

BYLAWS
OF
ORCAS ISLAND VOLUNTEER FIREFIGHTER/EMT ASSOCIATION

(Revised June 11, 1998 with Amendment 1 of January 11,
2001 entered)

ARTICLE I

NAME

This Association shall be known as the Orcas Island Volunteer Firefighter/ EMT Association.

ARTICLE II

ADDRESS AND OFFICE

Section 1. Address. The registered post office address shall be Post Office Box 25, Eastsound, Washington 98245 or as otherwise determined by the Board of Directors.

Section 2. Principal Office. The location of the principal office of the Association shall be Eastsound, Orcas Island, San Juan County, Washington.

ARTICLE III

MISSION, PURPOSE AND LIMITATIONS

Section 1. The mission of the Orcas Island Volunteer Firefighter/EMT Association is to unite and support the volunteer members of the fire department in their efforts to promote and protect the safety and wellbeing of the residents and guests of Orcas Island.

Section 2. This Association is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code including, but not limited to, the following functions.

2.1 To receive, invest and administer funds and other properties and to use them and the income and increment thereof for the support of the volunteer members of the Association

2.2 To make expenditures and appropriation of funds of the Association for the foregoing purposes .

2.3 The Association will fund a pension plan for those volunteers who opt to participate. Participating volunteers pay the first annual fee after which the Association assumes payment for all successive annual fees.

2.4 The Association funds and maintains an emergency assistance fund for the support of members. The amount maintained in the fund is determined by membership vote.

Section 3. Notwithstanding any other provisions of these articles, the Association will not carry out any other activities not permitted an organization exempt from Federal Income Tax

under Section 501(c)(4). Specifically:

3.1 The Association is not organized for profit; there shall be no capital stock and no part of its net earnings shall inure to the benefit of any director, officer of the Association or of any private individual.

3.2 No director, officer, or any private individual shall be entitled to share in the distribution of any of the Association assets upon the dissolution of the Association, or upon the winding up of its affairs. Upon such dissolution, all the remaining assets of the corporation shall be distributed by the Board of Directors for identical uses and purposes, to any other organization that would then qualify for exemption under the provisions of Section 501(c)(4) of the Internal Revenue Code, as now stated or as hereafter amended, or any successor code.

3.3 The Association shall neither attempt to influence legislation or other issues requiring a public vote, nor participate in political campaigns or otherwise support or oppose candidates for public office, except when directly affecting the Association and/or the Fire District.

ARTICLE IV

MEMBERSHIP

Section 1. Qualification for Membership. Membership in the Association shall comprise those volunteers of San Juan County Fire District Nr. 2 of good standing.

Section 2. Membership Meetings. The regular business meeting of the Association shall be held on the first Thursday in December each year.

Section 3. Special Meetings of the Membership. Special meetings of the membership may be called at any time by the President or by a majority of the directors or by petition of twenty (20) members of the organization. The notice of such special meeting will state the purpose of the meeting and business to be transacted and no other business other than that stated shall be transacted.

Section 4. Quorum. Those members present plus a majority of the Association officers shall constitute a quorum.

ARTICLE V

DIRECTORS

Section 1. Numbers and Duties. The management of the affairs of the Association shall be governed by a board of six directors. Board members shall serve without remuneration. The Board of Directors shall provide leadership for the Association and is responsible for executing plans as approved at the regular business meeting of the Association or at the monthly Board of Director meetings.

Section 2. Terms of Office. The term of office for each member of the board shall be two years with terms staggered so that the terms of one half of the directors expire each

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year. Terms shall expire at the conclusion of the annual general meeting. After serving two consecutive three year terms, a director may not be reelected to the Board for a period of one year.

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Section 3. Election. One half of the directors shall be elected at each annual general meeting. The directors whose terms have expired shall be replaced by a majority vote of members present at the meeting.

Section 4. Candidates. Directors shall be elected from a slate of candidates who have been nominated by at least two members and/or have volunteered to serve. Nominations should be submitted to the Secretary at least 60 days prior to the annual meeting. Nominations shall also be accepted from the floor at the annual general meeting.

Section 5. Vacancies. Any vacancy occurring on the Board of Directors between annual meetings shall be filled by the affirmative vote of a majority of the remaining directors. A director so appointed shall serve until the next annual meeting.

Section 6. Removals. A director may be removed, with cause, at any regular or special board meeting by an affirmative vote of a majority plus one of the remaining directors.

ARTICLE VI

DIRECTORS' MEETINGS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held the second Thursday of each month at Station 21 or at such other location designated by the President. Board meetings shall be open to attendance by any Association member.

Section 2. Special Meetings. The President or a majority of the Board of Directors may call special meetings of the Board. Such meetings will be given the earliest and widest possible advance notice.

Section 3. Quorum. A majority of directors shall constitute a quorum for the transaction of business at any meeting. Meetings will be conducted in accordance with Roberts Rules of Order.

ARTICLE VII

OFFICERS

Section 1. Titles. The officers of the Association shall be: President, one or more Vice-Presidents, Secretary, Treasurer and such other officers as may be deemed necessary by the Board.

Section 2. Election and Terms of Office. The officers shall be elected by the directors following the annual meeting of the general membership. No officer shall serve for more than two consecutive three year terms.

ARTICLE VIII

DUTIES OF OFFICERS

Section 1. President. The President shall be the chief executive officer of the Association and, subject to the supervision of the Board of Directors, shall have general supervision, direction and control of the business of the Association. The President shall preside at all meetings of the Board of Directors and shall appoint all committees deemed necessary including, but not limited to, ways and means, audit, membership and grievance committees.

Section 2. Vice President. It shall be the duty of the Vice President to assume the duties of the President in his absence or disability. The Vice President shall also perform such other duties as these bylaws may require or the Board of Directors may prescribe.

Section 3. Secretary. The Secretary shall:

3.1 Keep the minutes of the Board of Directors meetings in a book provided for that purpose.

3.2 See that all notices and distributions are duly given in accordance with the provisions of these bylaws or as required by law.

3.3 Be the custodian of the records of the Association and maintain the records in the designated repository.

3.4 Keep a record of the mailing address, telephone number and e-mail address (if applicable) of each director (which shall be furnished the Secretary by each director) and provide each member of the Board of Directors with this information.

3.5 At the direction of the President, initiate or respond to correspondence. Maintain a current correspondence file.

Section 4. Treasurer. The Treasurer of the Association shall:

4.1 Collect all money due the Association and give receipt for same.

4.2 Cause all debts and obligations of the Association to be paid. All checks paid by the Treasurer shall be counter-signed by two directors so designated. A director who is payee on the check may not be a counter-signer. Expenditures in excess of \$200 must be referred to the general membership for approval prior to payment.

4.3 Keep correct and complete records showing accurately at all times the financial condition of the Association.

4.4 Furnish, at meetings of the Board of Directors or whenever requested by a Board Director, a statement of the financial condition of the Association.

ARTICLE IX

FINANCES

Section 1. Fiscal Year. The fiscal year of the Association shall begin January 1 of each calendar year.

Section 2. Books of Account. The account books of the Association shall be subject to a financial review annually. The President, with the approval of the Board of Directors, shall appoint three Association members who are not directors to conduct the annual audit. The report of the audit should be filed with the records of the Association. A summary of such review shall be presented at the annual meeting of the general membership.

Section 3. Contractual Obligations. No contractual relationships or other obligations of the Association shall be entered into or shall be valid unless entered into in writing and authorized by prior resolution of the Board of Directors at a monthly Board of Directors meeting. Board minutes may constitute a writing in such event. When duly authorized, such contractual relationships or other obligations shall be executed by the President.

ARTICLE X

ENACTMENT AND AMENDMENT OF BYLAWS

Section 1. Enactment. These bylaws are to be enacted and are to be effective upon approval of a two thirds vote by the members present at the monthly Board of Directors meeting.

Section 2. These bylaws shall be reviewed annually by the Board of Directors for amendment.

Section 3. Amendment. These bylaws may be amended, altered or replaced by a two thirds vote of the members present at the monthly Board of Directors meeting. Notice of any proposed alteration or amendment shall be publicized in the following manner:

3.1 Sixty day advance written (mailed) notice accompanied by the proposed revision. The notice period shall encompass at least two Board of Director meetings.

3.2 A duplicate of the mailed material will be slotted to individual boxes.

3.3 At the first Board of Directors meeting following mailing of the notice, the revision will be announced as an agenda item for the following monthly meeting.

3.4 On the Monday preceding the monthly Board of Directors' meeting at which a vote amending these bylaws will take place, an announcement by the fire district pager will (if permitted by the then-current fire chief) be made announcing the monthly Board of Director's meeting and the fact that the agenda for the next meeting shall include a vote amending these bylaws.

3.5 At the second Board of Directors' meeting following the mailing, the revision will be an agenda item.