

CERTIFICATE OF INCORPORATION

OF

RANDOLPH COUNTY ASSOCIATION OF FIRE CHIEFS, INC.

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This is to certify that we, the undersigned, do hereby associate ourselves into a non-profit corporation under and by virtue of the laws of the State of North Carolina under the provision of Chapter 55A of the General Statutes of North Carolina, entitled 'Non-Profit Corporation Act'.

I

The name of this corporation is Randolph County Association of Fire Chiefs, Inc.

II

The period of existence of this corporation shall be perpetual.

III

The purpose of this corporation shall be to coordinate and improve the efforts and services of the firefighters and emergency services personnel of Randolph County, North Carolina, by the following actions:

- A. Promote the welfare of firefighters and emergency services personnel;
- B. Promote training of all members of this corporation; and
- C. Promote standardization of equipment and supplies in order that there may be provided and made available to all communities of Randolph County an adequate and extensive program of fire protection; to establish, maintain and conduct a uniform, coordinated and standardized county-wide training program for members of the Association; to initiate, sponsor, promote, conduct and support projects for the solicitation of funds, either publicly or privately, when in the opinion of the Board of Directors the same are needed for the purposes of this corporation; and to negotiate, contract and provide for insurance protection on a group or other plan or basis for the mutual benefit and individual protection of the members of the Association and their designated beneficiaries.

IV

- A. This corporation shall have no capital stock and shall be non-partisan and operate on a non-profit, civic, charitable, social, educational and non-sectarian basis. The membership in this corporation shall be limited to persons who are of good moral character interested in the general welfare of their communities, and who are members of one of the fire departments serving Randolph County, North Carolina, in which the members of each fire department shall be represented in this corporation by their Fire Chief. Associate members may include members of the Randolph County Emergency Services Department, Rescue Squads of Randolph County and such similar agencies as may be approved by the Board of Directors.
- B. Voting to control the affairs of the corporation shall be vested in a Board of Directors, the members of which shall be a Fire Chief of each fire department member of the corporation.

The Fire Chief or their designee Officer in each of the fire departments of the corporation shall cast a total of one (1) vote on behalf of all of the regular members in each of the fire departments. The maximum number of votes that may be cast for a motion or issue shall be computed by multiplying the number of fire departments represented at a board meeting by one (1). No individual fire department may cast more than one (1) of the total number of votes cast on any single motion or issue. Voting may be taken by voice, by show of hands, by standing, by ballot, by roll call, and by general consent. There may be an auxiliary of persons interested in the promotion of fire protection and emergency services, but auxiliary and associate members shall not be entitled to vote in the general affairs of the corporation.

- C. The Board of Directors shall include the executive officers of the corporation and one Fire Chief from each active fire department serving Randolph County, provided said department is represented by membership in this corporation. The Board shall meet as necessary, and shall have authority to proceed to transact business of the corporation at any meeting where a quorum of one-third of the Board members are present. All motions shall be adopted by a majority vote of the Board members, when a quorum is present. A tie vote occurs when 50% vote in favor and 50% vote against. If the presiding officer has not voted and is a member of the board of directors, he or she can vote to make or break a tie. If there is no way to break the tie vote, the motion is tabled to the next meeting for a final discussion.
- D. The By-Laws of the corporation shall provide for the election of a minimum of four (4) executive officers that is a Fire Chief for a member fire department of the corporation, including a President, one or more Vice-Presidents, a Secretary, and a Treasurer (and such assistant officers as the By-Laws shall authorize); provided, however, the offices of secretary and treasurer may be combined and held by one person, temporarily until the vacant position can be filled. The executive officers shall be voting members of the corporation as a Fire Chief representing their fire department serving Randolph County. The By-Laws shall provide for the qualifications, responsibilities and duties of said executive officers. The executive officers shall be responsible for carrying out the official business and representation of the corporation as provided in the By-Laws.
- E. The Rules of Procedure to enable members to take care of business in an efficient manner and to maintain order while business is being conducted shall be the Robert's Rules of Order, recognizing that more informality is desirable with smaller boards. The following principles shall be preserved:
  - a. The board must act as a body.
  - b. The board should proceed in the most efficient manner as possible.
  - c. The board must act by at least a majority of members present when a quorum is achieved.
  - d. Every member must have an equal opportunity to participate in decision making.
  - e. The board's rules of procedure must be followed consistently.
  - f. The board's actions should be the result of a decision on the merits and not a manipulation of the procedural rules.
- F. No member of this corporation, fire chief or chief officer or any executive officer shall incur or be subject to a personal liability for any indebtedness or any acts or omissions of this corporation.

V

This corporation may commence business immediately upon the filing of this certificate of incorporation in the office of the Secretary of State of North Carolina. The period of existence of the corporation is perpetual.

VI

The registered office of the Corporation shall be the headquarters station of the elected president of said corporation.

VII

Upon dissolution of this corporation no assets of the corporation shall inure to the benefit of any person, but the assets of the corporation shall be distributed in accordance with the provisions of Chapter 55A, Article 14, of the North Carolina General Statutes.

VIII

The names and post office addresses of the original incorporators and members, are as follows:

NAMES:	ADDRESSES:
Allen F. Holt	1008 Worth Street Asheboro, North Carolina 27203
William T. Trogdon	Route 1 Asheboro, North Carolina 27203
Tura Mann	P. O. Box 146 Randleman, North Carolina 27317
James K. Wright	Route 1 Seagrove, North Carolina 27341