

BY-LAWS
OF
CUMBERLAND COUNTY FIRE CHIEF'S ASSOCIATION

ARTICLE 1

OFFICERS

The principal office of the Corporation shall be in the State of North Carolina. The Corporation shall designate a registered office in accordance with law and shall maintain it continuously. The Corporation may have offices at such other places within and without the State of North Carolina as the Board of Directors may from time to time determine.

ARTICLE 2

Section 1. Qualifications. Membership is open to all persons over the age of eighteen (18) years who are admitted pursuant to Section 2, below, to a class of membership for which he/she is qualified under Section 3, below,

Section 2. Manner of Admission. Each application for any form of membership must be sponsored by a Voting Member in good standing and be approved by a majority of the Board of Directors at a regular or special meeting of the Board of Directors.

Section 3. Membership Classes. There shall be four (4) classes of Membership:

3.1. Voting Members. The Corporation shall have Voting Members who shall have all the rights and privileges of Members of the Corporation. A Voting Member shall be the Chief of a Volunteer, Municipal or Federal Fire Department and the Commander / Director or Chief of the County Ambulance or Emergency Medical Services (EMS) in Cumberland County. If the directors establish the collection of association dues any voting member shall have paid, all dues directed by the Board of Directors. In order to be a voting member, all dues must be current and not delinquent. Dues are considered if not paid within one hundred eighty (180) days of the due date established by the Board of Directors from time to time.

3.2. Regular Non-Voting Members. Regular Non-Voting Members are Assistant Chief's or one of the Volunteer, Municipal or Federal Fire Departments, or Assistant Commanders of the Rescue Squad or Ambulance Service in Cumberland County who's Chief/Commander is a Voting Member.

3.3. Associate Members. Associate Members are any other individuals in the community who are interested in the furtherance of the purposes of the Corporation, and pay the dues established by the Board of Directors for Associate Member's from time to time. The

following listed organizations by virtue of their direct link to the Cumberland County Fire Service are considered regular Associate Members:

1. Cumberland County Emergency Services ([Vote on Financial Matters](#))
2. County Commissioner (aka Fire Commissioner)
3. Cumberland County Sheriff's Office
4. County Managers Office
5. Christian Fire Firefighters / Chaplains
6. Fayetteville Hazmat Team
7. Fayetteville Police Department
8. Fayetteville Technical Community College
9. Fort Bragg - Federal Emergency Medical Services (EMS)
10. Other Municipal / Federal Law Enforcement Agencies in Cumberland County
11. North Carolina Forestry Service (County Ranger)
12. North Carolina State Highway Patrol
13. Retired and approved Life Time Honorary Members

3.4. **Honorary Members.** Honorary Members are any person who, by reason of special service to the fire service of Cumberland County, is nominated and elected by two thirds (2/3) of the Voting Members of the Corporation to said position. Said membership is to continue until terminated by a similar two thirds (2/3) vote of the Voting Members of the Corporation.

3.4.1 **Honorary Life Time Membership.** Association members that have achieved a minimum twenty (20) years of membership and during this period he/she has served as a Chief Officer / Director / Commander or assistant for a minimum of five (5) years and applies to the President of the Association shall meet the established Honorary Life Time Membership designation.

3.4.2 The following waiver of times should be considered on a case by case and as approved by the entire Board of Directors.

- Any fire related Medical Retirement Automatically receives the benefit
- Non-fire related Medical Retirement must have a minimum of fifteen (15) years with the Cumberland County Fire Service and a minimum of three (3) years as a Chief Officer / Director / Commander or Assistant.
- Forced retirement due to Annexation of the district by a municipality must have a minimum of fifteen (15) years with the Cumberland County Fire Service and a minimum of 3 years as a Chief Officer / Director / Commander or Assistant.

- An individual associate member having completed twenty (20) years of service with the association can apply for life time membership. The President of the Association will present the request to the Board of Directors for a vote.
- Honorary life time member will be exempt from any annual dues to the association if any.
- The association secretary will maintain a current roster of all approved life time members.
- Life time honorary members will be presented with a resolution by the Association President indicating the Life Time Membership Recognition.

Section 4. Election Meetings. The purpose of the election meeting of Members is to elect Directors and to transact such other matters as may properly come before the Members. The election meeting of the members of the corporation shall be held every twenty-four (24) months at the time and place designated by the Board of Directors or the President of the Corporation. However, failure to hold a Bi/Annual meeting timely shall be no way affect the terms of Officers of Directors of the Corporation or the validity of action of the Corporation.

Section 5. Regular Monthly Meetings. Regular monthly meetings shall be held on the fourth (4th) Monday of each month at such a time and at such places as is developed by the scheduling process adopted by the Board of Directors and no notices of regular meetings is required. A director's only meeting will be held once (1) each quarter (February, May, August, & November) and will be included in the scheduling process.

Section 6. Special Meetings. Special meeting of the members may be call by the President or by a majority of the Board of Directors then in office. The purpose of each special meeting shall be stated in the notice and may include purposes, which are lawful and proper for members to consider.

Section 7. Notice of Special Meetings. Notice stating the place, day and hour of the meeting shall be communicated to the Voting Members of the Corporation via-email, association web page or server, social media in use by the association, radio or telephone communications of the Cumberland County Emergency Communication Center. Notice shall be given by or at the direction of the President or the Secretary, or the person call the meeting, to each Voting Member of record.

Section 8. Waiver of Notice. A written waiver of notice signed by a member, whether before or after the meeting, shall be equivalent to the giving of such notice. Attendance of a member of a meeting shall constitute a waiver of notice of such meeting, except when the member attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 9. Action without Meeting. Any action of the members may be taken without a meeting, without prior notice and without a vote, if consent in writing setting forth the action so taken is signed by all members of the corporation entitled to vote. Such action shall be filed with the Secretary of the Corporation as part of the Corporate Records, whether done before or after the action so taken.

Section 10. Voting Record. A record will be maintained by the Secretary of all the members eligible to vote. A show of hands or a roll vote at the discretion of the President shall be had on all matters of corporate business and duly recorded in the Minutes of the

Corporation. In the absence of a Voting Member of the Corporation, a Regular Member of the Corporation, who is a Deputy or Assistant Chief/Director/Commander at the voting members Fire/EMS or Rescue department, may, with or without further notification or proxy, vote in the stead of said voting member. Any representative of a voting member's fire department, regardless of membership in the corporation, shall upon presentation of a written proxy signed by the fire Chief or Assistant, Deputy Chief / Director or Commander of that department, be eligible to vote in the stead of the department's voting member.

Section 11. Member Quorum and Voting. Unless otherwise required in the Articles of Corporation, fifty percent (50%) of the members appearing in person or by proxy shall constitute a quorum at a meeting of members. After a quorum has been established at a members meeting, the subsequent withdrawal of members so as to reduce the number of members entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof. If a quorum is not present when a meeting starts, then a majority of the members at the meeting may adjourn the meeting from time to time without further notice until a quorum is present.

Section 12. Votes. Each voting member shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of members.

Section 13. Termination of Membership. Any voting member who resigns or his position as Fire Chief/Director and Commander of a volunteer, municipal or federal fire / EMS or Rescue Department within Cumberland County is terminated, is automatically deleted as a Voting Member of the Corporation, however his/her replacement at the Fire / EMS or Rescue Department shall automatically become a Voting member of the Corporation, upon request, for such period of as the prior the Voting Member's dues are paid if applicable at the time. Any Voting Associate Member, whose dues are in arrears for 180 or more days from the due date of the membership dues, shall be dropped from the membership of the Corporation and will no longer be entitled to the rights and privileges of membership. Three (3) consecutive absences from regular meetings by both the Voting and Regular Members of the Corporation form a department shall automatically terminate said Voting Member's membership, rights and privileges, unless and until, such membership is reinstated by a two thirds (2/3) vote of the Voting Members of the Corporation at the meeting next following said former members request for re-instatement.

ARTICLE 3

BOARD OF DIRECTORS

Section 1. General Powers. Subject to the limitation of the Articles of Incorporation, these By-Laws and the Non-Profit Corporation Status concerning corporate action that must be authorized or approved by the Members of the Corporation, all corporate powers shall be exercised by or under the authority of the Board of Directors, and the management and affairs of the Corporation shall be controlled by the Board of Directors.

Section 2. Number, Qualification, Election and Tenure. The Number of Directors shall be the same number of Voting Members of the Corporation. Any person who becomes a Voting Member of the Corporation automatically becomes a Director of the

Corporation, unless upon vote of two thirds (2/3) of the Voting Members of the Corporation, said Voting Member is denied a seat on the Board of Directors.

Section 3. Bi-Annual Meetings. The Board of Directors shall hold its bi-annual meeting to elect association officers at its regular May meeting. The May meeting shall be held at such time, date and place as is determined and announced at the March association meeting and each fire protection district, each municipal fire department and the Ft. Bragg fire department shall receive an e-mail confirming the time, date and place of the May meeting via each entity's fire chief's official e-mail address.

Section 4. Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall be determined from time to time by the President, who shall post and distribute a schedule of regular meeting to all Directors.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by the President of the corporation, or any three (3) directors. The person or persons authorized to call special meetings of the Board of Directors may fix a reasonable time and place for holding special meetings.

Section 6. Notice of Special Meetings. Notice of Special Meeting shall state the place, day and hour of the meeting and shall be communicated to each member of the Board of Directors of the Corporation via e-mail, association web page or server, social media in use by the association, radio or telephone communications of the Cumberland County Emergency or City of Fayetteville Emergency Communication Center. Notice shall be given by or at the direction of the President or the Secretary, or the person call the meeting, to each Voting Member of record.

Section 7. Telephone, Tele-Conference Meetings. Directors may participate in meetings of the board of directors by means of conference telephone, web-based teleconference or similar communications equipment by which all persons participating can hear each other at the same time, and participation by such means shall constitute presence in person at such meeting.

Section 8. Waiver of Notice. A written waiver of notice signed by a member, whether before or after a meeting, shall be equivalent to giving such notice. Attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except when the member attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 9. Action without Meeting. Any action of the members may be taken without a meeting, without prior notice and without a vote, if consent in writing setting forth the action taken is signed by all members of the corporation entitled to vote. Such action shall be filed with the Secretary of the Corporation as a part of the Corporate Records, whether done before or after the action so taken. (This includes any verbal consent from the Directors solicited

by the President to conduct corporate business that requires immediate attention and will be formalized by all Directors during the next regular scheduled meeting).

Section 10. Voting Record. A record will be maintained by the Secretary of all Members of the Board of Directors eligible to vote. Roll call votes shall be had on all financial and significant matters of corporate business and duly recorded in the minutes of the corporation. Insignificant matters can be voted on by a show of hands or voting in the affirmative "I" with the outcome of the vote being recorded in the minutes of the corporation. In the absence of a member of the Board of Directors of the Corporation, a Regular Member of the Corporation, who is an Assistant Chief / Assistant Director / Commander of the Board of Directors fire department, ambulance or rescue squad, may, without further notification or proxy, vote in the stead of said member of the Board of Directors.

Section 11. Member Quorum and Voting. Unless otherwise required in the Articles of Incorporation, fifty percent (50%) of the Members appearing in person or by proxy shall constitute a quorum at a meeting of members. After a quorum has been established at a members meeting, the subsequent withdrawal of members so as to reduce the number of members entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof. If a quorum is not present when a meeting starts, then a majority of the members at the meeting may adjourn the meeting from time to time without further notice until a quorum is present.

ARTICLE 4

OFFICERS

Section 1. Officers. The Officers of the Corporation shall be a President, Vice President, Secretary and Treasurer, each of whom shall be elected by the Board of Directors.

Section 2. Election and Term of Office. The officers of the corporation shall be elected biannually by the Board of Directors at its bi-annual May meeting held pursuant to Section 3 of Article 3 of these Bylaws. The term of the officers shall be for two years or until a successor is elected and assumes office as described below. Although the election shall occur in May biannually, the newly-elected officers shall not assume their respective offices until July 1 of the election year, i.e, at the beginning of a new fiscal year.

Section 3. Removal. Any Officer may be removed from office at any time, with or without cause on the affirmative vote of a majority of the Board of Directors whenever, in its judgment, the best interest of the Corporation will be served thereby. Removal shall be without prejudice to any contract rights of the person so removed, but election of an Officer shall not of itself create contract rights.

Section 4. Vacancies. Vacancies in officers, however occasioned, may be filled at any time by election by the Board of Directors for the unexpired terms of such offices.

Section 5. Duties. The President shall preside at all meetings of the Board of Directors and of the Members. The President shall be Chief Executive Officer (CEO) of the Corporation. Subject to the foregoing, the Officers of the Corporation shall have such powers and duties as usually pertain to their respective offices and such additional powers and duties specifically conferred by law by the Articles of Incorporation, by these By-Laws or as may be assigned to them from time to time by the Board of Directors.

Section 6. Delegation of Duties. In the absence or disability of any Officer of the Corporation or for any other reason deemed sufficient by the Board of Directors, the Board may delegate his/her power or duties to any other Officer or to any other Director.

ARTICLE 5

EXECUTIVE AND OTHER COMMITTEES

Section 1. Creation of Committees. The Board of Directors may, by resolution, pass by a majority of the Board, create and designate various committees.

Section 2. Executive Committees. The Executive Committee shall consist of the Officers of the Corporation and the Cumberland County Emergency Services Director in a voting capacity. The Executive Committee may exercise the same powers as the Board of Directors in a bona-fide emergency situation. However, such action should be duly reported to the Board of Directors at its next regular or special meeting.

Section 3. Standing Committees. All standing committees, committee chairman, vice-chairman and committee members, be appointed by the President of the Corporation. The committee recommendation will be brought before the Board of Directors of the Corporation during the meeting next preceding the Bi-Annual Meeting at which the President is elected for approval by a vote of the Board of Directors. Associate Members can be selected to serve on committees. The Executive Committee is considered Ex-Officio of all Standing Committees. Special Project Committees shall be appointed at any regular meeting by the President and serve for the duration of the Project. The standing committees of the Corporation shall consist of the following and will be activated as **needed** or **required**.

- Nomination Committee (Bi-Annually as needed)
- Fire Life Safety Education (FLSE) & Fire Prevention Committee
- Communications / AVL & Dispatch Committee
- Automatic Aid & Mutual Aid Committee (As needed)
- Finance Committee
- Fire - Rescue Training Committee
- Standards Committee
- Rescue Committee
- Planning & Research (Technology) Firehouse & RMS Committee
- Public Relation / Fire Liaison Committee (As needed)
- Memorial Committee

- Disaster Response Committee
- Active Shooter Committee
- Recruiting and Retention Committee

ARTICLE 6

BOOKS, RECORDS AND REPORTS

Section 1. Report to Members. The Corporation shall send an annual report to the Members of the Corporation not later than six (6) months after the close of each fiscal year of the Corporation. Such report shall include a balance sheet as of the close of the fiscal year of the Corporation and a revenue disbursement statement for the year ending on such closing date. Such financial statements shall be prepared from and in accordance with the books of the Corporation in conformity with generally accepted accounting principles applied on a consistent basis.

Section 2. Inspection of Corporate Records. Any person who is a voting member of the corporation shall have the right, for any purpose and at any reasonable time, on written demand stating the purpose thereof, to examine and make copies from the relevant books and records of accounts, minutes, and records of Members Corporation. Upon the written request of any Voting Member, the corporation shall mail to such member a copy of the most recent balance sheet and revenue disbursement statement. If such request is received by the corporation before such financial statements are available for its last fiscal year, the corporation shall mail such financial statements as soon as they become available. In any event, the financial statements must be mailed within a six (6) months after the close of the last fiscal year. Additionally, balance sheets and revenue and disbursement statements shall be filed in the registered office of the Corporation, shall be kept for at least five (5) years, and shall be subject to inspection during business hours by a voting member, in person or by agent. The Association Treasurer will provide complete financial updates to all Directors during the quarterly Directors only meetings.

ARTICLE 7

NON-PROFIT OPERATION

The Corporation will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the corporation will be distributed to its members, directors or officers without full consideration. No member of the corporation has any vested right, interest or privileges in or to the assets, property, function or activities of the corporation. The corporation may contract in due course with its members, directors and officers without violating this provision.

ARTICLE 8

FISCAL YEAR

The Fiscal Year of the Corporation shall be the same as that of the County of Cumberland consisting of July 1st of each Calendar Year through June 30th of the following Calendar Year.

ARTICLE 9

SEAL

The Corporate Seal of the Corporation shall consist of two (2) concentric circles between which is the name of the Corporation and in the center of which is inscribed, "SEAL".

ARTICLE 10

INDEMNIFICATION

The Corporation may indemnify each Officer, and Director, including former Officers and Directors, to the full extent permitted by the state corporation laws.

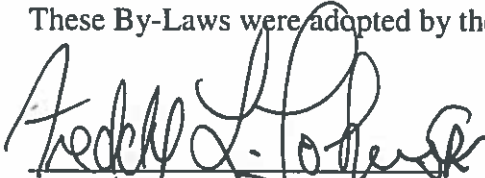
ARTICLE 11

AMENDMENTS

These By-Laws may be altered, amended or replaced and new By-Laws may be adopted by the Board of Directors, provided that any By-Laws or amendments thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of members, or a new By-Law in lieu of thereof may be adopted by the Members. No By-Laws which has been altered, amended, repealed or adopted by such vote of the members may be altered, amended or repealed by vote of the Board of Directors. By-Laws adopted by the Members may only be altered, amended or repealed by members.

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These By-Laws were adopted by the Board of Directors on the 23rd Day of March 2020


FREDDY L. JOHNSON SR.
President / Fire Chief


MARK A. MELVIN
Secretary / Fire Chief



Approved By Law Amendments: March 23, 2020

1. Article 2 Section 3.3 Associate Members

- Added the word County Commissioner in lieu of Fire Commissioner
- Added County Managers Office
- Added Fayetteville Police Department

2. Article 3 Section 3 Bi-Annual Meetings

- *Changed all section dealing with elections of Executive Staff members during By-Annual Elections to indicate elections will be conducted during the month of May. Changes were enacted to allow for a transition period between outgoing and newly elected executive committee member with terms of office corresponding with the fiscal year time table of July 1 – June 30 every two years.*

3. Article 4 Officers Section 2 Election and Term of Office

- Made all necessary changes to indicate elections will be held in May instead of January.

4. Article 5 Executive and Other Committees, Section 3 Standing Committee's

- Consolidated / added and Updated all standing committee's and included language that committee's will be activated as needed, whereas some committees are not always active.