

Bylaws

South Gulf County Volunteer Fire Department

Article I

Name

Section 1. **Name.** The name of the corporation is the South Gulf County Volunteer Fire Department Inc., herein after referred to as SGCVFD, or the Organization.

Article II

Tax Status

Section 2. **Tax Exempt Status.** The SGCVFD is organized under the Florida Not for Profit Corporation Act in compliance with Chapter 617, Florida Statutes. Organization shall be operated under the laws of Florida and Gulf County.

Article III

Purpose

The purpose of the Organization shall be to provide fire safety and emergency response services and to protect life and property in and near Cape San Blas, Indian Pass, Simmons Bayou area of Gulf County and South Gulf County to the Franklin County line, and to include all of the South Gulf County Fire District.

Article IV

Membership and Officers

Section 1: **Eligibility for Membership.** Membership in SGCVFD is open to those who fall in the categories listed below who wish to promote the mission and purpose of the organization, agree to abide by the provisions of these Bylaws and of Policies and Procedures, with all amendments and revisions appertaining thereto.

Section 2: **Membership.** The membership shall consist of three (3) categories.

Volunteer Firefighter Member. A Volunteer Firefighter Member shall be a resident or own property in the South Gulf County Fire District and whose annual dues are current. Any active Volunteer Firefighter Member who has passed the Firefighter One State Exam will be exempt from any dues. If they are not a resident they must be close enough to the district to respond to emergency situations. A qualified Firefighter who resides in

another area that is physical here part time may also serve as a Volunteer Firefighter with permission of the Fire Chief and President. A Volunteer Firefighter Member shall be at least 18 years old. Each Volunteer Firefighter Member shall have one vote. Volunteer Firefighter Members who are residents are eligible to serve on the Board. A Volunteer Firefighter that is not a resident may serve as members or chairpersons of ad hoc committees.

Associate Members: An Associate Member shall reside or own property in the SGC Fire District and whose annual dues are current. Each Active Member shall have one vote. Active members who are residents of the SGC Fire District are eligible to serve on the Board. All Active Members are eligible to serve as members or Chairpersons of ad hoc or standing committees.

Business Member. A Business Member shall have a business in Gulf County and is interested in supporting the Organization and whose annual dues are current. Each Business Member shall have one vote by a designated representative, but may not serve on the Board or be an officer. They may serve on committees but may not chair a committee.

Section 3: **Members in good standing** shall have the authority to 1) elect the Board of Directors; 2) recommend amendments to the Bylaws through the Bylaws Committee or Board; 3) make recommendations to the Board; 4) bring forward and discuss issues at the annual membership meeting for consideration or vote: 5) bring forward issues at Board or Special meeting for consideration or vote.

Section 4: **Voting Rights.** To be eligible to vote a member in good standing must have attended at least three of the monthly membership meetings in the past twelve months.

Section 5: **Dues.** A member in good standing shall pay annual dues as established by the Board of Directors. The Board may establish different dues for each category of membership.

Article V Meetings

Section 1: **Meetings.** There shall be an annual meeting of the general membership.

Section 2: **Monthly Meetings:** There shall be monthly meeting of the general membership held on the third Tuesday of each month unless otherwise rescheduled by the general membership at any regular meeting. In the

event of a weather or emergency situation the Monthly meeting may also be changed by the President with majority approval of the Board of Directors.

Section 3: **Quorum.** A quorum to conduct business shall be the members in good standing in attendance at the annual, monthly, or specially called general meetings. Other than the election of the Board of Directors and approval of the budget at the annual meeting, if less than ten percent (10%) of the members in good standing are present and voting, any decision must be ratified by the Board of Directors prior to being enforced.

Article VI Board of Directors

Section 1.1: The Board of Directors shall consist of a minimum of five (5) Directors and a maximum of seven (7) Directors who shall be elected from Volunteer Firefighter Members and Active Members in good standing, and shall manage, supervise, and direct the Organization. Three of the Board of Directors shall be members of the Volunteer Firefighter Member category of membership. In addition, the Chief shall serve on the Board in an ex officio capacity, without vote, if a paid employee, and with vote, if a volunteer. The Chief is appointed by the Board of Directors.

Section 1.2: The number elected annually shall be determined by the number of expired terms.

Section 1.3 The candidates for the Board shall be nominated by the Nominating Committee from Active Members and Active Firefighter Members of the Organization who are in good standing. Nominations may also be made by the general membership.

Section 1.4: The candidates receiving the highest number of votes shall be elected as Directors to fill the vacant positions.

Section 1.5: The Immediate Past President shall be an ex-officio director entitled to all privileges of directorship, except the right to vote or hold office.

Section 2: **Term of Officer.** Directors shall hold office for two years with elections held in August of each year. Directors shall assume office and become members of the Board at the close of the Organization's annual meeting and no less than August 30. Their term ends two years later after the August annual meeting or when their respective successors shall be duly elected and installed. Directors other than officers may be added to the

- Board for an initial one year term in order to stagger the board.
- Section 3: **Powers.** The Board shall establish Policies and Procedures and Standing Rules and shall conduct the business of the Organization as prescribed in the Article of Incorporation, the Bylaws, and the Standing Rules. The Board may transact business and vote by mail or electronic transmission as necessary.
- Section 4: **Resignation.** Any member of the Board may resign at any time by giving written notice to the President. Such resignation shall take affect at the time specified therein, or, if no time is specified, at the time of acceptance thereof.
- Section 5: **Vacancy.** Any vacancy occurring among the Directors elected in accordance with the Bylaws shall be filled by the affirmative vote of a majority of the Board to complete the expired time.
- Section 6: **Removal from Office.** Subject to the notice requirements, a member of the Board may be removed from the Board as specified in these Bylaws.
- Section 6.1: **Move.** If a member of the Board of Directors moves out of the South Gulf Fire District, the Board of Directors shall remove that director within thirty days and appoint a replacement.
- Section 6.2: **Cause.** An elected or appointed officer may be removed from office for cause. Cause shall include, without limitation, failure to perform the duties of their office, failure without excuse to attend two consecutive meetings of the Board or the Executive Committee, or actions which may injure the Organization's reputation or hamper its work.
- Section 6.3: **Process.** Any member of the Board may file written charges against an elected or appointed officer with the Executive Committee, specifying the grounds for removal from office. The Executive Committee shall hold a hearing about the charges. The Executive Committee shall file thirty (30) days written notice, delivered in person or sent by certified or registered mail, to such officer, specifying the time and place of the hearing and the charges. The officer so charged is entitled to be present at the hearing, to be represented by counsel (who may or may not be a member) and to present his or her defense. The officer is not entitled to be present during the Executive Committee's deliberations, or to vote. If the Executive committee determines, by a two-thirds (2/3) vote of those present, that cause for remove exists, the officer shall be removed from office, effective immediately, upon notice to that officer.

Section 6.4: **Appeal.** The officer or person being charged may appeal the determination of the Executive Committee to the entire Board within fifteen (15) days of the decision of the Executive Committee. The Board shall hold an appeal hearing concerning the charges. The Board and the officer shall be given thirty (30) days notice by certified or registered mail of the appeal hearing, specifying time and place of the hearing and the matter which is the subject of the appeal. The officer is entitled to be present, to be represented by counsel, and to present a defense. The officer so charged is not entitled to be present during the Board's deliberations or to vote.

Section 6.5: **Final Decision.** The Board shall determine, by a two-thirds (2/3) vote of those present, whether the determination of the Executive Committee should be overturned or affirmed. Its decision shall be final and shall be effective immediately.

Section 7: **Compensation.** No members of the Board shall receive compensation for their services as members of the Board of the Organization.

Section 8: **Board Meetings.**

Section 8.1: **Board Meetings.** Regular meetings of the Board of the Organization shall be held monthly, at such time, day, and place as shall be designated by the Board for the purpose of transacting such business as may come before it. The Board may, by resolution, provide for the holding of additional regular meetings. Meetings by electronic communications shall be acceptable. Any member in good standing may attend Board meetings and may bring concerns or recommendations to the Board but may not vote.

Section 8.2: **Special Meetings.** Special meetings of the Board may be called at the discretion of the President, or by a majority of the voting directors then in office, to be held at such time, day, and place as shall be designated in the notice of the meeting. Telecommunication meetings shall be acceptable. Any member in good standing may attend Special meetings and may bring concerns or recommendations to the Board but may not vote.

Section 8.3: **Quorum.** Fifty percent (50%) of the seated Board members shall constitute a quorum for Board or Special meetings.

Section 8.4: **Official Acts.** The act of a majority of the members present at a meeting at which a quorum exists shall be the act of the Board. In the absence of

a quorum, any action taken shall be recommendatory only, but may become valid if subsequently confirmed by a majority vote, in conformance with the quorum requirements, of the Board. The conformation of any action taken may be obtained by electronic vote of the Board when necessary.

Article VIII Officers

- Section 1: **Officers.** The officers of the Organization shall consist of a President, Vice-President, Secretary, and a Treasurer, elected by the members at the annual meeting and may include such other officers as deemed necessary. No member shall hold more than one office. In order to be elected as an officer of the Board, the member must be an active Volunteer Firefighter Member or An Active Member in good standing and a resident of SGC Fire District.
- Section 2: **Term of Office.** Officers shall serve a term of two years or until a successor shall be duly elected. Officers shall assume office at the close of the August annual meeting. No officer may serve more than two full consecutive terms in the same office.
- Section 3: **Duties of Officers.**
- Section 3.1: **President.** The President of the Organization (1) shall have all powers and shall perform all duties commonly incident to and vested in the office of president of a corporation, including, but not limited to, being Chief Executive Officer of the Organization; and (2) shall have general knowledge of and responsibility for supervising the business of the Organization. In addition:
- Section 3.11: The President shall be a member of the Board and shall prepare the Agenda for all meetings of the Board.
- Section 3.12: The President shall annually appoint such standing or special committees as may be required by these Bylaws or as deemed necessary.
- Section 3.13: The President shall also perform such other duties as the Board may, from time to time, designate.
- Section 3.14 The President shall not serve on the Nominating Committee.

Section 3.2: **Vice-President.** The Vice-President of the Organization shall perform all duties incumbent upon the President during the absence or disability of the President and shall perform such other duties as the Board and the President may, from time to time, designate.

Section 3.3: **Secretary.** The Secretary of the Organization shall have all powers and perform all duties commonly incident to and vested in the office of secretary of a corporation, including the following duties and responsibilities.

Section 3.31: The Secretary shall attend all meetings of the Board, and shall be responsible for keeping and preserving the books of the Organization, and for distributing accurate minutes of the proceedings of all such meetings.

Section 3.32: The Secretary shall ensure that all notices given are in accordance with the Bylaws.

Section 3.33: The Secretary shall perform such other duties as the President may, from time to time, designate.

Section 3.34: The Secretary may appoint an Assistant Secretary to perform such duties as he or she may, from time to time, designate.

Section 3.35: The Secretary is responsible for ensuring that all donors receive appropriate thank you and tax letters in a timely manner.

Section 3.34: **Treasurer.** The treasurer of the Organization shall have all powers and perform all duties commonly incident to and vested in the office of the treasurer of a corporation, including the following duties and responsibilities.

Section 3.41: The Treasurer shall be responsible for developing and reviewing the fiscal policies of the Organization and shall serve on Finance Committee.

Section 3.42: The Treasurer shall establish an accounting method to account for all monies received and expended by the Organization. Accounting method must be approved by the Board of Directors.

Section 3.43: The Treasurer shall ensure that all monies of the Organization are deposited in (a) financial institution(s) approved by the Board, and that authorized disbursements are made there from.

Section 3.44: At the annual meeting of the Organization, or when requested by the

President or Board, the Treasurer shall report all receipts and expenditures of the Organization for the current year.

Section 3.45: The Treasurer shall perform such other duties as the President or Board may, from time to time, designate.

Section 3.46: The Treasurer may appoint an assistant treasurer to perform such duties as her or she may, from time to time, designate.

Section 3.46: The Treasurer shall prepare or cause the accounting for the IRS and any other legal issues.

Section 3.47: The Treasurer shall monthly supply the Secretary with a list of donors and addresses of donors for proper thank you letters to be sent.

Section 4: **Vacancy.** A vacancy occurring among the elected officers shall be filled by the affirmative vote of a majority of the Board and the officer selected shall fill the unexpired term.

Section 5: **Removal from Office.** Subject to the notice requirements, a member of the Board may be removed from the Board as specified in these Bylaws, by the same process as described in Article VII, Section 6.

Section 6: Appointed Board Members AND Their Duties & Responsibilities

Section 6.1 **Chief:** The Chief shall be appointed by the Board and may be a Volunteer or may be compensated for his/her duties. The Chief shall be an ex-officio member of the Board. As a Volunteer the Chief shall have one vote. As a paid employee, the Chief shall have no vote. The Chief may serve on but not Chair committees. The Chief shall also serve as Sergeant at Arms at all meetings.

Article IX Committees

Section 1: **Executive Committee.** The Executive Committee shall consist of the officers of the Organization.

Section 1.1: **Meetings.** Regular meetings shall be held by the Executive Committee as designated by the board.

Section 1.2: **Powers.** Between Board meetings the Executive Committee shall exercise any and all of the powers of the Board in the management of the business

and affairs of the Organization except to undertake any activities which the Board has expressly reserved for itself. The Executive committee shall serve as a Search Committee for the Executive Director or other staff as deemed necessary.

- Section 1.3: **Quorums.** At any meeting of the Executive Committee, a majority of the total number of members of the Executive Committee shall constitute a quorum for the transaction of business. Special meetings of the Executive Committee may be called by any member thereof on a twenty (20) day notice to the other members thereof. A two thirds majority of the Executive Committee may waive the requirement of the 20 day notice for a special meeting but a 48 hour notice must be given.
- Section 2: **Standing Committees.** Standing Committees are responsible to the Board and shall include Fiscal, Policies & Procedures (Bylaws), Membership Services (including Web Page), Membership Recruitment, and Nomination Committees.
- Section 3: **Ad Hoc Committees.** Ad hoc or special committees may be appointed by the Board or by the President.
- Section 4: **Term of Office.** Each member of a standing committee, except for the Nominating Committee, shall serve for one (1) year from September 1 - August 31 or until a successor is appointed. Each member of an ad hoc committee shall serve until the completion of the committee's assignment, or until a successor is appointed.
- Section 5: **Chairpersons.** Unless otherwise specified in these Bylaws, one member from each committee shall be appointed chairperson by the President of the Organization. Members from the Business Member category may not serve as Chair.
- Section 6: **General Duties of All Committees.** The duties of all committees shall be those specified in these Bylaws and policies and in the job description approved by the Board. All actions of committees must be approved by the Board except for the Fiscal and Nominating Committee whose annual report shall be approved by the membership at the Annual meeting.

Article X Operations

- Section 1: **Executive Director.** An Executive Director may be employed by the Executive Committee, with approval of the Board. The Executive Director

and all staff and volunteers shall serve at the pleasure of the Board.

- Section 2: **Responsibilities of the Executive Director.** The Executive Director shall advise the Board regarding all aspects of operation of the Organization; perform such duties as may be requested by the Board, the Executive Committee, or the President; direct and supervise the work of all staff, assistants, and volunteers; and attend all meetings of the Board as requested, without vote or any privilege of membership on the Board.
- Section 3: **Evaluation.** The Executive Director's official personnel file shall contain an annual evaluation from either the Executive Committee or the Board.
- Section 4: **Support Staff.** Support staff may be hired after a recommendation from the Executive Committee and when a job description and contract has been presented for the approval of The Board.

Article XI Finances

- Section 1: **Fiscal Year.** The Organization's fiscal year shall be from October 1 to September 30.
- Section 2: **Reimbursement.** Officers, directors, delegates to conventions and members of committees shall be reimbursed for reasonable expenses as approved in advance by the Board.
- Section 3: **Signatures.** The Treasurer and the President shall be authorized signatories on checks and other instruments of negotiation on behalf of the Organization except as otherwise specified in these Bylaws or by the Board. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Organization shall be signed by either in such manner as designated by these Bylaws or by resolution of the Board.
- Section 4: **Depositories.** All funds of the Organization shall be deposited from time to time to the credit of the Organization in such financial institutions as the Board may select.
- Section 5: **Gifts and Grants.** The President or a designated person may accept on behalf of the Organization any contribution, gift, bequest, or device for the general purpose, or for any specific purpose of the Organization, as long as such donation is in compliance with the United State Internal

Revenue Law.

- Section 6: **Contracts.** The Board may authorize any officers, agent(s) of the Organization, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute any deliver any instrument in the name and on behalf of the Organization. Such authority may be general or specific instances.
- Section 7: **Bonding.** All officers of the Organization may be furnished a fidelity bond in such sums as the Board may prescribe.

Article XII Indemnification

- Section 1: **Indemnification.** Officers, directors, employees, and agents of the Organization shall be indemnified as specified herein and in the Standing Rules for any costs, expenses or liabilities necessarily incurred in connection with the defense of any action, suite or proceeding in which they are made a part by reason of being or having been a member serving in an elected or an appointed capacity. No member or employee shall be indemnified when adjudged in the action or suit to be liable for negligence or misconduct in the performance of duties.

Article XIII Membership of Organization in Other Corporation or Entities

This Organization may hold membership other firefighter organizations as approved by the Board of Directors. The delegates and alternates may be elected annually by the Board of Directors to attend state firefighter events.

Article XIV Parliamentary Authority

- Section 1: Parliamentary Authority. **The latest edition of *Robert's Rules of Order, Newly Revised*** shall guide the proceedings of the Organization and the Organization Board.

**Article XV
Dissolution**

Section 1: **Dissolution.** The Organization may be dissolved with the assent given in writing and signed by not less than three-fourths (3/4) of the directors. Upon dissolution of the Organization, other than incident to a merger or consolidation, the assets of the Organization shall be dedicated to an appropriate public agency to be used for the purposes similar to those for which the Organization was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, the Organization, trust or other organization to be devoted to such similar purposes.

**Article XVI
Method of Amendment**

Section 1: **Amendment of Bylaws.** These Bylaws may be amended at any annual, monthly or special meeting of the general membership by a two-thirds vote of the members present and voting, provided there is a thirty (30) day written notice of intent with the proposed amendments published.

Section 1. 2: **Any changes** to these Bylaws may not contain any provision for the regulation and management of the affairs of the Organization inconsistent with Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law, or the Article of Incorporation.

Section 1.3: **Amendment of Standing Rules, Policies and Procedures.** The Standing Rules and Policies and Procedures may be amended by a majority vote of the Board of Directors.

Section 1.4: **Origin of Amendments.** Amendments to the Bylaws or Standing Rules may be originated by one of the following methods: (1) majority of the Board of Directors; (2) majority vote of the Bylaws Committee; or (3) petition signed by at least five (5) members in good standing.

PRESIDENT

DATE

SECRETARY

DATE