

SPRING CREEK VOLUNTEER FIRE DEPARTMENT, INC.

ARTICLE I.

Name, Principal, Office, Seal

1. The name of the Corporation is the SPRING CREEK Volunteer Fire Department, Inc. hereinafter referred to as “the Corporation.”
2. The principal office of the Corporation shall be at such location in No. 8 Township, Madison County, North Carolina, as the Board of Directors shall fix from time to time, and the Post Office address of the Corporation is NC Hwy 209 13131, Hot Springs, N.C. 28743
3. The Seal of the Corporation shall be circular in form and mounted upon a metal die suitable for impressing upon paper, and the wording thereon shall be “Spring Creek Volunteer Fire Department, Incorporated, North Carolina, “ and in the center of the seal shall appear the words, “Corporate 1981 Seal.” An impression of such seal shall be made opposite this section of the By-Laws on the copy thereof in the Minute Book.

Article II

Community Membership Qualifications, Privileges, Meetings

1. The community membership shall consist of any person 18 years of age or older,
 - a) Who is a resident of, and/or owns property in the Fire District,.
 - b) And who is interested in promoting the objectives and purposes for which the Corporation is organized and exhibits such interest by

supporting the Corporation with their participation in the activities of the Corporation.

2. The annual meeting of the members of the Corporation shall be held on the first Monday in May of each year; beginning with May 1981, at the principal office of the Corporation in No. 8 Township when there shall be elected a Board of Directors as hereinafter provided.

3. Special meetings of members may be called by order of the Board of Directors upon majority vote of the members of the Board present at any duly called and legally held regular or special meeting of the Board of Directors.

4. The community members present at a duly organized and legally held meeting may continue to do business until adjournment notwithstanding the withdrawal of enough community members to leave less than a quorum. Ten or more community members represented in person shall constitute a quorum at a duly organized and legally held meeting of members. The vote of a majority of the community members present at a meeting in which there is a quorum shall determine all questions presented, and nominees for Directors receiving the vote of the majority of the community members present at an annual meeting at which there is a quorum shall be the duly elected Directors of the Corporation as hereinafter specified in Article III.

5. A member may only vote in person.

6. At least ten (10) days notice shall be given of any annual or special meeting of members by posting notice of such meetings in conspicuous locations in No. 8, Township, by word of mouth, by notice printed in a newspaper, and by any other means the Board of Directors deems appropriate.

7. Donations for membership in the Corporation and donations for special fund raising purposes may be received by members of the Department or the Board. Records of these donations shall be kept and turned over to the treasurer along with such donations.

8. All meetings shall be conducted in accordance with Robert's Rules of Order.

ARTICLE III

Board of Directors

1. The business of the Corporation shall be managed by a Board of 11 Directors consisting of:

a) Eight (8) community Directors which are elected by the majority of the members present at a duly called annual meeting at which there is a quorum. The vote shall be taken by a show of hands. The community Directors shall be made up of members who are at least 21 years of age and whose primary residence is in the Fire District. If possible, the community members shall reside in different sections of the community including Bluff, Meadow Fork, Lower Spring Creek, Upper Spring Creek, and Doggett.

- b) The Fire Chief, who is elected by a 51% vote of Active Firefighters and approved by a majority vote of the Board of Directors of the Corporation or in the absence of the Fire Chief, the assistant Chief;
 - c) The Medical Officer who is elected by a 51% vote of active firefighters;
 - d) One member elected by the Fire Department from its ranks.
 - e) The number of Active Firefighters that can be on the Board of Directors of the Corporation shall be limited to not more than three (3) at any one time. (An active fireman is one who is 18 years of age, has completed 36 hours of training and attends at least 18 meetings a year.)
 - f) The term for fire department members shall be two years.
 - g) No more than one member of one immediate family shall serve on the Board of Directors at any one time (immediate family is defined as those family members living in one household).
2. The fire department shall draw up its own policies governing personnel, equipment, and building subject to approval by the Board of Directors.
3. The term of office of the Board of Directors shall be staggered so that one half of the Board representing the community shall be elected in even numbered years and one half shall be elected in odd-numbered years. The term of a Director shall be two years. However, in the first year in

which these by-laws take effect, four Board members shall be elected for a one year term and four shall be elected for a two year term.

4. A Director may be re-elected for one or more successive terms.

5. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

6. The Board of Directors shall meet each year immediately after the annual meeting of members for the purpose of organization, election of officers, and consideration of any other business that may properly be brought before the meeting. No additional notice of any kind to either old or new members of the Board of Directors for such annual meetings shall be necessary. Other meetings of the Board of Directors may be held upon call of the President or Secretary to all Directors at least three days prior to the meeting. Notice may be by mail, e mail, or phone call as long as the notice is confirmed by a response back

7. A majority of the number of Directors fixed by the By-Laws shall constitute a quorum for the transaction of business and community members must constitute 51% of the quorum. 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.

8. If any member of the Board of Directors misses four consecutive meetings of the Board without a reasonable excuse, he/she shall be

automatically dropped from the Board, and his/her successor shall be elected by a majority vote of the Board of Directors at a regular meeting at which a quorum is present.

ARTICLE IV

Officers

1. The officers of the Corporation shall consist of a President, Vice President, Secretary, and Treasurer who shall be elected annually by the Board of Directors.
2. Whenever any vacancies shall occur in any office by death, resignation, increase in the number of officers of the Corporation, or otherwise, the same shall be filled by the Board of Directors, and the officer so elected shall hold office until his/her successor is chosen and qualified.
3. The President shall preside at all meetings of members and directors, discharge all the duties which devolve upon a presiding officer, and perform such other duties as the By-Laws provide or the Board of Directors may prescribe, all subject to the provisions of Chapter 55A of the General Statutes of North Carolina, as amended, the Articles of Incorporation, and the By-Laws. The Vice President shall assume the duties of the President until a new President is elected by the Board of Directors.
4. The Vice-President shall perform all duties incumbent upon the President during the resignation, absence or disability of the President,

and shall perform such other duties as the By-Laws may require or the Board of Directors may prescribe.

5. The Secretary shall attend all meetings of the members and of the Board of Directors, and shall keep, or cause to be kept in a book provided for the purpose a true and complete record of the proceedings of such meetings, and shall perform a like duty for all standing committees appointed by the Board of Directors when required. The Secretary shall attend to the giving and serving of all notices of the Corporation, and shall perform such other duties as the By-Laws may require or the Board of Directors may prescribe. The secretary shall maintain a current list of all Board members and their terms of service.

6. The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the Corporation. He/she shall be the legal custodian of all moneys, notes, securities and other valuables which may from time to time come into the possession of the Corporation. He/she shall immediately deposit all funds of the Corporation coming into his/her hands in some reliable bank or other depository to be designated by the Board of Directors, and shall keep such bank account in the name of the Corporation. He/she shall furnish at meetings of the Board of Directors, or whenever requested, a statement of the financial condition of the Corporation, and shall perform such other duties as the By-Laws may require or the Board of Directors may prescribe.

7. In case of the absence of any officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may delegate the powers or duties of such officer to any other officer or to any Director or employee of the Corporation, for the time being; provided a majority of the entire Board concurs therein.

ARTICLE V

Duties of the Board.

a) The Board shall exercise all of the powers of the corporation given to it by Statute as specified in the Articles of Incorporation of 1981 and as amended in 1985 or provision of these By-Laws, and the general business and affairs of the corporation shall be conducted by its Board of Directors.

b) The Board shall authorize all contracts, agreements, and expenditures greater than \$500. All checks of the Corporation must be signed by the President, the Treasurer, or the Chief.

c) The Board shall approve the annual budget of the Department as submitted by the Chief before submitting this budget to the Fire Commissioners who in turn, will submit the budget to the Board of County Commissioners. The budget shall be prepared in a timely fashion so as to meet county deadlines.

d) To insure transparency, the Board shall provide the yearly audit prepared for tax purposes to interested community members upon written request.

- e) The Board will approve the selection of the Chief following his/her election by at least 51% of the Active Firefighters in the Department.
- f) The Board is responsible to insure that the Chief is carrying out his/her responsibilities in a safe, responsible, and professional manner.
- g) The Board will work to insure that the Fire Department has the necessary resources to meet its commitment to the community.
- h) The Board will work to develop and maintain positive relationships with the community served by the Fire Department and to insure that the Board and the Fire Department work in a manner that is transparent to all interested parties.
- i) The Board shall implement to the best of its ability all policies and directives enacted by The Board.
- j) The Board shall have the power to appoint sub committees.
- k) The Board shall have the power to dissolve the corporation as specified in the papers of Incorporation.
- l) The Board may request the resignation of any Board member who behaves in a way that is detrimental to the reputation and performance of the Spring Creek Volunteer Fire Department.

ARTICLE VI

Amendments

The power to alter, amend or repeal the By-Laws, or adopt a new By-Laws, is vested in the Board of Directors, but the affirmative vote of the number of Directors which is equal to the majority of the number who would constitute a full

Board of Directors plus one at the time of such action shall be necessary to effect any such action. By-Laws adopted by the Board of Directors, however, may be altered or repealed by the members of a majority vote of members present at a legally constituted meeting of members.

Super majority

The majority of the number who would constitute a full Board of Directors plus one shall be required to amend the By-Laws, recall a Director or elected officer, change the articles of incorporation, request a change in the millage rate, or dissolve the Corporation.

The foregoing By-Laws of this Corporation have been read, agreed upon and adopted by the Board of Directors at the meeting on February 25, 2008.

WITNESS OUR HANDS AND SEALS THIS 1st DAY OF APRIL, 2008.

President, Gweneeth Conklin

Secretary, Denise Rathbone