

**AMENDED AND RESTATED  
BYLAWS OF  
BAY LEAF VOLUNTEER FIRE DEPARTMENT, INCORPORATED**

**ARTICLE I  
Purpose and Mission**

Purpose

The purpose of Bay Leaf Volunteer Fire Department, Incorporated is to provide emergency services for our community in the form of fire protection, hazardous materials response, basic fire investigation, fire prevention, and public education. The organization will also provide emergency medical care through our EMT and/or Medical Responder program and assist with rescue in the form of extrication of trapped or pinned persons involved in vehicle accidents, land searches, and water rescue.

Mission

The mission of Bay Leaf Volunteer Fire Department, Incorporated is to protect the lives and property of Bay Leaf and surrounding communities. The organization protects the lives and property of the residents and visitors of Wake County and surrounding communities through progressive fire and emergency services and community risk reduction. The vision of the organization is to be at the fore-front of emergency services by way of comprehensive training, risk reduction and exceeding professional standards.

**ARTICLE II  
Organization**

**Section 1. Organization:** The organization is organized under the laws of the State of North Carolina as a 501(c)(3) nonprofit corporation.

**Section 2. Doing Business As (DBA):** The organization shall do business as the *Northern Wake Volunteer Fire Department*.

**Section 3. Operation:** The organization shall operate in accordance with State and local laws, the North Carolina Department of Insurance, the N.C. State Fire and Rescue Commission, the N.C. Office of Emergency Medical Services, and the Wake County Fire Protection Contract.

**Section 4. Funding:** The organization shall be supported by service or fire district tax collected by Wake County, money from fund raisers, and by voluntary donations.

**Section 5. Corporate Membership:** All taxpayers of the Northern Wake Fire Department established rated insurance district shall be corporate members. In addition, those individuals who currently hold a full volunteer membership in Bay Leaf Volunteer Fire Department, Incorporated, but are not taxpayers in the Northern Wake Fire Department insurance district shall continue to be corporate members as long as they meet the membership requirements established by the Board. This exemption shall not apply to those volunteers who become members after July 1, 2017, if they are not a taxpayer in the district.

### **ARTICLE III Offices**

The principal office of the corporation in the State of North Carolina shall be located at Fire Station No. 1, 11713 Six Forks Road, Raleigh, Wake County, North Carolina, 27614. The corporation may have such other offices, either within or without the State of North Carolina, as the Board of Directors may designate or as the business of the corporation may require from time to time.

### **ARTICLE IV Meeting of Corporate Members**

**Section 1. Annual Meeting:** The annual meeting of the members shall be held on the second Tuesday in the month of August of each year, beginning with the year 1961, at the hour of 7:30 o'clock p.m., for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of North Carolina, such meeting shall be held on the next succeeding business day. If the annual meeting shall not be held on the day designated herein for any reason, the Board of Directors shall call for a substitute annual meeting in accordance with the provisions of Section 2 of this Article as soon thereafter as conveniently may be. A meeting so called shall be designated and treated for all purposes as the annual meeting.

**Section 2. Special Meetings:** Special Meetings of the members, for any purpose or purposes, may be called by the President or by the Board of Directors, and shall be called by the President at the request of five percent (5%) or more of all the members of the corporation entitled to vote at the meeting.

**Section 3. Place of Meeting:** The Board of Directors may designate any place, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no notice or designation is made, the place of meeting shall be at Fire Station No. 1, 11713 Six Forks Road, Raleigh, Wake County, North Carolina 27614.

**Section 4. Notice of Meeting:** Written or printed posted notices stating the place, day and hour of the meeting and in the case of a special meeting (except for a substitute annual meeting), the purpose or purposes for which the meeting is called, shall be made not less than seven (7) nor more than fourteen (14) days before the date of the meeting. If mailed, such notices shall be deemed to be delivered when deposited in the United States mail, addressed to the member at this address as it appears on the books of the corporation, with postage thereon prepaid.

**Section 5. Quorum:** Business shall be transacted upon the vote of the majority of those members present and voting.

**Section 6. Voting of Members:** Each member entitled to vote shall be entitled to one vote for the sole reason of electing the Board of Directors. All other matters shall be determined by the Board of Directors upon each matter submitted to a vote at a meeting of members. Voting on all matters shall be by voice vote or by a show of hands unless at least twenty-five percent

(25%) of the members who are present at the meeting, prior to the voting on any matter, demand a ballot vote on that particular matter.

**Section 7. Voting by others than Members:** The administrator, executor, or guardian of a member shall be entitled to vote as a member.

**Section 8. Proxies:** A member may not vote at any meeting by proxy.

## **ARTICLE V Board of Directors**

**Section 1. General Powers:** The business and affairs of the corporation shall be managed by its Board of Directors (Board). The Board shall appoint the Fire Chief and certify the organizational structure of the department as well as the officers selected by the Fire Chief. The Fire Chief shall serve at the pleasure of the Board of Directors.

The Fire Chief, working with the Board of Directors, shall then develop an organizational structure to manage the daily operation of the department. The Fire Chief shall appoint qualified individuals to fill the required positions. These individuals shall serve at the pleasure of the Fire Chief, subject to final certification by the Board. The officers shall assume their duties effective July 1 of each calendar year. Vacancies that occur during the year shall be filled at the discretion of the Fire Chief. For the purposes of this Section, "Qualified Individuals" means those persons deemed trained and experienced in emergency services in the discretion of the Fire Chief.

**Section 2. Number, Tenure, and Qualifications:** For the period of three (3) years commencing upon the Effective Time of the Plan of Merger, the number of directors of the corporation shall be that number of directors fixed in the Plan of Merger, consisting of an equal number of directors from the pre-merger Stony Hill fire district and the pre-merger Bay Leaf fire district. Thereafter, the number of directors of the corporation shall be no fewer than six (6) nor more than fourteen (14); provided, however, that at all times the Board of Directors shall consist of an equal number of directors from the pre-merger Stony Hill fire district and the pre-merger Bay Leaf fire district, and such representation shall constitute a condition of qualification to serve as a director of the corporation. Any member of the corporation is eligible to be a director except for a chief officer or paid employee of the corporation.

**Section 3. Election of Directors:** As of the Effective Time of the Plan of Merger, and continuing for the period of three (3) years commencing upon the Effective Time of the Plan of Merger, the Transitional Board of Directors shall consist of those individuals named in the Plan of Merger, except in the case of disqualification, resignation, removal, incapacity, or death. Thereafter, the Board of Directors shall be elected as follows: except as provided in Section 4 of this Article, the directors shall be elected at the annual meeting of members for a term of three (3) years, and those persons who receive the highest number of votes as among the candidates representing each pre-merger fire district shall be deemed to have been elected. In the event of a tie in votes among two or more candidates representing a pre-merger fire district, the then President of the corporation, in his sole discretion, shall determine the director(s) between or among such candidates. In order to provide continuity of management, only two (2) directors representing each pre-merger fire district shall be elected for the three (3) year terms at each

annual meeting, except that one (1) director representing each pre-merger fire district shall be elected for a three (3) year term at the annual meeting every third year. Until this staggered election procedure can be fully implemented, any directors that are not being elected for three-year terms shall be elected for one (1) year terms. The two candidates representing each pre-merger fire district receiving the most votes will be elected to three (3) year terms.

**Section 4. Vacancies:** Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors, unless otherwise provided by law; provided, however, that a vacancy in a directorship from the pre-merger Stony Hill fire district shall be filled with a director from the pre-merger Stony Hill fire district, and a vacancy in a directorship from the pre-merger Bay Leaf fire district shall be filled with a director from the pre-merger Bay Leaf fire district.

**Section 5. Regular Meetings:** A regular meeting of the Board of Directors shall be held without other notice than this by-law immediately after, and at the same place as, the annual meeting of the members. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

**Section 6. Special Meetings:** Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by him or them.

**Section 7. Notice:** Notice of any special meeting shall be given at least three (3) days previously thereto and may be given by any usual means of communication, including without limitation, personal notice, written notice and electronically communicated notices. Such notice need not specify the purpose for which the meeting is called.

**Section 8. Quorum:** A majority of the number of directors fixed by Section 2 of this Article III shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

**Section 9. Manner of Acting:** The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors; provided, however, that any amendment of these Bylaws shall require the affirmative vote of at least a majority of those directors in office immediately preceding the meeting at which such amendment is considered; and, provided further, that any amendment of any provision of these Bylaws relating to representation of the pre-merger fire districts shall require the affirmative vote of at least eighty percent (80%) of those directors in office immediately preceding the meeting at which such amendment is considered.

**Section 10. Presumption of Assent:** A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be deemed to have assented to the action taken unless (a) his dissent shall be entered in the minutes of the meeting, (b) he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or (c) he shall forward such dissent by

registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

**Section 11. Informal Action by Directors:** Action taken without a meeting is nevertheless Board action if written consent to the action in question, describing the action taken, is signed by all the directors and filed with the minutes of the proceedings of the Board or filed with the corporate records, whether done before or after the action so taken. Such action shall be effective when the last director signs the consent, unless the consent specifies a different effective date. Consent may be given in writing or by electronic communication.

**Section 12. Executive Session:** The Board of Directors may invoke Executive Session for the following reasons:

- (i) To consult with an attorney (to preserve attorney-client privilege) for an actual claim, judicial action, mediation, arbitration, etc. (does not include closing a meeting for “legal advice” or general legal information);
- (ii) To discuss purchase, exchange or lease of real property;
- (iii) To discuss the terms of an actual or proposed employment contract;
- (iv) To deal with personnel matters concerning a member and/or employee (does not include general personnel policy discussion/action);
- (v) To request (or hear a report on) an investigation of alleged criminal misconduct directly concerning the corporation, a member or employee;
- (vi) To make decisions on matters other than those that directly or indirectly involve public funds;
- (vii) The corporation agrees that minutes will be kept for these closed parts of meetings, and made available for public examination at the next Board of Directors meeting, except for minutes of closed sessions dealing with criminal matters, personnel matters, sessions concerning matters other than those that directly or indirectly involving public funds, and, unless the Board decides otherwise, matters of attorney-client privilege). The corporation agrees that the minutes of these closed sessions will meet the same standards as minutes of all public meetings.

**Section 13. Board of Directors Composition:** In the event that the composition of the Board of Directors as set forth in these Bylaws conflict with the provisions in the Wake County Fire Protection Contract, the latter shall control.

## **ARTICLE VI Board Officers**

**Section 1. Number:** The officers of the corporation shall be a President, a Vice-President, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors.

Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. The offices of President and Vice-President must be filled by a current director. The Board of Directors reserves the right to combine the offices of Secretary and Treasurer.

**Section 2. Election and Term of Office:** The officers of the corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until the earlier of his death, resignation or removal as provided herein.

**Section 3. Removal:** Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby.

**Section 4. Vacancies:** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

**Section 5. President:** The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. He shall, when present, preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, certificates of membership, any deeds, deeds of trust, mortgages, financing statements, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall be a member of the Board of Directors and shall vote only in the event of a tie.

**Section 6. Vice-President:** In the absence of the President or in event of his death, inability or refusal to act, the 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 Vice-President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

**Section 7. Secretary:** The Secretary shall: (a) keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; (d) in general perform all duties incident to the

office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

**Section 8. Treasurer:** If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these Bylaws; and (b) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

## **ARTICLE VII**

### **Contracts, Loans, Checks, and Deposits**

**Section 1. Contracts:** The Board of Directors may authorize any officer or officers, agent or agent; to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

**Section 2. Loans:** No loans shall be contracted on behalf of the corporation 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 confined to specific instances.

**Section 3. Checks, Drafts, etc.:** All checks, drafts or other order for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, 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 4. Deposits:** All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

## **ARTICLE VIII**

### **Fiscal Year**

The fiscal year of the corporation shall begin on the first day of July and end on the thirtieth day of June in each year.

## **ARTICLE IX**

### **Territory Served**

**Section 1. Primary Territory:** The territory for which the corporation shall obligate itself to serve primarily shall be as established by the applicable governmental authorities and agencies.

**Section 2. Secondary Territory:** The Corporation shall render such assistance outside its primary territory as requested, provided first consideration at all times is given its primary territory.

**ARTICLE X  
Seal**

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation and the state of incorporation and the words, "Seal".

**ARTICLE XI  
Waiver of Notice**

Unless otherwise provided by law, whenever any notice is required to be given to any member or director of the corporation under the provisions of these Bylaws or under the provisions of the articles of incorporation, a waiver thereof in writing, in a form and with language as required by the Board and signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE XII  
Amendments**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors.

**ARTICLE XIII  
General Provisions**

The singular shall include the plural, and the masculine, feminine or neuter includes the other.