

**BYLAWS**  
**OF**  
**SOUTHSIDE COMMUNITIES FIRE PROTECTION, INC.**  
**(Amended and Restated as of June \_\_, 2022 )**

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REVISED JUNE \_\_, 2022

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## ARTICLE I

### NAME AND PURPOSE

- Section 1. The name of this corporation shall be: SOUTHSIDE COMMUNITIES FIRE PROTECTION, INC., (the “Corporation”) 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 the Corporation shall be to furnish Fire and or Emergency Medical Services and or Fire Watch protection services and such other services as contemplated in the Corporate Charter. (Rev.09/27/78).
- Section 3. The tradenames of the Corporation shall be "CHATHAM EMERGENCY SERVICES," “CHATHAM EMS,” and “CHATHAM FIRE.”

## ARTICLE II

### MEMBERSHIP

The Corporation has no members.

## ARTICLE III

### BOARD OF DIRETORS

- Section 1. General Powers. The control and management of the Corporation and its property is vested in the Board of Directors.
- Section 2. Board of Directors: Terms of Office. The Board of Directors shall be comprised of not less than eight (8) nor more than thirteen (13) directors. A director must either live or represent an entity that transacts business in the fire service area covered by Chatham Emergency Services; however, at no time shall there be more than three directors who are non-residents of Chatham County. Pursuant to the Contract of the Provision of Fire Protection Services Between Chatham County, Georgia and the Corporation entered into December 17, 2021 and as long as it or similar agreement is in effect and the County is actively funding all expenses and aspects of the fire protection services, including, but not limited to: salaries; benefits; protective gear and uniforms; apparatus purchase and repair; parts; support vehicles purchase and repair; land acquisition; station(s) building, and remodeling, etc., three (3) Directors shall be appointed by and represent the Chatham County Board of Commissioners; however, each Director appointed by the Board of Commissioners must reside in Chatham County. The County Commission appointees’ terms will immediately expire if the County fails to fund any aspect of the fire protection services, or a contractual agreement between the two entities for

fire protection services is no longer in place. The term of each director shall be three (3) years or until a successor has been duly elected. Terms shall begin on July 1<sup>st</sup> and end on June 30<sup>th</sup> three years later. A director may serve four (4) consecutive terms and thereafter may not succeed himself or herself and must remain off the Board of Directors one year before being eligible for reelection. Directors serving on the Board of Directors as of the date of the restatement and amendment of these Bylaws shall serve a term of office computed from the time each director was last elected to the Board of Directors, and such last election shall be considered such director's first election to the Board of Directors for purposes of calculating successive term limitations under this Section 2. For any such director the term shall expire on June 30<sup>th</sup> of the third year following their previous election.

Section 3. Emeritus Director. By majority vote of the Board of Directors a person may be appointed to serve as an Emeritus Director based upon said person's experience, knowledge, training, etc. which may be beneficial to the Corporation. The Emeritus Director need not be a resident of Chatham County and the Emeritus Director shall have no voting rights. The term of an Emeritus Director shall be for three years and may serve four consecutive terms.

Section 4. Procedure. Vacancies occurring on the Board of Directors at any time during a year will be filled as provided in this Section 4 or as provided in Section 5 below. In March of every year, a Nominating Committee shall form to screen and recruit nominees to fill vacancies scheduled due to expiration of terms on June 30<sup>th</sup> of the then current year and also to fill any other vacancies that have not been filled pursuant to Section 5 below. The Nominating Committee shall consist of three members of the Board of Directors appointed by the President and announced to the Board of Directors at the regularly scheduled meeting of the Board of Directors held in March.

The Nominating Committee may receive potential nominees from any member of the Board of Directors. At the April and May meetings of the Board of Directors, the Nominating Committee shall offer a report of its progress securing nominees. At the June meeting of the Board of Directors, the Nominating Committee shall place before the Board of Directors a slate of nominees for the vacancies to be filled and at that time other persons may be nominated for consideration by members of the Board of Directors following which the nominations shall be closed and the vote taken.

Section 5. Filling of Vacancies and Removal. In the case of any vacancy on the Board of Directors through, death, resignation, disqualification, removal, or other cause, the position may be filled for the remainder of the term as provided in Section 4 of this Article or may be filled by a two-thirds vote of the directors present at any meeting of the Board of Directors, except for a

vacancy of a director appointed by the Board of Commissioners, which shall be filled for the remainder of the term by an appointment from the Board of Commissioners. Any member of the Board of Directors may be removed from office by the affirmative vote of at least two-thirds (2/3) of the members of the Board of Directors of the Corporation for good cause, including but not limited to failing to regularly attend meetings, conflict of interest, actions inconsistent with Board decisions, etc.

Section 6. Staggered Terms. It is the intent that the directors' terms shall be staggered to provide for continuity of actions with one-third of the directors' terms expiring each year. To that end, the initial appointments by the Board of Commissioners of Chatham County shall be one director for a one year term, one director for a two year term and the third director for a three year term. All subsequent appointments by the Board of Commissioners of Chatham County shall be for three year terms.

## ARTICLE IV

### INDEMNIFICATION PROVISIONS

Section 1. Indemnification of Officers and Directors.

(a) To the fullest extent permitted, and not otherwise prohibited, by the Georgia Nonprofit Corporation Code as the same may be amended from time to time, the Corporation shall, except as may be prohibited by applicable law, indemnify every officer and member of the Board of Directors against any and all reasonable expenses (including, but not limited to, reasonable attorneys' fees) incurred by or imposed upon such officer or member of the Board of Directors in connection with any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal (including, without limitation, the settlement of any such action, suit or proceeding, if approved by the then-existing Board of Directors) to which he may be made a party by reason of being or having been an officer or member of the Board of Directors of the Corporation, whether or not such person is an officer or member of the Board of Directors of the Corporation at the time such expenses are incurred. The officers and members of the Board of Directors of the Corporation shall have no personal liability with respect to any contract, borrowing or other commitment made by them, in good faith, on behalf of the Corporation and the Corporation shall, to the extent not prohibited by applicable law, indemnify and forever hold each such officer and member of the Board of Directors free and harmless from and against any and all liability to others on account of any such contract, borrowing or commitment.

(b) Expenses incurred by any person who was or is a party or who is threatened to be made a party to any threatened, pending or completed

action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal, by reason of the fact that he is or was an officer or member of the Board of Directors of the Corporation in defending such action, suit or proceeding, may be authorized by the Board of Directors pursuant to O.C.G.A. § 14-3-853(c) to be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, if the person delivers to the Corporation:

(1) A written affirmation of the director's good faith belief that the director has met the relevant standard of conduct described in Section 9.1(d) or that the proceeding involves conduct for which liability has lawfully been eliminated under a provision of the articles of incorporation; and

(2) The director's written undertaking to repay any funds advanced if it is ultimately determined that the director is not entitled to indemnification under this part.

(c) Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer or member of the Board of Directors, or former officer or member of the Board of Directors, may be entitled, and such indemnification shall inure to the benefit of the heirs, executors and administrators of such indemnified person. The Corporation may purchase and maintain officers' and directors' liability insurance on behalf of any such persons. If such insurance is not available, or is not obtainable at a cost which the Board of Directors determines to be reasonable, the Board of Directors may otherwise reserve or fund the obligations set forth in this section.

(d) Indemnification pursuant to this Article 8 shall be allowed if the officer or member of the Board of Directors conducted himself or herself in good faith; and he or she reasonably believed: (i) In the case of conduct in his or her official capacity, that his or her conduct was in the best interests of the corporation; (ii) In all other cases, that his or her conduct was at least not opposed to the best interests of the corporation; and (iii) In the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. Said indemnification shall only be made after a determination in accordance with O.C.G.A. § 14-3-855(b) that the officer or director has met this standard of conduct.

(e) Notwithstanding anything to the contrary herein, the Corporation shall indemnify a director or officer who was successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer was a director or officer of the corporation against reasonable expenses incurred by the director or officer in connection with the proceeding.

## ARTICLE V

### MEETINGS

Section 1. Regular Meetings. 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 the minutes shall state the members present, the reports of committees and all votes taken. Action by the Board of Directors will be by majority vote of the directors present and a majority of the then serving directors shall constitute a quorum for conducting a meeting and transacting business. The Board of Directors may permit any or all directors to participate in a regular, annual, special meeting in-person through the use of telephone or electronic or video conference and the meeting may be conducted through use of telephone or video conference. A director participating in a meeting by the means described herein is deemed to be present in person at the meeting.

On occasion matters may be presented during a meeting of the Board of Directors upon which a vote is to be taken, however, due to additional information requested by the Directors no vote is taken. In that situation, the President shall have the authority to call for a vote via e-mail or other electronic means upon the Directors receipt of the additional information following the meeting. The results of said vote shall be included in the minutes of the next meeting of the Board of Directors.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the President or any four (4) directors. The Secretary shall give notice of each special meeting of the Board of Directors, at least two (2) days prior to the meeting by personal delivery, facsimile, or E-mail (provided the recipient of such E-mail notice acknowledges the receipt of such notice by responding thereto); but such notice may be waived by any member. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any special meetings.

Section 3. Annual Meeting. The annual meeting of the Board of Directors shall be held within the first three months of the fiscal year, i.e., in July, August or September.

Section 4. Emergency or Urgent Circumstances. In the event of a time sensitive or urgent situation and action is needed by the Board of Directors immediately, the President may call for a vote to be taken by e-mail or other similar means if the two day notice of Section 2 above for a special meeting is not practical. The results of any such vote shall be noted in the minutes of the next meeting of the Board of Directors.

## **ARTICLE VI**

### **AMENDMENTS**

- Section 1. The Bylaws or Articles of Incorporation of the Corporation may be amended by an affirmative vote of at least two-thirds (2/3) of the directors then present at (i) the Annual Meeting of the Board of Directors, (ii) at any special meeting called for the purpose of considering such amendment, or (iii) at any regular meeting of the Board of Directors provided the Secretary has given two weeks advanced written notice of such potential amendment to the members of the Board of Directors.
- Section 2. These Amended and Restated By-Laws shall become effective immediately upon the majority vote of the membership following recommendation by the Board of Directors as per Section 1 of Article V the previous version of these Bylaws.

## **ARTICLE VII**

### **OFFICERS**

- Section 1. The Board of Directors shall elect the officers of the Corporation. All officers must be directors. The following are the functions and duties of the Officers of this Corporation.
- A. President - The President will preside at all meetings of the Board of Directors, 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 be responsible for the minutes of all meetings, shall be responsible for all official records and 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 prepare an annual financial report for the annual meeting \ 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 Annual Meeting.

## **ARTICLE VIII**

### **RESPONSIBILITIES - BOARD OF DIRECTORS**

- Section 1. Primary Responsibilities - The primary responsibilities of the Board of Directors are the oversight of the CEO, policy guidance and assistance to the Corporation on community matters and issues.
- Section 2. Chief Executive Officer - Subject to the approval by three-fourths majority of the Board of Directors, the Board shall hire a CEO at a salary to be determined by the Board. The CEO shall be responsible for all day-to-day operations of the Corporation, including but not limited to signing of all contracts and financial instruments, hiring of consultants, assistants, firefighters and EMS personnel, mechanics, security personnel and other support staff as required to complete the business of the Corporation with salaries to be approved by the Board and enforcement of personnel policies.
- 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, Islands, Montgomery, Skidaway & 7<sup>th</sup> 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. The Board shall cause an audited financial report and audited 401-k report to be prepared at the end of each fiscal year and have such other audited reports made as deemed necessary. The cost of such audits shall be paid from the funds of the Corporation
- Section 5. The Board will designate a bank or banks for deposit of all funds and shall designate those authorized to sign checks.
- Section 6. The Board will bond such personnel as deemed necessary.
- Section 7. 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 9. 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.

Section 11. The Board of Directors shall have the authority to create, establish, fund and control the appointment and removal of all board members of any entity it creates as either a for profit entity for any related purpose of the Corporation or 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. Any for profit entity created shall not affect the non-profit tax-exempt status of the Corporation.

## **ARTICLE IX**

### **DONATIONS**

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

## **ARTICLE X**

### **MISCELLANEOUS**

Section 1. Quorum – A quorum shall be 50% 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.

Section 2. Fiscal Year - The fiscal year of Corporation shall be from July 1st of each year to June 30th of the following year. The Annual Meeting of the Board of Directors of the Corporation shall be within the first three months of each fiscal year.

Section 3. Rules of Order - Unless specified otherwise herein, Robert's Rules of Order shall govern in all meetings.

Section 4. The Board of Directors, in its discretion, may combine the office of the Secretary and Treasurer.

Section 5. In the event of the absence or disability of any of the officers, the Board of Directors shall appoint another director to act temporarily.

Section 6. The Board of Directors may adopt a conflict of interest policy and said policy may require annual statements from the directors and officers of compliance with said policy.

**ARTICLE XI**

**DISSOLUTION**

Section 1. At any meeting specially called to consider dissolution, and upon the vote of three fourths (3/4) of the directors in office at the time who are present in person and who vote to dissolve, the Board of Directors shall order that the Corporation be dissolved upon completion of the steps required by law to effect that purpose.

**These Amended and Restated Bylaws of Southside Communities Fire Protection, Inc. were duly recommended by the Board of Directors of the Corporation on the \_\_ day of \_\_\_\_\_, 2022 and approved by a majority vote of the members present or voting by proxy at a special meeting of the membership on June \_\_, 2022.**

Attest: \_\_\_\_\_  
Charles Teel, Secretary