

# BY-LAWS FOR THE ST. JAMES FIRE DEPARTMENT, INC.

As Amended by the Board of Directors, as of 10 April 2023

## **ARTICLE I – NAME OF THE CORPORATION**

The incorporated name, as stated in the Charter: **ST. JAMES FIRE DEPARTMENT, INC.** (the Corporation)  
Registered with the North Carolina Secretary of State.

SoSid: 0473515

Status: CURRENT-ACTIVE

## **ARTICLE II – OFFICES OF THE CORPORATION**

The registered and principal office of the Corporation is located at 3628 St. James Drive, Town of St. James, Brunswick County, North Carolina. The registered mailing address is 3628 St. James Drive S.E., Southport, NC 28461.

## **ARTICLE III – ACRONYM DEFINITIONS**

SJFD: St. James Fire Department

TOSJ: Town of St. James

SJPOA: St. James Property Owners Association

## **ARTICLE IV – GENERAL MEMBERSHIP OF THE CORPORATION**

**SECTION 1:** General Membership shall be composed of those persons eighteen (18) years or older who own property in the St. James Fire District as designated by Brunswick County. All owners of jointly owned property are designated Members of the Corporation. Each Member is entitled to participate in the affairs of the Corporation and is entitled to one vote, without regard to the number of properties owned, in the annual election of Board members and on any and all other matters that may come before the membership at an annual or a special meeting of the Members.

**SECTION 2:** The Corporation is a 501(c)(3) non-profit organization and no Member, solely as a result of his or her membership, shall have any proprietary interest in the Corporation or in the property of the Corporation.

**SECTION 3:** No Member of the Corporation is authorized to incur any debt in the name of the Corporation nor obligate the Corporation to perform in any manner except as provided by these By-Laws.

## **ARTICLE V - MEETINGS OF THE GENERAL MEMBERSHIP**

### **SECTION 1: Purposes, Quorum and Meeting Notice Requirements**

- a) Meetings of the general membership may be convened for such purposes as may be required under applicable law and as required under the provisions of these By-Laws. The Board of Directors shall be the governing body over all such meetings.
- b) Six (6) members of the Corporation must be present at the meeting to constitute a quorum. If a quorum is not satisfied, the meeting must be adjourned and rescheduled.
- c) Notice of ALL full membership meetings, be they general, annual, or special, shall be published in a newspaper having general circulation in the area. Such Notice shall set forth the date, time, place, and purpose of the meeting. Additional notice(s) may be published by electronic means commonly used by local governmental or community organizations such as the Town of St. James, the St. James Property Owners Association, and the community of Arbor Creek.

**SECTION 2: Annual Meeting** - The Annual Meeting shall be held within 30 days of the SJFD Annual Election, on a date, time, and place selected by the Board of Directors.

**SECTION 3: Special General Membership Meetings**

- a) Special meetings of the general membership, for any purposes, may be called by the President, or upon the majority vote of the Board of Directors at a regularly scheduled meeting of the Board of Directors. Notice of a special general membership meeting shall be given as prescribed in Article V, Section 1c and shall be made at least 14 days prior to the scheduled meeting date.
- b) Any Member of the Corporation who desires that a special meeting of the general membership be called, shall appear before the Board of Directors at its regularly scheduled meetings and request the Board to call such special meeting. If the requested special meeting is not scheduled by the Board of Directors within twenty (20) days of the request being made, then any member who desires a special meeting of the membership may present to the Secretary a Petition calling for such a meeting and its purpose. The petition must be signed by at least two hundred fifty (250) members, no two of which shall be owners of the same property. Upon presentation of a valid Petition, the President shall cause a special meeting of the membership to be called not less than fifteen (15) nor more than twenty (20) days from the date said Petition was presented to the Secretary.
- c) At any special meeting of the general membership, the only business to be addressed at the meeting shall be that set forth in the Notice for the meeting or contained in the Petition submitted for such meeting.

**SECTION 4: Place of Meeting**

The annual meeting, or any special meeting of the general membership, shall be held at the St. James Community Center unless such space should be unavailable, in which case it may be held at any place within Brunswick County, North Carolina. The place of the meeting shall be contained in the Notice of the meeting, must comply with all State and Federal regulations regarding handicapped accessibility, and shall be set by the Board of Directors or by the President, when a special meeting is called. Notice of the meeting shall be as prescribed in Article V, Section 2b.

**ARTICLE VI - BOARD OF DIRECTORS**

**SECTION 1: General Powers**

The Board of Directors shall exercise all of the powers of the Corporation given it by Statute or a provision of these By-Laws, and the general business and all affairs of the Corporation shall be conducted by its Board of Directors.

**SECTION 2: Annual Election**

- a) An Election Committee shall be selected by the President and consist of at least two (2) current Board members not currently running for reelection.
- b) A “**Notice of Election**” shall be published by the first (1<sup>st</sup>) day of September, as prescribed in Article V, Section 1c.
- c) Elections shall be held at the St James Fire Department, Station #1, 3628 St. James Drive, on the second Friday of November of each year.

- d) All Members of the Corporation are eligible to vote.
- e) Election Results shall be posted at SJFD Station #1 within forty-eight (48) hours of the closing of the polls and announced at the Annual Meeting.
- f) Details of the voting process shall be determined by the Election Committee.

**SECTION 3: Electioneering and Limitation on activity in the voting place and in a buffer zone around it**

- a) **Buffer Zone**: The buffer zone is an area surrounding the entrance to the polling place which electioneering and loitering may not occur. The buffer zone will be set anywhere from 25-50 feet surrounding the entrance and will be clearly marked at each polling place.
- b) **Area for Election-Related Activity**: The Election Committee shall provide an area adjacent to the buffer zone in which persons or groups of persons may distribute campaign literature, place political advertising, solicit votes, or otherwise engage in election-related activity.

**SECTION 4: Limited access to the voting enclosure**

- a) **Persons Who May Enter Voting Enclosure**: During the time allowed for voting in the voting place, only the following persons may enter the voting enclosure:
  - (1) Voters wishing to cast their ballots.
  - (2) Any other person associated with the St. James Fire Department that needs to access equipment, supplies, or records necessary for them to perform their duties.
- b) **Photographing Voters Prohibited**: No person shall photograph, videotape, or otherwise record the image of any voter within the voting enclosure, except with the permission of both the voter and the Chairperson of the Election Committee. If the voter is a candidate, only the permission of the voter is required.
- c) **Photographing Voted Ballot Prohibited**: No person shall photograph, videotape, or otherwise record the image of a voted official ballot for any purpose not otherwise permitted under law.

**SECTION 5: Meetings of the Board of Directors**

- a) **Regular Meetings**: The Board of Directors may provide, by resolution, the date, time and place within the County of Brunswick, North Carolina, for the holding of regular meetings without other Notice than by resolution.
  - Regular meetings of the Board of Directors shall be open to the general membership, except when in Executive Session.
  - Executive Session will be called by any member of the Board when confidential or sensitive topics are to be discussed. During Executive Session, any non-Board members will be asked to leave the room for the duration of the session.
  - Absent unavailability, the SJFD Station #1 shall be the place of such meetings.
- b) **Special Board Meetings**: Special Board meetings may be called at the request of the President or by any three (3) Directors. No public notice shall be required. The person or persons authorized to cause special meetings of the Board of Directors may request any place within the County of Brunswick, North Carolina, as the place for holding such special meeting of the Board of Directors called by them. However, absent unavailability or stated desire to hold elsewhere

for reasons agreeable to the Board of Directors, the SJFD Station #1 shall be the designated place of such meeting.

- c) Use of alternative communication methods: If required, business may be conducted by electronic communication, or via the best technical means available at the time, in order to hasten and simplify the business of the Board of Directors. This shall include the ability to discuss specific business, present motions, second motions, discuss motions, and vote on motions before the Board. The use of alternative communication methods shall be deemed appropriate and final for all such business of the Board. The Secretary, or other appointed officer of the Board of Directors, shall record and distribute minutes of all such communication and include them in the reports that will be reviewed at the next regularly scheduled in-person meeting of the Board.
- d) Quorum: Six (6) directors present at any regular or special Board meeting shall constitute a quorum. For both regular and special meetings of the Board of Directors, individual members' participation and voting in the meeting via use of approved electronic communication methods shall constitute such member's presence for purposes of establishing a quorum.
- e) Voting and Tie Votes: All actions of the Board of Directors shall require a simple majority vote of the members at a meeting at which a quorum is present, and tie votes shall constitute a failure of the proposed action to be approved.

**SECTION 6: Types of Board Members, Eligibility, Number, Tenure, and Vacancies**

- a) There shall be ten (10) voting members of the Corporation's Board of Directors. Seven (7) voting members of the Board shall be elected to serve a term of three (3) calendar years. Two (2) members shall be elected in 2020, two (2) in 2021, three (3) in 2022, and serially thereafter.
- b) Any Member of the Corporation is eligible to serve on the Board of Directors except that no paid employee of the Corporation, Brunswick County, the TOSJ, or the SJPOA shall be eligible to become a member of the Board of Directors.
- c) Only one (1) owner of any piece of property shall be eligible to serve on the Corporation's Board at the same time.
- d) The term of office of each regularly elected member of the Board shall commence January 1<sup>st</sup> of the year following the year in which he or she is elected or appointed, or, if an appointed replacement member, the date of such appointment, and continue until December 31<sup>st</sup> of the year in which the elected term to which he or she was elected or appointed ends.
- e) In the event that an elected position vacancy occurs on the Board of Directors (departing Board member), the remaining Board of Directors shall, at its sole discretion, and within ninety (90) days of receipt of the departing member's letter of resignation, death, or other incapacity, appoint another general member of the Corporation to serve out the balance of the departing Board member's term. The term of the appointed replacement shall not change the existing board member term rotation.
- f) The St. James Property Owners' Association's (SJPOA) Board of Directors shall appoint one (1) of its elected Board members to serve as a voting member of the Corporation's Board. Such appointment may be changed at the pleasure of the SJPOA Board, with all such appointments and changes communicated to the Board President in writing.

- g) The Town of St. James, North Carolina, (TOSJ) Town Council shall designate one member of the Town Council to serve as a voting member of the Corporation's Board. Such appointment may be changed at the pleasure of the TOSJ Town Council, with all such appointments and changes communicated to the Board President in writing.
- h) The voting members of the Corporation's Board of Directors shall select and appoint the Chief of the Department to serve at the pleasure of the Board. The election of Chief by the Board shall be for a term of three (3) years, with performance reviews conducted by the Board annually. No individual may serve as the Chief for more than six (6) consecutive years. The Chief shall be a voting member of the Corporation's Board, except that, during all discussions of the Chief's election (if this same person is running for Chief), performance of his or her duties, or related matters, the Chief shall be excused from the meeting during such discussion to permit frank and open consideration of the issues.

### **SECTION 7: Officers**

The Board of Directors may elect from among its elected members, a President, Vice President, Secretary, and Treasurer of the Corporation, which officers shall be elected by the voting members of the Board of Directors at the first meeting of the Board of Directors in each calendar year.

### **SECTION 8: Authority and Duties of the Officers of the Corporation**

The authority to incur debt or any other liability or obligation to perform in any manner upon the Corporation rests solely with the Board of Directors. Such authority may be delegated in specific areas and by specific nature or process to officers of the Corporation and to the Chief via a duly voted upon resolution passed by a majority of the Board of Directors. Such delegated authority is solely at the pleasure of the Board and the Board of Directors may rescind, at any time, by written action affirmed by a majority of the Board of Directors, any and all aspects of any delegated authority.

Authorized signatories on financial accounts of the Corporation shall be the President, Treasurer, Secretary, and Chief. Governing agreements for such accounts shall provide that any checks against, or transfers from, such accounts shall require the signatures of any two of such officers for any and all checks or transfers excluding any transfers made between the Corporation's accounts.

From time to time, the Board of Directors may secure the aid of a non-elected individual to perform a function of the Board in order to obtain the necessary expertise. In such cases, an elected Board member shall be responsible for general oversight and review of the applicable Board functions.

### **President**

The President shall be the principal executive officer of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation. He or she shall, when present, preside at all of the meetings of the membership and of the Board of Directors. He or she may sign, with the Secretary or any other officer of the Corporation thereunto 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 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, as directed by the Board of Directors, perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

### **Vice President**

In the absence of the President, or in the event of his or her death or inability to act (as determined by a majority of the Board of Directors), 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 or her by the President or by the Board of Directors.

### **Secretary**

The Secretary shall serve as Registered Agent for the Corporation. The Secretary shall keep the minutes of the general membership meetings and of the Board of Directors meetings; see that all notices are duly given in accordance with the provisions of these By-Laws and as required by law; be custodian; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

### **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 cost of such to be paid by the Corporation. He or she shall:

- a) Have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys in the name of the Corporation in such banks, trust companies or other depositories.
- b) In general, perform all the duties incident to the Office of Treasurer and such duties as from time to time may be assigned to him or her by the President or by the Board of Directors.
- c) The Board of Directors shall direct the Treasurer to have the corporate books audited by an independent Certified Public Accountant at the end of each fiscal year. The results of such audit should become a part of the department's Annual Report and shall be available to any General Member upon their request.

## **Article VII: Authority and Duties of the Officers of the Fire Department**

### **Section 1: Chief of the Department**

#### **a) Duties**

The Chief shall oversee all of the activities of the Firefighters, Fire Police, and Emergency Medical Service providers.

The Chief shall have the duties and responsibilities normally associated with a Chief Operating Officer of a for-profit corporation. Among the responsibilities of the Chief is the development and updating of the Standard Operating Guidelines for the Department. These guidelines should, at a minimum, specify the operating structure of the Department, the rules of operation, the records of activities that must be kept updated. Copies will be made available to each Board member and as applicable each Volunteer.. The Board of Directors may, from time to time, specify any special or additional duties and authority for the Chief which the Board shall deem appropriate.

b) **Death, Disability, Retirement or Inability for the Chief to Serve**

In the event of the death, disability (unable to return to active duty within 45 days of onset of disability) or the inability of the appointed to Chief to serve in that capacity for any other reason, including but not limited to, termination of the Chief's appointment by the Board, failure to be re-appointed by the Board at the January meeting or the retirement of the Chief, the Board shall exercise due diligence to appoint a successor within 90 days of the date that the appointed Chief ceases to act in that capacity. During this 90-day period or until a successor is appointed, the Board may name a senior officer of the Department to serve as Acting Chief, who shall have the same duties and responsibilities as an appointed Chief, except as may be modified or limited by the Board.

To be eligible for appointment as Chief of the Department, a candidate must a) be a resident of the St. James Fire District; b) indicate a willingness to serve in the position of Chief; and c) possess the skills and knowledge required to manage all operations of the Department.

In identifying potential candidates to be appointed Chief, the Board shall consider as priorities but not pre-requisites the following criteria:

- 1) The candidate has been a member in good standing with the Department for the 5 most recent years; and
- 2) The candidate has been a line officer with the Department for the 3 most recent years.

Should the Board be unable to identify any potential candidates based upon the above criteria or from current members of the Department, other viable candidates possessing experience in emergency services and leadership roles may be considered by the Board.

Should a Chief wish to retire, the Chief, as a courtesy and to ensure a smooth transition in the position of Chief, shall notify the Board in writing of this intended action at least 90 days prior to the date of retirement. The provision of such notice shall constitute a condition for any individual's appointment as Chief. Further, during this 90-day period, the Chief shall assist the Board in identifying potential candidates as a successor and institute a mentoring program focusing upon the duties and responsibilities of Chief with any candidate identified by the Board as a potential successor.

In identifying, interviewing and appointing a candidate as Chief of the Department, the Board shall act as a committee of the whole at all times and, in the event two or more candidates are being considered for appointment, the appointment shall occur through secret ballot and require a vote of the majority of Board Members at a meeting at which a quorum is present.

**Section 2: Other Officers**

The Chief may appoint or conduct an election among the volunteers in the department to select such additional officers as he or she deems appropriate, with notification of such appointment or appointments given to the Board of Directors at their next monthly meeting. All officers of the Firefighters, Fire Police, and Emergency Medical Service providers will report to the Chief or his or her designee. All non-officer volunteers will follow a chain of command as directed by the Chief or his or her designee.

**Article VIII: *Subsidiary Organizations***

Any subsidiary organization created by the Board of Directors, either through resolution or otherwise, shall report to the President of the Board unless the Board determines otherwise.

**Article IX: *Fiscal Year***

The fiscal year of the Corporation shall begin each July 1<sup>st</sup> and end the following year's June 30<sup>th</sup>.

**Article X: *Amendments***

These By-Laws may be altered, amended or repealed, and new By-Laws may be adopted by the Board of Directors at any regular or special meetings of the Board of Directors; provided, however, that notice of the proposed amendments has been given in writing to the Board of Directors at least two (2) weeks prior to the meeting when any amendment is to be considered. The proposed amendment shall be set forth in full in the notice.

**END OF BY-LAWS**