

AMENDED AND RESTATED BY-LAWS  
OF  
OLD SALEM FIRE AND RESCUE DEPARTMENT, INC.

May 10, 2016

AMENDED & RESTATED BY-LAWS  
OF  
OLD SALEM FIRE AND RESCUE DEPARTMENT, INC.  
(A Corporation Not for Profit)

**ARTICLE I.**

**Identity**

Section 1. Name. The name of the corporation is OLD SALEM FIRE AND RESCUE DEPARTMENT, INC., (hereinafter the “Corporation”). The Corporation is an incorporated non-profit association, organized and existing pursuant to Georgia Law.

Section 2. Office. The office of the Corporation shall be at the Old Salem Fire & Rescue Department Building, otherwise known as Station 1, located at 4720 Carey Station Road, Greensboro, Georgia, 30642, or at other such place as may be subsequently designated by the Board of the Corporation.

**ARTICLE II.**

**Purposes and Powers and Service Area**

Section 1. Non-profit Corporation. This Corporation is designated as a 501(e)(3) non-profit corporation under the Internal Revenue Code and is not organized and shall not be operated for pecuniary gain or profit. No part of the property of the Corporation and no part of its net earnings shall inure to the benefit of any director or other private individual. The purposes of the Corporation are to provide fire and rescue protection to that portion of Greene County, Georgia, located within the Old Salem Fire & Rescue District (the “District”).

Section 2. Powers. The Corporation shall have all the powers reserved to it under the laws of the State of Georgia and these bylaws, and other powers so long as they are not against the laws of the State of Georgia.

Section 3. Purpose. The primary purpose of the Corporation is to provide fire and rescue protection to that portion of Greene County, Georgia, located within the District, as defined in the annual contract for services between Greene County, Georgia and the Corporation. The District is more specifically known as Fire Protection District 9 by Resolution No. 2005.4.19(c) by the Board of Commissioners of Greene County, Georgia, as more particularly defined by the Greene County E-911 system and as modified, from time to time.

Section 4. Training. In the pursuit of providing fire and rescue protection to the District, the Corporation shall provide ongoing training of full time, part time, and volunteer firefighters in the use of firefighting equipment, firefighting techniques, first

aid, safety, lifesaving, and such other training as may be required to maintain the requisite skill level and meet the State of Georgia requirements for certification.

Section 5. Community. The Corporation shall encourage community involvement in safety education and fire prevention.

Section 6. Mutual Aid. The Corporation shall assist in mutual aid calls in Greene County as well as other County Fire Departments and Georgia Forestry Commission with the assumption that local fire and rescue coverage are provided by other mutual aid departments.

### **ARTICLE III.**

#### **Prohibitions**

Section 1. Political Campaigns. The Corporation shall not engage in propaganda or participate in any political campaign on behalf of any candidate for public office, nor shall any part of its property, real or personal, or any part of its income be used for such purpose.

### **ARTICLE IV.**

#### **Membership and Voting Provisions**

Section 1. Membership. All owners of real property within the District shall be members of the Corporation. Proof of ownership of real property within the District shall be based upon the Greene County tax records, Greene County clerk of superior court records, official state issues driver's license, or other reliable government issued identification.

Section 2. Voting. Each member is entitled to cast one (1) Vote at the Annual Election or other meeting of the membership. In the event a corporation, limited liability company, trust, or other entity is a member, said entity shall have one (1) vote to be determined by the regulations of said entity. Voting shall be in person or via absentee ballots. Proxies shall not be allowed.

Section 3. Votes. A majority of the total votes cast shall decide any question, unless the By-Laws or Articles of Incorporation provide otherwise, in which event the voting percentages required in the By-Laws or Articles of Incorporation shall control. (The term "majority" of the Votes shall mean 50% of the total votes cast plus one.)

Section 4. Proxies. There shall be no proxies allowed.

Section 5. Absentee Ballot. Absentee ballots are allowed only for the Annual Election and only if the member cannot vote in-person at the designated voting time and certifies to the same in writing. The exclusive method of obtaining an Absentee Ballot shall be via the Corporation's web page. Each member shall go online to the Corporation's web page and request an Absentee Ballot. After requesting the Absentee Ballot online, the

Secretary shall verify the member's eligibility and then mail the Absentee Ballot via U.S. Postal Service to the member. Absentee Ballots shall not be available to be picked up at the Corporation's principle office. Absentee Ballots will be accepted August 1st to September 15 of the voting year. The Board shall adopt such additional rules and regulations to govern the absentee voting process to ensure a fair and equitable process and to avoid voter fraud.

Section 6. Annual Election/Voting procedures. Each year the members shall vote to fill the expiring terms of the Directors (hereinbefore and hereinafter the "Annual Election"). The Annual Election shall be held on the 1<sup>st</sup> Tuesday of October between 3:00 pm and 7:00 pm; and, again on the 1<sup>st</sup> Thursday of October between 1:00 pm and 4:00 pm of each year, commencing October of 2016 and continuing each year thereafter. Voting at the Annual Election will be conducted by a transparent and verifiable process to ensure the integrity of the voting process. Votes shall be tabulated by a committee comprised of those Directors not up for reelection in a given year. These Directors will verify that all voters are members of the Corporation and that all voting procedures, as established by the Board, are strictly followed.

## **Article V.**

### **Meeting of Membership**

Section 1. Time. The Annual Meeting of the membership shall be held on the second Tuesday of June of each year, in conjunction with the monthly Board meeting, for the purposes of: a) establish the candidates for the current year Annual Election; b) to review the annual budget for the Corporation; and c) to transact any other business authorized to be transacted by the members.

Section 2. Place. All meetings of the membership and the Annual Election shall be held at the fire station located at 4720 Carey Station Road, Greensboro, GA 30642, or such other location within Greene County as approved by the Board.

Section 3. Notices. It shall be the duty of the Secretary to cause a notice of each annual or special meeting and the Annual Election, stating the time and place thereof, to be published in the official legal organ of Greene County at least thirty (30) days prior to such event. Notice of any special meeting shall state the purpose thereof. Other local publications and media outlets may, but are not required to, be used at the Secretary's discretion to more broadly communicate the notice.

Section 4. Budget Meetings. Two required annual budget meetings shall be held during the month of June. One shall be held as a part of the Annual Meeting. The second meeting shall be held at a date specified during the Annual Meeting prior to submitting the budget to the County commissioners by June 30 of the current year.

Section 5. Special Membership Meetings. Special meetings of the members for any

purpose may be called by the President; and, must be called by the President at the request, in writing, of a majority of the Board, or at the request, in writing, of 20% of all members in good standing, which request shall state the purpose of the proposed meeting. Business transacted at all such special meetings shall be confined to the objects stated in the notice thereof.

Section 6. Quorum. There shall be no quorum requirements for meetings of the membership.

## **Article VI.**

### **Directors**

Section 1. Purpose. The purpose of the Board is to provide strategy, oversight, long range planning, and to ensure funding of the Corporation in such a way that it is in the best interests of its members, the District, and surrounding community.

Section 2. Number, Term, Qualifications and Election. The affairs of the Corporation shall be managed exclusively by a Board of Directors (hereinbefore and/or hereinafter the "Board") composed of seven (7) persons, who must be members of the Corporation and shall be elected by the majority vote of the members at the Annual Election. The term of each Director's service shall be two (2) years and shall extend until their successor is duly elected and qualified, or until the Director is removed in the manner provided for herein.

The Board shall be a staggered Board, with a total of three (3) Directors elected in one cycle; and, a total of four (4) Directors elected in another cycle. Directors shall be eligible for re-election provided they meet all requirements for candidacy as contained herein. A duly elected Board Member may serve up to four (4) terms for a total of eight (8) years. In the event a Director is appointed to fulfill the unexpired term of another Director, said appointed term shall not count towards that Director's term limits as provided herein.

To the maximum degree possible, the Board shall consist of representatives from different geographical areas of the District. The Board has no legal responsibility to ensure representatives from different geographical areas of the District are prospective candidates, but shall encourage the same. A Director may not be employed by or a volunteer of the Corporation; and, the acceptance of such a position by a Director shall result in his/her immediate termination from the Board. The Board may establish other rules and regulations regarding the eligibility and qualifications of Directors. The Secretary shall verify that all candidates meet the eligibility and qualification requirements as established by the Board. Once the candidate has been verified, the Secretary shall notify the candidate that they are eligible and the candidate's name will be placed on the ballot for the Annual Election. If the candidate is not eligible, he/she will be notified with a brief explanation of why he/she is not eligible. After the Annual

Meeting, the Secretary will prepare a "Public Notice" to be published in the official legal organ of Greene County, too establish a registration period which shall run from the 2nd week of June through July 31st. If no candidates submit for the Board, there shall be no election and the incumbent shall retain the position until otherwise filled as provided in these By-Laws.

Section 3. Organizational Meeting. The organizational meeting of a newly elected Board shall be held at the first regularly scheduled Board meeting occurring after the Annual Election. No further notice of the organizational meeting shall be necessary. At the organizational meeting, the Board shall elect any officers whose terms are expiring.

Section 4. Removal & Discipline of Directors by Board. Should any Director: a) become inactive, as evidenced by three (3) unexcused absences from regularly scheduled meetings; b) be convicted of a felony, or of any crime of moral turpitude; or c) perform any act of impropriety or malfeasance as a Director, the Board may remove the Director by a majority vote of the remaining Directors. Should any Board member in any way act or cause to occur actions that are in conflict with the purpose, mission, or mandate(s) of the Board, or in any way act contrary to these By-Laws, or cause disruptions or otherwise interfere in the ongoing operations of the Corporation, including subversion of or interference with the Fire Chief's management of the Corporation, the President shall have to right and duty to move to discipline said Director as deemed appropriate by the President; and, if needed in the judgment of the President, move to remove said Director from office, subject to a majority vote by the whole Board.

Section 5. Removal by Members. The entire Board may be removed by a petition to "Remove the Entire Board", provided the same is signed by a majority of the members and presented to the Board at a meeting of the Board. In Such event, the entire Board shall be removed and new elections will be held within the next forty-five (45) days. Notice of the special election, including the location, day and time of the election, shall be published in the official legal organ of Greene County, Georgia, not less than thirty (30) days before the date of the election. The President, Treasurer and Secretary will remain in place until the newly elected Board has appointed a new President, Treasurer and Secretary to ensure the operations of the Corporation.

Section 6. Vacancies on the Board. If the office of any Director or Directors becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, a majority of the remaining Directors may, in the Board's sole discretion, appoint a successor or successors who shall hold office of the balance of the unexpired term. Any prospective successor must qualify for the vacant seat in the same manner as a candidate for election, as provided herein.

Section 7. Disqualification and Resignation of Directors. Any Director may resign at any time by sending a written notice of such resignation to the office of the Corporation, delivered to the Secretary. Unless otherwise specified therein, such resignation shall

take effect upon receipt thereof by the Secretary. The transfer of title of a Director's real property within the district shall automatically constitute a resignation, effective at the next regularly scheduled Board meeting after such transfer of title; unless, the Director continues to own another tract of real property within the District.

Section 8. Meetings. Regular meetings of the Board of Directors shall be held at the office of the Corporation, located at 4720 Carey Station Road, Greensboro, Georgia, 30642, on the second Tuesday of each month at 5:00 p.m., or at other such place and time as may be subsequently designated by a majority vote of the Board. Said regular meetings shall be open to the public. In order to ensure a quorum is present at meetings of the Board, each Director shall notify the Secretary, in writing, prior to any scheduled meeting if he/she cannot attend said meeting.

Section 9. Special Meetings. In addition to regular meetings, special meetings of the Board may be called by the President, and in his/her absence by the Vice President, or by any three (3) members of the Board. Notice of the time, place and purpose of said special meeting shall be given by the Secretary to all Board members. Said notice shall be given via: overnight delivery service, courier, hand delivery, or electronic transmission to each Director at their address on file with the Corporation not less than two (2) days before such meeting. The date and time and purpose of the special meetings of the Board shall be included in said notice.

Section 10. Directors Waiver of Notice. Before or at any meeting of the Board, any Director may waive notice of such meeting and such waiver shall be deemed equivalent to the giving of notice as required herein. Attendance by a Director at any meeting of the Board shall be a waiver of notice by him of the purpose, time and place thereof. If all the Directors are present at any meeting of the Board, no notice shall be required; and, any business may be transacted at such meeting.

Section 11. Quorum. At all meetings of the Board, a majority of the Directors shall constitute a quorum for the transaction of business; and, the acts of the majority of the Directors present at such meetings at which a quorum is present shall be the acts of the Board, except as otherwise provided herein.

Section 12. Powers and Duties. The Board shall have the powers and duties necessary for the administration of the affairs of the Corporation and may do all such acts and things as are not, by law or by these By-Laws, directed to be exercised and done by the members. These powers shall specifically include, but shall not be limited to, the following:

- (a) To exercise all powers specifically set forth in these By-Laws and all powers incidental thereto.
- (b) To employ, dismiss and control the personnel necessary to achieve the stated purposes of the Corporation, including the right and power to employ the attorneys, accountants, contractors, and other professionals as the need arises.

Notwithstanding the immediately preceding sentence, the Board shall not have the power to perform the duties, including but not limited to hiring/firing/management of firefighters, specifically delegated to the Fire Chief in Article VIII of these By-Laws.

(c) To generally oversee the business activities and the ongoing operation of the Corporation.

(d) To oversee fund-raising activities and to approve, in advance, all fundraising activities initiated by non-Board members.

(e) To contract for the management of the affairs of the Corporation and to delegate to any such contractor all of the powers and duties of the Corporation, except those which may be required to have the approval of the Board or membership of the Corporation.

(f) To designate one or more committees, which to the extent provided in the resolution designating said committee, shall have the powers of the Board in the management of the business and affairs of the Corporation.

(g) To act as custodian for all property, both real and personal, owned by the Corporation, as well as all financial assets of the Corporation.

(h) To authorize the purchase of equipment, supplies and material required in the maintenance, repair, replacement, operation and management of the corporate property.

(i) To insure and keep insured the property, both real and personal, of the Corporation.

(j) To authorize payment of utility for utilities serving the Corporate property.

(k) To enforce by any legal means the provision of the By-Laws promulgated by the Corporation.

(l) To authorize payment of all taxes and assessments against the Corporate property.

(m) To select depositories for the Corporate funds, and to determine the manner of receiving, depositing, and disbursing Corporate funds and the form of check and the person or persons by whom the same shall be signed, when not signed as otherwise provided by these By-Laws.

(n) To authorize the acquiring of real and personal property for the benefit and use of the Corporation and to authorize disposal of said property as the need arises.

Section 13. Compensation. Directors shall not receive any remuneration or compensation for their service on the Board, except reimbursement for their out-of-pocket expenses incurred for the benefit of the Corporation.



## ARTICLE VII.

### Officers

Section 1. Elective Officers. The principal officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer, all of whom shall be elected from and members of the Board. As members of the Board, all officers shall have the rights, duties and obligations of Board members, including but not limited to voting privileges.

Section 2. Election. The officers of the Corporation shall be elected by the Board at the Organizational Meeting of each new Board following the Annual Election.

Section 3. Appointive Officers. The Board may appoint Assistant Secretaries, Assistant Treasurers, and such other officers, as the Board deems necessary.

Section 4. Term and Compensation. The term of each officer shall be for two (2) years, or until a successor is elected. Each officer may not serve more than four (4) consecutive terms in any given office. If the office of any Officer becomes vacant for any reason, the vacancy shall be filled by the Board. No compensation will be paid to the Officers of the Corporation.

Section 5. The President. The President shall be the chief executive officer of the Corporation and shall preside at all meetings of the members and all meetings of the Board. The President shall make decisions when questions or disputes arise and maintain order at meetings. The President shall have executive powers and general supervision over the affairs of the Corporation and other Officers and shall have general supervision over the Fire Chief of the Corporation. Except as otherwise specifically provided in these By-Laws, the President shall sign or countersign all certificates, written contracts, and other instruments, shall prepare and make reports to the Board, and shall perform all duties incident to the president's office, which may be delegated to the President from time to time by the Board. The President shall have the power to appoint committees as the President deems necessary and as not otherwise prohibited herein. The President shall be a voting member of all committees of the Corporation.

Section 6. The Vice President. The Vice President shall perform all of the duties of the President in the President's absence, shall assist the President at the President's request, and shall perform such other duties as may be required of the Vice President from time to time by the Board.

Section 7. The Secretary. Except as otherwise provided herein, the Secretary shall issue all notices required under the By-Laws and shall attend and keep the minutes at all meetings of the Corporation. The Secretary shall present minutes of all Board meetings

and all meetings of the members to the Board for approval and, upon such approval, add such minutes to the Corporation's permanent records. The Secretary shall have charge of all of the Corporation's books, record, and papers, except those kept by the Treasurer.

Section 8. The Treasurer. The Treasurer shall have the following duties and responsibilities, except as otherwise provided herein:

(a) The Treasurer shall have custody of the Corporation's funds and securities, shall authorize and ensure the establishment and maintenance of full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall authorize the deposit of all monies and other valuable effects in the name of and to the credit of the Corporation in such depositories as may be designated from time to time by the Board.

(b) The Treasurer shall authorize the disbursement of the funds of the Corporation as may be ordered by the Board of Directors in accordance with these By-Laws, including the ensuring of proper vouchers for such disbursements and shall render to the President and the Board at the regular meetings of the Board, or whenever they may require it, an account of all his/her transactions as Treasurer and of the financial condition of the Corporation.

(c) The Treasurer shall authorize the collection of moneys or other items owed to the Corporation and shall promptly report the status of collections and of all delinquencies to the Board.

## **ARTICLE VIII.**

### **Fire Chief**

Section 1. Selection. A nominating/search committee appointed by the President shall nominate the Fire Chief from a pool of candidates. Upon presentation of the nomination, the President shall present the nominee to the Board at the next meeting of the Board. The nominee shall be elected Fire Chief by a majority vote of the entire Board.

Section 2. Term & Compensation. The Fire Chief shall serve with no term limit. Compensation and Benefits for the Fire Chief shall be set according to the budget as approved by the Board.

Section 3. General Duties. The Fire Chief shall be the Chief Operating Officer (COO) of the Corporation and charged with handling the normal, day-to-day business of operating the Corporation. The Fire Chief is responsible for all management, hiring, firing, discipline and training of the Corporation's employees and volunteers. The Fire

Chief's direct supervisor shall be the President and he/she shall not take any action in contradiction to the President's direction. The Fire Chief shall make regular reports, including but not limited to a monthly activity report, to the Board on all matters and in particular any matter extending beyond the normal, day-to-day business of operating the fire department. The Fire Chief shall be charged with the responsibility of operating the Corporation pursuant to the Standard Operating Guidelines; and, subject to the supervision of the Finance Committee, within the approved budget.

Section 4. Attendance at Meetings. The Fire Chief, or the Fire Chief's representative in the event he/she is unavailable, shall be present at all Board meetings, shall sit with the Board, shall participate in all Board discussions, shall serve on any Board appointed committee, but shall not possess voting privileges afforded members of the Board. In this capacity, the Fire Chief shall serve as an Ex-Officio non-voting member of the Board.

Section 5. Finance Committee. The Fire Chief shall serve as a non-voting member of the Finance Committee and shall participate in preparing a budget covering the estimated costs of operating the Corporation during the upcoming Fiscal Year with the exception of the costs related to the Fire Chief's compensation and benefits. The remaining members of the Finance Committee shall make a recommendation to the full Board with regards to the Fire Chief's compensation and benefits as an attachment to the prepared budget.

Section 6. Guidelines Committee. The Fire Chief shall serve as a non-voting member of the Guidelines Committee and shall lead and participate in preparing and maintaining the official Standard Operating Guidelines which shall include the standards, policies, and procedures for governing the operation of a fire department.

Section 7. Election of Board Members. The Fire Chief will not participate in campaigning for Board candidates; and, he/she shall not allow any campaigning to be conducted by the Corporation's employees; or, on the Corporation's property or equipment.

Section 8. Board Grievance Process. If there is a personnel grievance issue, it is the responsibility of the Fire Chief to ensure the grievance proceeds thru the "progressive discipline process" outlined in the Standard Operating Guidelines. The Board shall not be involved in any ongoing grievance, operational management, or personnel issues. If the employee or volunteer is dissatisfied with the final results of the progressive discipline process, he/she may file an appeal to the Board within thirty (30) days of the final decision and the Board shall review the same. No such appeal rights shall exist until a final decision has been rendered. Any such appeal shall be governed by the procedures set forth in the SOGs.

## ARTICLE IX.

### Committees

Section 1. Committees. The President shall appoint a Finance Committee and Guidelines Committee; and, may appoint other committees as the Presidents deems necessary to carry out the purpose of the Corporation.

Section 2. Finance Committee. The Finance Committee shall be charged with the preparation of an annual budget for each fiscal year and overseeing the Fire Chief in ensuring the Corporation stays within its approved budget. In addition, each year the Finance Committee shall recommend the appointment of an Independent Accountant; said recommendation subject to ratification by the Board. The Independent Accountant shall reconcile all bank statements and prepare the annual audit for submission directly to the Board, and shall be available to the Board for consultation as required by the Board.

Section 3. Finance Committee Composition. The Finance Committee shall consist of the Fire Chief, President, Treasurer, and any number of Board members or administrative support personnel as deemed necessary and appointed by the President.

Section 4. Guidelines Committee. The Guidelines Committee shall be charged with the preparation of the Standard Operating Guidelines which shall include standards, policies, and procedures for governing the operation of the Corporation.

Section 5. Guidelines Committee Composition. The Guidelines Committee shall consist of the Fire Chief, President, and any number of Board members as deemed necessary and appointed by the President.

## ARTICLE X.

### Finances and Assessments

Section 1. Signing Checks. The following Officers shall be authorized to make expenditures and to sign checks therefore:

REQUIRED OFFICERS AUTHORIZATION:

Treasurer or Fire Chief - \$2,500.00 or less.

Treasurer or Fire Chief and President – Greater than \$2,500.00 and up to and including \$5,000.00.

Treasurer or Fire Chief and President with Board approval – Greater than \$5,000.00.

Section 2. Depositories. The funds of the Corporation shall be deposited in such banks and depositories as may be determined by the Board and shall be withdrawn only upon checks and demands for money signed by such Officer or Officers as set forth in Section 1 of this Article.

Section 3. Fidelity Bonds. The Treasurer and all Officers who are authorized to sign checks, all Officers and employees of the Corporation, and any contractor handling or responsible for Corporation funds may be bonded in such amount as may be determined by the Board.

Section 4. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of October each year. The Board is expressly authorized to change to a different fiscal year in accordance with the provisions and regulations from time to time prescribed by the Internal Revenue Code of the United States of America at such time as the Board deems it advisable.

Section 5. Budget. Upon recommendation from the Finance Committee, the Board shall adopt an annual budget for each fiscal year that shall include the estimated funds required to defray anticipated expenses and to provide and maintain funds to cover current expenses, including a reasonable allowance for contingencies, betterments, which shall include the funds to be used for capital expenditures for additional property that will be a part of the Corporation property, and operations, the amount of which may be to provide working funds or to meet losses. Once approved by the Board, the annual budget shall be presented to the members of the Corporation and to Greene County Commissioners, as set-forth in these By-Laws.

Section 6. Co-mingling of Funds. All sums collected by the Corporation may be co-mingled in a single fund or divided into more than one fund, as determined by the Board.

## **ARTICLE XI.**

### **INDEMNIFICATION**

The Officers and Directors of the Corporation shall not be liable for any mistake of judgment, whether negligent or otherwise, except for their own individual willful misfeasance or malfeasance, misconduct, or bad faith. The officers and directors of the Corporation shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Corporation, and the

Corporation shall indemnify and forever hold each such Officer and Director free and harmless against any and all liability to others on account of any such contract or commitment. In addition, each Director and each Officer of the Corporation shall be indemnified and held harmless by the Corporation from any expense, loss, or liability by reason of having served as such Director or as such Officer and against all expenses and liability, including court costs and reasonable attorneys' fees, actually incurred by or imposed upon such Director or Officer in connection with any proceeding to which the Director may be a party or have become involved by reason of being such Director or such Officer, whether or not Director is a current Director or Officer at the time such expenses are incurred, except in cases where in the expenses and liability arise from a proceeding which such Director or such Officer is adjudicated guilty of willful misfeasance or malfeasance, misconduct, or bad faith in the performance of his duties.

In the event of a settlement of any such proceeding the indemnification provided hereby shall apply (i) either when the Board approves such settlement and reimbursement as being in the best interests of the Corporation; or (ii) when the Director or Officer establishes through a legal proceeding against the Corporation that the Director or Officer was not guilty of willful misfeasance or malfeasance, misconduct or bad faith in the performance of his duties in the matter as to which the indemnity is sought. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any Officer or Director, or former Officer or Director, may be entitled. The Corporation shall maintain adequate general liability and Officers and Directors' liability insurance to fund these obligations.

## **ARTICLE XII.**

### **Compliance and Default**

Section 1. Violations. In the event of a violation by an Officer, Director, or Fire Chief of any of the provisions of these By-Laws, the Corporation, by direction of its Board, may notify the Officer, Director, or Fire Chief, by written notice of said breach, and the Corporation, through its Board, at its sole discretion, may have the following choices:

- (a) Termination; and/or
- (b) An action at law to recover damages on behalf of the Corporation; and/or
- (c) An action in equity to enforce performance on the part of the officer, director, or Fire Chief; and/or
- (d) An action in equity for such equitable relief as may be necessary under the circumstances, including injunctive relief; and/or

(e) Such other relief or actions as the Board deems appropriate under the circumstances.

Section 2. Costs and Attorney's Fees. Where possible and advisable by legal counsel, in all proceedings arising because of an alleged violation by an Officer, Director, or the Fire Chief, the Corporation shall seek to recover the costs of the proceeding and such reasonable attorney's fees, actually incurred by the Corporation, including the cost of appeal.

Section 3. No Waiver of Rights. The failure of the Corporation to enforce any right, provision, covenant or condition shall not constitute a waiver of the right of the Corporation to enforce such right, provision, covenant or conditions of the future.

## **ARTICLE XIII.**

### **Amendments to the By-Laws**

These By-Laws may be altered, amended or added to at any regular or special meeting of the Board of Directors, provided:

- (1) Notice of the meeting shall contain a statement of the proposed amendment(s).
- (2) The amendment shall be approved by a majority vote of the entire Board.
- (3) The Board shall not have the power to change the following provisions, unless approved by the members at the Annual Meeting; or, a Special Meeting called for such purpose:
  - a) Quorum for meetings of members or of the Board; or
  - b) To change any provisions of the By-laws with respect to the removal of Directors or the filling of vacancies in the Board resulting from the removal by the members.

## **ARTICLE XIV.**

### **Parliamentary Rules**

Robert's Rules of Order (latest edition) shall govern the conduct of any meeting of the Corporation when not in conflict with these By-Laws.

**ARTICLE XV.**

**Conflicts**

If there is any conflict between these By-Laws and the Articles of Incorporation of the Corporation, the Articles of Incorporation shall control. If any irreconcilable conflict should arise or exist with respect to the interpretation of these By-Laws, the Board shall be charged with applying the most reasonable interpretation.

**ARTICLE XVI.**

**Headings, Number and Gender**

All headings, titles or captions of sections set forth in these By-Laws are inserted as a matter of convenience, and in no way define, limit, extend or describe the scope or intent of any provision of these bylaws. The use herein of a singular term shall include the plural and use of masculine, feminine or neuter genders shall include all others.

IN WITNESS WHEREOF, the undersigned Officers of the Corporation hereby approves these By-Laws and certifies that these By-Laws were duly adopted by the required majority of the Board after due notice thereof as indicated in the consent signatures.

This   10th   day of   May  , 2016.

**Old Salem Fire And Rescue Department, Inc.**, a Georgia non-profit corporation.

\_\_\_\_\_  
Witness

By: \_\_\_\_\_  
Name: Byron Watts  
Title: President

Attested To:

\_\_\_\_\_  
Witness

By: \_\_\_\_\_  
Name: Jeff Harden  
Title: Secretary

*[Director's Approval On Next Page]*



The undersigned Board of the Corporation hereby indicates their approval of the above amended and restated By-Laws by signing herein below.

Date	Board of Director's Members Signature	Board of Director's Members
		Byron Watts
		Geri Riegel
		Jack Horn
		Jeff Harden
		David Vickery
		Jack Elder
		William Kelly