

**BY-LAWS  
Of The  
PEMIGEWASSET VALLEY SEARCH & RESCUE ASSOCIATION**

**ARTICLE I  
Articles of Agreement**

The name of the Corporation, shall be the Pemigewasset Valley Search & Rescue Association, Inc. and it shall commonly be known as the Pemigewasset Valley Search & Rescue Team (the "PVSART") and the purposes for which it is established and the location of its principal place of business shall be as set forth in the Articles of Agreement, as from time to time amended, and these By-Laws. The powers of the Members and the Board of Directors and all matters concerning the conduct and regulation of the PVSART shall be subject to such provisions in regard thereto, if any, as are set forth in such Articles of Agreement which are hereby made a part of these By-Laws.

**ARTICLE II  
Membership**

Section 1. Members. The PVSART shall have no limit on members which membership shall be open to all persons or entities that supports the purpose of the Corporation regardless of race, color or national and ethnic origin. Members of the PVSART shall be a minimum of eighteen (18) years in age and support the mission of the PVSART.

Section 2. Categories of Members. The PVSART shall have the following membership categories; Probationary Member, Active Member, Inactive Member and Supporting Member.

Section 3. Probationary Member. Probationary Members are those members who have applied for Active Membership and have been accepted by the Board of Directors and probationary status is awarded to the individual. Probationary status expires after one year from the date of initial acceptance. If Active status is not obtained prior to the one year expiration then membership is automatically terminated unless as extension is granted. Extensions of probationary status require a written request directed to and approved by the Team Captain. Upon expiration of probationary status, a new application to the PVSART must be submitted and approved in order for the individual to participate further with PVSART. Probationary members can not vote but can be called upon to participate in SAR calls at the discretion of the Team Captain and are expected to participate in training.

Section 4. Active Member. Active Members are "callout qualified" and may respond when requested to a PVSART field operation. Active status is rewarded to probationary members who: i) complete the basic PVSART training with a level of competency, ii) Participate in at least 70% of the meetings, drills and training sessions of PVSART, iii) Acquire, equip and maintain a search and rescue 24 hour pack that has been approved by the Team Captain, and iv)

demonstrate to the Team Captain that they are physically fit and prepared to participate in PVSART field operations. Active Members are expected to attend annually, 70% of the meetings, training or drills unless excused by the Team Captain.

Section 5. Inactive Member. Inactive status is granted to an Active Member who formally requests to be placed in inactive status due to a temporary reason with the intention of returning to active status. Inactive status is granted by the Team Captain for up to one (1) year. Inactive members are encouraged to attend PVSART drills and meetings. Inactive members may respond to field operations at the discretion of the Team Captain. Members who request inactive status may revert to active status upon request and approval of the Team Captain. If inactive status is desired for longer than one year, approval must be recommended by the Team Captain and approved by the Board of Directors. Upon returning from inactive status that has lasted longer than one year, a reversion to probationary status may be required at the discretion of the Team Captain. Inactive Members are required to pay the annual dues during the period that they are inactive.

Section 6. Supporting Members. Supporting Members are individuals who either cannot or desire not to be active members, but desire to support the mission of the PVSART. The only requirement of Supporting Members is they support the mission of PVSART and pay annual dues. Supporting Members do not have voting rights.

Section 7. Membership Application Process. Prospective members (all categories) shall i) complete the *PVSART Application* and submit to the Team Captain, ii) complete the *PVSART Waiver of Liability* and submit to the Team Captain, iii) pay one year's dues (non-prorated, but will be returned if the application is not accepted), and iv) submit to an interview by the Team Captain. The Team Captain shall submit the application to the Board of Directors with a recommendation and the Board of Directors will vote to accept the application.

Section 8. Expulsion. Upon the recommendation of the Team Captain, the Board of Directors may vote to terminate a Member's membership for any of the following reasons:

- a) Failure of a Probationary Member to obtain active membership within a one year period,
- b) Failure to pay annual dues,
- c) Inadequate participation in PVSART activities,
- d) Failure to obey a reasonable request by an officer or senior member in charge of an operation,
- e) Using red lights and/or a siren to respond to a PVSART field operation,
- f) Inappropriate response to a field operation,
- g) Sexual harassment,
- h) Possession or being under the influence of illegal drugs or alcohol at any training, drill or field operation,
- i) Behavior that discredits PVSAR, or
- j) Negligent action or inaction which harms or could harm any rescuer, patient or bystander.

## ARTICLE III

### Membership Meetings

Section 1. Annual Meeting. The annual meeting shall be held during the month of April of each year at such time and place as the Directors may determine. If the annual meeting is not held during April, a special meeting in lieu of an annual meeting may be held with all the force and effect of the annual meeting. Notice of the annual meeting setting forth the date, time, and place of any such meeting shall be mailed via regular mail to all Members at the last address provided by the Member to the Secretary not less than seven (7) day prior to the date of the annual meeting. The primary purpose of the annual meeting is to elect the Board of Directors and to receive reports of the Directors, Treasurer and Team Captain and to approve the budget.

Section 2. Regular Meetings. In addition to the annual meeting there shall be a minimum of two regular membership meetings annually which may include training and drills. The date and time of the regular meetings shall be set by the Directors. Notice of the meeting setting forth the date, time, and place of any such meeting shall be mailed via regular mail to all Members at the last address provided to the Secretary not less than seven (7) day prior to the date of the meeting.

Section 3. Special Meetings. Special meetings of the membership can be called by the President, a petition by the majority of the Directors or a petition of ten Active Members. Any such petition must include the purpose of the special meeting. Upon the President receiving a petition the President shall schedule a meeting of the membership within thirty days of receipt of said petition. Notice of the special meeting setting forth the date, time, place and purpose of any such meeting shall be mailed via regular mail to all members at the address provided to the Secretary not less than ten (10) day prior to the date of the special meeting. Business transacted at a special meeting shall be limited to the purpose or purposes stated in the notice of the meeting.

Section 4. Quorum. The presence in person or by proxy of a majority of the members of PVSART to vote shall constitute a quorum at all meetings of the members except as otherwise provided by law, by the Articles of Agreement 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 or the Vice President, if neither is present, by a chairman to be elected at the meeting. If the Secretary is not present, the presiding officer may appoint a person to act as Secretary of the meeting.

Section 8. Voting. At all meetings of Members each Active Member 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, 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 Agreement or by these By-Laws. 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.

#### **ARTICLE IV** **Board of Directors**

Section 1. Powers. The Board of Directors shall have the entire charge, control and management of the PVSART and its property and may exercise all or any of its powers except those specifically reserved to the membership pursuant to these By-Laws. The Board of Directors is responsible for preparing a budget for approval by the members at the Annual Meeting of the Members and establishing the annual dues.

Section 2. Number. The Board of Directors ("Board") shall consist of not less than nine (9) directors nor more than fifteen (15) directors (individually referred to as "Director", collectively referred to as the "Directors"). The number of Directors shall be fixed at the Annual Meeting, but the Directors may, at a special meeting held for the purpose, change (within the above limits) the number of Directors.

Section 3. Term. Directors shall serve for three-year terms ending on the date of the annual meeting. The term of each initial Director, and each Director appointed on an increase in the number of Directors, shall be specified at the time of appointment. The terms of the Directors shall be fixed so that one-third (or such number as approximates one-third insofar as practicable) shall be selected each year. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director. Each Director shall hold office until her term expires and until her successor is selected. No Director shall serve for more than three (3) terms consecutively.

Section 4. Initial Directors. The Incorporators, as provided for in the Articles of Agreement, shall act as the Initial Directors of the PVSART until the first Annual Meeting or the first special meeting.

Section 5. Election. At the Annual Meeting, or at a special meeting in lieu of an Annual Meeting, a majority of the Active Members shall elect the Board from among those individuals nominated to be a Director by a Nominating Committee as established by the Directors. The initial term for each Director shall also be determined in order to comply with Section 3 of this Article. Any vacancy in the Board may be filled by the Directors pursuant to Section 14 of this Article.

Section 6. Quorum. Unless otherwise provided, a quorum for conducting a meeting of the Board shall be a majority of the Directors; but if less than a majority of the Directors is present at

said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. Removal. A Director may be removed from office with or without cause by the affirmative vote of a majority of the Directors then in office.

Section 8. Resignation. Any Director may resign by delivering her written resignation to the PVSART at its principal office to the President or Clerk. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 9. Annual Meeting of Board. The annual meeting of the Board shall be held immediately after the annual meeting of the membership for the purpose of electing the administrative officer's and conducting such other business as may come before the Directors.

Section 10. Regular Meetings of Board. Regular meetings of the Board may be held at such times and places as shall from time to time be fixed by resolution of the Board and no notice need be given of regular meetings held at the times and places so fixed, provided, however, that any resolution relating to the holding of regular meetings shall remain in force only until the next annual meeting of the Directors, or a special meeting held in lieu thereof, and that if at any meeting of the Board, at which a resolution is adopted fixing the times or place or places for any regular meetings, if any Director is absent, no meeting shall be held pursuant to such resolution until either each such absent Director has in writing approved the resolution or seven days have elapsed after a copy of the resolution has been mailed, postage prepaid, addressed to each such absent Director at her last known address.

Section 11. Special Meetings. Special meetings of the Board may be called by the President, by the Clerk, by any two Directors, or by one Director in the event that there is only one Director, and shall be held at the place designated in the notice or call thereof. Notice of all special meetings of the Directors shall be given to each Director by the Clerk, in case of the death, absence, incapacity or refusal by the Clerk, by the officer or one of the Directors calling the meeting. Such notice shall be given to each Director in person or by telephone, telegram, e-mail, or facsimile transmission sent to each Director's business or home address last provided to the Clerk, at least twenty-four (24) hours in advance of the meeting, or by mail addressed to such business or home address and post-marked at least forty-eight (48) hours in advance of the meeting. Except as required by law, notice of a special meeting need not be given to: (1) any Director who, either before or after the meeting, delivers a written waiver of notice, executed by the Director, which is filed with the records of the meeting; or (2) any Director who attends the meeting and who, either prior to the meeting or at its commencement, fails to protest the lack of such notice. A notice or waiver of notice need not specify the purpose of any special meeting unless such purpose is the removal of a Director or Officer.

Section 12. Telephone Conference Meetings. The Directors or the members of any committee may participate in a meeting of the Board or such committee by means of a telephone conference or similar communications equipment by means of which all persons participating in

the meeting can hear each other at the same time, and participating by such means shall constitute presence in person at a meeting.

Section 13. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of the greater number is required by law or these By-Laws. The Board may also act without a meeting if written consent setting forth the action taken thereto is signed by all the Directors and filed with the records of the Board meetings. Such consent shall be treated as a vote of the Directors for all purposes.

Section 14. Vacancies. Any vacancy occurring on the Board shall be filled at the next regular or special meeting of the Board from among those individuals nominated to be a Director by the Nominating Committee. Such person shall be elected for the unexpired term of office of the predecessor in office.

Section 15. Director - Absence from Meeting. Any Director who is absent from three (3) consecutive meetings without excuse satisfactory to the Board shall be deemed to have surrendered the office of Director.

Section 16. Director - Residuary Powers. The Board shall have the powers and duties necessary or appropriate for the administration of the affairs of the PVSART. All powers of the Corporation set forth in, the Article of Agreement, or these By-Laws, shall be vested in the Board.

Section 17. Executive Committee. The Board may, at any meeting of the Board of Directors, by vote of a majority of the number of Directors, elect an executive committee or other committees and may, by like vote, delegate thereto some or all of its powers except those which by law, the Articles of Agreement or these By-Laws it is prohibited from delegating. Except as the Board may otherwise determine, any such committee may make rules for the conduct of its business, but unless otherwise provided by the Board or in such rules, its business shall be conducted as nearly as possible in the same manner as is provided by these By-Laws for the Directors. The Board shall have the power to fill vacancies in, change the membership of, or disband, any such committee.

Section 18. Action by Consent. Any action by the Board or any committee may be taken without a meeting if a written consent thereto is signed by all the Directors or all the members of the applicable committees and filed with the records of the meetings of the Directors. Such consent shall be treated for all purposes as a vote at a meeting.

Section 19. Honorary Directors, Advisors, Sponsors, and Friends of the Association. The Board may designate certain persons or groups of persons as honorary directors, advisory directors, sponsors, friends, or such other title as the Board deems appropriate. The Board may elect persons to those titles for such terms and on such conditions as the Board determines and may assign to such persons such responsibilities, duties, and privileges as the Board determine. Persons designated by these titles shall not be Directors for the purposes of these By-Laws.

Section 21. Conflict of Interest. Any possible conflict of interest on the part of any member of the Board or Officer of the Corporation, shall be disclosed in writing to the Board and made a matter of record through an annual procedure and also when the interest involves a specific issue or transaction before the Board. Where the transaction involving a Director or Officer exceeds five hundred dollars (\$500) but is less than five thousand dollars (\$5,000) in a fiscal year, a two thirds vote approving the transaction is required. Where the transaction involved exceeds five thousand dollars (\$5,000) in a fiscal year, then a two thirds vote approving the transaction and publication of a legal notice in the required newspaper is required, together with written notice to the Director of Charitable Trust, Attorney General's Office. The minutes of the meeting shall reflect that a disclosure was made; that the interested Director and all other Directors with a pecuniary transaction with the Corporation during the fiscal year were absent during both the discussion and the voting on the transaction; and the actual vote itself. Every new member of the Board will be advised of this policy upon entering the duties of his or her office, and shall sign a statement of acknowledgment, understanding and agreement to this policy. The Board will comply with all requirements of New Hampshire laws dealing with pecuniary benefit transactions (RSA 7:19-a, II and 292:6-a) and all such laws are incorporated in full into these By-Laws and are attached as Attachment A. These requirements include, but are not limited to, (1) absolute prohibition on any loans to any Director or Officer of the Corporation; and (2) prohibition of any sale or lease (for a term greater than five years) or conveyance of real estate from an Officer or Director, or trustee without the prior approval of the probate court. These requirements extend to both direct and indirect financial interest, as defined by RSA 7:19-a, II and 292:6-a.

## **ARTICLE V**

### **Administrative Officers**

Section 1. Administrative Officers. The Administrative Officers of the Corporation shall be a President, Vice President, Treasurer, and a Clerk. The Officers of the Corporation may also include one or more Assistant Treasurers and/or Assistant Clerks. The Officers shall be elected or appointed annually as specified in Article V, Section 6. The Board may elect or appoint such other Officers as it deems desirable, such Officers to have authority and perform the duties prescribed, from time to time, by the Board. The Officer of any official position may be combined and held by one (1) person.

Section 2. President. The President shall be a Director nominated by the Directors and elected by the Board. The President shall preside at all meetings of the Board and Members and shall determine the agenda of each meeting. The President shall serve on the Executive Committee and shall be an ex-officio member without vote on all other Board committees. The President shall be the administrator of the PVSART. The President, the Treasurer, or some other person specifically authorized by vote of the Board, may sign all deeds, leases, contracts, notes and/or other instruments to be executed on behalf of the PVSART. The President shall perform all the duties commonly incident to the office and shall perform such other duties and have such other powers as the Board may from time to time designate. The President is an ex-officio member of all Committees other than the Executive Committee.

Section 3. Vice President. The Vice President shall be a Director nominated by the Directors and elected by the Board. The Vice President shall have such powers and perform such duties as may be delegated to the position by the Board. In the absence or disability of the President, the Vice President shall perform the duties and exercise the powers of the President.

Section 4. Treasurer. The Treasurer shall be a Director nominated by the Directors and elected by the Board. The Treasurer shall have the care and custody of the funds of the PVSART and shall have and exercise under the supervision of the Board all the powers and duties commonly incident to the office. The Treasurer shall, with the President, have the power to sign all deeds, leases, contracts, notes and/or other instruments to be executed on behalf of the PVSART. The Treasurer shall have the custody of the corporate seal and of all the money, funds, valuable papers and documents of the PVSART. The Treasurer shall deposit all the funds of the PVSART in such bank or banks, trust company or trust companies, or with such firm or firms doing a banking business as the Board may from time to time designate. The Treasurer may, on behalf of the PVSART, endorse for deposit or collection, all checks, notes and other obligations payable to the PVSART or its order and may accept drafts on behalf thereof. He/she shall keep accurate books of account of all PVSART transactions, which books shall be the property of the PVSART, and together with all other of its property in her possession, shall be subject at all times to the inspection and control of the Board. All receipts and vouchers for payment made to the PVSART, and checks, drafts, notes and other PVSART obligations for the payment of money by the PVSART shall be signed by the Treasurer except as the Board may otherwise specifically order. Checks and drafts need not be countersigned, unless otherwise ordered by the Board.

Section 5. Clerk. The Clerk of the PVSART shall be appointed by the Board annually at the Board's Annual Meeting and does not need to be a Director. The clerk shall be present at all meetings of the Board, and he shall keep accurate records, in books provided for that purpose, of the proceedings had at such meetings, which books shall respectively be open at all reasonable times to the inspection of any director. The Clerk shall perform all the duties commonly incident to the office and shall perform such other duties and have such other powers as the Board may from time to time designate. In the absence of the Clerk from any meeting of the Board, a temporary Clerk may be appointed who shall record the proceedings thereof.

Section 6. Election and Term of Office. The President, Vice President, and Treasurer shall be elected by the Board at the Board's Annual Meeting or as soon thereafter as feasible. New offices may be created and filled at any meeting of the Board. Each Officer shall hold office until the next annual election of the Board and until a successor shall have been duly elected or appointed and shall have qualified. The term of office shall be one (1) year. Election of the President, Vice President and Treasurer shall take place at the annual Board meeting and shall be by ballot cast by qualified Directors. A plurality of votes cast shall elect. The President, Vice President and Treasurer may be re-elected by the Directors to hold that office for a maximum of five (5) consecutive terms.

Section 7. Removal. Any officer elected by the Board may be removed by the Board by two-thirds (2/3) vote of the remaining Directors whenever in its judgment the best interest of the PVSART would be served thereby.

Section 8. Vacancies. A vacancy in the office of the President because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board by majority vote for the unexpired portion of the term. A vacancy in any other office because of death, resignation, removal, disqualification, or otherwise, may be filled by the President for the unexpired portion of the term.

## **ARTICLE VI** **LINE OFFICERS**

### SECTION 1. Election, Tenure and Compensation.

The line officers of PVSART shall be a Captain and two (2) Lieutenants. The Captain shall be nominated by the Nominating Committee and elected by and from the Active Members at the Annual Meeting each odd year and shall serve a two (2) year term. All other line officers shall serve one (1) year terms and shall be appointed by the Captain, subject to majority approval of the Board. Should the office of Captain become vacant during a term, the Board shall appoint a replacement Captain for the remainder of the term of office. Should any other line officer become vacant during a term, the Captain 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, but can be reimbursed for expenses incurred in their official capacity if approved by the Board. The Captain can serve consecutive terms without limits. The Board may create such other Line Officers as it deems desirable, such Line Officers to have authority and perform the duties prescribed, from time to time, by the Board. Such Line Officer's to serve one (1) year terms and appointed by the Captain.

### Section 2. Powers and Duties of the Captain.

The Captain shall have full control of the members, equipment and effects of the team while on incidents, training and drills and shall be the operating officer of PSART. The Captain shall be responsible for the keeping and filing of all training records and field reports of PVSART and such other duties as shall hereafter be prescribed. The Captain will be responsible to be certain all members have appropriate training and the safety of all members. The Captain shall appoint such members as may be required to maintain a functioning training committee and safety committee.

Section 3. Powers and Duties of the Lieutenants. The Lieutenants shall be responsible for such duties as may be assigned by the Captain.

Section 4. Removal. All Line Officers shall be subject to removal at any time by the affirmative vote of a majority of the whole Board for any cause. All Line Officers, shall hold office at the discretion of the Board of Directors or of the officers appointing them. Seniority, where Line Officers have the same rank will be based on tenure in the position.

**ARTICLE VII**  
**Committees**

Section 1. Committees. The Board shall appoint from their own numbers an Executive Committee and may appoint such other committees as they may from time to time deem necessary or advisable, including but not limited to committees to deal with fundraising, financial management, long-range planning, and other matters affecting the PVSART, and may delegate such powers and duties thereto as the Board may deem advisable to the extent permitted by law. At any meeting of a committee, a quorum for the transaction of all business properly before the meeting shall consist of a majority of the appointed members of such committees. Each committee shall maintain a written record of its meetings and present reports to the Board at its next meeting.

Section 2. Executive Committee. The Executive Committee shall consist of the President, Vice President, Treasurer, and two (2) other Directors elected by the Board. The Executive Committee will have the authority to make final decisions on all matters related to the PVSART. The Executive Committee will have primary responsibility for creating and monitoring the PVSART's budget. The Executive Committee shall report to the Board as provided in Section 1 of this Article.

Section 3. Nominating Committee. At least eight weeks before the Annual Meeting, a Nominating Committee for membership of the Board shall be appointed by the President. The Nominating Committee shall offer the names of the Directors to be selected or to fill vacancies at the Annual Meeting and the Team Captain on odd years. The Nominating Committee shall consist of four (4) Directors and three (3) Active Members.

Section 4. Standing Committees. Unless otherwise provided herein, the Directors may appoint either Directors or Members to any standing committee. Such appointment shall be for a one (1) year term unless otherwise determined by the Board of Directors.

- (a) Development Committee. This committee will be responsible for identifying, educating and soliciting donors to the PVSART.
- (b) Public Relations Committee. This committee will be responsible for increasing public awareness of the PVSART.
- (c) Education/Program Committee. This committee will be responsible for planning special events, seminars, training events and other programs of the PVSART.

**ARTICLE VIII**  
**Contracts, Deposits, Funds and Dues**

Section 1. Contracts. The Board may authorize any Officer or Officers, agent or agents, of the PVSART, in addition to the Officers so authorized by these By-Laws, to enter into

contracts or execute and deliver any instrument in the name of and on behalf of the PVSART; and such authority may be general or confined to specific instance.

Section 2. Deposits. All funds of the PVSART shall be deposited promptly to the credit of the PVSART and in such banks, trust companies or other depositories as the Board may select.

Section 3. Gifts. The Board may accept on behalf of the PVSART any contribution, gift, or grant for the general purposes or for any special purpose of the PVSART.

Section 4. Dues. The Board will establish annual dues for each membership category which will be payable on or before the Annual Meeting. Failure to pay the dues within three months after the Annual Meeting is cause for dismissal.

## **ARTICLE IX** **Books and Records**

The PVSART shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the Board, and committees having any of the authority of the Board, and shall keep at the registered or principal office a record giving the names and addresses of the members of the Board and members. All books and records of the PVSART may be inspected by any Member for any purposes at any reasonable time. The Board, if it deems prudent, shall cause an audit of the records of the PVSART to be made each year by a competent auditor or audit committee.

## **ARTICLE X** **Personal Liability**

The Directors and Officers of the PVSART shall not be personally liable for any debt, liability or obligation of the PVSART. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the PVSART may look only to the funds and property of the PVSART for the payment of any debt, damages, judgment or decree, or of any money that may otherwise come due or payable to them from the PVSART

## **ARTICLE XI** **Indemnification**

Each Director and each Officer of the PVSART and each former Director or Officer of the PVSART and their respective heirs, executors and administrators shall be indemnified by the PVSART against all costs and expenses actually and necessarily incurred by them in connection with the defenses of any action, suit or proceeding, in which they, or any of them, are made parties, or a party, by reason of having been a Director or Officer of the PVSART, except in relation to matters as to which any such Director or Officer shall be adjudged in such action, suit

or proceeding to be liable for negligence or misconduct in the performance of duty. The foregoing indemnification shall include reimbursement of all costs and expenses actually and necessarily incurred in setting any such action, suit and proceeding or in satisfaction of such action, suit, or proceeding or in satisfaction to any rights to which any such Director or Officer may otherwise be entitled as a matter of law or otherwise.

**ARTICLE XII**  
**Fiscal Year**

The fiscal year of the PVSART shall end on December 31 each year.

**ARTICLE XIII**  
**Gender, Singular and Plurals**

The use of the masculine, feminine or neuter gender, and the use of the singular or plural shall not be given the effect of any exclusion or limitation and the use of the words "person" or "party" shall mean and include any individual, trust, corporation, partnership or other entity.

**ARTICLE XIV**  
**Amendments**

These By-Laws may be amended by a majority vote of the members at a regular or special meeting of the members after thirty (30) days written notice of the proposed changes to all Active Members.

IN WITNESS WHEREOF, the undersigned have set their hands as of this \_\_\_\_\_ day of March, 2005.

\_\_\_\_\_  
Jeffrey J. Ingalls, Incorporator

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Allan R. Clark, Incorporator

\_\_\_\_\_  
Gordon Johnk, Incorporator

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Darlene R. Godbout, Incorporator

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William L. Mead, Incorporator

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Gareth P. Slattery, Incorporator

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Steven D. Smith, Incorporator

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Marti Talbot, Incorporator

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William Fiske, Incorporator