2026

ST. JAMES FIRE DEPARTMENT, INC.

By-laws

As Amended 09-08-2026

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

As Amended by the Board of Directors, effective September 8, 2026.

ARTICLE I – NAME OF THE CORPORATION

The name of the corporation governed by these by-laws (the "By-laws") is the **ST. JAMES FIRE DEPARTMENT, INC.** (hereinafter the "Corporation" or "Department").

The Corporation is registered with the North Carolina Secretary of State under SoSid 0473515.

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 – GENERAL MEMBERSHIP OF THE CORPORATION

SECTION 1: General Membership of the Corporation (the "Membership") shall be composed of those persons eighteen (18) years or older who are named on a deed as owner of real property in the St. James Fire District (the "District") as designated by Brunswick County. All owners of jointly owned property are Members. Each Member is entitled to participate in the affairs of the Corporation to the extent provided by these By-laws and is entitled to one vote in the annual election of members of the Corporation's Board of Directors (the "Board"), notwithstanding that the Member may own more than one parcel in the District.

SECTION 2: The Corporation is organized as a 501(c)(3) non-profit organization under the rules of the U.S. Internal Revenue Service and as a Nonprofit Corporation under the laws of North Carolina. No Member, based solely on his or her membership, shall have any interest of any kind in the Corporation or its assets, except for those granted in these By-laws.

SECTION 3: No Member of the Corporation is authorized to incur any debt on behalf of the Corporation or to oblige the Corporation to perform in any manner except as provided by these By-laws or applicable law.

ARTICLE IV – MEETINGS OF THE MEMBERSHIP

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

a) Meetings of the Membership may be convened for such purposes as may be required under applicable law and as required under these By-laws. The President (as defined below) of the Board shall preside over all such meetings, or, in his or her absence, any other person appointed by a majority of the members of the Board (each a "Director") present at such meeting.

Parliamentary procedures shall be governed by the most recent version of Robert's Rules of Order.

b) Six (6) Members must be present at a meeting to constitute a quorum. If a quorum is not satisfied, the meeting must be adjourned and rescheduled.
c) Notice of all Membership meetings shall be published in a newspaper having general circulation within the District. Such Notice shall set forth the date, time, place and purpose(s) 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, the community of Arbor Creek and such similar organizations located within the Fire District including but not limited to emails, text messages, and other electronic publications.

SECTION 2: ***Annual Meeting***

There shall be an annual meeting (the "Annual Meeting") of the Membership held on the same date and location as the Board's January regular meeting or at such other date, time, and place as the Board shall determine.

SECTION 3: ***Special Membership Meetings***

a) Special meetings of the Membership, for any purposes, may be called by the President, or upon the majority vote of the Board at a meeting of the Board. Notice of a special meeting of the Membership shall be given as prescribed in Article V, Section 1c at least 14 days prior to the meeting date. Failure to meet this notice requirement will require that the meeting be adjourned until such time as the notice requirement is met (i.e., to a date at least 14 days after publication of the notice).
b) Any Member may request that the Board convene a special Membership meeting by appearing at a meeting of the Board to make that request. If the requested special meeting is not scheduled by the Board 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 (as defined below) a petition calling for such a meeting and stating its purpose. The petition must be signed by at least two hundred fifty (250) Members, no two of whom shall be owners of the same property, and the petition shall require that the address of the property within the district that is owned by the signing Member be stated. The Secretary or such other person designated by the President shall confirm that the signatories are Members by confirming that the address given lies within the district but shall not be obligated to verify the authenticity of the signatures. Upon determination by the Secretary or other person(s) charged with verifying the validity of the petition that it meets the requirements of this paragraph, he/she shall notify the President in

writing of that determination, and the President shall cause a special Membership meeting to be convened not less than fifteen (15) nor more than twenty (20) days from the date the petition was determined to meet the requirements of this paragraph.

c) In lieu of the petition process in paragraph b, above, any three Directors may require that the requested special Membership meeting be held.
d) At any special Membership meeting, the only business to be addressed shall be that contained in the petition to convene such meeting, or the matters set forth by the Directors requiring that the meeting be held.

SECTION 4: *Place of Meeting*

Membership meetings shall be held at the St. James Homer E. Wright Event 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 set by the President or the Board, and the date, time, and place of the meeting must be contained in the notice of the meeting. The meeting place must comply with all state and federal regulations regarding handicapped accessibility. Notice of Membership meetings shall be given as prescribed in Article IV, Section 1c.

ARTICLE V – BOARD OF DIRECTORS

SECTION 1: *General Powers*

The Board shall exercise all the powers of the Corporation given by applicable laws of North Carolina or a provision of these By-laws not in conflict with applicable law. All affairs of the Corporation shall be conducted by the Board unless otherwise permitted by the By-laws.

SECTION 2: *Annual Election of Directors*

a) The President shall appoint at least two (2) current Directors not candidates in the election to serve as an election committee to oversee and conduct the annual election of Directors. The election committee shall determine the details of the voting process, provided they comply with these By-laws and applicable laws.

b) On or about the first day of September, but at least 45 days prior to the date of election, a notice shall be given as prescribed in Article IV, Section 1c.

c) Polling Place and Date. Elections shall be held at the SJFD, Fire Station 1, 3628 St. James Drive (the “Polling Place”) within a designated portion of the Polling Place facilities (the “Voting Enclosure”), on the second Friday of November of each year. Should the Polling Place and Voting Enclosure be unavailable, the Board shall designate the SJFD, Fire Station 2, 3627 Oceanic Drive, conference room as the alternative Polling Place and Voting Enclosure, respectively.

d) All Members are eligible to vote.

e) Within forty-eight (48) hours of the closing of the polls, election results shall be posted outside SJFD, Fire Station 1, and on the Department's website. The election results shall also be announced at the Annual Meeting.

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 in which electioneering and loitering may not occur. The buffer zone will be established between 25-50 feet from the front entrance to the Polling Place and clearly marked.

b) Area for Election-Related Activity: The election committee shall designate 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 Polling Place, only the following persons may enter the Voting Enclosure:

i. Voters wishing to cast their ballots.

ii. Any other person associated with the SJFD that needs to access equipment, supplies, or records necessary for them to perform their duties, but such persons shall not interact with any voter engaged in the voting process.

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***

a) Regular Meetings: The Board shall provide, by resolution or other notice to Directors present at a Board meeting, the date, time, and place within the County of Brunswick, North Carolina, for the holding of regular meetings without other Notice. Regular meeting times and locations should be posted on the department's website.

i. Regular meetings of the Board shall be held at the St. James Homer E. Wright Event Center unless such space should be unavailable, or if deemed necessary for reasons of capacity or safety, in which case they may be held at any place within Brunswick County, North Carolina as the President shall select. Notice of such change of location will be published electronically at least 48 hours prior to the meeting date.

ii. Regular meetings are open to the public except when in Executive Session as defined below.

iii. Executive Session, at which only Directors, Advisors, and invited guests may be present, may be called by any Director when confidential or sensitive topics are to be discussed.

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 of such meetings 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 meetings of the Board of Directors called by them. The preferred location for special meetings shall be at the St. James Homer E. Wright Event Center, or if deemed necessary for reasons of capacity or safety, such other location within Brunswick County as the President shall select. Notice of such change of location will be published to the Board members electronically at least 48 hours prior to the meeting date.

c) Electronic Communications: The Board may conduct any of its business via electronic communication. The Secretary, or other appointed officer of the Board, shall record and distribute the minutes of all such meetings and include them in the reports that will be reviewed at the next regularly scheduled meeting of the Board.

d) Quorum: Four (4) directors present at any Board meeting, including those participating by electronic means, shall constitute a quorum.

e) Voting and Tie Votes: All actions of the Board shall require a simple majority vote of the Directors participating in 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) Directors

i. There shall be seven (7) Directors, all of whom shall have the right to vote on matters coming before the Board (unless disqualified, e.g. by virtue of a conflict of interest) and otherwise participate in Board meetings. Directors shall be elected to serve a term of three (3) calendar years. Two (2) Directors shall be elected in 2026, two (2) in 2027, three (3) in 2028, and serially thereafter.

ii. Any Member is eligible to serve on the Board except that no paid employee of the Corporation, Brunswick County, the Town of St. James ("TOSJ"), or the St. James Property Owners Association ("SJPOA") shall be eligible to become a Director.
iii. Only one owner of any piece of property shall be eligible to serve on the Board at the same time.
iv. The term of office of each elected Director shall commence January 1st of the year following the year in which he or she is elected, or, if appointed to replace a Director no longer serving, immediately upon appointment and continue until December 31st of the year in which the term of the elected or appointed Director which he/she is replacing ends.
v. In the event that an elected position vacancy occurs on the Board, the remaining Directors shall, within ninety (90) days of the departing Director's leaving office, appoint another Member of the Corporation to serve the remainder of the departing Director's term. Such appointed Director shall be eligible to serve as a Corporate Officer if approved by a majority of the remaining Board Members.

b) Advisors to the Board

i. The SJPOA Board of Directors shall designate one of its elected members to serve as an Advisor to the Board. Such appointment may be changed at the pleasure of the SJPOA Board, with all such appointments and changes communicated to the President in writing.
ii. The TOSJ Town Council shall designate one member of the Town Council to serve as an Advisor to the Board. Such appointment may be changed at the pleasure of the TOSJ Town Council, with all such appointments and changes communicated to the President in writing.
iii. The Directors shall appoint the Chief of the SJFD (the "Chief") to serve at the pleasure of the Board. The election of Chief by the Board shall be for a term of three (3) years unless a different, shorter term is specified in the resolution appointing the Chief. No individual may serve as the Chief for more than six (6) consecutive years. The Board shall conduct an annual performance review of the Chief. During all discussions relating to the reappointment of the Chief, the Chief's evaluation, or of the performance of his or her duties or related matters, the Chief shall be excused to allow for frank and open discussions. The Chief shall be an Advisor to the Board.
iv. Rights, Responsibilities and Limitations of Advisors
    a. Advisors may attend all meetings of the Board.
    b. Advisors may participate in all discussions of matters before the Board, such advice to be offered in the best interests of the Department.

c. Advisors may not vote on any matter before the Board.
d. Advisors may not add agenda items to the Board's meeting agendas.
e. Advisors may not represent themselves as representatives of the Corporation, nor may they speak on behalf of the Board.

SECTION 7: ***Selection of the Chief***

a) Eligibility: To be eligible for an appointment as Chief, a candidate must:

i. affirm a willingness to serve in the position of Chief for the proposed term;
ii. possess the skills and knowledge required to manage all operations of the SJFD; and
iii. meet the Office of State Fire Marshall requirements for a chief officer (Chief 101).

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

i. The Candidate is a resident of the District;
ii. The candidate has been a member in good standing with the SJFD for the five (5) most recent years; and
iii. The candidate has been a line officer with the Department for the three (3) most recent years.

Should the Board be unable to identify any potential candidates based upon the above criteria or from other members of the SJFD, other viable candidates possessing experience in emergency services and leadership roles may be considered, including persons who are not residents of the District.

b) Retirement: Should a Chief wish to retire, the Chief shall notify the Board in writing of this intended action at least 180 days prior to the intended date of retirement. The agreement to provide such notice shall constitute a condition for any individual's appointment as Chief. Further, during this 180-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 candidates identified by the Chief or the Board as a potential successor.

c) Death, Disability, Unwillingness to Serve, Termination for Cause: In the event of the death, disability (unable to return to active duty within 90 days of onset of disability) or the inability or unwillingness of the Chief to serve in that capacity for any other reason, including but not limited to, termination of the Chief's appointment by the Board, the Board shall exercise due diligence to

find and appoint a qualified successor within 90 days after the date that the Chief ceases to act in that capacity. During this 90-day period, or until a successor is appointed, the Board may name a qualified senior officer of the SJFD 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.

d) **Selection Committee:** In identifying, interviewing and appointing a candidate as Chief of the Department, the Board shall always act as a committee of the whole 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 8: ***Corporation Officers***

The Board shall elect from among the Directors a President, Vice President, Secretary and Treasurer of the Corporation (each an "Officer"), at the first meeting of the Board each calendar year.

ARTICLE VI – AUTHORITY AND DUTIES OF THE CORPORATION OFFICERS

The authority to incur debt or any other liability or obligation to perform in any manner upon the Corporation rests solely with the Board. Such authority may be delegated in specific areas or as otherwise provided in these By-laws to one or more Officers or to the Chief via a duly adopted resolution of the Board. Such delegated authority is solely at the pleasure of the Board, and the Board may rescind, at any time, by resolution of the Board duly adopted, any or 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 drawn against, or transfers from, such accounts shall require the signatures of any two of such officers, excluding any transfers made between the Corporation's accounts.

From time to time, the Board may secure the aid of a person not a Director to assist the Board in performing a function of the Board if additional expertise is deemed necessary or helpful in discharging the Board's responsibilities. In such cases, an elected Director shall be designated to provide general oversight and review of the individual performing said Board functions.

a) **President:** The President shall be the principal executive officer of the Corporation and shall, in general, supervise the business and affairs of the Corporation.
    i. The President shall preside at the meetings of the Membership and the Board when present.

ii. The President may sign, with the Secretary or any other officer authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these By-laws to some other officer or agent of the Corporation, or if required by law to be otherwise signed or executed.
iii. The President shall have direct oversight of the Chief except for Fire and EMS ground operations.
iv. The President shall compile an annual performance review of the Chief and present said review to the Board. Upon approval of the Board, the President shall deliver the review to the Chief both orally and in written copy.
v. In general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

b) 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), 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 imposed upon the President under these By-laws. 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.

c) Secretary: The Secretary shall keep the minutes of meetings of the Membership and of the Board and compile a minute book (the "Minute Book") that contains all such minutes and records of other official acts of the Board and the Membership.
i. The Secretary shall see that all required notices are duly and timely given in accordance with the provisions of these By-laws and as required by law.
ii. The Secretary shall serve as the registered agent for the Corporation.
iii. The Secretary shall 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.

d) Treasurer: The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation.
i. The Treasurer shall receive and give receipts for money in the name of the Corporation in such banks, trust companies or other depositories that are federally insured.
ii. The Treasurer shall have the Corporation's books of account audited by an independent Certified Public Accountant at the end of each fiscal

year. The audit report shall be included in the Corporation's Annual Report and shall be available to any Member at their request.

iii. The Treasurer shall give a bond for the faithful discharge of his or her duties in such a sum and with such surety or sureties as the Board shall determine, the cost of such to be paid by the Corporation.

iv. The Treasurer will meet with the Chief at least monthly to review current income and expenses against the approved department budget, discuss planned future expenses, consider requests for additional unbudgeted funds to be recommended to the Board and provide financial guidance as appropriate. Such meetings will be documented for future reference.

v. The Treasurer shall 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 President or by the Board.

ARTICLE VII – ORGANIZATION OF THE SJFD

SECTION 1: *Operating Divisions*

The SJFD shall be organized into three (3) operating divisions (each a "Division"):

- Emergency Medical Services,
- Fire,
- Fire Police.

SECTION 2: *Structure of the Divisions*

a) The Chief shall establish a chain of command for the Divisions. Each Division shall have at its head a Deputy Chief or an Assistant Chief ("division chiefs") each of whom will report directly to the Chief.

b) Each Division will establish and maintain standard operating guidelines ("SOGs") that will set forth both the organizational structure of that Division (e.g., the rank and number of officers reporting to the division chief) and the guidelines for the Division's personnel in conducting their operational activities.

ARTICLE VIII – AUTHORITY AND DUTIES OF THE DEPARTMENT OFFICERS

SECTION 1: *Chief*

The Chief shall oversee all operations of the three Divisions. For purposes of these By-laws, the operations of the Divisions shall include, but are not limited to:

a) The selection, organization, and allocation of personnel to conduct the operations of the Department (the "Company'), subject to terms and conditions of the Department's Membership of the Company Policy.

b) The selection and allocation of resources valued at $25,000 or less made available by the Board through the annual budget process and approved by

the President, Treasurer or Secretary. Non-budgeted expenses and expenditures of more than $25,000 require prior authorization by the Board.

c) Ensuring each Division establishes and maintains Standard Operating Guidelines ("SOGs"). SOGs shall be reviewed annually by the Chief and the respective division chief. The Chief shall notify the President of the completion of the review and make copies of any revised SOGs available upon the request of any Board Member.
d) Maintenance of a formal succession planning process across all divisions. The Chief shall annually provide the Board with a Succession Plan status report for each division.
e) Performance of all the duties incident to the Office of Chief and such other duties as from time to time may be assigned to him or her by the President or by the Board.

SECTION 2: ***Other Officers***

The Chief may appoint such additional officers as he or she deems appropriate, with notification of such appointment or appointments given to the President prior to general announcement. All officers of the Divisions 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 IX – 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 X – FISCAL YEAR

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

ARTICLE XI – AMENDMENTS

These By-laws may be amended by the Board at any meeting of the Board; provided, however, that notice of the proposed amendments has been given in writing to the Board at least two (2) weeks prior to the meeting when any amendment is to be considered, and the proposed changes are set forth in full in the notice.

END OF BY-LAWS