

BY-LAWS

of the

SWIFT CREEK RURAL FIRE DEPARTMENT, INC.

WAKE COUNTY, NORTH CAROLINA

ARTICLE I  
Purposes and Powers

The purpose of this corporation is to be a vehicle by which Wake County may contract for emergency services based on agreements, guidelines, and other documents by contracting agencies describing how said emergency services are to be provided. Powers of the corporation are based primarily on these agreements, guidelines, and documents.

ARTICLE II  
Membership

The membership of this corporation shall consist of all tax payers of the Swift Creek Fire Department insurance district.

ARTICLE III  
Directors and Officers

SECTION 1. Number - The business of this corporation shall be conducted by a board of 12 directors. The twelve directors shall be elected by and from the members. The Board of Directors shall as far as possible be elected from representative areas of the insurance district.

SECTION 2. Election - The Board of Directors shall be composed of 4 members who will serve for one (1) year, 4 members for two (2) years, and 4 members for three (3) years. At the annual meeting each year, 4 directors shall be selected for three (3) years to replace those whose terms are expiring. Provided, however, a director cannot succeed himself/herself for one year after his/her second three-year term expires.

SECTION 3. Vacancies - When a vacancy occurs in the Board of Directors, other than from the expiration of a term of office, the remaining directors shall fill the vacancy at the next regular meeting of the Board of Directors.

SECTION 4. Election of Officers - Immediately after each election of directors, the Board of Directors shall hold a regular meeting and organize by the election of a President, a Vice-President, and a Secretary-Treasurer, each of whom shall hold office until the election and qualification of his successor, unless earlier removed by death, resignation, or cause. If a Secretary-Treasurer cannot be chosen from the Board of Directors for whatever reason, the Board of Directors may hire or appoint a Secretary-Treasurer. A hired or appointed Secretary-Treasurer will not have voting rights, and the use of hiring or appointing will not replace the elected position on the Board of Directors.

SECTION 5. Compensation - No compensation shall be paid to the Board of Directors and no expenses paid except by special authorization of the Board of Directors

52 for reimbursement of necessary expenses in attending conferences or meetings.

53  
54 Section 6. Expectation for Officers and Directors – All officers and members of the Board of  
55 Directors are expected to actively participate and regularly attend committee and Board of  
56 Directors meetings. It is understood that other commitments may from time to time require  
57 somebody to not be able to attend. Should delinquencies reach a point that the Board of  
58 Directors’ function is impacted, the Board of Directors has the right to declare that position  
59 vacant and proceed according to the bylaws, Article III, Section 3.

60  
61 ARTICLE IV  
62 Duties of Directors  
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64 SECTION 1. Management of Business - The Board of Directors shall have general  
65 supervision and oversight of the business and the affairs of the corporation consistent with all  
66 provided agreements, guidelines, and other related documents and shall make all rules and  
67 regulations not inconsistent with law or with the by-laws for the management of the business  
68 and the guidance of the members, officers, employees, and agents of the corporation. They shall  
69 have installed appropriate and generally accepted business practices including financial systems  
70 which shall be adequate to the requirements of the business and it shall be their duty to require  
71 proper records to be kept of all business transactions.  
72

73 SECTION 2. Employment of Fire Chief - The Board of Directors shall employ or authorize  
74 the employment of a Fire Chief and such other employees as may be deemed necessary. The  
75 Fire Chief will meet all qualifications as established by the County and shall have charge of the  
76 emergency operations of the corporation under the direction and oversight of the Board of  
77 Directors. The Fire Chief and his or her staff is referred to as the Operating Department.  
78

79 SECTION 3. Bonds and Insurance - The Board of Directors shall require the Secretary-  
80 Treasurer to be responsible for the custody of any of its funds or negotiable instruments to give  
81 adequate bonds. Such bonds, unless cash security is given, shall be furnished by a responsible  
82 bonding company and approved by the Board of Directors and the cost thereof shall be paid by  
83 the corporation. The Board of Directors shall provide for the adequate insurance of the property  
84 of the corporation or property which may be in the possession of the corporation or stored by it  
85 and not otherwise adequately insured and adequate insurance covering liability for accidents to  
86 all employees and the public.  
87

88 SECTION 4. Audits - The Board of Directors shall secure the services of a North Carolina  
89 Certified Public Accountant annually to conduct an audit of the corporation that meets the  
90 requirements as specified in Wake County provided agreements, guidelines, and documents and  
91 render a report to the Board of Directors.  
92

93 SECTION 5. Agreements with Members - The Board of Directors shall have the power to  
94 carry out all agreements of the corporation with its members in every way advantageous to the  
95 corporation representing the members collectively. The territory mainly to be covered will  
96 approximate a five-mile area from the fire station. The department will also cover adjacent areas  
97 specified by Wake County’s closest station response guidelines and mutual aid agreements.  
98 However, services shall be rendered in a larger territory if requested and approved by the Board  
99 of Directors.  
100

101 SECTION 6. The Board of Directors shall be authorized to assess a fee of not more than  
102 the cost of response for answering a call that is deemed unnecessary due to a repeated

103 malfunctioning alarm or notification system.

104  
105 Section 7. Depository - The Board of Directors shall select one or more banks to act as  
106 depositories of the funds of the corporation and will oversee the distribution of the funds. The  
107 Board of Directors will determine appropriate signatures for bank documents and checks and  
108 will retain sole authority for any subsequent changes.

109  
110 ARTICLE V  
111 Duties of Officers and Committees

112  
113 SECTION 1. Duties of the President - The President shall preside over all meetings of the  
114 corporation and of the Board of Directors, call special meetings of the Board of Directors,  
115 perform all acts and duties usually performed by an executive presiding officer, sign all  
116 membership certificates, and such other papers of the corporation as he may be authorized or  
117 directed to sign by the Board of Directors and perform such other duties as may be prescribed by  
118 the Board of Directors.

119  
120 SECTION 2. Duties of the Vice-President - In the absence or disability of the President, the  
121 Vice-President shall perform the duties of the President, provided, however, that in case of death,  
122 resignation, or disability of the President, the Board of Directors may declare the office vacant  
123 and elect his/her successor.

124  
125 Section 3. Duties of the Secretary-Treasurer- The Secretary-Treasurer is responsible for  
126 maintaining records of all Board of Director meetings, for general administration of all funds of  
127 the corporation, and for related activities, as directed by the Board of Directors. He/she shall be  
128 responsible for communications of departmental activities, as required by the Wake County  
129 Fire Protection Agreement and will report to the members of the corporation, as directed by  
130 the Board of Directors.

131  
132 Section 4. Committees- The board may establish committees with purposes directly  
133 related to the operation of the business. These committees will be expected to conduct their  
134 business outside of normal Board of Directors meetings and to bring reports and  
135 recommendations back to the Board of Directors for review and further action.

136  
137 Section 4A. Finance Committee- The responsibility of this committee shall be to oversee  
138 the financial activities of the Operating Department (Chief and his/her staff). This includes, but is  
139 not limited to, following all Wake County requirements, utilizing the accounting and related  
140 systems, record keeping and generally accepted business practices. The chair of this committee  
141 shall be appointed by the President subject to the approval of the Board of Directors. He/she will  
142 select additional members from the Board of Directors in keeping with the staffing rotation in  
143 Article III, Section 2 to ensure continuity. The Finance Committee will be expected to develop  
144 detailed practices, outlining the roles and responsibilities to be reviewed and approved by the  
145 full Board of Directors.

146  
147 Section 4B. Operations Committee- The responsibility of this committee will be to ensure  
148 that the Chief and his staff are following and are in compliance with provided agreements,  
149 guidelines, and related documents. The chair of this committee shall be appointed by the  
150 President and subject to Board of Directors approval. The chair of this committee will select  
151 additional members from the Board in keeping with the staffing rotation in Article III, Section 2

152 to ensure continuity. The Operations Committee will be expected to develop detailed practices  
153 outlining the roles and responsibilities to be reviewed and approved by the full Board.

154  
155 ARTICLE VI  
156 Executive Committee

157  
158 SECTION 1. Powers and Duties- The President, Vice-President, and Secretary-Treasurer  
159 shall constitute the Executive Committee. The Board of Directors shall determine their tenure of  
160 office and their powers and duties. The Executive Committee shall have such powers and duties  
161 as may be prescribed by the Board of Directors and these duties and powers may be all of the  
162 duties and powers of said Board of Directors, subject to the general direction, approval, and  
163 control of the Board of Directors.

164  
165 If the Board of Directors chooses to hire or appoint a Secretary- Treasurer, as is allowed  
166 in Article 3, Section 4, the hired/appointed person will not be a voting member of the Executive  
167 Committee but shall provide Secretary-Treasurer services to the Committee. In the event that  
168 the Secretary-Treasurer is hired or appointed, a third person shall be selected by the Board of  
169 Directors, from the Board of Directors, to serve this vacated position on the Committee.

170  
171 ARTICLE VII

172  
173 SECTION 1. Duties of the Fire Chief- The duties of the Fire Chief are primarily described  
174 in the agreements, guidelines and related documents supplied by Wake County. Additional  
175 administrative duties related to reporting, supporting, and interacting with the Board of  
176 Directors shall be developed and included in the operating practices provided to the Fire Chief  
177 through the Operations Committee.

178  
179 SECTION 2. Appeals Process- A firefighter dismissed by the Fire Chief may request a  
180 review of the Fire Chief's decision by requesting of any Board of Directors member that they  
181 take necessary action to convene a full board meeting within 30 days of this request.

182  
183 A quorum of the Board of Directors shall hold a special meeting to hear from both the Fire  
184 Chief and the dismissed firefighter. After hearing from both parties, the Board of Directors shall  
185 then render a decision within 15 days.

186  
187 ARTICLE VIII

188  
189 SECTION 1. Books and Papers- The books of the corporation and such papers as may be  
190 placed on file by the Board of Directors shall at all times during business hours be subject to the  
191 inspection of the Board of Directors and of any member of the corporation.

192  
193 ARTICLE IX  
194 Meetings

195  
196 SECTION 1. Fiscal Year- The fiscal year of this corporation shall commence on the 1st day  
197 of July and end on 30th day of June.

198  
199 SECTION 2. Annual Meeting- The annual meeting of the members of this corporation shall  
200 be held at the Swift Creek Fire Department or other such place as the Board of Directors may  
201 direct, in the State of North Carolina, on the first Monday of October of each year. The annual  
202 meeting shall be announced by public advertising in local papers, according to the Wake County

203 Fire Protection Agreement. Such notice shall state the object or objects thereof and the time and  
204 place of the meeting.

205  
206 SECTION 3. Board Meetings - In addition to the annual meeting, regular meetings of the  
207 Board of Directors shall be held at such times and places as the Board of Directors may determine.  
208

209 SECTION 4. Special Meetings - Special meetings of the members of the corporation may  
210 be called at any time by order of the Board of Directors, and shall be called at any time upon the  
211 written request of at least ten (10) percent of the members provided that in no case shall the  
212 required number of signatures of members to such a request be less than five (5). The request  
213 shall state the time, place, and object of the meeting.  
214

215 SECTION 5. Notice of All Meetings - Notice of every regular or special meeting shall be  
216 announced by public advertising. Such notice shall state the object or objects thereof and the  
217 time and place of meeting by publishing the same at least ten (10) days prior to the date of the  
218 meeting.  
219

220 SECTION 6. Quorum - Members in attendance at any legally called meeting shall  
221 constitute a quorum for the transaction of business at any meeting of the corporation except for  
222 the transaction of business concerning of which a different quorum is specifically provided by law  
223 or by these by-laws. No member shall be entitled to more than one vote.  
224

225 SECTION 7. Order of Business - The order of business at the  
226 annual meeting shall be:

- 227  
228 1. Roll call of officers  
229 2. Proof of due notice of annual meeting  
230 3. Reading and disposal of minutes  
231 4. Annual reports of officers and committees  
232 5. Election of directors  
233 6. Unfinished business  
234 7. New business  
235 8. Adjournment  
236

237 Business shall be conducted under Robert's Rules of Order.  
238

239 ARTICLE X  
240 Miscellaneous Provisions  
241

242 SECTION 1. By-Laws- After adoption, these by-laws, preceded by the articles of  
243 incorporation, will be made available upon request to the Secretary/Treasurer.  
244

245 SECTION 2. Seal - The seal of the corporation shall contain these words and figures: Swift  
246 Creek Rural Fire Department, Inc., 1960 in circular form.  
247

248 SECTION 3. In the event of termination or dissolution of the corporation the assets will  
249 be distributed per North Carolina General Statutes and Wake County agreements, guidelines,  
250 and related documents.  
251

252 SECTION 4. The Board of Directors will ensure and maintain compliance with all current  
253 contracts and agreements duly entered into and executed by the corporation.

254  
255 ARTICLE XI  
256 Amendments  
257

258 If notice of the character of the amendment proposed has been given in the notice of a  
259 meeting these by-laws may be altered or amended at any regular or special meeting of the  
260 members by the affirmative vote of a majority of the members present.  
261

262 We, the undersigned, being all the incorporators and members of the Swift Creek Rural  
263 Fire Department, Inc. do hereby assent to the foregoing by-laws and do adopt the same as the  
264 by-laws of said corporation; and in witness thereof, we have hereunto subscribed our names, this  
265 25th day of July 1960.  
266

267  
268 Revision Date: October 6, 1975

269 Revision Date: April 1, 1988

270 Revision Date: October 7, 1991

271 Revision Date: October 3, 1994

272 Revision Date: October 5, 2009

273  
274  
275  
276  
277  
278 Revision Date: Insert appropriate date here.  
279

280  
281 \_\_\_\_\_  
282 President