



McLeansville Fire Department, Inc.
5326 Frieden Church Road, McLeansville, NC 27301
Phone: (336) 698-0241/ www.mclfd.org

BYLAWS OF
MCLEANSVILLE FIRE DEPARTMENT, INCORPORATED.

ARTICLE I

Objectives and Purposes; Office

Section 1.1 Objectives and Purposes

McLeansville Fire Department, Incorporated. is organized for all lawful purposes for which a non-profit corporation may be organized under the laws of the State of North Carolina, including but not limited to the following purposes:

- A. To perform charitable, religious, educational, and scientific purposes, including making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or the corresponding sections of any future federal tax code.
- B. To provide fire suppression, rescue, and emergency services and to acquire and own fire, rescue, medical and other emergency services apparatus for use in the protection of persons and property from injury, loss, damage, destruction by fire and other emergencies, and to undertake any lawful activity in furtherance of these general purposes.
- C. To own and acquire land and to construct and erect buildings for corporate purposes, for use as housing for firefighters and rescue or medical personnel, for the housing of fire, rescue, medical and other emergency apparatus and for the providing of a place of meeting for the firefighters, community activities, members and directors of the corporation.
- D. To own and acquire land and all types of training equipment for the training of firefighters and rescue or medical personnel of the corporation; to sponsor or hold firefighting and emergency services schools; to provide emergency services authorized by the authority having jurisdiction over such emergency services.
- E. To perform all acts which may be deemed necessary or expedient for the proper and successful prosecution of the objects and purposes for which the corporation is created; provided, however, that no such power shall be exercised in a manner which is inconsistent with Chapter 55A of the North Carolina General Statutes or Section 501 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.



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- F. To perform any activity or task incidental or related to the activities of a Fire Department, including the purchase, ownership and disposition of equipment and land; providing mutual aid to other fire departments, assisting in auxiliary activities and groups; community support and outreach; enhancing community welfare and safety; and the borrowing and loaning of money in furtherance of these purposes.

Section 1.2 Principal Office

The principal office of McLeansville Fire Department, Incorporated. (hereinafter called the "Corporation" or "Fire Department"), shall be located at 5326 Frieden Church Road, McLeansville, NC 27301. The location of the principal office of the Corporation may be changed from time to time by action of a majority of the Corporation's Board of Directors (hereinafter "Board").

Section 1.3 Registered Office

The registered office of the Corporation shall be located at 5326 Frieden Church Road, McLeansville, NC 27301. The location of the registered office of the Corporation may be changed from time to time by action of the Board, but its location must always be identical with the business office of the Corporation's registered agent.

Section 1.4 Other Offices

The Corporation may also have offices and places of business at such other places within or without the State of North Carolina as the Board may determine or the business of the Corporation may require.

Section 1.5 Registered Agent

The Corporation shall continuously maintain in North Carolina a registered agent and the current Chairperson of the Board of Directors shall be the registered agent. If the Chairperson changes, the Secretary of the Board shall file a change of registered agent with the Secretary of the State of North Carolina.

ARTICLE II

Members of the Non-Profit Corporation & Removal of Members

Section 2.1 Members of the Corporation

Corporate Members must be a minimum of eighteen (18) years of age and be either a legal United States citizen or legal United States resident. Additionally, corporate members must meet one of the following requirements:

- A. The corporate member shall own property in the Fire District;

OR



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- B. The corporate member shall own some interest in a business which is located in the Fire District, excluding shareholders of a publicly traded company;

The following shall constitute sufficient proof that a person is a corporate member:

- A. A valid North Carolina driver's license or ID card showing an address within the Fire District; or
- B. A document such as a tax bill showing that the person owns a business, or property within the Fire District.

Section 2.2 Class of Members of the Corporation

The Corporation shall have only one class of Members. The Members shall have only the duties and authority mandated by Chapter 55A of the General Statutes. Specifically, Members shall be entitled to elect members of the Board of Directors at the annual meeting.

Section 2.3 Duties of Members

The corporate members shall have only the duties and authority mandated by Chapter 55A of the General Statutes and as set forth in these bylaws. Specifically, members shall be entitled to elect members of the Board of Directors at the annual meeting as provided in Section 3.4 and shall be entitled to take action to remove a member of the Board of Directors as provided in Section 3.6.

Section 2.4 No Voting by Non-Member

If a person does not meet the requirements of Section 2.1 at the time of the annual meeting, the person shall not be considered a corporate member, and shall not be entitled to vote.

ARTICLE III

Board of Directors

Section 3.1 General Powers

The Board of Directors shall manage the business and affairs of the corporation, in accordance with the provisions of applicable law, the Articles of Incorporation, and these Bylaws.

Section 3.2 Number and Qualifications of the Board of Directors



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The total number of Directors of the corporation shall be twelve (12). To serve as a director, a person must be at least eighteen years of age, and must be a legal resident of the United States or a United States citizen.

Directors shall be selected as follows:

All twelve (12) Directors shall be elected by the corporate membership at the annual meeting. Of those twelve Directors, ten can be Outside Directors, and two can be Inside Directors. The qualifications for Outside Directors and Inside Directors are as follows:

1. OUTSIDE DIRECTORS shall not be current volunteers or employees of this Fire Department. OUTSIDE DIRECTORS shall have their primary residence within the Fire District. OUTSIDE DIRECTORS may be retired or former staff members.
2. INSIDE DIRECTORS may be current volunteers of the Fire Department. INSIDE DIRECTORS shall be required to live within the Fire District if they are a current, active volunteer. INSIDE DIRECTORS shall not be full or part-time employees of this Fire Department.

Section 3.3 Terms, and Term Limits of the Members of the Board of Directors

Terms - Terms for the board members who are elected by the corporate members shall be three (3) years, or until a successor director has been elected. The terms of the members of the Board shall be staggered so that four directors shall be elected each year.

Term Limits - There shall be no term limits on any board position. A board member may serve for so many terms as he or she is elected to serve by the members.

Section 3.4 Election of Board of Directors

Regular elections of directors will be held at the annual meeting of the corporate members.

Each corporate member shall have one vote, and all votes shall be by secret ballot.

If a corporate member would like to be eligible to run for a board member position, they shall pay a one-time \$10.00 due to the corporation, and they will be placed on the list of eligible people to hold a board member position. The secretary of the board shall keep an accurate list of eligible people.

Section 3.5 Conflict of Interest; Nepotism

In performing their duties, the Directors shall avoid any conflict of interest and the appearance of a conflict of interest, if possible. A direct conflict of interest occurs when a director has a direct interest in or actually is, the other party to the transaction being considered. An indirect conflict of interest occurs when a director has an indirect interest in the transaction being



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considered because the other party to the transaction is an entity in which he has a material financial interest or in which he/she is a general partner, or because the other party to the transaction is an entity of which he is a director, officer, or trustee, and the transaction is or should be considered by the board of directors of the corporation.

The Directors shall always act in the best interests of the Fire Department. A Director shall act only to the furtherance of the department's mission. Directors are prohibited from using their position, the Fire Department's name, or property, for the profit or benefit of themselves or anyone else.

Under no circumstance shall any two (2) or more Board of Directors be members of the same family. For purposes of this Section, "family" shall be defined as spouse, child, parent or stepparent, various combinations of step, half and in-laws and adopted relationships of the above.

Section 3.6 Removal of a Board Member by Directors or Members

A Director may be removed when it is in the best interests of this corporation. The methods of removal of a sitting director are:

A. **Removal by the Board of Directors.** A director may be removed by the Board of Directors as follows:

- 1) An elected director or directors may be removed by a majority of the Board if the director is absent for four (4) or more meetings in a twelve (12) month period.
- 2) An elected director shall be removed if he or she no longer meets the requirements of Section 3.2.
 - For Example: (1) If an "OUTSIDE" board member moves outside the Fire District, he/she is no longer eligible to serve under the requirements of Section 3.2, and he/she is automatically removed from the Board, and (2) If an "INSIDE" board member becomes an employee, or moves outside the fire district, that person no longer is eligible to serve in that position, under meets the requirements of Section 3.2, so he/she is automatically removed from the board of directors as an "INSIDE" member.
- 3) Any Board of Director may be removed by the Board when it is in the best interests of this corporation.



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- At the request of two (2) or more board members, a closed session meeting of the Board of Directors shall be called to address the removal of a Member of the Board of Directors. The Director may be removed from the office at any time, with or without cause, by a two-thirds vote of the Board of Directors in the office.

Section 3.8 Vacancies of Board Members

Any vacancy or death occurring in the Board of Directors may be filled by a majority vote of Board of Directors present at any regularly scheduled Board Meeting. A Director elected to fill a vacancy shall be elected for the remaining of the unexpired term of their predecessor in office.

Section 3.9 Annual Meeting & Notice

An annual meeting of the Board of Directors and Members should be held on the third (3rd) Wednesday of January of each year, at or about 7:30 p.m., for the purpose of voting for Board Members, and providing the Corporate Membership information about the Fire Department's operations and services, the Department's financial status, and for the transaction of such other business as may come before the meeting.

The Board of Directors shall ensure that the following means are used to provide Notice of the Annual Meeting:

- 1) Notice of the meeting shall be posted on the fire department bulletin boards located at the main fire station, and sub-stations for no less than ten (10) days before the annual meeting; and
- 2) A copy of these Bylaws shall be placed within the Fire Department Handbook; and
- 3) A copy of the notice of the meeting shall be posted prominently on the fire department website for a minimum of 10 days before the meeting; and
- 4) The date and times of the Annual Meeting shall be posted on the sign or banner located in front of the main fire station, and the sub-stations for a minimum of ten (10) days, prior to the Annual Meeting.

If the day fixed for the Annual Meeting shall be a legal holiday in the State of North Carolina or a majority of the volunteers of this fire department are on an emergency call, such meeting shall be postponed and held on another day. The Board of Directors shall by a majority vote pick another day no less than five (5) days and no more than thirty (30) days out from the normally scheduled Annual Meeting.

If the Annual Meeting is rescheduled, a notice to all Corporate Members shall be set by the Board of Directors before the adjournment of the Annual Meeting and also posted on the



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information bulletin board within the stations for a minimum of five (5) days and shall contain the following information: the place, date and time of the rescheduled annual meeting.

Section 3.10 Regular Meetings of the Board of Directors & Notice

Regular meetings of the Board of Directors shall be held monthly on the fourth (4th) Monday of each month. If for any reason the Regular Meeting does not take place on that date, the Directors may set the meeting for another day, and at any time.

Section 3.11 Special Meetings of the Board of Directors & Notice

Special meetings of the Board of Directors may be called at the request of the Chairperson and one other Director.

Notice of any special meeting of the Board of Directors shall be given at least five (5) days in advance of such meeting to each Director by at least one of the following methods:

- 1) Written notice delivered to the Director in person at least five (5) days before the meeting; or
- 2) By an electronic text message, email message, or telephone call (including leaving a voice message) at least five (5) days before the meeting.

If notice is given by text message or email, it shall be deemed to be delivered when transmitted.

Attendance by a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

Section 3.12 Quorum

Before any business can be transacted by the Board of Directors or the Members, a quorum must be present.

- A quorum for the Board of Directors shall be seven (7) or more directors.
- To hold any meeting of the corporate membership, including but not limited to the Annual Meeting, there shall be a minimum of twenty-five (25) corporate members present.

Section 3.13 Attendance by Public of Meetings of Directors and Members and Notice

Open Meetings - **Board Meetings** - Members of the press and the public may attend any annual, regular, or special meeting of the Board of Directors.

Corporate Members Meetings - Members of the press and the public may attend any annual or special meetings of the Corporate Members.



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The Board shall have no duty to provide any additional notice to members of the press or the public except the notices required by these bylaws.

Entitled to Vote - Only Directors shall be entitled to vote on issues coming before the Board of Directors, and only corporate members shall be entitled to vote on issues coming before the meetings of the corporate members.

Disruption - If a person attending a meeting causes a disruption of the proceedings to the extent that it prevents the Board or the members from considering and disposing of the business at hand, the Chairperson of the Board may ask the person to stop the disruption or leave the meeting. If the person continues to disrupt the meeting, the Chairperson of the Board may request assistance from a law enforcement officer.

Closed Session - If the Board is conducting an annual, regular, or a special meeting, the board may go into closed session at the request of the Chairperson of the Board, or upon the request of at least three other board members only for one of the following reasons:

- 1) To discuss a personnel matter; or
- 2) To discuss or decide a matter pertaining to purchasing real estate; or
- 3) To obtain legal advice from counsel.

The closed session may begin immediately after it is called without further notice.

Section 3.14 Place of Meetings

The Board of Directors shall designate any place, within Guilford County, North Carolina, as the place of meeting for the annual meeting, or any other type of meeting. If no designation is made, the place of meetings shall be the principal office of the Corporation.

Section 3.15 Order of Business for an Annual and Regular Meeting of the Board

The following order of business should be followed in any Annual and Regular meetings of the Board of Directors:

1. Call the Meeting to Order;
2. Approval of the minutes of the last meeting, annual & regular;
3. Approval of the Treasurer's Report, both annual & regular;
4. Special guest if applicable,
5. Old Business, regular meetings only;
6. New Business, regular meetings only;
7. Fire Chief's Report to the Board, regular meeting only;



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8. Public Comment, both annual & regular meetings;
9. Election of Board Members, annual meeting; and
10. Adjournment.

Note: The Chairperson of the Board shall limit public speakers to time limits that allow for fairness to everyone present and also allow the board to cover the needed objectives within the meeting.

Section 3.16 Order of Business of a Special Meeting of the Board

The following order of business shall be followed in any Special meeting of the Board of Directors:

- 1) Call the Meeting to Order;
- 2) The Board shall only address the matter that was detailed in the “Notice” given to the Board Members; and
- 3) Adjournment.

Section 3.17 Order of Business of a Special Meeting of the Corporate Members

The following order of business shall be followed in any Special Meeting of the Corporate Members:

- 1) Call the Meeting to Order;
- 2) The Members shall only address the matter specified in the notice of the special meeting; and
- 3) Adjournment.

Section 3.18 Meeting Minutes

The Secretary of the Board shall keep minutes of each Annual, Regular, and Special Meeting of the Board of Directors, so that a person not in attendance would have a reasonable understanding of what transpired in the meeting. If the meeting is an annual, regular, or special meeting, the minutes shall be reviewed for approval at the next regular meeting.

The Secretary of the Board shall keep minutes of each Closed Session Meeting of the Board of Directors so that a person not in attendance will have a reasonable understanding of what transpired in the meeting. These minutes of closed sessions shall be kept separate and apart from the other minutes. If there is a request for a copy of the minutes from a closed session, the Board of Directors shall refer the request to legal counsel for review. The Board shall then follow the advice of legal counsel with regard to releasing closed session minutes.



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ARTICLE IV

Officers and Committees of the Board of Directors and Officers of the Fire Department

Section 4.1 Committees of the Board of Directors

The Board of Directors may create an Executive Committee and other committees of the Board and appoint members of the Board of Directors to serve on them. The creation of a committee of the Board of Directors and appointment of members to it must be approved by a majority of the of the Directors. Each committee of the Board of Directors must have two or more members and, to the extent authorized by law and specified by the Board of Directors, shall have and may exercise all of the authority of the Board of Directors in the management of the corporation. Each committee member serves at the pleasure of the Board of Directors. The provisions in these Bylaws governing meetings, action without meetings, quorum and voting requirements of the Board of Directors apply to committees of the Board of Directors established under this section.

Section 4.2 Officers of the Board of Directors

The officers of the Board of Directors shall consist of the Chairperson, Vice Chairperson, Secretary, and Treasurer. There shall also be a President and Vice President of the Corporate Membership.

Section 4.3 Election of Board Officers

The Chairperson, Vice Chairperson, Secretary, and Treasurer of the Board of Directors shall be elected by a majority vote of the Board of Directors in the regular January board meeting.

The President and Vice President of the Corporate Membership shall also be elected in the regular meeting of the Board of Directors by a majority vote of the Board.

Section 4.4 Terms of Board Officers

Each officer shall hold office until the expiration of their one (1) year term, or until a successor is elected and or until the director is removed.

Section 4.5 Removal of an Officer of the Board of Directors

Any officer of the Board of Directors may be removed by the Board as follows:

At any annual, regular, or special meeting of the Board of Directors, upon the request of two or more board members to remove an officer, the Board shall take a vote as to whether the officer should or should not be removed. Officers may be removed at any time, with or without cause, by a majority vote of the Board.



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Section 4.6 Vacancies of a Board Officer

Any vacancy occurring in an Office of the Board of Directors may be filled by a majority vote of the Board of Directors at an annual, regular or special meetings of the Directors. An officer elected to fill a vacancy shall serve the remainder of the unexpired term.

Section 4.7 Duties of the Chairperson

The Chairperson of the Board shall have the following duties:

- 1) The Chairperson shall preside at all meetings of the Board of Directors.
- 2) The Chairperson shall perform all duties of the office of Chairperson, and such other duties as may be prescribed by the Board of Directors from time to time.

Section 4.8 Duties of the Vice-Chairperson

The Vice-Chairperson shall exercise the powers of the Chairperson during the Chairperson's absence, inability, or refusal to act. Any action taken by the Vice Chairperson in the performance of the duties of the Chairperson shall be apparent evidence of the absence, inability, or refusal of the Chairperson at the time such action was taken. The Vice-Chairperson shall have such other powers and perform such other duties as may be assigned to him/her by the Board of Directors.

Section 4.9 Duties of the Treasurer

The Treasurer shall have custody of all funds and securities belonging to the corporation and shall receive, deposit, or disburse the same under the direction of the Board of Directors; provided, that the Board may appoint a custodian or depository for any such funds or securities, and the Board may designate those persons upon whose signature or authority such funds may be disbursed or transferred.

If the Fire Department employs a chief financial officer (CFO), administrative assistant or certified public accountant (CPA) to help with the finances of the Fire Department, the Treasurer may delegate some of the duties to those agents, but the Treasurer shall remain responsible for the oversight of the agent with respect to all delegated duties.

Section 4.10 Duties of the Secretary

The Secretary of the Board shall have the following duties:

- 1) The Secretary shall keep accurate minutes of the acts and proceedings of all meetings of the Board of Directors.
- 2) The Secretary shall give all notices required by law and these Bylaws, unless otherwise specified in these Bylaws.



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- 3) The Secretary shall have general charge of the corporate books and records.
- 4) The Secretary shall sign such instruments as may require the Secretary's signature and, in general, perform all duties relative to the office of Secretary and such other duties as from time to time may be assigned to him/her by a majority vote of the Board of Directors.
- 5) The Secretary of the Board shall serve as Secretary of the corporation.

If the Secretary is not present at a meeting, the Chairperson of the Board of Directors will appoint another board member or Fire Department administrative officer who is present to serve temporarily as assistant secretary to keep the minutes of the acts of the meeting.

Section 4.11 President & Vice President of the Corporate Membership

The President of the Corporate Membership shall facilitate all meetings of the Corporate Membership and the Vice President shall facilitate any meeting of the membership that the President cannot attend.

The President shall also serve as a backup to the Treasurer of the Board, in their absents and the Vice President shall also serve as a backup to the Secretary of the Board in their absents.

The President, with the attestation of the Secretary of the Board of Directors, shall sign any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, unless the Board of Directors or these Bylaws, or a North Carolina General Statute has delegated the signing of the instrument to some other officer or agent of the corporation.

ARTICLE V

THE FIRE CHIEF

Section 5.1 Appointed Position.

A Fire Chief of the fire department shall be appointed by the Board of Directors of this fire department to perform the duties hereinafter described, along with all the usual duties of a Fire Chief.

Section 5.2 Removal of Fire Chief

The Fire Chief may be removed by the Board of Directors. At the request of two (2) or more board members, the Board shall consider the issue of terminating the Fire Chief. The Fire Chief may be terminated at any time, with or without cause, by a two-thirds vote of the current board members in office.



Section 5.3 Replacement of Fire Chief

If the Fire Chief is removed by the Board of Directors per Section 5.2, the Board of Directors shall appoint someone to replace the Fire Chief, as soon as possible. Until the new Fire Chief is appointed, the next highest-ranking officer of the fire department shall become the interim Fire Chief unless the Board of Directors, in its sole discretion, chooses to appoint an interim Fire Chief.

Section 5.4 Fire Chief's Compensation

Any compensation the Fire Chief receives from the fire department for performing their day-to-day administrative leadership of the fire department shall be reviewed and approved by the Board of Directors at a minimum of once a year. In reviewing the Chief's compensation, the Board shall at a minimum, survey the surrounding area once every three years to determine the compensation rate and compensation package which other fire departments of comparable size and comparable service provide for their Chief.

Section 5.5 Duties of the Fire Chief

The Board of Directors shall have full oversight over the Department and its management. A majority vote by the Board shall provide redirection if the Board feels that the Fire Chief is not acting in the best interest of the Fire Department.

The Fire Chief shall be the Chief Operations Officer (COO), and as such, shall run the day-to-day affairs of the Department and shall make expenditures for the benefit of the Department. All expenditure shall be within the constraints of the annual budget approved by the Board of Directors.

The Fire Chief shall be one of the Emergency Services Officers and shall supervise the department's other Emergency Services Officers. These officers shall assist the Chief in operating the day-to-day business affairs of the fire department and in enforcing the administrative policies adopted by the Board of Directors.

The Fire Chief shall have the authority to sign contractual agreements in the name of the fire department so long as such agreements are for the benefit of the Department and within the constraints of the annual budget approved by the Board of Directors.

The Fire Chief shall have the authority to appoint internal and external committees or focus groups to address department matters, including the purchase of equipment or other matters for which the Fire Chief needs assistance. The committees can consist of firefighters, department officers, or anyone from within this fire department, or citizens. The committees will not have spending powers except as allowed by the Fire Chief, and any spending shall be within the constraints of the annual budget approved by the Board of Directors.

Unless he is excused by the Chairperson of the Board before the meeting begins, the Fire Chief shall attend the monthly board meetings and provide the board with an overview of how the fire department is operating. The board may ask at any time for more information and the Fire Chief



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shall provide it. If the Fire Chief is asked to attend another meeting of the board, the Fire Chief shall attend.

The Fire Chief, or his/her designee shall be the person who brings issues before the Board of Directors for discussion, as the Fire Chief represents the department staff. No other volunteer or employee shall ask the Board of Directors to discuss, or vote on a fire department purchase, or any other issue.

The Fire Chief shall propose and enforce all administrative policies approved and adopted by the Board of Directors.

The Fire Chief shall have the power to develop and adopt Standard Operating Guidelines (SOG's) that address how the Department responds to emergency scenes and operates at the emergency scenes.

ARTICLE VI

Dissolution of Corporation

Section 6.1 Dissolution

Upon the dissolution and the termination of the affairs of the corporation, after all liabilities and obligations of the corporation have been paid, satisfied and discharged, the remaining assets of the corporation, if any, shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Superior Court of Justice of Guilford County, North Carolina, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for charitable and tax-exempt purposes.

ARTICLE VII

General Provisions

Section 7.1 Fiscal Year

The fiscal year of the corporation shall begin on July 1 of each year.

Section 7.2 Seal

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and in the center of which is inscribed SEAL



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Section 7.3 Waiver of Notices

Whenever any notice is required to be given under the provisions of Chapter 55A or the Articles of Incorporation or the Bylaws of this corporation, a written waiver of the notice signed at any time by the person or persons entitled to it shall be deemed proper notice.

Section 7.4 Gifts

The Board of Directors may accept a gift, contribution, request or devise on behalf of the corporation which the Board deems to be lawful and of some assistance with fulfilling a purpose of the corporation.

Section 7.5 Checks

All checks, drafts, or orders for the payment of money shall be signed by such officers or other individuals as the Board of Directors may from time to time designate.

Section 7.6 Financial Review & Management Letter

The Fire Department shall have an annual financial review performed by a Certified Public Accountant (CPA) or CPA firm and the report and management letter shall be reviewed by the Board of Directors and the County of Guilford.

Section 7.7 Bond

The Board of Directors of this corporation shall obtain insurance protection in the form of a fidelity bond covering all Board Members and Fire Department personnel with a minimum limit of \$100,000.00.

Section 7.8 Indemnity of Directors and Officers

Subject to any restrictions of applicable law, and except when the member, director or officer has been found liable for gross negligence or intentional misconduct or criminal conduct in the performance of his or her duties, the Directors may decide to indemnify any member, director, or officer of the corporation against:

- a) expenses, including attorney's fees, actually and necessarily incurred by him/her in connection with the defense of any threatened, pending or completed action, suit or proceeding in which he/she was made or threatened to be made a party by reason of being or having been a member, director, or officer; and
- b) any payments made by him/her in satisfaction of any judgment, a monetary decree, fine, penalty or settlement for which he/she may have become liable in any such action, suit or proceeding.



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The Directors may provide insurance protection at the expense of the corporation with respect to such indemnification of members, Directors, or officers of the corporation and such other or additional protection to the corporation and its members, Directors and officers as shall be permitted by applicable law and governmental regulations, including federal income tax laws and regulations relating to the tax-exempt status of the corporation and to the affairs of the corporation.

Section 7.9 Gender

As used in these Bylaws, the masculine pronoun shall include the feminine.

Section 7.10 Amendment or Repeal of Bylaws

The Bylaws of this corporation may be amended by the following way:

- The proposed amendment shall be written, and the Board of Directors member who is proposing the amendment shall deliver a written copy of it to the other Board Members at a meeting of the Board; and
- At the next meeting of the Board of Directors, the Directors shall vote whether or not to amend the Bylaws by majority vote.

No amendment to the Bylaws shall change the purposes of this corporation so as to impair its rights and powers under the laws of the State of North Carolina, or to waive any requirement of bond or any provision for the safety and security of the property and funds of the corporation.

THIS IS TO CERTIFY that the above Bylaws of **MCLEANSVILLE FIRE DEPARTMENT INCORPORATED.** were duly adopted by the Board of Directors at a meeting held on _____ day in the month of _____, 20____.

Secretary of the Corporation

President of the Corporation

(Corporate Seal)

Fire Chief/Chief Operations Officer