

**BYLAWS OF
WINTERGREEN VOLUNTEER FIRE DEPARTMENT,
INCORPORATED**

May 26, 2021
(Herein called the "Corporation")

I. CORPORATION

- I.1. **Purpose.** The corporation is organized as a non-stock, non-profit corporation exclusively for education, literary, scientific, charitable, or religious purposes without pecuniary gain or profit to any private individual. Its purpose is generally to assist in protecting the property, safety, health and lives of distressed persons by extinguishing fires and providing fire protection service of; the Wintergreen, Virginia, community and surrounding areas; to render assistance in case of fire, accident, casualty, and disaster, to train and instruct its members and the general public in fire fighting and emergency techniques; and to promote fire protection and safety in the Wintergreen community and surrounding areas.
- I.2. **Principal Office.** The principal office of the Corporation shall be at Wintergreen, Virginia, or at such other address in Virginia as the Board of Directors (Board) may from time to time determine.
- I.3. **Registered Office.** The registered office of the Corporation shall be at Wintergreen, Virginia, or at such other address in Virginia as the Directors may from time to time determine.

II. MEMBERSHIP

- II.1. **Classes of Membership.** The Corporation shall have four classes of memberships consisting of Regular Members, Auxiliary Members, Junior Members and Lifetime Members.
- II.2. **Regular Members.**
- (a) Regular membership is available to any person who is between 18 years of age and 75 years of age provided they are elected to Regular membership by the Board in accordance with Section II.6 and participate actively in the activities of the Corporation.

- (i) Expectations and requirements for active membership will be delineated in the current edition of the Wintergreen Fire And Rescue Volunteer Manual.
 - (ii) Each Director elected or nominated in accordance with Section IV and who is not already a Regular Member of the Department shall be accorded the privileges of Regular membership during the time (s)he serves as a Director.
 - (iii) Any Regular Member who is 75 years of age or older may continue Regular membership upon review and recommendation of the Chief or his designee. As part of this review, the member may be required by the Chief or his designee to take a physical examination by a physician approved by the corporation at the corporation's expense. The decision of the Chief to continue Regular membership for any person beyond 75 years of age may be rescinded at any time and will be reviewed annually.
- (b) Any person who is by training, education, or other abilities especially qualified to render service to the Fire Department, may elected by the Board to Regular Membership. However, if such nominee's service will be other than normal operating functions of the fire department (s)he will not be required to take the normal Fire Training, and (s)he is prohibited from performing functions requiring skills certification.

II.3. Auxiliary Members. Auxiliary membership is available to any person 16 years of age and older who is elected to Auxiliary Membership by the Board in accordance with Section II.6 and who participates actively in the activities of the Corporation. Auxiliary Members provide support to the Fire Department in such areas as, but not limited to, fund raising, public relations and education, administration, provision of food and beverages and support to on scene fire fighters.

II.4. Junior Members. Junior membership is available to any person 16 or 17 years of age who participates actively in the activities of the Corporation and

who is elected to Junior membership by the Board in accordance with Section II.6. Expectations and requirements for Junior membership will be delineated in the current edition of the Wintergreen Fire And Rescue Volunteer Manual.

- II.5. Lifetime Members.** Lifetime membership is available to any Regular Member who actively participates in the activities of the corporation for a total of ten years. Such person must be nominated by another member to the President and be voted on by a majority of active members, by secret ballot. Lifetime members will receive all privileges and benefits as awarded to regular members, but will not be required to meet all the duties of regular membership. All other rules and regulations will apply. These members will perform such duties as from time to time may become necessary or required by the President, his representative or the Chief. Honorary lifetime membership can be awarded by the membership under circumstances they deem appropriate.
- II.6. Election to Membership.** Any person whose membership application is sponsored by at least one regular Member of the Corporation may be elected as a Regular or Auxiliary Member of the Corporation by the affirmative vote of the majority of the members of the Board present at a meeting at which a quorum is present. Board members may vote on applications by e-mail. The e-mail vote will be confirmed and recorded at the next regular Board meeting.
- II.7. Resignation of Members.** Any member may resign from membership in the Corporation at any time by delivering written resignation to the President or Secretary, and, unless the resignation specifies otherwise, it shall be effective upon receipt.
- II.8. Suspension or Removal of Members.** Any member may be removed or suspended for a specified period of time as a member of the Corporation for misconduct which brings discredit upon the Corporation, or for failure to actively participate in the activities of the Corporation. This suspension/removal shall require a vote of 2/3 majority of the Board present at a meeting called expressly

for such purpose and at which a quorum is present. At least ten days prior, written or emailed notice of the proposed action will be given to the member to be removed or suspended.

II.9. Termination of Membership. No membership shall be transferable. Each membership shall terminate upon the death, resignation, or removal of the member; or if the member no longer satisfies the qualifications prescribed for his or her class of membership.

II.10. Certificates of Membership. The Board may provide for the issuance of certificates evidencing membership in the Corporation, which shall be in such form as the Board may determine. Such certificate may be issued to any person who has been elected to membership, but the issuance of a certificate shall vest no right in such member with regard to any of the assets of the Corporation upon dissolution, liquidation, or otherwise.

III. MEETING OF MEMBERS

III.1. Annual Meeting. The annual meeting of the Corporation, for the purposes of receiving a report from the officers on the activities of the Corporation during the preceding year, electing members of the Board for the ensuing term as outlined in Section IV.3, for filling vacancies of the un-expired terms of directorships and for conducting any business which as may properly come before the meeting, shall be held on call of the Board, at such time and place during the year as may be designated by the Board in the notice of such meeting to the membership.

III.2. Special Meetings. A special meeting of the Members of the Corporation may be called at any time by the President or two or more members of the Board, or by written petition of ten percent (10%) of the Regular Members.

III.3. Place of Meetings. Each meeting of the Members shall be held at such place as may be designated in the notice of such meeting.

III.4. Organization. At every meeting of the Members, the President, or in the absence of the President, the Vice-President shall preside over the meeting.

- III.5. Business and Order of Business.** At each meeting of the Members, such business may be transacted as may properly be brought before such meeting, whether or not such business is stated in the notice of the meeting, except as otherwise expressly required by law or these Bylaws. The order of business of all meetings of Members shall be determined by the person presiding, but may be changed by the majority vote of the Members present. The parliamentary rules and orders contained in Robert's Rules of Order shall govern all meetings of the Corporation so far as applicable and not in conflict with the Articles of Incorporation or Bylaws of the Corporation.
- III.6. Notice of Meetings.** Written and/or electronic notice of each meeting of the Members of the Corporation shall be given by, or at the direction of, the officer or other person or persons calling the meeting. Such notice shall state the place, day, and time of the meeting and, in case of a special meeting, the purpose, or purposes. The notice shall be delivered personally, USPS mailed or e-mailed to each member entitled to vote at such meeting, or if a USPS-mail or e-mail address is not available, such notice shall be posted for at least five (5) days prior to the scheduled meeting in both Wintergreen Emergency Service Buildings in such a place as readily noticeable, by any member visiting the building. If the notice is mailed it shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his or her address as it appears on the records of the Corporation with postage thereon prepaid. If the notice is e-mailed it shall be deemed to be delivered if the sender does not receive a non-delivery notice. Notice of any adjourned or recessed meeting need not be given. Any Member may, by written consent, waive notice of any meeting.
- III.7. Quorum.** Except as otherwise provided by law, at any meeting of the Members of the Corporation, the presence in person or by proxy of at least five (5) Members or ten percent (10%) of the Members shall constitute a quorum. In the absence of a quorum, a majority of the Members present in person or represented by proxy and entitled to vote may adjourn the meeting from time to time and from place to place until a quorum is obtained.

III.8. Voting. Each Regular Member and each Life Member in good standing shall have one vote on any matter on which Members are entitled to vote pursuant to law, the Articles of Incorporation, or these Bylaws. Any Member entitled to vote may vote either in person or by proxy duly appointed by an instrument in writing subscribed by such Member and delivered to the Secretary prior to the meeting. If a quorum is present, the affirmative vote of a majority in voting power of the Members represented at the meeting and entitled to vote on the subject matter shall be the act of the Members of the Corporation, unless the vote of a greater number is required by law.

IV. BOARD OF DIRECTORS

IV.1. General Powers. The affairs of the Corporation shall be managed by the Board except as otherwise expressly required by law or these Bylaws.

IV.2. Number, Term of Office and Qualifications.

- (a) **Number of Directors.** The number of "voting" Directors shall not be more than seven (7) and they shall be elected or appointed in the manner provided by these Bylaws.
 - (i) Each Director shall hold office until the expiration of his/her term and until his/her successor is elected or appointed or sooner due to death, resignation or removal. Reelection or reappointment of incumbents or election or appointment of new Directors shall be for a period of time ending on December 31st of the third year after election or appointment or for the period of time to fill a vacancy's un-expired term. Directors shall be elected or appointed to serve for six (6) consecutive years. With the Board's approval, Directors shall be allowed to serve one (1) additional six (6) consecutive years.
 - (ii) No decrease in the number of Directors or change in Director's terms of office by Amendment to the Bylaws shall have the effect of shortening the term of any incumbent Director.
- (b) **Qualifications.** To qualify as a nominee to the Board and to serve if

appointed or elected, an individual must be a current, regular Member elected under Section II.2, or must be a property owner in the area known as Wintergreen Resort, Nellysford, VA. To qualify as an Operating Representative, such individual must be elected at the annual meeting of the Members, or a special meeting, at which a quorum of the Regular Members is present.

- (c) **Term of Office.** Directors shall have a three-year term of office. Directors shall not be elected or appointed to serve for more than two (2) six (6) year consecutive terms.

IV.3. Election or Appointment of Directors.

- (a) The manner in which Directors are appointed or elected is as follows:
 - (i) Three (3) Directors may be elected by the membership as Operating Representatives.
 - (ii) Two (2) directors may be appointed by the Board of the Wintergreen Property Owners Association, Inc. (WPOA). Ideally, one shall be a Mountain property owner and one shall be a Valley property owner.
 - (iii) One (1) director may be appointed by Wintergreen Resort
 - (iv) One (1) Director shall be appointed by a majority vote of the other six (6) Directors
 - (v) The Executive Director of WPOA, the Chief, and Assistant Chiefs will be an ex-officio Directors and may attend meetings at their discretion.
 - (vi) The Wintergreen Volunteer Fire Department Board of Directors shall accept as one member an appointee from the Wintergreen Rescue Squad, Inc as an ex-officio non-voting director.
- (b) Should WPOA decline to appoint the Director(s) to which it is entitled in any year, the Members may, by majority vote at their next regularly scheduled

or special meeting at which a quorum is present, appoint one or more Directors to serve as if appointed by WPOA.

- (c) Any vacancy on the Board because of death, resignation, removal, disqualification or any other cause shall be filled by a majority vote of the Board, at their next regularly scheduled or special meeting at which a quorum is present, until the end of the un-expired term, except where WPOA, or the Rescue Squad does make a replacement appointment as specified in Section IV.3 (a). If an Operating Representative vacancy is being filled, prior to such a vote the Board will provide USPS- or-email notice to the membership of its intent to fill the vacancy and solicit nominations of individuals to fill the particular vacancy. The membership shall be provided at least two weeks from date of mailing to submit any nominations. After reviewing any nominations from the membership, the Board by a majority vote at their next regularly scheduled or special meeting at which a quorum is present, shall appoint an individual to fill the un-expired Operating Representative term.

IV.4. Removal.

- (a) Any Operating Representative Director may be removed, at any time either with or without cause, by such vote as would suffice for his or her election; votes may be given in person or by proxy at the annual or a special meeting of the Corporation, called express!; for that purpose, and at which a quorum shall be present.
- (b) The Director appointed by the Board in accordance with Section IV.3(b) or Section IV.3(c) may be removed, at any time either with or without cause, by such vote as would suffice for his or her election; votes may be given in person or by proxy at the annual or a special meeting of the Board, called expressly for that purpose, at which a quorum shall be present.
- (c) A majority of the Board may petition WPOA/WRS requesting removal of any WPOA/WRS-appointed Director, at any time either with or without

cause. Should WPOA/WPORS agree with the removal, WPOA/WRS shall immediately appoint a replacement Director to fill the balance of the terminated Director's un-expired term.

- IV.5. Organization.** At each meeting of the Board, the President of the Board, or in his absence, the Vice President shall act as President. The Secretary or, at the discretion of the President, any person appointed by the President, shall act as Secretary of the meeting.
- IV.6. Regular Meetings.** Regular meetings of the Board may be held at such times and places as may be fixed from time to time by action of the Board. Unless required by resolution of the Board, notice of any such meetings need not be given.
- IV.7. Annual Meeting.** The Annual Meeting of the Board for the purpose of electing of Directors and Officers and transaction of such business as may properly come before it, shall be held immediately after the annual meeting of the Members each year or on such other date thereafter as may be designated by the Board.
- IV.8. Special Meetings.** Special meetings of the Board shall be held whenever called by the President, or by any two or more Directors. Notice of each such meeting shall be mailed to each Director, addressed to his or her residence or usual place of business, at least three (3) days before the date on which the meeting is to be held; or such notice shall be sent to each Director at such place by e-mail, telegraph, cable, or wireless or be delivered to him or her personally or by telephone not later than twenty four (24) hours before the time at which the meeting is to be held. Every such notice shall state the time and place of the meeting. Notice of an adjourned or recessed meeting of the Directors need not be given.
- IV.9. Waivers of Notice of Meetings.** Anything in these Bylaws or in any resolution adopted by the Board to the contrary, notwithstanding, proper notice of any meeting of the Board shall be deemed to have been given to any Director if such notice shall be waived by him or her in writing (including e-mail, telegraph,

cable, or wireless) before or after the meeting. A Director who attends a meeting shall be deemed to have had timely and proper notice thereof, unless he or she attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

IV.10. Quorum and Manner of Acting. Not less than four (4) of the number of Directors at the time fixed by these Bylaws shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at any meeting at which a quorum is present shall be the action of the Board. In the absence of a quorum, a majority of the Directors present may adjourn the meeting from time to time until a quorum be had. The Directors shall act only as a Board and the individual Directors shall have no power as such.

IV.11. Resignations. Any Director may resign at any time by notifying the President or the Secretary in writing. Such resignations shall take effect at the time therein specified; and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

IV.12. Vacancies. The un-expired term of any vacancy in the Board, caused by death, resignation, removal, disqualification or any other cause may be filled as specified in Section IV.3.

IV.13. Committees.

(a) The Board may, by resolution adopted by a vote of a majority of the number of Directors at the time fixed by these Bylaws, designate three or more of their number, including in each case the President, as an Executive Committee. While the Board is not in session, the Executive Committee shall have the authority of the Board to exercise the management of the business and affairs of the Corporation, subject to the restrictions hereinafter set out and further subject to such limitations upon its authority as the Board may, from time to time, impose.

(b) In addition to an Executive Committee, the Board or the President may designate other committees of limited authority to consist of such Directors

or Members as may be appointed to it.

- (c) A majority of any such Committee shall constitute a quorum for the transaction of business, and the act of a majority of those present "any meeting at which a quorum is present shall be the act of the Committee. Members of any such Committee shall act only as a Committee and the individual members shall have no power as such.
- (d) The Board shall have the power at any time to change the members of, fill vacancies in, and discharge any such Committee, either with or without cause.

V. OFFICERS

V.1. Officers. The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. Other offices may be established in accordance with the provisions of Section V.3. Any two or more offices may be held by the same person provided that the same person shall not hold the offices of both President and Secretary.

V.2. Election, Terms of Office and Qualifications. The officers shall be elected annually by the Board at the annual meeting of Directors or as soon thereafter as practicable. Each officer shall hold office until his or her successor shall have been duly chosen and shall qualify, or until his or her death, resignation or removal in the manner hereinafter provided. All officers must be Directors of the Corporation.

V.3. Subordinate Officers. The Board may from time to time establish officers in addition to those designated in Section V.1 with such duties as are provided in these Bylaws, or as the Board may from time to time determine.

V.4. Removal. Any officer may be removed, either with or without cause, by resolution declaring such removal to be in the best interest of the Corporation and adopted at any regular or special meeting of the Board by a majority of the Directors then in office

- V.5. Resignations.** Any officer may resign at any time, by notifying the Board, the President, or the Secretary of the Corporation in writing. Any such resignation shall take effect at the time therein specified; and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.
- V.6. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled by the Board at a regularly scheduled or special meeting.
- V.7. President.** The President shall be chairman at all meetings of the Board and of the Executive Committee, if one is appointed, and shall perform such duties as from time to time may be assigned to him or her by the Board. He or she may issue such communications as may be authorized or prescribed by the Board and shall appoint committee members as deemed necessary to complete corporation business. In the event of a meeting where the President is absent, the Vice President shall conduct the meeting.
- V.8. Vice President.** The Vice President shall perform such duties as from time to time may be assigned to him or her by the Board, by any duly authorized Committee, or by the President; and shall have such other powers and authorities as are indicated elsewhere in the Bylaws.
- V.9. Treasurer.**
- (a) Except as may otherwise be specifically provided by the Board or any duly authorized Committee thereof, the WPOA Chief Fiscal Officer (CFO) shall have the custody of and be responsible for the financial books and records of the Corporation and shall regularly enter or cause to be entered into such books and records a full and adequate account of all monies received and paid out for the accounts of the Corporation. The CFO shall perform all the duties incident to the office of Treasurer, including but not limited to receipt, deposit and disbursement of funds, and such other duties as from time to time may be assigned by the Board, or by any duly authorized Committee of the Directors, or by the President and such other powers and authorities as are

elsewhere in these Bylaws conferred upon him or her.

- (b) The Treasurer for the Corporation will periodically review and analyze the general ledger detail, trial balance, accounts payable, monthly check register, as well as the revenue and expense statements. The Treasurer will condense this information supplied by the CFO and prepare a financial report for the Board. This report will include current account balances, operating and capital year-to-date actual and budget, and any unfavorable budget items for the Board of Director's consideration. The Treasurer will meet periodically with the CFO and review the financial status of the Corporation. The Treasurer will also meet annually with the CFO to review the annual audit.

V.10. Secretary. The Secretary shall act as Secretary of all meetings of the Board of the Corporation; shall keep the minutes thereof in the proper book or books to be provided for that purpose; shall see that all notices required to be given by the Corporation are duly given and served; shall be the custodian of the seal of the Corporation and shall affix the seal or cause it to be affixed to all documents the execution of which, on behalf of the Corporation under its corporate seal is duly authorized in accordance with the provision of these Bylaws; shall have charge of the books, records and papers of the Corporation, related to the organization and management as a Corporation; and shall see that any reports or statements relating thereto, required by law or otherwise, be incident to the office of Secretary and such other duties as from time to time may be assigned by the Board or by any duly authorized Committee or by the President and shall have such other powers and authorities as are elsewhere in these Bylaws conferred upon him or her.

VI. CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNT, ETC.

VI.1. Execution of Contracts and Other Documents. The Board or any duly authorized Committee, except as by law or by these Bylaws otherwise required, may authorize any officer or officers, agent or agents, in the name of and on behalf of the Corporation to enter into any deed or other instrument, and any such authority may be general or confined to specific instances.

VI.2. Checks, Drafts, Etc. All checks, drafts and other orders for payment of money out of the funds of the Corporation shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by resolution of the Board or any duly authorized Committee.

VI.3. Deposits. The funds of the Corporation not otherwise employed shall be deposited from time to time to the order of the Corporation in such banks, trust companies or other depositories as the Board may from time to time select.

VII. MISCELLANEOUS

VII.1. Seal. The Corporate seal shall contain the name of the Corporation, the year of its creation, and the words "Corporate seal, Virginia," and shall be in such form as may be approved by the Board.

VII.2. Fiscal Year. The fiscal year of the Corporation shall end on the last day of December in each year.

VII.3. Communication. All references in this document to "in writing," "by mail," "sent" or any other indication of communication to/from Members and/or Directors shall include the use of e-mail.

VII.4. Conflict of Interest. Wintergreen Fire and Rescue Standard Administrative Policy ADM 01-012 addresses conflict of interest and delineates the procedures to be followed when an apparent conflict arises.

VIII. Document Retention

- (a) Corporate records include the Corporation's Articles of Confederation, Bylaws, and IRS Form 1023 and application for exemption. Corporate records should be retained indefinitely.
- (b) Board documents, including meeting minutes should be retained for a period of not less than three (3) years by the Corporation. The Corporation has no email address, and no requirement to retain email. Any business transacted by email shall be confirmed at a meeting of the Board and recorded in the minutes.

IX. AMENDMENTS

- IX.1.** Proposed amendments to these Bylaws will be presented to the Board at a regular or special meeting. Final vote on any amendment may be taken at the next regular or special meeting provided it is not sooner than fourteen (14) days after presentation.
- IX.2.** The Board by a two thirds vote thereof shall have the power to make, alter, amend, or repeal the Bylaws of the Corporation at any regular or special meeting of the Board, provided the provisions of Section VIII.1 have been met. This power shall not be exercised by any Executive Committee.

X. INDEMNITY

- X.1. Indemnity.** Any person made a party to any action, suit or proceeding, by reason of the fact that he or she, his or her testator or intestate representative is or was a director, officer or employee of the Corporation, or any corporation in which he served at the request of the Corporation, shall be indemnified by the Corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him or her in connection with the defense of such action, suit or proceedings, or in connection any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding, or in connection with any appeal therein that such officer, director or employee is liable for negligence or misconduct in the performance of his duties
- X.2.** The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer or director or employ may be entitled apart from the provisions of this section.
- X.3.** The amount of indemnity to which any officer or any director may be entitled shall be fixed by the Board, except that in any case where there is not disinterested majority of the Board available, the amount shall be fixed by arbitration pursuant to the then existing rules of the American Arbitration Association

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The undersigned Directors certify that they have adopted the foregoing Bylaws as a complete amendment to the original Bylaws and all amendments approved before the date indicated below.

Date: _____

/s/ Dennis Casey
Dennis Casey, President
/s/ Joe Everhart
Joe Everhart

/s/ Karen Asher
Karen Asher, Treasurer
/s/ Mike Friedlein
Mike Friedlein

/s/ Jim Wright
Jim Wright, Secretary
/s/ Dennis Casey
Rob Mansfield