

BY-LAWS OF FRIENDS OF SHELLMAN BLUFF, INC

Approved by Board of Directors on July 27, 2015

ARTICLE I: NAME

The name of this organization shall be Friends of Shellman Bluff, Inc.

ARTICLE 11: PURPOSE

The Purpose of this organization is charitable and educational; primarily to raise funds to to purchase equipment, supplies and provide training for the McIntosh County Volunteer Fire Stations of Harris Neck and Shellman Bluff and to provide scholarship money to qualified McIntosh County Academy Seniors.

ARTICLE III-MEMBERSHIP

Membership shall consist of any interested person who is current with dues. Dues shall be set by the Board of Directors and are due and payable in January of each year. Dues cannot be pro-rated.

ARTICLE IV--ANNUAL MEETING

Section 1

The date of the regular annual meeting shall be held on the third (3d) Saturday in July of each year.

Section 2

Notice of any meeting shall be given to each member by postal mail, e-mail, social media posting and or by telephone not less than seven (7) days before the meeting.

ARTICLE V - BOARD OF DIRECTORS

Section 1: The Board of Directors shall consist of at least ten (10) members but no more than fifteen (15) members. In addition to the elected members, the Shellman Bluff and the Harris Neck Fire Stations shall have one fireman from each station appointed by the Assistant Fire Chief of the respective station to serve as a voting member of the Board. The appointed fire station representatives shall be included in the minimum and maximum number of Board members. The Fire Station Representatives shall not be eligible to hold an executive office on the Board due to potential conflict of interest. Should there be any married or cohabitating members serving at the same time, only one shall be eligible to be elected as an officer on the Board.. The ability to disburse funds shall be limited to regular voting as a board member.

Section 2: Duties

Directors of the Board of the Friends of Shellman Bluff shall be familiar with the By-Laws and Policies and Procedures of the organization and will ensure that the purpose of the organization is adhered to in a manner that is fiscally responsible. No Director shall have authority to enter any agreement, either written or implied, without authorization of the full board.

Section 3: Meetings

The Board of Directors shall meet at least six (6) times annually. Special meetings of the Board shall be called of the President of two-thirds of the Board. Notices of special meetings shall be given by either the President or Secretary to each Board member by mail, email, and or phone seven (7) days in advance.

Section 4: Elections

Election of Directors to the Board will occur as the first order of business at the Annual meeting. Directors of the Board will be chosen by a majority of the members present at the annual meeting. The election of the officers of the Board of Directors shall be by majority vote at a called meeting of the Board to be held immediately after the Annual meeting.

Section 5: Terms

All Board members shall serve two (2) year terms, and are eligible for re-election. The fire station representatives shall have the same term of office and eligibility for re-appointment.

Section 6: Quorum

A quorum must be attended by a majority of the Board of Directors before business can be transacted or motions made or passed.

Section 7: Notice of Board Meetings

An official Board meeting requires that each Board member have at least seven (7) days advance notice by mail, email and/or telephone.

Section 8: Officers and Duties

The Officers of the Board and their duties shall be as follows:

- > President - Shall preside over all meetings of the organization. In the event of the president's absence, the presiding officer shall be as follows: Vice-President, Secretary, Treasure and then Co-Treasure. Shall appoint committees & chairs for each committee. Shall develop meeting agendas or direct the Secretary to do so. Shall maintain order and ensure the purpose of the organization is adhered to. Shall be an ad-hoc member of all committees. In board meetings shall vote only in the event of a tie.
- > Vice-President - Shall preside over meeting in the event of the President's absence. Shall chair committees on special subjects as designated by the President and /or Board.

- > Secretary - Shall be responsible for keeping the records of membership and Board meetings at the direction of the President, develop meeting agendas, and shall distribute copies of minutes.
- > Treasure and /or Co-Treasure - Shall make deposits, receive monies due the organization and pay invoices that are authorized by the board. They shall make sure and that all checks must have two (2) signatures. Of the required two signatures for each check, one signature must be the President or Treasure or Co-Treasure. Expenditures of more than one hundred dollars (\$100.00) must be approved by the Board. All monies received must be counted by two people and signed off by the Treasure and/or the Co-Treasure.

Section 9: Vacancies

When a vacancy of the Board exist, nominations for new members may be received from present Board members by the Secretary two (2) weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

Section 10: Termination and absence

Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board if he/ she has three unexcused absence from the Board meetings in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

ARTICLE VI - COMMITTEES

Section 1: The Board may recommend committees as needed, such as fundraising, education, etc. The Board President appoints all committee chairs.

Section 2: Executive Committee

The five officers serve as the Executive Committee. Except for the power to amend the Articles of Incorporation and By-Laws and to distribute funds, the Executive Committee shall have all of the power of the Board of Directors in the intervals between meeting of the Board of Directors, subject to the direction and control of the Board of Directors.

Section 3: Finance Committee

The Treasure and Co-Treasure are chair/Co-chair of the Finance Committee, which includes three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures and annual budge. The Board must approve the budget and all expenditures must be within the budget Any major change in the budget must be approved by the Board. The fiscal year shall begin on July 01 and end on June 30th. The fiscal records of the organization are public information and shall be made available to the membership, Board members and the public at the Annual Meeting. A fundraising report must be made available to the Board within thirty (30) days after the fund raiser.

ARTICLE VII - AMENDMENTS

Section 1: The By-Laws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out seven (7) days prior to a regular or called Board meeting. The proposed amendment/revision must be read at two (2) consecutive meetings before a vote can be called for.

ARTICLE VIII

Roberts Rules of Order shall be the final authority for governing meetings of both the general membership and the Board of Directors.