

**BYLAWS**  
**OF**  
**OAK RIDGE FIRE AND RESCUE COMPANY**  
**June 14, 2010**

**BYLAWS OF**  
**OAK RIDGE FIRE AND RESCUE COMPANY**

**ARTICLE I - NAME AND OFFICES**

1. Name. The name of this non-profit corporation is Oak Ridge Fire and Rescue Company, hereinafter called "Corporation."
2. Principal Office. The principal office of the Corporation shall be located at 8325 Linville Road, Oak Ridge, Guilford County, North Carolina 27310 or at such place as the Board of Directors may fix from time to time.
3. Registered Office. The registered office of the Corporation required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office.
4. Other Offices. The Corporation may have offices at such other places in the State of North Carolina, as the Board of Directors may designate or as the affairs of the Corporation may require from time to time.

**ARTICLE II – PURPOSE, NON-PROFIT STATUS AND DISSOLUTION**

1. Purpose. This Corporation is formed to protect from injury or destruction by fire the property of all persons living in the fire district approved by the Board of Directors and the Guilford County Commissioners, as set forth in Attachment A to these Bylaws (the "District"). The District may be changed from time to time by resolution of the Guilford County Commissioners.
2. Non-Profit Status. The Corporation, which is organized under the Non Profit Corporation Act of North Carolina shall operate exclusively for charitable and educational purposes and in a manner consistent with Chapter 55A of the General Statutes of North Carolina and Section 501(c)(3) and 170(c)(2) or their successor provision(s) of the Internal Revenue Code. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
3. Distribution Upon Dissolution. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the

Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as such Court shall determine, which are organized and operated exclusively for the purposes set forth above.

### **ARTICLE III - MEMBERSHIP AND MEETINGS OF THE MEMBERS**

1. Membership. Membership in this Corporation shall consist of two types:

a) Voting Membership. All adults eighteen years or older living in and registered to vote in the District at least thirty days prior to the Annual Meeting. A valid voter registration card, or the appearance of the voter's name on the voter registration list and a valid form of identification showing the voter's residence, shall serve as evidence of voting membership.

b) Non-voting Membership. All persons providing paid and/or voluntary and gratuitous service to the Corporation shall be non-voting members; provided, however, that if a person providing service is registered to vote in the District, that person shall be deemed a Voting Member.

2. Annual Meeting of the Membership. An annual meeting of all members of the Corporation (the "Annual Meeting") shall be held on the second Monday in June of each year, or as soon as possible thereafter, at an hour and place to be designated by the President. All members of the Corporation shall be permitted to attend the Annual Meeting. Decision ballots shall not be cast in proxy at the Annual Meeting.

3. Elections. The Officers of the Corporation shall hold elections at the Annual Meeting to elect new directors (on a staggered basis) and new officers for the Corporation. Election ballots shall not be cast in proxy at the Annual Meeting.

4. Special Meeting of the Membership. A meeting of the members of the Corporation may be called at any time by either (i) a resolution of the Board of Directors, or (ii) a resolution signed by at least one percent (1%) of the members eligible to vote. Notice of the meeting shall be provided no less than thirty (30) days and no more than sixty (60) days prior to the meeting by publication in a local newspaper and shall include a description of all issues to be considered at the meeting. All decisions at the meeting shall be made by a simple majority of all members present who are eligible to vote according to these bylaws.

### **ARTICLE IV - BOARD OF DIRECTORS**

1. General Rights and Powers. The Board of Directors (hereinafter also referred to as the “Board”) shall have general power to control and manage the affairs and property of the Corporation in accordance with these Bylaws and the purposes of the Corporation. The Board is responsible for overall policy and direction of the Corporation and delegates responsibility for day-to-day operations to the Chief. Specific powers of the Board include but are not limited to:

- a) defining the mission, goals, and objectives of the Corporation, and assigning priorities among the goals and objectives when needed;
- b) selecting the Corporation’s Chief and periodically reviewing his or her performance;
- c) approving personnel policies;
- d) reviewing and approving the Corporation’s budget;
- e) ensuring that the purposes of the corporation as set forth in Article II, Section I are fulfilled;
- f) approving and entering into such leases, purchases, contracts and agreements as they deem necessary for the successful functioning of the Corporation;
- g) raising the financial resources required to meet the Corporation’s goals and objectives, and
- h) establishing general fundraising policies; and conducting an annual review and evaluation of the Corporation’s performance of the goals and objectives of highest priority.

2. Number and Qualifications. The Board of Directors shall consist of five (5) members. No more than two (2) directors may serve in a dual capacity as an officer in the fire company and a member of the Board of Directors. The Chief shall not be deemed a member of the Board of Directors, although he or she shall attend Board meetings.

3. Initial Directors: First Full Board of Directors. The number of initial directors shall be five (5), and those individuals elected by the incorporator shall serve as such initial directors. The initial directors shall complete the organization of the corporation. Prior to the corporation’s receipt of funds, the initial directors shall appoint the members of the first full Board of Directors of the corporation, with staggered terms of two (2) years each, with two (2) directors being elected the first year and three (3) directors the next year, running in that sequence thereafter.

4. Nominating Committee. The President of the Corporation shall establish each year, at least sixty (60) days prior to the Annual Meeting, a Nominating Committee which shall search for and nominate potential candidates for the Board of Directors for election at the Annual Meeting.

5. Election and Term of Office. To become a director, a person shall either (1) be nominated by the Nominating Committee or (2) file his or her intention to run for the Board of Directors with the Secretary of the Corporation or the Secretary's delegate. All persons nominated or filing for election to a position on the Board of Directors must be voting members of the Corporation, as defined in Article III, Section 1(a), must have been registered to vote in the District at least thirty days prior to the election at the Annual Meeting, and may not be employees

of the Corporation. Persons must file their intention to run for the Board of Directors at least thirty (30) days, but no more than sixty (60) days, prior to the election at the Annual Meeting. A director shall be elected by simple majority vote of all voting members present at the Annual Meeting. Once elected, a director shall serve a term of two (2) years or until his or her successor is elected or appointed. Except as provided otherwise in these Bylaws, the term shall begin at the meeting following the election of the director. Each director shall hold office until his or her term expires; or until his or her death, resignation, removal, disqualification, or his or her successor has been elected or appointed. Any director may resign at any time by giving written notice to the Board.

Vacancies occurring in the Board of Directors may be filled by the remaining members of the Board of Directors, even though less than a quorum. A director elected to fill a vacancy shall be elected to serve until the next Annual Meeting.

6. Removal of Director. In the event a director is convicted of a felony or a misdemeanor involving financial culpability, or takes or fails to take an action that, as a result, causes the remaining Board of Directors to determine that said Director should not continue as a director of the Corporation, the remaining Board of Directors may suspend said Director from his/her duties temporarily until such time as a special meeting of the Members is called pursuant to the provisions of Article III, Section 4 of these bylaws. At such meeting, the Members shall vote on the removal or reinstatement of said Director and the remaining Board of Directors shall follow the decision of the Members and either permanently remove or reinstatement said Director.

7. Quorum and Voting. Three directors present at a meeting of the Board of Directors shall constitute a quorum. Except as otherwise provided in these Bylaws, the vote of the majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. If at any meeting of the Board there shall be less than a quorum present, the directors present may adjourn the meeting until a quorum is obtained. Approval of a transaction in which one or more directors have an adverse interest shall require a majority, not less than two, of the disinterested directors present, even though less than a quorum. Ballots may not be cast by proxy at any meeting of the Board of Directors.

8. Meetings of the Board of Directors. Regular meetings of the Board of Directors shall be held on the second Tuesday of each month, or as early as possible thereafter, at an hour and place to be designated by the Chairman of the Board. Directors shall not receive notice of any regular meeting unless the regular meeting is rescheduled or scheduled for a time other than that set out above. Special meetings of the Board may be called by or at the request of the Chairman of the Board, or any three directors. Notice must be given at least one week in advance by any usual means of communication to each member of the Board, and any action taken at a special meeting shall be voidable upon a failure to obtain acknowledgment of receipt of notice from any member of the Board. Such notice need not specify the purpose for which the meeting is called. Meetings may be held at any time without notice if all the directors are present, or if at any time before or after the meeting those not present waive notice of the meeting in writing. Action on specific items can be taken by the Board by a mail ballot, or by similar usual means of

communication, signed by a majority of the full Board, except as otherwise provided in these Bylaws. The order of business at the Board meetings should be as follows:

- (a) Invocation
- (b) Roll Call
- (c) Reading and approval (or correction) of the minutes of the last meeting
- (d) Report of Directors
- (e) Chief's report
- (f) Report of Committees
- (g) Old Business
- (h) New Business
- (i) Elections
- (j) Adjournment

9. Participation Other Than in Person. Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar device that allows all persons participating in the meeting to hear each other, and a director who participates by such means shall be deemed present in person at such meeting.

10. Waiver of Notice. Any director may waive notice of any meeting. The attendance by a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the expressed purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Failure of a director who did not attend a meeting held without proper call or notice to file with the Secretary or Assistant Secretary of the Corporation his or her written objection to the holding of the meeting or to any specific action taken promptly after having knowledge of the action taken and of the insufficiency of notice shall constitute ratification of the action taken at the meeting.

11. Informal Action by Directors. Any action that is required or permitted to be taken at a meeting of directors may be taken without a meeting if the action is taken by all members of the Board of Directors. The action must be evidenced by one or more written consents signed by each director before or after such action, describing the action taken, which consent or consents shall be included in the corporate minutes or filed with the corporate records. Action taken as provided in this Section is effective when the last director signs the consent, unless the consent specifies a different effective date. A consent signed pursuant to this Section has the effect of a meeting vote and may be described as such in any document.

12. Committees. The Board of Directors may create committees which shall have and may exercise such powers as conferred or authorized by the resolutions creating them. The Chairman of the Board may appoint the chairpersons of all committees of the Board. The designation of any committee and the delegation thereto of authority shall not relieve the Board of Directors, or any member of the Board, of any responsibility or liability imposed upon it or him or her by law. A majority of any such committee, if the committee is composed of more than two members, may determine its action and fix the time and place of its meetings, unless the Board of Directors shall provide otherwise.

13. Limitations of Delegation. In accordance with Section 55A-8-25(e) of the North Carolina Nonprofit Corporation Act, the Board of Directors may not delegate to any committee the following powers:

- a) To authorize distributions;
- b) To approve dissolution, merger, or the sale, pledge or transfer of all or substantially all of the corporation's assets;
- c) To elect, appoint or remove directors, or fill vacancies on the Board of Directors or on any committees of the Board of Directors; and
- d) To adopt, amend or repeal the articles of incorporation or bylaws of the Corporation.

14. Compensation of Directors and Committee Members. Directors and/or committee members shall not be compensated for their service except for reimbursement of reasonable expenses expended on behalf of or in service to the Corporation and which have been approved in advance by the President.

## **ARTICLE V - OFFICERS**

1. Officers. The officers of the Corporation shall consist of a President, a Vice-President, and a Secretary-Treasurer and such subordinate officers as the Board of Directors may appoint or authorize the President to appoint. No two offices may be held by the same person.

2. Election and Term of Office. The Voting Members, initially and at each subsequent annual meeting thereafter, shall elect the President, Vice-President, Secretary-Treasurer, and such other officers as the Board may have authorized. Each officer shall hold office until the next annual meeting or until his or her death, resignation, retirement, removal or disqualification, if such occurs before the next annual meeting or until his or her successor has been elected and qualified. An officer may be elected to a position more than once.

3. Resignation. An officer may resign at any time by communicating such officer's resignation to the Corporation. A resignation is effective when it is communicated, unless it specifies in writing a later effective date. If a resignation is made effective at a later date and the Corporation accepts the future effective date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date.

4. Vacancies. The term of office of any officer shall terminate upon the election and qualification of a successor or upon the effective date of his or her resignation submitted in writing to the Secretary of the Board of Directors, or upon his or her death. Any vacancy among the officers shall be filled by the Board of Directors by election at any regular meeting.

5. Removal of Officer. In the event an officer is convicted of a felony or a misdemeanor involving financial culpability, or takes or fails to take an action that, as a result, causes the Board of Directors to determine that said officer should not continue as an officer of the Corporation, the Board of Directors may suspend said officer from his/her duties temporarily until such time as a special meeting of the Members is called pursuant to the provisions of Article III, Section 4 of these bylaws. At such meeting, the Members shall vote on the removal or reinstatement of said officer and the Board of Directors shall follow the decision of the Members and either permanently remove or reinstatement said officer.

6. President. The President shall chair all meetings of the Members and shall perform such duties and assume such other responsibilities as provided in the Corporation's Bylaws or as may be directed by the Board.

7. Vice-President. The Vice-President shall have such powers and perform such duties as the Board of Directors may prescribe or as the President may delegate, provided that the Vice President shall sit in the stead of the President in his or her absence.

8. Secretary-Treasurer. The Secretary-Treasurer shall do or oversee the following: the keeping of minutes of all meetings of the Board of Directors, including all votes and resolutions adopted; the recording of all Corporate documents and records; the issuing of notices for the Annual meeting and for other meetings of the Board; and the filing of all reports required by governmental authorities. In addition, the Secretary-Treasurer shall oversee the custody of all funds, securities and assets of the Corporation. He or she shall make to the Board of Directors at each meeting an accurate account of the Corporation's receipts and disbursements; prepare or cause to be prepared a true statement of the Corporation's assets and liabilities within a reasonable time after the close of each fiscal year; and make financial information available to Board members. The Secretary-Treasurer shall also have other responsibilities as the Board may prescribe. The Secretary-Treasurer shall be bonded to an amount specified by the directors.

9. Financial Controls. The Secretary-Treasurer must have the approval of the Directors before spending any amount over Five Hundred Dollars (\$500.00). The approval may be obtained by e-mail, with a printed copy of the correspondence to be kept with the Corporation's financial records. The proposed expenditure shall be deemed to have received the prior approval of the Board of Directors if and to the extent that it is included in the operating budget for the then current fiscal year. All checks must be signed by the Secretary-Treasurer and one (1) member of the Board of Directors or by any two (2) members of the Board of directors of the Corporation.

10. Other Officers. The duties and terms of office of any other officer or assistant officer appointed pursuant to Section 1 of this Article V shall be specified by the Board of Directors or by the President if so authorized by the Board of Directors.



11. Compensation of Officers. No officer who is a member of the Board of Directors may receive any compensation, except as reimbursement for reasonable expenses expended on behalf of or in service to the Corporation and authorized in advance by the Board of Directors.

## **ARTICLE VI - THE FIRE CHIEF**

1. Selection of the Chief. The Fire Chief ("Chief") of the Corporation shall be appointed by the Board of Directors of the Corporation and shall serve at the Board's discretion. The Chief shall be fully accountable to the Board of Directors.

2. Duties of the Chief. The Chief shall direct and execute all decisions of or programs adopted by the Board of Directors and shall perform such other duties as the Board may prescribe or authorize, including but not limited to the following:

(a) The Chief shall be in full charge at every alarm and all members and employees shall obey his order and direction.

(b) The Chief shall have full charge of all fire apparatus and equipment and shall designate and qualify through training any person who shall act as drivers and equipment operators.

(c) The Chief shall prepare a suitable set of rules and regulations by which the paid and volunteer firemen shall be governed. Such rules and regulations must be approved by the Board of Directors prior to their implementation.

(d) The Chief shall, after conferring with the Board of Directors, carry out or cause to be carried out, a training program that will be suitable to the needs of the firemen.

(e) The Chief shall create a disciplinary procedure for use if any of the rules are not followed by any paid or volunteer fireman or other member or employee of the fire company within the Oak Ridge Fire and Rescue Company (the "Fire Company"). He shall also create a grievance procedure for any fireman or other member of the Fire Company.

(f) The Chief shall appoint other officers to the Fire Company as he deems justifiable and necessary and shall prescribe their duties; provided, however, that such other officer positions shall be subject to approval of the Board of Directors prior to appointment.

3. Chief's Designee. In the absence of the Chief, the next ranking officer or the Chief's designee, shall be in full charge at every alarm and all members and employees shall obey his orders and directions.

4. Chief's Report. The Chief shall make a report to the Board of Directors at each monthly meeting. Such report shall include the following: number of fire calls answered during the preceding month, fire losses, estimated property saving, activities of firemen in the various activities of the Fire Company operation, and such other information as the Board of Directors may require from time to time.

## **ARTICLE VII - INDEMNIFICATION OF DIRECTORS, OFFICERS, AND OTHERS.**

1. Definitions. For purposes of this Article VII, the following definitions shall apply:

- a) "Act" means the North Carolina Nonprofit Corporation Act, effective July 1, 1994, and all amendments and additions thereto.
- b) "Corporation" means Oak Ridge Fire and Rescue Company as a corporation as such term is defined in Section 55A-8-50(b)(1) of the Act.
- c) "Director" means an individual who is or was a director of the Corporation. "Director" includes, unless the context requires otherwise, the estate or personal representative of a Director.
- d) "Expenses" means expenses of every kind incurred in defending a Proceeding, including but not limited to, legal, accounting, expert and investigatory fees and expenses.
- e) "Indemnified Officer" shall mean each officer of the Corporation who is also a Director of the Corporation and each other officer of the Corporation who is elected by the Voting Membership and/or designated by the Board of Directors from time to time as an Indemnified Officer. An Indemnified Officer shall be entitled to indemnification hereunder to the same extent as a Director. "Indemnified Officer" includes, unless the context requires otherwise, the estate or personal representative of an Indemnified Officer.
- f) "Liabilities" means any obligation to pay any or all of the following: a judgment, a settlement, a penalty, a fine (including an excise tax assessed with respect to an employee benefit plan) and reasonable expenses, including, but not limited to, attorney's fees of opposing parties incurred with respect to a Proceeding.
- g) "Proceeding" means any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, whether formal or informal, and any appeal therein (and any inquiry or investigation that could lead to such a proceeding).

2. Statement of Intent. The Corporation shall indemnify the Directors and the Indemnified Officers to the maximum extent permitted by the Act.

3. Indemnification. In addition to, and not in any way in limitation of, all indemnification rights and obligations otherwise provided by law, the Corporation shall indemnify and hold harmless its Directors and Indemnified Officers against all Liabilities and Expenses in any Proceeding (including, without limitation, a Proceeding brought by or on behalf of the Corporation itself) arising out of their status as Directors or officers; provided, however, that the Corporation shall not indemnify a Director or an Indemnified Officer against Liabilities or Expenses that such person may incur on account of activities of such person which at the time taken were known or believed by him or her to be clearly in conflict with the best interests of the Corporation. The Corporation shall also indemnify each Director and Indemnified Officer for his or her reasonable costs, expenses and attorney's fees incurred in connection with the enforcement

of the right to indemnification granted herein, if it is determined in accordance with Section 4 of this Article VII that the Director or Indemnified Officer is entitled to indemnification hereunder.

The Board of Directors shall have the authority to adopt such resolutions pertaining to the implementation of this Section 3 of this Article VII as it may from time to time determine, and such resolutions shall be given full effect, even though they supplement, amplify or go beyond the provisions of this Section 3 of this Article VII, provided and to the extent such resolution does not violate any provision of the Act or the Articles of Incorporation. This Article VII, Section 3 shall be construed in a manner to fully effect the purpose and intent of the resolution of the Board of Directors approving and adopting this provision.

4. Determination. Any indemnification under Section 3 of this Article VII shall be paid by the Corporation in a specific case only after a determination that the Director or Indemnified Officer has met the standard of conduct set forth in Section 3 of this Article VII. Such determination shall be made:

- a) by the Board of Directors by a majority vote of a quorum consisting of the members thereof not at the time parties to the Proceeding;
- b) if a quorum cannot be obtained under Section 4(a), by a majority vote of a committee duly designated by the Board of Directors (in which designation members thereof who are parties to the Proceeding may participate), consisting solely of two or more members of the Board of Directors not at the time parties to the Proceeding;
- c) by special legal counsel (i) selected by the Board of Directors or a committee thereof in a manner prescribed in Section 4(a) or (b); or (ii) if a quorum of the Board of Directors cannot be obtained under Section 4(a) and a committee cannot be designated under Section 4(b), selected by a majority vote of the full Board of Directors (in which selection members thereof who are parties in the Proceeding may participate).

The Board of Directors shall take all such action as may be necessary and appropriate to enable the Corporation to pay the indemnification required by this Article VII.

5. Advances for Expenses. The Expenses incurred by a Director or an Indemnified Officer in defending a Proceeding may be paid by the Corporation in advance of the final disposition of such Proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the Director or Indemnified Officer to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation against such Expenses. Subject to receipt of such undertaking, the Corporation shall make reasonable periodic advances for Expenses pursuant to this Section 5 of Article VII, unless the Board of Directors shall determine, in the manner provided in Section 4 of this Article VII and based on the facts then known, that indemnification under this Article VII is or will be precluded.

6. Reliance and Consideration. Any Director or Indemnified Officer who at any time after the adoption of this Article VII serves or has served in any of the aforesaid capacities for or on behalf of the Corporation shall be deemed to be doing or to have done so in reliance upon, and

as consideration for, the right of indemnification provided herein. Such right, however, shall not be exclusive of any other rights to which such person may be entitled apart from the provisions of this Article VII. No amendment, modification or repeal of this Article VII shall adversely affect the right of any Director or Indemnified Officer to indemnification hereunder with respect to any activities occurring prior to the time of such amendment, modification or repeal.

7. Insurance. The Corporation shall purchase and maintain insurance on behalf of its directors, officers, employees and agents against any liability asserted against or incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article VII or otherwise. Any full or partial payment made by an insurance company under any insurance policy covering any director, officer, employee, agent or other person identified above made to or on behalf of a person entitled to indemnification under this Article VII shall relieve the Corporation of its liability for indemnification provided for in this Article VII or otherwise to the extent of such payment, and no insurer shall have a right of subrogation against the Corporation with respect to such payment.

The Corporation will be required to maintain a general liability insurance policy and a Directors and Officers insurance policy in an amount set by the current Board of Directors.

8. Savings Clause. If this Article VII or any portion hereof shall be invalidated on any ground by any court or agency of competent jurisdiction, then the Corporation shall nevertheless indemnify each person indemnified hereunder to the fullest extent permitted by the portion of this Article VII that is not invalidated and also to the fullest extent permitted or required by applicable law.

## **ARTICLE VIII - FINANCES**

1. Financial Support. The financial support of the Corporation shall be derived from taxes based on property valuation to the extent of \$.10 (ten cents) per \$100.00 (One Hundred Dollars) valuation of all property in the District described in Article II, Section 1, and collected by the Guilford County Tax Supervisor. Financial support shall also come from gifts, donations, bequests, or money or property for the maintenance, operation and conduct of the affairs of the Corporation.

2. Tax Reduction. The Board of Directors may recommend to the Guilford County Commissioners a reduction of the tax amount set forth in Section 1 of this Article VIII when all debts of the Corporation have been paid and less money is needed for the successful operation of the Corporation.

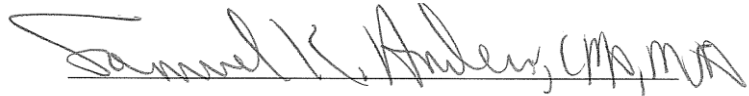
## ARTICLE IX - MISCELLANEOUS PROVISIONS

1. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July each year and shall end on the thirtieth day of June of the next year, unless otherwise determined by the Board of Directors.

2. Amendments to the Bylaws. The Bylaws may be altered, amended or repealed and new Bylaws adopted upon the vote of two-thirds of the members of the Board of Directors present and voting at a duly constituted meeting, provided that notice of such proposed action, including the content thereof, be included in the call for the meeting.

3. Control of Articles of Incorporation. If there is a conflict between these Bylaws and any of the provisions of the Articles of Incorporation, the Articles of Incorporation shall control.

I, Samuel K. Anders, the duly elected, qualified and acting Secretary-Treasurer of the Oak Ridge Fire and Rescue Company, do hereby certify that the foregoing are the Bylaws of the Oak Ridge Fire and Rescue Company, adopted by the Board of Directors by action taken as of the 14th day of June, 2010.

A handwritten signature in black ink that reads "Samuel K. Anders, CMA, CPA". The signature is written in a cursive style and is positioned above a horizontal line.

Samuel K. Anders, Secretary-Treasurer