

**BYLAWS
OF
WEST BUNCOMBE VOLUNTEER FIRE DEPARTMENT, INCORPORATED**

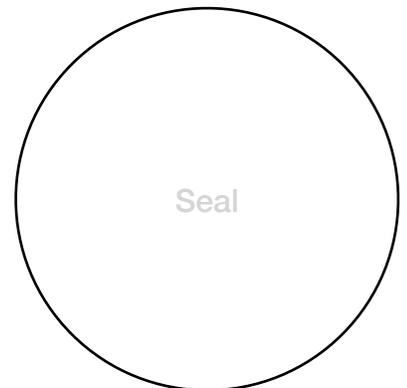
ARTICLE I

NAME, PRINCIPAL OFFICE, and SEAL

1. NAME: The name of this Corporation is the West Buncombe Volunteer Fire Department, Incorporated (hereinafter referred to as “Corporation” or “Department”).

2. OFFICES: The principal and registered office of the Corporation shall be at such location in West Buncombe Township, Buncombe County, North Carolina, as the Board of Directors shall fix by a majority vote and adjusted as needed from time to time. The Post Office address of the Corporation is 549 Old County Home Rd., Asheville, NC, 28806. The Corporation may have other offices at such places within the West Buncombe Fire Department Fire Service District as the Board of Directors may designate or as the affairs of the Corporation may require from time to time.

3. SEAL: The seal of the Corporation shall be circular in form and mounted upon a metal die, suitable for impressing the same upon paper, and the wording thereon shall be “West Buncombe Fire Department, NC” and in the center of the seal shall appear the word “Corporate Seal”. An impression of such seal shall be made opposite this section of the bylaws and a copy thereof filed in the minute book.



ARTICLE II

MEMBERSHIP

Any natural person listed in the Buncombe County Ad Valorem tax abstract as a record owner of real or tangible personal property in the West Buncombe Volunteer Fire Department, Fire Protection Service District, as defined for the purpose of NCGS 105.273, as amended from time to time, shall be considered a bona fide member of the corporation. Where more than one person is listed in the abstract as a record owner, each such person shall be considered a member.

ARTICLE III

MEETING OF MEMBERS

1. PLACE of MEETINGS. All meetings of the members shall be held at the principal office of the Corporation, or at such place within the West Buncombe Volunteer Fire Department, Incorporated Fire Protection Service District, or at such other place as deemed by the Board of Directors necessary due to extenuating circumstances, as shall be designated in the notice of meeting.

2. ANNUAL MEETING. The annual meeting of the membership shall be held at 7:00pm on the second Tuesday in July of each year, or on another date and time, as agreed upon by the majority of the Board of Directors, for the purpose of electing Directors of the Corporation and for the transaction of such other business as may be properly brought before the meeting.

3. NOTICE of ANNUAL MEETING. Notice of each annual meeting shall be given by publication in a newspaper qualified for legal advertising published in Buncombe County, North Carolina having general circulation in the West Buncombe Volunteer Fire Department, Incorporated, Fire Protection Service District. The notice shall be published one month before the annual meeting and run for no less than fourteen (14) days. Notice shall also be placed on the Corporation's website, social media platforms in use at the time, and provided to the Buncombe County government for placement on their community calendar.

4. REGISTRATION LIST. At least one (1) hour before each meeting of the membership, the Corporation shall provide registration to those persons eligible to vote. All registered voters shall be qualified as being eligible to vote through identification of residency, ownership, or membership, which will be noted on the roster of qualification.

4a. A valid North Carolina driver's license or ID card with a listed address in West Buncombe Fire Department Fire Service District;

4b. A valid North Carolina vehicle registration card with a listed address in West Buncombe Fire Department Fire Service District;

4c. A current tax bill documenting ownership of property subject to fire tax in West Buncombe Fire Department Fire Service District;

4d. Official roster documentation establishing membership status with West Buncombe Fire Department in accordance with current bylaws.

5. A majority of the members represented in person shall constitute a quorum at a meeting of members. The members present at a duly organized meeting may continue to do business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum. The vote of a majority of the members present at a meeting, at which there is a quorum, shall determine all questions presented, and nominees for Directors receiving a vote of the majority of the members present at an annual meeting, at which there is a quorum, shall be the duly elected Directors of the Corporation.

6. VOTING of MEMBERS. Each natural member of the Corporation, age eighteen (18) or older shall have one (1) vote on all questions presented at any meeting of members and for the election of Directors.

7. PROXIES. Members may not vote by proxy.

ARTICLE IV

BOARD OF DIRECTORS

1. GENERAL POWERS. The Board of Directors shall have and exercise complete direction and control of all the business, property, and affairs of the Corporation according to the powers given by its Articles of Incorporation, Corporate bylaws, North Carolina General Statute 55-A and any other applicable North Carolina Statutes, as lawfully amended from time to time.

2. NUMBER and TERM. The Corporation shall be managed by a board of eleven (11) Directors. The number of Directors may be increased or decreased from time to time by amendment of these bylaws at a regular or specially called meeting. Decreasing Directors shall not have the effect of shortening the term of any incumbent director or reducing the number of Directors to less than four (4). Directors are elected for a term of three (3) years, staggered (four (4) in year one and two and three (3) in year three), and are elected during the Corporation's Annual Meeting. The Secretary of the Corporation shall maintain a term expiration list.

3. ELIGIBILITY. Directors are limited to natural persons age 18 or over and who are a bona fide Corporation member, subject to the fire tax of the West Buncombe Volunteer Fire Department, Incorporated, Fire Protection Service District and must reside, as their primary residence, within the West Buncombe Volunteer Fire Department, Incorporated, Fire Protection Service District. No compensated employee of this fire department shall serve as a Director. There shall be no more than one member of an immediate family simultaneously serving as a director. Immediate family is considered as spouse, life partner, child, parent, brother, sister, grandparent, grandchild, son-in-law, daughter-in-law, parent-in-law, brother or sister-in-law, aunt, uncle, or the employee or spouse or guardian of the employee. This also includes various combinations of "step", "half", and adopted relationships.

4. ELECTION of DIRECTORS. Directors shall be elected at the annual meeting of members; and those persons who receive the highest number of votes for each open position shall be deemed to have been elected. The election of Directors shall be by ballot. Nominations for Directors shall be opened the first day of April until the 31st day of May, at which time, no further submissions will be accepted. Those individuals seeking election shall consent to a background check by signing a disclosure and authorization release form and provide payment for any associated cost to conduct a background check. Those Directors seeking reelection shall also sign a disclosure and authorization release form however, all associated costs for the background shall be covered by the Corporation. Failure to complete this requirement shall nullify the nomination. All nominations shall be forwarded to the Nomination Committee Chair who shall qualify each nomination by residency and conduct a background check that meets the requirements of the department's insurance provider. Nominees who possess a felony record, convictions of fraud or theft, or of arson or burning of property are voided to serve as a Director. All qualified nominations will be placed on ballots provided to the Executive Committee at least one (1) week prior to the annual meeting.

5. VACANCIES. Whenever any vacancies shall occur in any office by death, resignation, increase in the number of offices of the Corporation, or otherwise, the same shall be filled by the Board of Directors, and the officers so elected shall hold office for the unexpired term of his/her predecessor. Any Directorship to be filled by reason of an increase in the authorized number of directors shall be filled only until the election at an annual meeting or at a special meeting of the membership called for such purpose.

6. REMOVAL of DIRECTORS. The governing body of the local government entity that hold the contract with the highest dollar value to the West Buncombe Fire Department, Incorporated for provisions of fire services shall have the authority to remove from office up to fifty percent (50%) plus one (1) member of the Board of Directors of the Fire Department pursuant to the following terms:

6a. Before exercising this authority, the local government entity shall notify West Buncombe Fire Department, Incorporated, in writing, of its intent to remove up to fifty percent (50%) plus one (1) member of the Board of Directors of the West Buncombe Fire Department,

Incorporated no more than sixty (60) days and no less than fourteen (14) days prior to a meeting to be held for such purpose. The notice shall include the time, date, and location of any such meeting together with the names of all such directors which are subject to removal by the governing body; and

6b. All members of the Board of Directors together with any person residing in West Buncombe Fire Department, Incorporated, owning property in the West Buncombe Fire Department, Incorporated, Fire Service District, or paying West Buncombe Fire Department, Incorporated, Fire Service District tax shall be entitled to speak at any meeting at which a vote removing such Director may occur; and

6c. After such hearing, a majority vote of the governing body of the local government entity that holds the contract with the highest dollar value to the Fire Department for the provision of fire services shall be sufficient to effect removal of up to fifty percent (50%) plus one (1) member of the Board of Directors of the Fire Department identified in the meeting notice.

Any vacancy resulting from the vote as hereinbefore described shall be filled pursuant to the then existing bylaws of the Fire Department.

In addition to the hereinbefore described process, any Director in violation of the West Buncombe Volunteer Fire Department, Incorporated Conflict of Interest Policy, and/or bylaws may be removed. Further, any Director may be removed for just cause as determined by a vote of a 2/3 of the remaining Directors.

7. TERMINATION. A Board member having missed three (3) meetings in a rolling year, without an excused absence, or who misses two (2) consecutive meetings shall be deemed to have voluntarily resigned. The Board may accept said resignation by majority vote of the remaining directors whereupon said director's position shall be terminated. A director who relocates his/her residence out of the fire protection service district shall be terminated unless said director pays fire tax in the district.

8. CONFLICT of INTEREST. All Board of Directors' shall comply with the West Buncombe Volunteer Fire Department, Incorporated Conflict of Interest policy for the protection of this tax-exempt organizations interest when it is contemplating entering into a transaction or agreement that might benefit the private interest of an officer or Director of the organization or might result in a possible excess benefit transaction. All members of the Board of Directors shall verify adherence and understanding of the policy by signature at the time of the annual meeting, or a time agreed upon by unanimous consent of the board. The current, signed copy shall be maintained with the Secretary.

ARTICE V

MEETINGS OF DIRECTORS

1. REGULAR QUARTERLY MEETINGS. Regular meetings shall be held without notice other than this bylaw immediately after, and at the same place as the annual meeting of the membership of the Corporation on the second Tuesday in July (1st quarter). Hereafter, regular quarterly meetings shall be held on the second Tuesday of the months of October (2nd quarter), January (3rd quarter), and April (4th quarter) at the principal address of the Corporation, or on another date and time, as agreed upon by the majority of the Board of Directors, called to order at 7:00pm, and without notice other than herein contained.

2. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the President of the Corporation.

3. BUSINESS OUTSIDE of MEETINGS REQUIRING BOARD ACTION. Time sensitive matters requiring Board of Directors action are authorized to be conducted through electronic means with the approval of the Executive Committee. The results of the electronic polling are entered into the next regularly scheduled meeting minutes along with documentation of the votes of each Director to include Directors who did not cast a vote. In the minutes, the President shall be recorded as making the motion and the Treasurer as the second. Votes shall then be attached to the minutes as received.

4. EMERGENCY MEETINGS. An emergency meeting of the Board of Directors may be called by or at the request of any Director. Emergency meetings may be called for immediate action and by any means, if all Directors have been notified of the meeting. The only business to be considered at an emergency meeting is for which the meeting was called.

5. CLOSED SESSION. At any time, a closed session may be entered by a majority vote of the directors present for one of the following reasons:

5a. The discussion of matters related to personnel;

5b. The discussion of matters that pertain to the purchasing of real estate;

5c. The discussion of matters that pertain to confidential or privileged information;

5d. To consult with legal counsel.

6. MEETING MINUTES. To provide those not in attendance a reasonable account of the business conducted at the meeting, the Secretary, or an individual appointed by same, shall keep minutes of all meetings. If the Secretary appoints a scribe, the Secretary shall approve the

minutes recorded as correct before being distributed for approval. A review and approval of the minutes shall take place at the next scheduled regular meeting. If a special or emergency meeting takes place, minutes shall be approved at the next regular meeting. Closed session minutes shall be approved and filed separately from the other minutes. Requests for closed session meeting minutes shall be referred to the Corporation's legal counsel. The Board of Directors shall follow the legal advise regarding the release of closed session minutes.

7. QUORUM. A majority of the number of Directors fixed by these bylaws shall constitute a quorum for the transaction of business. The act of the majority of the Directors present at the meeting at which a quorum is present shall be the act of the Board of Directors.

8. COMMITTEES of the BOARD. The Board of Directors, by resolution adopted by a majority of the number of Directors fixed by these bylaws, may designate such committees, each of which may exercise all of the authority of the Board of Directors in the management of the Corporation pursuant to the resolution creating the committee. Any action taken by such committee(s) shall be the unanimous action of its appointed members and shall be returned to the Board of Directors for decision. The designation of any committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility or liability imposed upon it or them by law.

9. ORDER of BUSINESS. All meetings shall be conducted in the following manner: Call to order, agenda approval, minutes approval, financial report, committee reports, old business, new business, pubic comment, employee recognition, announcements, adjournment.

10. RULES of PROCEDURE. All meetings of the Board of Directors shall be governed by Rules of Procedure established by the Board from time to time, which shall conform to the Open Meeting Law, NCGS 143.33C.

11. ATTENDANCE of DIRECTORS VIRTUALLY. Directors may attend meetings virtually via video conference to conduct business and cast votes; accepted as in-person.

ARTICLE VI

OFFICERS

1. OFFICERS of the CORPORATION. The officers of the Corporation shall consist of the President, Vice President, Secretary, Treasurer, and such officers and assistant officers and agents as may be deemed necessary by the Board of Directors. Officers of the Corporation must be duly elected Directors. No two or more offices may be held by the same person. The number of terms of office shall not be limited for any officer. The hereinabove named officers in addition to the Fire Chief as the Chief Executive Officer shall consist of the Corporation's Executive Committee.

2. ELECTION and TERM. The officers of the corporation shall be elected by the Board of Directors during the second quarter's regular meeting. Each officer shall hold office for a term of one year, if not sooner terminated by death, resignation, removal, or disqualification. Any vacancy occurring in any office shall be filled by the Board of Directors for the remain time left in the term. Any changes shall be filed with the NC Office of Secretary of State.

3. DUTIES of the PRESIDENT. The President shall preside at all Board of Directors' meetings, discharge all the duties which devolve upon a presiding officer, and perform such other duties as the bylaws provide or the Board of Directors may prescribe. The president shall have full authority to vote stock owned by it in any other Corporation, and to execute, with the Secretary, powers of attorney appointing other Corporations, partnerships, or individuals the agent of the Corporation, all subject to the provisions of Chapter 55 of the General Statutes of North Carolina, as amended, the Articles of Incorporation of the Corporation, and the bylaws.

4. DUTIES of the VICE PRESIDENT. The Vice-President shall perform all duties incumbent upon the President during the absence or disability of the President and shall perform such other duties as the bylaws may require or the Board of Directors may prescribe.

5. DUTIES of the SECRETARY. The Secretary shall attend all meetings of the Board of Directors, and shall keep, or cause to be kept in a book provided for the purpose, a true and complete record of the proceedings of such meetings and shall perform a like duty for all standing committees appointed by the Board of Directors when required. The Secretary shall attend to the giving and serving of all notices of the Corporation and shall perform such other duties as the bylaws require or the Board of Directors may prescribe.

6. DUTIES of the TREASURER. The Treasurer shall ensure a correct and complete record of account is maintained showing accurately at all times, the financial condition of the Corporation. The Treasurer shall be the legal custodian of all moneys, notes, securities, and other valuables which may from time to time come into the possession of the Corporation. The Treasurer shall ensure all funds of the Corporation are immediately deposited in some reliable bank or other depository to be designated by the Board of Directors and shall keep such bank account in the name of the Corporation. The Treasurer shall furnish at meetings of the Board of Directors, or whenever requested, a statement of the financial condition of the Corporation, and shall perform such other duties as the bylaws may require or the Board of Directors may prescribe. The Corporation shall furnish to the Treasurer a bond in such amount as shall be determined by the Board of Directors.

7. ABSENCE of OFFICERS. In case of the absence of any officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may delegate the powers or duties of such officer to any other officer or to any Director or employee of the Corporation, for the time being, provided a majority of the entire Board concurs therein.

ARTICLE VII

CONTRACTS, LOANS, CHECKS, NOTES, ETC.

1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents, 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.

2. LOANS. No loan shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Authority to do so may be general or confined to specific instances.

3. CHECKS and DRAFTS. All checks, drafts, or other orders for payment of money, issued in the name of the Corporation shall be signed by any two (2) of the following officers, who are different persons: President, Vice President, Secretary, Treasurer. The Board of Directors may, however, by resolution, authorize any one of such officers to sign checks, drafts, and orders for payment money singly and without necessity of counter-signature, and may by resolution designate employees of the Corporation, other than those named above, who may, in the name of the Corporation, execute drafts, checks, and orders for payment of money in its behalf. Any drafts, checks, and orders for payment of money over \$5,000 must be approved by or signed by one or more of the officers if the responsibility is delegated to one individual.

4. DEPOSITS. All funds of the Corporation not otherwise employed shall be deposited in such depositories as the Board of Directors may select.

ARTICLE VIII

CHIEF OFFICERS, FIRE OFFICERS, ADMINISTRATION ASSISTANTS, FIREFIGHTERS, AND VOLUNTEER FIREFIGHTERS

Any chief officer, civilian administrative personnel, full-time, part-time, and volunteer officers and firefighters that are deemed necessary to meet the needs of the fire district shall be appointed by the duly appointed Fire Chief pursuant to the Board of Directors adopted Personnel Policy.

ARTICLE IX

GENERAL PROVISIONS

1. AMENDMENTS. The power to alter, amend, or repeal the bylaws, or adopt new bylaws is vested in the Board of Directors, by the affirmative vote of the number of Directors which is equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to effect any such action. An amendment(s) or new bylaws may be presented at any regular quarterly meeting, in which it is listed as an agenda item, and copies of the proposed amendment(s) or new bylaws have been prepared and delivered to all Directors. The proposed amendments shall be presented and held for one (1) quarter before being adopted. The Rules of Procedure, Conflict of Interest Policy, and Personnel Policy may be altered, amended, or repealed by the Board of Directors at any regular board meeting in which a quorum is present.

2. INDEMNITY of DIRECTORS and OFFICERS. Subject to any restriction of applicable law, the Corporation may by action of the directors indemnify any director, officer, or former director or officer of the Corporation against:

2a. Expense, including attorney's fees, actually or necessarily incurred by him/her in connection with the defense of any threatened, pending, or complete action, suit, or proceeding in which he/she was made or threatened to be made party by reason of being or having been such director or officer.

2b. Payments made by him/her in satisfaction of any judgement, money decree, fine, penalty, or settlement for which he/she may have become liable in any such action, suit, or proceeding, as determined by insurance carrier by director liability coverage except in either case in relation to matters as to which he/she shall have been adjudged in such action, suit, or proceeding, to be liable for gross negligence or intentional conduct, including criminal action in the performance of his/her duty.

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

ARTICLE X

INTEGRATION OF BYLAWS

The terms of these bylaws are integrated as defined by North Carolina law with no one term or clause superseding or contradicting the other. These bylaws shall be read as a whole, for the purpose of providing guidance and direction of the Board of Directors. If any term is deemed illegal, void, or unenforceable, the remaining bylaws shall remain in place.

APPROVED BY MAJORITY VOTE OF THE BOARD OF DIRECTORS, THIS THE _____ DAY OF _____, 2023.

SECRETARY

