

Amended and Restated Bylaws
of
The Fairfield Glade Fire Department
(A 501(c)(3) nonprofit public benefit corporation)

1. Article 1 - Entity Name

- 1.1. **Name.** The name of this corporation is the Fairfield Glade Fire Department. Hereinafter referred to as "FGFD" or "corporation".

2. Article 2 – Corporation Offices

- 2.1. **Principal Office.** The principal office for the transaction of the business activities and affairs of the Fairfield Glade Fire Department is hereby fixed and located at the Fairfield Glade Fire Department Station Number One, 7258 Peavine Road, Fairfield Glade, Tennessee 38558. The mailing address is P.O. Box 1547 Crossville, Tennessee 38558-1547.
- 2.2. **The Board of Directors.** The Fairfield Glade Board of Directors may change the principal office from one location to another so long as the principal office remains within the community of Fairfield Glade, Tennessee. Any such change shall be noted in the amended Bylaws.

3. Article 3 – Corporation Purposes

- 3.1. **General Purposes.** This corporation is a Tennessee Nonprofit Public Benefit Corporation with federal tax-exempt status under Internal Revenue Code Section 501(c)(3) and is not organized for the private gain of any person.
- 3.2. **Specific Purposes.** Within the context of the general purposes stated above, the specific purposes of FGFD are as follows:
- 3.2.1. To Serve the Community of Fairfield Glade by training and equipping Volunteer Firefighters to respond timely to Emergency and Non-Emergency calls for service.
- 3.3. **Limitations.** No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.
- 3.4. The property of this corporation is irrevocably dedicated to serving the community of Fairfield Glade and no part of the net income or assets of this corporation shall ever inure to the benefit or advantage of any member, director, officer, or to the benefit of any private person.

4. Article 4– Board Powers, Duties & Responsibilities

- 4.1. **General Corporate Powers.** Subject to the provisions and limitations of the provisions and limitations of laws regarding Tennessee Nonprofit Corporations and any other applicable laws, the business and affairs of the Fairfield Glade Fire Department shall be governed by the Board of Directors. All corporate powers shall be exercised by or under the authority of and the affairs of the Corporation managed under the direction of the Board of Directors.

The Board of Directors may delegate management of the business and affairs of the Fairfield Glade Fire Department to any Third-Party Expert Organization, person(s) and/or committee, however composed, provided that the business and affairs of the Fairfield Glade Fire Department shall be managed, and all corporate powers shall be exercised under the ultimate direction of the Fairfield Glade Fire Department Board of Directors.

- 4.2. **Specific Powers.** Without prejudice to the general powers set forth in these Bylaws' subsection 5.1 General Corporate Powers above, but subject to the same limitations, the Board shall have the specific powers to do the following:

- 4.2.1. **Policies.** Adopt policies, rules and procedures for the management and operation of the corporation.

- 4.2.2. **Administration:** Retain an individual employee or employees, or a management firm, or contract with another entity, to administer the day-to-day activities of the corporation. The Board may also employ, retain, or authorize the employment of such other employees, independent contractors, agents, accountants, bookkeeper and legal counsel as it from time to time deems necessary or advisable in the interest of the corporation and prescribe their duties and fix their compensation.

- 4.2.3. **Employee Dishonesty Coverage.** Officers, board members, agents, employees and volunteers charged by the corporation with responsibility for the custody of any of its funds or negotiable instruments shall be covered by FGFD Employee Dishonesty Coverage insurance policy.

- 4.2.4. **Borrowing money.** Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, liens, and other evidence of debt and securities.

- 4.2.5. **Gifts.** Receive and accept gifts, devises, bequests, donations, annuities, and endorsements of real and personal property, and use, hold and enjoy the same, both as to principal and income, and to invest and re-invest the same or any part thereof for the furtherance of any objects, interests or purposes of this corporation.

- 4.2.6. **Contributions.** Make such contributions as the Board determines are necessary and advisable in the furtherance of the interests and purposes of this corporation.

- 4.2.7. **Fiscal Year.** The fiscal year of the corporation shall begin on the first day of January and end on the last day of December of each calendar year.

- 4.2.8. **Annual Fiscal Budget Year.** The Board of Directors shall review and adopt the FGFD budget for the next fiscal year at the regular August meeting.
- 4.2.9. **Contracts.** Enter into contracts and agreements with individuals and with public and private entities for the advancement of the purposes for which the corporation is organized.
- 4.2.10. **Property.** Acquire, construct, possess and sell real, personal, and intellectual property.
- 4.2.11. **Bank Accounts and Special Funds.** Establish one or more bank accounts and/or special funds in order to accomplish and further the purposes of the corporation.
- 4.2.12. **Committees.** Appoint Standing or Ad-hoc committees as provided in these Bylaws.
- 4.2.13. **Property Rights.** No director shall have any property rights in any assets of the corporation.
- 4.2.14. **Other. Do and perform all acts and exercise all powers incidental to, or in connection with, or deemed reasonably necessary for the proper implementation of the purposes of the corporation.**
- 4.3. **Board of Director Composition.** At a Board Regular scheduled meeting by a majority vote of a quorum of the Board of Directors shall authorize the number of Board positions. There shall be a minimum of seven (7) and a maximum of nine (9) authorized Director positions. The Board shall consist of four (4) up to six (6) Community At-Large Directors, one (1) Fairfield Glade Community Club Representative Director, and two (2) Firefighters in Good Standing, hereinafter referred to as Firefighter, Representative Director. **One of the two Firefighter positions shall be filled by the FGFD Chief.**
- 4.4. **Filling Board Vacancies or Increase Board Positions.** The Board President shall appoint an Ad-hoc Board Nomination Committee consisting of Board Members, FGFD Firefighters and the FGFD Fire Chief. The Committee shall be responsible for overseeing the Board nomination process which includes the recruitment, interviewing and nomination of Board candidates to fill end-of-term and /or vacant Board positions. The Nomination Committee shall recommend a nominee(s) to the Board of Directors to review and elect to fill the Board position(s).
 - 4.4.1. Vacancies on the Board may be filled by the Board at a properly noticed meeting of the Board where a quorum is present. The individual filling the vacant director position shall serve until the end of the term of the director whose vacancy he or she is filling.
 - 4.4.2. The Fairfield Glade Community Club Representative Director, and FGFD Firefighter Representative Director are appointed positions exempt from the Nomination Process.
- 4.5. **Transition of Authorized Board of Director Terms.** The Full Board of Directors shall annually or when there is a Board vacancy review and approve the authorized number of Board of Directors. When necessary, the Full Board of Directors shall develop and approve a Board of Directors Term Transition Plan. The term of authorized Directors shall be

staggered so that less than a Board quorum shall be subject to election in any one calendar year.

- 4.6. **Election and Term of Office.** The Board shall adopt nomination election policies and procedures for the purpose of nominating and electing Directors to the Board.

4.6.1. The term of office of each director shall be Three (3) years. The term shall start January 1, xxxx ending on December 31, xxxx. However, Directors whose term has expired shall be allowed to continue to serve until a successor has been qualified and elected. There shall be no limit on the number of terms a director may serve if he or she remains qualified and elected to the Board.

- 4.7. **Board Director Resignation and/or Removal.** Any director may resign by giving written notice to the Board President. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. Any director may be removed from the Board by a majority vote of a quorum of Board members at any properly called and noticed Board meeting.

4.7.1. Directors shall be removed from office with a majority vote of a quorum of the Board of Directors for the following reasons:

4.7.1.1. Failure to maintain behaviors or habits that ensure the highest standard of professionalism and moral character, including but not limited to, integrity, courage, fortitude, honesty and loyalty.

4.7.1.2. Violates public trust by not acting in good faith, best interest of the FGFD and/or the Fairfield Glade Community.

4.7.1.3. Within the Term of the Board Director Member, failure to attend three consecutive or eight (8) accumulative Board and/or Committee meetings.

- 4.8. **Vacancies or Increase Board Positions.** Events Causing Vacancy or increase in Board Positions. The vacancy(s) or increase of Board positions shall exist on the occurrence of the following:

4.8.1. The death or resignation of any Board Director.

4.8.2. The removal of a Director by the Board.

4.8.3. The declaration by motion or resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under the laws regarding Tennessee Nonprofit Public Benefit Corporation Law and these By-Laws.

- 4.9. **End of Term or Reduction of Authorized Board of Directors Positions.** No reduction of the authorized number of Directors shall have the effect of removing any director before that director's term of office expires, unless the affected director voluntarily resigns or elects a shorter and/or longer term of office.

- 4.10. **Director Qualifications and Standard of Conduct.** The general standards of conduct shall be as specified by the Tennessee Code Annotated Section (T.C.A) 48-58-301. The standards pertaining to director conflict of interest shall be as specified in T.C.A.

section 48-58-302. The Standards pertaining to loans to or guarantees for Directors and Officers shall be as specified in T.C.A. section 48-58-303.

- 4.10.1. As a condition of assuming and/or retaining the position as a Board Director; the Director shall meet the following qualifications and standards:
- 4.10.2. Shall have a working knowledge and experience with fire departments, local government or related private industry administration, finance, fund raising and/or experience working on or with Board of Directors in Non-Profit public benefit organizations.
- 4.10.3. Shall have behaviors or habits that ensure the highest standard of professionalism and moral charter, including but not limited to integrity, courage, fortitude, honesty and loyalty.
- 4.10.4. Shall be a Tennessee resident, property owner or business owner within the Community of Fairfield Glade.
- 4.10.5. Shall have a working knowledge and experience utilizing computer programs in a fire department environment.
- 4.10.6. The FGFD Board representative shall be a Firefighter in good standing.
- 4.10.7. **Conflicts of Interest.** Board members and committee members must actively seek to avoid situations and activities that create a real, potential or perceived conflict of interest between the Board members' s and/or Committee member's personal interests and the interests of the Corporation and/or the Community of Fairfield Glade. If a Board member or committee member believes that a conflict exists relative to a specific issue being considered by the Board or any committee, he or she shall disclose the conflict to the Board or committee, as appropriate, and abstain from discussion or voting on the issue.
 - 4.10.7.1. For purposes of this section and these Bylaws, a "conflict of interest" means a situation in which a Board or committee member is part of a discussion or decision by the Board or a committee which has the potential to financially benefit that Board or committee member or a member of that Board or committee member's immediate family. "Immediate family" means, spouse or same-sex/domestic partner, children, parents, siblings, parents-in-law, or siblings-in-law.
 - 4.10.7.2. Both the real, potential or perceived conflict of interest shall be avoided. Board members or committee members who are unsure as to whether a certain transaction, activity, or relationship constitutes a conflict of interest should discuss it with the Board President, who will determine whether disclosure to the Board or the assistance of legal counsel is required.
 - 4.10.7.3. No FGFD Board Member shall be related to any member of the Fairfield Glade Community Club (FGCC) Board to avoid possible conflict of interest. The one exception to this is the FGCC representative appointed to the FGFD Board.

- 4.10.8. **No Interested Directors.** No person serving on the Board of Directors of the FGFD shall be an “interested person”. An “interested person” means either:
- 4.10.8.1. Any person who currently is an employee of the FGFD.
 - 4.10.8.2. Any person who has a direct financial interest in any action of the Board of Directors and/or the Fairfield Glade Fire Department Operations.
 - 4.10.8.3. Any person who is related (family member) to any person who is a FGFD member or Board member.
- 4.10.9. **Duty of Care.** A Director shall perform the duties of a Director, including duties as a member of any committee of the Board, upon which the Director may serve in good faith and in a manner to be in the best interest of the community of Fairfield Glade and the Fairfield Glade Fire Department, and with such, care, including reasonable inquiry as an ordinary prudent person in like position would use under similar circumstances.
- 4.10.10. **Ethics and Accountability.** The Board and individual Board members are responsible for ensuring the public’s trust as a part of their fiduciary responsibility. At all times, the Board Members shall ensure that the FGFD is acting ethically in the way it is conducting the day-to-day operations, the raising and spending of the Communities’ donations and/or taxes.
- 4.10.11. **Open and Transparent Communication.** Board Members shall always communicate honestly and openly with the public, other Board members and FGFD members.
- 4.10.12. **Intellectual Property.** All intellectual property prepared or purchased by or on behalf of the corporation, including but not limited to newsletters, educational, promotional, and training materials, contracts, trade names, logos, service marks, and contributor lists, shall be the exclusive property of the corporation and Board members agree to deal with it as such. Board members agree that they will not sell, transfer, publish, modify, distribute, or use for their own purpose, the intellectual property belonging to the corporation without the prior approval of the Board memorialized in a writing signed by the President.
- 4.10.13. **Required Filings and Disclosures.** The Board shall ensure that the required filings are made at applicable state and federal agencies, including but not necessarily limited to filings required by the Tennessee Secretary of State, State Controller’s Office and/or the Internal Revenue Services.
- 4.10.14. **Disclosure Requirements.** The corporation shall also comply with the disclosure requirements of federal and state agencies to which it is subject. Requirements which are applicable to the corporation include but are not necessarily limited to making the corporation’s annual exempt organization filing (IRS Form 990) available to the public and registering with the State of Tennessee.
- 4.11. **Financial Oversight.**
- 4.11.1. **General Accepted Accounting Principles** - Board Members shall be responsible for ensuring all corporate finances following the General Accepted Accounting Principles (GAAP, standards and procedures as governed by the United States

Financial Accounting Board. All financial accounting of funds shall follow the Generally Accepted Accounting Principles (GAAP) Accrual Basis of accounting. Board Members shall ensure there will be only one accounting software residing and maintained by an Independent Contract Financial Bookkeeper and can be accessed by authorized Corporate Officers. The full Board shall approve the appropriate accounting software and ensure there are restricted levels of access to data by authorized FGFD and/or BOD users. The software shall not reside on any FGFD and/or personal computer.

- 4.11.2. **Funding.** Board Members shall make every reasonable effort, based upon the actual received total income, to ensure that the FGFD has the appropriate funding required to sustain its mission, resources are being spent prudently and there is a realistic plan for sustaining the Fairfield Glade Community's current and future emergency and non-emergency services.
- 4.11.3. **Fund-raising Practices.** Board Members shall ensure that all fund-raising practices are ethical and in compliance with all appropriate accounting principles, standards and procedures for fund-raising.
- 4.12. **Board Regular Meetings.** The Board shall hold regularly scheduled meetings for the purposes of conducting transactions of general business, approval of financial expenditures, election of Directors and officers. The Board will follow Robert's Rules of Order. All regular Board meetings shall be open to the public and notice thereof be given to the public
- 4.13. **Place of Meetings.** The Board shall hold any meetings at any place within Fairfield Glade Community that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of the corporation.
- 4.14. **Scheduled Meetings.** The date, time and place of the Board Regular Meeting shall be reconsidered annually at the annual organizational meeting of the Board. If the regular scheduled monthly meeting should fall on a legal holiday, the regular monthly meeting of the Board shall be held on the next succeeding day.
- 4.15. **Notice.** Notice of Board Regular, Special and/or Committee meetings shall specify the time, place and agenda of the meeting. Notice to the public, Board of Directors, and/or FGFD membership shall be posted at the FGFD Station No. 1, FGFD Web Site and distributed via electronic email at least forty-eight (48) hours before the meeting.
- 4.16. **Special Meetings.** Special meetings (Executive, Special, and Standing and/or Ad-hoc Committee) of the Board, for any purpose or purposes whatsoever, may be called at any time by the President, or by any five (5) members of the Board. Notice of the special meeting shall be given to each Board member at least forty-eight (48) hours in advance of the scheduled special meeting, and in addition, the notice shall be posted at the principal office and distributed electronically per the Board of Director's Meeting Distribution List. Notices of any special meeting shall specify, in addition to the place, date and hour of such meeting, the general nature of the business to be transacted.
- 4.17. **Closed Sessions.** Any meeting of the Board may be closed by the President so that only Directors and individuals deemed necessary by the President are present. Members of FGFD, who are not Directors, may attend any Board meeting unless excluded by the

President as described in this Section. General Meetings shall not be closed except on rare occasions when deemed by the President that good cause exists for the meeting to be closed. Good cause to close a meeting exists, for example, to discuss an employee's/member's performance, discipline or firing, or to discuss pending litigation.

- 4.18. **Form of Action.** The Board shall act only by motion, resolution or ordinance.
- 4.19. **Quorum.** A majority of the authorized number of Directors shall be necessary to constitute a quorum for the transaction of business. No motion, resolution, or ordinance shall be passed or become effective without the affirmative vote of at least a majority of the quorum of the members of the Board.
- 4.20. **Loss of Quorum.** The members present at a duly called or held meeting at which a quorum is present may continue to transact business notwithstanding the withdrawal of enough members to leave less than a quorum, so long as any action taken (or by a greater number if required by law or by the articles of incorporation or these Bylaws). Any meeting may be adjourned by a majority of those members in attendance, whether or not a quorum is present.
- 4.21. **Voting Power.** For all purposes, the voting power of each director shall be one vote.
- 4.22. **President voting authority.** The President shall be entitled to vote on all matters coming before the Board.
- 4.23. **Quorum and/or Act of the Board.** A majority of the authorized Directors shall constitute a quorum for the transaction of business, except to adjourn. Except as specifically provided in these Bylaws or under the laws regarding Tennessee Nonprofit Public Benefit Corporation Law, every action taken, or decision made by a majority of the Directors' present at a duly held meeting at which a quorum is present shall be the act of the Board. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

5. Article 5– Board Organization

- 5.1. **Officers of the Corporation.** The Officers of the corporation shall be a President, Vice President, Secretary, and Treasurer. The officers shall be Board members in good standing. All officers shall be Directors in good standing of the Board. The appointed directors (FGCC and FGFD) shall not be eligible to be an Officer of the Corporation.
- 5.2. **Election of Officers** of the Corporation shall be elected by and from the Board of Directors at the Board's regular public annual meeting which is normally the first month of the Board's annual year. The process for electing corporate officers shall be:
 - 5.2.1. The President of the Board of Directors shall preside over the election process where a quorum of Board members is present. The President shall ask for a nomination, motion and second followed by a vote of the Board members for each corporate officer position. The quorum vote for each officer's position will establish the new corporate officer.

- 5.3. **Terms of Office; Term Limits.** The elected officers shall serve for a one (1) year term. There is no limit on the number of terms an elected officer may serve if he or she is a director in good standing and continues to be elected to an officer position by a majority of the Board of Directors.
- 5.4. **Removal of Officers.** Any officer may be removed at any time, with cause, by a majority vote of the Board at any properly called meeting where a quorum is present.
- 5.5. **Resignation of Officers.** An officer may resign at any time by giving written notice to the President. The resignation shall take effect as of the date the notice is received or at a later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective.
- 5.6. **Vacancies in Office.** A vacancy in any office because of death, resignation, removal, disqualification, or any other cause may be filled by a majority vote of the Directors present at any public meeting or special meetings of the Board where a quorum is present. The individual filling a vacant elected officer position shall serve until the end of the term of the officer whose vacancy he or she is filling.
- 5.7. **Powers and Duties of Officers.** The Specific powers and duties of the Officers of the Corporation shall be as follows:
- 5.7.1. **President.** The President shall be the principal Chief Executive Officer of the Corporation, and subject to the control of the Board of Directors, shall in general, supervise and control all the business and affairs of the Corporation. The President shall chair all meetings of the Board of Directors whether regular or special. The President shall be entitled to vote on all matters coming before the Board whether regular or special. The President shall ensure that all regular and/or special meetings follow the modified Robert's Rules of Order and the Bylaws. The president may sign, with the Secretary or any other proper Officer of the Corporation authorized by the Board of Directors, any deeds, notes deeds of trust, bonds, contracts or other instruments or documents which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other Officer of the Corporation, or shall be required by law to be otherwise signed or executed; and, in general, shall perform as may be prescribed by the Board of Directors from time to time.
- 5.7.2. **Vice-President.** If the President is absent or disabled, the Vice President shall perform all duties of the President. When so acting, the Vice President shall have all powers of and be subject to all restrictions on the President. The Vice President shall in collaboration with the Board members develop the Board Regular, Executive and/or Special Meeting Agendas. The Vice President shall have such other powers and perform such other duties as the Board, or the Bylaws may prescribe.
- 5.7.3. **Secretary**
- 5.7.3.1. **Book of Minutes.** The Secretary shall keep or cause to be kept at the corporation's principal office or such other place as the Board may

direct, a book of minutes of all meetings, proceedings, and actions of the Board, and committees of the Board. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was monthly, emergency, executive, special or committee, how authorized, the notice given, and the names of those present at the Board and committee meetings. The Secretary shall keep or cause to be kept at the corporation's principal office, a copy of the Articles of Incorporation and the Bylaws, as amended to date. Maintain a register of the voting members in attendance at meetings and establishing a quorum. Advise the President and the Board of the applicable procedural rules per the Bylaws, Tennessee Corporate Laws, and the modified Robert's Rules of Order.

- 5.7.3.2. **Notices and Other Duties.** The Secretary shall give, or cause to be given, notice of all meetings of the Board and of its committees required by these Bylaws. The Secretary shall keep the corporate seal, if any, in safe custody. In general, perform all duties incident to the office of the Secretary and such other duties as may, from time to time, be assigned by the President or the Board of Directors.

5.7.4. **Treasurer.**

- 5.7.4.1. **Books of Account.** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct financial books and accounting software, accounts of the corporation's funds, transactions and properties. The Treasurer shall send or cause to be given to the Directors such financial statements and reports as are required to be given by law, these Bylaws, or by the Board. The books of account shall be open to inspection by any director at all reasonable times. All books of account are not a public record and shall be filed in a restricted access file cabinet at the principal office of the Corporation (Fire Department). The Treasurer shall ensure there is only one Board Approved accounting software maintained and accessed by authorized corporate officers, and/or designated FGFD Full members (Voting) in good standing.
- 5.7.4.2. **Independent Contract Financial Bookkeeper** shall assist the Board Treasurer in maintaining Books of Accounts.
- 5.7.4.3. **Accounting, Deposit and Disbursement of Money and Valuables.** The Treasurer shall:
- 5.7.4.3.1. Ensure that all corporate finances follow the Generally Accepted Accounting Principles (GAAP) accounting principles, standards and procedures as governed by the United States Financial Accounting Board.
- 5.7.4.3.2. Ensure that all accounting of funds follow the Generally Accepted Accounting Principles (GAAP) Accrual Basis of accounting.
- 5.7.4.3.3. Disperse the corporation's funds as the full Board may

order.

- 5.7.4.3.4. Deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board may designate.
- 5.7.4.3.5. Present to the President and the Board members at the monthly Full Board meeting for review and approval of an account of all transactions and of the financial condition of the corporation.
- 5.7.4.3.6. Have such other powers and perform such other duties as the President, Board of Directors, or the Bylaws may prescribe.

6. Article 6– Board Committees

- 6.1. **Committees of the Board.** The Board, by motion or resolution may create one or more Standing Committees of the Board. Each Standing Committee shall consist of two or more Directors and when appropriate, FGFD Full Members (voting) in good standing and any subject matter experts. Board Committee meetings are open meetings. Committees shall provide recommendations to the full Board but shall not have the authority of the Board or any final decision-making authority. In addition, Board Committees shall not make, or cause to happen, any public communication, including conversations with public or government officials including with the FGCC Board unless said communication is approved at a minimum by both the FGFD Chief and the FGFD Board President and preferably with approval of a quorum of the Board. Appointments to committees of the Board shall be by a majority vote of the Directors. Any such committee, to the extent provided in the Board motion or resolution, shall have all the authority of the Board, except that no committee, regardless of Board motion or resolution, may:
 - 6.1.1. Approve any action which also requires approval of the Board.
 - 6.1.2. Fill any vacancy on the Board or on any committee which has the authority of the Board.
 - 6.1.3. Amend or repeal these Bylaws or approve the adoption of new Bylaws.
 - 6.1.4. Amend or repeal any resolution of the Board.
 - 6.1.5. Appoint committees of the Board or the members thereof.
 - 6.2. **Membership of Committees.** All Board members shall participate on one or more Standing and/or Ad-hoc Committees. The Board President shall either ask for volunteers or appoint members to the Standing and/or Ad-hoc Committees. The full Board shall vote to approve the membership of the Standing and/or Ad-hoc Committees.
 - 6.3. **Notice Requirements for Committees.** Written notice requirements for meetings of committees of the Board shall be the same as for Regular Board Meetings.
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- 6.4. **Quorum for Committees.** A majority of the voting members of any committee of the Board shall constitute a quorum, and the acts of a majority of the voting members present at a meeting at which a quorum is present shall constitute the act or recommendation of the committee.
- 6.5. **Executive Committee.** The Executive Committee shall be a Standing Committee of the board subject to all the rules applicable to committees of the board described in the Bylaws.
- 6.5.1. The Executive Committee shall consist of the elected officers of the Board, President, Vice President, Secretary, and Treasurer.
- 6.5.2. The Executive Committee shall have the authority of the full Board between Board meetings to conduct the corporate business affairs, make decisions and take actions relative to the operation of the FGFD. The Executive Committee shall report on any decisions made or actions taken at the next meeting of the full Board. The Executive Committee may also develop policies for Board approval and may review and recommend to the Board changes to the operating policies.
- 6.5.3. Without diluting the general authority granted to the Executive Committee by this provision, the Executive Committee shall oversee and have final decision-making authority, including but not limited to Financial and Personnel matters.
- 6.6. **Standing Committees.** The Board by motion or resolution, may create Standing Committees composed of two or more Directors, but not more than a quorum of Board Directors, and other subject matter expert persons who are not Directors. Standing Committees shall only provide recommendations to the Full Board but shall not have the authority of the Board or any final decision-making authority.
- 6.6.1. **Finance Committee.** The Finance Committee shall develop and recommend to the Board of Directors concerning financial policies and procedures, budget development and monthly Board Financial reports in compliance with the Generally Accepted Accounting Principles (GAAP) accounting principles, standards and procedures as governed by the United States Financial Accounting Board. Ensure that all accounting of funds follow the Generally Accepted Accounting Principles (GAAP) Accrual Basis of accounting.
- 6.6.2. **Fund Raising.** The Fund-Raising Committee shall develop and make recommendations to the Board of Directors concerning the development and implementation of the FGFD's Annual Fund-Raising and Marketing activities. The annual action plans shall focus on raising funds from the Community by scheduling various activities such as pancake breakfasts, concerts, annual fund-raising newsletter, sponsorship program or other activities within the Community. The Fundraising Committee shall also research and apply for Federal, State and/or Local Fire Service Grants. Other duties as assigned by the Board of Directors. As part of the committee's responsibilities, they will develop a marketing campaign to promote the Fairfield Glade Fire

Department. The committee will also develop relationships with key stakeholders in Fairfield Glade and Cumberland County.

- 6.6.3. **Board Nomination Committee.** All nominations for the Board of Director positions and Fire Chief shall be vetted through the Board Nomination Committee, excluding the Fairfield Glade Community Club representative position and/or the FGFD Firefighter representative position. The Board of Directors as well as the FGFD firefighters membership shall vote to either accept or reject the nomination(s). If the nomination(s) is rejected the nomination(s) shall be returned to the Board Nomination Committee for resubmittal of a new nomination(s). The Committee shall present a new nomination(s) to the Board of Directors at the next Regular Board of Directors meeting. The membership of the committee shall be in accordance with the established Policy and Procedures attached as an exhibit.
- 6.7. **Ad-hoc Committees.** The Board may appoint Ad-hoc Committees as it deems appropriate from time to time. All Ad-hoc Committees shall be appointed by Board resolution which shall establish the composition of the committee, and which shall establish the scope and purpose for which the committee is created. Ad-hoc Committees may consist of two or more Board members, but not more than a quorum of Board of Directors, members of the Firefighters members and subject matter experts as the Board deems appropriate. Ad-hoc committees shall only have one fiscal year term. Ad-hoc committees shall only provide recommendations to the Board but shall not have the authority of the Board or any final decision-making authority.

7. Article 7– Indemnification & Liability

- 7.1. **Liability.** No volunteer director or officer shall be liable to third parties if the volunteer director or officer has met the requirements for good faith performance of his or her duties prescribed by the Tennessee Code Annotated 48-58-301.
- 7.2. **Right of Indemnity.** To the fullest extent permitted by law, this corporation shall indemnify its Directors, officers, employees, and other persons described in Tennessee Code Annotated 48-58-501 et seq, including persons formerly occupying any such position, against all expenses, judgements, fines, settlements and other amounts actually and reasonably incurred by them in connection with any “proceeding”, as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. “Expenses”, as used in this Bylaw, shall have the same meaning Tennessee Code Annotated 48-58-501.
- 7.3. **Approval of Indemnity.** On written request to the Board by any person seeking indemnification under Tennessee Code Annotated 48-58-501 et seq. The Board shall promptly determine under the Tennessee Code Annotated 48-58-506 whether the applicable standard of conduct set forth under Tennessee Code Annotated 48-58-301 has been met and, if so, the Board shall authorize indemnification.
- 7.4. **Advancement of Expenses.** To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person

seeking indemnification pursuant to these Bylaws in defending any proceeding covered by such indemnification shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person, that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

- 7.5. **Insurance.** The Board shall authorize the purchase and maintenance of an insurance policy or policies on behalf of its Directors, memberships and employees against any liabilities, other than for violation provisions against self-dealing, incurred by the director, officer, or employee in such capacity or arising out of their status as such. Such policy shall meet the requirements set forth in Tennessee's Corporations Code Section.
- 7.6. **Employee Crime and Dishonesty and Errors and Omissions Insurance Coverage** in an amount to be determined by the Board of Directors shall be purchased and maintained to indemnify the FGFD for acts by its Board of Directors, FGFD Members, employees and contracted organizations who are involved in the handling of funds and or making administrative decisions.

8. Article 8– Records, Reports and Controls

- 8.1. **Maintenance of Corporate Records.** The Board Secretary shall be responsible for the maintenance of the corporate records. The FGFD Administrative Assistant and/or Records Officer may assist the Board Secretary in maintaining the following:
 - 8.1.1. Legible and correct minutes of the meetings of its Board of Directors, and Committees of the Board of Directors; and
 - 8.1.2. A record of each director's name, address, telephone number, and electronic mail address, if any; and
 - 8.1.3. A written record of its FGFD Members, listing their names, telephone number, addresses, electronic mail address and the class of membership held by each.
- 8.2. **Maintenance of Articles and Bylaws.** The Corporation shall keep at its principal office the original or a copy of the Articles of Incorporation and Bylaws, as amended to date.
- 8.3. **Inspection by Directors, Public and Members.** Every director and FGFD membership shall have the right to inspect and copy the corporation's books, records and documents to the extent allowed by the Tennessee Code Annotated section 48-66-101 et seq. Any inspection under this Article may be made in person by a Director, FGFD member or by a Director's or Member's agent or attorney.
- 8.4. **Annual Financial Audit.** The Board shall commission an Accounting Firm to conduct an annual financial audit of the corporation. The report is to be presented to the Board of Directors for review and approval at a regular public meeting within 120 days after the end of each corporation's fiscal year. The audit would include but not limited to the following:
 - 8.4.1. An overview of the current financial status of the Fairfield Glade Fire Department, including but not limited to the assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.

- 8.4.2. The principal changes in assets and liabilities, including trust funds.
- 8.4.3. The revenue or receipts of the corporation, both unrestricted and restricted to specific purposes.
- 8.4.4. The expenses or disbursements of the corporation for both general and restricted purposes.
- 8.5. **Strategic Plan.** The Board of Directors shall develop a FGFD Strategic Plan, included but not limited to, benchmark best management practices, the National Fire Protection Association (NFPA), Insurance Service Office (ISO) Public Protection Classification (PPC), Tennessee State Fire Marshall, and Local, State and Federal standards, regulations and laws. The strategic plan will outline major projects including a timeline and high-level summary of requirements to complete the projects. The Plan will be accompanied by proposed financials to underpin the Strategic Plan.
- 8.6. **Financial Controls.** Such financial controls as are deemed necessary shall be mandated by the Treasurer and approved by the Board of Directors. These financial controls shall include, but are not limited to:
 - 8.6.1. The President, Vice-President, Treasurer, and Secretary shall have signature authority on all FGFD accounts.
 - 8.6.2. **Authorized Dual Signatures** shall be required on all bank checks. Purchase Orders are approved via the FGFD Purchase Order Policy. Signatures shall be either handwritten or secured digital.
 - 8.6.3. **Annual Statement of Certain Transactions and Indemnifications.** If any of the following types of transactions or indemnifications occurred during the previous fiscal year, then as part of the annual report to all Directors, or as a separate document if no annual report is issued, the corporation shall prepare and mail or deliver to each director a statement of any such transaction or indemnification within 120 days after the end of the corporation's fiscal year and transactions: Any transaction:
 - 8.6.4. In which the corporation, its parent or its subsidiary was a party, and
 - 8.6.5. In which an "interested person" had a direct or indirect material financial interest, and
 - 8.6.6. Which involved more than \$1,500 or was one of several transactions with the same "interested person" involving, in the aggregate, more than \$1,500.
 - 8.6.7. The statement shall include a brief description of the transaction, the names of "**interested persons**" involved, their relationship to the corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the "interested person" is a partner, only the interest of the partnership need be stated.
 - 8.6.8. Any indemnifications or advances aggregating more than \$2,500 which were paid.

9. Article 9 - FGFD Fire Chief

- 9.1. **Fire Chief.** The Fire Chief is appointed and serves at the pleasure and under the direction of the Fairfield Glade Fire Department Board of Directors. The Chief is responsible for the day-to-day operations of the fire department. and is accountable to the Board. The Chief will apprise the Board of Directors of significant developments and issues relating to personnel issues, assets, budgets, contracts agreements, fiscal policies and operational procedures.
- 9.2. **Term.** The term of the Fire Chief shall be three (3) years commencing with the date of the Chief's installation as the Chief. The Board may extend the term of the Chief on a yearly basis after the end of the initial 3-year term.
- 9.3. **Conflicts.** The Fire Chief shall not have any real, perceived or potential conflict of interest with the Fairfield Glade Fire Department operations.
- 9.4. **Exclusion.** The Fire Chief shall not be an officer of the Corporation nor be a member of the Board of Directors.
- 9.5. **Nomination for Fire Chief.** The Board shall work collaboratively with the Nomination Committee to nominate a Fire Chief that meets the requirements of the FGFD. The Nominating Committee shall submit a nomination for Fire Chief to the Board of Directors at a properly noticed Board of Directors public meeting. The Board of Directors shall review and act to either accept or reject the nomination. If the Board rejects the nomination an explanation in writing shall be returned to the Nominating Committee for review and resubmittal of a new nomination. The Committee shall present a new nomination to the Board of Directors at the next Regular Board of Directors meeting.
- 9.6. **Resignation.** The Chief should provide 6 months' notice to the Board of their intention to resign at the end of the current term to allow a proper search and installation of a successor Chief.
- 9.7. **Removal of the Chief.** The Chief may be removed from their duties by the Board of Directors in the event of substantiated allegations of misconduct. Such allegations shall be investigated by an ad hoc committee appointed by the Board consisting of three members of the FGFD Board of Directors and three Full Members (Voting) of the Fire Department. Said Committee will provide the findings of their investigation, along with a recommendation to the Board of Directors. The Board of Directors will consider the committee's recommendation in deciding whether or not to remove the Chief from their position.
- 9.8. **Chief Board Seat.** In the event the Chief resigns or is removed from the Chief position, their Board seat is rescinded simultaneously.

10. Article 10 – Amendments

- 10.1. **Amendments.** These by-laws may be amended, or repealed and new Bylaws adopted, by a quorum of the Board of Directors at a properly noticed public meeting where a

quorum is present, so long as the amendments, or the proposed repeal and new Bylaws, are provided to each director at least five (5) business days prior to the meeting at which such amendments, repeal, or new Bylaws will be discussed and voted on.

- 10.2. **Amendment Types.** The following types of Bylaw amendments shall also be approved by the FGFD firefighter membership:
- 10.2.1. Any amendment that would materially and adversely affect the rights of members as to voting or transfer of memberships.
 - 10.2.2. Any amendment that would change the authorized number of Directors.
 - 10.2.3. Any amendment that extends the term of a director beyond that for which the director was elected, or which increases the term length or maximum number of terms for Directors.
 - 10.2.4. Any amendment which increases the quorum requirement for membership meetings.
 - 10.2.5. Any other amendment for which the approval of the membership is required by law.

11. Article 11 – Dissolution

- 11.1. **Voluntary Dissolution by Vote.** The Fairfield Glade Fire Department may be dissolved at any time by quorum vote of the Board of Directors and the Firefighter Membership. If the Firefighter membership and the Board of Directors vote in favor of dissolution, the Board of Directors shall promptly cease operations and proceed to dissolve the Fairfield Glade Fire Department.
- 11.2. **Remaining Assets.** Upon the dissolution of the Fairfield Glade Fire Department, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation (FGFD) shall only be distributed to a nonprofit organization which is organized and operated exclusively for charitable purposes, and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

12. Article 12 – Principles of Construction

- 12.1. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Nonprofit Corporation Law shall govern the construction of these Bylaws.
- 12.2. These Bylaws are adopted to conform to the laws of Tennessee and shall be construed in accordance therewith. In the event of any doubt or ambiguity, that construction shall be adopted which is consistent with the laws of Tennessee.
- 12.3. The references to various sections of the Tennessee Code Annotated shall refer to those sections codified at the time of the adoption of these Bylaws or as those sections are later amended.

- 12.4. In the event of any conflicts or inconsistencies between the provisions of Tennessee law, these Bylaws, and the Rules and Regulations adopted by the Board of Directors, the provisions of Tennessee law, these Bylaws, and the Rules and Regulations adopted by the Board of Directors, in that order, shall prevail.
- 12.5. Without limiting the generality of this provision, the singular includes the plural, the plural includes the singular, the masculine includes the feminine and neuter, and the term "person" includes both an individual and an entity.

**Amended and Restated Bylaws
of
Fairfield Glade Fire Department**

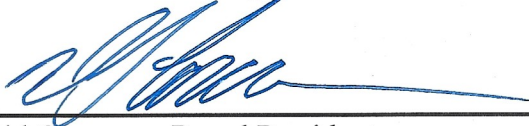
CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

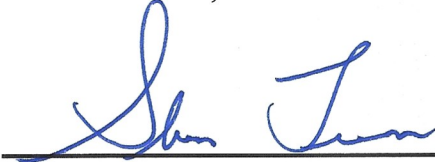
That I am the duly elected and acting Secretary of the Fairfield Glade Fire Department, a Tennessee Nonprofit Public Benefit Corporation located within the County of Cumberland, State of Tennessee,
and

That the foregoing Amended and Updated Bylaws, comprising of Twenty-four (24) typewritten pages including this page, are the Bylaws of this corporation as approved by the Fairfield Glade Fire Department Board of Directors at a duly noticed public meeting on March 17, 2025; and that these Bylaws have not been amended or modified since that date.

IN WITNESS WHEREOF, I have hereunto subscribed my name,
Executed on the 17th day of March 2025 at Fairfield Glade, Tennessee.



David Corcoran, Board President



Shawn Trees, Board Secretary