, the remaining directors, by affirmative vote of the majority thereof, may elect a successor to hold office. The successor to the director whose place shall be vacant, shall hold office for the unexpired portion of the term and until the election of his successor, or until he shall be removed, prior thereto, by an affirmative vote of a majority of the members.

Any director may be removed from office with or without cause by the affirmative vote of a 2/3 majority of the members entitled to vote at any special meeting of members regularly called for the purpose.

SECTION 5. *Place of Meeting.* The Board of Directors may hold their meetings and have one or more offices, and keep the books of the Corporation, either within or outside the State of Maryland, at such place or places as they may from time to time determine by resolution or by, written consent of all the directors. The Board of Directors may hold their meetings by conference telephone or other similar electronic communications equipment in accordance with the provisions of the Maryland Corporation law.

SECTION 6. *Regular Meetings.* Regular meetings of the Board of Directors may be held without notice at such time and place as shall from time to time be determined by resolution of the Board, provided that notice of every resolution of the Board fixing or changing the time or place for the holding of regular meetings of the Board shall be posted at the Firehouse and placed in the Firehouse mailbox of each director at least one (1) day before the meeting held pursuant thereto. Each director may waive such notice. The annual meeting of the Board of Directors shall be held immediately following the annual meeting of members at which a Board of Directors is elected. Any business may be transacted at any regular meeting of the Board.

SECTION 7. *Special Meetings.* Special meetings of the Board of Directors shall be held whenever called by any member of the Board of Directors. The Secretary shall give notice of each special meeting of the Board of Directors, by posting notice at the Fire House and placing said notice in the Fire House mailbox of each director at least one (1) day before the meeting to each director; but such notice may be waived by any director. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any special meetings. At any meeting at which every director shall be present, even though without notice, any business may be transacted and any director may in writing waive notice of the time, place and objectives of any special meeting.

SECTION 8. *Quorum.* A majority of the whole number of directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors, but, if at any meeting less than a quorum shall be present, a majority of those present may adjourn the meeting from time to time, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by, law or by the Articles of Incorporation or by these By-Laws.

SECTION 9. *Required Vote.* An affirmative vote of a majority of those present shall be necessary for the passage of any resolution.

SECTION 10. *Compensation of Directors.* Directors shall not receive any stated salary for their services. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity, and receiving compensation therefor.

SECTION 11. *Nominating Committee.* The Board of Directors shall elect a Nominating Committee consisting of the President, a non director member and at least one other director. The Board of Directors shall select the Nominating Committee at a regular meeting of the Board of Directors prior to each August 1.

SECTION 12. *Committees.* The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of two or more of the directors of the Corporation, which, to the extent provided in the resolution, shall have and may exercise the powers of the Board of Directors, and may authorize the seal of the Corporation to be affixed to all papers which may require it. Such committee or committees shall have such names as may be determined from time to time by resolution adopted by the Board of Directors.

ARTICLE IV

Administrative Officers

SECTION 1. *Election, Tenure and Compensation.* The administrative officers of the Corporation shall be a President, a Secretary, and a Treasurer, and also such other officers including a Chairman of the Board and/or one or more Vice Presidents and/or one or more assistants to the foregoing officers as the Board of Directors from time to time may consider necessary for the proper conduct of the business of the Corporation. The President and Chairman of the Board shall be elected annually by the Board of Directors at its first meeting following the annual meeting of the members except where a longer term is expressly provided in an employment contract duly authorized and approved by the Board of Directors. The Chairman of the Board shall be a director and the other officers may, but need not be, directors. Any two or more of the above offices, except those of President and Vice President, may be held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than one capacity if such instrument is required by law or by these By-Laws to be executed, acknowledged or verified by any two or more officers. The compensation or salary paid all administrative officers of the Corporation shall be fixed by resolutions adopted by the Board of Directors.

In the event that any office other than an office required by law, shall not be, or, once filled, subsequently becomes vacant, then such office and all references thereto in these By-Laws shall be deemed inoperative unless and until such office is filled in accordance with the provisions of these By-Laws.

Except where otherwise expressly provided in a contract duly authorized by the Board of Directors, all administrative officers and agents of the Corporation shall be subject to removal at any time by the affirmative vote of a majority of the whole Board of Directors, and all officers, agents, and employees, shall hold office at the discretion of the Board of Directors or of the officers appointing them.

SECTION 2. *Powers and Duties of the Chairman of the Board.* The Chairman of the Board shall preside at all meetings of the Board of Directors unless the Board of Directors shall by a majority vote of a quorum thereof elect a chairman other than the Chairman of the Board to preside at meetings of the Board of Directors. He may sign and execute all authorized bonds, contracts or other obligations in the name of the Corporation; and he shall be ex-officio a member of all standing committees.

SECTION 3. *Powers and Duties of the President.* The President shall be the chief executive officer of the Corporation and shall have general charge and control of all its business affairs and properties. He shall preside at all meetings of the members. The President shall appoint the Vice-President, Secretary, Treasurer, Assistant Secretary and Assistant Treasurer subject to majority approval of the Board of Directors.

The President may sign and execute all authorized bonds, contracts or other obligations in the name of the Corporation. He shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation. The President shall be ex-officio a member of all the standing committees. He shall do and perform such other duties as may, from time to time, be assigned to him by the Board of Directors.

In the event that the Board of Directors does not take affirmative action to fill the office of Chairman of the Board, the President shall assume and perform all powers and duties given to the Chairman of the Board by these By-Laws.

SECTION 4. *Powers and Duties of the Vice President.* The President shall appoint a Vice President subject to the majority approval of the Board of Directors. The Vice President (unless otherwise provided by resolution of the Board of Directors) may sign and execute all authorized bonds, contracts, or other obligations in the name of the Corporation. The Vice President shall have such other powers and shall perform such other duties as may be assigned to him by the Board of Directors or by the President. In case of the absence or disability of the President, the Vice-President shall perform the duties of that office.

SECTION 5. *Secretary.* The Secretary shall give, or cause to be given, notice of all meetings of members and directors and all other notices required by law or by these By-Laws, and in case of his absence or refusal or neglect to do so, any such notice may be given by any person thereunto directed by the President, or by the directors or members upon whose written request the meeting is called as provided in these By-Laws. The Secretary shall record all the proceedings of the meetings of the members and of the directors in books provided for that purpose, and he shall perform such other duties as may be assigned to him by the directors or the President. He shall have custody of the seal of the Corporation and shall affix the same to all instruments requiring it, when authorized by the Board of Directors or the President, and attest the same. In general, the Secretary shall perform all the duties generally incident to the office of Secretary, subject to the control of the Board of Directors and the President. The President, subject to majority approval of the Board of Directors, shall appoint the Secretary.

SECTION 6. *Treasurer.* The Treasurer shall have custody of all the funds and securities of the Corporation, and he shall keep full and accurate account of receipts and disbursements in

books belonging to the Corporation. He shall deposit all moneys and other valuables in the name and to the credit of the Corporation in such depository or depositories as may be designated by the Board of Directors.

The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. He shall render to the President and the Board of Directors, whenever either of them so requests, an account of all his transactions as Treasurer and of the financial condition of the Corporation.

The Treasurer shall give the Corporation a bond, if required by the Board of Directors, in a sum, and with one or more sureties, satisfactory to the Board or Directors, for the faithful performance of the duties of his office and for the restoration to the Corporation in case of his death, resignation, retirement or removal from office of all books, papers, vouchers, moneys, and other properties of whatever kind in his possession or under his control belonging to the Corporation.

The Treasurer shall perform all the duties generally incident to the office of the Treasurer, subject to the control of the Board of Directors and the President. The President, subject to majority approval of the Board of Directors shall appoint the Treasurer.

SECTION 7. *Assistant Secretary.* The President may appoint an Assistant Secretary or more than one Assistant Secretary, subject to majority approval of the Board of Directors, each Assistant Secretary shall (except as otherwise provided by resolution of the Board of Directors) have power to perform all duties of the Secretary in the absence or disability of the Secretary and shall have such other powers and shall perform such other duties as may be assigned to him by the Board of Directors or the President. In case of the absence or disability of the Secretary, any such Assistant Secretary shall perform the duties of the office.

SECTION 8. *Assistant Treasurer.* The President may appoint an Assistant Treasurer or more than one Assistant Treasurer subject to majority approval of the Board of Directors. Each Assistant Treasurer shall (except as otherwise provided by resolution of the Board of Directors) have power to perform all duties of the Treasurer in the absence or disability of the Treasurer and shall have such other powers and shall perform such other duties as may be assigned to him by the Board of Directors or the President. In case of the absence or disability of the Treasurer, any Assistant Treasurer shall perform the duties of the office.

ARTICLE V

LINE OFFICERS

SECTION 1. *Election, Tenure and Compensation.* The line officers of the Corporation shall be Chief, Deputy Chief, Assistant Chief, Captain, EMS Captain, Lieutenant, EMS Lieutenant, Sergeant and EMS Sergeant. The Chief shall determine the number of officers at any rank, as required for an orderly management of the department. These By-Laws do not require that each rank below Deputy Chief be filled. The Chief shall be elected by and from the members of the Corporation at the annual meeting on an even year and shall serve a two (2) year term. All other line officers shall serve one (1) year terms and be appointed by the Chief, subject to majority

approval of the Board of Directors. Should the office of Chief become vacant during a term, the Board of Directors shall appoint a replacement Chief for the remainder of the term of office. Should any other line officer become vacant during a term, the Chief shall appoint a replacement for the remainder of the term of office subject to the majority approval of the Board of Directors. Line officers shall receive no compensation.

SECTION 2. *Qualifications.*

CHIEF:

Must be a corporate member.

Must be at least 25 years of age.

Must have three (3) years of experience as a line officer of the Hyattsville Volunteer Fire Department.

Must have one (1) year experience as Assistant Chief or Deputy Chief.

Must meet the requirements as established by County law.

Must be qualified driver-operator of all apparatus.

DEPUTY CHIEF:

Must be a corporate member.

Must be at least 24 years of age.

Must have two (2) years of experience as a line officer of the Hyattsville Volunteer Fire Department.

Must meet the requirements as established by County law.

Must be qualified driver-operator of all Department apparatus.

ASSISTANT CHIEF:

Must be a corporate member.

Must be at least 23 years of age.

Must have two (2) years of experience as a line officer of the Hyattsville Volunteer Fire Department.

Must meet the requirements as established by County law.

Must be a qualified driver-operator on all Department apparatus.

CAPTAIN:

Must have three (3) years experience after completing Firefighter I curriculum.

Must have two (2) years of experience as a line officer of the Hyattsville Volunteer Fire Department.

Must be a corporate member and at least 21 years of age.

Must meet the requirements as established by County law.

Must be a qualified driver-operator on all Department apparatus.

EMS CAPTAIN:

Must have three (3) years experience as an Emergency Medical technician.
Must be a corporate member and at least 21 years of age.
Must have one (1) year of experience as a EMS Lieutenant of the Hyattsville Volunteer Fire Department.
Must hold a current EMT-B certification or equivalent.
Must meet the requirements as established by County law.
Must be a qualified driver-operator on all ambulance apparatus.

LIEUTENANT:

Must have three (3) years experience after completing Firefighter I curriculum.
Must be a member and at least 20 years of age.
Must have one (1) year of experience as a firefighter of the Hyattsville Volunteer Fire Department.
Must meet the requirements as established by County law.
Must be qualified driver-operator on all ambulance and engine company apparatus.

EMS LIEUTENANT:

Must have three (3) years experience as an Emergency Medical Technician.
Must be a member and at least 20 years of age.
Must have one (1) year of experience as an Emergency Medical Technician of the Hyattsville Volunteer Fire Department.
Must hold a current EMT-B certification or equivalent.
Must meet the requirements as established by County law.
Must be a qualified driver-operator on all ambulance apparatus.

SERGEANT:

Must have three (2) years experience after completing Firefighter I curriculum.
Must be a member and at least 19 years of age.
Must meet the requirements as established by County law.
Must be a qualified driver-operator on all ambulance apparatus.

EMS SERGEANT:

Must have two (2) years experience as an Emergency Medical Technician.
Must be a member and at least 19 years of age.
Must hold a current EMT-B certification or equivalent.
Must meet the requirements as established by County law.
Must be a qualified driver-operator on all ambulance apparatus.

Qualifications should include, but are not limited to the above, and should any state or county law provide for requirements in excess of those stated here, such requirements shall be considered to be automatic revisions to this section of the By-Laws until such time as they are formally changed.

SECTION 3. *Powers and Duties of the Chief.* The Chief shall have full control of the apparatus and effects of the Department and members while in the fire station and at all fires, inspections, drills, parades, etc. The Chief shall be responsible to the Department for the keeping and filing of all records and reports of the Department and such other duties as shall hereafter be prescribed. The Chief shall appoint such members as may be required to maintain a functioning training committee and safety committee.

SECTION 4. *Powers and Duties of the Deputy Chief.* The Deputy Chief shall be responsible for such duties as may be assigned by the Chief of the Department.

SECTION 5. *Powers and Duties of the Assistant Chief.* The Assistant Chief shall be responsible for such duties as may be assigned by the Chief of the Department.

SECTION 6. *Powers and Duties of the Captain.* The Captain shall be responsible for such duties as may be assigned by the Chief of the Department

SECTION 7. *Powers and Duties of the EMS Captain.* The EMS Captain shall be responsible for ensuring that the emergency medical services equipment and all first aid kits on Department apparatus are kept up to Prince George's County standards. He shall be responsible for assigning all special emergency medical services details. He shall be responsible for recruitment and training of emergency medical services (EMS) members. The EMS Captain shall be responsible for coordinating emergency medical services drills. The EMS Captain shall be responsible for such duties as may be assigned by the Chief of the Department

SECTION 8. *Powers and Duties of the Lieutenant.* The Lieutenant shall be responsible for such duties as may be assigned by the Chief of the Department.

SECTION 9. *Powers and Duties of the EMS Lieutenant.* The EMS Lieutenant shall be responsible for ensuring that the emergency medical services equipment and all first aid kits on Department apparatus are kept up to Prince George's County standards. He shall be responsible for assigning all special emergency medical services details. He shall be responsible for recruitment and training of emergency medical services-only members. The EMS Lieutenant shall be responsible for coordinating emergency medical services drills. The EMS Lieutenant shall be responsible for such duties as may be assigned by the Chief of the Department and/or the EMS captain.

SECTION 10. *Powers and Duties of the Sergeant.* The Sergeant shall be responsible for such duties as may be assigned by the Chief of the Department.

SECTION 11. *Powers and Duties of the EMS Sergeant.* The EMS Sergeant shall be responsible for such duties as may be assigned by the Chief of the Department and/or a senior EMS officer.

Except where otherwise expressly provided in a contract duly authorized by the Board of Directors, all line officers and agents of the Corporation shall be subject to removal at any time by the affirmative vote of a majority of the whole Board of Directors for any cause or without cause.

All officers, agents, and employees, shall hold office at the discretion of the Board of Directors or of the officers appointing them. Seniority, where officers have the same rank (i.e. Captain and EMS Captain), will be based on time in the department.

ARTICLE VI
STAFF OFFICERS

SECTION 1. *Election, Tenure and Compensation.* The staff officers of the Corporation shall be a Property Officer, Fire Marshal, Engineer, Assistant Staff Officers, Delegates and Alternates. The staff officers shall be appointed by the Chief, with the exception of the Delegates and Alternates which shall be appointed by the President, immediately following the annual meeting and shall serve for one (1) year terms. The Chief and President shall respectively fill any vacancies arising during a term for the remainder of the vacant term. Staff officers shall receive no compensation.

SECTION 2. *Powers and Duties of the Property Officer.* The Property Officer shall be responsible for issuing and keeping a record of all general issue equipment. He shall also be responsible for recovering all issued Department property from exiting members. The Property Officer shall be the liaison to the Fire Commission and attend Fire Commission meetings.

SECTION 3. *Powers and Duties of the Fire Marshal.* The Fire Marshal shall be responsible for Department fire prevention activities including the annual Open House and other duties as directed by the Chief and/or President. The Fire Marshal shall also be responsible for preparing required statistical reports for the Department.

SECTION 4. *Powers and Duties of the Engineer.* The engineer shall be responsible for working with the County Fire Technician on maintaining and repairing the apparatus, tools, building and equipment and such other duties as may be assigned by the Chief.

SECTION 5. *Powers and Duties of the Assistant Staff Officer.* Assistants to staff officers may be appointed by the Chief as needed and shall be responsible for all duties as assigned by the Chief of the Department.

SECTION 6. *Powers and Duties of the Delegates and Alternates.* The delegates and alternates to the Prince George's County Volunteer Fire and Rescue Association and the Maryland State Firemen's Association shall represent the Department at the meetings of those Associations.

Except where otherwise expressly provided in a contract duly authorized by the Board of Directors, all line officers and agents of the Corporation shall be subject to removal at any time by the affirmative vote of a majority of the whole Board of Directors for cause or without cause, and all officers, agents, and employees, shall hold office at the discretion of the Board of Directors or of the officers appointing them.

ARTICLE VII

Corporate Seal

SECTION 1. *Seal.* In the event that the President shall direct the Secretary to obtain a corporate seal, the corporate seal shall be circular in form and shall have inscribed thereon the name of the Corporation, the year of its organization and the word "Maryland". Duplicate copies of the corporate seal may be provided for use in the different offices of the Corporation but each copy thereof shall be in the custody of the Secretary of the Corporation or of an Assistant Secretary of the Corporation nominated by the Secretary.

ARTICLE VIII

Bank Accounts and Loans

SECTION 1. *Bank Accounts.* Such officers or agents of the Corporation as from time to time shall be designated by the Board of Directors shall have authority to deposit any funds of the Corporation in such banks or trust companies as shall from time to time be designated by the Board of Directors and such officers or agents as from time to time shall be authorized by the Board of Directors may withdraw any or all of the funds of the Corporation so deposited in any such bank or trust company, upon checks, drafts or other instruments or orders for the payment of money, drawn against the account or in the name or behalf of this Corporation, and made or signed by such officers or agents; and each bank or trust company with which funds of the Corporation are so deposited is authorized to accept, honor, cash and pay, without limit as to amount, all checks, drafts or other instruments or orders for the payment of money, when drawn, made or signed by officers or agents so designated by the Board of Directors until written notice of the revocation of the authority of such officers or agents by the Board of Directors shall have been received by such bank or trust company. There shall from time to time be certified to the banks or trust companies in which funds of the Corporation are deposited, the signature of the officers or agents of the Corporation so authorized to draw against the same. In the event that the Board of Directors shall fail to designate the persons by whom checks, drafts and other instruments or orders for the payment of money shall be signed, as hereinabove provided in this Section, all of such checks, drafts and other instruments or orders for the payment of money shall be signed by the President or a Vice President and countersigned by the Secretary or Treasurer or an Assistant Secretary or an Assistant Treasurer of the Corporation.

SECTION 2. *Loans.* Such officers or agents of this Corporation as from time to time shall be designated by the Board of Directors shall have authority to effect loans, advances or other forms of credit at any time or times for the Corporation from such banks, trust companies, institutions, corporations, firms or persons as the Board or Directors, shall from time to time designate, and as security for the repayment of such loans, advances, or other forms of credit to assign, transfer, endorse and deliver, either originally or in addition or substitution, any or all stocks, bonds, rights and interests of any kind in or to stocks or bonds, certificates of such rights or interests, deposits, accounts, documents covering merchandise, bills and accounts receivable and other commercial paper and evidences of debt at any time held by the Corporation; and for such loans, advances or other forms of credit to make, execute and deliver one or more notes, acceptances or written

obligations of the Corporation on such terms, and with such provisions as to the security or sale or disposition thereof as such officers or agents shall deem proper; and also to sell to, or discount or rediscount with, such banks, trust companies, institutions, corporations, firms or persons any and all commercial paper, bills receivable, acceptances and other instruments and evidences of debt at any time held by the Corporation, and to that end to endorse, transfer and deliver the same. There shall from time to time be certified to each bank, trust company, institution, corporation, firm or person so designated the signatures of the officers or agents so authorized; and each such bank, trust company, institution, corporation, firm or person is authorized to reply upon such certification until written notice of the revocation by the Board of Directors of the authority of such officers or agents shall be delivered to such bank, trust company, institution, corporation, firm or person.

ARTICLE IX

Standards of Conduct and Discipline

SECTION I: All Members of the Corporation are expected to conduct themselves at all times in such a manner as will convey a positive image of the Corporation and will in no way impact or reflect adversely on the Corporation.

Whenever a Member fails to follow an appropriate standard of conduct, measures must be taken to correct this situation and to prevent further occurrences. Minor offenses depend in part upon the circumstances and it is impossible to list all minor offenses. The degree of discipline depends upon the seriousness of the offense and the circumstances under which the offense occurred. In addition, certain major offenses warrant immediate suspension or discharge.

THE FOLLOWING IS A STATEMENT OF GENERAL GUIDELINES CONCERNING MEMBER DISCIPLINE. THE PROCEDURES OUTLINED MAY BE FOLLOWED AT THE DISCRETION OF THE CORPORATION DEPENDING ON THE CIRCUMSTANCES AND IN NO WAY LIMITS THE RIGHT OF THE CORPORATION TO TERMINATE A MEMBER FOR CAUSE OR NO CAUSE.

A. Minor Offenses: The procedure for the handling of minor offenses shall be as follows:

Step One - A written warning, with or without oral counseling by the immediate supervising officer, will be given to Member for the first minor offense. The written warning will be placed in the Member's personnel file.

Step Two - A written reprimand will be given to a Member for each subsequent minor offense in violation of any Corporation rule, policy or practice for which he or she has already received a warning. A corrective interview will also be given and the written record of the interview and reprimand will be placed in the Member's personnel file.

Step Three - Following receipt of a written reprimand and corrective interview, the next offense may result in suspension or discharge at the sole discretion of the Board of Directors.

B. Major Offenses: PROPER CAUSE FOR IMMEDIATE SUSPENSION, OR DISCHARGE, SHALL INCLUDE, BUT NOT BE LIMITED TO THE FOLLOWING MAJOR OFFENSES:

1. Possession of illegal drugs on the premises of the Corporation.
2. Carrying any weapon on Corporation premises, or in Corporation vehicles.
3. Chronic or habitual absenteeism or lateness.
4. Committing any act of sexual harassment.
5. Contributing to unsanitary conditions.
6. Dishonesty or misrepresenting anything to the Corporation, its Directors, or Officers.
7. Failure or refusal to carry out orders or instructions.
8. Failure to fulfill the responsibilities of a job to an extent that might or does cause injury to a person or damage to Corporation property, or the property of others.
9. Falsification of information requested on Corporation records or documents.
10. Disorderly, or immoral conduct while in Corporation vehicles or on the Corporation premises.
11. Obtaining Membership on the basis of false or misleading statements.
12. Reckless or negligent behavior that may result or results in damage to Corporation property, the property of others, or other persons.
13. Threatened or actual physical violence or profane or abusive language.
14. Unauthorized use of Corporate vehicles.
15. Unauthorized use of, removal of, theft or intentional damage to the property of the Corporation, a Member, or third party.
16. Unsatisfactory work performance.
17. Violation of an established safety rule.

18. Refusing to cooperate in or submit to an inspection of locker, personal belongings, or personal vehicle, when requested or conducted by the Corporation or its designee, or the presence of any substance forbidden by these rules of conduct in a Member's locker, personal belongings or vehicle, as indicated in such inspection or search.

Harassment of other employees including but not limited to verbal and physical conduct or unwelcome advances with regard to or on the basis of sex, race, color, national origin or ancestry, age, religion, creed, marital status or status as a Vietnam Era or disabled Veteran or handicapped person.

An arrest, the filing of a disorderly person or criminal complaint, or the return of an indictment against or conviction of a Member for an alleged wrongful activity may result (in the Corporation's discretion) in an indefinite suspension, subject to discharge, or immediate discharge, depending on the particular circumstances and the offense charged.

Failure of a Member to provide the documentation and complete the necessary form comply with the Immigration Reform and Control Act of 1986.

22. Arrest or conviction of a Member for an alcohol or drug related traffic offense.

ARTICLE X

Reimbursements

Any payments made to an officer or other employee of the Corporation, such as salary, commission, interest or rent, or entertainment expense incurred by him, which shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service, shall be reimbursed by such officer or other employee of the Corporation to the full extent of such disallowance. It shall be the duty of the Directors, as a Board; to enforce payment of each such amount disallowed. In lieu of payment by the officer or other employee, subject to the determination of the Board of Directors, proportionate amounts may be withheld from his future compensation payments until the amount owed to the Corporation has been recovered.

ARTICLE X1

Miscellaneous Provisions

SECTION 1. *Fiscal Year.* The fiscal year of the Corporation shall end on the last day of December.

SECTION 2. *Notices.* Whenever, under the provisions of these By-Laws, notice is required to be given to any director, officer or Member it shall not be construed to mean actual notice, but such notice shall be given in writing, in the manner set forth in these By-Laws, by mail, by depositing the same in a post office or letter box, in a postpaid sealed wrapper, addressed to each Member officer or director at such address as appears on the books of the Corporation, or in

default of any other address, to such director, officer or Member at the general post office in the City of Hyattsville, Maryland, and such notice shall be deemed to be given at the time the same shall be thus mailed. Any Member, director or officer may waive any notice required to be given under these By-Laws.

SECTION 3. *Gender.* The use of the masculine, feminine, or neuter gender herein shall be deemed to mean the correct gender applicable, and the use of the singular shall include the plural, or conversely, as the context may require.

ARTICLE XII

Amendments

SECTION 1. *Amendment of By-Laws.* The Board of Directors shall have the power and authority to amend, alter or repeal these By-Laws or any provision thereof, and may from time to time make additional By-Laws. Before any such action is finally approved by the Board of Directors, the proposed amendments, alterations or repeal shall be presented to the entire Membership at the next Regular Meeting of the Members. A full discussion of said amendments, alterations or repeal shall be had at said Regular Meeting and the Members shall have until the next regularly scheduled meeting of the Board of Directors in which to submit comments in writing to the Board. The Board shall consider all comments before acting on said amendments, alterations or repeal.

ARTICLE XIII

Indemnification

SECTION 1. *Definitions.* As used in this Article XII, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time, (the "Indemnification Section") shall have the same meaning as provided in the Indemnification Section.

SECTION 2. *Indemnification of Directors and Officers.* The Corporation may indemnify and advance expenses to a director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

SECTION 3. *Indemnification of Employees and Agents.* With respect to an employee or agent, other than a director or officer, of the Corporation, the Corporation may, as determined by the Board of Directors of the Corporation, indemnify and advance expenses to such employee or agent in connection with a proceeding to the extent permitted by and in accordance with the Indemnification Section.

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