

BYLAWS OF Curley Creek Volunteer Fire District

Mission Statement

We, the members of Curley Creek Volunteer Fire District, dedicate our efforts to provide for the safety and welfare of the public through preservation of life, property, and the environment.

Article One – The Organization

The name of the Organization shall be **Curley Creek Volunteer Fire District, Incorporated**, a Non-Profit Corporation. The Organization shall have a seal which shall be in the following form: a circular seal with the name of the Organization (Curley Creek Volunteer Fire District, Inc.) around the edges and the words “Corporate Seal 1978 Idaho” in the center. The Organization may, at its pleasure, by a vote of the membership body, change its name.

Article Two – Purpose

The purpose of this Organization, within the limits of its ability, shall be to:

1. Fight and extinguish fire occurring within the Curley Creek Volunteer Fire District.
2. Protect structures within the district from fires.
3. Respond to wildland fires per current Memorandum of Understanding (**MOU**) between the Idaho Department of Lands (**IDL**) and the Curley Creek Volunteer Fire District.
4. Provide mutual aid to other participating fire districts.
5. Provide first response for incidents within the district, support for EMS and public safety via request from the Sheriff’s Office 911 Dispatch.
6. Provide the above services on a volunteer basis to the best of our abilities.

Article Three - Membership

Membership In this Organization shall be open to anyone who owns property within the District. The boundary lines of the district are the Kootenai River on the South; the Montana State line on the East; the Moyie River on the West; and the North Section line of Section 25, T63N R2E on the North, hereafter referred to as the “District “. Each ownership, with or without a residence, will comprise one membership. A “residence” is defined for this document as any reasonably habitable structure. Additional land or additional residence’s owned by the same owner will be addressed by Board of Director’s (BOD) policy.

A landowner does not need to reside within the District to be a member. Memberships for rental properties within the District are the responsibility of the owner of the property. Membership shall be for a period of one year, the time frame set by BOD policy. Each membership shall be entitled to one vote. Lifetime memberships may be awarded by the Board of Director per BOD policy.

Dues of the Organization. Dues shall be assessed annually at a rate determined by the Board of Directors and governed by BOD policy. Fees for business memberships will be determined by the Board of Directors on a case-by-case basis, based on BOD policy. Annual dues may be waived by the Board of Director for meritorious service to the fire district per BOD policy. Lifetime membership will not be charged annual dues.

The Board of Directors shall keep an annual record containing the names and contact information of all members of the organization.

Article Four - Meetings

The annual membership meeting of this Organization shall be held during the spring with a specific date determined by the Board of Directors. During the annual meeting, the members shall elect Directors to fill the positions if their terms have expired. The members shall transact other business as needed.

Notice of the annual membership meeting shall be made to each member in good standing via mail or email to the member's address. Said notice will be sent at least ten days prior to such meeting and shall designate the date, time and location of the meeting.

Quorum at membership meeting. To transact business at all meetings of the membership, a quorum must be in attendance. A quorum shall consist of no less than ten members of the corporation. If a quorum does not exist at an annual meeting, those members attending may adjourn the meeting for a period of no more than fourteen days from the original scheduled date. Notice of the subsequent meeting shall be made according to the same guidelines as the original meeting.

Special meetings of the membership. In addition to the annual meeting, special meetings of the membership may be held upon proper notification. A special meeting of the membership of the corporation may be called at any time by the President and with the consent of two Directors. Also, members of the corporation may call for a special meeting by presenting the president a written petition signed by at least twenty per cent (20%) of the membership requesting the special meeting and designating the business to be transacted. No business other than that specified in the notice of the special meeting may be transacted during the meeting.

Article Five - Board of Directors

The Board. There will be five (5) Board of Directors for this Corporation and they shall be elected by the membership. The Board of Directors shall elect within itself, a President and a Vice President. The Board of Directors shall appoint a Secretary and a Treasurer. The term of each Director shall run for three (3) years. Each Director must be a member in good standing. The Director's position will not be paid a salary nor be entitled to any special privileges.

Meeting Of Directors. Meetings of the Board of Directors of the Corporation shall be held at such a time as the Board of Directors may designate. Special meetings may be called by the President or any three (3) Directors by giving three (3) days' notice to each Director. A majority of the Directors shall constitute a quorum. The Directors shall have the general management and control of the business and affairs of the corporation and shall exercise all the powers that may be exercised or performed by the corporation under the statutes, the certificate of incorporation, and the Bylaws. In addition to the powers and authorities expressly conferred upon it by these Bylaws and the certificate of Incorporation, the Board of Directors may exercise, in good faith, all such powers of the Organization and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances, and do all such lawful acts as are allowed by Idaho law.

Action of Directors by Communications. Directors may participate in a meeting of Board of Directors by means of a telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

Action by Directors Without a Meeting. Any action required or which may be taken at a meeting of the Board of Directors or of a committee may be taken without a meeting if a consent in writing, setting forth the action so to be taken, shall be signed before such action by all of the directors, or all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote.

Board Vacancy. Any vacancy in the Board of Directors can be filled by a willing member in good standing by a majority affirmative vote by the remaining directors of the Board. A director appointed to fill a vacancy, shall hold office until the next annual meeting where an election for this Director's position will be held to serve the balance of the unexpired term.

Removal of Director. A Director may be removed from the Board by a unanimous vote of the remaining Directors. This removal will be based on behavior that is unprofessional, uncivil, disorderly, disruptive, disrespectful, illegal, and/or not being in the best interest of the Fire District. A successor may then be appointed by the same process as a Vacancy.

Article Six - Officers

The President shall preside at all meetings of the Directors and members and shall be generally responsible for the proper conduct of the business of the Corporation subject to the Board of Directors. The President shall see that all books, reports and certificates required by law are properly kept and/or filed. The President shall possess the power to sign all certificates, contracts, and other instruments of the Organization. The President shall participate in long-range planning for the Organization and shall be available to other officers of the Organization for consultation. The President shall have such other powers and perform such other duties as from time to time may be conferred or imposed upon the President by the Board of Directors.

The Vice President shall perform such duties as may be assigned by the Board of Directors. In case of the death, disability, resignation, or absence of the President, the Vice President shall become acting President of the Organization and be vested with all the duties and powers of the President.

The Secretary shall keep proper records of all membership meetings and meetings of the Board of Directors and shall give notice of such meetings as herein required. The Secretary shall have custody of all books, records and papers of the Corporation unless such custody is bestowed upon another person by the resolution of the Board of Directors.

The Treasurer shall maintain records of all corporate receipts and expenditures and shall properly deposit all funds and valuables in the name and to the credit of the Corporation, such bank or depositories as the Board of Directors may designate. Authorized Signers shall be either Directors or Officers of the Corporation. At least two (2) Authorized Signers shall be listed on all such accounts. All checks may be signed by any of the Authorized Signers of that account.

Article Seven- Miscellaneous

Books- This Corporation shall keep at its principal office in the State of Idaho, or at another location designated by the Board of Directors, records of the meetings, members and their residences, and affairs of the Corporation. The books, accounts and records of this Corporation shall be open to inspection by any member of the Board of Directors upon request during business hours. It shall be the duty of the Treasurer to once a year make a report at the annual meeting showing the activities and financial condition of the Corporation.

Other Officers- Directors may appoint such other officers and agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

Fire Chief- The Fire Chief is appointed by the Board of Directors. All projects and expenditures regarding fiscal support and maintenance of the Fire District are presented by the Fire Chief to the Board for approval. The Fire Chief shall perform all such other duties as are incident to the office or are properly required of the Fire Chief by the Board of Directors. The Fire Chief shall participate in long-range planning for the Organization and shall be available to other officers of the Organization for consultation. The Fire Chief shall have such other powers and perform such

other duties as from time to time may be conferred or imposed upon the Fire Chief by the Board of Directors.

Term - Removal For Officers The officers, Fire Chief or agents elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole Board of Directors.

Right to Indemnification. The Organization shall indemnify and hold each indemnitee harmless against any and all loss except for losses arising out of: (a) the indemnitee's acts or omissions finally adjudged to be intentional misconduct or a knowing violation of law, or (b) any transaction in which it is finally adjudged that the indemnitee personally received a benefit in money, property or services to which the indemnitee was not legally entitled. The Organization shall not indemnify an indemnitee in connection with an action (or part thereof) initiated by the indemnitee unless such action (or part thereof) was authorized.

Amendments of By-Laws. A Director or a Member may propose amendments to these Bylaws. Any amendment proposal must be presented to the full Board for its consideration. All Bylaw amendments will be voted on by mail and only by the current Membership. Current Membership is defined as those landowners who have paid their annual dues for that fiscal year.

The Board of Directors may propose an amendment be submitted to the Membership for their consideration. A vote shall be held by mail and a ballot will be mailed to each Member. The Bylaws and proposed amendment may be made available online or be mailed to each member depending on the Board's discretion. If online, any Member will have the option to request a paper copy be mailed to their home. A valid vote will require that at least Twenty percent (20%) of the current Membership vote and return their ballots by mail. A majority (50% +) of the returned votes supporting the amendment is required for the amendment to be adopted. One follow-up vote can be held if the first vote is not valid.

If a Member proposes an amendment, it must be presented to the full Board for their consideration. If the Board approves the proposal, a vote by members will be implemented as described above. The vote will be held within 120 days of the date of the original proposal.

If a Member proposes an amendment to the Board and does not receive Board approval, the Member can file a petition with the Board. The petition must clearly state the proposed amendment and an explanation as to why this amendment is relevant and needed. For the petition to be valid, it must be filed within 30 days of the Board Meeting where the amendment was presented and must be signed by Twenty percent (20%) of the current Membership. If a valid petition is received, a vote will be held within 120 days of the receipt date of the petition. A valid vote will require that at least Forty percent (40%) of the current Membership vote and return their ballots by mail. A majority (50% +) of the returned votes supporting the amendment is required for the amendment to be adopted. No follow-up vote is allowed for this type of amendment.

Signatures of Board of Directors

Dan Myers, President: _____

Gene Tashoff, Vice President: _____

Larry Wages, Director: _____

Aaron Wages, Director: _____

Brian Johnson, Director: _____

Signature of Secretary

Kennon McClintock, Secretary: _____

Certificate as to By-Laws of Corporation

The above signed Directors and Secretary of the Corporation known as and called Curley Creek Volunteer Fire District, Incorporated a Non-Profit Corporation, do hereby certify that the above and foregoing Bylaws were adopted as the Bylaws of the said Corporation on _____, 2024 , and that the same do constitute the Bylaws of the said Corporation.