BYLAWS
of the
ESTER VOLUNTEER FIRE DEPARTMENT

ARTICLE I

NAME AND OFFICES

Section 1. ORGANIZATION NAME. The name of the corporation is the Ester Volunteer Fire Department, hereinafter called EVFD, Inc. EVFD (no Inc.) will refer to the Ester Volunteer Fire Department entity.

Section 2. PRINCIPAL OFFICE. The principal office of EVFD, Inc shall be in Ester, a census-designated place within the Fairbanks North Star Borough, Alaska.

ARTICLE II

NONPROFIT PURPOSES

Section 1. IRS SECTION 501(C)(3) PURPOSE.

This organization is organized and operated exclusively for educational, literary and charitable purposes as specified in Section 501(c)(3) of the Internal Revenue Code.

Section 2. MISSION STATEMENT

The Board of Directors of the Ester Volunteer Fire Department is dedicated to ensuring the highest standards of safety, service, and support for the community of Ester. We are dedicated to providing oversight and strategic guidance to the Fire Chief, ensuring sound fiscal management and a clear, forward-looking direction for our department. Additionally, we actively support the recruitment, training, and retention of volunteer firefighters and emergency responders, while fostering strong community relationships through education, outreach, and engagement.

Section 3. SPECIFIC PURPOSES.

A. To preserve and protect lives and property from loss or damage by fire or other emergencies within the normal responsibilities of an organized fire department, and to acquire and own fire apparatus for use by the Corporation for these purposes.
B. To own and acquire land and to construct, erect, and maintain buildings and units for the corporate purposes and for the use and efforts of the members of the Corporation in connection with the support of fire suppression and emergency response in the Ester Fire Service District and for the providing of places of meeting for the members of the Community.
C. To promote fire safety including educational programs not only for the members of the Corporation but also for all of the residents of the community.

D. To carry on any activity and to deal with and expend any such property or income therefrom for any of the foregoing purposes with limitations, if any, as may be contained in the instrument under which such property is received, the Articles of Incorporation, the Bylaws of the Incorporation, or any other limitations as are prescribed by law.

ARTICLE III

GENERAL MEMBERSHIP

Section 1. GENERAL MEMBERSHIP. The General Membership will consist of the following classes of members:

A. Regular members - Property owners, renters and business owners in the Ester Fire Service District. Paid employees of EVFD are not eligible for "Regular" membership.
B. Honorary members - Honorary membership may be bestowed by a vote of the Board of Directors. An honorary member has all the rights and privileges of a regular member.

Section 2: VOTING MEMBERSHIP. The Voting Membership will consist of those eligible for General Membership.

Section 3. MEMBER RIGHTS AND PROVISIONS. EVFD, Inc will be controlled by its members. No member shall hold more than one membership in the corporation. All members shall have the same rights, privileges, restrictions and conditions.

Section 4. NONLIABILITY OF MEMBERS. No member, by virtue of just being a member of EVFD, Inc., shall be liable for the debts, liabilities or obligations of the corporation.

ARTICLE IV

MEETINGS OF MEMBERS

Section 1. PLACE OF MEETINGS. Meetings of members shall be held at the principal office of the corporation or at such other place or places as may be designated by the Board of Directors.

Section 2. ANNUAL GENERAL MEMBERSHIP MEETING. The General Membership will meet once per year at the Annual General Membership meeting on a Sunday in October, or as publicly announced at least 30 days prior to the meeting date.

Section 3. SPECIAL MEETINGS. Special meetings of members may be called for any purpose or purposes by (a) the Board of Directors or (b) by written request of no less than ten (10) members of EVFD, Inc.

A. All requests for a special meeting of members must state the reason for which the special meeting is being sought. Requests to have a special meeting of members will be considered served on the Board of Directors if they are given to any member of the Board of Directors by either personal delivery, email or certified mail.

B. Upon receipt of a valid request for a special meeting by not less than ten (10) members, the Board of Directors will schedule a special meeting not more than thirty (30) days from the receipt of the request. The Board of Directors shall give notice of the special meetings as per Section 4.

Section 4. NOTICES OF MEETINGS. Notices of member meetings shall be in writing. All notices of a membership meeting must contain a statement about the purpose for which the meeting is to be called and any special business which is to be conducted therein. The notice must also state the date, time and place of the meeting. Notice shall be posted in at least three (3) locations frequented by the public. Notice shall be given to the membership not less than ten (10) days before the scheduled meeting is to take place.

Section 5. QUORUM FOR MEETING. If 15 voting members are present, a quorum shall exist for conducting the meeting.

A. If a quorum does not exist, a valid meeting cannot be held, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

B. If a quorum is present when the meeting is called, the members may continue to hold the meeting and transact business until adjournment, even if some members leave so that a quorum is no longer present, provided a majority of members who constituted the initial quorum still remain.

Section 6. MAJORITY RULES. At a duly called meeting with a quorum present, a majority vote of members shall determine the passage of any corporate resolution or other business matter, except as noted in Article XII, Section 1, Agreement to Change Bylaws.

Section 7. VOTING RIGHTS. Each voting member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote or show of hands. Election of Directors, however, shall be by written ballot.

Section 8. PROXIES. No proxies are allowed.

Section 9. CONDUCT OF MEETING. The president, if present and if not then the vice president, shall call a meeting of members together and preside over the meeting as the chair. If neither the president nor the vice president is present, the members shall appoint a person to serve as the chair. The secretary of the corporation, if present, and if not, a person chosen by the members, shall serve as the secretary of the meeting of members.

ARTICLE V

BOARD OF DIRECTORS

Section 1: **POWERS OF THE BOARD OF DIRECTORS.** The Board of Directors is responsible for the management of EVFD, Inc.'s business, legal affairs and 501(c)(3) purpose. Toward this end, the board will exercise all of the corporate powers to do such lawful acts which are not prohibited by either state law or the Articles of Incorporation. Additionally, the Board of Directors will provide financial oversight of EVFD and supervision of the Fire Chief.

Section 2: OVERSIGHT OF THE FIRE CHIEF: The Board of Directors will appoint or hire the Fire Chief, supervise the Fire Chief and discipline (to include terminate) the Fire Chief.

Section 3: FINANCIAL OVERSIGHT OF EVFD: The Board of Directors will monthly review credit card and bank transactions, to include reconciliations of financial statements.

Section 4: NUMBER OF DIRECTORS: The Board of Directors will consist of seven members elected by the General Membership at the Annual General Membership Meeting.

Section 5: QUALIFICATIONS OF DIRECTORS. All Directors shall be at least eighteen years of age.

Section 6. GEOGRAPHIC RELATIONSHIP OF DIRECTORS. All Directors shall be required to be residents of the Ester area, as defined by the Ester Fire Service Area. Moving out of the Ester Fire Service Area shall be tantamount to resigning the board.

Section 7: **DIRECTOR TERMS.** Directors will serve two-year terms. Terms shall be staggered with either three or four members to be elected each year. Directorship will begin at the close of the meeting at which the board member is elected.

Section 8: **OFFICERS.** The Board of Directors will annually elect a president, vice president, secretary, and a treasurer. No Officer will hold more than one office at a time, unless there are exigent circumstances (a sudden vacancy), and then only until that vacancy is filled, per Section 16. No Officer will be eligible to serve more than two full consecutive terms in the same office **(Amended 10-9-22).** The Board of Directors shall meet immediately after and at the same place as the Annual General Membership Meeting to elect Officer positions.

Section 9. STANDARD OF CARE. Directors shall perform their duties in good faith. Directors shall execute their duties through the use of the standard as to what in the Director's opinion is in the best interests of the corporation and the Ester community. In making all decisions a Director shall utilize such reasonable care and inquiry, as a reasonable prudent person in a like situation would employ.

Section 10. DIRECTOR COMPENSATION. Directors shall serve without compensation. They shall be allowed reimbursement of expenses incurred in the performance of their duties as permitted by EVFD, Inc.'s Financial Management policy. Any payments to Directors should be approved in advance in accordance with the corporation's conflict of interest policy as set forth in the Conflict of Interest Policy.

Section 11. DIRECTORS MEETINGS. Regular meetings of the Board of Directors will be held on the Second Monday of each month, or as otherwise agreed upon by the majority of the Board of Directors. Public notice of the time and place will be posted on the EVFD website. Regular meetings of the Board of Directors shall be held at the EVFD Station or such other places as may be designated. **(Amended 10-22-23)**

Section 12. QUORUM. A majority of the current Board of Directors constitutes a quorum.

Section 13. CONDUCT OF MEETING. The president, if present and if not then the vice president, shall preside over the meeting as the chair. If neither the president nor the vice president is present, the Directors shall appoint a person to serve as the chair. The secretary of the

corporation, if present and if not a person designated by the president, shall serve as the secretary of the meeting of Directors.

Section 14. SPECIAL BOARD MEETINGS. Upon written request of three Directors of the board, or at the discretion of the board president, a Special Board Meeting may be called. Notice of special meetings shall be given to each Director at least 24 hours prior to the meeting. Such notice shall be given either personally to each Director or by phone, by e-mail or other good faith effort.

Section 15: **REMOVAL OF DIRECTORS.**

A. A Director shall be removed for cause by a majority vote of the remaining Board of Directors.
B. A Director may be removed from the Board of Directors if he or she misses three consecutive regular board meetings, with or without excuse.

Section 16. RESIGNATION. A Director may resign at any time effective upon giving written notice to the Board of Directors.

Section 17: **VACANCIES.** A vacancy on the Board shall be deemed to exist (1) upon the death, resignation or removal of any Director, or (2) upon a failure of the members to fill all board vacancies at any Annual General Membership Meeting or Special Meeting to elect Directors. Vacancies of the board may be temporarily filled by a vote of the majority of the remaining Directors. The Director filling that vacancy will remain a Director until the end of the term to which they were appointed, subject to Article V, Section 15: Removal of Directors.

Section 18: **FIRE CHIEF ON BOARD.** The Fire Chief will be a nonvoting participant of the Board of Directors.

Section 19: FIREFIGHTER INTERFACE WITH BOARD. The firefighters will have the option of appointing a liaison to the Board of Directors. This liaison will have no voting power, nor is the liaison considered a Director, and can be excluded from meetings at the request of the Fire Chief or a majority of the Board of Directors.

Section 20. NONLIABILITY OF DIRECTORS. The Directors shall not be personally liable for the debts, liabilities or other obligations of the corporation.

Section 21. INDEMNIFICATION BY CORPORATION OF DIRECTORS. The Directors and Officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of the state.

ARTICLE VI

OFFICERS

Section 1. DESIGNATION OF OFFICERS. The officers of the corporation shall be a president, a vice president, a secretary, and a treasurer.

Section 2. QUALIFICATIONS. Any elected Director may serve as officer of this corporation.

Section 3. ELECTION AND TERM OF OFFICE. Officers are Directors of the Board of Directors and are appointed by the board following election at the annual meeting of members. The term of office for the officers of the Corporation shall be a one-year term.

Section 4. REMOVAL AND RESIGNATION. Any officer may be removed, with cause, by a majority vote of the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the president or secretary of the corporation.

Section 5. VACANCIES. Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of president, such vacancy may be filled temporarily by appointment by the president until such time as the board shall fill the vacancy.

Section 6. DUTIES OF PRESIDENT. The president shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the Directors. The President shall perform all duties incident to the office and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be prescribed from time to time by the Board of Directors. The president shall preside at all meetings of the Board of Directors and at all meetings of the members. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, the President shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

Section 7. DUTIES OF VICE PRESIDENT. In the absence of the president, or in the event of the President's inability or refusal to act, the vice president shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The vice president shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaws, or as may be prescribed by the Board of Directors.

Section 8. DUTIES OF SECRETARY. The secretary shall:

A. Keep at the principal office the original, or a copy, of these bylaws as amended or otherwise altered to date.

B. Ensure that the EVFD website is kept up to date with the current bylaws, Articles of Incorporation, announcements of meetings, and minutes of meetings of the corporation.

C. Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors and of members, recording therein the time and place of holding,

whether regular or special, how called, the names of those present or represented at the meeting, and the proceedings thereof. Such minutes shall be recorded within two weeks of their approval by the board.

D. In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 9. DUTIES OF TREASURER. The treasurer shall:

A. Be the Officer in charge of financial oversight of EVFD, Inc. and EVFD.

B. Verify reports, credit card statements and other financial documents prepared by the Administration of EVFD as to their accuracy and authenticity.

C. In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation, or by these bylaws, or which may be assigned to them from time to time by the Board of Directors.

ARTICLE VII

COMMITTEES AND CONSULTANTS

Section 1. UTILIZATION OF COMMITTEES. The Board of Directors has the authority to create, as it deems necessary, committees to exercise the powers of the Board of Directors in specified areas of the corporation's business and legal affairs.

Section 2. COMMITTEE MINUTES. All committees created by the Board shall keep regular and detailed records of their activities and make regular reports to the full Board of Directors. All committee heads will submit their meeting minutes to the Secretary for placement in Committee Meetings Binders at the monthly board meeting following the committee meeting.

Section 3. CONSULTANTS. The Board of Directors has the authority to appoint one or more persons to serve as consultants to the board or board committees. Such consultants perform such special assignments as delegated to them by the President and furnish such consultations on such matters as required by the board.

ARTICLE VIII

EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

Section 1. EXECUTION OF INSTRUMENTS. The Board of Directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation

by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. CHECKS AND NOTES. Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by two officers of the corporation.

Section 3. DEPOSITS. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE IX

INSPECTION OF RECORDS

Section 1. MEMBERS' INSPECTION RIGHTS. Each and every member shall have the right to inspect, at any reasonable time, the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the secretary of the corporation by the member, for a purpose reasonably related to such person's interests as a member.

Members shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

Section 2. LIMITED RIGHT TO COPY AND MAKE EXTRACTS. Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection of the books, records, properties, or minutes of proceedings of the Board of Directors, shall include the right to copy and make extracts.

ARTICLE X

IRC 501(c)(3) TAX EXEMPTION PROVISIONS

Section 1. LIMITATIONS ON ACTIVITIES. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

Section 2. PROHIBITION AGAINST PRIVATE INUREMENT. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, Directors, officers, or other private persons, except that the corporation shall be authorized and empowered

to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 3. DISTRIBUTION OF ASSETS. In the event of dissolution of the corporation, no part of the corporation's earnings or assets shall inure to the benefit of any of its members. After payment of any debts, the residual assets of the corporation shall be distributed to one or more Section 501(c)(3) exempt organizations whose mission is complementary to that of EVFD, Inc, or to the federal, state, or local government for exclusive public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Also upon dissolution, any remaining net proceeds from gaming activity under AS 05.15 will be distributed to one or more existing permittees, other than a multiple-beneficiary permittee, in accordance with 15 AAC 160.020(a)(5).

ARTICLE XI

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of The Modern Rules of Order will govern the organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the organization may adopt.

ARTICLE XII

AMENDMENT OF BYLAWS

Section 1. AGREEMENT TO CHANGE BYLAWS. These bylaws may be adopted, repealed, or amended subject to a two thirds majority vote of members at an annual meeting, or a special meeting with such stated purpose, with a valid quorum.

Section 2. NOTIFICATION TO MEMBERS. Notice of proposed bylaws changes must be posted in at least three (3) locations frequented by the public at least 30 days prior to consideration and voting. The actual changes can be posted to the EVFD website if they are too long to post at the public locations.

AMENDMENTS

1. Oct. 9, 2022: Article V, Section 8. Officers. Amended to read: "No officer will be eligible to serve more than four full consecutive terms in the same office."

2. Oct. 22, 2023: Article V, Section 11. Directors Meetings. Amended to read: "Regular meetings of the Board of Directors will be held on the Second Monday of every other month, starting in January (January, March, May, July, September and November) or as otherwise agreed upon by the majority of the Board of Directors. Public notice of the time and place will be posted on the EVFD website. Regular meetings of the Board of Directors shall be held at the EVFD Station or such other places as may be designated."