

AMENDED BYLAWS 2018

SOUTHSIDE COMMUNITIES FIRE PROTECTION, INC.
1399 DEAN FOREST ROAD
SAVANNAH, CHATHAM COUNTY, GEORGIA

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REVISED SEPTEMBER 23, 2020

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ARTICLE I

NAME AND PURPOSE

- Section 1. The name of this corporation shall be: SOUTHSIDE COMMUNITIES FIRE PROTECTION, INC., and it is incorporated under the laws of the State of Georgia as a non-profit, civic, community service organization.
- Section 2. The purpose of this corporation shall be to furnish Fire/Emergency Medical & Security protection services and such other services as contemplated in the Corporate Charter. (Rev.09/27/78)
- Section 3. The operating name of the operation shall be "CHATHAM EMERGENCY SERVICES." (Rev. 09/26/18)

ARTICLE II

MEMBERSHIP AND VOTING PRIVILEGES

- Section 1. Membership will be divided into the following classes:
- A. Class A - Members in the Service Area who pay the full rate and are entitled to one (1) vote.
 - B. Class AA - Commercial - Members in the Service Area who pay the full rate for Commercial enterprises or individual buildings used for Commercial purposes and who are entitled to one (1) vote.
 - C. Class C - Members in the Service Area who own and operate a Condominium or Apartment dwelling places established by the Board of Directors and who are entitled to one (1) vote.
 - D. Class B and Class BB - Members who pay less than the full rate and who are entitled to all privileges except the vote.
 - E. Class D - Members by virtue of being qualified Volunteer Firemen who have been recommended and approved for cost-free fire protection in return for service rendered and who are entitled to one (1) vote.
 - F. Reserved (Rev. 9/24/97, effective 12/31/98)

ARTICLE III

ADMINISTRATION

Section 1. The administration of the corporation shall be by a Board of Directors consisting of not less than eight (8) nor more than fifteen (15) members. These members must live in the fire service area covered by Chatham Emergency Services. There may be a maximum of three (3) individuals, being one of the eight (8) to fifteen (15) members who live in Chatham County and are outside of Chatham Emergency Services area. These three (3) members will be appointed at the discretion of the Board. (Rev. 9/26/18)

A. Election shall be by ballot. Nominations shall be made by the Nominating Committee as approved by the Board of Directors. Additional nominations may be made from the floor. Directors shall be elected for a term of three (3) years, except: (Rev. 09/24/14)

1. Terms shall be staggered to provide for continuity of actions with one-third of the Class A Directors. (Rev. 12/31/98).
2. A Director chosen to serve an unexpired term shall be elected for the balance of said term.
3. Reserved (effective 12/31/98).

Section 2. Each director and officer of the Corporation now or hereinafter serving as such, shall be indemnified by the Corporation against any and all claims and liabilities to which he/she has or shall become subject by reason of serving or having served as such director or officer or by reason of any action alleged to have been taken, omitted, or neglected by him or her as such director or officer; and the Corporation shall reimburse each such person for all legal expenses reasonably incurred by him or her in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with any claim or liability arising out of his or her own willfulness conduct or gross negligence. The amount paid to any officer or director by way of indemnification shall not exceed actual, reasonable and necessary expenses incurred in connection with the matter involved. The right of indemnification herein above provided for shall not be exclusive of any rights to which any director or officer of the Corporation may otherwise be entitled by law. (Rev 09/28/88)

ARTICLE IV

MEETINGS

- Section 1. The Board of Directors shall meet at least once a month at the call of the President. All Directors will be notified at least five (5) days prior to the monthly meeting. All proceedings will be recorded and will indicate the members, financial statements, certified inventory and reports of committees. Action by the Board of Directors will be by majority vote. A majority of the Directors shall constitute a quorum. A quorum shall be 50% plus one of the then sitting membership of the Board of Directors at the time of the meeting is called. The Board of Directors may permit any or all directors to participate in a regular, annual, special meeting in-person or conduct the meeting through use of telephone or video conference. A director participating in a meeting by the means described above is deemed to be present in person at the meeting. (Rev. 9/23/2020)
- Section 2. Meetings of the membership will be held annually on the fourth Wednesday in September of each year. The annual meeting will be publicized by a notice in the local newspaper of general circulation at least ten (10) days prior to the meeting.
- Section 3. Special meetings of the membership may be called at any time upon request of the Board of Directors by written request of ten percent (10%) of the voting members. Notice of such meeting will be given as provided in Section 2 of this Article.
- Section 4. If the purpose of a special meeting called under the provisions of Section 3 of this Article is to remove and/or replace one or more Directors, each member of the Board of Directors shall be notified at least thirty (30) days prior to the special meeting.
- Section 5. The Board of Directors shall have the authority to appoint interim Directors to fill vacancies on the Board. Such Directors shall hold office only until the next Annual Membership Meeting at which time (in addition to the regular Directors to be elected) a successor will be elected to complete the unexpired portion of the Director's term of office.
- Section 6. The Board of Directors may declare vacant the office of any Director who, without acceptable explanation or cause, has failed to attend any two consecutive meetings of the Board, regular or special.

ARTICLE V

AMENDMENTS

- Section 1. These By-Laws may be amended by a majority vote of the members present or voting by proxy at an annual meeting or special meeting of the membership. Recommendations for amendments may originate from the Board of Directors or by petition of not less than (250) voting members. (Rev 9/27/78).
- Section 2. These By-Laws shall become effective upon adoption by an affirmative vote of the Board of Directors subject to ratification by a majority of the actual membership present and voting at the first annual meeting.

ARTICLE VI

OFFICERS

- Section 1. The Board of Directors shall elect the officers from their membership except for the Office of Treasurer or Secretary which may be appointed by the Board as a member-at-large and due to the specialty and nature of these positions, the positions held not require the individual to be a subscribing member. The Board may also appoint a member to the board that does not live in the fire coverage area but who does reside in Chatham County when it is deemed to be in the best interest of the board. The following are the functions and duties of the Officers of this Corporation. (Rev. 9/23/98).

A. President - The President will preside at all meetings of the Board of Directors and of the membership, appoint all committees, perform all other duties which may be delegated to him by the Board Directors and perform all other duties usually incumbent in said office.

B. Vice President - The Vice President shall preside at all meetings in the absence of the President, shall assist the President in carrying out the duties of his office, shall perform such duties as delegated to him or her by the President and the Board of Directors, and perform all other duties usually incumbent on said office.

C. Secretary - The Secretary shall keep minutes of all meetings, be responsible for all official records, bills, and receipts, shall turn over all monies to the Treasurer, taking his or her receipt therefore, shall supervise all activities of the Recording Secretary, shall keep a current listing of all addresses of members, shall perform such duties as delegated by the Board of Directors, and perform all other duties usually incumbent of said office.

D. Treasurer - The Treasurer shall receive from the Secretary all monies, shall deposit said sums to a bank authorized by the Board of Directors, shall disburse funds under the direction of the Board of Directors, shall make a financial report to the Board of Directors at the regular meeting night of each month, and shall prepare an annual financial report for the Annual Meeting of the Membership, and shall perform such duties delegated by the Board of Directors and perform all other duties usually incumbent of the office.

Section 2. The Board of Directors shall elect officers at the first monthly meeting of the Board held in October following the Annual Meeting.

ARTICLE VII

RESPONSIBILITIES - BOARD OF DIRECTORS

Section 1. Firefighters/Medics & Security - The Board is charged with the approving of all new firefighters, medics or security personnel based on the recommendations of the CEO after taking into account the financial condition of the organization. (Rev 9/21/16).

Section 2. Chief Executive Officer - Depending upon the financial condition of the Corporation and subject to the approval by three-fourths majority of the Board of Directors, the Board may hire a CEO at a salary to be determined by the Board and may authorize the CEO - to hire clerical Assistants, Firefighter/Medics, mechanics and security personnel as required to complete the business of the corporation with salaries to be established by the Board. (Rev 9/27/78).

Section 3. The Board shall be responsible, upon recommendation by the CEO, of approving or denying the appointment of a Divisional Chief for each of Southside's Divisions (Southside, Wilmington, Montgomery, Skidaway & 7th District). Subject to unanimous approval by the Board of Directors, each member of the Board of Directors shall be entitled to compensation for each meeting attended, to be not less than twenty dollars (\$20.00) or more than fifty dollars (\$50.00), provided further that no member of the Board of Directors shall be paid sums for attending more than two meetings per calendar month.

Section 4. Reserved (Rev 9/27/78).

Section 5. The Board shall prepare an annual report, including the Treasurer's report, to the membership.

Section 6. The Board shall cause an Independent Audit to be presented to the Annual Meeting of the membership and have such other audits made as deemed

necessary. The cost of such audits shall be paid from the funds of the Corporation.

- Section 7. The Board will designate a bank or banks for deposit of all funds, shall approve in advance all disbursements and designate who will sign checks. (Rev 9/27/78).
- Section 8. All disbursements in excess of \$50.00 will be made by check. (Rev 9/27/78).
- Section 9. The Board will bond such personnel as deemed necessary.
- Section 10. Reserved (Rev 9/27/78).
- Section 11. The Board of Directors shall have the sole power to obligate the Corporation in whatever manner.
- Section 12. One or more petty cash funds may be established, the combined total not to exceed \$100.00. Disbursements will be limited to those individuals designated by the CEO, and accounting of monies spent will be required.
- Section 13. The Executive Committee, comprised of the President, Vice-President, Secretary, Treasurer, and Immediate Past President; in addition to duties for Southside Communities Fire Protection, Inc., shall serve as Directors of Southside Emergency Management, Inc., for a term determined by Southside Emergency Management, Inc., By-Laws. (Revised 09/25/02).
- Section 14. The Board of Directors shall have the authority to create, establish, fund and control the appointment and removal of all board members and any entity created as a non-profit tax exempt charity foundation for the purpose which may, among others, include the purpose of serving firefighters and public safety personnel and their immediate families, as well as to engage such actions to promote the health, welfare, safety awareness, and education or support to promote and encourage a non-profit organization of similar purpose. (Revised 09/24/03)

ARTICLE VIII

MEMBERSHIP FEES

- Section 1. The fee for Class A – Residential membership shall be by a majority vote of the Board of Directors. (Rev. 9/27/00)
- Section 2. The membership fee for Class AA-Commercial and Class C shall be determined by a majority vote of the Board of Directors (Rev 9/27/00).
- Section 3. The manner and time of payment of the membership fees of Class A Residential, Class AA-Commercial and Class C shall be determined by the Board of Directors (Rev 9/27/00).
- Section 4. (The Class B membership (reserved)).
- Section 5. All membership fees are payable in advance, annually, except as otherwise provided. All membership fees shall be on a non-refundable basis, except in cases of error and duplications (Rev 9/27/00).

ARTICLE IX

PROXY VOTES

- Section 1. Members may designate another member including a member of the Board of Directors to exercise their voting privilege by proxy, providing such proxy is made on forms provided by the Corporation. (Rev 9/27/72).

ARTICLE X

SERVICE

- Section 1. Service will be provided to members only, except where the Board of Directors, by majority vote, deems it to be in the best interest of the Corporation to do otherwise. Service will not be rendered outside of the Service Area except for Class B members and under any reciprocal agreement which has been approved by the Board of Directors and the Underwriters.
- Section 2. Service to schools, churches, and similar public institutions and facilities will be made without charge.

ARTICLE XI

DONATIONS

- Section 1. The Board of Directors shall exercise the sound discretion of its Members in accepting or rejecting any and all donations.

ARTICLE XII

MISCELLANEOUS

- Section 1. Quorum – A quorum shall be 50% plus one of the then sitting membership of the Board of Directors at the time the meeting is called. If a quorum is not present on the date first appointed, the meeting shall be adjourned for seven days and a second call sent out, at which time those present shall constitute a quorum for the transaction of all business. (Rev 9/23/2020)
- Section 2. Fiscal Year - The fiscal year of Corporation shall be from July 1 to August 31 of each year. The Annual Meeting of the Corporation shall be on such date as specified by the Bylaws. (Rev. 9/24/97)
- Section 3. Rules of Order - Unless specified otherwise herein, Robert's Rules of Order shall govern in all meetings.
- Section 4. Review and Reversal of the Board - The members of the Corporation by a three-fourths vote of the membership present at an authorized meeting shall have the power to review the facts and reverse any decisions of the Board of Directors, provided notice of the meeting shall have stated the question or questions to be considered.
- Section 5. Recall of Directors - The members of the Corporation may, by a three-fourths vote of the membership present at an authorized meeting, declare the office of any member of the Board of Directors vacant, and shall elect his or her successor to serve for his or her unexpired term.
- Section 6. The Board of Directors, in its discretion, may combine the office of the Secretary and Treasurer.
- Section 7. In the event of the absence or disability of any of the officers, the Board of Directors shall appoint a member of the Corporation to act temporarily.

ARTICLE XIII

DISSOLUTION

Section 1. At any meeting specially called to consider the subject, three-fourths of the members present and voting, in person or by proxy, upon the unanimous recommendation of the Board of Directors, may order that the Corporation shall be dissolved steps required by law to effect that purpose. The recommendation of the Board of Directors presented to the membership shall include a Plan of Dissolution as provided by law. (Rev. 9/23/87).