

AMENDED AND RESTATED  
BYLAWS OF  
NORTH CAROLINA STATE FIRFIGHTERS'  
ASSOCIATION (A NONPROFIT CORPORATION)

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AMENDED AND RESTATED BYLAWS  
OF  
NORTH CAROLINA STATE FIREFIGHTERS' ASSOCIATION

ARTICLE I

Offices

Section 1.1 Principal Office: The principal office of the Association shall be located in Raleigh, North Carolina.

Section 1.2 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 1.3 Other Offices: The Association may have offices at such other places, either within or without the State of North Carolina, as the Executive Board from time to time may determine, or as the affairs of the Association from time to time may require.

ARTICLE II

Membership and Dues

Section 2.1 Membership: The membership of this Association shall consist of any rated and certified fire department ("Fire Department") and any county fire marshal office upon the payment of such fees and dues as required by the Bylaws. In addition to the Fire Department and county fire marshal office themselves, the Chiefs, Chief Officers, and all individual members of such Fire Department or county fire marshal office shall be "members" of the Association; provided, however, that such individuals' names appear on the roster submitted by their respective Fire Departments or county fire marshal offices to the Office of the Association's Executive Director and such Fire Department or county fire marshal office has paid the annual dues for each individual member as determined by the Executive Board. Further, the Executive Board shall have the authority to award honorary memberships and lifetime memberships in the Association. Members shall have voting rights through delegates as set forth herein.

Section 2.2 Voting Rights of Delegates: Every fire department in the State which is a member of the Association shall, on or before the first day of July in each year, select two delegates and two alternates to serve for the ensuing year with the Chief and one Chief Officer of the member fire department, who shall represent the department and the individual members thereof. Each member department shall be entitled to four (4) votes consisting of one (1) vote for the Chief, one (1) vote for the Chief Officer, and two delegates with one (1) vote each. In the absence of a delegate the alternate may cast the vote of the absent delegate. Should only one delegate be present, such delegate may cast both delegate votes. If no delegates and only one alternate be present, such alternate may cast both of the votes assigned to the delegates. The total votes for each member department shall not exceed four (4) votes. Each county fire

marshal office which has less than twenty (20) fire marshals on staff who are members of the Association shall be represented by one (1) delegate vote on each matter submitted to a vote at a meeting of delegates, to be cast by the delegate of said office chosen as provided below or their alternate. Each county fire marshal office which has twenty (20) or more fire marshals on staff who are members of the Association shall be represented by four (4) delegate votes on each matter submitted to a vote at a meeting of the delegates. Said votes shall be cast as follows: one (1) vote by the fire marshal, one (1) vote by the deputy fire marshal, and one (1) vote by each of two delegates chosen as provided below or their alternates. On or before the first day of July of each year, each county fire marshal office entitled to vote hereunder shall elect by majority vote of the fire marshals on staff the appropriate number of delegates hereunder to cast said votes and an alternate for each such delegate. In order to be elected as a delegate, a person must be a fire marshal on staff with the office which he would be representing and a member of the Association pursuant to Section 2.1 herein. In the absence of a delegate at a meeting, an alternate shall cast the vote of the delegate. In the event a delegate is absent from a meeting and no alternative is present, the other delegate from the county fire marshal office, if any, shall cast all votes allocated to the delegates. In the event no elected delegate from a county fire marshal office is present at a meeting, one or more of alternates for such county fire marshal office shall cast all of the votes allocated to the delegate(s). All firefighter and fire marshals designated as delegates must be members of the Association, and their names must appear on the roster submitted by their respective offices or departments to the office of the Association's Executive Director in order to be entitled to vote. With the exception of members serving as delegates as provided above, no member of the Association shall have any rights to vote except as otherwise expressly provided herein or by the Act. Each voting member shall register with the voting official prior to the start of the annual or special election and state the department or fire marshal office and the category they are voting under (Chief, Chief Officer, Fire Marshal, Deputy Fire Marshal, or Delegate). Once the department or fire marshal's office has voted the allowed number of votes allocated, no more representatives will be allowed by the election official to vote from that department or office. Any Honorary Member or Lifetime Member of the Association shall not vote except as accredited delegates selected in accordance with the provision of these Bylaws, and shall not be eligible to hold office in the Association.

In those cases, in which secret ballots are required, delegates are required to vote only for those persons who are nominated on the floor. The addition of a write-in candidate to a secret ballot will invalidate the ballot in question.

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 Executive Board 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 specified in resolution of the Executive Board.

Any Honorary or Lifetime Member of the Association shall have all of the rights and privileges of a regular member, except that Honorary and Lifetime member shall not participate in the Firemen's Relief Fund, unless they meet the requirements as set forth in Section 2.1 herein.

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 Executive Board shall deem appropriate, including without limitation, the failure to pay the required membership fees and/or dues as prescribed by the Executive Board, the failure or loss of its rating or certification as a North Carolina fire department, the failure to remain a fire fighter or county fire marshal, or the failure to comply with the requirements of the Association's constitution or bylaws. Membership rights also shall terminate upon the resignation or death of a member.

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.

Section 2.6 Fees and Dues: All fees and dues shall be determined from time to time by the Executive Board.

### ARTICLE III

#### Meetings of Delegates

Section 3.1 Place of Meetings: All meetings, if any, of delegates shall be held at the principal office of the Association or at such other place within the State of North Carolina as shall be designated in the notice of the meeting.

Section 3.2 Annual Meetings: The annual meeting of delegates shall be held each year at the Annual Conference, at a time and date specified by the Executive Board. The annual meeting of delegates shall be held for the purpose of electing officers of the Association, such other purposes as may be 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 3.4 of this Article. A meeting so called shall be designated and treated for all purposes as the annual meeting.

Section 3.4 Special Meetings: Special meetings of the delegates may be called at any time by (a) the President, or (b) the Executive Board of the Association, and shall be called by the Executive Director of the Association within thirty (30) days upon receipt of a written request signed, dated, and delivered to the Executive Director by the holders of at least thirty percent (30%) of all the votes entitled to be cast on any issue

proposed in such request to be considered at the meeting.

Section 3.5 Notice of Meetings: Notice of meetings of delegates 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 Fire Department or county fire marshal office of record entitled to vote by delegate at such meeting, unless the North Carolina Nonprofit Corporation Act or the corporation'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 fire department and fire marshal office of record 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 fire department or fire marshal office at its address as it appears on the current record of members of the Association, with postage thereon prepaid.

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 3.5: (i) Executive Board member 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 or substitute annual meeting of delegates, the notice of meeting need not specifically state the business to be transacted thereat or include a copy or summary of any proposed action, unless any of the foregoing expressly is required by the provisions of the North Carolina Nonprofit Corporation Act. 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 delegates.

If any meeting of delegates 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.

Section 3.6 Waiver of Notice: A delegate may waive any notice of any meeting before or after the meeting. The waiver must be in writing, signed by the delegate, and delivered to the Association for inclusion in the minutes or filing with the Association records. A delegate's attendance in person at a meeting (a) waives objection to lack of notice or defective notice of the meeting, unless the delegate 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 delegate objects to considering the matter before it is voted upon.

Section 3.7 Membership Lists: Before each meeting of delegates, the Association shall prepare an alphabetical list of the member department or offices entitled to notice of the meeting and entitled to vote by delegate at the meeting, showing each such member's address and the number of votes each such member fire department and county fire marshal office 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 delegate, personally or by or with such delegate's representative, at any time prior to the meeting for the purpose of communication with other delegates concerning the meeting and at any time during the meeting or any adjournment thereof. A determination of delegates entitled to notice of, or to vote at, a delegate meeting is effective for any adjournment of meeting unless the Executive Board fixes a new date for determining the right to notice or the right to vote, which the Board shall do if the meeting is adjourned to a date more than 120 days after the date fixed for the original meeting.

Section 3.8 Quorum: Unless provided otherwise by the North Carolina Nonprofit Corporation Act if the annual meeting is held at the Annual Conference as described herein above, a quorum shall be the delegates present in the meeting room during the stated time of the business session as scheduled in the published agenda for the Annual Conference. At any other meeting of the delegates, a quorum shall consist of thirty percent (30%) of the delegates 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.

Section 3.9 Proxies: Delegates may only vote in person, not by proxy.

Section 3.10 Voting: Members shall be represented by delegate vote as is set forth in Section 2.2 above on all matters as to which delegates may be entitled to vote under North Carolina Nonprofit Corporation Act and those matters reserved to delegates in the Association's Articles of Incorporation except as otherwise provided herein. Each delegate 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 delegates present shall be the act of the members on that matter. Voting on all matters, except the election of 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 delegate present. A vote taken by secret ballot cast by a majority of the delegates entitled to vote at the annual meeting shall be required to alter, amend, repeal, or revise the Bylaws of the Association.

Section 3.11 Record Date: Delegates at the close of business on the business day preceding the day on which notice of a delegate's meeting is given are entitled to notice of such meeting, and delegates on the date of a delegate's meeting who are otherwise eligible to vote are entitled to vote at such delegates' meeting.

## ARTICLE IV

### Executive Board

Section 4.1 General Powers: The business and affairs of the Association shall be directed by the Executive Board 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 Executive Board 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 Qualifications: The number of Executive Board members constituting the Executive Board shall be nine (9). The Executive Board shall be composed as follows. One (1) Executive Board position shall be the immediate Past President of the Association, one (1) Executive Board position shall be the President of the Association, one (1) Executive Board position shall be the First Vice-President of the Association, and three (3) Executive Board positions shall be the Regional Directors, elected as set forth in Section 4.3 hereof, for as long as all of the aforementioned individuals hold the designated positions. The remaining three (3) Executive Board Members (hereinafter referred to from time to time as "Elected Directors") shall be members of the Association who shall be elected by the delegates at the annual meeting of delegates as follows: The delegates shall elect a Second Vice President, Statistician, and Treasurer from eligible candidates nominated from the floor at the 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. 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 nominee is nominated for each Elected Director position, the current President can take a voice vote of the delegates 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 delegates or alternate delegates entitled to vote in the election at a meeting at which a quorum is present shall be deemed to have been elected as Elected Directors. The Treasurer and Statistician shall hold office for a term of three (3) years) or until such Elected Director's death, resignation, removal, or disqualification. 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. Executive Board members shall be residents of the State of North Carolina and shall be members of the Association pursuant to the first paragraph of Section 2.1 hereof.

Employees of the Association shall not be eligible to be members of the Executive Board during such person's employment or for the three (3) year period following the termination thereof.

Section 4.3 Regional Directors: Each of Western Membership District, Piedmont Membership District, and Eastern Membership District (referred to each as a "Membership District") every third year, depending upon the rotation schedule of the Membership Districts, shall elect a representative to serve as a Regional Director of the Executive Board 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 are (i) members of the North Carolina State Fireman's Association as spelled out in Section 2.1 of these Bylaws, (ii) are members of their respective regional association, (iii) resides in their respective Membership District, and (iv) served at least 10 consecutive years with either a fire department recognized by the NC Department of Insurance or as a County Fire Marshal. Regional associations shall not be permitted to add any additional requirements for eligibility to serve as a Regional Director of the Executive Board.

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 June 30 of any year in which an election of Regional Director is required. Each fire department and fire marshal's office shall be entitled to one (1) vote in the regional election.

Section 4.4 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.

Section 4.5 Removal of Directors: Any director, (other than a Regional Director, who may be removed pursuant to Section 4.6 herein) may be removed from office at any time with or without cause by at least a fifty (51%) vote of all delegates present and entitled to vote at any meeting of members at which a quorum is present. A director may not be removed by the delegates 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 any directors are so removed, new directors may be elected at the same meeting.

Section 4.6 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 member departments 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. A Regional Director may not be removed by the delegates at a Regional meeting unless the notice of the meeting states that the purpose or one of the purposes, of the meeting is removal of the Regional Director. If any Regional Director is so removed, a new Regional Director may be elected at the same meeting. In addition, 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.

Section 4.7 Vacancies: If a vacancy occurs in the Elected Directors, the delegates entitled to vote for Elected Directors shall fill the vacancy. If a vacancy occurs in the Regional Directors, such vacancy shall remain vacant until such times as there is an immediate past President of the Association, President of the Association, or until the region members of that grouping to fill the respective vacancy.

Section 4.8 Chair of the Board: The President of the Association shall serve as Chair of the Executive Board. The Chair shall preside at all meetings of the Executive Board and perform such other duties as may be directed by the Executive Board.

Section 4.9 Compensation: The Executive Board may reimburse Executive Board members for all expenses incurred in attending regular and special meetings of the Board. The Executive Board shall have the power and authority to negotiate and implement compensation arrangements for its officers, subject to the approval of the annual budget.

Section 4.10 Committees of the Board: The Executive Board, by resolution of a majority of the number of Executive Board members in office, may designate two or more Executive Board members to constitute an Executive Committee and such other committees as the Executive Board 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 Executive Board in the management of the Association. Each committee member serves at the pleasure of the Executive Board. The provisions of these Bylaws, if any, governing meetings, action

without meeting, notice and waiver of notice, and quorum and voting requirements of the Executive Board apply to any committees of the Executive Board established pursuant to this Section. The designation of any committee of the Executive Board and the delegation thereto of the Executive Board's authority shall not operate to relieve the Executive Board, or any member thereof, of any responsibility imposed upon him or her by law.

Section 4.11 Other Committees: Other committees not having the authority of the Executive Board in the management of the Association may be designated by resolution adopted by a majority of the Executive Board members 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.

## ARTICLE V

### Meetings of Executive Board

Section 5.1 Regular Meetings: A regular meeting of the Executive Board shall be held immediately after, and at the same place as, the annual meeting of members, if any. Otherwise, the Executive Board may provide, by resolution, the time and place, either within or without the State of North Carolina, for the holding of additional regular meetings.

Section 5.2 Special Meetings: Special meetings of the Executive Board may be called by or at the request of the President or any two (2) Executive Board members. Such meetings may be held either within or without the State of North Carolina.

Section 5.3 Notice of Meetings: Regular meetings of the Executive Board may be held without notice. The person or persons calling a special meeting of the Executive Board, 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 Executive Board to a later time without further notice.

Notwithstanding the foregoing provisions of this Section, notice for any meeting of the Executive Board shall be made as may be required otherwise by the North Carolina Nonprofit Corporation Act, including without limitation, meetings of the Executive Board 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 Executive Board member may waive notice of any meeting before or after the meeting. The waiver must be in writing, signed by the Executive Board member entitled to the notice, and delivered to the Association for inclusion in the minutes or filing with the corporate records. The attendance by an Executive Board member at, or the participation of an Executive Board member in, a meeting shall constitute a waiver of any required notice of such meeting, unless the Executive Board member, at the beginning of the meeting (or promptly upon

the Executive Board member'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: A majority of the Executive Board members in office immediately before a meeting begins shall constitute a quorum for the transaction of business at any meeting of the Executive Board.

Section 5.6 Voting and Manner of Acting: Each Executive Board member 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 Executive Board members present at a meeting at which a quorum is present shall be the act of the Executive Board.

Section 5.7 Presumption of Assent: An Executive Board member of the Association who is present at a meeting of the Executive Board or at a meeting of any committee of the Executive Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless (a) such Executive Board member objects at the beginning of the meeting (or promptly upon the Executive Board member's arrival thereat) to holding the meeting or to transacting any business at the meeting, or (b) such Executive Board member's contrary vote is recorded or such Executive Board member's dissent or abstention from the action taken otherwise is entered in the minutes of the meeting, or (c) such Executive Board member files written notice of dissent or abstention to such action with the person presiding at the meeting before the adjournment thereof or forwards such notice by registered mail to the Executive Director of the Association immediately after the adjournment of the meeting. Such right of dissent or abstention is not available to an Executive Board member who voted in favor of the action taken.

Section 5.8 Informal Action by Executive Board: Action required or permitted to be taken at a meeting of the Executive Board may be taken without a meeting if the action is taken by all members of the Executive Board and evidenced by one (1) or more written consents signed by each Executive Board member 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 a President, a First Vice President, a Second Vice President, a Treasurer, a Statistician, an Executive Director, and a Chaplain. No two (2) or more offices may be held by the same person.

Section 6.2 Election and Term: The officers of the Association shall be those Elected Directors, elected as officers by the delegates of the Association pursuant to Section 4.2 hereof and the President for any given year shall be the individual who served as First Vice President for the preceding year, and the First Vice President for any given year shall be the individual who served as Second Vice President for 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. The Second Vice President, Statistician, and Treasurer, upon vacancy or expiration of the term of office, shall be elected at the annual meeting of members. Election of any officer shall be by secret ballot. Notwithstanding the foregoing, at the discretion of the President, the election of any officer may be conducted by voice vote or show of hands if there is only one nominee for said position. In those cases, in which secret ballots are required, members are required to vote only for those persons who are nominated on the floor. The addition of a write-in candidate to a secret ballot will invalidate the ballot in question. The Executive Director, and Chaplain, shall be selected by the Executive Board and shall serve at the pleasure of the Executive Board.

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

Section 6.3 Removal and Resignation: An officer may resign at any time by notifying the Association, orally or in writing, of such resignation. A resignation shall be effective upon receipt by the Association unless it specifies in writing a later effective date. In the event a resignation so specifies a later effective date, the Executive Board may fill the pending vacancy prior to such date; however, the successor to the resigning officer may not take office until the effective date. In the event of a resignation, removal, or other failure to fulfill the responsibilities of an office, such vacancy shall be filled by vote of the Executive Board, and said replacement shall serve until the next annual meeting in the case of an officer selected pursuant to Section 4.2 hereof, or until the next meeting of the applicable regional association in the case of a Regional Director, at which time a replacement shall be elected for the remaining term of the office in question.

Notwithstanding the preceding paragraph, if the President resigns or is otherwise unable to serve, 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-year term which said First Vice President ordinarily would serve in accordance with Section 1 of this 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-year term. In the event of a vacancy in the office of Second Vice President, the Executive Board shall elect an individual to serve as Second Vice President. Such individual shall be from the region otherwise not represented by a presidential officer. Any

replacement Second Vice President shall serve until the next meeting of the applicable regional association, at which time said regional association shall elect a replacement for the remaining term of office of the Second Vice President. 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-year term.

Section 6.4 President: The President, when present, shall preside at all meetings of members. The President, with any other proper officer, may sign any deeds, leases, mortgages, bonds, contracts or other instruments which lawfully may be executed on behalf of the Association, except where required or permitted by law otherwise to be signed and executed and except where the signing and execution thereof shall be delegated by the Executive Board to some other officer or agent. 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 Executive Board.

Section 6.5 Vice Presidents: In the absence of the President or in the event of the President's death, inability or refusal to act, the First Vice President, or Second Vice President if the First Vice President is unable to serve, 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. Any Vice President shall perform such other duties as from time to time may be assigned by the President or by the Executive Board.

Section 6.6 Statistician: The Statistician shall compile correctly the statistics of each village, district, and city in the State of all matters pertaining to the fire service, annually correcting the previous records, which shall include everything of interest to the fire service, and annually the Statistician shall make a report to the Association that is comprehensive in every respect.

Section 6.7 Executive Director: The Executive Director shall keep accurate records of the acts and proceedings of all meetings of members and Executive Board members. 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 Executive Board, direct and conduct the business of the Association on a day to day basis.

Section 6.8 Treasurer: The Treasurer shall have custody of all funds and securities belonging to the Association and shall receive, deposit or disburse the same under the direction of the Executive Board. The Treasurer shall maintain 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 the Executive Board.

Section 6.9 Chaplain: The Chaplain shall conduct religious exercises and activities on behalf of the Association. The Chaplain shall conduct religious services at the beginning of all meetings of the Association. In general, the Chaplain shall perform all duties incident to the office of Chaplain and such other duties as from time to time may be assigned by the President or the Executive Board.

## 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 Executive Board 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 Executive Board may enter into employment contracts on such terms and conditions as the Executive Board 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 Executive Board. 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 Executive Board members, 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 Executive Board.

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 Executive Board shall direct.

## ARTICLE VIII

### General Provisions

Section 8.1 Seal: The corporate seal of the Association shall consist of two 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 Executive Board, shall be the corporate seal of the Association.



Section 8.2 Amendments: These Bylaws may be amended or repealed by a vote of a majority of the delegates entitled to vote, provided that the vote shall be by secret ballot, and provided further that the proposed amendment shall have been submitted in writing at a meeting of the Executive Board held at least sixty (60) days prior to the annual meeting. At least thirty (30) days prior to the meeting of the membership, the Executive Board shall cause a copy of the proposed amendment to be mailed to each fire department that is a member of the Association and to each fire marshal office which has fire marshals who are members of the Association.

Section 8.3 Fiscal Year: The fiscal year of the Association shall end on June 30 of each calendar year.

Section 8.4 Rules of Order: Parliamentary matters not governed by the Constitution or by these Bylaws shall be governed by such rules of order as the President shall deem appropriate. The President shall notify the membership of the particular rules of order being utilized.

## 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, arbitative, 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 an Executive Board Member, officer, employee or agent of the Association, or is or was serving at the request of the Association as an Executive Board Member, officer, 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 Executive Board 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.