



Orange Grove Volunteer Fire Company, Inc.

6800 Orange Grove Road Hillsborough, NC 27278

Phone: (919) 967-5858 / Website: www.ogfire.org

BYLAWS OF

ORANGE GROVE VOLUNTEER FIRE COMPANY, INC.

ARTICLE I

Objectives and Purposes; Office

Section 1.1 Objectives and Purposes

Orange Grove Volunteer Fire Company, Inc. is organized for all lawful purposes for which a non-profit corporation may be organized under the laws of the State of North Carolina, including but not limited to the following purposes:

- A. To perform charitable purposes, including making of distributions to organizations that qualify as exempt organizations under section 501 (c)(4) of the Internal Revenue Code, or the corresponding sections of any future federal tax code.
- B. To provide fire suppression, rescue, and emergency services and to acquire and own fire, rescue, medical, and other emergency services apparatus for use in the protection of persons and property from injury, loss, damage, destruction by fire, and other emergencies, and to undertake any lawful activity in furtherance of these general purposes.
- C. To own and acquire land and to construct and erect buildings for corporate purposes, for use as housing for firefighters and rescue or medical personnel, for the housing of fire, rescue, medical, and other emergency apparatus, and for the providing of a place of meeting for the firefighters, members, and directors of the corporation.
- D. To own and acquire land and all types of training equipment for the training of firefighters and rescue or medical personnel of the corporation; to sponsor or hold firefighting and emergency services schools; to provide emergency services authorized by the authority having jurisdiction over such emergency services.
- E. To perform all acts which may be deemed necessary or expedient for the proper and successful prosecution of the objects and purposes for which the corporation is created; provided, however, that no such power shall be exercised in a manner which is inconsistent with Chapter 55A of the North Carolina General Statutes or Section 501 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.



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- F. To perform any activity or task incidental or related to the activities of a Fire Department, including the purchase, ownership, and disposition of equipment and land; providing mutual aid to other fire departments, assisting in auxiliary activities and groups; community support and outreach; enhancing community welfare and safety; the borrowing and loaning of money in furtherance of these purposes.

Section 1.2 Principal Office

The principal office of Orange Grove Volunteer Fire Company, Inc. (hereinafter called the "Corporation" or "Fire Department"), shall be located at 6800 Orange Grove Road Hillsborough, NC 27278. The location of the principal office of the Corporation may be changed from time to time by action of a majority of the Corporation's Board of Directors (hereinafter "Board").

Section 1.3 Registered Office

The registered office of the Corporation shall be located at 6800 Orange Grove Road Hillsborough, NC 27278. The location of the registered office of the Corporation may be changed from time to time by action of the Board, but its location must always be identical to the business office of the Corporation's registered agent.

Section 1.4 Other Offices

The Corporation may also have offices and places of business at such other places within or without the State of North Carolina as the Board may determine or the business of the Corporation may require.

Section 1.5 Registered Agent

The Corporation shall continuously maintain in North Carolina a registered agent, who shall be (i) an individual who resides in North Carolina, or (ii) a domestic corporation or nonprofit domestic corporation whose business office is identical to the registered office.

ARTICLE II

Members of the Non-Profit Corporation & Removal of Members

Section 2.1 Members of the Corporation

Corporate Members must be a minimum of eighteen (18) years of age and be either a legal United States citizen or legal United States resident. The corporate member shall also meet the following requirement.

- The member shall be an active volunteer of this fire department, that is listed on the North Carolina Firefighters Association roster; or
- Shall live within the Fire District and pay fire tax that supports this fire department.



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Section 2.2 Class of Members

The Corporation shall have only one class of corporate members.

Section 2.3 Duties of Members

The corporate members shall have only the duties and authority mandated by Chapter 55A of the General Statutes and as set forth in these bylaws. Specifically, members shall be entitled to elect members of the Board of Directors at the annual meeting as provided in Section 3.4 and shall be entitled to take action to remove a member of the Board of Directors as provided in Section 3.6.

Section 2.4 No Voting by Non-Member

If a person does not meet the requirements of Section 2.1 at the time of the annual meeting, the person shall not be considered a corporate member, and shall not be entitled to vote.

ARTICLE III

Board of Directors

Section 3.1 General Powers

The Board of Directors shall manage the business and affairs of the corporation, in accordance with the provisions of applicable law, the Articles of Incorporation, and these Bylaws.

Section 3.2 Number and Qualifications of the Board of Directors

The total number of directors of the corporation shall be six (6). To serve as a director, a person must be at least eighteen years of age and must be a legal resident of the United States or a United States citizen. All six (6) Directors shall be elected by the corporate membership at the annual meeting. Non-Director officers cannot vote on matters coming before the Board.

Section 3.3 Terms, and Term Limits of the Members of the Board of Directors

Terms - Terms for the board members who are elected by the corporate members shall be three (3) years, or until a successor director has been elected. Terms of the members of the Board shall be staggered so that two (2) directors shall be elected each year.

Term Limits - There shall be no term limits on any board position. A board member may serve for so many terms as he or she is elected to serve by the members.

Section 3.4 Election of Board of Directors

A. Time for Elections.

Regular elections of Directors shall be held at the Annual Meeting of the Members of the



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Corporation. Each Member of the Corporation in attendance shall have one vote, and all votes shall be by secret ballot.

After the Board Secretary attests to the voting results, the Board of Directors shall consider a motion for destruction of the actual ballots.

B. Interest Cards and Eligibility Review.

Any Member of the Corporation interested in serving as a Director shall complete and submit a **Director Interest Card** no later than 30 days, and no earlier than 45 days, before the Annual Meeting. Interest Cards shall be made available at the fire station during regular business hours (Monday–Friday, 9:00 a.m. to 5:00 p.m.) and on the department's website.

By completing the Interest Card, the applicant consents to a criminal background check and verification of membership eligibility. The Board of Directors, or its designated officers, shall:

1. Obtain a criminal background report for each applicant.
2. Confirm that the applicant meets all membership and director qualifications as required by these bylaws and applicable law.
3. Consult, if necessary, with outside resources such as the Corporation's attorney, insurance carrier, or human resources consultant to determine eligibility.

If an applicant is deemed eligible, the applicant's name shall be included on the ballot for the Annual Meeting. If an applicant is not eligible, the applicant's name shall not be included.

- **Current Directors Seeking Re-Election.** A sitting Director who wishes to serve another term is not required to submit a new Interest Card. However, such Director shall publicly declare their intent to seek re-election during a regular or special open meeting of the Board at least 30 days prior to the Annual Meeting.

C. Director Nominations at the Annual Meeting.

In the ordinary course of business, there shall be no nominations from the floor at the Annual Meeting. All nominations must go through the Interest Card process and eligibility review described above.

If a vacancy occurs within 30 days before the Annual Meeting and there is not enough time for the eligibility review to be completed, nominations from the floor will be accepted at the Annual Meeting only for that newly occurring vacancy.

D. Assumption of Office.

Elected Directors shall take office once deemed elected.

Section 3.5 Conflict of Interest; Nepotism

In performing their duties, the Directors shall avoid any conflict of interest and the appearance of a conflict of interest, if possible. A direct conflict of interest occurs when a director has a



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direct interest in or actually is, the other party to the transaction being considered. An indirect conflict of interest occurs when a director has an indirect interest in the transaction being considered because the other party to the transaction is an entity in which he has a material financial interest or in which he/she is a general partner, or because the other party to the transaction is an entity of which he is a director, officer, or trustee, and the transaction is or should be considered by the board of directors of the corporation.

The Directors shall always act in the best interests of the Fire Department. A Director shall act only for the furtherance of the department's mission. Directors are prohibited from using their position, the Fire Department's name, or property, for the profit or benefit of themselves or anyone else.

Under no circumstance shall any two (2) or more Board of Directors be members of the same family. For purposes of this Section, "family" shall be defined as spouse, child, parent, or step-parent, various combinations of step, half, and in-laws, and adopted relationships of the above.

Section 3.6 Removal of a Board Member by Directors or Members

A Director may be removed when it is in the best interests of this corporation. The methods of removal of a sitting director are:

1)

A. Removal by the Board of Directors. A director may be removed by the Board of Directors as follows:

- o An elected director or directors may be removed by a majority of the Board if the director fails to attend four (4) meetings in a twelve (12) month period.

B. Removal by Members Upon Recommendation of the Board of Directors

1) Action by Board of Directors. If the majority of the board of directors' votes to remove a director, the Chairperson of the Board shall call for a vote of the corporate members at a special meeting of the corporate membership to be held for the purpose of considering the removal of a board member. The Chairperson of the Board shall take the following steps to notify the corporate members of the meeting:

- a) A notice of the time and place of the meeting shall be emailed to all corporate members at least five (5) days before the meeting; and
- b) Notice of the meeting shall be posted in a conspicuous place throughout the station(s) for a minimum of 10 days before the meeting; and
- c) The Notice shall state that the Purpose of the meeting is to



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consider the removal of a member or members of the Board, and to elect a replacement for any director who is removed in this manner.

2) Vote of Membership to Remove an Elected Director.

At the Special Meeting, the corporate members shall vote either for removal or against removal. A majority of the votes cast shall determine whether the elected director is removed.

Section 3.7 Vacancies

- **Removed by the Directors** - Any vacancy of an elected member of the Board of Directors which occurs due to death, disability, resignation, or disqualification, may be filled by a majority vote of the Board of Directors of the Corporation present at any regularly scheduled board meeting. A Director appointed by the Board of Directors to fill a vacancy shall serve the remainder of the unexpired term of his/her predecessor in that seat.
- **Removed by the Corporate Membership** - If the Corporate Membership removes a Board Member(s), the corporate members shall proceed to nominate and elect a director, or directors to replace the elected director who was removed. If a director is elected in this manner and for this reason, the director shall complete the term of the director(s) who was removed.

Section 3.8 Annual Meeting & Notice

An annual meeting of the Board of Directors and Members should be held on the third (3rd) Monday of July each year, at or about 7:00 p.m., for the purpose of voting for Board Members, and providing the Corporate Membership information about the Fire Department's operations and services, the Department's financial status, and for the transaction of such other business as may come before the meeting.

The Board of Directors shall ensure that the following means are used to provide notice of the Annual Meeting:

- 1) Notice of the meeting shall be posted on the fire department bulletin board located at the main fire station for no less than ten (10) days before the annual meeting; and
- 2) A notice of the time and place of the meeting shall be posted publicly where accessible by the community no less than ten (10) days before the Annual Meeting.

If the day fixed for the Annual Meeting shall be a legal holiday in the State of North Carolina or a majority of the volunteers, or employees of this fire department are on an emergency call, such meeting shall be postponed and held on another day. The Board of Directors shall by a majority vote pick another day no less than five (5) days and no more than thirty (30) days out from the normally scheduled Annual Meeting.



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If the Annual Meeting is rescheduled, a notice to all Corporate Members shall be set by the Board of Directors before the adjournment of the Annual Meeting and also posted on the information bulletin board within the main station for a minimum of five (5) days and shall contain the following information: the place, date, and time of the rescheduled annual meeting.

Section 3.9 Regular Meetings of the Board of Directors & Notice

Regular meetings of the Board of Directors shall be held bi-monthly on the third Thursday of each bi-month. The Chairperson of the Board or the Fire Chief may call a Board Meeting with a minimum of five (5) days' notice unless all Board members wave their rights to notice and attend the meeting.

Section 3.10 Special Meetings of the Board of Directors & Notice

Special meetings of the Board of Directors may be called at the request of the Chairperson and one other Director.

Notice of any special meeting of the Board of Directors shall be given at least five (5) days in advance of such meeting to each Director by at least one of the following methods:

- 1) Written notice delivered to the Director in person at least five (5) days before the meeting; or
- 2) By an electronic text message, email message, facsimile message, or telephone call (including leaving a voice message) at least five (5) days before the meeting; or
- 3) By depositing notice of the meeting in a depository of the United States, Postal Service addressed to the Director at his or her address seven (7) days before the meeting.

If the notice is mailed, it shall be deemed to be delivered when deposited in the United States mail in a sealed envelope or postcard with postage thereon prepaid. If notice is given by facsimile or email, it shall be deemed to be delivered when transmitted.

Attendance by a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

Section 3.11 Special Meetings of the Corporate Membership & Notice

Special meetings of the Corporate Membership may be called at the request of a majority vote of the Board Members in office.

Notice of any special meeting of the Corporate Membership shall be given at least ten (10) days in advance of such meeting by the following methods:

- 1) Notice of the meeting shall be posted on the fire department bulletin board located at the main fire station for no less than ten (10) days before the annual meeting; and



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- 2) A notice of the time and place of the meeting shall be posted publicly where accessible by the community no less than ten (10) days before the Annual Meeting.

Note: The Board of Directors may choose a location within the County that will hold a large turnout for all Special Meetings of the Corporate, and if they do not, the meeting shall be held at the principal office of the Department.

Section 3.12 Action Without Meeting

For the Board of Directors to take action without a meeting, the following requirements must be met:

- A quorum of (4) Directors must consent.
- Each Director's consent must be in writing and signed by the Director or approval by digital signature or correspondence by recognized email address.
- The action to be taken must be specifically described.
- The consent of all Directors and the description of the action taken must be included in the corporate minutes and placed in the corporate records.

If the action without a meeting is done by email, the minutes must also include statements that the Director agrees to vote by email and understands that they have the option not to vote by email as to each issue.

Section 3.13 Quorum

Before any business can be transacted by the Board of Directors or the Members, a quorum must be present.

- A quorum for the Board of Directors shall be four (4) or more directors.
- Except when the corporate members are considering the issue of removal of a director, a quorum of the corporate members shall be those corporate members who attend a meeting of the corporate members for which notice has been given as required by these Bylaws. When the corporate members are considering the removal of a director, a quorum shall be a minimum of 20 of the then-current corporate members.

Section 3.14 Attendance by Public of Meetings of Directors and Members and Notice

Open Meetings - **Board Meetings -** Members of the press and the public may attend any annual, regular, or special meeting of the Board of Directors.

Corporate Members Meetings - Members of the press and the public may attend any annual or special meetings of the Corporate Members.



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The Board shall have no duty to provide any additional notice to members of the press or the public except the notices required by these bylaws.

Entitled to Vote - Only Directors shall be entitled to vote on issues coming before the Board of Directors, and only corporate members shall be entitled to vote on issues coming before the meetings of the corporate members.

Disruption - If a person attending a meeting causes a disruption of the proceedings to the extent that it prevents the Board or the members from considering and disposing of the business at hand, the Chairperson of the Board may ask the person to stop the disruption or leave the meeting. If the person continues to disrupt the meeting, the Chairperson of the Board may request assistance from a law enforcement officer.

Closed Session - If the Board is conducting an annual, regular, or a special meeting, the board may go into closed session at the request of the Chairperson of the Board, or upon the request of at least three other board members only for one of the following reasons:

- 1) To discuss a personnel matter; or
- 2) To discuss or decide a matter pertaining to purchasing real estate; or
- 3) To obtain legal advice from counsel.

The closed session may begin immediately after it is called without further notice.

Section 3.15 Place of Meetings

The Board of Directors shall designate any place, within Orange County, North Carolina, as the place of meeting for the annual meeting, or any other type meeting. If no designation is made, the place of meetings shall be the principal office of the Corporation.

Section 3.16 Order of Business for an Annual and Regular Meeting of the Board

The following order of business should be followed in any Annual and Regular meetings of the Board of Directors:

1. Call the Meeting to Order;
2. Approval of the minutes of the last meeting, annual & regular;
3. Approval of the Treasurer's Report, both annual & regular;
4. Election of Board Members, annual meeting;
5. Election of Board Officers, regular meeting after annual meeting;
6. Old Business, regular meetings only;
7. New Business, regular meetings only;
8. Fire Chief's Report to the Board, regular meeting only;
9. Public Comment, both annual & regular meetings; and



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10. Adjournment.

Note: The Chairperson of the Board shall limit public speakers to time limits that allow for fairness to everyone present and also allow the board to cover the needed objectives within the meeting.

Section 3.17 Order of Business of a Special Meeting of the Board

The following order of business shall be followed in any Special meeting of the Board of Directors:

- 1) Call the Meeting to Order;
- 2) The Board shall only address the matter that was detailed in the "Notice" given to the Board Members; and
- 3) Adjournment.

Section 3.18 Order of Business of a Special Meeting of the Corporate Members

The following order of business shall be followed in any Special Meeting of the Corporate Members:

- 1) Call the Meeting to Order;
- 2) The Members shall only address the matter specified in the notice of the special meeting; and
- 3) Adjournment.

Section 3.19 Meeting Minutes

The Secretary of the Board shall keep minutes of each Annual, Regular, and Special Meeting of the Board of Directors, so that a person not in attendance would have a reasonable understanding of what transpired in the meeting. If the meeting is an annual, regular, or special meeting, the minutes shall be reviewed for approval at the next regular meeting.

The Secretary of the Board shall keep the minutes of each Closed Session Meeting of the Board of Directors so that a person not in attendance would have a reasonable understanding of what transpired in the meeting. These minutes of closed sessions shall be kept separate and apart from the other minutes. If there is a request for a copy of the minutes from a closed session, the Board of Directors shall refer the request to legal counsel for review. The Board shall then follow the advice of legal counsel with regard to releasing closed session minutes.

ARTICLE IV

Officers and Committees of the Board of Directors and Officers of the Fire Department

Section 4.1 Committees of the Board of Directors



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The Board of Directors may create an Executive Committee and other committees of the Board and appoint members of the Board of Directors to serve on them. The creation of a committee of the Board of Directors and appointment of members to it must be approved by a majority of the of the Directors. Each committee of the Board of Directors must have two or more members and, to the extent authorized by law and specified by the Board of Directors, shall have and may exercise all of the authority of the Board of Directors in the management of the corporation. Each committee member serves at the pleasure of the Board of Directors. The provisions in these Bylaws governing meetings, action without meetings, quorum and voting requirements of the Board of Directors apply to committees of the Board of Directors established under this section.

Section 4.2 Officers of the Board of Directors

The officers of the Board of Directors shall consist of Chairperson, Vice-Chairperson, Secretary, and Treasurer.

Section 4.3 Election of Board Officers

The Chairperson, Vice-Chairperson, Secretary, and Treasurer of the Board of Directors shall be elected by a majority vote of the Board of Directors in the board meeting immediately after the Annual Meeting of the Members.

Section 4.4 Terms of Board Officers

Each officer shall hold office until the expiration of their one (1) year term, or until a successor is elected and or until the director is removed.

Section 4.5 Removal of an Officer of the Board of Directors

Any officer of the Board of Directors may be removed by the Board as follows:

At any annual, regular, or special meeting of the Board of Directors, upon the request of two or more board members to remove an officer, the Board shall take a vote as to whether the officer should or should not be removed. Officers may be removed at any time, with or without cause, by a majority vote of the Board.

Section 4.6 Vacancies of a Board Officer

Any vacancy occurring in an Office of the Board of Directors may be filled by a majority vote of Board of Directors at an annual, regular, or special meeting of the Directors. An officer elected to fill a vacancy shall serve the remainder of the unexpired term.

Section 4.7 Duties of the Chairperson

The Chairperson of the Board shall have the following duties:

- 1) The Chairperson shall preside at all meetings of the Board of Directors.



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- 2) The Chairperson of the Board shall be the President of the Corporation.
- 3) The Chairperson shall perform all duties of the office of Chairperson, and such other duties as may be prescribed by the Board of Directors from time to time.
- 4) The Chairperson, in his/her role as President, with the attestation of the Secretary of the Board of Directors, shall sign any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized to be executed, unless the Board of Directors or these Bylaws, or a North Carolina General Statute has delegated the signing of the instrument to some other officer or agent of the corporation.

Section 4.8 Duties of the Vice-Chairperson

The Vice-Chairperson shall exercise the powers of the Chairperson during the Chairperson's absence, inability, or refusal to act. Any action taken by the Vice Chairperson in the performance of the duties of the Chairperson shall be apparent evidence of the absence, inability, or refusal of the Chairperson at the time such action was taken. The Vice-Chairperson shall have such other powers and perform such other duties as may be assigned to him/her by the Board of Directors. The Vice-Chairperson of the Board shall also be the Vice President of the Corporation.

Section 4.9 Duties of the Treasurer

The Treasurer shall have custody of all funds and securities belonging to the corporation and shall receive, deposit, or disburse the same under the direction of the Board of Directors; provided, that the Board may appoint a custodian or depository for any such funds or securities, and the Board may designate those persons upon whose signature or authority such funds may be disbursed or transferred.

If the Fire Department employs a chief financial officer (CFO), administrative assistant, or certified public accountant (CPA) to help with the finances of the Fire Department, the Treasurer may delegate some of the duties to those agents, but the Treasurer shall remain responsible for the oversight of the agent with respect to all delegated duties.

Section 4.10 Duties of the Secretary

The Secretary of the Board shall have the following duties:

- 1) The Secretary shall keep accurate minutes of the acts and proceedings of all meetings of the Board of Directors.
- 2) The Secretary shall give all notices required by law and these Bylaws, unless otherwise specified in these Bylaws.
- 3) The Secretary shall have general charge of the corporate books and records.



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- 4) The Secretary shall sign such instruments as may require the Secretary's signature and, in general, perform all duties relative to the office of Secretary and such other duties as from time to time may be assigned to him/her by a majority vote of the Board of Directors.
- 5) The Secretary of the Board shall serve as Secretary of the corporation. If the Secretary is not present at a meeting, the Chairperson of the Board of Directors will appoint another board member or Fire Department administrative officer who is present to serve temporarily as assistant secretary to keep the minutes of the acts of the meeting.

ARTICLE V

THE FIRE CHIEF

Section 5.1 Appointed Position.

The Fire Chief shall be appointed by the Board of Directors of this fire department and shall serve at the Board's pleasure.

Section 5.2 Removal of Fire Chief

The Fire Chief may be removed by the Board of Directors. At the request of two (2) or more board members, the Board shall consider the issue of terminating the Fire Chief. The Fire Chief may be removed at any time, with or without cause, by a two-thirds vote of the current board members in office.

Section 5.3 Replacement of Fire Chief

If the Fire Chief is removed by the Board of Directors, the Board of Directors finds his/her replacement as soon as possible. Until the new Fire Chief is elected, the next highest-ranking officer of this fire department shall become the interim Fire Chief and run the fire department, unless the Board of Directors appoints an interim Fire Chief.

Section 5.4 Fire Chief's Compensation

Any compensation the Fire Chief receives from the fire department for performing his day-to-day administrative leadership of the fire department shall be reviewed and approved by the Board of Directors at a minimum of once a year. In reviewing the Chief's compensation, the Board shall at a minimum, survey the surrounding area once every three years to determine the compensation rate and compensation package which other fire departments of comparable size and comparable service provide for their Chief.

Section 5.5 Duties of the Fire Chief

The Board of Directors shall have full oversight over the Department and its management. A majority vote by the Board shall provide redirection if the Board feels that the Fire Chief is not acting in the best interest of the Fire Department.



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The Fire Chief shall be the Chief Operations Officer (COO), and as such, shall run the day-to-day affairs of the Department and shall make expenditures for the benefit of the Department. All expenditures shall be within the constraints of the annual budget approved by the Board of Directors.

The Fire Chief shall have other Officers and shall supervise the department's other Officers. These officers shall assist the Chief in operating the day-to-day business affairs of the fire department and in enforcing the administrative policies adopted by the Board of Directors.

The Fire Chief shall have the authority to sign contractual agreements in the name of the fire department so long as such agreements are for the benefit of the Department and within the constraints of the annual budget approved by the Board of Directors.

The Fire Chief shall have the authority to appoint internal and external committees or focus groups to address department matters, including the purchase of equipment or other matters for which the Fire Chief needs assistance. The committees can consist of firefighters, department officers, or anyone from within this fire department, or citizens. The committees will not have spending powers except as allowed by the Fire Chief, and any spending shall be within the constraints of the annual budget approved by the Board of Directors.

Unless he/she is excused by the Chairperson of the Board before the meeting begins, the Fire Chief shall attend regular board meetings and provide the board with an overview of how the fire department is operating. The board may ask, at any time for more information and the Fire Chief shall provide it. If the Fire Chief is asked to attend another meeting of the board, the Fire Chief shall attend.

The Fire Chief or his/her designee shall be the person who brings issues before the Board of Directors for discussion, as the Fire Chief represents the department staff. No other volunteer or employee shall ask the Board of Directors to discuss, or vote on a fire department purchase, or any other issue.

The Fire Chief shall propose and enforce all administrative policies approved and adopted by the Board of Directors.

The Fire Chief shall have the power to develop and adopt Standard Operating Guidelines (SOGs) that address how the Department responds to emergency scenes and also operates on the emergency scenes.

ARTICLE VI

Dissolution of Corporation

Section 6.1 Dissolution

Upon the dissolution and the termination of the affairs of the corporation, after all liabilities and obligations of the corporation have been paid, satisfied, and discharged, the remaining assets of the corporation, if any, shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any



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future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Superior Court of Justice of Orange County, North Carolina, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for charitable and tax-exempt purposes.

ARTICLE VII

General Provisions

Section 7.1 Fiscal Year

The fiscal year of the corporation shall begin on July 1 of each year.

Section 7.2 Seal

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and in the center of which is inscribed SEAL.

Section 7.3 Waiver of Notices

Whenever any notice is required to be given under the provisions of Chapter 55A or the Articles of Incorporation or the Bylaws of this corporation, a written waiver of the notice signed at any time by the person or persons entitled to it shall be deemed proper notice.

Section 7.4 Gifts

The Board of Directors may accept a gift, contribution, bequest, or device on behalf of the corporation which the Board deems to be lawful and of some assistance with fulfilling a purpose of the corporation.

Section 7.5 Checks & Draft, etc.

All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Department shall be signed by such officer or officers, agent, or agents of the corporation and in such manner, as shall from time to time be determined by Resolution of the Board of Directors.

Section 7.6 Financial Review & Management Letter

The Fire Department shall have an annual financial review performed by a Certified Public Accountant (CPA) or CPA firm and the report and management letter shall be reviewed by the Board of Directors and the County of Union.

Section 7.7 Bond



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The Board of Directors of this corporation shall obtain insurance protection in the form of a fidelity bond covering all Board Members and Fire Department personnel with a minimum limit of \$100,000.00.

Section 7.8 Board Member Compensation

No compensation shall be paid to Directors, as such, for their services; however, by Resolution of the Board of Directors, a fixed sum, and expenses for actual attendance at each Regular or Special Meetings of the Board of Directors may be authorized. Nothing herein contained shall be construed to preclude any Director from serving the Department in any other capacity and receiving compensation thereof.

Section 7.9 Loans

No loans shall be contracted on behalf of the Department and no evidence of indebtedness shall be signed by such officer or officers, agent, or agents of the corporation and in such manner as shall from time to time be determined by Resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 7.10 Indemnity of Directors and Officers

Subject to any restrictions of applicable law, and except when the member, director or officer has been found liable for gross negligence or intentional misconduct or criminal conduct in the performance of his or her duties, the Directors may decide to indemnify any member, director, or officer of the corporation against:

- a) expenses, including attorney's fees, actually and necessarily incurred by him/her in connection with the defense of any threatened, pending or completed action, suit or proceeding in which he/she was made or threatened to be made a party by reason of being or having been a member, director, or officer; and
- b) any payments made by him/her in satisfaction of any judgment, a monetary decree, fine, penalty, or settlement for which he/she may have become liable in any such action, suit or proceeding.

The Directors may provide insurance protection at the expense of the corporation with respect to such indemnification of members, Directors, or officers of the corporation and such other or additional protection to the corporation and its members, Directors and officers as shall be permitted by applicable law and governmental regulations, including federal income tax laws and regulations relating to the tax-exempt status of the corporation and to the affairs of the corporation.

Section 7.11 Gender

As used in these Bylaws, the masculine pronoun shall include the feminine.

Section 7.12 Amendment or Repeal of Bylaws

The Bylaws of this corporation may be amended in the following way:



Orange Grove Volunteer Fire Company, Inc.

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- o The proposed amendment shall be written, and the Board of Directors member who is proposing the amendment shall deliver a written copy of it to the other Board Members at a meeting of the Board; and
- o At the next meeting of the Board of Directors, the Directors shall vote whether or not to amend the Bylaws by majority vote.
- o Changes can only be made to Articles III and IV above by vote of the corporate membership.

No amendment to the Bylaws shall change the purposes of this corporation so as to impair its rights and powers under the laws of the State of North Carolina, or to waive any requirement of bond or any provision for the safety and security of the property and funds of the corporation.

THIS IS TO CERTIFY that the above Bylaws of ORANGE GROVE VOLUNTEER FIRE COMPANY, INC. were duly adopted by the Board of Directors at a meeting held on 20th day in the month of July, 20 26.

S. Scott Tutor
Secretary of the Board of Directors

David Lips
Chairperson of the Board of Directors

(Corporate Seal)

Rich Baker
Fire Chief/Chief Operations Officer

