

**BY-LAWS
OF
FRENCH BROAD VOLUNTEER FIRE AND RESCUE, INC.**

ARTICLE I

Name/Principal Office/Seal

Section 1. The name of the corporation is FRENCH BROAD VOLUNTEER FIRE AND RESCUE INC. (hereinafter referred to as the "Corporation" or "Department").

Section 2. The principal office of the Corporation shall be at such location in French Broad Township, Buncombe County, North Carolina, as the Board of Directors shall fix from time to time

Section 3. The seal of the Corporation shall be circular in form and mounted upon a metal die, suitable for impressing the same upon paper and the wording thereon shall be "French Broad Volunteer Fire and Rescue Inc., North Carolina" and in the center of the seal shall appear the word "Seal." An impression of such seal shall be made opposite this Section of the By-Laws on the copy thereof in the minute book.

ARTICLE II

Membership

Section 1. All persons who own either real or personal property which is listed as subject to the French Broad Fire District tax in the Buncombe County Tax Listing Office are members of the Corporation. For purposes of voting at annual or special meeting, only those persons whose names appear on the Tax Office records as of thirty (30) days prior to the date of said meeting, either annual or special, shall be entitled to vote at such meeting. For purposes of membership where either husband or wife has property listed and subject to the fire tax for French Broad Fire District, the spouse of such person with property listed shall also be a member. Members are entitled to nominate and vote for Directors at the annual meeting of the members of the Corporation, and to vote upon such other matters as may properly come before the meeting.

Section 2. It shall be the duty of the Secretary to use the best means available from the Buncombe County Tax Office to determine the eligibility of members present at any membership meeting to vote. In the event of an error by the Tax Listing Office in omitting the name of some person from said list, if the member fails in his duty to ascertain the absence of his name and obtain a correcting entry form from the Tax Listing Office, then said member shall not be eligible to vote at such meeting.

ARTICLE III

Meetings of Members

Section 1. An annual meeting of members of the Corporation shall be held on the 1st Monday in June of each and every year, beginning with June 1998, at the principal office of the Corporation in French Broad Township, Buncombe County, North Carolina, when there shall be elected a Board of Directors as hereinafter provided.

Section 2. Special meetings of members may be called by order of the Board of Directors upon majority vote of the members of the Board present at any duly called and legally held regular or special meeting of the Board of Directors.

Section 3. Each voting member of the Corporation shall have one vote on all questions presented at any meeting of members and for election of the Officers and Board of Directors. A majority of the voting members present shall constitute a quorum at a meeting of Members. Voting members present at a duly organized meeting may continue to do business until adjournment notwithstanding withdrawal of enough voting members to leave less than a quorum. The vote of a majority of the voting members present at a meeting, at which there is a quorum, shall determine all questions presented. A member may vote only in person, no proxies shall be allowed at any meeting of members, either annual or special.

Section 4. Notice of the place, date, and hour of the annual meeting and of any special meeting of members shall be published in the Asheville Citizen Times in a space not less than 1 column by 2 inches at least ten (10) days prior to the date of the meeting, and such notice must also be posted on the bulletin board of the French Broad Volunteer Firehouse or later than the date of publication. The failure to so publish before a scheduled annual meeting shall not affect the validity of such meeting or any action taken thereat unless publication is otherwise required in these By-Laws.

Section 5. Notwithstanding the above general quorum requirements, those members present at the regularly scheduled annual meeting of the members shall constitute a quorum for the sole purpose for electing Directors as provided in Article IV, but not for any other purpose.

Section 6. Rule of the procedure at any meeting of members shall be governed by the then most recent edition of Roberts Rules of Order.

ARTICLE IV

Board of Directors

Section 1. The business of the Corporation shall be managed by a Board of Nine (9) Directors. Of these Directors four (5) shall be elected by the members of the corporation and Four (4) shall be firefighter representatives elected by the firefighters. All of the directors must reside in the French Broad Fire District and be members of the Corporation. No more than one (1) member of an immediate family shall be on the Board of Directors at one time. Immediate family for this corporation is defined as spouse, parent, grand parent, sibling, aunt, uncle, cousin.

Section 2. One half of the Directors who are elected by the members shall be elected annually for a term of 2 years at each annual meeting of the members. Elections shall be by written ballot on ballot forms to be obtained prior to the meeting by the Secretary.

Section 3. In the event of a death, resignation or removal of any Director before his or her term expires, the vacancy shall be filled by majority vote of the then remaining Directors, with the exception that member be from the Fire Department who will elect their representative in accordance with Article IV Section I. Notwithstanding such number may not constitute a quorum. The successor Director shall serve until remaining term ends.

Section 4. The Board of Directors shall meet each year immediately after the annual meeting of members for the purpose of organization, election of officers, and consideration of any other business that may properly be brought before the meeting. No notice of any kind to either old or new members of the Board of Directors for such annual meeting shall be necessary. Other meetings of the Board of Directors may be held upon call of the President or Secretary provided such notice be communicated to all Directors at least three (3) days prior to meeting.

Section 5. A majority of the number of Directors fixed by the By-Laws shall constitute a quorum for the transaction of business provided at least two (2) from each electing body are part of said majority. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 6. if any member of Board of Directors misses two (2) meetings of the Board of Directors without a reasonable excuse he shall be automatically dropped from the Board and his successor shall be elected as provided in Section three (3) of the Article.

Section 7. The Board of Directors may remove any officer or firefighter for good cause shown and stated. Any member of the Board of Directors who serves by virtue of being a firefighter or officer shall be removed from the Board of Directors upon removal as an officer or firefighter. Any vacancy on the Board of Directors shall be filled as provided in Section three (3) of this Article.

Section 8. The Board of Directors at any regular or special meeting at which a quorum is present shall adopt such rules, regulations, and guidelines or procedures as it deems necessary or appropriate for the proper operation of the Department.

ARTICLE V

Officers

Section 1. The officers of the Corporation shall consist of a President, Vice-President, Secretary, Assistant Secretary, and Treasurer. The Fire Chief shall be appointed by the Board of Directors, and shall serve as Fire Chief until resignation, death, or removal by the Board. The appointment of the Fire Chief shall be based, qualifications set forth by the Board of Directors. The President and Treasurer shall be chosen from the Board of Directors and may not be a member of the Fire Department. The Vice President, Secretary and Assistant Secretary shall be chosen from any member of the Board of Directors. All officers shall be of high moral character and of good standing in the community.

Section 2. Whenever any vacancies shall occur in any office by death, resignation, removal, increase in the number of offices of the Corporation, or otherwise, the same shall be filled by the Board of Directors, and the officer so elected shall hold office until his successor is chosen and qualified.

Section 3. The president shall preside at all meetings of members and directors, discharge all the duties which devolved upon a presiding officer, and perform such other duties as the By-Laws provide or the Board of Directors may prescribe. The President shall have full authority to execute proxies on behalf of the Corporation, to vote stock owned by it in any other Corporation, and to execute, with the Secretary, powers of attorney appoint other Corporation, partnerships or individuals the agent of the Corporation, all subject to the provisions of Chapter 55 and 55A of the General Statutes of North Carolina, as amended, the Articles of Incorporation of the Corporation and the By-Laws.

Section 4. The Vice President shall perform all duties incumbent upon the President during the absence or disability of the President, and shall perform such other duties as the By-Laws may require or the Board of Directors may prescribe.

Section 5. The Secretary shall attend all meetings of the members and Board of Directors, and shall keep, or cause to be kept in a book provided for the purpose, a true and complete record of the proceedings of such meetings, and shall perform a like duty for all standing committees appointed by the Board of Directors when required. The Secretary shall attend to the giving and serving of all notices of the Corporation, and shall perform such other duties as the By-Laws may require of the Board of Directors may prescribe. The Secretary shall keep an up-to-date list of the membership of the Corporation in the manner as provided in Article II, Section 2.

Section 6. The Assistant Secretary shall perform all duties incumbent upon the Secretary during the absence or disability of the Secretary, and shall perform such other duties as the By-Laws may require or the Board of Directors may prescribe.

Section 7. The Treasurer shall keep correct and complete records of accounts, showing accurately at all times the financial condition of the Corporation. The Treasurer shall be legal custodian of all monies, notes, securities and other valuables which may from time to time come into the possession of the Corporation. The Treasurer shall immediately deposit all funds of the Corporation coming into his/her hands in some reliable bank or other depository to be designated by the Board of Directors, and shall keep such bank account in the name of the Corporation. The Treasurer shall furnish at the meetings of the Board of Directors, or whenever requested, a statement of the financial condition of the Corporation, and shall perform such other duties and the By-laws may require or the Board of Directors may prescribe. The Treasurer shall establish for submission to the Board of Directors for its approval, disapproval or modification, procedures for purchasing of and payment for all goods, materials and services utilized by the Department. Absent emergency situations, any person ordering goods, material or services in a manner contrary to such procedures shall be responsible for the payment thereof.

Section 8. The Fire Chief shall establish for submission to the Board of Directors for its approval, disapproval or modification, policies concerning the Firefighters, including eligibility requirements, training and education programs, continuing education, response guidelines for the different types of calls, equipment usage guidelines and such other policies or procedures concerning the operation of the Department as Fire Chief or the Board may deem necessary or appropriate. The Fire Chief shall ascertain and report to the Board the equipment, facility or personnel needs of the Department.

Section 9. In case of the absence of any officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may delegate the powers or duties of such officer to any other officer or to any director or employee of the Corporation, for the time being, provided a majority of the entire Board concurs therein.

Section 10. The Board of Directors may remove any officer for good cause stated and shown.

ARTICLE VI

Contract, Checks, Notes, Etc.

Section 1. All contracts, agreements and expenditures must be authorized by the Board of Directors. All checks of the Corporation written up to \$1,000.00 will be signed by the Treasurer only. All checks of the Corporation written in excess of \$1,000.00 must be signed by the President and the Treasurer. In the absence of the President or the Treasurer, the Board of Directors may designate another officer to sign checks.

ARTICLE VII

Firefighters

Section 1. The Firefighters shall serve at the pleasure of the Board of Directors and may be removed by a majority vote of the Board of Directors for good cause shown and stated.

Section 2. All Firefighters shall be of high moral character and of good standing in the community. All s shall meet such eligibility requirements as may from time to time be established by the Board of Directors.

Section 3. All Firefighters shall adhere to such rules and regulations as may be adopted by the Board of Directors or promulgated by the Fire Chief.

Section 4. All Firefighters shall participate in such training, education and continuation programs as may be established by the Fire Chief or Board of Directors.

ARTICLE VIII

Amendments

Section 1. The power to alter, amend or repeal the By-Laws, or adopt new By-Laws, is vested in the members, by two-thirds (2/3) vote of members present at a legally constituted meeting of members. Before any such amendment, alteration or new By-Laws can be voted on, the proposed change, addition or new By-Law must be posted at least 14 days before the date of voting on the bulletin board at the French Broad Volunteer Fire and Rescue Inc., and at any other feasible public locations in the fire district and community.

The foregoing By-Laws were adopted at a legally constituted meeting of members held

this the ____ day of _____, _____.

Secretary