



Junaluska Community Volunteer Fire Department, Inc.

90 Old Clyde Road / P.O. Box 245 Waynesville, NC 28785

Phone: (828) 452-4404

BYLAWS OF

JUNALUSKA COMMUNITY VOLUNTEER FIRE DEPARTMENT, INC.

ARTICLE I

Objectives and Purposes; Office

Section 1.1 Objectives and Purposes

Junaluska Community Volunteer Fire Department, Inc. is organized for all lawful purposes for which a non-profit corporation may be organized under the laws of the State of North Carolina, at the time of incorporation and as may be subsequently amended, including but not limited to the following purposes:

- A. 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.
- B. 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.
- 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.
- 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



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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 Junaluska Community Volunteer Fire Department, Inc. (hereinafter called the "Corporation" or "Fire Department"), shall be located at 90 Old Clyde Road Waynesville, NC 28785, County of Haywood, State of North Carolina. 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 90 Old Clyde Road Waynesville, NC 28785, County of Haywood, State of North Carolina. 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, who shall be (i) an individual who resides in North Carolina, or (ii) a domestic corporation or nonprofit domestic corporation whose business office is identical with the registered office.

ARTICLE II

Members of the Non-Profit Corporation

Section 2.1 Members of the Corporation

Corporate Members must be a minimum of eighteen (18) years of age, be either a legal United States citizen or legal United States resident, shall reside within the Fire District, or shall own part of a business that is located within the Fire District, excluding a publicly traded company, and must not be a full-time employee of this fire department.

When Corporate Members show up to vote at an Annual or other type of Corporate Membership meeting, they will be asked to sign a statement that they meet the above criteria.



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Section 2.2 Class of Members

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 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 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

The total number of Directors of the corporation shall be nine (9). 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.

Of the nine (9) members of the Board of Directors:

- I. **OUTSIDE DIRECTORS:** five (5) of the nine (9) Directors ***shall not be*** a current volunteer or employee of this Fire Department. These directors shall have their primary residence within the Fire District. These Directors may be retired or former staff members, but none of them can be current active volunteers or employees. If someone's employment or volunteer status was terminated by this fire department, they cannot serve as a director for a minimum of five years.

AND

- II. **INSIDE DIRECTORS:** No more than four (4) of the nine (9) Directors ***may be*** a current volunteer, or part-time employee of the Fire Department. These directors ***shall not*** be required to live within the Fire District for so long as they are a current, and active volunteer, or part-time employee. These directors cannot be a full-time employee of this organization.



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

- **Terms** - Terms for the members of the Board of Directors shall be three (3) years, or until a successor director has been elected. Terms of the members of the Board shall be staggered so that three 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 corporate members.

Section 3.4 Voting Rights of Board Members

Board members shall have the right to vote in person at the meetings, but also have the right to vote on matters by proxy vote, if they cannot make a meeting because they are sick, working, or attending a funeral. They shall then vote by way of written vote or calling in to a meeting.

Section 3.5 Election of Board of Directors

Regular elections of directors will be held at the annual meeting on the 1st Tuesday in the month of June. Each member shall have one vote, and all votes shall be by secret ballot.

If someone would like to be a Board Member, they shall fill out and submit a Board Member interest card to the Board of Directors at the regular May meeting of the Board or to the Chairperson of the Board at least thirty (30) days before, but no more than forty-five (45) days before the annual meeting. The interest card can be obtained by asking for one, from the Fire Chief, or any Board Member.

At the annual meeting, all qualifying persons that applied shall be placed on a ballot for vote by the Corporate Members. All qualifying persons shall be present at the annual meeting. All qualifying persons shall address the people in attendance and give the reason they want to become a Board Member. There shall not be any nominations for a director from the floor at the annual meeting.

For purposes of this Section, "Qualifying" shall be defined as a person that meets the requirements set forth in Section 3.2 of these bylaws. The Board of Directors cannot disqualify anyone for any other reason, other than what's listed in Section 3.2.

Section 3.6 Conflict of Interest

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



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The Directors shall endeavor to act in the best interests of the department. A Director shall endeavor to act only to the furtherance of the department's mission. Directors should not use their position, the Department's name, or property, for the profit or benefit of themselves.

No more than one Immediate Family Member shall serve on the Board of Directors at the same time. For purposes of this Section, "family" shall be defined as spouse, child, parent or step-parent, brother, sister, various combinations of step, half and in-laws and adopted relationships of the above.

Section 3.7 Removal of a Board Member

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

- 1) A director or directors may be removed with cause by a majority of the Board if the director fails to attend two (2) regular meetings in a twelve (12) month period.
- 2) A Board Member 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, they no longer meets the eligibility requirements of Section 3.2, and they are therefore automatically removed from the Board, and (2) If an "INSIDE" board member leaves the fire department, or is terminated from the fire department, that person also no longer meets the requirements of Section 3.2, so they is automatically removed from the board of directors.
- 3) A director or directors may be removed without cause by majority vote of the Corporate Members only as follows:
 - A. If the two-thirds of the Board of Directors' vote to remove a director, the Chairperson of the Board shall ask for a vote of the Corporate Members at a special meeting of the corporate membership to be held for the purpose of considering the removal of a Board Member. Once two-thirds of the board votes for removal, the Chairperson of the Board shall take the following steps to notify the Corporate Members of the meeting:
 - I. Shall post the location, date, and time of the meeting at least five (5) days before the meeting, but no more than ten (10) days before the meeting in the local newspaper.
 - II. A notice of the time and place of the meeting shall be posted at the fire station(s) in places that Corporate Members may see when they are entering and exiting the station(s).



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- B. A vote shall be taken at the meeting of Corporate Members. The vote shall be either for removal or against removal. A majority of the votes cast shall determine whether the director is removed.

Section 3.8 Vacancies

- **Removed by the Directors or Automatically Removed** - Any vacancy of an elected member of the Board of Directors which occurs due to death, disability, resignation, or disqualification as provided in 3.7 subsections 1 and 2 above, may be filled by a majority vote of the Board of Directors of the Corporation present at any regularly scheduled board meeting. A Director appointed by the Board of Directors to fill a vacancy shall serve the remainder of the unexpired term of his/her predecessor in that seat.
- **Removed by the Corporate Membership** - If the Corporate Membership removes a Board Member(s), the corporate members shall proceed to nominate and elect a director, or directors to replace the elected director who was removed. If a director is elected in this manner and for this reason, the director shall complete the term of the director(s) who was removed.

Section 3.9 Resignation

Board Members are asked to resign using written notice to the Board Chairperson or notify the Board as a whole of their resignation at a board meeting.

Section 3.10 Action Without Meeting

For the Board of Directors to take action without a meeting, the following requirements must be met:

- All Directors must consent.
- Each Director's consent must be in writing and signed by the Director.
- The action to be taken must be specifically described.
- The signed consent of all Directors and the description of the action taken must be included in the corporate minutes and placed in the corporate records.

If the action without meeting is done by email, the minutes must also include statements that the Director agrees to vote by email and understands that they have the option not to vote by email as to each issue.

ARTICLE IV

Meetings

Section 4.1 Annual Meeting & Notice

An annual meeting of the Board of Directors and Members should be held on the first (1st) Tuesday of June of each year, beginning at or about 7:00 p.m., for the purpose of voting for Board Members, and providing the Corporate Membership information about Fire Department



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operations and services, the Department's financial status, and for the transaction of such other business as may come before the meeting.

Notice of the Annual Meeting is as follows:

- 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 ten (10) days before the meeting; and
- 4) Shall post the location, date, and time of the Annual Meeting at least five (5) days before the meeting, but no more than ten (10) days before the meeting in the local newspaper.

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 of the adjourned meeting shall be issued by the Board of Directors before the adjournment of the Annual Meeting and also posted on the information bulletin board within the station for a minimum of five (5) days and contain the following information, the place, date, and time of the rescheduled annual meeting.

Section 4.2 Special Meeting of the Members & Notice

Except as otherwise provided in these Bylaws, special meetings of the Members may be called for any lawful purpose or purposes by the Chairperson of the Board, by a majority of the Board or by a petition of a majority of the Members entitled to vote. If a special meeting is called, notice of the meeting shall be given to the Board and the Members as follows:

- 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 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) Shall post the location, date, and time of the Meeting at least five (5) days in the local newspaper.



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Section 4.3 Regular Meetings of the Board of Directors & Notice

Regular meetings of the Board of Directors shall be held bi-monthly, on the 1st Tuesday of each even months. The standard meeting time shall be at or about 7:00 p.m., and the meeting shall be held at the main fire station of the fire department. These meetings shall be listed on the Fire Department's website each year.

Section 4.4 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 days before the meeting.
- 2) By an electronic text message, email message, or telephone call (including leaving a voice message) at least five days before the meeting.
- 3) By depositing notice of the meeting in a depository of the United States, Postal Service addressed to the Director at his or her address seven days before the meeting.

If the notice is mailed, it shall be deemed to be delivered when deposited in the United States mail in a sealed envelope or postcard with postage thereon prepaid. If notice is given by facsimile 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 4.5 Emergency Meetings of the Board of Directors & Notice

- A. Emergency meetings of the Board of Directors may be called at the request of a majority of Directors or the Chairperson of the Board.
- B. Notice of an emergency meeting of the Board of Directors shall be given at least twenty-four (24) hours in advance of the emergency meeting by at least one of the following methods:
 - 1) Written notice delivered to the Director in person.
 - 2) An electronic text message, email message, or telephone call (including leaving a voice message).



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- C. 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.
- D. Expedited Emergency Meetings. In emergency situations where a single issue needs immediate action, the Chairperson of the Board of Directors may call each member of the Board separately or may conduct a telephone conference in which the Board participates. Participation in a telephone conference of all members of the Board shall be deemed attendance at a meeting. If every member of the Board waives notice, the issue can be decided by a majority vote of the Board. If however, one or more Board Member(s) does not agree to waive notice, the expedited emergency meeting by telephone shall conclude, and an emergency meeting noticed as provided in part (A) of this section shall be scheduled.

Section 4.6 Closed Session Meetings of the Board of Directors & Notice

If the Board is conducting an annual, regular, special, or emergency meeting of the directors, a closed session may be called at the request of a majority of the Directors or the Chairperson of the Board for one of the following reasons:

- 1) To discuss a personnel matter;
- 2) To discuss or decide a matter pertaining to purchasing real estate;
- 3) To protect confidential or privileged information; or
- 4) To consult with counsel.

The closed session may begin immediately after it is called without further notice, and the Board of Directors may ask anyone other than an active Board Member to leave the meeting, including, but not limited to the Fire Chief. The Chairperson of the Board may ask anyone to be present in the closed session meeting unless a majority of the Board of Directors vote to overrule the Chairperson.

Section 4.7 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 five (5) directors.
- A quorum for any meeting of the Corporate Membership shall consist of at least five (5). If a quorum is not present at any meeting of the Corporate Membership, then a majority of the members present may vote to adjourn the meeting.



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Section 4.8 Attendance of Meetings of Directors and Members, and Notice

Members of the press and the public may attend any annual, regular, special, or emergency meetings of the Board of Directors.

Members of the press and the public may attend any annual or special meetings of the Members. Except as set forth in these Bylaws, the Board shall have no duty to provide any additional notice to members of the press or the public.

No member of the press or the public who is not a Director shall be entitled to vote on issues coming before the Board of Directors. No member of the press or the public who is not a member shall be entitled to vote on issues coming before the meetings of the Members.

If a person attending a meeting causes a disruption of the proceedings to the extent that it impairs 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 to remove all persons causing or participating in said disruption.

Section 4.9 Place of Meetings

Annual meetings shall occur at the Corporation's principal place of business, unless a larger building is needed for an anticipated membership turnout, and then the Board by a majority vote can pick somewhere within Haywood County to hold the annual meeting. The Board of Directors may designate any place as the place of meeting for any other type meeting. If no designation is made, the place of meetings shall be the principal office of the Corporation.

Section 4.10 Order of Business for an Annual and Regular Meetings 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;
3. Approval of the Treasurer's Report;
4. Fire Chief's Report to the Board;
5. Election of Board Members, if applicable;
6. Election of Board Officers, if applicable;
7. Old Business;
8. New Business;
9. Public Comment; 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.



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Section 4.11 Order of Business of a Special or Emergency Meeting of the Board

The following order of business should be followed in any Special or Emergency 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 4.12 Order of Business of a Special Meeting of the Members

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

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

Section 4.13 Meeting Minutes

- **Public Meetings** - The Secretary of the Board shall keep minutes of each Annual, Regular, Special and Emergency Meetings of the Board of Directors or of the Members, 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. If the meeting is an emergency meeting or an expedited emergency meeting, the minutes shall be approved by having each director sign the minutes as soon as practicable. With the exception of minutes of any closed meeting, a copy of the minutes shall be made available to any person who requests them after they have been approved by the Board.
- **Closed Board Meetings** - 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 would 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 whose decision is final. The Board shall then follow the advice of legal counsel with regard to releasing closed session minutes.



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ARTICLE V

Officers and Committees of the Board of Directors

Section 5.1 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 Directors. Each committee of the Board of Directors must have two or more Board 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 discretion of the Board of Directors. The provisions in these Bylaws governing meetings, action without meetings, quorum and voting requirements of the Board of Directors do not apply to committees of the Board of Directors established under this section. The Board may establish a standing committee.

Section 5.2 Officers of the Board of Directors

The officers of the Board of Directors shall consist of Chairperson, Vice-Chairperson, Secretary, and Treasurer.

Section 5.3 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 board meeting immediately after the Annual Meeting of the Members.

Section 5.4 Terms of Board Officers

Each officer shall hold office until removal, resignation, or the expiration of the term, or until a successor is elected and shall be a member.

Section 5.5 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 vote of the Board.

Section 5.6 Vacancies of a Board Officer

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



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Section 5.7 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 or Members and establish rules for conducting such meetings.
- 2) The Chairperson of the Board shall be the President of the Corporation.
- 3) 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.
- 4) The Chairperson, with the attestation of the Secretary or assistant 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.

Section 5.8 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. The Vice Chairperson of the Board shall also be the Vice President of the Corporation.

Section 5.9 Duties of the Treasurer

The Treasurer shall oversee 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 Board may delegate some of the duties of the Treasurer to those agents, but the Treasurer shall remain responsible for the oversight of the agent with respect to all delegated duties.

Section 5.10 Duties of the Secretary

The Secretary of the Board shall have the following duties:



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

Note: 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.

ARTICLE VI

THE FIRE CHIEF

Section 6.1 Appointment or Employment of a Fire Chief.

The Board of Directors shall appoint or hire a Fire Chief to perform the duties hereinafter described, along with all the usual duties of a Fire Chief. The decision to employ a Fire Chief and the terms of his/her employment shall be decided by a majority of the Board of Directors.

Section 6.2 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's employment. The Chief's employment may be terminated at any time, with or without cause, by a vote of two-thirds of the Board.

Section 6.3 Replacement of Fire Chief

If the Fire Chief is removed by the Board of Directors per Section 6.2, or the Fire Chief resigns, the Board of Directors shall replace him/her as soon as possible. Until the new Fire Chief is hired, 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 6.4 Fire Chief's Compensation

Any compensation the Fire Chief receives from the fire department for performing his/her day-to-day administrative leadership of the fire department shall be fully disclosed to, reviewed, and approved by the Board of Directors at a minimum of once a year. The Board may determine reasonable compensation for the position of Fire Chief once every three years by conducting an appropriate wage survey.



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Section 6.5 Duties of the Fire Chief

The Fire Chief is an employee of the Board of Directors. 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. The Fire Chief can only spend up to \$1,500.00 on any one item before Board approval. All spending shall be within the constraints of the Annual Budget that has been 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 department and in enforcing the administrative policies adopted by the Board of Directors.

The Fire Chief shall have the authority to sign contracts in the name of the fire department so long as such agreements are for the benefit of the Department and have been 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.

The Fire Chief shall attend, unless prior excusal is approved by the Chairperson of the Board, the monthly board meetings and provide the board with full and complete overview of how the fire department is operating. The board may ask, at any time for more information and the Fire Chief shall provide it. If the Fire Chief is asked to attend another meeting of the board, the Fire Chief shall attend.

The Fire Chief shall propose and faithfully 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 also operates on the emergency scenes.

The Fire Chief shall avoid all conflicts of interest and the appearance of conflicts of interest consistent with the requirements of Section 3.6.



Junaluska Community Volunteer Fire Department, Inc.

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Phone: (828) 452-4404

ARTICLE VII

Dissolution of Corporation

Section 7.1 Dissolution

Upon the dissolution and winding up 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 Haywood 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 such purposes.

ARTICLE VIII

General Provisions

Section 8.1 Fiscal Year

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

Section 8.2 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.

Section 8.3 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 8.4 Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or device for the general purpose or for any special purposes of the corporation.

Section 8.5 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.



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Section 8.6 Financial Audit & Management Letter

The fire department shall have an annual financial audit performed by the fire department's Certified Public Accountant (CPA) or CPA firm and the audit report and management letter shall be reviewed by the board, Haywood County.

Section 8.7 Bond

The Board of Directors of this corporation may obtain insurance protection in the form of a fidelity bond that covers all Board Members and fire department personnel. The minimum limits of the bond shall be \$100,000.00.

Section 8.8 Indemnity of Directors and Officers

Subject to any restrictions of applicable law, the corporation may by action of the Directors indemnify any Director, officer or former 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 such Director or officer, and
- b) payments made by him/her in satisfaction of any judgment, a money decree, fine, penalty or settlement for which he/she may have become liable in any such action, suit or proceeding, except in either case in relation to matters as to which he/her shall have been adjudged in such action, suit or proceeding to be liable for gross negligence or intentional misconduct, including criminal action, in the performance of his/her duty.

The corporation may by action of the Directors provide at the expense of the corporation insurance protective with respect to such indemnification of Directors or officers of the corporation and such other or additional Protective to the corporation and its 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 8.9 Gender

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

Section 8.10 Amendment or Repeal of Bylaws

The Bylaws of this corporation may be repealed or amended by a majority vote of the Board of Directors present at any meeting or a special meeting of the Board of Directors at which a quorum is present; provided, however, that no such action shall change the purposes of this corporation so as to impair its rights and powers under the laws of the State of North Carolina.