

CHESTER COUNTY HERO FUND BY-LAWS

As Amended - November 21, 2024

ARTICLE 1

Purposes and General Matters

Section 1: The corporate purpose of the Chester County Hero Fund is to receive funds and property, to invest and reinvest the same, and to disburse and distribute the same as voluntary, gratuitous and charitable gifts and contributions to assist First Responders, their dependents, and their beneficiaries, as set forth in this Section.

A. The Chester County Hero Fund may disburse funds and property to or for the benefit of a First Responder, as defined herein, who has lost his/her life or has become totally and permanently disabled, or has otherwise been seriously injured in the line of duty, or a First Responder's dependent spouse, dependent child, or a beneficiary or beneficiaries named in a First Responder's life insurance policy provided through a municipality located in the County of Chester, the County of Chester, or the Commonwealth of Pennsylvania (a "First Responder Beneficiary").

B. The Chester County Hero Fund may disburse funds and property to a First Responder or a First Responder's Beneficiary, in recognition of a First Responder's valor or rendering of meritorious service. The Board of Trustees of the Corporation shall have and retain complete and absolute discretion over the selection of a recipient of such funds and the amount to be disbursed to such a chosen recipient.

C. The Chester County Hero Fund may disburse funds and property as an annual scholarship award to a First Responder's Beneficiary for purposes of paying for or contributing towards that First Responder Beneficiary's cost of college, community college, or post-secondary vocational school, provided, however, that the selection of a recipient shall be based upon: (1) the prospective recipient's financial need; (2) the tuition benefits the prospective recipient may have received or be eligible to receive through the Pennsylvania Higher Education Assistance Agency (PHEAA); and (3) other criteria as may be regularly established by the Corporation's Scholarship Committee.

Section 2. Limitations on distribution of benefits to eligible recipients:

The Corporation may award financial benefits to an eligible First Responder, as set forth in Section 1, pursuant to the following limitations. In the event a First Responder dies in the line of duty, or as a direct result of injuries sustained while in the line of duty, the Corporation may award financial benefits to that First Responder or that First Responder's Beneficiaries up to \$10,000 and a line of duty disability injury up to \$10,000 per incident, but, in all cases, the total benefit awarded hereunder shall not exceed a lifetime maximum

of \$25,000 for that First Responder or that First Responder's Beneficiaries. If, however, the Corporation receives donations in direct response to an eligible First Responder recipient's death or injury ("Additional Donations"), then at the Board's sole and absolute discretion, the Board may authorize a supplemental financial benefit in excess of the maximum amounts stated herein, no greater than the total of the such Additional Donations received. Furthermore, any Additional Donations not distributed as heretofore stated shall remain in the Hero Fund for such other purposes and uses the Board deems proper.

The Board of Trustees of the Corporation maintains complete and absolute discretion over the selection of any and every recipient of funds disbursed in accordance with these Bylaws, and may add additional eligible classification groups from time to time, as needed

Section 3. Definitions:

Board – The Board of Trustees of the Chester County Hero Fund

Corporation - The Chester County Hero Fund

Disability - Any member who has retired due to an injury that is a direct result of a traumatic event or events occurring during and as a result of the performance of regular or assigned duties is considered disabled, and such injury, or the physical condition resulting therefrom, shall constitute a disability.

Injury – A serious injury is one incurred in the line of duty that in the sole opinion and discretion of the Board of Trustees is significant enough that it impairs the life functions of the person in question so that an award hereunder is justified.

First Responder:

(1) Any of the following salaried law enforcement officers: municipal police officers employed by a municipal police department located in Chester County, Chester County Detectives, Chester County Deputy Sheriffs, Chester County Correctional Officers, Chester County Park Rangers, Chester County Adult Probation Officers, Chester County Dispatchers, college and university police officers employed by a college or university located in Chester County, school district police officers employed by a school district located in Chester County, Pennsylvania State Troopers, Fish & Boat Commission Waterways Conservation Officers, Game Wardens, and State Park/DCNR Rangers stationed in or assigned to Chester County

(2) Any of the following salaried individuals: Firefighters, emergency medical services personnel, hazardous materials personnel, or fire marshals employed by a Chester County municipality, the County of Chester, the Commonwealth of Pennsylvania or U.S. Department of Veterans Affairs stationed in or assigned to Chester County, or a fire Company or EMS organization located within Chester County.

(3) Volunteer Firefighters, EMS, Fire Police and Specialty Units, while in service of a Chester County Municipality, Fire Company, EMS Organization, or the County of Chester.

Hero Fund - A 501(c)(3) charitable organization, providing financial assistance to First Responders (Law Enforcement, Fire and EMS), helping with expenses related to loss of life, disability, or severe injury in the line of duty.

Retirement - If a member is retired and has an eligible child – he or she must have completed the years required to qualify for pension under applicable municipal and state laws or have 25 years of active service as a member of a volunteer firefighter or EMS personnel.

Section 4. The Board of Trustees shall have the absolute discretion to waive any or all the eligibility requirements set forth in Sections 1 through 3, herein. Any waiver of those requirements contained within Sections 1 through 3 shall require the affirmative vote of two-thirds of a quorum of the Board of Trustees present at a regularly scheduled meeting.

In furtherance of the foregoing purposes, the Corporation shall have and exercise any, all, and every power in which a non-profit Corporation organized under Pennsylvania law could be authorized to exercise, but not any other power. No part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation.

ARTICLE II Corporation Offices

Section 1. The registered office of the Corporation shall be at the place designated in the Corporation's Articles of Incorporation, as amended from time to time.

Section 2. The Corporation may maintain offices at such places as the Board of Trustees may designate or appoint from time to time, or as the activities of the Corporation may require.

ARTICLE III Members

Section 1. There shall be no members, as such, of the Corporation.

ARTICLE IV Board of Trustees Meetings

Section 1. Meeting Schedule

The Board of Trustees of the Corporation shall meet no less frequently than annually in the County of Chester, Pennsylvania at a date and time designated by the President of the Board of Trustees. The purpose of the said meeting shall be to conduct business and other matters brought before the Corporation, along with Officer/Trustee elections in appropriate years.

Section 2. Special Meetings.

Special or other meetings of the Board of Trustees may be held upon call of the President, Vice President or Secretary of the Board of Trustees, or by a majority of the Board of Trustees, at the registered office of the Corporation in Chester County, Pennsylvania, or at such other place as may be stated in the notice of such meeting, and at such time and for such purpose as may be stated in the notice of such meeting.

Section 3. Notice of Meetings.

A written notice of the date, time, place and purpose of the annual meeting of the Board of Trustees, and of any other meeting of the Board of Trustees, shall be sent by mail, email or delivered personally to each Trustee entitled to receive notice no less than ten (10) days, nor more than thirty (30) days prior to the meeting.

Notice of a meeting shall be deemed to have been given when mailed or sent by email. If mailed, the notice shall be sent to the recipient's address as it appears in the records of the Corporation, unless such person shall have previously filed with the Secretary of the Corporation a written request that notices be mailed to some other address, in which case it shall be mailed to the address so designated.

Meetings may be held without prior written notice prescribed herein if all Trustees entitled to vote at such a meeting are present in person or by proxy or by electronic participation, and affirmatively vote to waive written notice of the meeting as otherwise required under these Bylaws at the commencement of said meeting.

Section 4. Quorum.

More than fifty percent of the appointed Board of Trustees in good standing, present in person, by proxy, or by electronic communication, shall constitute a quorum at a meeting of the Board of Trustees. In the absence of a quorum, the presiding officer at the meeting may adjourn the meeting to a later date, at which time, if a quorum is present, all business may be transacted on the adjourned date that might have been transacted at the meeting originally called.

Section 5. Conduct of Meetings.

Meetings of the Trustees shall be presided over by the President or, if the President is not present, by a Vice-President, or if no Vice-Presidents are present, by a Chairperson to be chosen at the meeting by a majority of the Board of Trustees present. The Secretary or an Assistant Secretary of the Corporation or, in their absence, a person chosen at the meeting shall function as Secretary of the meeting.

Section 6. Voting.

Each Trustee shall be entitled to one (1) vote, in person or by proxy, or by electronic communication, upon each matter properly submitted to a vote at a meeting. In connection with the election of the Board of Trustees, each regular Trustee shall have one (1) vote for each position to be filled, but in no event shall cumulative voting be permitted.

Section 7. Proxy.

A Trustee entitled to vote may do so by proxy, only if such proxy vote authorized in writing and signed, dated, and filed with the Secretary of the Corporation in advance of any meeting at which such authorization is to be relied upon in voting for that proxy Trustee. The written proxy authorization shall only be valid for as long as stated in the written authorization. If said period of validity is not specifically stated in the written authorization, such proxy authorization shall be valid for a period of one (1) year from its date. Notwithstanding the foregoing, any proxy authorization may be revoked at any time upon written notice of revocation signed, dated, and filed with the Secretary of this Corporation or the Secretary of this Corporation. In addition, a proxy authorization may be revoked verbally by the person who authorized the proxy vote, if such person attends a meeting and expresses his desire and intent to revoke such authorization. Any revocation of a proxy authorization shall be reflected in the minutes of the meeting at which such revocation is made.

Section 8. Election of Officers.

When applicable, no less than thirty (30) days in advance of the Board of Trustees' annual meeting, the President shall prepare a list of nominees for each office of the Board of Officers that needs to be filled, indicating in each instance the applicable term for each office. nominated. The President shall disseminate this list of nominees to the Board of Trustees, as well as a list of all officers who are then serving unexpired terms or who will commence such terms ex officio, and a notice that other nominations may be made by a trustee of the Board of Trustees of the Corporation during the meeting at which the Board of Trustees will vote to fill required offices. In the case of all elections of Trustees of the Board of Trustees by Trustees of the Corporation where there are a greater number of nominees than the number to be elected, each trustee and officer shall be separately elected by a simple majority of 50% plus one (1) of the Trustees present and voting. If there are more than two (2) candidates for any given office and no candidate receives a majority, there will be a runoff between the two (2) candidates.

Section 9. Electronic Participation

One or more persons may participate in a meeting of the Board by means of an electronic device, provided all participating Board Trustees can clearly hear and communicate with each other. Electronic participation in a meeting shall carry with it the same duties, privileges, rights, and responsibilities as physical participation in said meeting.

ARTICLE V

Trustees

Section 1. Initial Board. The Incorporator shall elect the initial Board of the Corporation at the organization meeting.

Section 2. Number, Qualification, Term of Office, Dues.

The property, business, and affairs of this Corporation shall be managed by its Board of Trustees, which shall consist of no less than eleven (11) and no greater than seventeen (17) Trustees elected in accordance with the procedure set forth herein. The Board of Trustees shall include, but shall not be limited to:

Seven (7) ex officio Trustees, with one appointed by and on behalf of each the following:

One (1) member nominated by the Chester County Fraternal Order of Police.

One (1) member nominated by the Chester County Police Chiefs Association.

One (1) member nominated by the Chester County Fire Chiefs Association.

One (1) member nominated by the Chester County EMS Council.

One (1) member nominated by the Chester County District Attorney.

One (1) member nominated by the Chester County Sheriff.

One (1) member nominated by the Chester County Fire Police Association

(collectively the "Sponsoring Organizations"); and

Up to ten (10) At Large Trustees

Section 3. Resignation

A member of the Board of Trustees may resign at any time upon giving written notice to the President, who shall communicate it to the Board. Such resignation shall take effect upon receipt, or as of the date stated in the notice, whichever is later.

Section 4. Vacancies

Whenever any vacancy shall have occurred in the Board of Trustees by reason of death, resignation, removal from office, increase in the number of Trustees or otherwise, it shall be filled upon the recommendation of the President and then by a majority vote of the Trustees then in office at any Trustee's meeting. If the position on the Board is an ex officio one, the vacancy may be filled by a written nomination from the Sponsoring Organization. The person so elected or nominated shall serve until the next scheduled election of Officers and Trustees.

Section 5. Power to Make By-Laws

The President and the Board of Trustees each may recommend any amendments or additions to these Bylaws. The Board of Trustees shall have the power, after proper notice has been given to all Board Trustees as required herein, to make and alter these Bylaws, including the fixing and altering of the number of Trustees.

Section 6. Advisors

The Board of Trustees may from time to time appoint as many advisors to the Corporation as it deems necessary or desirable. Such advisors may include Chaplains, Business Leaders, Legal Counsel, Accountants, Financial consultants, and such other people as deemed desirable or necessary by the Board of Trustees. All advisors shall serve at the pleasure of the President and Board of Trustees.

Section 7. Removal of Trustees

Any duly elected Trustee of this Corporation shall, before accepting office, signify his or her willingness and intent to attend meetings of the Board regularly. Any Trustee who consistently fails to attend meetings, shall be subject to removal from the Board of Trustees upon a vote by the Board of Trustees. The Trustee's reasons for absence shall be considered by the Board of Trustees before voting upon the removal of a Trustee.

Section 8. Compensation

Trustees of the Board of Trustees may not receive any compensation for their services but may be reimbursed by a reasonable sum for their expenses incurred through their attendance at meetings or any other expenses incurred while performing duties or tasks on behalf of and in the interest of the Corporation. The Board of Trustees must approve such expenses prior to payment.

Section 9. Honorary Trustee

The Board of Trustees may, by a motion passed by a majority of the whole Board, designate people, who, because of their association with the Chester County Hero Fund or their position in the community, are deemed eligible to be classified as Honorary Trustees. Honorary Trustees shall serve at the pleasure of the President and Board of Trustees and shall receive notice of and be invited to attend all Trustees' meetings, to witness the proceedings and give advice and counsel. They shall not have any vote, and they may be removed from the list of Honorary Trustees at such a time as the Board, in its sole discretion, shall deem advisable.

ARTICLE VI Officers

Section 1. Number and Qualifications

The officers of this Corporation shall consist of a President, a Vice-President, Treasurer and Secretary. All officers must be Trustees of this Corporation.

Section 2. Other Officers

The Board may also appoint other officers and agents from its membership as it is necessary or desirable for the transaction of the business of the Corporation.

Section 3. Election

The Board of Trustees shall elect the officers at the Annual Organization Meeting, when applicable. Persons so elected shall hold office for a term of three (3) years and until their successors have been elected. Any officer may be removed from office at any meeting of the Board of Trustees, by the affirmative vote of a majority of the Trustees then in office, whenever in their judgment the business interest of the Corporation will be served thereby. The Board of Trustees shall have the power to fill any vacancies in any office occurring for any reason by majority vote.

Section 4. Powers and Duties

The officers of the Corporation shall respectively have such powers and perform such duties in the management of the property and the affairs of the Corporation, subject to the control of the Trustees, as generally pertains to their respective office, as well as such additional powers and duties as may from time to time be conferred by the Board of Trustees. The powers and duties of the officers shall specifically include the following:

PRESIDENT - The President shall be the Chief Executive Officer of this Corporation; shall preside at all meetings of the Board of Trustees; shall perform such duties as may be assigned to him from time to time by the Corporation or Board of Trustees; shall coordinate the work of the officers and committees of the Corporation; and shall be an ex officio member of all committees, without vote.

VICE-PRESIDENT- The Vice-President shall function as aide to the President. The Vice-President shall perform the duties of the President in the absence or disability of that officer to act. In the absence of the President and the Vice-President, the Secretary shall perform the duties of the President. The Vice-President shall also perform such other duties as may be assigned to him by the President or the Board of Trustees.

SECRETARY - The Secretary shall be the formal Secretary of the Corporation for signatory purposes and to sign with the President when a signature is required; shall retain all official corporate documents and records and shall have custody of the corporate seal. The Secretary shall notify the Board of Trustees of any and all amendments proposed to the By-Laws; shall keep a record of the Trustees terms of office and prepare all notices required for the Annual Organization Meeting or any meeting of the Board of Trustees for

election of Trustees; and perform such other duties as the Board of Trustees and President may direct. In the absence of the President and the Vice-President, the Secretary shall preside at the meetings of the Corporation.

TREASURER- The Treasurer shall have custody of all funds, property, and securities of the Corporation, subject to such regulations as may be imposed by the Board of Trustees. He/she may be required to give bond for the faithful performance of his duties in such a sum and with such sureties as the Board of Trustees may require. He/she shall deposit all funds in an account approved by the Board of Trustees of this Corporation and shall be authorized to sign all checks of this Corporation, together with such other officers or officers, if any, as shall be designated by the Board of Trustees. The Treasurer shall present a financial statement or report at every meeting of the Corporation and at such other times when requested to do so by the Board of Trustees. He/she shall make a full financial report covering the preceding fiscal year at each annual organization meeting.

Section 5. General Powers

The Board of Trustees may, from time to time, authorize the opening and closing of commercial and/or savings bank accounts, prescribe the manner of the making, signature or endorsement of bills of exchange, notes, drafts, checks, acceptances, obligations and negotiable paper or other instruments for the payment of money and designate the officer or officers, agent or agents who shall, from time to time, be authorized to make, sign or endorse the same on behalf of the Corporation, and direct and supervise all investments of corporate funds. Until otherwise directed by said Board of Trustees, such signatures or endorsements shall be those of any two (2) of the following officers: President, Secretary, or Treasurer.

Section 6. Resignation

An officer may resign at any time by giving written notice to the President. Such resignation shall take effect upon receipt. Upon his/her resignation becoming effective, he/she shall deliver to the President all records and other matter entrusted to him/her as an officer.

Section 7. Vacancies

In the event that any office becomes vacant for any reason, the Board of Trustees may at any regular or special meeting elect or appoint a new person to hold office until the next scheduled election of Officers and Trustees.

Section 8. Compensation

The officers of this Corporation shall receive no compensation for this Corporation, unless otherwise provided by the Board of Trustees, but may be reimbursed for expenses incurred on behalf of this Corporation. The Board of Trustees must approve such expenses or other compensation prior to payment.

ARTICLE VII Committees

Section I. Committees

This Corporation may have any appropriate Committees as deemed appropriate and helpful by the Board of Trustees or recommended by the President. Such Committees may include but are not limited to the following possible committees:

- a. Scholarship Committee
- b. Awards Committee
- c. Investment/Budget Committee
- d. Fundraising/Public Relations Committee
- e. Trusteeship/Ethics Committee
- f. By-Laws Committee

The organization and duties of these committees shall be determined by the Board of Trustees upon the establishment of said committee, in general in accordance with the following duties and responsibilities contained in this Article.

Section 2. Duties

SCHOLARSHIP COMMITTEE:

1. This committee shall each year formulate the following for approval of the Board:
 - a. The total amount to be allocated to annual scholarship(s)/grant(s) and the amount of each such scholarship/grant.
 - b. The manner and method of publicizing the availability of the scholarship(s)/grant(s) and the application procedure to be followed.
 - c. The establishment of performance criteria for renewal applications; and which program shall become effective, and may be implemented, when adopted by vote of the Board of Trustees.
2. This committee shall accept and process all applications for scholarship/grant under Article I, Section 1.C and shall make recommendations to the Board of Trustees regarding eligibility and shall investigate all claims and certify the accuracy of the applications. The Board of Trustees shall make the final determination as to the eligibility of applicants and amounts to be awarded.
3. This committee shall review all bills submitted for payment under scholarship/grant awards and recommend payment by the Treasurer.

AWARDS/RECONIGNITION COMMITTEE - This committee shall recommend the presentation of awards to individuals who have risked their lives to save others.

INVESTMENT/BUDGET COMMITTEE- This committee shall make recommendations to the Board of Trustees for investment of funds to ensure the most beneficial monetary return to the Corporation; and this committee shall prepare an annual line-item budget for all anticipated income and expenditures in collaboration with the Treasurer. Once a budget has been prepared, this committee shall review the annual anticipated income and expenditures. This committee shall also cause all financial records of the organization to be independently reviewed annually and submit a report of said review to the Board of Trustees. As needed, the Board of Trustees may direct an audit to be completed.

FUND RAISING/PUBLIC RELATIONS COMMITTEE- This committee shall be responsible for evaluating and planning activities that will generate revenue to maintain and advance the financial solvency of the organization and shall develop a network through the community to increase public awareness of the organization and its activities.

ETHICS COMMITTEE - This committee shall be responsible for reviewing all the people who have been nominated to serve on the Board to fill an existing vacancy. They will interview all potential trustees to determine if they would be of benefit to the Corporation, as well as ensure that they will accurately represent the Corporation. The committee will then make recommendations to the existing Board to fill any vacancies. This committee will also be empowered to act on any ethical issues that arise regarding the conduct of a Trustee. A complaint about a particular Trustee's behavior shall be submitted to this committee for their review and the committee may then make a recommendation to the Board for action to be taken, if deemed appropriate.

BY-LAWS COMMITTEE - This committee shall be responsible for any amendments or additions to be made to the bylaws. This committee will research any amendments to be brought forth and will make a recommendation to the Board of any proposed amendments.

Section 3. Appointment

The Chairperson of a committee and the committee members shall be appointed by the President and ratified by the Board of Trustees. Each chairperson and member of a committee shall serve at the pleasure of the President, all subject to the approval of the Board of Trustees.

Section 4. Additional Committees

The Board of Trustees or, if expressly authorized by the Board of Trustees, the President, may appoint additional special committees for any proper purpose.

Section 5. Committee Reports

Any committees that meet shall provide a report in writing to the President and the Board of Trustees as soon as feasibly possible, but preferably within one (1) week of each committee meeting.

**ARTICLE VIII
Miscellaneous**

Section 1. Fiscal Year

The fiscal year of the Corporation shall be the calendar year. Financial records shall be kept on a cash basis.

Section 2. Seal

The Board of Trustees shall provide a suitable corporate seal for use by the Corporation.

**ARTICLE IX
Indemnification of Trustee and Officers**

Section 1. Indemnification

Any present or future Trustee or Officer of the Corporation or the legal representative of any such Trustees or Officer shall be indemnified by the Corporation against reasonable costs, expenses (exclusive of any amount paid to the Corporation in settlement), and counsel fees paid or incurred in connection with any action, suit or proceedings to which any such Trustee or Officer, or his legal representative may be made a party by reason of his having been such Trustee or Officer, provided:

a. said action, suit or proceeding shall be prosecuted against such Trustee or Officer or against his legal representative to final determination and it shall not be finally adjudged in said action, suit or proceeding, that he had been derelict in the performance of their duties as such Trustee or Officer; or

b. said action, suit or proceeding shall be settled or otherwise terminated as against such Trustee or Officer, or his legal representative, without a final determination on the merits and it shall be determined by the Board of Trustees that said Trustee or Officer had not, in any substantial way, been derelict in the performance of their duties as charged in such suit, action or proceeding.

**ARTICLE X
Combination or Dissolution**

Section 1. Combination or Dissolution

The Corporation may combine with other Corporations or associations not for profit as permitted by law, but if the Corporation should be dissolved, or terminated, then all of its property and assets remaining after all debts have been fully satisfied shall be distributed only to another organization exempt from taxation under Section 501 (c)(3) of the Internal Revenue Code and regulations as they now exist or as they may hereafter be amended.

ARTICLE XI
Exempt Activities

Section 1. Exempt Activities

Notwithstanding any other provision of these By-Laws, no member, trustee, officer, employee or representative of this Corporation shall take any action or carry on any activities by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501 (c)(3) of the Internal Revenue Code and regulations as they now appear or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulation as they now exist or as they may hereafter be amended.

ARTICLE XII
Amendments

Section 1. Amendments

The By-Laws of the Corporation and the Articles of Incorporation may be amended, added to, or repealed, by the majority vote by the Board of Trustees of the Corporation serving at that time on its own initiative.