

BY-LAWS OF MONTAUK RURAL FIRE DEPARTMENT

ARTICLE I

OFFICES:

The principal office of the Corporation shall be located in Dent County. The Montauk Rural Fire Department Registered office of the Corporation required by Law of Missouri may be changed from time to time by the Board of Directors.

ARTICLE II

SEAL:

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words, "Corporation Seal, Missouri".

ARTICLE III

MEMBERSHIPS:

Section 1: Membership in this Corporation shall be those persons as may be from time to time admitted to Membership by the Board of Directors.

Section 2: The Membership fee shall be as determined by the Board of Directors.

Section 3: Annual membership dues shall be as determined by the Board of Directors.

Section 4: Annual Meeting: The Annual Meeting of the Board shall be held on the second Saturday in September of each year at a time and place to be determined by the Board of Directors. The purpose of the Annual Meeting shall be for electing Directors and for the transaction of such other business as may come before the meeting. The Annual meeting day can be changed by a quorum of the Directors.

Section 5: Election of Officers: Election of Officers shall be held on the first meeting of each year by the Board of Directors for a President, a Vice President, a Secretary and a Treasurer.

Section 6: Special Meeting: A Special Meeting of the members may be called by the President, Secretary or Treasurer at the request, in writing, of a majority of the Board of Directors, or at the request, in writing, of at least ten percent (10%) of the membership. Such Special Meetings called by the President, the Board of Directors or at least ten percent (10%) of the Membership shall state the purpose of the Meeting and state the business. Business transacted at all Special Meetings shall be confined to the purposes stated in the call of the Special Meeting.

Section 7: Place of Meeting: The Board of Directors may designate any place as the place of meeting for any Annual Meeting of the Membership or for any Special Meeting of the Membership.

Section 8: Notice of Meeting: The Board of Directors may give such notice of the time and place of Annual Meeting and Special Meetings as it shall deem advisable.

ARTICLE IV

DIRECTORS:

Section 1: General Powers: The business, property and affairs of the Corporation shall be managed by its Board of Directors.

Section 2: Qualifications: The Board of Directors must be Members of the Corporation.

Section 3: Number, Appointment and Term: The number of Directors of the Corporation shall be at least five (5) and no more than nine (9). At the Annual Meeting elections will occur for Directors whose term will end at the end of the calendar year or who resigned before the end of their term. The election will be determined by a majority of the Members in attendance. During the first meeting of the Directors following the election, the new Directors will have their qualifications verified, be appointed, and approved by the Board of Directors. The Directors term will begin on January 1 after the election, last two years, and end on December 31. All retiring Directors shall hold office until their successor has been approved by the Board

Section 4: Regular Meetings: A regular meeting of the Board of Directors shall be held without other notice than these By-laws, immediately after, and at the place as, the Annual Meeting of the Membership. The Board of Directors may provide, by resolution, the time and place for the holding of additional Regular Meetings. All meetings shall be held at a facility or place which is handicapped accessible in accordance with the Americans with Disabilities Act.

Section 5: 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 authorized to call Special Meetings of the Board of Directors may fix the place for holding any Special Meeting of the Board of Directors called by them.

Section 6: Notice: Notice of any Special Meeting shall be given as required by the Board of Directors. The attendance of any Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purposes of, any Regular or Special Meeting of the Board of Directors need a waiver of notice of such meeting.

Section 7: Quorum: A majority of the Board of Directors shall constitute a quorum for the transaction of business at the meeting, provided that if less than a majority of the Directors are present they may adjourn the meeting from time to time without further notice.

Section 8: Manner of Acting: The act of the majority of the Directors present at the Meeting of the Directors at which a quorum is present shall be the act of the Board of Directors.

Section 9: Vacancies: In case of the death or resignation or disqualification of one or more of the Directors, a majority of the remaining Directors may fill such vacancy or vacancies until the successor or successors for the unexpired term.

Section 10: Compensation: Directors as such shall not receive any stated salaries for their services. The Board of Directors may, by resolution, pay expenses of the Director in the performance of their duties. Nothing herein contained shall be construed to prevent a person from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE V

OFFICERS:

Section 1: Number: The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer. All officers and agents of the Corporation, as between themselves and the Corporation, shall have such authority and perform such duties in the management of business, property and affairs of the Corporation as may be provided in the By-Laws or, in the absence of such provision, as may be determined by resolution of the Board of Directors.

Section 2: Appointment and Term of Office: The Officers of the Corporation shall be appointed annually by a quorum of the Board of Directors in their December meeting. The duration of an Officer's term is 12 months. It will begin on January 1 after the election and end on December 31 of the same year.-Each Officer shall hold office until his or her successor shall have been duly appointed and shall have qualified or his death or until he or she resign. Vacancies may be filled at any meeting of the Board of Directors. Replacement officers will complete the duration of the term of the officer they are replacing.

Section 3: Removal: Any Officer or appointee by the Board of Directors may be removed by a quorum of the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person removed.

Section 4: Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5: President: The President shall be the Principal Executive Office 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 Membership and the Board of Directors. The President may sign with the Secretary or Treasurer or any other proper Officer thereunto authorized by the Board of Directors, on deeds, mortgages, bonds, contracts, or other instruments except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other Officer or Agent of the Corporation, or shall be required by law to be otherwise signed or executed, and in general 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.

Section 6: The Vice President: In the absence of the President or the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and when so act shall have all the powers of and be subject to all the restrictions upon the President, and shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7: The Treasurer: If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall (A) 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, and deposit all such money in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VI of these By-Laws, (B) 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 or her by the Board of Directors.

Section 8: The Secretary: The Secretary shall keep the minutes of the meetings of the Members and of the Board of Directors. The Secretary shall give or cause to be given all notices that are required, keep a register of the names and addresses and directions to their property or properties of all Members of the Corporation and in general perform all duties incident to the Office of Secretary and such other duties as from time to time may be assigned by the Board of Directors.

Section 9: Qualifications: All Officers shall be Members of the Corporation. The Treasurer does not have to be a member of the Board of Directors.

ARTICLE VI

CONTRACTS, LOANS, CHECKS, DEPOSITS, PETTY CASH, AND SPENDING DISCRETION:

Section 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.

Section 2: Loans: No loans shall be contracted on behalf of the Corporation and not evident of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specified instances.

Section 3: Checks, Drafts, etc.: All checks, drafts or other 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 on the Corporation or the Treasurer and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4: Deposits: All funds of the Corporation not otherwise employed 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.

Section 5: Petty Cash: The Treasure shall keep \$100.00 in petty cash with the following criteria:

- The Treasurer will provide an update at each Board meeting of the amount of petty cash which was replenished since the prior Board of Directors meeting.

Section 6: The Fire Chief or Treasure can make a single purchase \$500.00 or less without Board or Directors approval with the following criteria:

- The Fire Chief or Treasure will notify the Board of Directors of purchases totaling more than \$300 before or during the Board of Directors meeting following the purchase(s)
- Fire Chief or Treasure must receive Board of Directors approval for multiple purchases that exceed \$1,000 within in a calendar month

ARTICLE VII

Section 1: In the event of dissolution or final liquidation of the fire department, the Board of Directors shall, after paying or making provision for the payment of all lawful debts and liabilities of the fire district, distribute all of the assets of the fire department to one or more of the following categories as the Board of Directors of the fire department shall determine:

- A. A non-profit organization which may have been created to succeed the fire department, as long as such organization or each of such organizations shall then qualify as a governmental unit under Section 170(c) of the Internal Revenue code of 1986, or as an organization exempt from federal income taxation under 501(1) of such Code as an organization described in Section 501(c)(3) of such Code, and/or
- B. A non-profit organization or organizations having similar aims and objectives as the fire department and which may be selected as an appropriate recipient of such assets as long as such organization or each of such organizations shall then qualify as a governmental unit under Section 170(c) of the Internal Revenue Code of 1986 or as an organization exempt from federal income taxation under Section 501(1) of such Code as an organization described in Section 501(c)(3) of such Code.
- C. To the federal government or to the State of Missouri, County of Dent, or other political subdivision of the State of Missouri for public purpose.

ARTICLE VII

AMENDMENTS: These By-Laws may be altered, amended or repealed and new By-Laws may be adopted at any Annual Meeting of the Membership called for that purpose

ADOPTED on February _____, 1994

REVISED on January _____, 2006

REVISED on September 17, 2022