

AMENDED AND RESTATED
BYLAWS
OF
NORTH CAROLINA ASSOCIATION OF FIRE
CHIEFS, INCORPORATED
(A NONPROFIT CORPORATION)

ADOPTED AS OF:

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AMENDED AND RESTATED BYLAWS OF
NORTH CAROLINA ASSOCIATION OF FIRE CHIEFS, INCORPORATED

ARTICLE I

Offices

Section 1.1 Mission: The mission of the Association is to enhance the knowledge, skills, and abilities of the Fire Service through information, education, communication and action, which will best protect the firefighters and citizens of North Carolina. The Association is organized exclusively for charitable, educational, religious, or scientific purposes as approved by the Internal Revenue Service under Section 501(c)(3) of the Internal Revenue Code.

Section 1.2 Principal Office: The principal office of the Association shall be located at 7249 Branson Mill Road, Pleasant Garden, Guilford County, North Carolina.

Section 1.3 Registered Office: The registered office of the Association required by the North Carolina Nonprofit Corporation Act to be maintained in the State of North Carolina may be, but need not be, identical with the principal office.

Section 1.4 Other Offices: The Association may have offices at such other places, either within or without the State of North Carolina, as the Board of Directors from time to time may determine, or as the affairs of the Association from time to time may require.

ARTICLE II

Membership

Section 2.1 Membership: The membership of this Association shall consist of five (5) class of members: Active Members, Associate Members, Corporate Members, Life Members, and Honorary Members. Application for membership may be made to the Executive Director at any time. In the event of a question of membership eligibility, the final decision shall be made by the Board of Directors. The membership in the Association shall be in effect for the calendar year from the time of active membership or membership renewal. Memberships must be renewed annually. Members shall have voting rights as set forth herein.

Section 2.2 Membership Classes: The five (5) classes of Members shall be as follows:

- (a) Active Members: The following individuals are eligible to become Active Members: (i) Chiefs, Chief Officers, and Company Officers of paid, partially paid, or volunteer fire departments; and (ii) municipal or county Fire Marshals,

Assistant Fire Marshals and Deputy Fire Marshals. Past-Presidents shall remain Active Members until eligible to become Life Members. Active Members shall each have one (1) vote and shall pay dues in accordance with Section 2.6 herein.

- (b) Associate Members: The following individuals are eligible to become Associate Members: (i) City, county and state officials and fire commissions that support the mission of the Association; (ii) former Chiefs, former Chief Officers and former Chief Company Officers of paid, partially paid, or volunteer fire departments; and (ii) any former municipal or county Fire Marshal. Associate Members shall have no voting rights and shall pay dues in accordance with Section 2.6 herein.
- (c) Corporate Members: Firms and corporations interested in the mission of the Association are eligible to be Corporate Members. Corporate Members shall have no voting rights and shall pay dues in accordance with Section 2.6 herein.
- (d) Life Members: Active Members who retire, who have been members of the Association continuously for ten (10) years immediately preceding their retirement date, and who are not identified with commercial fire protection. In order to be considered for Life Member status, a qualified Active Member must submit written notice of their intention to retire to the Executive Director at least forty-five (45) days prior to the Annual Conference or Mid-Winter Conference. Qualified Active Members who have complied with the notice requirement shall have Life Members status conferred upon them at the last Annual Conference or Mid-Winter Conference which precedes their retirement date. Life Members shall each have one (1) vote and shall be exempt from dues in accordance with Section 2.6 herein.
- (e) Honorary Members: Upon recommendation by the Board and approval of a majority of the members present at the Annual Conference, the following individuals are eligible to become Honorary Members: (i) individuals interested in the protection of life and property against fire, and (ii) individuals who have rendered conspicuous service to the Association. Honorary Members shall have no voting rights and shall be exempt from dues in accordance with Section 2.6 herein.

Section 2.3 Transfer of Membership: Memberships are not transferable and no member shall have any property right in the Association, the property owned thereby, or in any membership therein.

Section 2.4 Membership Benefits: The Association may issue certificates, cards or other indicia of membership that the Board of Directors may determine to be appropriate, and the members shall be entitled to such other benefits and rights as are provided in these Bylaws, or as may be determined specified by the Board of Directors.

Section 2.5 Suspension or Termination of Membership Rights: The membership rights of a member may be suspended or terminated in any manner which is fair and reasonable and carried out in good faith, and for causes which the Board of Directors shall deem appropriate, including without limitation, the failure to pay the required membership fees dues and fees or the failure to comply with the requirements of the Association's Articles of Incorporation or Bylaws. A terminated member shall have no recourse or claim of any kind or manner against the Association, or any officer, member, agent or other representative of the Association. Membership rights also shall terminate upon the resignation or death of a member.

Section 2.6 Fees and Dues: All fees and dues, including, but not limited to conference fees, shall be determined by the Board of Directors; provided, however, that Life Members, Past Presidents serving as Active Members, and Honorary Members shall not be required to pay dues to the Association.

ARTICLE III

Meetings of Members

Section 3.1 Place of Meetings: All meetings of members shall be held at the principal office of the Association or at such other place within the State of North Carolina as determined by the Board of Directors and as shall be designated in the notice of the meeting.

Section 3.2 Annual Meetings: Unless otherwise provided herein, the annual meeting of members shall be held each year in conjunction with the Annual Conference of the North Carolina State Firefighters' Association (the "Annual Conference"). The annual meeting of members shall be held for the purpose of electing directors and officers of the Association, such other purposes as may be properly included in the notice of such meeting, and for the transaction of such other business as properly may be brought before the meeting.

Section 3.3 Substitute Annual Meeting: If the annual meeting shall not be held as provided by these Bylaws, a substitute annual meeting may be called in accordance with the provisions of Section 3.5 of this Article. A meeting so called shall be designated and treated for all purposes as the annual meeting.

Section 3.4 Mid-Winter Conference: The Association's Mid-Winter Conference (the "Mid-Winter Conference") shall be held at a time and date specified by the Board of Directors. A business session shall be schedule as a part of the Mid-Winter

Conference and is hereby designated as a regular meeting of the Association.

Section 3.5 Special Meetings: Special meetings of the members may be called at any time by (a) the Board of Directors of the Association or (b) the holders of at least ten percent (10%) of all the votes entitled to be cast on any issue proposed in such request to be considered at the meeting, and in which case shall be noticed by the Secretary of the Association and the meeting shall be held within thirty (30) days of receipt of a written request signed, dated, and received by the Secretary. The signatures on a petition requesting a special meeting shall be valid for a period of ninety (90) days after the date of first signature. The member written request for a special meeting shall: (1) specify the purposes for which the meeting is to be held; (2) the purposes listed must be items upon which the members have the right to vote; and (3) be delivered to the Secretary or Executive Director in writing.

Section 3.6 Notice of Meetings: Notice of meetings of members shall be given by the President, Executive Director, or other person calling the meeting by any means that is fair and reasonable, and for this purpose, written or printed notice stating the time, place, and date of the meeting shall be delivered (a) not less than ten (10) nor more than sixty (60) days before the date thereof, or (b) not less than thirty (30) nor more than sixty (60) days before the date thereof, if such notice is mailed by other than first class, registered, or certified mail, to each member entitled to vote at such meeting, unless the North Carolina Nonprofit Corporation Act or the Association's Articles of Incorporation require that such notice be given to all members with respect to such meeting. For this purpose, notice may be delivered in person; by electronic mail, or other form of wire or wireless communication, or by facsimile transmission; or by mail or private carrier, to each member entitled to vote at such meeting, unless the North Carolina Nonprofit Corporation Act or the Association's Articles of Incorporation require that such notice be given otherwise. If mailed, such notice shall be deemed to be effective when deposited in the United States mail, correctly addressed to the member at member's address as it appears on the current record of members of the Association, with postage thereon prepaid. For this purpose, the member's address shall be the mailing address designated in writing by the member to the Secretary of the Association. If sent electronically, such notice shall be deemed effective when sent to the recipient, correctly addressed to the member at the member's email address as it appears on the current record of the members of the Association, without the sender receiving a failed email delivery return notice.

Notwithstanding the foregoing, if the notice provided for above clearly would not be fair and reasonable under the circumstances then existing, then notice appropriate for the circumstances shall be given; PROVIDED, HOWEVER, THAT notice for a meeting where any of the following matters are to be approved shall in all events be given as provided in the first paragraph of this Section 3.6: (i) director conflict of interest or indemnification, (ii) amendment to the Association's Articles of Incorporation or Bylaws, (iii) plan of merger or dissolution, or (iv) a sale of assets other than in the regular course of the Association's activities.

In the case of an annual, substitute annual meeting, or Mid-Winter

Conference, the notice of meeting shall specifically state the business to be transacted thereat or include a copy or summary of any proposed action. In the case of a special meeting, the notice of meeting specifically shall state the purpose or purposes for which the meeting is called, and only those matters which are stated in the notice may be acted upon at a special meeting of members.

Also, notice of an annual, substitute annual, Mid-Winter Conference, or special meeting of members shall give notice of any matter a member intends to raise at the meeting if the Association receives a written request of any matter the members intend to raise by members entitled to call a special meeting pursuant to Section 3.5 ("Special Meetings") of this Article, and such written request is received by the Secretary or Executive Director of the Association at least ten (10) days before the Association gives notice of such meeting.

Section 3.7 Waiver of Notice: A member may waive any notice of any meeting before or after the meeting. The waiver must be in writing, signed by the member, and delivered to the Association for inclusion in the minutes or filing with the Association records. A member's attendance in person at a meeting (a) waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business thereat, and (b) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter before it is voted upon.

Section 3.8 Record Date; Membership Lists: The record date for determining which persons are members and therefore entitled to vote shall be the close of business on the business day preceding the day on which notice of a member meeting is given; provided, however, that the record date shall be no earlier than sixty (60) days prior to the member meeting. The Board of Directors is not permitted to set a record date retroactively. The membership list shall be current as of the record date. Before each meeting of members, the Association shall prepare an alphabetical list of the members entitled to notice of the meeting and entitled to vote at the meeting, showing each such member's address and the number of votes each such member is entitled to cast at the meeting. As a part of the aforementioned membership list and prepared on the same basis, the Association shall list, current through the time of the membership meeting, a list of members, if any, who are entitled to vote at the meeting, but not entitled to notice of the meeting. The list shall be kept on file at the principal office of the Association for the period beginning two (2) business days after notice of the meeting is given and continuing through the meeting, and shall be available for inspection by any member, personally or by or with such member's representative, at any time prior to the meeting for the purpose of communication with other members concerning the meeting and at any time during the meeting or any adjournment thereof. A determination of members entitled to notice of, or to vote at, a member meeting is effective for any adjournment of meeting unless the Board of Directors fixes a new date for determining the right to notice or the right to vote, which the Board of Directors shall do if the meeting is adjourned to a date more than one hundred twenty (120) days after the date fixed for the original

meeting.

Section 3.9 Quorum: Unless provided otherwise by the North Carolina Nonprofit Corporation Act, a quorum shall be the members present at the Annual Conference, any substitute Annual Meeting, or the Mid-Winter Conference, during the stated time of the business session as scheduled in the published agenda for such meeting. At any other meeting of the members, a quorum shall consist of ten percent (10%) of the members registered to vote at such meeting. Once a member is represented for any purpose at a meeting, such member is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting, unless a new record date is or must be set for that adjourned meeting.

In the event business cannot be conducted at any meeting of members because a quorum is not present, that meeting may be adjourned to a later date by the affirmative vote of a majority of those present in person. If any meeting of members is adjourned by a vote of a majority of votes cast on the motion to adjourn to a different date, time, or place, notice need not be given of the new date, time, or place if the new date, time, or place is announced at the meeting before adjournment and if a new record date is not fixed for the adjourned meeting. If a new record date for the adjourned meeting is or must be fixed pursuant to North Carolina law, notice of the adjourned meeting must be given as provided in this Section to the members of record entitled to vote at the meeting as of the new record date. The quorum requirement at the next meeting of members, in the event of an adjournment because a quorum is not present, shall be one-half of the quorum requirement applicable to the meeting adjourned for lack of quorum. This provision will continue to reduce the quorum by fifty percent (50%) from that required at a previous meeting, until such time as a quorum is present and business can be conducted.

Section 3.10 Proxies: Members shall not be permitted to vote by proxy. Members must be physically present at a properly called membership meeting in order to vote.

Section 3.11 Voting: Members shall be entitled to vote on all matters herein and under North Carolina Nonprofit Corporation Act. Each voting member shall be entitled to one (1) vote on each matter submitted to a vote at the annual meeting, all voting rights to be subject to the provisions of these Bylaws. Except as otherwise provided in these Bylaws, the vote of a majority of the votes entitled to be cast by the members present shall be the act of the members on that matter. Voting on all matters, except the election of certain officers, as provided in Section 6.2 of these Bylaws, or the altering, amending, repealing or revising of the Bylaws, shall be by voice vote or show of hands unless, prior to the voting on any matter, a demand for a ballot vote in such matter is made by any member present. A vote taken by secret ballot cast by a majority of the members entitled to vote at the annual meeting shall be required to alter, amend, repeal, or revise the Bylaws of the Association.

Section 3.12 Rules of Order:

- (a) The presiding officer shall preserve order and decorum and shall take no part in debate while presiding. All questions of order shall be decided by the presiding officer subject to an appeal to the members in attendance at the meeting, and upon such appeal the vote shall be taken without debate. The presiding officer may state the reasons for the decision given and shall put the question as follows: "Shall the decision of the Chair be sustained?" A two-thirds (2/3) majority of those members in attendance at the meeting and entitled to vote thereon shall be necessary to reverse the decision of the Chair.
- (b) Every member speaking or offering a motion shall rise in their place, state their name and place of residence and respectfully address the presiding officer; and when finished speaking, shall at once resume their seat. The person speaking shall confine themselves to the question under debate and avoid all personal or derogatory language, and if required, shall put the motion in writing. A member called to order shall immediately cease speaking and resume their seat until the point of order in question has been decided, and then the member shall be entitled to the floor.
- (c) When two (2) or more members rise to speak at the same time, the presiding officer shall decide who is entitled to the floor.
- (d) A motion to take the previous question shall always be in order except when a member is in possession of the floor and must be put without debate, and if supported by majority of the voting members present voting shall be declared carried. No further debate or amendments shall be in order until the main question shall have been decided.
- (e) A motion to adjourn shall always be in order, except when a member is in possession of the floor or a vote is being taken or it has been decided that a vote be now taken. A motion to adjourn is not debatable, but a motion to adjourn to a given time is open to debate.
- (f) Any question coming before the annual, substitute annual, Mid-Winter Conference or special meetings, for which no provision has been made in the Articles of Incorporation, Bylaws, or Rules of Order, the presiding officer shall direct the process.

Section 3.13 Action by Written Ballot: Any action that may be taken at any annual, substitute annual, Mid-Winter Conference, or special meeting of members may be taken without a meeting if the Association delivers a written ballot to every

member entitled to vote on the matter. A written ballot shall: (a) set forth each proposed action, (b) provide an opportunity to vote for or against each proposed action, and (c) indicate the time by which a ballot shall be received by the Association in order to be counted. Approval by written ballot pursuant to this Section shall be valid only when the number of votes cast by ballot equals or exceeds one percent (1%) of all votes entitled to be cast on the issue proposed in the ballot and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the same total number of votes were cast. Once cast, a written ballot shall not be revoked.

ARTICLE IV

Board of Directors

Section 4.1 General Powers: The business and affairs of the Association shall be directed by Board of Directors or by such Executive Committee or other committees as the Board may establish pursuant to these Bylaws. Subject to the provisions of state law, the Board of Directors shall have the authority and discretion to implement and administer all programs involving expenditure of funds belonging to the Association or over which the Association has control.

Section 4.2 Number, Term and Election: Directors shall be residents of the State of North Carolina and shall be Active or Life Members of the Association as set forth in Section 6.3 herein. The number of directors shall be eight (8). The Board of Directors shall be composed as follows: One (1) director shall be the immediate Past President of the Association, one (1) director shall be the President of the Association, one (1) director shall be the First Vice President of the Association, and three (3) directors shall be the Regional Directors, elected as set forth in Section 4.4 herein, for as long as all of the aforementioned individuals hold the designated positions.

The remaining two (2) directors (hereinafter referred to from time to time as "Elected Directors") shall be members of the Association who shall be elected by the members at the annual meeting or substitute annual meeting of members as follows: The members shall elect a Second Vice President and Treasurer from eligible candidates nominated from the floor at the annual membership meeting, substitute annual membership meeting or special meeting. In order for a candidate to be eligible for nomination from the floor at the annual meeting, such candidate must have provided the Executive Director with written notice of their intent to run for one of the Elected Director positions no later than April 1 of the year in which they intend to run. A member shall only be eligible to submit intent to run for one (1) of the two (2) Elected Director positions at a time. In order to be eligible for nomination from the floor at a special meeting of the membership, such candidate must have provided the Executive Director with written notice of their intent to run for election at least 15 days prior to the date of the Special Meeting. When only one (1) nominee is nominated for each Elected Director position, the current President can take a voice vote of the members or can declare that the nominee is elected by acclamation. In the event there is more than one (1) nominee per Elected Director position, those persons who receive the highest number of votes by the members entitled to vote in the election at a

meeting shall be deemed to have been elected as Elected Directors. Despite the expiration of an Elected Director's term, the Elected Director continues to serve as such until the Elected Director's successor is elected and qualifies.

The immediate Past President, the President, the First Vice President, and the Second Vice President shall each service for a term of one (1) year or until their death, resignation, removal, or disqualification. The Treasurer shall serve for a term of three (3) years or until their death, resignation, removal, or disqualification.

Section 4.3 Qualifications: The immediate Past President, the President, the First Vice President and the Elected Directors shall be subject to the qualifications outlined in Section 6.3 herein. Employees of the Association shall not be eligible to be members of the Board of Directors during such person's employment but shall attend Board meetings as directed by the Board of Directors.

Section 4.4 Regional Directors: Each of Western Membership District, Piedmont Membership District, and Eastern Membership District (referred to each as a "Membership District") every third (3rd) year, depending upon the rotation schedule of the Membership Districts, shall elect a representative to serve as a Regional Director of the Association. Regional Directors shall serve a three (3) year term or until such Regional Director's death, resignation, removal, or disqualification.

The regional association for each Membership District shall verify that the nominee(s) for election of Regional Director: (i) are Active or Life Members of the Association; (ii) are current members of their respective regional association; (iii) currently reside in their respective Membership District; (iv) have served at least ten (10) consecutive years with either a fire department recognized by the North Carolina Department of Insurance or as a County Fire Marshal; and (v) have obtained the rank of Chief Officer with their respective fire department. Regional associations shall not be permitted to add any additional requirements for eligibility to serve as a Regional Director of the Board of Directors of the Association.

The Western North Carolina Association of Firefighters shall administer the Western Membership District. The Piedmont North Carolina Firefighters Association shall administer the Piedmont Membership District. The Eastern Carolina Firefighters Association shall administer the Eastern Membership District. The election of Regional Directors shall occur after January 1st of the year in which the election is required, but no later than April 30 of any year in which an election of Regional Director is required. Only Active and Life Members of the Association shall be entitled to vote in the regional association elections for the Regional Directors. Each voting member of the Association voting for a Regional Director shall be entitled to cast one (1) vote.

Section 4.5 Ascension of Directors: The President for any given year shall be the individual who served as First Vice President the preceding year in accordance with Section 6.2 herein. The First Vice President for any given year shall be the individual who served as Second Vice President the preceding year in accordance with Section 6.2 herein.

The immediate Past President for any given year shall be the individual who served as President the preceding year. The offices of President, First Vice President, and Second Vice President shall be rotated so that in any given year one of said offices shall be filled by a representative of each of the three (3) Membership Districts; the Western, Piedmont, and Eastern Membership Districts. Accordingly, a representative of each said district shall occupy each of the three (3) presidential offices in any given three (3) year period.

Section 4.6 Removal of Directors: Any director (other than a Regional Director, who may be removed pursuant to Section 4.7 herein) may be removed from office at any time with or without cause whenever the number of votes cast in favor of removal of the director exceeds the number of votes cast against such removal at a meeting where a quorum is present. A director may not be removed by the members at a meeting unless the notice of the meeting states that the purpose, or one of the purposes, of the meeting is the removal of the director so removed.

If a director is convicted of a felony while serving on the Board of Directors, such director shall be deemed to have forfeited his or her position and shall be automatically removed. Such a removal creates a vacancy which shall be filled in accordance with Section 4.9 herein. If a director becomes impaired, physically or mentally, to such an extent that such director is unable to discharge his or her powers and duties, that director shall be removed if a minimum of three-fourths (3/4) of the directors are present and vote in favor to remove. This creates a vacancy which shall be filled in accordance with the applicable sections herein.

Section 4.7 Removal of Regional Director (by vote of the Membership District): Any Regional Director may be removed from office at any time with or without cause by a vote of Active and Life Members located within the Membership District at a Regional Membership meeting and fire marshal offices from the Regional Director's respective Membership District whenever the number of votes cast in favor of removal of the Regional Director exceeds the number of votes cast against such removal at a meeting where a quorum is present. A Regional Director may not be removed by the members at a meeting of the Membership District unless the notice of the meeting states that the purpose, or one of the purposes, of the meeting is removal of the Regional Director so removed. If any Regional Director is so removed, a new Regional Director may be elected at the same meeting. In addition to the foregoing, the Regional Directors may be removed at any time with or without cause by an amendment to these Bylaws deleting or changing the provision containing the designation.

If a Regional Director is convicted of a felony while serving on the Board of Directors, such Regional Director shall be deemed to have forfeited his or her position and shall be automatically removed. Such removal creates a vacancy which shall be filled in accordance with the applicable sections herein. If a Regional Director becomes impaired, physically or mentally, to such an extent that such Regional Director is unable to discharge his or her powers and duties, that Regional Director shall be removed if a minimum of three-fourths (3/4) of the directors are present and vote in favor to remove. This creates a vacancy which shall be filled in accordance with the applicable sections herein.

Section 4.8 Resignation: A director may resign at any time by notifying the Board of Directors, orally or in writing, of such resignation. A resignation shall be effective upon receipt by the Association unless the Board of Directors permits the resigning director defer such resignation to a later date. In the event a resignation so specifies a later date, the Board of Directors may fill the pending vacancy prior to such date; however, the successor to such vacancy shall not serve until the effective date.

Section 4.9 Vacancies: If a vacancy occurs in the Elected Directors, the remaining directors shall fill the vacancy and said replacement shall serve until the next Annual Conference. If a vacancy occurs in the Regional Directors, such vacancy shall remain vacant until such times as the Active and Life Members of the Association located within the region fill the respective regional vacancy. If a vacancy occurs in any other directors, the remaining directors shall fill the vacancy and said replacement shall serve until the Annual Conference.

Notwithstanding the preceding paragraph, in the event of a vacancy in the office of President, the President shall be replaced by the First Vice President, who shall serve the remainder of the resigning President's term as well as the immediately subsequent one (1) year term which said First Vice President ordinarily would serve in accordance with Section 1 of Article V. The First Vice President shall be replaced by the Second Vice President for the remainder of the unfulfilled term, and said Second Vice President shall not be precluded from being a candidate for First Vice President for a succeeding one (1) year term. In the event of a vacancy in the office of Second Vice President, the Board of Directors shall elect an individual to serve as Second Vice President. Such individual shall be from the region otherwise not represented by a presidential officer. The individual serving as replacement Second Vice President shall not be precluded from seeking election to the position of Second Vice President for the succeeding one (1) year term.

Section 4.10 Chair of the Board: The President of the Association shall serve as Chair of the Board of Directors. The Chair shall preside at all meetings of the Board of Directors and perform such other duties as may be directed by the Board.

Section 4.11 Compensation: The Board of Directors may reimburse directors for all expenses incurred in attending regular and special meetings of the Board. The Board of Directors shall have the power and authority to negotiate and implement compensation arrangements for its officers, subject to the approval of the annual budget. The Board of Directors may appoint additional positions as deemed necessary for the success of the Association in a manner that benefits the Association. Additional positions may be of a temporary or permanent basis dependent on the needs of the Association. Additional positions may be contracted, compensated or non-compensated positions to carry out the business of the Association. Any other appointed positions shall not have the ability to vote on Board decisions.

Section 4.12 Committees of the Board: The Board of Directors, by resolution of a majority of the directors in office, may designate two or more directors to

constitute an Executive Committee and such other committees as the Board of Directors shall deem advisable, each of which, to the extent authorized by the North Carolina Nonprofit Corporation Act and provided in such resolution, shall have and may exercise all of the authority of the Board of Directors in the management of the Association. Each committee member serves at the pleasure of the Board of Directors. The provisions of these Bylaws, if any, governing meetings, action without meeting, notice and waiver of notice, and quorum and voting requirements of the Board of Directors apply to any committees of the Board of Directors established pursuant to this Section. The designation of any committee of the Board of Directors and the delegation thereto of the Board of Director's authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon him or her by law.

Section 4.13 Other Committees: Other committees not having the authority of the Board of Directors in the management of the Association may be designated by resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Such committee shall have such duties and responsibilities as may be set forth in the resolution designating the committee and the Board of Directors shall maintain policies, guidelines, and expectations which shall be readily available to any member of the committee to ensure concurrent or regular operations of the committees to meet the expectations of the Board of Directors.

ARTICLE V

Board of Director Meetings

Section 5.1 Regular Meetings: Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the directors.

Section 5.2 Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the President or any three (3) directors. Such meetings may be held either within or without the State of North Carolina.

Section 5.3 Notice of Meetings: Regular meetings of the Board of Directors may be held without notice. The person or persons calling a special meeting of the Board of Directors, at least two (2) days before the meeting, shall give notice thereof by any usual means of communication. Such notice need not specify the purpose for which the meeting is called. Any duly convened regular or special meeting may be adjourned by the Board of Directors to a later time without further notice.

Notwithstanding the foregoing provisions of this Section, notice for any meeting of the Board of Directors shall be made as may be required otherwise by the North Carolina Nonprofit Corporation Act, including without limitation, meetings of the Board of Directors where any of the following matters are to be approved: (a) amendment to the Association's Articles of Incorporation or Bylaws, (b) plan of merger or dissolution, or (c) a sale of assets other than in the regular course of the Association's activities.

Section 5.4 Waiver of Notice: Any director may waive notice of any meeting before or after the meeting. The waiver must be in writing, signed by the director entitled to the notice, and delivered to the Association for inclusion in the minutes or filing with the corporate records. The attendance by a director at, or the participation of a director in, a meeting shall constitute a waiver of any required notice of such meeting, unless the director, at the beginning of the meeting (or promptly upon the director's arrival thereat), objects to holding the meeting or to transacting any business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 5.5 Quorum: The presence of five (5) directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 5.6 Voting and Manner of Acting: Each director shall be entitled to one (1) vote on all matters that come before the Association. Except as otherwise provided in the Association's Articles of Incorporation or these Bylaws or by the North Carolina Nonprofit Corporation Act, 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 Board of Directors may hold regular or special meetings by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Proxy voting by Board members is prohibited.

Section 5.7 Informal Action: Action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by all directors and evidenced by one (1) or more written consents signed by each director before or after such action, describing the action taken, and delivered to the Executive Director of the Association for inclusion in the minutes or filing with the corporate records.

ARTICLE VI

Officers

Section 6.1 Number: The officers of the Association shall consist of an immediate Past President, a President, a First Vice President, a Second Vice President, a Treasurer, an Executive Director/Secretary, and a Deputy Executive Director/Assistant Secretary.

Section 6.2 Election and Term: The immediate Past President, President, First Vice President and Second Vice President and Treasurer shall be determined in accordance with Section 4.2 herein. The Executive Director and the Deputy Executive Director shall be selected by the directors and shall serve at the pleasure of the Board of Directors.

With the exception of the Treasurer, each officer shall serve for a term of one (1) year. The Treasurer shall serve for a term of three (3) years. The Treasurer may be reelected for additional terms.

Section 6.3 Qualifications: The officers of the Association shall be subject to the following qualifications:

a. Immediate Past President. The immediate Past President shall be an Active or Life Member of the Association.

b. President. The President shall: (i) be an Active Member of the Association and (ii) currently serve with a fire department recognized by the North Carolina Department of Insurance or in a county Fire Marshal office. Following the expiration of the President's term, if the President separates from active fire service, he or she shall not automatically ascend to the officer position of immediate Past President unless he or she has become a Life Member of the Association.

c. First Vice President. The First Vice President shall: (i) be an Active Member of the Association and (ii) currently serve with a fire department recognized by the North Carolina Department of Insurance or in a county Fire Marshal office. Following the expiration of the First Vice President's term, if the First Vice President separates from active fire service, he or she shall not automatically ascend to the officer position of President unless he or she has become a Lifetime Member of the Association.

d. Second Vice President. The Second Vice President shall: (i) be an Active Member of the Association; (ii) be a current member of his or her respective regional association, shall reside in his or her respective Membership District; (iii) have served at least ten (10) consecutive years with either a fire department recognized by the North Carolina Department of Insurance or in a county Fire Marshal office; (iv) have obtained the rank of Chief Officer with their respective fire department; and (v) be a resident of a Membership District not currently represented by the President or First Vice President in accordance with Section 6.2 herein.

e. Treasurer. The Treasurer shall: (i) be an Active or Life Member of the Association; (ii) have served at least ten (10) consecutive years with either a fire department recognized by the North Carolina Department of Insurance or in a county Fire Marshal office; and (iii) have obtained the rank of Chief Officer with their respective fire department.

Section 6.4 Removal and Resignation: An officer may resign or may be removed in accordance with Article IV herein.

Section 6.5 Immediate Past President: The immediate Past President shall, when the President is presiding, assist the President in every way possible. The immediate Past President shall also perform such other duties as from time to time may be assigned by the Board of Directors.

Section 6.6 President: The President shall serve as the Chair of the Board of Directors and shall preside at all meetings of the Board. The President shall make an annual report to the members in assembly at a meeting of the members and make such recommendations as he or she deems advisable and in the interest of the Association. In general, the President shall perform all duties incident to the office of President and such other duties as from time to time may be assigned by the Board of Directors.

Section 6.7 First Vice President: The First Vice President shall, when the President is presiding, assist the President in every way. In the absence of the President or in the event of the President's death, inability or refusal to act, the First Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The First Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 6.8 Second Vice President: The Second Vice President shall, when the President or First Vice President is presiding, assist such officer in every way. In the absence of the First Vice President or in the event of the First Vice President's death, inability or refusal to act, the Second Vice President shall perform the duties of the First Vice President, including the duty to perform as President as required in Section 6.6, and when so acting shall have all the powers of and be subject to all restrictions upon the First Vice President or the President, as the case may be. The Second Vice President shall perform such other duties as from time to time may be assigned by the President or the Board of Directors.

Section 6.9 Executive Director/Secretary: The Executive Director shall have the responsibility and authority to maintain and authenticate the records of the Association and shall keep accurate records of the acts and proceedings of all meetings of members and directors. The Executive Director shall give all notices required by law and by these Bylaws. The Executive Director shall have general charge of the corporate books and records and of the corporate seal, and shall affix the corporate seal to any lawfully executed instrument requiring it. The Executive Director shall keep all records required by law at the principal office of the Association. The Executive Director shall keep, at the registered or principal office of the Association, a record of members showing the name and address of each member. The Executive Director shall sign such instruments as may require the Executive Director's signature. In addition, the Executive Director shall, subject to supervision by the Board of Directors, direct and conduct the business of the Association on a day to day basis. The Executive Director shall be entitled to attend meetings of the Board of Directors; provided, however, that the Executive Director shall not be entitled to vote on any matters before the directors.

Section 6.10 Deputy Executive Director/Assistant Secretary: The Deputy Executive Director shall assist the Executive Director with all businesses and programs of the Association. The Deputy Executive Director shall be evaluated on an annual basis by the Presidents and Vice Presidents and such evaluation shall be submitted

to the Board of Directors for approval. The Deputy Executive Director shall be entitled to attend meetings of the Board of Directors; provided, however, that the Deputy Executive Director shall not be entitled to vote on any matters before the directors.

Section 6.11 Treasurer: The Treasurer shall have oversight of all funds and securities belonging to the Association and shall review the receiving, depositing, and disbursement of the same under the direction of the Board of Directors. The Treasurer shall ensure staff maintains appropriate accounting records as may be required by law. In general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by Board of Directors.

ARTICLE VII

Contracts, Loans, Checks and Deposits

Section 7.1 Contracts: Consistent with the purpose of the Association as contained in the Association's Articles of Incorporation, the Board of Directors may authorize any officer or officers or any agent or agents, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. The Board of Directors may enter into employment contracts on such terms and conditions as the Board of Directors deems necessary or desirable.

Section 7.2 Loans: No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or specific in nature and scope. Notwithstanding the foregoing, no loan, guaranty, or other form of security shall be made or provided by the Association to or for the benefit of any of its directors, officers, employees or members.

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

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

ARTICLE VIII

General Provisions

Section 8.1 Seal: The corporate seal of the Association shall consist of two (2) concentric circles between which is the name of the Association and in the center

of which is inscribed SEAL; and such seal, in the form approved and adopted by the Board of Directors, shall be the corporate seal of the Association.

Section 8.2 Amendments: A vote taken by secret ballot cast by two-thirds (2/3) of the members present and entitled to vote shall be necessary for the adoption of any alteration, amendment or repeal of these Bylaws, provided that the proposed amendment shall have been submitted in writing at a meeting of the Board of Directors held at least sixty (60) days prior to the annual meeting. At least thirty (30) days prior to the meeting of the membership, the Board of Directors shall cause a copy of the proposed amendment to be mailed to each member of the Association. The Board of Directors may approve grammatical and non-substantive changes to these Bylaws, provided that such changes shall be published in a manner that provides for member review prior to the annual or regular meeting.

Section 8.3 Fiscal Year; Audit: The fiscal year of the Association shall end on June 30 of each calendar year. The Board of Directors shall make a complete study of the audit, if required, of the books and vouchers of the Association and shall report the financial condition of the Association at each annual meeting. Each year, the Board of Directors shall cause an audit to be conducted and shall present the financial condition of the Association to the membership at the Annual Conference.

Section 8.4 Dissolution: Upon dissolution of the Association, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated 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 1986 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Section 8.5 Conflict of Interest Policy: The Board of Directors shall adopt a conflict of interest policy and maintain an annual disclosure process that applies to all officers, directors and employees of the Association.

ARTICLE IX

Indemnification

The Association shall indemnify, to the fullest extent permitted by law and this Article, any person who is or was a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding (and any appeal therein), whether civil, criminal, administrative, arbitrative, or investigative and whether or not

brought by or on behalf of the Association, by reason of the fact that such person is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, committee member, partner, trustee, employee, or agent of another Association, partnership, joint venture, trust, or other enterprise or as a trustee or administrator under an employee benefit plan, or arising out of such party's activities in any of the foregoing capacities, against all liability and litigation expense, including reasonable attorneys' fees; PROVIDED, HOWEVER, that the Association shall not indemnify any such person against liability or expense incurred on account of such person's activities which were at the time taken known or believed by such person to be clearly in conflict with the best interests of the Association or if such person received an improper personal benefit from such activities. The Association likewise shall indemnify any such person for all reasonable costs and expenses (including attorneys' fees) incurred by such person in connection with the enforcement of such person's right to indemnification granted herein.

The Association shall pay all expenses incurred by any claimant hereunder in defending a civil or criminal action, suit, or proceeding as set forth above in advance of the final disposition of such action, suit, or proceeding upon receipt of and undertaking by or on behalf of such claimant to repay such amount unless it ultimately shall be determined that such claimant is entitled to be indemnified by the Association against such expenses.

The Board of Directors of the Association shall take all such action as may be necessary and appropriate to authorize the Association to pay the indemnification required by this Bylaw, including without limitation, (a) a determination by a majority vote of disinterested directors (i) that the activities giving rise to the liability or expense for which indemnification is requested were not, at the time taken, known or believed by the person requesting indemnification to be clearly in conflict with the best interests of the Association and (ii) that the person requesting indemnification did not receive an improper personal benefit from the activities giving rise to the liability or expense for which indemnification is requested, and (b) to the extent needed, giving notice to the members of the Association.

Any person who at any time after the adoption of this Bylaw serves or has served in any of the aforesaid capacities for or on behalf of the Association shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this Bylaw.

The Board of Directors of the Association hereby certifies that the foregoing Amended and Restated Bylaws of the Association were duly approved and adopted by the Board of Directors and duly adopted by the members on January 30, 2020.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of the 30th day of January, 2020.

_____, President

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