

The Board of: Riceville Volunteer Fire Department
Met at: 6:30PM
On: Monday, July 11, 2022
For: Special Board Meeting
Moderator: Mark Curran (Chairperson)
Members Present: Paul Campbell, Kent Creasman, Judy Dillingham,
Dan Friday, Kathy Higdon, Dan Little, Lisa McCallister and
Carla McLendon

1. Call the Meeting to Order: Mark Curran called the meeting to order at 6:33PM, relaying this Special Meeting of the Board was being held to discuss proposed amendments to the Bylaws.

Community member Mark Dillingham immediately expressed his objection to the meeting taking place, as it is his personal opinion proper notice had not been given in accordance with the Bylaws. He cited Section 4.2, Special Meeting of the Members & Notice.

Lisa McCallister noted the meeting was called in accordance with Section 4.4, Special Meetings of the Board of Directors & Notice. In the name of transparency and as this is not a Closed Meeting, the public was welcome to attend.

The 30-minute discussion on this topic included intent/purpose of this meeting (Section 4.2 vs 4.4 of the Bylaws), and the Board's authority to make amendments to the Bylaws (Section 8.11).

Lisa McCallister made a motion for the meeting to continue, as the provisions of Section 4.4 of the Bylaws had been met. Dan Little seconded the motion. Judy Dillingham and Dan Friday voted no; all other Board members voted yes, so the motion carried.

2. Proposed Amendments:

A. Section 3.2, Number and Qualifications of the Board of Directors –

Discussion and the motion pertained to the first paragraph of this section. Specifically, wording in the second sentence and a new sentence added to the end of the paragraph.

Dan Friday relayed there is correspondence from legal Counsel from several years ago, indicating "subject to" should be used rather than "shall" in reference to fire tax. He referenced the wording in Section 2.1, Members of the Corporation. Board members agreed wording (shall vs subject to) in Sections 2.1 and 3.2 should be the same.

Dan Friday made a motion the wording be changed to "subject to pay fire tax" in the second sentence and that the new last sentence of "(Note: A Director is any member of the Board and differs from an Officer as outlined in Article V.)" be accepted. Lisa McCallister seconded the motion, which carried unanimously.

B. Section 3.3, Terms of the Members of the Board of Directors - Discussion took place regarding the pros and cons of introducing term limits, to include a mandatory absence from the Board before reappointment/reelection. Dan Friday made a motion that there be no term limits. There was no second, so the motion failed.

Dan Little made a motion that term limits will be two consecutive three-year periods followed by a one-year absence from the Board unless otherwise approved by the Board to fill a vacancy. Judy Dillingham seconded the motion. Judy Dillingham and Dan Friday voted yes; all other Board members voted no, so the motion did not carry.

Dan Little made a motion that a Board member can serve two consecutive three-year terms and must mandatorily be off the Board for one-year before being eligible to be elected or appointed to the Board. Kent Creasman seconded the motion. Judy Dillingham and Dan Friday voted no; all other Board members voted yes, so the motion carried.

C. Section 3.6, Removal of a Board Member - A recommendation was made to clarify the meaning of "twelve (12) month period." Discussion included excused absences. Dan Friday made a motion for entry 3.6, 1) to read, "A director or directors may be removed with cause by a majority of the Board if the director fails to attend three (3) regular meetings in a twelve (12) consecutive month period." Paul Campbell seconded the motion, which carried unanimously.

D. Section 3.8, Vacancies – A recommendation was made to add a new section regarding the process to be used when filling a Board vacancy. Recommended verbiage from Keith Bost, Management Solutions for Emergency Services (MSFES), was shared. Discussion included the Board vs the Community filling a vacancy; the incumbent serving until the next Annual Meeting rather than the remainder of the unexpired term; and legal Counsel's past guidance on this issue. Dan Friday made a motion to table discussion on this topic. Kent Creasman seconded the motion. During the discussion period, Kent relayed he would be prepared to present a motion on this issue at the Board's Regular meeting next Monday night. The motion carried unanimously.

E. Section 4.1, Annual Meeting & Notice – Specific to the first paragraph, Dan Friday made a motion to accept the recommendation of adding, "A regular meeting of the Board of Directors shall be held immediately after and at the same place as the annual meeting of the membership of the corporation," providing "shall" is changed to "should." Lisa McCallister seconded the motion, which carried unanimously. (Note – this does not negate the requirement to announce the Regular Meeting in conjunction with the Annual Meeting.)

Dan Friday made a motion for the last paragraph to read as follows: "If the day fixed for the Annual Meeting shall be a legal holiday in the State of North Carolina (except for Columbus Day) or a majority of the volunteers of this fire department are on an emergency call, such meeting should be postponed and held on another day. The

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Board of Directors should by a majority vote pick another day no less than five (5) business days and no more than thirty (30) days out from the normally scheduled Annual Meeting. If the Annual Meeting is rescheduled, a notice of the adjourned meeting should be issued by the Board of Directors before the adjournment of the Annual Meeting and also posted on the information bulletin board within the station, the website and the board out front for a minimum of five (5) business days and contain the following information, the place, date and time of the rescheduled annual meeting.” There was no second, so the motion failed. (Note – it was learned during discussion that Columbus Day is not recognized as a state holiday in North Carolina.)

Paul Campbell made a motion to clarify the last paragraph by changing references from “five (5) days” to “five (5) business days.” Dan Friday seconded the motion, which carried unanimously.

F. Section 4.4, Special Meetings of the Board of Directors & Notice – A recommendation was made to add, “This meeting can be for new or continuing business of the department.” Dan Friday made a motion to accept the new verbiage. Kathy Higdon seconded the motion. During discussion, there was question as to whether this wording is in compliance with the County contract. Kathy Higdon retracted her second, and Dan Friday amended his motion to accept the new verbiage, pending confirmation of compliance with the County contract. Kathy Higdon seconded the motion, which carried unanimously.

G. Section 4.11, 2), Order of Business of a Special or Emergency Meeting of the Board, and Section 4.12, 3), Order of Business of a Special Meeting of the Members - Dan Little made a motion to accept the recommended change of “matter” to “matter(s)” in both sentences. Kent Creasman seconded the motion. Dan Friday voted no; all other Board members voted yes, so the motion carried.

H. Section 6.5, Duties of the Fire Chief – Recommended changes to this section are specific to the second paragraph. The first changes the amount the Fire Chief can spend on any one invoice from \$3,000 to \$5,000. The second adds information from the Handbook about purchases above \$500 that are not budgeted. The third clarifies the Chief’s authority/dollar limit (\$10,000) for budgeted items necessary for the continuation of services of the Department. The last change speaks to the process for budgeted purchases over \$5,000 and is in keeping with a motion approved by the Board at a Special Meeting held on March 7, 2022.

Dan Friday made a motion to accept the recommended changes, providing the last sentence be changed to read, “Any other budgeted/approved purchase that exceeds \$5,000 will require signature by two authorized Board members.” Dan Little seconded the motion, which carried unanimously.

Lisa McCallister will update the proposed Bylaws document based on tonight’s meeting and forward it to Keith Bost, MSFES, and Attorney Perry Fisher for their review.

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3. **Adjournment:** Lisa McCallister made a motion to adjourn at 8:55PM. Dan Friday seconded the motion, which carried unanimously.