

Bylaws

Grassy Knob Volunteer Fire Association, Inc.

dba Grassy Knob Rural Fire Association

Bylaws Revision Date: 06/10/2023

Statement of Purpose. The Grassy Knob Volunteer Fire Association is organized and operated for the purpose of providing fire protection and emergency services to the area designated by the County of Carroll, State of Arkansas, as the Grassy Knob Fire District. In addition to the funding and maintenance of firefighting and emergency services, the functions of the Association include the maintenance and control of a community center, Fire Station #1, Fire Station #2, monitoring and supervision of the Auxiliary of the Grassy Knob Volunteer Fire Association and such other auxiliary groups and organizations as the Association may deem necessary and appropriate. Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the above paragraph. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article I. Offices. The principal office of the Association in the State of Arkansas shall be located on Highway 187, Grassy Knob, Eureka Springs, Arkansas, County of Carroll.

Article II. Members

Section 1a: Qualifications: An individual may hold multiple classifications of membership depending on their property and land holdings within Grassy Knob Fire District. Regardless of the number and type of

classifications held, only one vote of an active, life, or business membership is permitted.

Section 1b: Businesses within Grassy Knob Fire District must hold a business membership.

Section 1c: Active member: Any landowner of developed property, i.e., with a structure or structures in place or under construction, in the prescribed fire district, is eligible for active membership.

Section 1d: Business member: The representative of any structure, within the prescribed fire district, containing a business that is operated for profit and to which the public is invited to enter in order to conduct business.

Section 1e: Patron member: Any landowner of undeveloped property, i.e., no structure or other improvement in place or under construction, in the prescribed fire district, is eligible to be a patron member. However, s/he may choose to be an active member by paying active member dues described in Article III section 1a to obtain voting rights.

Section 1f: Life Member: Individuals who have made extraordinary contributions to the Association may, upon election by the Board of Directors, be declared a life member. Life Member benefits are non-transferable.

Section 2: Members. All dues and all assessments must be paid in full, in accordance with Article III.

Section 3: Rights of Members. Attend meetings, speak, vote, make and second motions at annual and special meetings. All active, business, and life members, or their designated proxies, carry these rights.

Section 3a: Attend meetings and speak. Patron members and all members of the household of an active, business, life, or patron member.

Section 3b: Hold office, be a director, and serve on committees. Active members, business members, and life members. Exception: Persons residing on the property with an active, business, or life member may hold the office of President, Vice President, Secretary, Treasurer, or be a Director. However, he/she shall not serve in such a position simultaneously with the active member, business member, or life member. Persons residing on the property with an active, business or life member may

hold any other office or position as created by the Board of Directors.

Section 3c: Books and Records Inspection. When requested in writing, all books and records of the Association may be inspected by any member, or his agent or attorney, for any proper purpose accepted by the Board, at any reasonable time.

Section 4: Termination of Membership. Membership shall be terminated for non-payment of dues and/or assessments as stated in Article III.

Section 5: Reinstatement. If a member has had their membership terminated due to non-payment of dues or assessments, he/she may be reinstated to full membership upon payment of all dues and any assessments, or other charges, due at the time of their resignation/termination.

Section 6: Transfer of membership. Membership in this Association is not transferable or assignable.

Article III Dues and Assessments

Section 1a: Active member \$100.00

Section 1b: Business member \$300.00

Section 1c: Patron member \$40.00

Section 1d: Life member No dues or assessments

Section 2: Multiple Properties Assessments.

When an individual qualifies for active, or business membership under Article II, Section 1b or 1c, and at the same time qualifies for patron membership under Article II, Section 1d, assessments will be required for each additional developed or undeveloped property as specified under Article III.

Section 3: Multiple Developed Properties. All developed properties of an active or business member that have a different address, will be considered separate properties, each requiring its own assessed payment as specified in Section 1a.

Section 4: Multiple Undeveloped Properties. All undeveloped properties of an active, business or patron member that are not contiguous shall be considered separate undeveloped properties, each requiring its own payment as specified in Section 1c.

Section 5: Dues and Assessments shall be payable no later than the due date prescribed on the Carroll County Real Property Tax Statement. Dues and assessments shall be prorated as designated in the *Standing Rules* for the remainder of the fiscal year of

the Association. Proration will not apply to late payment of dues and assessments.

Section 6: Reduced Assessment. Upon a 2/3rds vote of the board, the board may reduce the dues and/or assessments on a specific property on the basis of need or other considerations. Requests must be in writing and include justification.

Section 7: Default and termination of membership. When any member shall be in default in the payment of dues and/or assessments, his/her membership shall thereupon be terminated in the manner provided in the *Standing Rules*.

Section 8: Membership Certification. Upon payment of annual dues and all assessments, the membership with his/her address shall be entered on the Association records and a dated membership card signed by the President, Vice President, or Treasurer shall be issued, if requested. At the request of a member, the card may state additional names. However, the first name appearing shall be that of the member.

Section 9: Special Assessments. In times of significant financial need, the board may put before the membership in a special or annual meeting, a request for a Special Assessment for vote. Notification of the need and the request for a special assessment must be made in accordance with Article IV, and pass with a 2/3rds or greater quorum vote. Special assessments are not to be used for routine operating expenses of the GKVFA and no more than one special assessment shall be requested in a fiscal year. Special assessments cannot be greater than annual dues stated in Article III.

Section 10: Non-member Fees for Fire Fighting. The assessment of fees for firefighting shall be designated in the *Standing Rules*.

Article IV. Meetings

Section 1: Annual meeting. An annual meeting of the members shall be held in the month of May or June in each year, for the purpose of electing the President, Vice President, Secretary, Treasurer, and Directors, and for the transaction of such other business as may come before the meeting.

Section 2: Special meetings. Special meetings of the members may be called by the President, the

Board of Directors, or not less than thirty (30%) percent of the membership.

Section 3: Place of meeting. The place of meeting for regular or special meetings shall be the offices of the Association in the State of Arkansas, or at any other location within the Grassy Knob fire district.

Section 4: Notice of meetings. Written or printed notice stating the place, day, and hour of the Annual or special meeting of members shall be delivered either personally, by email, or by mail to each member entitled to vote at such meeting, not less than ten (10) nor more than sixty (60) days before the date of such meeting, by or at the direction of the President, the Secretary, or the officers or persons calling the meeting. In case of a special meeting, the purpose(s) for which the meeting is called shall be stated in the notice, and no other business shall be introduced. If mailed, the notice of the meeting shall be deemed to be delivered when deposited in the U.S. mail addressed to the member at his/her address as it appears on the records of the Association, with postage thereon prepaid.

Section 5: Quorum. Five (5%) percent of active, business and life members (including proxies) shall constitute a quorum.

Section 6: Proxies. An active, business, or life member may execute a proxy in writing which carries all rights of the member. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy document.

Article V. Board of Directors

Section 1: Board of Directors Qualifications. All serving must be active, business, and life members.

Section 2: General powers and responsibilities. The affairs of the Association shall be managed by its Board of Directors, carrying out the Statement of Purpose in these bylaws. Members of the Board of Directors shall have the duty to carry out the activities as required by these bylaws and such other activities as ordered by the membership or the Board of Directors. Any Board Member may preside at a *regular* meeting of the Board of Directors.

Section 3: Number and tenure. The Board of Directors shall be elected by the membership and

consist nine (9) members including the President, Vice President, Secretary, and Treasurer, who shall be the Officers; and five (5) Directors. One member of the Board of Directors shall be the immediate Past President, one shall be a member from the Auxiliary, one shall be a Firefighter, and one shall be an Emergency Medical Responder (EMR) and represent traffic personnel, and one shall be a Director At Large position, one of which shall be filled at all times. The term of office shall be one (1) year for each Officer and for the Director who is the immediate Past President. The term of office for all other Directors shall be two (2) years. The term of office shall commence with the start of the fiscal year immediately following election. Each member of the Board of Directors shall hold office until his successor shall have been elected and qualified. There shall be no limitation on the number of consecutive terms an officer or Director may serve. However, if the President is elected to a second term, the then vacant Director position shall be filled by election of an additional Director who shall serve a one-year term.

Section 4: Rights

Section 4a: Each member of the Board of Directors has the right to speak, make and second motions, and vote.

Section 4b: Each member of the Board of Directors, with the exception of the President, may hold other positions such as Fire Chief and Director of the Community Center as well as serve on standing or special committees. However, the President may not serve on the nominating committee.

Section 5: Regular Meetings. Regular monthly meetings will be held by the Board of Directors at the headquarters of the Association on a day and at a time determined by the Board.

Section 6: Special Meetings. Special meetings of the Board of Directors may be called by the President or any two other members of the Board of Directors. The person or persons authorized to call special meetings of the Board may fix the place, date, and time for holding any special meeting of the Board called by them.

Section 7: Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto if delivered personally or a least seven (7) day if sent by mail or email. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail. If notice be given by email, such notice shall be deemed to be delivered when the email has been sent and not returned by electronic mail as undeliverable after 48 hours. Any member of the Board of Directors may waive notice of any meeting. The attendance of a member of the Board of Directors at any meeting shall constitute a waiver of notice of such a meeting.

Section 8: Quorum. Any combination of five (5) officers or Directors shall constitute a quorum for the transaction of business at any meeting or Special Meeting of the Board.

Section 9: Compensation. Members of the Board of Directors shall not receive salary for their services, but nothing herein shall be construed to preclude any member of the Board from serving the Association in any other capacity and receiving compensation therefore.

Section 10: Duties

Section 10a: To certify membership. Membership in the Association will be certified as stated in Article III, Section 7.

Section 10b: To fill vacancies. Any vacancy occurring in the Board of Directors shall be filled by majority vote of the Board of Directors for the unexpired term.

Section 10c: To elect or appoint committees, task forces, and individuals.

Section 10d: To remove an appointee. Any appointee elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the Association would be served, but such removal shall be without prejudice to the contract rights, if any, of the appointee so removed.

Section 10e: To enter into contracts. The Board of Directors may authorize any officer(s), agent(s) of the Association, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of

and on behalf of the Association and such authority may be general or confined to specific instances.

Section 10f: To sign checks, drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer(s) agent(s) of the Association and in such manner as shall be determined by the Board of Directors and documented in the *Standing Rules*.

Section 10g: To make deposits. All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

Section 10h: To accept gifts. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or device for the general purposes or any special purpose of the Association.

Section 10i: To keep books and records. The Board of Directors shall keep correct and complete books and records of accounts and minutes of the proceedings of the meetings of its members, Board of Directors and the committees having any of the authority of the Board of Directors, and shall keep a record giving the names and addresses of the members.

Section 10j: To prepare an annual budget. An annual budget will be prepared and approved by the Board of Directors during the first month of the fiscal year. Such a budget may be revised during the year by the Board of Directors.

Section 10k: To provide for Periodic Accountant's Examination of Financial Records. Periodically but no less often than every two years, the Board of Directors shall engage an independent public accountant to perform an examination of Grassy Knob Volunteer Fire Association financial records in order to assure that they are kept accurately and correctly.

Section 11: Officers

Section 11a: President. The President shall be the principal executive officer of the Association and shall in general supervise all of the business and affairs of the Association. S/He may sign, with the secretary or any other proper officer of the

Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has 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 bylaws or by statute to some other officer or agent of the association; and in general s/he shall perform all duties incident to the office of President, serve as an ex officio member of all committees except the nominating committee and perform such other duties as may be prescribed by the Board of Directors.

Section 11b: Vice President. In the absence of the President or in the event of his/her 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, and shall perform such other duties as may be assigned to him/her by the President or the Board of Directors.

Section 11c: 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. S/He shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provision of Article IV of these bylaws; and in general perform all the duties incident to the office of Treasurer, including keeping a list of membership payments with name and date of payment; and such other duties as may be assigned to him/her by the President or by the Board of Directors.

Section 11d: Secretary. The Secretary shall keep the minutes of the meetings of the members and the Board of Directors; see that all notices are duly given in accordance with the provision of these bylaws or as required by law; be custodian of the corporate records and of the seal, if any, of the Association and see that the seal of the Association, if any, is affixed to all documents, the execution of which on behalf of the Association under its seal is duly authorized in

accordance with the provisions of these bylaws; and in general perform all duties incident to the office of secretary and such other duties as may be assigned to him/her by the President or by the Board of Directors.

Article VI Committees, Task Forces, and Appointees

Section 1: Nominating Committee. A three-member nominating committee consisting of one member of the Board of Directors and two Association members who are not members of the Board of Directors shall be appointed by the President with the approval of the Board of Directors. The Nominating Committee shall prepare a slate to be voted upon at the Annual Meeting. The membership shall be notified of the slate no less than thirty (30) days prior to the Annual Meeting.

Section 2: The Board of Directors or the members by action at a meeting may appoint such committees, task forces or individuals, as it deems necessary.

Article VII Fiscal Year

The fiscal year of the Association shall begin on the first day of July and end on the last day of June in each year.

Article VIII Waiver of Notice

Whenever any notice is required to be given under the bylaws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article IX Parliamentary Authority

The rules contained in the current issue of *Robert's Rules of Order, Newly Revised*, shall govern the Association in all questions of parliamentary procedure.

Article X Amendments to Bylaws

These bylaws may be amended by a two-thirds quorum vote of the active, business, and life members, as specified in Article IV Section 5, present at any regular meeting or at a special meeting called for that purpose, if at least thirty (30) days written notice of the amendment(s) is given.

Article XI Property Distribution

The facilities and assets of this Association are to be maintained in perpetuity for the benefit of the residents of the Grassy Knob fire district.

Article XII Severability

The Articles and Sections of these bylaws are considered to be independent and severable and the invalidation of any one Article or Section shall have no effect on the validity of any other Article or Section

Revised: June 2 2018 BHN

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