

BY-LAWS

OF

PINEY POINT VOLUNTEER FIRE DEPARTMENT, INC.

ARTICLE I. OFFICE

The Department's principal office in the State of Arkansas shall be located at 22050 E. Highway 12, Rogers, Benton County, Arkansas.

The Department shall have and continuously maintain the State of Arkansas, a registered office and a registered agent. The required office may be, but need not be, identical with the registered agent's address and may be changed from time to time by the Department's officers.

ARTICLE II. AREA OF RESPONSIBILITIES

The response area of the Piney Point Volunteer Fire Department (PPVFD) shall be:

1. All roads, drives, lanes, and adjoining roads, drives, lanes accessed from E. Hwy. 12 beginning 0.3 miles west of Key Road, east to the Madison County Line.
2. All roads, drives, lanes, and adjoining roads, drives, lanes accessed from High Sky Inn Road beginning on the southwest side of War Eagle Bridge to the Washington County Line. Knob Hill Volunteer Fire Department will assist on structure fires within this area due to War Eagle Bridge's weight limitation.
3. Exception: Only the junction of E. Hwy. 12 and Hwy. 303 and specific areas of Hobbs Conservation Area will be PPVFD area of responsibility, since private property along Hwy. 303 road itself falls within the Rocky Branch VFD response area.

ARTICLE III. MEMBERSHIP

Section 1. Members: Any owner of property located in the area served by the Piney Point Volunteer Fire Department, as designated by Benton County Fire Protection Association and State Law, is eligible for application for membership at any time and upon payment of specified dues as required in Article XI, shall be accepted into membership in the corporation.

Undeveloped property (i.e., unimproved or underdeveloped lots and acreage) shall be treated as residential property and subject to membership. A farm or acreage shall be considered as one property, whether it be contiguous or non-contiguous.

1. A member is defined as the owner of each building used as a residence or commercial property under one roof if the owner is common to all segments.

2. Each residential or commercial property will be considered a separate membership, even though it may be leased or rented to another party. Each residential membership shall be charged the current residential membership rate. Each commercial membership shall be charged the current commercial membership rate. Each unit of a separately-owned multi-family dwelling (i.e., a condominium, etc.) will each be charged the residential rate. If a member has multiple residences on the same parcel/parcels, each residence is eligible for membership.
3. Each piece of unimproved or undeveloped property shall be eligible for membership, i.e., a lot, small or large acreage
4. The Fire Chief may recommend an increase in the commercial rate to the Board of Directors if s/he deems it necessary. The Board may then change that rate.

Section 2. Voting Rights: Each member of the Department shall be entitled to one (1) vote on any question submitted to the membership. In the case of a residential membership, only one vote per household. Valid votes are those identifying the address and membership name. All votes are subject to validation against current membership roster.

Section 3. Transfer of Membership: Membership in the Department is not transferable or assignable, except:

1. Under transfer of a member's property to another family member, it may or may not be deemed appropriate by the Board.
2. When a current member purchases another home in the Department's area, the membership moves with the member to the new residence.
3. When a current member sells the house or property and leaves the Department's area, the new owner benefits from the unused portion of the dues for the remainder of the calendar year.

ARTICLE IV. MEETINGS OF MEMBERS

All Business Meetings will follow the Roberts Rules of Order.

Section 1. Annual Meeting: An annual meeting shall be held no later than 150 days after the calendar year ends to elect Officers and for the transaction of such other business as stated in the published agenda.

Section 2. Special Meetings: Special meetings may be called by the President, the Board of Directors, or by not less than 30 percent (30%) of the membership.

Section 3. Place of Meeting: The meeting for any annual or special membership meeting shall be at a Fire Station or any other nearby location stipulated by the President.

Section 4. Notice to Members: Written, printed notices, and posted on website of the annual or special meeting, stating the place, day, and hour and the published agenda shall be delivered either

personally or by mail to each member entitled to vote at such meeting, at least ten (10) but not more than one-hundred-twenty (120) days before the date of such meeting. In case of a special meeting, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of such meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member with postage thereon prepaid, and/or as part of a bulk newsletter mailing to all residences and businesses within the area served by the Department. The notice shall contain an invitation to vote by absentee ballot to be returned by the member to the Department before the scheduled meeting. Valid absentee ballots shall be included in the vote totals for all agenda items requiring a vote by the members.

Section 5. Quorum: Twenty percent (20%) of members present at any duly called annual or special meeting of the Corporation shall constitute a quorum. A formal record of the members attending such meetings shall be secured and filed by the Secretary.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Affairs of the Department: Its Board of Directors shall manage the affairs of the Department. The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, and the Area Directors.

Section 2. Vacancies: The Board of Directors shall appoint an interim officer to fill a mid-term vacancy occurring in an elected office and fill out the term of office. Vacancies of three (3) or more Board of Directors shall be filled by election of membership at a special meeting.

Section 3. Compensation of Elected Officials: No compensation for services as a Board Member may be received. A Board Member may be reimbursed for an expense incurred by him/her in the conduct of approved Department business. Nothing herein contained shall be construed to preclude any Board Member from serving the Corporation in any other capacity and receiving compensation therefore.

Section 4. Number, Tenure, and Qualifications: The Board shall consist of a President, Vice President, Secretary, Treasurer, and Area Directors as specified in Article VI, Section 8. Each Board Member must hold a bona fide membership in the Corporation as defined in Article III, Section I. Nominees for an office on the Board shall be submitted at the annual meeting by a nomination committee appointed by the President. Nominations for the Board of Directors Committee may be made by mail to the Board of Directors before February 1st. A statement from the nominee must be submitted indicating his/her willingness to serve accompanied by the signatures of three (3) current members. When a membership is held jointly by a husband and wife, either one, but not both, may be elected to the Board. In addition, to be eligible for nomination as a Board Member, nominees must not be affiliated with another volunteer fire department, either as a firefighter or a board member.

Section 5. Meetings: The Board shall meet to conduct Department business as deemed necessary by the President, but not less than four (4) times per year. All general business board meetings

are open to the public, dates and times of meetings will be made available upon request and are posted on the departments website.

Section 6. Special Meetings: Special meetings of the Board of Directors may be called by or at the President's request or any two (2) Directors. The person or persons authorized to call special meetings of the Board may fix any place within the Piney Point Volunteer Fire District for holding any special meeting of the Board called by them.

Section 7. Quorum: A majority of the Board of Directors shall constitute a quorum for business transactions at any board meeting.

ARTICLE VI. THE BOARD OF DIRECTORS INDIVIDUAL POWERS

Section 1. Board Directors: The Board of Directors shall consist of President, Vice President, Secretary, Treasurer, and Area Directors. The President may appoint such committees as deemed desirable, and such committees shall have the authority to perform the duties prescribed. Besides their individual job duties, the Board of Directors will be responsible for the "everyday" business.

Section 2. Election and Term of Office: The membership shall elect the Board of Directors at the annual meeting. An elected official must be a resident of the Piney Point Volunteer Fire District. The Officers shall serve for a term of two (2) years. The elections will rotate and continue in perpetuity every two years as follows:

1. President - election in even years
2. Vice President - election in odd years
3. Secretary - election in even years
4. Treasurer - election in odd years
5. Key Road: Election in even years
6. Pine Top-Election in Odd years
7. War Eagle- Even Years
8. Piney Point-Odd years.

Section 3. Removal: Any elected official or an official appointed by the Board of Directors may be removed by a majority vote of the Board of Directors whenever, in its judgment, the best interests of the Corporation would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the official so removed. The elected official may also be removed without a vote if they are not in attendance for 3 consecutive meetings, without proper notice to other board members. Exceptions for medical reasons and family obligations will be considered.

Section 4. President. The President shall be the principal officer of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the members and Board of Directors. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of

Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws or by statute to some other officer or agent of the Corporation. In general, the President shall perform all duties incident to the office and such other duties as prescribed by the Board of Directors from time to time. President does not have voting rights except in the need of a tie breaker.

Section 5. Vice President: In the absence of the President, the Vice President shall perform the President's duties and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 6. Secretary: The Secretary shall keep the minutes of the members' meetings and the Board of Directors in one or more books provided for that purpose. The Secretary shall record each meeting of the Board of Directors. The Secretary shall see that all notices are duly given in accordance with the provisions of these By-Laws or as required by the law. The Secretary will be the custodian of the corporate records and the seal, if any, of the Corporation and see that the seal of the Corporation, if any, is affixed to all documents, the execution of which on behalf of the Corporation, under its seal, is duly authorized in accordance with the provisions of these By-Laws. The Secretary will perform in general all other duties incidental to the Office of Secretary, and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 7. Treasurer: If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of assigned duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation. The Treasurer will receive and give receipts for monies due and payable to the Corporation from any source whatsoever and deposit all such monies in the name of the Corporation in accordance with the provisions of Article VII of these By-Laws. The Treasurer will keep a register of the names and post office addresses for each member. The Treasurer shall present a hardcopy financial statement to each Director at each Board of Directors meeting. The Treasurer shall provide a categorized cash flow statement to expedite the formulation and implementation of the annual budget upon request of the President or Board of Directors. In general, the Treasurer will perform all the duties incidental to the Office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. The Treasurer is responsible for determining that membership notices are mailed to each member by the 30th of November of each year. The Treasurer's books shall be presented to the Board of Directors for audit on or before the end of the first quarter (i.e., March 31) after the previous calendar (i.e., fiscal) year completed.

Section 8. Area Directors: The Area Directors will be nominated, elected, and serve according to Article V. Their specific responsibilities will be to assist with the long-term vision and direction for Departmental facilities and apparatus. The Area Directors shall directly represent the

constituency, both members and non-members, of their respective areas to the Department. They shall be responsible for direct communication and public relations of the Department's performance, policies, and visions to their designated area residents. Area Directors will monitor the Department's facilities within their area to ensure that the appropriate person or persons address problems or deficiencies.

Section 9. Fire Chief: The Fire Chief answers to the Board of Directors. In the event the chief's position is vacant; a Fire Chief shall be elected within thirty (30) days after vacancy by at least a 60% affirmative vote of eligible firefighters, subject to the Board of Directors' approval. In the event the firefighters do not elect a Fire Chief within 30 days, the Board of Directors shall appoint a Fire Chief to serve the remainder of the term. The term of the Fire Chief will be lifetime dependent on yearly reviews of the board. The Fire Chief will be accountable to the Board in all matters regarding the execution and performance of his/her responsibilities in compliance with the Arkansas State Fire Code and Act 254 of 1955 as amended. An Assistant Fire Chief will be appointed by the Fire Chief, subject to the Board of Directors' approval, and will serve in the Fire Chief's absence. The Fire Chief will serve on the Board of Directors (Article V) but have no voting right.

1. The Chief will possess managerial skills in handling personal, business, and firefighting skills and knowledge. In the event, this position becomes a paid position voted upon by the membership, the job skills and requirements will change to a higher level and be posted for hiring purposes.
2. The Chief is subject to yearly reviews by the board and will be concluded by the end of January of each year.
3. The Chief is responsible for the firefighter's conduct and training, but if a Firefighter feels the Chief has misused his or her position or disagrees with any reprimands. The said firefighter can go to a board member and request a meeting with the board to express their grievances without repercussions from the Chief or other Firefighters.
4. The Chief is responsible for the operations side of the fire department.

ARTICLE VII. CONTRACTS, CHECKS, DEPOSITS AND PURCHASES

Section 1. Contracts: The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these By-Laws, 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.

Section 2. Limitations: The Board of Directors will determine a monetary limit over which a majority must approve all disbursements, purchases, or contracts of the Board of Directors. All disbursements, purchases, or contracts executed below the limit will be specifically itemized in each Treasurer's Report to the Board, including the responsible individual's name.

Section 3. Checks, Drafts, Etc.: All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by the resolution of the Board of Directors.

Section 4. Deposits: All funds of the Corporation shall be deposited from time to time to the Corporation's credit in such bank or banks, trust companies, or other depositories as the Board of Directors may select.

Section 5. Gifts: The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or device for general purposes or any special purpose of the Corporation.

ARTICLE VIII. INDEMNIFICATION

Every member of the Board of Directors, officer or employee of the Department may be indemnified by the Department against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which s/he may become involved because of her/his being or having been a member of the Board, Officer, or employee of the Department, or any settlement thereof unless adjudged therein to be liable for gross negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement, the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the Department's best interest. The foregoing right of indemnification shall be in addition and not exclusive of all other rights to which such member of the Board, officer, or employee is entitled.

ARTICLE IX. DEPARTMENTS RECORDS

Section 1. Records: The Department shall keep complete and correct books and records of account and keep the minutes of the proceedings of its members and Directors and a record of the names and addresses of members entitled to vote. All books and records may be inspected by any member or their agent or attorney for any purpose at any reasonable time.

ARTICLE X. FISCAL YEAR

The Department's fiscal year shall be defined as the calendar year beginning on the first day of January and shall end on the last day of December.

ARTICLE XI. DUES

Section 1. Annual Dues: The Board of Directors may determine from time to time the amount of the annual dues payable each year to the Corporation by the members.

Section 2. Exemptions: The Board of Directors may determine from time to time that certain entities or persons may be eligible for exemption from dues. This may include, but not be limited to, Churches, Firefighters, etc. Exemptions will be recorded in minutes when made or removed.

Section 4. Payment of Dues: Dues shall be payable in advance on the first day of January for each calendar year. The set dues amount is for a year and not subject to partial payment. For example, a new member or member paying dues halfway through the year will pay full price.

Section 5. Default and Termination of Membership: When any member shall be in default in the payment of dues for a period of sixty (60) days, the membership may be terminated by the Board of Directors.

Section 6. Non-Members: Piney Point Volunteer Fire Department must, by Arkansas statute, respond to all emergency calls. As specified by Arkansas statutes, the Piney Point Volunteer Fire Department may charge time, materials, and personnel for each call specified by Arkansas statutes.

ARTICLE XII. CERTIFICATES OF MEMBERSHIP

Section 1. Certificates of Membership: The Board of Directors may provide for the issuance of certificates evidencing membership in the Corporation, which shall be in such form as may be determined by the Board.

ARTICLE XIII. AMENDMENT TO BY-LAWS

The By-Laws may be altered, amended, or repealed, and a majority of the membership may adopt new By-Laws at an annual meeting or any special meeting for which notice has been given to the membership at least ten (10) days in advance.

ARTICLE XIV. ENACTING CLAUSE

We, the undersigned, being all of the Board of Directors of the Piney Point Volunteer Fire Department, Inc., hereby declare the foregoing to be the By-Laws enacted by the Membership on this _____ day of _____ 2021.

KNOWN ALL MEN BY THESE PRESENT: The undersigned Secretary of the association, known as the Piney Point Volunteer Fire Department, Incorporated, does hereby certify that the Membership of said association duly adopted the above and foregoing By-Laws as the By-Laws of the said association on this _____ day of _____ 2021.

Secretary
Piney Point Volunteer Fire Department, Inc.
Last Revised/Updated
2/04/2021