

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

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

This corporation is formed for the mutual aid, benefit, and safety of its members, all of which organize and gather together to provide a safer and better quality of life for its members through fire protection and rescue services. In addition, these by-laws shall provide for the establishment and operation of an Auxiliary, hereafter known as the Pine Mountain Volunteer Fire Department Auxiliary, for the purpose of fund raising for the Corporation. Any By-laws and/or procedures developed for operation of the Pine Mountain Volunteer Fire Department Auxiliary shall be submitted to the Board of Directors for review and approval.

ARTICLE I
NAME

Section 1. The name of this corporation is the Pine Mountain Volunteer Fire Department.

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

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

ARTICLE II PURPOSE

Section 1. The purpose of the corporation shall be to provide fire protection and rescue services for its members and to acquire and own fire apparatus for use by the corporation in the protection of persons and property from injury, loss, damage, or destruction by fire and fraud or accident; to own, lease and acquire land and to construct and erect building(s) for corporate purposes, for the use of the members of the corporation in connection with the housing of fire and rescue apparatus and for the providing of a place of meeting for the members of the corporation.

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

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

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

ARTICLE III MEMBERSHIP

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

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

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

ARTICLE IV MEETINGS

Section 1. The annual meeting of the members of the Corporation shall be held along with the regular Directors meeting at 7:00 p.m. on the third Wednesday of October each and every year at the Pine Mountain Community Center for the election of members to the Board of Directors and for other purposes expressly described in the public notice for the meeting. Special meetings of the members may be called at any time by the President or by resolution of the Board of Directors. Members will be notified of the date, time and place of the annual members and regular quarterly Directors' meetings in the annual newsletter. A notice will also be placed in the local newspaper and information on meetings will be disseminated over the Corporation's Web Site. Notices of members meetings shall be announced not less than ten (10) nor more than sixty (60) days before the meeting is to be held. In case of special meetings of the members, the notice shall also include a statement of the purpose or purposes for which the meeting is called. No other business but that specified in the notice may be transacted at such special meeting. No irregularity of notice of any annual or special meeting of the members shall invalidate such meeting or any proceeding thereat. At any members meeting, a quorum will be considered to exist if a quorum of the Board of Directors members is present. A simple majority of those present shall decide any question that may come before the meeting.

Section 2. Proxy voting is authorized as follows:

- a. Board members may not vote by proxy at Directors meetings.

- b. A member has the option to vote by proxy only at the annual members meeting for election of Directors or for the specific agenda item(s) to be discussed at the annual meeting or at a special meeting of the members as described in the public notice.
- c. To be valid the proxy must be executed in writing by the member, include the meeting date, show the member's clearly printed or typed name, and telephone number and state the members choice(s) for director(s) by name, and/or a "YES", "NO" or "ABSTAIN" vote on the specific issue(s) to be voted on at the meeting, and signed by the member.
- d. Proxies are only effective for one annual or one special meeting. A separate proxy must be executed for each meeting that the member wishes to vote by proxy.
- e. Only proxies executed on a proxy form authorized by the Secretary will be recognized. Proxy forms will be available from the Secretary or from any Board member during the public notice period, as described in Section 1 above. Authorized proxy forms may also be downloaded from the Corporation's Web Site (www.pinemtnvfd.com). Proxies may be mailed to the Secretary or sent as an attachment to an E-mail addressed to the Secretary or a Board Member. Directors' E-mail addresses will be included in the public notice of the meeting. All proxies must be returned to the Secretary of the Board of Directors by the time the meeting is called to order.

Section 3. If at any annual meeting, there shall be presented a proposal to dissolve, merge or consolidate, or to sell, lease, exchange, or otherwise dispose of all or substantially all of the corporation's assets, to amend the Articles of Incorporation or to affect any other fundamental corporate change, then that annual meeting shall be deemed, for the purpose of notice, a special meeting.

Section 4 In addition to the annual members meeting described in Section 1 above, the Board of Directors shall hold regular Director's meetings at 7:00 p.m. on the third Wednesday of January, April, July and October. at the Pine Mountain Community Center for the transaction of necessary business of the Corporation. All members of the Corporation are welcome to attend these meetings and are encouraged to do so. At the January Board meeting each year, the Board of Directors shall elect the Officers of the Corporation from among the Board members elected the previous October. Only members of the Board of Directors are eligible to vote for the Officers. A simple majority of the Board of Directors shall constitute a quorum for the transaction of business at any regular meeting. Any action taken by a majority of the Directors, including the removal of any officer and election of his/her successor shall constitute an act by the Board of Directors. In the event of a vacancy on the Board of Directors caused by death, resignation or removal of a Director, the Board of Directors may schedule an election to fill such vacancy for the remainder of the vacated term. Regular meetings of the Board may be held without public notice. However, special meetings of the Board must be preceded by at least two (2) days notice to each Director of the date, time and place, but

not the purpose of the meeting. The Secretary shall be responsible for proper notice of special Board of Directors meetings

Section 5. In the course of normal operating business of the Corporation and when a Board of Directors meeting is impracticable, any action that may be taken at a Board of Directors meeting may be taken without a meeting if all members of the Board take the action. The action must be evidenced by one (1) or more written consents describing the action taken, signed by each Director, and included in the minutes filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last Director signs the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document. No member may request or spend more than an amount to be determined periodically by the Board of Directors without prior approval of the Board. Documentation establishing the maximum spending limits will be included in the minutes of the corporation.

ARTICLE V
BOARD OF DIRECTORS

Section 1. The responsibility and authority for administration of the affairs of the Corporation shall be vested in a Board of Directors to consist of no less than three members nor more than fifteen. The Board of Directors may call a special meeting of the members to reduce the number of Directors. The Board of Directors shall have the authority to hold special elections to add members to the Board up to the maximum number authorized by these by-laws at any time during the year. The Board of Directors shall oversee the function of the Pine Mountain Volunteer Fire Department to assure that its functions and operation are in compliance with Marion County authorities and the Arkansas Fire Academy and all applicable laws and regulations governing non-profit corporations. The Board of Directors shall also oversee the functions of the Corporation's rescue and emergency medical services to assure that they are in compliance with applicable guidelines and the Arkansas Department of Health, and that First Responders adhere to the guidelines of the Department of Transportation. The Board of Directors is also responsible for maintaining a fiscal balance within the Corporation. The Board of Directors shall also provide overall guidance and general oversight to the Pine Mountain Volunteer Fire Department Auxiliary to ensure its operation is in accordance with these By-laws and any procedures adopted by the Auxiliary.

Section 2. Directors shall serve for a period of three years, or until their successors can be qualified and duly elected. Directors may succeed themselves if proper public notice is given of his/her intention to run again and he/she is re-elected at the

October members meeting or a special meeting called for that purpose. Up to four Board positions may be filled at the annual member's meeting.

Section 3. The Corporation shall encourage all forms of instruction, development, training, and expertise in the area of fire protection, firefighting and rescue procedures.

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

- a. The Board of Directors shall announce the elections prior to the annual members meeting in October each year or prior to a special members meeting called for that purpose and request a potential list of candidates from members of the Corporation.
- b. The Board of Directors shall announce the candidates, date, time and place of the elections by placing the proper notices to the members.
- c. The election of Directors to the Board shall be by paper ballot by a majority of members present at the meeting or by proxy.
- d. The Board of Directors shall select three members of the Corporation to count the ballots and submit their findings to the President of the Board. The President shall announce the newly elected members to the Board of Directors by placing proper notice.

Section 5. Persons performing the duties of the following positions within the Corporation shall be designated members of the Board of Directors by virtue of their positions: Fire Chief, First Responder Leader, and President of the Auxiliary.

ARTICLE VI OFFICERS

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

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

ARTICLE VII
DUTY AND AUTHORITY OF OFFICERS

Section 1. The President shall serve as Chairman of the Board of Directors and shall be vested with the normal authority of a principal executive officer of any ordinary business corporation. Without limiting the general nature of his authority, he/she shall have authority to act on behalf of the Corporation and to bind the Corporation, subject to the approval of the Board of Directors. The President shall preside at all meetings of the Board of Directors, the annual members meeting and all special meetings. At a minimum, the President shall obtain an oral or written report from the Fire Chief, First Responders and the Auxiliary, review all incidents reported to the Board of Directors, and review problems with equipment or the purchase of equipment considered necessary to adequately perform the duties as a Fire and Rescue Department. The President shall ensure that all meetings are conducted in accordance with Roberts Rules of Order.

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

Section 3. The Secretary shall have the responsibility of maintaining records of the Corporation, except for financial records, shall maintain a list of the names and addresses of all active members of the Corporation and shall take minutes of all meetings. The Secretary shall also be responsible for all required public notices of annual membership meetings and special members meetings. The Secretary shall also be responsible for filing with the Secretary of State any revisions to the Articles of Incorporation or the By-laws, and any changes to the Registered Agent or to the

registered address of the Corporation. The Secretary shall ensure that appropriate condolences are sent in the event of the death or serious illness of any Board Member, Fire Fighter, First Responder or any other person designated by the Board of Directors. The Secretary shall also be responsible for sending acknowledgments and “thank you” notes to all donors to the Fire Department, First Responders or the Auxiliary on behalf of the Corporation

Section 4. The Treasurer shall maintain all financial books and records of the Corporation and shall produce a financial report at each annual and quarterly meeting. All financial reports shall be posted for public view on the Corporations bulletin board for a minimum of thirty (30) days following each meeting where a financial report is presented to the Board of Directors for approval. The Treasurer is authorized, along with two other designated Board members to sign or co-sign checks for the disbursement of Corporate funds or payment of bills. The treasurer shall have the authority to make deposits and set up funds for grant purposes. At a minimum, on or about December 31st annually each year or at any time a majority of the members deem necessary, a review of the financial records of the Corporation shall be conducted by a committee of 3 members appointed by the Board of Directors for said review using agreed upon procedures. Said review must be completed for submission at the April Board Meeting.

ARTICLE VIII
AMENDMENTS

Section 1. The Articles of Incorporation and these By-Laws of the Pine Mountain Volunteer Fire Department may be altered, amended, modified or repealed by a majority of the members at any annual meeting or special meeting called for that purpose, provided a quorum of the members are present at the meeting in person or by proxy.

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

ARTICLE IX
MISCELLANEOUS

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

Section 2. Any item of value (\$500.00 or more) donated to the Fire Department, the First Responders, or the Auxiliary, shall become property of the Corporation following acknowledgment of the donation by the Board of Directors and may be used as it deems appropriate. All donations shall be officially accepted or rejected by the Board of Directors in writing to the donor. Delivery of the acknowledgment is the responsibility of the Secretary.

Section 3. The existence of this Corporation shall be perpetual.