

REV: 10/2019

REVISED BYLAWS OF THE
PINE MOUNTAIN VOLUNTEER FIRE DEPARTMENT
A NON-PROFIT CORPORATION

The Pine Mountain Volunteer Fire Department, a non-profit corporation, is organized to provide fire protection and rescue services for its members consistent with the laws of the State of Arkansas and the efforts, training, and ingenuity of its members and associates.

This Corporation is formed for the mutual aid, benefit, and safety of its members, all of whom organize and gather together to provide a safer and better quality of life through fire protection, rescue services, and the promotion of civic and social welfare for the community.

ARTICLE I
NAME

Section 1.

The name of this corporation is the Pine Mountain Volunteer Fire Department.

Section 2. The principal office of this corporation shall be located at Pine Mountain Volunteer Fire Department, 10 MC 8004, Yellville, AR 72687.

Section 3. The resident agent for said corporation is the sitting President of the Board of Directors and the registered office of the corporation shall be 10 MC 8004, Yellville, Arkansas, 72687.

ARTICLE II
PURPOSE

Section 1. The purpose of the Corporation shall be to provide fire protection and rescue services for its members and to acquire and own firefighting apparatus for the protection of persons from injury and property from loss, damage, or destruction by fire and fraud or accident; to own, lease and acquire land and to construct and erect building(s) for housing firefighting and rescue apparatus, and to provide a place for members of the Corporation to train or to meet for other events.

Section 2. The further object of this corporation shall be to foster the desires of its members in such a manner as listed in Section 501(c)(3) of the Internal Revenue Code.

Section 3. No part of the net earnings of the Corporation shall inure for the benefit of or be distributed to the members, trustees, officers, or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes authorized by law to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 or to the corresponding provisions of any subsequent changes to the Internal Revenue Code.

Section 4. The Corporation shall not issue shares of stock or other instruments or documents entitling any person to receive dividends arising from the activities of the Corporation.

ARTICLE III MEMBERSHIP

Section 1. Any individual, family, partnership, corporation or other business entity, or association with property located within the geographical boundaries of the Pine Mountain Fire District who pays the then required membership fee, as determined from time to time by the Board of Directors, shall be a member and such name shall be entered on the record as a member of the Corporation. In the case of family membership, each paid membership is entitled to one (1) vote per person, 18 years or older, living in the household at the time of the vote, with a maximum of two (2) votes per household.

Section 2. Members are entitled to all rights and obligations of membership including receipt of all public notices issued by the Corporation and they are eligible to vote on matters presented to the members at annual or special Members' meetings.

Section 3. The annual membership fee (fire protection fee) covers the period January 1 to December 31 each year. Any member who does not pay the membership fee by January 1st each year shall be removed from the voting membership record of the Corporation by the Secretary or Treasurer. A member shall be reinstated to the voting membership upon receipt of the required membership fee.

ARTICLE IV MEETINGS

Section 1. The annual meeting of the members of the Corporation shall be held along with the regular Directors meeting at 7:00 p.m. on the third Wednesday of October each and every year at the Pine Mountain VFD Training and Events Center for

the election of members to the Board of Directors and for other purposes expressly described in the public notice for the meeting. Special Members' meetings may be called at any time by the President or by resolution of the Board of Directors. Notification of the date, time and place of the annual Members' meeting and quarterly Directors' meetings shall be placed in the Corporation's annual newsletter and website. Notice of the date, time, place and specific agenda items for any Members' meeting shall be placed in a local newspaper not less than ten (10) or more than sixty (60) days before the meeting to be held. No other business but that specified in the notice may be transacted at an annual or special Members' meeting. At any Members' meeting, a quorum will be considered to exist if there is a quorum of the Board of Directors. A simple majority of votes shall decide any issue described in the public notice.

Section 2. Proxy voting is not authorized. However, members may vote by absentee ballot as follows:

a. A member may vote by absentee ballot but only for the specific agenda item(s) described in the public notice for the annual Members' meeting or for a special Members' meeting.

b. Only absentee ballots executed on a form authorized by the Secretary will be recognized. A member must complete this form to include her or his clearly printed or typed name, telephone number, dated signature and voting choices from among those specified on the form.

c. Absentee ballots are only effective for one annual or one special Members' meeting.

d. During the public comment period described in Section 1, authorized absentee ballot forms will be available from the Secretary or Treasurer and from the Corporations website. Completed absentee ballots may be hand delivered, placed in the lock box outside the Pine Mountain VFD Training and Events Center, mailed to the Secretary or Treasurer or sent as an attachment to an email message addressed to the Secretary. The email address will be included in the public notice of the meeting. All absentee ballots must be submitted before the annual or special Members' meeting is called to order.

e. Board members may not vote by absentee ballot at Board meetings.

Section 3. In addition to the annual Members' meeting described in Section 1 above, the Board of Directors shall hold regular meetings at 7:00 p.m. on the third Wednesday of January, April, July and October at the Pine Mountain VFD Training and Events Center for the transaction of necessary business of the Corporation. All members of the Corporation are welcome to attend these meetings and are encouraged to do so. At the January Board meeting each year, the Board of Directors shall elect the officers of the Corporation from among the existing, elected Board members. Only members of the Board of Directors are eligible to vote for officers. A simple majority of the Board of Directors shall constitute a quorum for the transaction of business at any Board meeting. Any action taken by a majority of the Directors, including the removal of any officer and election of his/her successor, shall constitute an act by the Board of Directors. In the event of a vacancy on the Board of Directors caused by death or resignation, the Board of Directors may call a special Members' meeting to fill such vacancy for the remainder of

the vacated term. Regular meetings of the Board require no public notice. However, special meetings of the Board must be preceded by at least two (2) days' notice to each Director giving the date, time and place, and the purpose of the meeting. The Secretary shall be responsible for proper notice of special Board of Directors meetings

Section 4. When, in the normal course of business of the Corporation, the Board of Directors must take an action which requires Board approval before a special meeting can be called, the action may be taken without a meeting if it is communicated to all Board members and a simple majority approve of the action. The action is effective immediately unless a different effective date is specified. The action must be included in the minutes of the next quarterly or special meeting of the Board.

ARTICLE V BOARD OF DIRECTORS

Section 1. The responsibility and authority for administration of the affairs of the Corporation shall be vested in a Board of Directors to consist of not less than three members or more than fifteen. The Board of Directors may call a special Members' meeting to increase or decrease the number of Directors within authorized parameters. The Board of Directors shall oversee the activities of the Pine Mountain Volunteer Fire Department to assure that it functions in compliance with all applicable laws, regulations and ordinances applicable to volunteer fire departments organized as 501(c)(3) corporations within Marion County, Arkansas. The Board of Directors shall also oversee the functions of the Corporation's rescue and emergency medical services to assure that they are in compliance with applicable guidelines of the Arkansas Department of Health

and the Department of Transportation. The Board of Directors is also responsible for the fiscal affairs of the Corporation. The Board of Directors shall also provide overall guidance and general oversight to any committee(s) it has authorized.

Section 2. Directors shall serve for a period of three years, or until their successors can be qualified and duly elected. Directors may succeed themselves if proper public notice is given of his/her intention to run again and he/she is re-elected at the October members' meeting or a special meeting called for that purpose. Up to four Board positions may be filled at the annual Members' meeting.

Section 3. The Corporation shall encourage all forms of instruction, development, training, and expertise in the area of fire protection, firefighting and rescue procedures. The Board of Directors authorizes and encourages the Fire Chief to enter into automatic and mutual aid agreements with adjoining and nearby fire departments.

Section 4. Procedures for election of members to the Board of Directors:

- a. The Board of Directors shall announce all forthcoming elections on the Corporation's website and with a posting on the bulletin board outside the Pine Mountain VFD Training and Events Center. The announcement may also be conveyed by email to members who have provided an email address to the Corporation. The announcement will include the number of positions to be filled and the filing deadline for a member to become a candidate. When possible, the Board will make this announcement at least ten (10) days before the deadline. Members must submit a NOTICE OF INTENT (NOI) form after the regular July Board meeting but on or before 6 PM, August 31 each year. NOI forms may be hand delivered, placed in the lock box outside the Pine Mountain VFD Training and Events Center, mailed to the Secretary or

Treasurer, or sent as an attachment to an email message addressed to the Secretary. The email address will be included in the public notice of the meeting. The names of all candidates submitting NOI forms shall be contained in the public notice of the annual Members' meeting in October. A copy of the approved NOI form shall be available for download from the website following the July meeting of the Board of Directors. In the case of a special Members' meeting, the NOI form will be available from the Secretary or as a download from the Corporation's website at least one week prior to the commencement of the public notice period announcing the special Members' meeting.

b. The public notice in the newspaper shall contain the names of candidates and the date, time and place of the elections.

c. The election of Directors to the Board shall be by paper ballot. Candidates receiving the most votes will be elected to open positions.

d. The Board of Directors shall select three members of the Corporation to count the ballots and submit their findings to the President of the Board. The President shall immediately announce the names of the newly elected members. Notice will also be placed in the Corporation's annual newsletter and on its website.

Section 5. Persons performing the duties of the following positions within the Corporation are designated members of the Board of Directors by virtue of positions: Fire Chief, Emergency Medical Responder Leader, Webmaster, and Events Coordinator. Designated directors, as described herein, may be removed by an amendment to the Bylaws deleting or changing the designation.

Section 6. Removal of Directors: Directors elected by the members may be removed with or without cause by a vote of the members.

Section 7. Events Committee. The Board of Directors has established an Events Committee tasked with fund raising activities for the corporation and other duties that may be prescribed by the Board of Directors. Members of the Events Committee shall be volunteers from members of the corporation. There shall be no limit on the numbers of members serving on the Events Committee. One member of the Events Committee shall function as the Events Committee Coordinator and shall be a designated Director in accordance with Section 5 above.

ARTICLE VI OFFICERS

Section 1. The primary officers of the Corporation shall be a President, a Vice-President, a Secretary and a Treasurer. These officers shall be elected by majority vote of a quorum of the Board of Directors from members elected to the Board.

Section 2. The Board of Directors may appoint from the members of the Corporation an Advisory Board to consist of not more than six persons. The Advisory Board shall perform such duties and exercise such responsibilities as may be determined from time to time by the Board of Directors. The term of such Advisory Board will be at the discretion of the Board of Directors.

ARTICLE VII DUTY AND AUTHORITY OF OFFICERS

Section 1. The President shall serve as Chairman of the Board of Directors and shall be vested with the normal authority of a principal executive officer of any ordinary

business corporation. Without limiting the general nature of his authority, he/she shall have authority to act on behalf of the Corporation and to bind the Corporation, subject to the approval of the Board of Directors. The President shall preside at all meetings of the Board of Directors, the annual members meeting and all special meetings. At a minimum, the President shall obtain an oral or written report from the Fire Chief, Emergency Medical Responder Leader, Events Committee Coordinator and Webmaster, review all incidents reported to the Board of Directors, and review problems with equipment or the purchase of equipment considered necessary to adequately perform the duties as a Fire and Rescue Department. The President shall ensure that all meetings are conducted in accordance with the current version of Modern Rules of Order.

Section 2. The Vice-President shall be the principal assistant to the President in all matters coming before the Board. The Vice-President, in the absence of the President shall assume the authority of the President and act in his/her capacity.

Section 3. The Secretary shall have the responsibility of maintaining records of the Corporation, except for financial records, shall maintain a list of the names and addresses of all active members of the Corporation and shall take minutes of all meetings. The Secretary shall also be responsible for all required public notices of annual membership meetings and special members meetings. The Secretary shall also be responsible for filing with the Secretary of State any revisions to the Articles of Incorporation or the Bylaws, and any changes to the Registered Agent or to the registered address of the Corporation. The Secretary shall also submit to the Secretary of State the report required by A.C.A 4-33-131 by August 1 each year. The Secretary shall ensure that appropriate condolences are sent in the event of the death or serious illness of any

Board Member, Firefighter, Emergency Medical Responder or any other person designated by the Board of Directors. The Secretary shall also be responsible for sending acknowledgments and thank-you notes on behalf of the Corporation to individuals who make donations of \$500 or more.

Section 4. The Treasurer shall maintain all financial books and records of the Corporation and shall produce a financial report at each annual and quarterly meeting. All financial reports shall be posted for public view on the Corporations bulletin board for a minimum of thirty (30) days following each meeting where a financial report is presented to the Board of Directors for approval. The Treasurer is authorized, along with two other designated Board members to sign or co-sign checks for the disbursement of Corporate funds. A review of the Corporation's financial records for each calendar year shall be conducted by a committee of three (3) members appointed by the Board of Directors. The committee shall use agreed upon procedures and submit a report of the review at the April Board meeting. At its discretion, the Board may authorize a review of the financial records at any other time of the year.

ARTICLE VIII AMENDMENTS

Section 1. The Articles of Incorporation and these Bylaws of the Pine Mountain Volunteer Fire Department may be altered, amended, modified or repealed by a majority of the members at any annual meeting or special meeting called for that purpose, provided a quorum exists. Members may recommend changes to the Bylaws by

submitting their proposals in an email message, a letter addressed to the Secretary or in person at any meeting of the Board of Directors.

Section 2. In the event any provision contained herein is deemed in conflict with the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1954, or any lawful and proper regulation adopted thereunder, then such conflicting provisions shall be automatically amended to conform to such law or regulation.

ARTICLE IX MISCELLANEOUS

Section 1. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the corporation exclusively for the purposes of the Corporation in such manner, or to such corporation (s) or organizations(s) organized and operating exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any subsequent changes to the Internal Revenue Code. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, exclusively for such purpose or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

Section 2. Periodically, the Board shall establish spending limits for individual members. The positions of these individuals and the spending limits shall be entered in the minutes of the Corporation. These individuals may not spend more than the established limits without prior approval of the Board.

Section 3. If any item with a value \$500.00 or more is offered as a donation to the Fire Department or the Emergency Medical Responders, the Board shall officially accept or reject the offer in writing to the donor. Delivery of the acknowledgment is the responsibility of the Secretary. Memorial gifts donated to the Fire Department shall be placed in a separate internal account and may be used for any purpose at the discretion of the Board of Directors with consideration of the donor's preference.

Section 4. The existence of this Corporation shall be perpetual.

Revised October 16, 2019

Previous Revision October 2017