

DRAFT BYLAWS OF RESCUE 7 FIREFIGHTERS FOR PATIENTS
ALSO REFERRED TO WITHIN AS "RESCUE 7"

DATED AUGUST, 2025



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**DRAFT BYLAWS
OF
Rescue 7 Firefighters for Patients (Also referred to as "Rescue 7")**

ARTICLE I

Offices and Purpose

1. Principal Office. The principal office of the Corporation in the State of New York shall be located in the City of New York.
3. Fiscal Sponsorship and Charitable Contributions. The Corporation shall be permitted to obtain fiscal sponsorship from another designated entity. A fiscal sponsor is an organization that provides fiduciary oversight, financial management, and other administrative services to help build the capacity of charitable projects. The role of the fiscal sponsor will be designated by the Board of Directors and can include any administrative functions on behalf of the Corporation including taking on the responsibility of receiving and administering charitable contributions on behalf of the Corporation. The Fiscal Sponsor agreement can be terminated at any time by the Board of Directors.
4. Charitable Contributions. Individual charitable donations are tax exempt to the extent of the law, as per Rescue 7's status as a registered 501(c)(3) nonprofit organization in the state of New York..
5. Registered Office. The Corporation shall continuously maintain, in the state of New York, a registered office that may be the same as its principal office, and a registered agent as required by the State of New York. The address of the registered office may be changed from time to time by the Board of Directors.
6. Purpose. The Corporation is organized and shall be operated exclusively for the charitable purposes set forth in the Certificate of Incorporation. The mission of the Corporation is to remove the burden of transportation for patients and families traveling for treatment and/or participating in research studies. Our mission also includes several programs to support families and communities affected by complex medical challenges. Such programs include: sibling programs, charitable sporting events and other such community activities. We will, at times, during natural disaster travel to support communities otherwise overlooked by current state and national urban search, rescue, and support systems for individuals living with special needs.

ARTICLE II

Meetings of Members

1. Meetings. Meetings of the members shall be held not less than twice a year, on such dates and at such places as the Governing Board of Directors may designate from time to time. Members may attend in-person or by electronic video participation. A meeting shall be designated as the annual meeting. At the annual meeting, the Chairman, or the Executive Director, shall report on the operation of the Corporation for the preceding year and the members shall elect the Corporation's Governing Board of Directors for the succeeding term. The failure to hold an annual meeting at the time stated in or fixed in accordance with the Corporation's Bylaws does not affect the validity of any corporate action.

2. Special Meetings. Except as otherwise required by law, a special meeting of members may be called by the Governing Board of Directors in its discretion or upon written request to the Secretary (or his designee) by five (3) or more members of the Corporation entitled to vote. NO business other than that specified in the notice of the meeting shall be transacted at any special meeting of the members.
3. Voting. At meetings of the members, each class of members shall be entitled to exercise such voting rights as provided in Article II of these Bylaws. Each class of members authorized to vote shall vote with each other class authorized to vote as a single voting group in each matter on which they are entitled to vote.
4. Notice of Meetings. Except as otherwise required by law, written notice stating the place, day and hour of the meeting, and, in the case of an annual meeting, a description of any matter or matters which must be approved by members if such notice is required by applicable law, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given not less than five (5) days (except as otherwise required by law) by or at the direction of the Chairman, the Executive Director or the Secretary (or his designee), or the persons calling the meeting, to each member entitled to vote. Notice of a meeting of the members may, but is not required to, be given to members of the Corporation not entitled to vote, and may be given without complying with the above notice period. A notice shall be deemed duly given to a member when it is delivered in person, electronically or mailed, postage-prepaid, to the address of such member as it appears on the records of the Corporation.
5. Quorum. A quorum at any meeting of the members, whether annual, regular, or special, shall exist if at least one-half of the members entitled to vote are present in person or by proxy. The vote of a majority of the members entitled to vote that are present in person or by proxy at a meeting at which a quorum is present shall be necessary and sufficient for the adoption of any matter voted upon by the members, unless a greater vote of the members is required by law or the Board of Directors.
6. Closing of Transfer Books or Fixing of Record Date. The Governing Board of Directors of the Corporation may fix a date as the record date for determining the members entitled to notice of a members' meeting, to vote at a members' meeting or to exercise any rights in respect of any other lawful action. A record date may not be more than seventy (70) days before the meeting or action requiring a determination of members occurs. If no such record date is fixed, members at the close of business on the business day preceding the day on which notice is given of, if notice is waived, at the close of business on the business day preceding the day on which the meeting is held, are entitled to notice of the meeting; members on the date of the meeting who are otherwise eligible to vote are entitled to vote at the meeting; and members at the close of business on the day on which the board adopts the resolution to the exercise of any rights in respect of any other lawful action, or the sixtieth (60th) day prior to the date of such other action, whichever is later, are entitled to exercise such rights. A determination of members entitled to notice of or to vote at a membership meeting is effective for any adjournment of the meeting unless the Governing Board of Directors fixes a new date for determining the right to notice or the right to vote, which it must do if the meeting is adjourned to a date more than seventy (70) days after the record date for determining members entitled to notice of the original meeting.
7. Proxies. Unless the Charter or these Bylaws prohibit or limit proxy voting, a member may appoint a proxy to vote or otherwise act for the member by signing an appointment form personally, or alerting the Board of Directors by electronic mail or written notice.

An appointment of a proxy is effective when received by the Secretary (or his designee) or other officer or agent authorized to tabulate votes. An appointment is valid for eleven (11) months unless a different period is expressly provided in the appointment form; provided, that no proxy shall be valid for more than three (3) years from its date of execution. An appointment of a proxy is revocable by the member.

The death or incapacity of the members appointing a proxy does not affect the right of the corporation to accept the proxy's authority unless notice of the death or incapacity is received by the Secretary (or his designee) or other officer or agent authorized to tabulate votes before the proxy exercises authority under the appointment. Appointment of a proxy is revoked by the person appointing the proxy (1) attending any meeting and voting in person; or (2) signing and delivering to the Secretary (or his designee) or other officer or agent authorized to tabulate proxy votes either a writing stating that the appointment of the proxy is revoked or a subsequent appointment form.

Subject to applicable law and any express limitation on the proxy's authority appearing on the face of the appointment form, the Corporation is entitled to accept the proxy's vote or other action as that of the member making the appointment.

8. Corporation's Acceptance of Votes. If the name signed on a vote, consent waiver or proxy appointment corresponds to the name of a member, the Corporation, if acting in good faith, is entitled to accept the vote, consent, waiver or proxy appointment and give it effect as the act of the member.

If the name signed on a vote, consent, waiver or proxy appointment does not correspond to the name of a member, the Corporation, if acting in good faith, is nevertheless entitled to accept the vote, consent, waiver or proxy appointment and give it effect as the act of the member if (1) the member is an entity and the name signed purports to be that of an officer or agent of the entity; (2) the name signed purports to be that of an administrator, executor, guardian or conservator representing the member and, if the Corporation requests, evidence of fiduciary status acceptable to the Corporation has been presented with respect to the vote, consent, waiver or proxy appointment; (3) the name signed purports to be that of a receiver or trustee in bankruptcy of the member and, if the Corporation requests, evidence of this status acceptable to the corporation has been presented with respect to the vote, consent, waiver or proxy appointment; (4) the name signed purports to be that of a pledge, beneficial owner or attorney-in-fact of the member and, if the Corporation of the signatory's authority to sign for the member has been presented with respect to the vote, consent, waiver or proxy appointment; or (5) two or more persons hold the membership as cotenants or fiduciaries and the name signed purports to be the name of at least one of the co-holders and the person signing appears to be acting on behalf of all the co-owners. Unless the Charter provide otherwise, if a membership stands of record in the names of two or more persons, their acts with respect to voting shall have the following effect: (1) if only one votes, such act binds all, and (2) if more than one votes, the vote shall be divided on a pro-rata basis.

The Corporation is entitled to reject a vote, consent, waiver or proxy appointment if the Secretary (or his designee) or other officer or agent authorized to tabulate votes, acting in good faith, has reasonable basis for doubt about the validity of the signature on it or about the signatory's authority to sign for the member.

12. Amendment. These by-laws and the certificate of incorporation may be amended, altered or repealed at any legal meeting which has been properly noticed at least 5 days before any such change.

13. Rules. Neither meetings of the Governing Board of Directors nor any other committee shall be bound in case of conflicts or uncertainty over interpretations or a procedural issue not covered by these By-Laws.

ARTICLE III

Officers

1. Selection of Officers. Each officer of the Governing Board (Chairman, Vice-Chairman, Secretary and Treasurer of the Governing Board of Directors) shall be selected from among the Governing Board of Directors, who shall then select the remaining officers.
2. The Governing Board of Directors may also select additional Vice-Chairs and such other officers as it deems necessary or appropriate from time to time. The Governing Board of Directors may determine that the Board Officers may also serve as professional officers, as long as the positions are not compensated.
3. The professional officers of the Corporation shall consist of Executive Director and Deputy Director. Each of the professional officers shall be selected by the Governing Board of Directors.
4. Election and Term of Governing Board. The members of the Governing Board of Directors shall be elected bi-annually (every 2 years). If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall serve 2 year terms and is eligible for a maximum of 5 terms or until his successor is elected and qualifies, or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.
5. Election and Term of Officers. The officers of the Corporation to be elected by the Governing Board of Directors shall be elected bi-annually (every 2 years) by the Governing Board of Directors at the regular meeting of the Governing Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall serve 2 year terms and is eligible for a maximum of 5 terms or until his successor is elected and qualifies, or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.
6. Resignation or Removal of Officers or Agents.
 - a) An officer may resign at any time by delivering notice to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date;
 - b) The Governing Board of Directors may remove any officer at any time with or without cause.
7. Chairman. The Chairman (if the Governing Board of Directors elects one) shall perform such executive, supervisory and management functions and duties as may be assigned to him from time to time by the

Governing Board. He shall, if present, preside at all meetings of the Governing Board of Directors and of the members. The Vice-Chairman (if elected) shall serve such function in the absence of the Chairman.

8. Secretary. The Secretary, or his designee, shall keep the minutes of all meetings of the members and of the Governing Board of Directors, shall serve all notices, shall present all pertinent communications before proper committees, shall be custodian of the records, shall attest the seal of the Corporation on all contracts and agreements required by law to be under seal as authorized by the Governing Board of Directors, shall conduct the correspondence incident to this office and shall perform such other duties as the Governing Board of Directors may require. The Secretary may designate another officer, such as the Deputy Director, to perform his official duties.
9. Treasurer. The Treasurer, or his designee, shall collect, have custody of and be responsible for all funds of the Corporation, shall keep an accurate account of such funds, shall pay all just bills when due and funds are available, and shall submit a financial report at the end of each year. All checks, drafts, notices and other similar documents requiring the signature of the Corporation shall be signed by the Treasurer or by such other person or persons, if any, as the Governing Board of Directors may from time to time designate. The Treasurer may designate another officer, such as the Deputy Director, to perform his official duties.
10. Executive Director. The Executive Director shall be the chief executive officer of the Corporation and shall, subject to the direction of the Governing Board of Directors, generally supervise and manage the affairs of the Corporation. In general, the Executive Director shall perform all duties customary to the office of Executive Director, shall see that all orders and resolutions of the Governing Board of Directors are carried out, and shall oversee the other officers in the discharge of their duties.
11. Deputy Director. The Executive Director shall nominate a Deputy Director. The Deputy Director shall serve in the absence of the Executive Director and shall assist in the carrying out of the Executive Director's duties, and shall perform such other duties as may be assigned to him from time to time by the Board of Directors.
12. Acting Second Function A member of the Governing Board of Directors may, at times, serve in two roles as an "acting officer" until such role within the governing body is filled permanently. A member of The Board of Directors may not serve in more than two functions, and may only count as one individual vote during voting matters.
13. Compensation. The Board of Directors may, at some time, consider compensation for staff of the organization. Such payment may include a member of the Board of Directors; however, shall preclude any officer of the Board of Directors from serving the Corporation in any voting capacity.

ARTICLE IV

Governing Board of Directors

1. General Powers. The property, affairs, business and concerns of the Corporation shall be managed and controlled by the Governing Board of Directors who shall also set the policy of the Corporation within the purposes defined in the Certificate of Incorporation.
2. Non-Discrimination. No person shall be denied participation because of race, sex, age, religion, national origin, sexual orientation, or any other basis prohibited by law.
3. Non-Voting Board Members. The Executive Director and other professional officers may serve as non-voting Members of the Board of Directors.

The Executive Director may serve as a voting member on the Governing Board, unless he or she is compensated as part of the organization's operating staff. Any compensated member may not serve as a "voting member" however may maintain his or her role on the Governing Board of Directors in a non-voting capacity.
4. Meetings. Regular meetings of the Governing Board of Directors may be held at such time and place, as the Governing Board of Directors may by resolution designate. One of such meetings, as close in time as may be practicable to the annual meeting of the members, shall be designated by the Governing Board as the annual meeting of the Governing Board. Special meetings may be called by the Chairman, the Executive Director, or any combination of directors.
5. Quorum. At any meeting of the Boards, a majority of the Directors currently serving on the Boards shall constitute a quorum for the transaction of business at any meeting. There shall be voting by proxy at any of the meetings held by the Corporation, excepting the Governing Board. The act of a majority of the Directors present at a regularly called meeting at which a quorum is present, at the time of the act shall, be the act of the Boards except as otherwise noted in these By-Laws.
6. Notice of Meeting. Written notice of annual and regular meetings of the Board of Directors shall not be required. Written notice of special meetings of the Board of Directors shall be given at least five (5) days prior to the meeting, stating the date, time and place of the meeting and the purpose thereof. A notice shall be deemed duly given when it is either emailed, delivered in person, or mailed, postage prepaid, to the address of such director as it appears on the records of the Corporation.
7. Resignation of Directors; Removal of Directors by Members. A director may resign at any time by delivering written notice to the Governing Board of Directors, its presiding officer or to the Executive Director, Deputy Director, or Secretary. A resignation is effective when the notice is given unless the notice specifies a later effective date.

8. Action Without a Meeting. Action required or permitted to be taken at a Governing Board of Directors meeting may be taken without a meeting if the action is taken by process agreed upon at least 5 days in advance, by all members of the board. The action must be included in the minutes or filed with the corporate records reflecting the action taken.
9. Compensation. No Governing Board Director (who is eligible to vote) shall receive any compensation or remuneration from the Corporation. By resolution of the Governing Board of Directors, each director may be reimbursed for expenses, if any, of attendance at each meeting of the Governing Board of Directors, but may not be paid a stated salary as a Director or a fixed sum for attendance at each meeting of the Governing Board of Directors, or both. If a member of the Governing Board is compensated as part of the organization's staff, he or she is no longer considered a "voting member" of the Board of Directors or governing body; however, may remain on the Board as a non-voting member.

ARTICLE V

Certificates of Membership

1. Certificates of Membership. The Executive Director may, at times, provide for the issuance of certificates.

Such certificates are solely for evidencing membership in the Corporation, which shall be in such form as may be determined by the Governing Board of Directors. Such certificates, if applicable, shall be signed (either manually or in facsimile) by the Executive Director or the Deputy Director and by the Secretary, or by such other officers designated in the Bylaws or by the Governing Board of Directors so to do, and may be sealed with the corporate seal. If the person who signed (either manually or in facsimile) a share certificate no longer holds office when the certificate is issued, the certificate is nevertheless valid.

ARTICLE VI

Indemnification

1. Right of Indemnity. The Corporation shall indemnify its officers and directors to the fullest extent permitted under applicable law.

ARTICLE VII

Notice

1. Notice. Notice may be oral or written. Notice may be communicated in person, by telephone, telegraph, teletype or other form of wire or wireless communication, or by mail or private carrier. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published, or by radio, television or other form of public broadcast communication.
2. Written notice, if in a comprehensible form, is effective at the earliest of the following:
 - a) When received;
 - b) On the date shown on electronic mail, as evidenced by the send date, if electronically mailed and correctly addressed.
 - c) Five days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first-class postage affixed.
 - d) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee;
 - e) Twenty (20) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with other than first-class, registered or certified postage affixed.
 - f) Written notice is correctly addressed to a member of a domestic or foreign corporation if addressed to the member's physical or electronic address shown in the corporation's current list of members. Oral notice is effective when communicated if communicated in a comprehensible manner.
 - g) A written notice or report delivered as a part of a newsletter, magazine or other publication regularly sent to members shall constitute a written notice or report if addressed or delivered to the member's physical or electronic address shown in the corporation's current list of members, or in the case of members who are residents of the same household and who have the same address appearing on the current list of members.
 - h) Written notice is correctly addressed to a domestic or foreign corporation authorized to transact business in this state, other than in its capacity as a member, if addressed to its registered agent or to its secretary at its principal office via physical or electronic address, as shown in its most recent status report or, in the case of a foreign corporation that has not yet delivered a status report, in its application for a certificate of authority.
 - i) If applicable law prescribed notice requirements for particular circumstances, those requirements govern. If the Charter or these Bylaws prescribed notice requirements not inconsistent with this section or other provisions of applicable law, those requirements govern.

ARTICLE VIII

Emergency Bylaws

1. The emergency bylaws provided in this Article shall be operative during any emergency in the conduct of business of the Corporation, notwithstanding any different provision in the preceding articles of the bylaws or in the Charter of the Corporation or in the state of New York. An emergency exists if a quorum of the Corporation's Governing Board of Directors cannot readily be assembled because of some catastrophic event. To the extent not inconsistent with the provisions of this article, the bylaws provided in the preceding articles remain effective during such emergency. The emergency bylaws are not effective after the emergency ends.

During such emergency:

- a) A meeting of the Governing Board of Directors may be called by any officer or director of the Corporation. Notice of the meeting shall be given by the officer or director calling the meeting only to those directors whom it is practicable to reach and may be given in any practicable manner, including by publication and radio.
- b) One or more officers of the Corporation present at a meeting of the Governing Board of Directors may be deemed to be directors for the meeting, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum. The Governing Board of Directors, either in anticipation of or during any such emergency, may modify lines of succession to accommodate the incapacity of any director, officer, employee or agent.
- c) The Governing Board of Directors, either in anticipation of or during any such emergency, may modify lines of succession to accommodate the incapacity of any director, officer, employee or agent.
- d) The Governing Board of Directors, either in anticipation of or during any such emergency, may relocate the principal offices, designate alternative principal offices or regional offices, or authorize the officer to do so.

Corporate action taken in good faith in accordance with the Bylaws binds the Corporation and may not be used to impose liability on a corporate directors, officer, employee or agent.

Any amendment of these emergency bylaws may make any further or different provision that may be practical and necessary for the circumstances of the emergency.

ARTICLE VIII

Fiscal Year

The fiscal year of the Corporation may begin on the 1st day of January and end on the 31st day of December each year.

ARTICLE X

Corporate Seal

The Governing Board of Directors may provide a corporate seal which, if adopted, shall be circular in form and shall have inscribed thereon the name of the Corporation, and the words "Corporate Seal".

ARTICLE XI

Amendments

These Bylaws may be repealed or changed, and new Bylaws made to the maximum extent permitted by law and these Bylaws, by the Governing Board of Directors. A copy of any proposed change to these Bylaws shall accompany the required notice of meeting at which the change is to be considered.

The undersigned, being the duly elected Secretary of Rescue 7 Firefighters for Patients hereby certifies that these Restated Bylaws were adopted as the Bylaws of the Corporation by its members at a meeting duly held on September 1, 2025.

Approved by the Acting Board of Directors and recorded by the Acting Secretary of Rescue 7.

DATE: September 1, 2025

A handwritten signature in black ink, appearing to read 'Luke Rosen', is written over a horizontal line.

Luke Rosen, Acting Secretary, Rescue 7 Firefighters for Patients (Rescue 7)