

BY-LAWS

SOUTHWEST BELL COUNTY VOLUNTEER FIRE DEPARTMENT, INC.

The By-Laws of the Southwest Bell County Volunteer Fire Department, Inc., (Texas State Charter Number 680618) having been presented to the membership of said Corporation and duly adopted are as follows:

PREAMBLE

The Southwest Bell County Volunteer Fire Department herein after referred to as the Corporation, has been established to provide fire and EMS First Responder services for all of the citizens residing in the designated service area, and to provide mutual aid to area departments as requested. The membership of the Corporation consists of volunteers who have a divested interest in the protection of their personal property located within the designated service area of the Corporation. As such, the Corporation has accepted the responsibility for raising funds to build a Fire Station, purchase equipment, and train the personnel and to actually perform the duties and requirements of a qualified and certified fire department.

ARTICLE I

CORPORATION OFFICES

The principal executive office of the Corporation shall be in the Southwest Bell County Volunteer Fire Department area of designated responsibility, County of Bell, State of Texas. The Corporation also may have offices at such other places as the Board of Directors may from time to time designate or as the business of the Corporation may require.

ARTICLE II

OFFICERS

The officers of the Corporation shall consist of a President, Vice President, Secretary, and Treasurer, all whom shall be active members of the Corporation.

SECTION 1, PRESIDENT

The President shall preside at all General Membership and Board of Directors meetings. The President may, and on demand of one third (1/3) of the membership, call a special meeting of the General Membership or Board of Directors. The President may, and shall upon demand of one third (1/3) of the Directors, call a special meeting of the Board of Directors or General Membership. Such special meetings shall be held upon giving notice as specified elsewhere in these By-Laws.

The President shall perform all other duties that usually pertain to the office or are delegated to him by the Board of Directors.

SECTION 2, VICE PRESIDENT

The Vice President shall, in the case of the absence or disability of the President, perform the duties of the President.

The Vice President shall have such other powers and perform such other duties as may from time to time be prescribed by the President, Board of Directors, or these By-Laws.

SECTION 3, SECRETARY

The Secretary shall keep, or cause to be kept, at the principal executive office of the Corporation, a book of minutes of all meetings of the Directors and the General Membership, with the time and place of holding, whether regular or special (and, if special, how authorized), the notice thereof given or the waivers of notice, the names of those present at Director's meetings, the number of members present or represented at the General Membership meetings, and the proceedings thereof.

The Secretary shall keep, or cause to be kept, at the principal executive office of the Corporation, or at the office of the Corporation's transfer agent, a membership register, showing the names, addresses, and phone numbers of each member.

The Secretary shall keep, or cause to be kept, at the principal executive office of the Corporation, the original or a copy of the By-Laws as amended or otherwise altered to date.

The Secretary shall make, at least ten (10) days before each meeting of the membership (excluding training and drill meetings), a complete list of the members entitled to vote at each membership meeting or any adjournment thereof, arranged in alphabetical order, with the address and telephone number of each. This list, for a period of ten (10) days prior to each membership meeting, shall be kept on file at the registered office of the Corporation and shall be subject to inspection by any member at any time during usual business hours. The list shall

be produced and kept open at the time and place of the meeting and subject to the inspection of any member during the whole time of the meeting.

The Secretary shall have charge of the seal of the Corporation and when authorized by the Board of Directors, affix the same to any instrument requiring it and when so affixed, it shall be attested by the Secretary's signature.

The Secretary shall attend all meetings of the Board and General Membership, and shall record all votes and minutes of all proceedings and shall perform like duties for the standing committees when required. The Secretary shall give or cause to be given notice of all meetings of the Membership and all meetings of the Board of Directors.

The Secretary shall have such other powers and perform such other duties as may from time to time be prescribed by the President, the Board of Directors, or these By-Laws.

In the absence of the Secretary, the minutes of all meetings of the Board of Directors, and membership shall be recorded by such person as shall be designated by the President or by the Board of Directors.

SECTION 4, TREASURER

The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. All checks (**expenditures**) must be approved and signed by the Treasurer and the President or Vice President in the absence of the President.

The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. The Treasurer shall keep and maintain the Corporation's books of account and shall render to the President and Directors an account of all transactions as Treasurer and of the financial condition of the Corporation and exhibit the books, records, and accounts to the President or the Board of Directors at any time. The Treasurer shall disburse funds for capital expenditures as authorized by the Board of Directors and in accordance with the orders of the President and present to the President for his attention any request for disbursing funds, if in the judgement of the Treasurer any such request is not properly authorized. The Treasurer shall perform such other duties as may be directed by the Board of Directors, the President, or these By-Laws.

If required by the Board of Directors, the Treasurer and all other positions entrusted with receipt and disbursement of funds, shall give the Corporation a fidelity bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of the office and for the restoration of the Corporation, in the case of the Treasurer's or other said positions' death, resignation, retirement, or removal from office, of all books, papers, vouchers, money and other property of whatever kind in the Treasurer's or other said positions' possession or under the Treasurer's or other said positions' control

belonging to the Corporation. In cases, such fidelity bond must be at least equal to the maximum amount of monies on hand at any one time.

ARTICLE IIa

APPOINTMENTS

SECTION 1. FIRE CHIEF

The Fire Chief shall be appointed by the Board of Directors to serve on a continuous basis, unless relieved by the Board of Directors, or due to resignation or death.

The Fire Chief shall have full and complete charge of all equipment at all times. The Fire Chief shall have full and complete charge of all personnel at fires, other emergencies, practice sessions (Drills), and shall direct members at their labors.

The Fire Chief shall be responsible for scheduling, arranging for instruction, and all other matters pertaining to training members of the Corporation.

The Fire Chief shall be responsible for ensuring that the Corporation meets all requirements for local, county, and state certifications that are necessary for the objectives of the Corporation, i.e. having a qualified fire-fighting department.

The Fire Chief has the authority to reprimand, suspend, or terminate any Active Candidate Firefighter, Firefighter, or Officer for reasons of lack of safety, inappropriate conduct, incompetence, lack of good judgement during an emergency, Not attending required drills or responding to emergency calls. The terminated volunteer has the right to an appeal before the Board of Directors on the actions of the Fire Chief.

The Fire Chief shall have such other powers and perform such duties as may from time to time be prescribed by the Board of Directors, or these By-Laws.

SECTION 2. ASSISTANT FIRE CHIEF

The Assistant Fire Chief shall be appointed by the Chief and confirmed by the Board of Directors to serve on a continuous basis unless relieved by the Chief, the Board of Directors, or due to resignation or death.

The Assistant Fire Chief shall assume duties of the Fire Chief in the absence of the Fire Chief and shall cooperate with and assist the Fire Chief during his presence at all meetings and emergencies.

The Assistant Fire Chief shall (have) such other powers and perform such other duties as may be from time to time be prescribed by the President, the Board of Directors, or these By-Laws.

ARTICLE III

BOARD OF DIRECTORS

SECTION 1. ELECTION AND ORGANIZATION

The Board of Directors shall consist of seven (7) Directors, a majority of which shall constitute a quorum. The Directors shall be elected by the active members at the annual General Membership meeting provided for elsewhere in the By-Laws. The term of office of the Directors shall be for two (2) years, except as specified in the following to assure continuity in ensuing years, initially four (4) Directors shall be elected for a term of two (2) years and three (3) Directors shall be elected for an initial term of one (1) year. Thereafter, at the annual General Membership meeting only such Directors will be elected as necessary to fill expired positions. Upon adoption of these By-Laws by the General Membership and annually thereafter, immediately following the annual Membership meeting held to elect Directors, the Board of Directors shall meet in special session to elect from their number a President, Vice President, Secretary, and Treasurer. Upon resignation or death of a Director, a successor shall be elected by the majority vote of the remaining Directors to serve out the remaining portion of the term thus vacated. Board members not attending three (3) consecutive meetings without justifiable cause can be removed as a Board member by a vote of 2/3 of the majority Board of Directors. A successor shall be elected by the majority of the Board to serve out the remaining portion of the term thus vacated.

SECTION 1a. LIMITATION TO BOARD OF DIRECTORS

No more than three (3) active SWBCVFD firefighters will serve on the Board of Directors at any one time.

SECTION 2. COMPENSATION

The Directors shall serve without pay, but may be compensated for actual expenses incurred in conducting the business of the Corporation upon approval by a majority of the Board of Directors.

SECTION 3. RESPONSIBILITY

Except as otherwise specified in these By-Laws. The Board of Directors shall be responsible for conducting all business of the Corporation. Said business will be performed in compliance with the Corporation By-Laws as well as guidelines, policies, and procedures that have been established and approved by the General Membership and are in keeping with the intent of said By-Laws.

SECTION 4. BOARD OF DIRECTORS MEETINGS

Regular Board of Directors meetings may be scheduled as determined by the Board of Directors to transact the normal business of the Corporation. Special meetings of the Board of Directors may be held upon reasonable notice, either written or oral and may be called by the President or any of the other Officers of the Corporation.

SECTION 5. COMMITTEES

The Board may create committees as needed, such as fund raising, housing, nominating, etc. The Board of Directors shall appoint all committee chairs by a majority vote.

The annual Board of Directors Nominating Committee shall be appointed two (2) months prior to the annual membership meeting. The Nominating Committee shall be appointed by the Board of Directors, consist of three (3) members, one from each of the following categories: Board of Directors, Firefighter, Support Member. The Nominating Committee shall present their nominations to the Board of Directors one month prior to the annual Membership meeting.

SECTION 6. RULES OF GOVERNING THE BOARD OF DIRECTORS

Robert's Rules of Order shall be used as a guideline for all procedural action of the Board of Directors and all its committees.

SECTION 7. PROCEDURE FOR FILLING VACATED OFFICES

Should the President resign, become incapacitated, or otherwise be unable to fulfill the duties of the Presidency, the Vice President shall succeed him as President for the remainder of the resigning or incapacitated President's term. The position of Vice President shall be filled at the next regularly scheduled board meeting after the succession. The candidate must be a

current member of the Board of Directors, be nominated by the sitting Board of Directors, and be elected by a majority vote of the Board of Directors.

Should the Vice President resign, become incapacitated, or otherwise be unable to fulfill the duties of the Vice Presidency, the position of Vice President shall be filled at the next regularly scheduled board meeting after notice has been given. The candidate must be a current member of the Board of Directors, be nominated by the sitting Board of Directors, and be elected by a majority vote of the Board of Directors. The newly elected Vice President shall remain for the remainder of the resigning or incapacitated Vice President's term.

Should any vacancies occur during the year, other than the position of President or Vice President, the President will call a special election to fill the Board of Director's position(s) at the next regularly scheduled board meeting. The candidate must be a current member of the Board of Directors, be nominated by the sitting Board of Directors, and be elected by a majority vote of the Board of Directors. The newly elected Board member will assume those duties immediately after the close of the monthly board meeting and shall remain for the remainder of the resigning or incapacitated member's term.

ARTICLE IV

MEMBERSHIP

Active Members:

Every person, which includes any legal entity, having a residence within the fire district of the Southwest Bell County Volunteer Fire Department may become an active member by submitting an application with the Fire Chief. Membership shall not be denied because of the applicant's race, sex, color, creed, or national origin. An active member must meet all of the requirements of the department rules and regulations. The membership is divided into the following categories:

A. Firefighters:

Firefighters are those individuals who attend the required training sessions on a monthly basis, attend special schools, and respond to emergency calls. To become a firefighter, one must be 18 years old or older and live in the assigned fire district: fill out an application and submit it to the Fire Chief for approval.

B. Support Personnel:

Support personnel are those individuals who support the department in fundraising activities and other activities to assist the department in performing its mission. A roster of support personnel will be approved and maintained by the Board of Directors.

ARTICLE V

GENERAL MEMBERSHIP MEETINGS

SECTION 1. PLACE OF MEETINGS

All meetings of the General Membership, both regular and special, shall be held at the registered office of the Corporation in the County of Bell, State of Texas or at such other places, either within or without the County of Bell, State of Texas, as shall be designated in the notice of the meeting.

SECTION 2. ANNUAL MEETING

The annual meeting of the General Membership for the election of the Directors and for the transactions of all other business, which may come before the meeting, shall be held on the 2nd Thursday of July in each year (if not a legal holiday, then the next business day following) at the hour specified in the notice of the meeting. The Secretary shall give at least fifteen (15) days written notice of the annual General Membership meeting to the membership indicating the time, place, and purpose of such meeting, and shall address and mail the notice to each member at the last known address.

If the election of Directors shall not be held on the day above designated for the annual meeting, the Board of Directors shall cause the election to be held as soon thereafter as convenient. It may be at a special meeting of the General membership called for the purpose of holding the election.

The annual meeting of the General Membership may be held for any other purpose in addition to the election of directors, which may be specified in the notice of the meeting. The meeting may be called by resolution of the Board of Directors or by a writing filed with the Secretary, signed either by a majority of the Directors or General Membership entitled to vote at any such meeting.

Twenty-five (25) percent of the total active membership entitled to vote, represented in person or by proxy, shall constitute a quorum for the transaction of business at the General Membership meeting. Active membership is defined as those members who help the department during fundraisers, Firefighters, and EMS personnel, and those who are listed as Active personnel or active Support members. The Secretary will check the casting of votes for all present and proxy voters to verify active membership status before the final vote is counted.

Annex A represents the Proxy format for the annual and called meetings of the General Membership. These forms will be mailed or be made available by the Secretary upon given written notice of the annual and called meetings of the General Membership.

SECTION 3. SPECIAL MEETINGS

Special meetings of the General Membership may be called by the President, the Board of Directors, or a written filing submitted to the Secretary that has been signed by one-third (1/3) of the eligible active and voting General Membership. Prior to any special meeting of the General Membership, the President shall request that the Secretary give ten (10) days written notice to the membership. Such notice shall indicate the time, place, and purpose of the meeting and shall be addressed and mailed to such members at their address last known to the Corporation.

Special training meetings (drills) or routine training meetings (drills) require no prior notice.

SECTION 4. TRAINING MEETINGS (DRILLS)

There shall be two (2) hour training meetings (drills) on the 1st and 3rd Thursday of each month or on any other day specified by the Fire Chief for all active fire personnel. Active Firefighters are those who are registered with the State Firemen's and Fire Marshal's Association of Texas. State certification subjects required for all five (5) classifications are outlined by the State Firemen's and Fire Marshal's Association of Texas.

Failure to attend four (4) consecutive training meetings or special call training meetings, without justifiable cause, will be cause for automatic cancellation of the member's status as an active fire candidate or firefighter-officer. The Fire Chief has the authority to notify the individual that he or she is being dropped from the department and retrieve all department owned equipment.

ARTICLE VI

FIDUCIARY

SECTION 1. FISCAL YEAR

The fiscal year of the Corporation shall be from August 1 to July 31.

SECTION 2. AUDITS

The books and accounts of the Corporation shall be audited at least once each year by a person or persons competent to perform such audit. The reports prepared by such auditor(s) shall be submitted to the General Membership at the annual meeting of the General Membership for approval.

ARTICLE VII

DISSOLUTION OF THE CORPORATION

In the event of dissolution of this Corporation, or in the event it shall cease to carry out the objectives and purpose herein set forth, all business, property, and assets of the Corporation shall go and be distributed to one or more nonprofit Corporations or public bodies, as may be selected by the Board of Directors of this Corporation and approved by at least 75 percent of the users or members, to be used for and devoted to the purpose of a community facility project or any other purpose to serve the public welfare of the community. In no event, shall any of the assets or property, in the event of dissolution thereof, go or be distributed to members, directors, or others having financial managerial interest in the Corporation, either for the reimbursement of any sum subscribed, donated, contributed by such members or for any other purpose, provided that nothing herein shall prohibit the Corporation from paying its just debts.

ARTICLE VIII

BY-LAW AMENDMENTS

These By-Laws may be altered, amended, or repealed by a vote of a majority of the members present at any regular General Membership meeting of the Corporation, or at any special meeting of the Corporation called for that purpose, except that the members shall not have the power to change the purpose of the Corporation so as to decrease its rights and powers under the laws of the State of Texas, or to waive any requirement of bond laws of the State of Texas, or to waive any requirement of bond or other provisions for the safety and security of the property and funds of the Corporation or its members, or to deprive any members of rights and privileges then existing, or so to amend the By-Laws as to affect a fundamental change in the policies of the Corporation. Notice of any amendment to be made at a special meeting of the General Membership must be given at least ten (10) days before such meeting and must set forth amendments to be considered.

The foregoing By-Laws were adopted by a majority vote of membership of the Southwest Bell County Volunteer Fire Department, Inc. at the regular General Membership meeting in the Fire Station, Ding Dong, Texas on the 12th day of July 2004.

Larry Mitchell Jr.
Secretary

The foregoing By-Laws were amended by a majority vote of the membership of the Southwest Bell County Volunteer Fire Department, Inc. at the regular General Membership meeting in the Fire Station, Ding Dong, Texas on the 9th day of July 2015.

Natalie G. Lee
Secretary