

By-Laws of:
POTOSI VOLUNTEER FIRE DEPARTMENT, INC.
A NON-PROFIT CORPORATION
1949 FM 1750, Abilene, Texas 79602

PREAMBLE

We, the undersigned, wishing to secure for ourselves the pleasures and benefits of the association of persons interested in Fire Suppression, Rescue Operations and Emergency Medical Services, do hereby constitute ourselves Potosi Volunteer Fire Department, hereafter referred to in this document as "PVFD" and do enact this constitution as our governing law. PVFD is and shall always be held as a public service, not-for-profit organization dedicated to service to the community in which it functions i.e., as a not-for-profit group without compensation to its members or officers for any services, unless allowed by applicable Texas laws and section 501(c)(3) of the Internal Revenue Code.

ARTICLE I.
OFFICES

1.01. Principal Office.

The Principal office of the corporation in the State of Texas shall be located in the community of Potosi, county of Taylor. The corporation may have such other offices within the state of Texas, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

1.02. Registered Office and Registered Agent.

The corporation shall have and continuously maintain in the state of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The Registered Office may be, but need not be, identical with the principal office of the corporation in the state of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II.
MEMBERS

2.01. Classes of Members.

The corporation shall have four classes of members, (a) resident, (b) associate, (c) auxiliary, and (d) honorary. The eligibility for each class of members is listed in Section 2.02.

2.02. Eligibility.

(a) Since the decisions and actions of the PVFD have direct consequences to the population of the PVFD ESN, resident members must reside within the PVFD ESN or be bonafide property owners within the PVFD ESN, as recorded in the official records of Taylor, or Callahan counties. For these same reasons, the Fire Chief and Assistant Chief must also reside within the PVFD ESN. A person who owns a business that operates out of the PVFD ESN as recorded with the Texas State Comptrollers Office or the Texas Secretary of State is also eligible to be a voting member. A utility bill for services provided at a location within the PVFD ESN may also satisfy as proof of meeting this requirement.

(b) Since the primary purpose of the PVFD is to promptly respond to calls for service in the Potosi VFD ESN, associate membership is open to anyone residing within 10 miles of the Potosi VFD station located at 1949 FM 1750, or any future location of such station as recognized by Taylor County.

(c.) Any person interested in furthering the interests of the department may become an auxiliary member by submitting an Auxiliary Membership Application. There are no requirements to become an auxiliary member but an auxiliary member is not allowed to perform firefighting or other emergency response activities with the PVFD.

(d) Eligibility for honorary membership will consist of the following pre-requisites: (a) individual must retire in good standing from and have a minimum of 10 years of active participation in the PVFD and its activities (b) members who are killed in the line of duty with the PVFD are also eligible.

Recommendations for honorary membership must be made in writing and signed by at least ten active members, unsolicited by the honoree. Said recommendations shall be read by the Secretary to the department at a regular meeting and carried over until the next regular meeting, a three-fourths majority vote being required.

(d) All members must be at least 18 years of age and pass a criminal background check.

2.03. Application for Membership (Resident and Associate Members.)

The application form must be approved by the Board of Directors and shall state that the applicant agrees to abide by this Constitution and By-Laws and the rules of PVFD. The application shall state the name, address, and occupation of the applicant, a record of training and certification(s), driver license/ID card information. Accompanying the application, the prospective member shall submit dues payment for the current year, if dues are enacted. All applications for membership are to be filed with the Secretary. The Board of Directors may make recommendations to the general membership regarding prospective members.

2.04. Dues.

Membership dues shall be no more than \$35.00 per membership per year. Dues are payable in advance on or before the first day of January of each year. There is no annual charge for auxiliary or honorary membership. No member may vote whose dues are not paid for the current year. During the month of January, the Treasurer shall send to each member a statement of his dues for the current year, if dues are determined to be necessary to meet PVFD's operating expenses. If a member's dues are not paid by February 28th of each year, the membership shall lapse pursuant to Section 2.06(b).

2.05. Presentation of Application for Membership.

A prospective member must submit an application and attend three (3) meetings. Once these conditions have been met the application will be voted on during the monthly business meeting. Affirmative votes of three-quarters (3/4) of the membership present and eligible to vote at that meeting shall be required to elect the applicant's membership. Applicants for membership who have been rejected by the PVFD may not reapply within six (6) months after such rejection. Reapplication shall consist of the rereading of the applicant's membership application, followed by a second vote of the applicant. The reapplication process shall only be used if requested by the applicant(s).

2.06. Termination of Membership.

Memberships may be terminated:

(a) By resignation. Any member in good standing may resign from the PVFD upon written notice to the Secretary, but no member may resign when in debt to the PVFD. Dues obligations are considered a debt to the PVFD and they become incurred on the first day of each year.

(b) By lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid on February 28th of each year; however, the Board may grant an additional sixty (60) days of grace for such delinquent members in meritorious cases. In no case may a person be entitled to vote at any PVFD meetings whose dues are unpaid as of the date of that meeting.

(c) By absence. Membership may be terminated for failing to attend meetings or training sessions as outlined in the Standard Operating Guidelines (SOGs) of the PVFD.

(d) By expulsion. Membership may be terminated by expulsion as provided in Article XIII of these bylaws.

When a member is terminated, they shall return all property of the PVFD they have in their possession to the Fire Chief or his designee.

2.07 Voting Rights of Members.

Proxy voting will not be permitted at any PVFD meeting or election. Resident and associate members shall each receive one vote.

Auxiliary and honorary members may not vote. Any member placed on inactive status, or suspended, as defined in the PVFD SOGs may not vote during the time he \ she is considered inactive, or suspended.

2.08. Policies and procedures.

The policies and procedures of the PVFD (including but not limited to: General Orders, Standard Operating Guidelines, Conduct Standards, etc.,) shall be adhered to by all classes of members at all times. Any failure to do so, either intentionally or not may result in disciplinary action.

ARTICLE III. MEETINGS OF MEMBERS

3.01 Regular Meeting.

There will be a regular meeting of the corporation on the first (1st) Tuesday of each month at the Potosi VFD fire station, or Potosi Community Center, or such other place within fifteen (15) miles of PVFD fire station, as the Board of Directors shall designate in writing, by telephone, or electronic communication to all members not less than three (3) days before such meeting.

3.02. Special Meeting.

Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth (1/10) of the members having voting rights.

3.03. Place of Meeting.

The Board of Directors may designate any place, provided such place is within fifteen (15) miles of the PVFD fire station as the place of meeting for any annual meeting, or for any special meeting called by the Board of Directors.

3.04. Notice of Special Meetings.

Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered, either personally, by mail, or electronic communication, by the Secretary, to each member eligible to vote at such meeting, not less than three (3) nor more than ten (10) days before the date of such meeting. When required by statute or these by-laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his address as it appears in the records of the corporation, with postage thereon paid.

3.05. Informal Action by Members.

Any action required by law to be taken at a meeting of the members or any action which may be taken at a meeting of the members may be taken without a meeting, so long as a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof and a quorum as defined below in Section 3.06 is present.

3.06. Quorum.

Forty percent (40%) of the total number of PVFD members, who are eligible to cast votes, shall constitute a quorum at any meeting (i.e. if there are 15 total members eligible to vote 6 must be present at any meeting to constitute a quorum).

ARTICLE IV. FISCAL YEAR, ANNUAL MEETING, ELECTIONS

4.01. Fiscal Year.

The Corporation's fiscal year shall begin on the first day of January and end on the last day of December. The Corporation's official year shall begin immediately at the conclusion of the election at the annual meeting and shall continue through the election at the next annual meeting.

4.02. Annual Meeting.

An annual meeting of the Corporation shall be held on the first (1st) Tuesday of September in each year at the hour of 6:30 PM for the purpose of electing Directors for the ensuing year and for the transaction of other business as may come before the meeting. Such elections shall be by secret, written ballot from among those nominated in accordance with Section 4.04 of this Article. They shall take office immediately upon the conclusion of the election and each retiring director shall turn over to his successor in office all properties and records relating to that office within 30 days after the election.

4.03. Elections.

The nominated candidates for positions on the Board of Directors (including Fire Chief) who receive the greatest number of votes for such positions shall be declared elected (by a simple majority).

4.04. Nominations.

No person may be a candidate in a Corporation election who has not been nominated. During the month of August, the Board of Directors shall select a Nominating Committee consisting of three members and one alternate, not more than one of who may be a member of the Board. The Secretary shall immediately notify the committeemen and alternate of their selection. The Board shall name a Chairperson for the Committee, and it shall be his or her duty to call a committee meeting, which shall be held on or before August 31.

(a) The Committee shall nominate up to three (3) candidates for positions on the Board (and for Fire Chief) and, after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing.

(b) Upon receipt of the Nominating Committee's report, the Secretary shall, before September 1, notify each member in writing of the candidates so nominated.

(c) Additional nominations may be made at the September meeting by any member in attendance, provided that the person so nominated does not decline when his name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, his nominator shall present to the Secretary a written statement from the proposed candidate signifying his willingness to be a candidate. Except for the position of Fire Chief, no person may be a candidate for more than one position. The Fire Chief may also be elected to any office on the Board of Directors, except for President. No person who has declined the Committee's nomination may be nominated at the September meeting for the same position. Candidates must be members in good standing.

(d) (d) Nominations may only be made as provided by this Section.

ARTICLE V.
BOARD OF DIRECTORS

5.01. General Powers.

The affairs of the Corporation shall be managed by its Board of Directors. Three (3) directors shall be elected from the resident members of the Corporation. These directors are the President, Vice President, and Fire Chief. The directors holding the offices of Secretary and Treasurer may be elected from either the voting members or the associate members.

5.02. Number, Tenure, and Qualifications.

The number of Directors shall be five (5), unless the members present at the annual meeting vote to combine the offices of Secretary and Treasurer, then the number of Directors shall be four (4). Each Director shall hold office until the next annual meeting of members and until his successor shall have been elected. Members of the Board must be present at majority (+51%) of Board meetings and monthly business meetings during calendar year period.

5.03. Regular Meetings.

A quarterly meeting of the Board of Directors shall be held without other notice than this by-law. The Board of Directors may provide by resolution for time and place for the holding of additional meetings, said meetings to occur in or within twenty-five (25) miles of Abilene, Texas, and notice to be sent to Board Members by the Secretary no less than seven (7) days or more than fifteen (15) days before the date of such meeting.

5.04. Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place within twenty-five (25) miles of the city of Abilene, Texas as the place for holding any special meetings of the Board called by them. The purpose of special meeting must be stated when called and will address only this purpose.

5.05. Notice for Special Meetings.

Notice of any special meeting of the Board of Directors shall be given at least three (3) days and not more than ten (10) days previous thereto by written notice delivered personally or sent by mail or electronic communication by the Secretary to each Director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. If notice is given by electronic communication, such notice shall be deemed to be delivered when the message is delivered by the service provider. The notice shall state the purpose of the meeting and no other business shall be transacted thereat.

5.06. Quorum.

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

5.07. Manner of Acting.

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

5.08. Vacancies.

The Board of Directors shall fill any vacancy occurring in the Board of Directors, except the office of President. A vacancy in the office of President shall be filled by the Vice-President. A director appointed to fill a vacancy shall be elected for the unexpired term of his predecessor in office. If there is no Vice President to fill office of President, there is to be a special election called.

5.09. Compensation.

Directors as such shall not receive any stated salaries but, upon ratification by the Board of Directors and upon affirmative vote of the members present at a regular meeting, Directors may be reimbursed for extraordinary expenses due to corporation business.

5.10. Informal Action by Directors.

Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors.

ARTICLE VI. OFFICERS

6.01. Corporate Officers.

The officers of the corporation shall be a President, one Vice-President, a Secretary and/or Treasurer, a Fire Chief.

6.02. Operations Officers:

The Fire Chief may appoint Operations Officers, including one or more Assistant Fire Chiefs, Captains, or Lieutenants, etc. The appointment of these officers must be approved by a majority vote of the Board of Directors. To be eligible for appointment into the Assistant Fire Chief position, a member must possess at least a current State Fireman's and Fire Marshal's Association Firefighter II Certification, and at least an ECA certification. To be eligible for appointment into the Captain position, a member must possess at least a current State Fireman's and Fire Marshal's Association Firefighter II Certification and at least an ECA Certification. To be eligible for appointment into Lieutenant position, a member must possess at least a current State Fireman and Fire Marshall's Firefighter I Certification and at least an ECA certification. The duties and responsibilities of the operations officers listed above shall be outlined in the GOs and SOGs of the PVFD.

6.03. Election and Term of Office.

The officers of the corporation shall be elected biannually (every other year) by the members present at the regular annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected. Positions for Vice President, Treasurer, and Fire Chief will be voted on during even years and President and Secretary will be voted on during odd years.

6.04. Removal.

Any officer elected or appointed by the Board of Directors may be removed by the same procedures set out in the disciplinary provisions of these by-laws as any other member of the Corporation. See Article 13.

6.05. Vacancies.

A vacancy in any office because of death, resignation, disqualification, or otherwise shall be filled by the Board of Directors for the unexpired portion of the term, except position of President, which will be filled by Vice President.

6.06. 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. If present, he/she shall preside at all meetings of the members and of the Board of Directors, but shall not have a vote at meetings of the Board of Directors, except in cases of a tie. He/she 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, and in general, he/she shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

6.07. Vice-President.

In the event of the death, absence, or incapacity of the President, or in the event of his inability or refusal to act, the Vice-President shall perform the duties of the President, 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 to him/her by the President or Board of Directors.

6.08. Treasurer.

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He/she shall have charge and custody of and be responsible for all funds and securities of the corporation, receive and give receipts for monies due and payable to the corporation from any source whatsoever, deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provision of Article VIII of these by-laws. Treasurer shall be responsible to report any financial issues or shortages to the Board of Directors as soon as possible and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

6.09. Secretary.

The Secretary shall keep the minutes of the meetings of the members and the Board of Directors in proper records for that purpose, be custodian of the corporate records and of the seal of the corporation, and affix the seal of the corporation 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. In addition, the Secretary shall be in charge of all correspondence directed to the Potosi VFD and other organizations, shall notify members of general meetings and Board members of Board of Directors meetings, shall be a member of each committee, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned him/her by the President or by the Board of Directors.

6.10. Fire Chief.

The Fire Chief shall serve as a member of the Board of Directors and be in charge of departmental operations. To be elected to the position of Fire Chief, a member must possess at least current State Fireman's and Fire Marshal's Association Firefighter II Certification, and ECA Certification. It shall be the duty of the Fire Chief to assume full charge of all members, apparatus, and equipment, while on parade, during training, at conventions, and at fires or other emergencies requiring the services of the department.

He/she shall have the right to call out any and all members and apparatus for any purpose incidental to this office. He/she shall assume full responsibility for all fire equipment and see to its proper care and maintenance. It shall be his/her responsibility to recommend the purchase of new equipment. He/she shall see that adequate training programs are conducted in the department and shall acquaint himself/herself with all new fire fighting methods by attending fire schools, drills and conferences. He/she shall recommend the purchase of suitable training manuals, text books and other instructional material. He/she shall see that proper discipline is maintained in the department. It shall also be the duty of the Chief to see that a proper record is kept of all fires. He/she shall make such reports or designate someone to do so. The Fire Chief is responsible for the Operations of the PVFD and shall develop and/or maintain a set of General Orders (GOs) and Standard Operating Guidelines (SOGs) to govern the Operations of the PVFD.

ARTICLE VII. COMMITTEES

7.01. Committees of Directors.

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees which, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation. However, no such committee shall have the authority of the Board of Directors in reference to amending altering, or repealing the by-laws, electing, appointing, or removing any member of any such committee or any director or officer of the corporation, amending the Articles of Incorporation, adopting a plan of merger or adopting a plan of consolidation with another corporation, authorizing the voluntary dissolution of the corporation or revoking proceedings therefore, adopting a plan of the distribution of the assets of the corporation, or amending altering, or repealing any resolution of the Board of Directors which by its terms, provided that it shall be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him by law

7.02. Other Committees.

Other committees not having and exercising authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the President of the corporation shall appoint the members thereof. Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee, and the Board may appoint successors to those persons whose services have been terminated.

7.03. Term of Office.

Each member of a committee shall continue until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

7.04. Chairman.

One member of each committee shall be appointed chairman by the person or persons authorized to appoint the member thereof.

7.05. Vacancies.

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

7.06. Quorum.

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

7.07. Rules.

Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Directors. The rules contained in the current edition of *Roberts Rules of Order* shall govern the Potosi VFD in all cases to which they are applicable and in which they are not consistent with these bylaws and any special rules of order the PVFD may adopt.

ARTICLE VIII. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

8.01. 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. Such authority may be general or confined to specific instances.

8.02. Purchasing Procedures

The Fire Chief may obligate funds not to exceed one thousand dollars (\$1000.00) for Fuel, Maintenance, Repairs, or other extraordinary or emergency purposes. Board Approval is required for anyone other than an officer of the corporation to make a purchase and for purchase of items not provided for by current year's budget. Any item purchased with PVFD funds becomes the sole property of Potosi VFD.

8.03. Checks and Drafts.

All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation in such manner as shall from time to time be determined by resolution by the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice-President of the corporation. The two persons signing any instrument may not be related to each other by blood or marriage.

8.04. Deposits.

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select. Donations for specific purpose must be spent in manner designated by donor.

8.05 Petty cash.

Petty cash shall not exceed \$150. Any amount over \$150 will be deposited in the PVFD General Fund checking account. Operation and Board officers may use or permit use of petty cash at their discretion

8.06. Gifts.

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or device for the general purposes or for any special purpose of the corporation. Any items donated to Potosi VFD become sole property of PVFD.

ARTICLE IX.
CERTIFICATES OF MEMBERSHIP

9.01. Certificates of Membership.

The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation (identification cards/badges), which shall be in such form as may be determined by the Board. The name and address of each member and date of issuance of the certificate shall be entered on the records of the corporation if any certificate shall become lost, mutilated, or destroyed, a new certificate shall be issued therefore on such terms and conditions as the Board of Directors may determine.

9.02. Issuance of Certificates.

When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in his name and delivered to him by the Secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section 8.01.

ARTICLE X.
BOOKS AND RECORDS

10.01. Books and Records of Account.

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and Committees having any of the authority of the Board of Directors and shall keep, at the registered or principal office, a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE XI.
DUES

11.01. Annual Dues.

The Board of Directors may determine from time to time the amount of initiation fee, if any, and the annual dues payable to the corporation by members, not to exceed twenty-five dollars (\$25.00) per annum.

ARTICLE XII.
SEAL

12.01. Corporate Seal.

The Board of Directors shall provide a corporate seal, which shall be no less than a circle and shall have inscribed therein the name of the corporation.

ARTICLE XIII.
DISCIPLINE

13.01. Felony Offense, Certification or Drivers License Suspension.

Any member who is convicted of a felony offense by a state or federal court shall immediately be removed from membership in the Potosi VFD. Any member whose certification is suspended with cause by the Texas Department of State Health Services shall automatically be suspended from responding to medical calls of the PVFD for a like period. Any member whose driver license is suspended by the Texas Department of Public Safety shall automatically be suspended from driving PVFD motor vehicles for a like period.

13.02. Charges.

Any member may present charges against another member for alleged misconduct prejudicial to the best interests of the PVFD. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of ten dollars (\$10.00) which shall be forfeited if such charges are not sustained by the Board following a hearing. The Fire Chief may present written charges directly to the Board of Directors without deposit. The secretary shall promptly send a copy of the charges to each member of the Board or present them at the Board Meeting and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the PVFD. If the Board considers that the charges do not allege conduct that would be prejudicial to the best interests of the PVFD, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date of a hearing by the Board not less than three (3) weeks or more than six (6) weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in his own defense and bring witnesses if he wishes.

13.03. Board Hearing.

The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained, after hearing all the evidence and testimony presented by complainant and defendant, the Board may, by a majority vote of those present, provide appropriate disciplinary action up to and including suspending the defendant from all privileges of the PVFD for not more than six (6) months from the date of the hearing. If it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his fellow members at the ensuing PVFD meeting that considers the Board's recommendation. Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the Board's decision and penalty, if any.

13.04. Expulsion.

Expulsion of a member from the PVFD may be accomplished only at a meeting of the PVFD following a Board hearing and upon the Board's recommendation as provided in Section 13.03 of this Article. Such proceedings may occur at a regular or special meeting of the PVFD to be held within sixty (60) days but not earlier than thirty (30) days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing in his own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendations, and shall invite the defendant, if present, to speak in his own behalf if he wishes. The meeting shall then vote by secret written ballot on the proposed expulsion. A two-thirds (2/3) vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

ARTICLE XIV.
AMENDMENTS TO BY-LAWS

14.01. By-Laws.

These by-laws may be altered, amended, or repealed by the proposal of the Board of Directors or by written petition addressed to the Secretary signed by a majority of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board by the Secretary for a vote within three (3) months of the date when the petition was received by the Secretary. The by-laws may be amended by a two-thirds (2/3) vote of the members present and voting at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and mailed, or hand delivered, to each member at least two (2) weeks prior to the date of the meeting. No such amendment to the by-laws which is adopted by the membership shall become effective until it has been approved by the Board of Directors of the Potosi VFD.

ARTICLE XV.
DISSOLUTION

15.01. Dissolution.

The corporation may be dissolved at any time by the written consent of not less than 75% of the resident members of the corporation. In the event of the dissolution of the corporation other than for purposes of reorganization, whether voluntary or involuntary, or by operation of law, none of the property of the corporation or any proceeds thereof nor any assets of the corporation shall be distributed to any members of the corporation. Also public notice must be given to community of Potosi 60 days prior to dissolution. Its property and assets shall be given to a charitable organization for the benefit of rural fire suppression, said charitable organization to be approved by Board and qualified under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE XVI.
ORDER OF BUSINESS

16.01. Meetings.

At meetings of the corporation, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

- Roll Call
- Minutes of the last meeting
- Officer's Report
- Reports of the committees
- Election of Board (at annual meeting)
- Election of new members
- Unfinished business
- New Business
- Adjournment

16.02. Board Meetings.

At meetings of the Board of Directors, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

- Reading of minutes of last meeting
- Report of the Treasurer
- Reports of the committees

Unfinished business
New business
Adjournment

This Constitution and By-Laws of the "Potosi Volunteer Fire Department, Inc." was adopted and approved on . Signed by the current officers at that time:

Secretary "Current Secretary" .
President, "Current President"