

**BYLAWS
OF
KENNETT FIRE AND EMS REGIONAL COMMISSION, INC.**

**ARTICLE I
NAME AND PURPOSES**

Section 1. Name. The name of the Corporation shall be Kennett Fire and EMS Regional Commission, Inc. (the “Corporation”).

Section 2. Purposes. The members of the Corporation have authorized and entered into an Inter-Municipal Cooperation Agreement (the “Inter-Municipal Agreement”) pursuant to the Pennsylvania Intergovernmental Cooperation Act, Act of December 19, 1996, P.L. 1158, No 177, as reenacted and amended, 53 Pa. C.S.A. §2301 et seq. (the “Act”), which Act provides that two or more municipalities may jointly cooperate in the exercise or performance of their respective governmental functions, powers or responsibilities. The Corporation is incorporated under the Pennsylvania Nonprofit Corporation Law of 1988, as amended (“PaNPCL”), as a quasi-governmental entity for public and governmental purposes, pursuant to the Inter-Municipal Agreement, and the Corporation does not contemplate pecuniary gain or profit, incidental or otherwise. The Corporation is incorporated exclusively for charitable, religious, educational and scientific purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent tax laws of the United States (the “Code”). Without limiting the generality of the foregoing, the purposes of the Corporation shall be:

(a) To lessen the burden on local government by providing for inter-municipal collaboration and the pooling of municipal resources and funds for the provision of fire, rescue and emergency services within all or a portion of certain municipalities located in the southern portion of Chester County, Pennsylvania (as enlarged or reduced from time to time, the “Region”). Presently, within the initial area constituting the Region, fire and rescue services are provided by the Longwood, Kennett and Po-Mar-Lin Fire Companies and EMS services are provided by the Longwood and Kennett Fire Companies (collectively, and together with any successor provider of such services within the Region, the “Service Providers”).

(b) To do all things which may be necessary, appropriate or convenient to the achievement of the foregoing purposes and which may lawfully be done by a nonprofit corporation under and pursuant to the laws of the Commonwealth of Pennsylvania and which are not otherwise prohibited by the Inter-Municipal Agreement, the Articles of Incorporation or these Bylaws.

ARTICLE II
MEMBERS

Section 1. Class of Members. There shall be one class of members of the Corporation; provided that only Municipalities of the Commonwealth of Pennsylvania located in Chester County, Pennsylvania shall be eligible to be members of the Corporation.

Section 2. Members. The initial members of the Corporation shall be the following Municipalities located in Chester County, Pennsylvania (hereinafter collectively referred to as the “Members” or the “Municipalities”):

Borough of Kennett Square
East Marlborough Township
Kennett Township
Newlin Township
Pennsbury Township
Pocopson Township

ARTICLE III
COMMISSIONERS

Section 1. Authority; Number. The business and affairs of the Corporation shall be managed by a commission (the “Commission”) of such number of commissioners as shall be equal to the sum of the number of then-current Members plus the number of then-current Service Providers (the “Commissioners”), which may exercise all such powers of the Corporation and do all such lawful acts and things as are not proscribed by statute, the Inter-Municipal Agreement, the Articles of Incorporation, or these Bylaws. Commissioners shall be natural persons of full age.

Section 2. Commissioners Appointed by the Municipalities. Each Municipality shall appoint one (1) Commissioner, who shall serve as a voting member of the Commission, as well as one (1) Alternate Commissioner, who shall act as a Commissioner in the absence, unavailability or disqualification of such Municipality’s appointed Commissioner (each a “Voting Commissioner”). Each Commissioner and Alternate Commissioner appointed by a Municipality (i) shall be a resident of the appointing Municipality and at least one of whom shall be a member of Borough Council, the Board of Supervisors, or a municipal board or commission or the municipal Manager or Secretary of such Municipality and (ii) during the time of her or his service, shall not be, or have been in the previous five (5) years, an active firefighter or EMS provider or an officer, director, trustee, or employee of a Service Provider or a neighboring fire company or EMS provider.

Section 3. Commissioners Appointed by the Service Providers. Each Service Provider shall appoint one (1) Commissioner, who shall serve as a non-voting member of the Commission, as well as one (1) Alternate Commissioner, who shall act as a Commissioner in the absence, unavailability or disqualification of such Service Provider’s appointed Commissioner.

During the time of her or his service, each Commissioner and Alternate Commissioner appointed by a Service Provider shall be the president, the fire chief, a director, or a trustee of the appointing Service Provider.

Section 4. Term. Each Commissioner and each Alternate Commissioner shall be appointed to serve for a term of one (1) year beginning on the first day of the upcoming Fiscal Year or until her or his successor is appointed and qualified. Any Commissioner or Alternate Commissioner may resign at any time upon written notice to the Municipality or Service Provider, as applicable, who appointed such Commissioner or Alternate Commissioner, with a copy to the Commission Secretary.

Section 5. Removal. Any Commissioner or Alternate Commissioner may be removed from office by the Municipality or Service Provider, as applicable, who appointed such Commissioner or Alternate Commissioner, with or without cause, or pursuant to the provisions of Section 5726 of the PaNPCL, upon written notice to the Commissioner or Alternate Commissioner being removed, with a copy to the Commission Secretary.

Section 6. Vacancies. At any time there is a vacancy on the Commission, the Municipality or Service Provider without an appointee serving as a Commissioner or Alternate Commissioner may fill such vacancy. Each person so appointed shall so serve until the end of the then-current Fiscal Year or until her or his successor is appointed and qualified.

Section 7. Liability of Commissioners.

(a) No person who is or was a Commissioner or Alternate Commissioner of the Corporation shall be personally liable for monetary damages for any action taken, or any failure to take any action, as a Commissioner or Alternate Commissioner unless:

(i) the Commissioner or Alternate Commissioner has breached or failed to perform the duties of her or his office as set forth in appropriate sections of the PaNPCL; and

(ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

(b) This provision of the Bylaws shall not apply to:

(i) the responsibility or liability of a Commissioner or Alternate Commissioner pursuant to any criminal statute; or

(ii) the liability of a Commissioner or Alternate Commissioner for the payment of taxes pursuant to local, state or federal law.

(c) If the PaNPCL hereafter is amended to authorize the further elimination or limitation of the liability of a director of a non-profit corporation, then the liability

of a Commissioner or Alternate Commissioner of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended PaNPCL.

ARTICLE IV COMMISSION MEETINGS

Section 1. Conduct of Meetings. The Chair of the Commission shall preside as the Chair at all meetings of the Commission, and the Secretary shall keep minutes and report to the Commission at its next regular meeting or when otherwise required.

Section 2. Regular Meetings. Regular meetings of the Commission shall be held monthly at such time and place as shall be determined from time to time, by resolution of the Commission. Notice of each regular meeting of the Commission shall specify the date, place and hour of the meeting and shall be given to each Commissioner at least 24 hours before the meeting either personally or by mail, facsimile transmission, or electronic communication.

Section 3. Special Meetings. Special meetings of the Commission may be called by the Chair on 24 hours' notice to each Commissioner, either personally or by mail, facsimile transmission, or electronic communication. Special meetings shall be called by the Chair or Secretary in like manner and on like notice on the written request of a majority of the Commissioners. Notice of a special meeting of the Commission shall specify the date, place and hour of the meeting. Unless required by statute or these Bylaws, the notice need not state the nature of the business to be conducted at the special meeting.

Section 4. Quorum; Commission Actions. A majority of the Voting Commissioners shall constitute a quorum for the transaction of business at that meeting. On any question brought before the Commission at a meeting at which a quorum is present, the affirmative vote of (i) a majority of the Voting Commissioners and (ii) a majority of the then-current Allocation Percentage (as defined in the Inter-Municipal Agreement) shall be the acts of the Commission, unless the question is one for which, by express provision of applicable statute, the Inter-Municipal Agreement, the Articles of Incorporation, or these Bylaws, a different vote is required, in which case such express provision shall govern and control the decision of such question. Each Voting Commissioner shall be entitled to one vote, and in the absence, unavailability or disqualification of a Commissioner, the applicable Alternate Commissioner may vote in his or her stead and may be counted to establish a quorum.

Section 5. Public Meetings. Commission meetings shall comply with all applicable requirements of Pennsylvania's Sunshine Act; provided that, subject to compliance with the applicable provisions of the Sunshine Act, from time to time, the voting members of the Commission may meet in executive session.

ARTICLE V COMMITTEES

Section 1. Establishing Committees. The Commission may, by resolution, establish one or more committees (each a "Committee") to have and exercise such powers and authority of the Commission as may be specified in the resolution. The chair and other members of each such Committee shall be appointed by the Chair of the Commission and ratified by the Commission and shall serve at the pleasure of the Commission. Members of each such Committee may be, but shall not be required to be, Commissioners or Alternate Commissioners.

Section 2. Committee Meetings.

(a) The Committees shall hold meetings as necessary or desirable for the purpose of transacting such business as may properly come before the said Committee meeting(s). Each Committee shall elect a secretary, who shall keep track of the minutes at all meetings of such Committee and report the actions of the Committee to the Commission at its next regular meeting or when otherwise required.

(b) Regular meetings of the Committees shall be held at such time and place as shall be determined from time to time, by resolution of the Committees. Notices of regular meetings of the Committees shall specify the date, place and hour of the meetings and shall be given by the chair or the secretary of the Committee to each Committee member at least 24 hours before the meetings either personally or by mail, facsimile transmission, or electronic communication.

(c) Special meetings of the Committees may be called by the Chair of the Commission or the chair of the Committee on 24 hours' notice to each Committee member, either personally or by mail, facsimile transmission, or electronic communication. Special meetings shall be called by the chair or the secretary of the Committee in like manner and on like notice on the written request of any two (2) Committee members. Notices of special meetings of the Committees shall specify the date, place and hour of the meetings. Unless required by statute or these Bylaws, the notices need not state the nature of the business to be conducted at the special meetings.

(d) At least a majority of the persons entitled to vote at meetings of the Committees shall constitute a quorum for the transaction of business, and the acts of a majority of the members present at meetings at which a quorum is present shall be the acts of the Committees.

ARTICLE VI OFFICERS

Section 1. Qualification and Election. The officers of the Corporation shall be elected at the first meeting of the Commission in any Fiscal Year and shall include a Chair of

the Commission, Vice Chair, Secretary, Treasurer and Regional Administrator. An officer may hold more than one office. The officers shall be natural persons of full age.

Section 2. Term. Each officer of the Corporation shall hold office until her or his successor has been chosen and qualified. Any officer or agent elected or appointed by the Commission may be removed by the Commission whenever, in its judgment, the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any officer may resign at any time upon written notice to the Corporation. The resignation shall be effective upon receipt thereof by the Corporation or at such subsequent time as may be specified in the notice of resignation. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Commission.

Section 3. Chair of the Commission. The Chair of the Commission (the "Chair") shall preside as the chair at all meetings of the Commission, shall see that all orders and resolutions of the Commission are carried into effect, and shall perform such other duties as the Commission may from time to time assign to her or him. The Chair shall be a Commissioner and shall be *ex-officio* a member of all Committees.

Section 4. Vice Chair. The Vice Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair, and shall perform such other duties as the Commission may prescribe or the Chair may delegate. The Vice Chair shall be a Commissioner.

Section 5. Secretary. The Secretary shall attend all sessions of the Commission and shall record all the votes and the minutes thereof in a book to be kept for that purpose. She or he shall give, or cause to be given, notice of all meetings of the Commission and the Committees, and shall perform such other duties as may be prescribed by the Commission, or by the Chair of the Commission under whose supervision she or he shall be. She or he shall keep in safe custody the corporate seal of the Corporation and, when authorized by the Commission, affix the same to any instrument requiring it and, when so affixed, it shall be attested by her or his signature or by the signature of the Treasurer or an Assistant Secretary or Assistant Treasurer. The Secretary may be, but shall not be required to be, a Commissioner, an Alternate Commissioner, or the Regional Administrator, and may serve as secretary of one or more Committee.

Section 6. Treasurer. The Treasurer shall have the custody of the corporate funds and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as shall be designated by the Commission. The Treasurer may be, but shall not be required to be, a Commissioner or an Alternate Commissioner.

Section 7. Regional Administrator. The Regional Administrator shall have general and active management of the Corporation, shall see that all orders and resolutions of the

Commission are carried into effect, and shall perform such other duties as the Commission may from time to time assign to her or him. The Regional Administrator shall have sufficiently broad authority to enable her or him to carry out her or his responsibilities and she or he shall act as the duly authorized representative of the Corporation whenever appropriate. The Regional Administrator shall not be a Commissioner or Alternate Commissioner and, during the time of her or his service, shall not be, nor have been in the previous five (5) years, an officer, director, trustee, member or employee of a Service Provider.

Section 8. Other Officers. The Commission may provide for and designate such other officers and assistant officers, including assistant secretaries and assistant treasurers as the needs of the Corporation may require. These officers may be, but shall not be required to be, a Commissioner or Alternate Commissioner and shall hold their offices for such terms and shall have such authority and perform such duties as, from time to time, shall be specified by the Commission.

Section 9. Compensation. The officers elected by the Commission shall not receive compensation for the performance of their services as such, except for the Regional Administrator, whose compensation as an employee of the Corporation shall be fixed from time to time by the Commission.

Section 10. Employees and Consultants. The Corporation may retain or employ and compensate such employees and independent contractors, professional or otherwise, as may be deemed necessary to carry out the purposes of the Corporation.

ARTICLE VII MEMBERS

Section 1. Action of Members in lieu of a Meeting. Except as otherwise provided by statute or in the Articles of Incorporation or the Inter-Municipal Agreement, any action that may be taken at a meeting of the Members may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, shall be signed by a duly authorized representative of each Member who would be entitled to vote at a meeting for such purpose and shall be filed with the Secretary of the Corporation.

Section 2. Meetings of Members. In the event a meeting of the Members is deemed necessary or appropriate by the Chair of the Commission or one or more of the Members or is required in order to take a necessary or appropriate action that may only be taken in a meeting, a meeting may be called at any time, upon written request delivered to the Secretary by the Chair or such Member(s) stating the purpose of the meeting. Upon receipt of any such request, it shall be the duty of the Secretary to fix the time of the meeting, which shall be held not more than thirty (30) days thereafter. If the Secretary shall neglect or refuse to fix the date of the meeting, the person or persons calling the meeting may do so. Written notice of any such meeting of the Members, stating the place, the date and hour and the general nature of the business to be transacted thereat, shall be given to each Member at least ten (10) days before such meeting, unless a greater period of notice is required by statute in a particular case.

Section 3. Member Representatives. Each Member shall be represented at a meeting of the Members by its then-serving appointee as a Commissioner or such other person as shall be designated by the governing body of such Member to represent such Member at a meeting of the Members.

Section 4. Quorum. A majority of the Members entitled to vote and present in person, shall be necessary to constitute a quorum at all meetings of the Members for the transaction of business, except as otherwise provided by statute or by the Articles of Incorporation or by these Bylaws.

Section 5. Majority Vote. When a quorum is present and continuing at any meeting, the affirmative vote of (i) a majority of the then-current Members and (ii) a majority of the then-current Allocation Percentage, shall decide any question brought before such meeting, unless the question is one for which, by express provision of applicable statutes, the Inter-Municipal Agreement, the Articles of Incorporation, or these Bylaws, a different vote is required in which case such express provision shall govern and control the decision of such question.

ARTICLE VIII INDEMNIFICATION

Section 1. Third-party Actions. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that she or he is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by her or him in connection with the action or proceeding if she or he acted in good faith and in a manner she or he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal proceeding, had no reasonable cause to believe her or his conduct was unlawful.

Section 2. Advancing Expenses. Expenses (including attorneys' fees) incurred in defending any action or proceeding referred to in Section 1 shall be paid by the Corporation in advance of the final disposition of the action or proceeding upon receipt of an undertaking by or on behalf of the representative to repay the amount if it is ultimately determined that she or he is not entitled to be indemnified by the Corporation as authorized in this Article or otherwise.

Section 3. Supplementary Coverage. The indemnification and advancement of expenses provided by or granted pursuant to Section 1 (relating to third-party actions) or Section 2 (relating to advancing expenses) shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Inter-Municipal Agreement, any other agreement, vote of Commissioners who were not parties

to the action or proceeding, or otherwise, both as to action in her or his official capacity and as to action in another capacity while holding that office

Section 4. Authority to Purchase Insurance. The Corporation shall have authority to purchase and maintain insurance on behalf of any person who is or was a representative of the Corporation or is or was serving at the request of the Corporation as a representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise against any liability asserted against her or him and incurred by her or him in any such capacity, or arising out of her or his status as such, whether or not the Corporation would have the power to indemnify her or him against that liability under the provisions of this Article.

Section 5. Duration and Extent of Coverage. The indemnification and advancement of expenses provided by or granted pursuant to this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a representative of the Corporation and shall inure to the benefit of the heirs and personal representative of that person.

ARTICLE IX MISCELLANEOUS

Section 1. Amendment of Bylaws. Except as provided in Section 5504(b) of the PaNPCL and the terms and conditions of the Inter-Municipal Agreement, these Bylaws may be altered, amended or repealed by action of the Commissioners in accordance with Article IV, Section 4 of these Bylaws.

Section 2. Conflict of Interest Policy. The Corporation shall adopt a conflict of interest policy as, from time to time, shall be specified by the Commission.

Section 3. Restrictions. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Commissioners, members, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in Article I hereof. Except as may be permitted under the provisions of Section 501(h) of the Code, no substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall neither participate nor intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office, nor shall it take a position on any issue raised in a political campaign for the purpose of aiding or opposing any candidate; provided that nothing in these Bylaws shall restrict any Commissioner or Alternate Commissioner from engaging in such activities in her or his individual capacity. Any other provision of these Bylaws to the contrary notwithstanding, the Corporation shall not carry on any activities not permitted to be carried on: (a) by a corporation exempt from Federal Income Tax under Section 501(a) and Section 501(c)(3) of the Code; or (b) by a corporation, contributions to which are deductible under Section 170, 2055 or 2522 of the

Code. These Bylaws shall not be altered or amended in derogation of the provisions of this Section.

Section 4. Disposal of Assets upon Dissolution. Upon the dissolution of the Corporation, all of the assets of the Corporation shall be distributed to the municipalities of the Commonwealth of Pennsylvania who are then-current Members for a public or governmental purpose in proportion to the then-current Allocation Percentage of each such Member or such other proportions as are mutually agreed among such Members.¹ Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in Chester County, Pennsylvania, exclusively for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future Federal tax code. Upon the sale of substantially all of the assets or the dissolution of the Corporation, surplus shall not be utilized for the private interest of any person.

Section 6. Financial Report to Members. The Commissioners of the Corporation shall present annually to the Members a report, the contents of which are prescribed in Section 5553(a) of the PaNPCL, a copy of which report shall be filed with the minutes of the Commission.

Section 7. Depository for Corporate Funds. The funds of the Corporation shall be deposited in its name in a depository or depositories designated by the Commission. All checks, demands for money and notes for the Corporation shall be signed by such officer or officers as the Commission may, from time to time, designate.

Section 8. Contracts. The Chair of the Commission shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Commission to some other officer or agent of the Corporation.

Section 9. Informal Action in lieu of a Meeting. Except as otherwise provided by statute, any action which may be taken at a meeting of the Members or the Commissioners or a Committee of the Commission may be taken without a meeting if consent or consents in writing setting forth the action so taken shall be signed by, as applicable, all of the Members, all of the the Commissioners (including, an Alternate Commissioner, as applicable) or all of the members of the Committee and shall be filed with the Secretary of the Corporation.

Section 10. Meetings Involving Telephone. One or more Members, Commissioners (including, an Alternate Commissioner, as applicable) or members of a Committee may participate in a meeting by means of conference telephone or similar

¹ Such distribution honors the cy pres doctrine by, as nearly as possible, enabling the respective Municipalities to perform their responsibilities for the provision of fire, rescue and emergency services within their borders, which is the intended purpose of their contribution of taxpayer funds to the Commission.

communications equipment, whereby all persons participating in the call can hear each other. Providing all notice requirements for holding the meeting involved have been met, action may be taken at such a telephone meeting to the same extent and in the same manner as if all persons participating were physically present at the same location.

Section 11. Waiver of Notice. Whenever any notice of any meeting is required as aforesaid, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 12. Adjournment. If any meeting of the Commission or the Committees cannot be organized because less than a quorum of the persons involved is in attendance, those persons in attendance may adjourn the meeting to such time and place as they may determine and it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted, other than the announcement to the meeting at which such adjournment is taken.

Section 13. Offices. The registered office of the Corporation shall be: 801 Burrows Run Road, Chadds Ford, PA 19317. The Corporation may also have offices at such other places as the Commission may from time to time determine.

Section 14. Fiscal Year. The fiscal year of the Corporation shall begin on January 1 and end on December 31.

Section 15. Seal. The seal of the Corporation (if any) shall be circular in form, setting forth the name of the Corporation, the year of its organization and the words "Corporate Seal." Except as otherwise required by statute, the affixation of the corporate seal shall not be necessary to the valid execution, assignment or endorsement by the Corporation.

Section 16. Records. The books and records of the Commission shall be subject to, and shall be retained in accordance with, all applicable provisions of Pennsylvania's Right to Know Law.

Effective Date of Adoption: