

BY-LAWS OF
FOUNTAIN RURAL FIRE ASSOCIATION, INCORPORATED
Amended August 2014

ARTICLE I

OFFICES OF CORPORATION

1.1 – Principal Office: The principal office of the corporation shall be located at 3642 Lynch Street Fountain, North Carolina.

1.2 – Registered Office: The registered office of the corporation required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office.

1.3 – Other Offices: The Corporation may have offices at such other places, within the State of North Carolina, as the Board of Directors may from time to time determine, or as the affairs of the corporation may require.

ARTICLE II

MEMBERSHIP OF CORPORATION

2.1 – Members: The members of the corporation will consist of all persons, of the age of eighteen (18) or older, and/or entities who are property owners within the territorial area of the Fountain Rural Fire Association and any other territory that the corporation contracts with to provide fire protection; or duly constituted agent of a land owning individual, corporation, or partnership.

2.2 – Voting Rights: Each member having voting rights shall be entitled to one vote on each matter submitted to a vote at a meeting of members; the members may vote in person or by proxy at any meeting of members. The vote of a majority of the total number of votes which are cast on any matter at a meeting of members at which a quorum is present shall be the act of the members on that matter, unless the vote of a greater number is required by law, the Articles of Incorporation or By-Laws of this corporation. Voting on all matters shall be by vote or by a show of hands unless the holders of one-third of the votes represented by the meeting shall, prior to the voting on any matter, demand a ballot vote on that particular matter.

ARTICLE III
MEETINGS OF MEMBERS

3.1 – Place of Meeting: All meetings of members shall be held at the principal office of the corporation, or at such other place, either within or without the State of North Carolina, as shall be designated in the notice of the meeting or agreed upon by a majority of the members entitled to vote thereat.

3.2 – Annual and Regular Meetings: The annual meeting of members shall be on the second Thursday in January of each year, if not a legal holiday, but if a legal holiday, then on the next day following not a legal holiday, for the purpose of electing directors of the corporation and for the transaction of such other business as may be properly brought before the meeting. Regular meetings shall be held each annually at such times and places as may be specified by the Board of Directors.

3.3 – Substitute Annual Meeting: If the annual meeting shall not be held on the day designated by these by-laws, a substitute annual meeting may be called in accordance with the provisions of Section 4 of this Article. A meeting so called shall be designated and treated for all purposes as the annual meeting.

3.4 – Special Meetings: Special meetings of the members may be called at any time by the President, Vice President, or Secretary of Board of Directors of the corporation or by any member pursuant to the written request of not less than one-tenth of all the members entitled to vote at the meeting.

3.5 – Notice of Meeting: Written or printed notice of the annual or any special meetings shall be published no less than ten and no more than fifty days before the date thereof thereby publishing in the local newspaper. In the case of an annual or substitute annual meeting, the notice of meeting need not specifically state the business to be transacted thereat unless it is a matter, other than election of directors, on which the vote of members is expressly required by the provisions of the North Carolina Non-Profit Corporation Act. In the case of a special meeting, the notice of meeting shall specifically state the purpose or purposes for which the meeting is called. When a meeting is adjourned for thirty days or more, notice of the adjourned

meeting shall be given as in the case of an original meeting. When a meeting is adjourned for less than thirty days in anyone adjournment, it is not necessary to give any notice of the adjourned meeting other than by announcement at the meeting at which the adjournment is taken.

3.6 – Quorum: The presence of at least twenty members, represented in person or by proxy, shall constitute a quorum at meetings of members. If there is no quorum at the opening of a meeting of members, such members may be adjourned from time to time by the vote of a majority of the members voting on the motion to adjourn; and at any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the original meeting.

The members of a meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

3.7 – Informal Action by Members: Any action which may be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the persons who would be entitled to vote upon such action at a meeting, and filed with the Secretary of the Corporation to be kept in the Corporate Minute Book.

ARTICLE IV

DIRECTORS

4.1 – General Powers: The business and affairs of the corporation shall be managed by the Board of Directors or by such Executive Committees as the Board may establish pursuant to these by-laws.

4.2 – Number, Term and Qualification: The number of the directors of the corporation shall be twelve (12). Each director shall hold office for two (2) years, or until his/her death, resignation, retirement, removal, disqualification, or his successor is elected and qualifies. Six (6) directors shall be elected each year, on a rotated basis. At all times, a minimum of eight (8) members will be representatives from Fountain Rural Fire Association Service District. The remaining positions shall be a maximum of two (2) members representing property owners

within the Town of Fountain and maximum of two (2) members representing property owners in Edgecombe County – Pintain Fire District.

4.3 – Election of Directors: Except as provided in Section 5 of this Article, the directors shall be elected during the annual meeting of members; each seat on the Board of Directors shall be called individually for voting purposes. If any member so demands, election of directors shall be by ballot. In the election of directors, the voting shall be noncumulative.

4.4 – Removal: Directors may be removed from office with or without cause by a vote of members holding a majority of the votes entitled to vote at an election of directors. If any directors are so removed, new directors may be elected at the same meeting.

4.5 – Vacancies: A vacancy occurring in the Board of Directors may be filled by a majority of the remaining directors, though less than a quorum, or by the sole remaining director; but a vacancy created by an increase in the authorized number of directors shall be filled only by election at an annual meeting or at a special meeting of members called for that purpose. The members may elect a director at any time to fill any vacancy not filled by the directors.

4.6 – Compensation: The Board of Directors shall serve without compensation; provided that the corporation may make reasonable disbursements for expenditures made on behalf of the corporation in furtherance of the purposes of the corporation.

4.8 – Executive Committee: The Board of Directors may, by resolution adopted by a majority of the number of directors fixed by these by-laws, designate two or more directors to constitute an Executive Committee, which committee to the extent provided in such resolution, shall have and may exercise all of the authority of the Board of Directors in the management of the Corporation.

ARTICLE V

MEETINGS OF DIRECTORS

5.1 – Regular Meetings: A regular meeting of the Board of Directors shall be held immediately after, and at the same place as, the annual meeting of members. In addition, the Board of Directors will meet on the second Thursday of each quarter at 7:00 pm at Principle Office.

5.2 – Called Meetings: Called meetings of the Board of Directors may be called by or at the request of the President, Fire Chief or any two directors. Such meetings may be held either within or without the State of North Carolina.

5.3 – Notice of Meetings: Regular meetings of the Board of Directors may be held without notice. The person or persons calling a called meeting of the Board of Directors shall, at least two days before the meeting, give notice thereof by any usual means of communications. Such notice need not specify the purpose for which the meeting is called. Attendance by a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

5.4 – Quorum: A majority of the directors fixed by these by-laws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

5.5 – Manner of Acting: Except as otherwise provided in this section, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

The vote of a majority of the number of directors fixed by these by-laws shall be required to adopt a resolution constituting an executive committee. The vote of a majority of the directors then holding office shall be required to adopt, amend or repeal a by-law, or to adopt a resolution dissolving the corporation without action by the members. Vacancies in the Board of Directors may be filled as provided in Article IV, Section 5, of these by-laws.

5.6 – Informal Action by Directors: Action taken by a majority of the directors without a meeting is nevertheless Board action if written consent to the action in question is signed by all the directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

ARTICLE VI

OFFICERS

6.1 – Number: The officers of the corporation shall consist of a President, a Vice-President, a Secretary, and a Treasurer. Any two or more offices may be held by the same person, except the offices of President and Vice-President.

6.2 – Election and Term: The officers of the corporation shall be elected by the Board of Directors. Such elections may be held at any regular or special meeting of the Board. Each officer shall hold office until his death, resignation, retirement, removal, disqualification, or his successor is elected and qualifies.

6.3 – Removal: Any officer or agent elected or appointed by the Board of Directors may be removed by the Board with or without cause; but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

6.4 – Compensation: The officers of the corporation shall serve without compensation.

6.5 – President: The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall supervise and control the management of the corporation in accordance with these by-laws. He/She shall, when present, preside at all meetings of members. He/She shall sign, with any other proper officer, any deeds, mortgages, bonds, contracts, or other instruments which may be lawfully executed on behalf of the corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be delegated by the Board of Directors to some other officer or agent; and, in general, he/she shall perform all duties incident to the office of President and such other duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

6.6 – Vice-President: The Vice-President, shall, in the absence or disability of the President, perform the duties and exercise the powers of that office. In addition, they shall perform such other duties and have such other powers, as the Board of Directors shall prescribe.

6.7 – Secretary: The Secretary shall keep accurate records of the acts and proceedings of all meetings of members and directors. He/She shall give all notices required by law and by these by-laws. He/She shall have general charge of the corporate books and records and of the corporate seal, and he/she shall affix the corporate seal to any lawfully executed instrument requiring it. He/She shall keep, at the registered or principal office of the corporation, a record of members showing the name and address of each member. He/She shall sign such instruments as may require his/her signature, and, in general, shall perform all duties incident

to the office of Secretary and such other duties as may be assigned him/her from time to time by the President or by the Board of Directors.

6.8 – 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. He/She shall keep full and accurate accounts of the finances of the corporation in books especially provided for that purpose, and he/she shall cause a true statement of its assets and liabilities as of the close of each fiscal year and of the results of its operation and changes in surplus for such fiscal year, all in reasonable detail, to be made and filed at the registered or principal office of the corporation within four months after the end of such fiscal year. The statement so filed shall be kept available for inspection by any member for a period of ten years; and the Treasurer shall mail or otherwise deliver a copy of the latest such statement to any member upon his/her written request therefore. The Treasurer shall, in general, perform all duties incident to his/her office and such other duties as may be assigned to him/her from, time-to-time by the President or by the Board of Directors.

6.9 – Fire Chief: The Fire Chief shall serve as an advisor to the Board of Directors, and shall make or cause to be made, purchases of the corporation according to the approved operating budget. Any purchases and or contracts outside of the approved budget shall first be approved by the Board of Directors.

6.10 – Bonds: The Board of Directors may by resolution require any or all officers, agents and employees of the corporation to give bond to the corporation, with sufficient sureties, conditioned on the faithful performance of the duties of their respective offices or positions, and to comply with such other conditions as may from time to time be required by the Board of Directors.

ARTICLE VII

CONTRACTS, LOANS, AND DEPOSITS

7.1 – Contracts; The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument on behalf of the corporation, and such authority may be general or confined to specific instances.

7.2 – Loans: No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

7.3 – Checks and Drafts: All check drafts or other orders for the payment of money issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

7.4 – Deposits: All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such depositories, as the Board of Directors shall direct.

ARTICLE VIII GENERAL PROVISIONS

8.1 – Objects and Purposes: To protect from injury and destruction by fire or other casualty real and personal property located in the Fountain Fire Department response area and the surrounding areas of Pitt County and Edgecombe County, North Carolina, so long as said activities qualify under Section 501 (c) (3) of the Internal Revenue Code of 1954 and statutes of similar import.

To render emergency medical aid and perform rescues to our level of care and qualifications whenever personnel and equipment are available to perform such acts.

8.2 – Powers: The Corporation, acting through its officers or directors shall have full power to do all things necessary to accomplish the objects and purposes of the corporation as set forth in Section 1, Article VIII, of these by-laws, as may qualify under Section 501 (c) (3) of the Internal Revenue Code of 1954 and statutes of similar import.

8.3 – Compensation: The officers, directors and members of the corporation shall serve without compensation; provided that the corporation may reimburse any officer, director or member, for expenditures made on behalf of the corporation in furtherance of its objects and purposes.

8.4 – Earnings Distribution of Assets: Activities: No part of net earnings of the corporation, if any, shall inure to the benefit of any officer, director or member of the

corporation and no officer, director or member of the corporation shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these by-laws, the corporation shall not engage in, conduct, carry on or assist any activities not permitted under Section 501 (c) (3) of the Internal Revenue Code of 1954 or statutes of similar import and the Regulations enacted pursuant thereto, or by an organization contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 or statutes of similar import and the Regulations enacted pursuant thereto.

Upon the dissolution of the corporation and/or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, literary and educational institutions, organizations, trusts and funds that qualify under Section 501 (c) (3) of the Internal Revenue Code of 1954 and statutes of similar import and the Regulations enacted pursuant thereto. Preference is to be given to any successor volunteer fire department or agency.

8.5 – Seal: The corporate seal of the corporation shall consist of two concentric circles between which is the name of the corporation in the center of which is inscribed SEAL; and such seal, as impressed on the margin hereof, is hereby adopted as the corporate seal of the corporation.

8.6 – Waiver of Notice: Whenever any notice is required to be given to any member or director under the provisions of the North Carolina Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or By-Laws of this corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

8.7 – Fiscal Year: The fiscal year of the corporation shall commence on July 1st of each year and end on June 30th.

8.8 – Amendments: Except as otherwise provided herein, these by-laws may be amended or replaced and new by-laws may be adopted by the affirmative vote of a majority of

the directors then holding office at any regular or special meeting of the Board of Directors. The Board of Directors shall have no power to adopt a by-law; (1) requiring more than a majority of the votes for a quorum at a meeting of members or more than a majority of the votes cast to constitute action by the members, except where higher percentages are required by law; (2) providing for the management of the corporation otherwise than by the Board of Directors or its Executive Committees; (3) increasing or decreasing the number of directors; (4) classifying and staggering the election of directors.

ARTICLE IX

APPROVAL

9.1 – These By-Laws were approved by the Fountain Rural Fire Association Board of Directors in a regular meeting, the _____ day of _____ 2014.

Secretary

President