

BYLAWS

Wintergreen Property Owners Volunteer Rescue Squad Incorporated

DBA: Wintergreen Rescue Squad

(Herein called the "Corporation")

Definitions:

Corporation – The Corporation is organized as a non-stock, non-profit corporation exclusively for educational, literary, scientific and charitable purposes without pecuniary gain or profit to any private individual.

Member – Anyone who qualifies in any of the five (5) classes of membership in the Corporation including Regular, Junior, Life, Associate and Honorary.

Board – Elected and appointed individuals who manage the affairs of the Corporation.

Director – Elected or appointed member of the Board.

Communication – All references in this document to "in writing", "by mail", "sent" or any other indication of communication to/from Members and /or Directors shall include the use of electronic mail (email) or text.

I. CORPORATION

I.1 Purpose. The Corporation is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code. Subject to the above provisions and in furtherance of its express purposes, the Corporation has the following specific objectives and no others: To aid in protecting the safety, health and lives of distressed persons by providing emergency medical care and assistance in the Wintergreen, Virginia community and the surrounding area. These initiatives include: rescue, first aid, care and transportation to medical facilities in the case of an accident, casualty, illness or disaster. The Corporation will train and instruct its members and the general public in emergency medical assistance and care techniques; and promote the health and safety of the Wintergreen community and surrounding area. To do any and all acts and things and to engage in any and all lawful activities which may be necessary, useful or desirable for the furtherance, fostering or attainment of any and all of the purposes for which the Corporation was organized.

I.2 Principal Office. The principal office of the Corporation shall be at Wintergreen, Virginia, or at such other address in Virginia as the Board of Directors may determine.

I.3 Registered Office. The registered office of the Corporation shall be at Wintergreen, Virginia, or at

such other address in Virginia as the Board may determine.

II. MEMBERSHIP

II.1 Class of Membership. The Corporation shall have five (5) classes of memberships consisting of: Regular Members, Junior Members, Life Members, Associate Members and Honorary Members.

II.2 Regular Members.

- (a) Regular Membership can be applied for by any person who is between eighteen (18) and seventy (70) years of age and are elected to Regular Membership by the Board in accordance with Section II.7.
 - (i) Expectations and requirements for Active Membership will be delineated in the current edition of the Wintergreen Fire and Rescue Volunteer Manual.
 - (ii) Each elected or appointed Director who is not already a Regular Member of the Squad, shall be afforded the privileges of Regular Membership during the time they serve as a Director.
 - (iii) Any Regular Member who is seventy-five (75) years of age or older may continue Regular Membership upon review and recommendation of the Chief or their designee. As part of this review, the Member may be required to take a physical examination by a physician approved by the Corporation at the Corporation's expense. The decision of the Chief to continue Regular Membership for any person beyond seventy-five (75) years of age will be reviewed annually and may be rescinded at any time.

II.3 Associate Members.

- (a) Any person who is by training, education, or other abilities especially qualified to render service to the Corporation, may be elected by the Board to Associate Membership. Associate Members are not entitled to voting eligibility and may not hold an officer's position. The Board shall review Associate Memberships annually and vote to continue or discontinue each Membership.
- (b) If an Associate Member's service does not include the normal operating functions of a Regular Member, they will not be required to meet the requirements and certification of Regular Membership.
- (c) Expectations and requirements for the Associate Membership will be delineated in the current edition of the Wintergreen Fire and Rescue Volunteer Manual

II.4 Junior Members.

- (a) Junior Membership is available to any person 16 or 17 years of age who wishes to participate actively in the activities of the Corporation and who is elected to Junior Membership by the Board. Once a Junior Member has attained 18 years of age they can apply for Regular Membership.
- (b) Expectations and requirements for Junior Membership will be delineated in the current edition of the Wintergreen Fire and Rescue Volunteer Manual.

II.5 Life Members.

- (a) Any Regular Member who has been an active participant in the activities of the Corporation for a period of not less than seven (7) years and who has made outstanding contributions for the benefit of the Corporation may be recommended for Life Membership. Recommendations shall be presented to the Board by any Regular Member not less than seven (7) days prior to a Board meeting. The individual(s) must be approved by at least a two thirds (2/3) majority of Directors. The Secretary must then notify the Regular Members, not less than seven (7) days prior to a scheduled meeting that an individual or individual(s) will be considered for Life Membership. The individual(s) must be approved by at least a two thirds (2/3) majority of Regular Members attending the scheduled meeting.
- (b) Once voted in as a Life Members, the individual may be an Active Member or an Inactive Member. Active Life Members will receive most privileges and benefits awarded to Regular Members, but will not be required to meet all the duties of Regular Membership. All other rules and regulations will apply. These members will perform such duties as necessary or required by the Chief or the Chief's representative.

II.6 Honorary Members.

- (a) Honorary Membership can be bestowed by majority vote of the Board to recognize individuals who have made extraordinary contributions to the success of the Corporation or who have otherwise distinguished themselves.
- (b) Honorary Members may not vote or hold office and cannot be active Regular Members.

II.7 Election to Membership. Any person whose Membership application is approved by a majority of the Directors at a meeting at when quorum is present may be elected as a Regular or Junior Member. Directors may vote by email. An email vote will be confirmed and recorded at the next regular Board meeting. All newly elected Members will serve a 6 (six) month probationary period as specified in the Wintergreen Fire and Rescue Volunteer Manual.

II.8 Resignation of Members. Any Member may resign from Membership in the Corporation at any time by delivering a written resignation to the President or Secretary of the Board, and, unless the resignation specifies otherwise, it shall be effective upon receipt.

II.9 Suspension or Removal of Members.

- (a) Any Member may be removed or suspended for a specified period of time as a Member of the Corporation for misconduct which brings discredit upon the Corporation or for failure to actively participate in the required activities of the Corporation.
- (b) At least ten (10) days prior to a Board meeting called expressly for the purpose of removal or suspension, a written or emailed notice of the proposed action will be given to the Member to be removed or suspended.
- (c) The suspension or removal shall require a vote of two thirds (2/3) majority of the Board present at a meeting called expressly for such purpose and at which a quorum is present.
- (d) A Rescue Member who has been terminated or suspended, or an applicant whose application was rejected, may appeal the decision by requesting a meeting with the Chief, the Deputy Chief, and a representative(s) of the Board (typically the president). If as a result of this meeting, new

information is raised, the representative(s) may present the information back to the Board for evaluation. The meeting and the presenting of information to the Board does not guarantee a reversal in the termination, suspension, or rejection. All discussions related to these meetings are confidential but should be documented by a designee in attendance.

II.10 Termination of Membership. No Membership shall be transferable. Each Membership shall terminate upon the death, resignation or removal of the Member, or if the Member no longer satisfies the qualifications prescribed for his or her class of Membership.

III. MEETING OF MEMBERS

III.1 Annual Meeting. The Annual Meeting of the Corporation shall be held at a time and place designated by the Board. At the Annual Meeting, the Members will receive a report from the Board Officers on the activities of the Corporation during the preceding year, elect Directors for the ensuing term, fill vacancies of the un-expired terms of Directors, and conduct other business as may properly come before the Membership.

III.2 Special Meetings. A special meeting of the Members of the Corporation may be called at any time by the President, by two or more Directors, or by written petition of ten percent (10%) of the Regular Members.

III.3 Organization. At every meeting of the Members, the President or in the absence of the President the Vice President shall preside over the meeting.

III.4 Business and Order of Business. The order of Business at all meetings of the Members shall be determined by the person presiding, but may be changed by the majority vote of the Members present. The parliamentary rules and orders contained in Robert's Rules of Order shall govern all meetings of the Corporation so far as applicable and not in conflict with the Articles of Incorporation or Bylaws of the Corporation.

III.5 Notice of meetings. Electronic notice of each meeting of the Members of the Corporation shall be given by, or at the direction of, the Officer or other person or persons calling the meeting. Such notice shall state the place, day and time the meeting and in case of a special meeting the purpose or purposes. If the Member(s) do not have access to electronic mail then written notice will be provided by postal mail. If the notice is mailed it shall be deemed to be delivered if the sender does not receive a non-delivery notice.

III.6 Quorum.

- (a) Except as otherwise provided by the Bylaws, at any meeting of the Members of the Corporation the presence, in person, or by proxy, of at least ten percent (10%) of the Regular Members shall constitute a quorum.
- (b) In the absence of a quorum, a majority of the Members present, in person or represented by proxy, and entitled to vote, may adjourn the meeting until a quorum is obtained.

III.7 Voting.

- (a) Each Regular Member and each Active Life Member in good standing shall have one vote on any matter on which Members are entitled to vote pursuant to the Article of Incorporation or these Bylaws.
- (b) Any Member(s) entitled to vote may vote either in person or by proxy that has been duly executed in writing or by electronic mail by such Member and delivered to the Secretary prior to the meeting.
- (c) If a quorum is present, a vote of a majority of the Members with voting rights represented at the meeting in person, or by proxy, shall be the act of the Corporation, unless the Bylaws require the vote of a greater number of Members.

IV. BOARD OF DIRECTORS

IV.1 General Powers. The affairs of the Corporation shall be managed by the Board of Directors, except as otherwise expressly required by these Bylaws.

IV.2 Number, Term of Office and Qualifications.

- (a) Number. The number of "voting" Directors shall not be more than seven (7) and they shall be elected or appointed in the manner provided by these Bylaws.
 - (i) Each Director shall hold office until the expiration of their term or until their successor is elected or appointed. A Director's term shall be terminated early due to death, resignation or removal. A Directors term is for two (2) years, ending on December 31st of the second year, or for the period of time to fill a vacancy's un-expired term.
 - (ii) Directors shall not be elected or appointed to serve for more than six (6) consecutive years.
 - (iii) No decrease in the number of Directors or change in Director's terms of office by Amendment to the Bylaws shall have the effect of shortening the term of any incumbent Director.
- (b) Term of Office: Directors' two (2)-year terms of office shall alternate as follows:
 - (i) Two (2) Member Elected Directors and One (1) WPOA Appointee shall be appointed/elected for terms commencing each even-numbered calendar year.
 - (ii) Two (2) Member Elected Directors, One (1) WPOA Appointee and One (1) Board elected Director shall be appointed/elected for terms commencing each odd numbered calendar year.
 - (iii) Two (2) Alternative Voting Directors shall be appointed on an as needed basis.
- (c) Qualifications.
 - (i) To qualify as a nominee to the Board and to serve if appointed or elected, an individual must be: a current Regular Member; an Active Life Member; or a property owner in the area known as Wintergreen Resort, Nellysford, VA. A nominee may not be a Police, Fire, or Rescue employee of the Wintergreen Property Owners Association (WPOA). To qualify as an Elected Director, a nominee must be confirmed by a majority of Regular

Members at a regular or special meeting at which a quorum of the Regular Members is present.

IV.3 Election or Appointment of Directors.

- (a) The manner in which Directors are Appointed or Elected is as follows:
 - (i) Four (4) Directors shall be elected by the Members.
 - (ii) Two (2) Directors may be appointed by the Board of the Wintergreen Property Owners Association (WPOA).
 - (iii) One (1) Director shall serve as an Appointed Director by a majority vote of the other six (6) Directors.
 - (iv) Two (2) Alternative Voting Directors may be appointed by the Board. The Alternative Voting Directors shall only vote when required to establish a quorum which will allow the Board to conduct its business. The Alternative Voting Directors will regularly attend meetings of the Board.
 - (v) Voting by the Membership may occur in-person, or by electronic ballot, as determined by the Board of Directors. Directors are elected by a majority of those participating in the voting process.

- (b) The Wintergreen Chief of Fire and Rescue, the Deputy Chief and Training Captain will be ex-officio, non-voting Directors.
- (c) Should WPOA decline, or fail, to appoint a Director to which they are entitled in any year, the Members may, by majority vote, with a quorum present at their regularly scheduled or special meeting, elect one or more Directors to serve as if appointed by WPOA.
- (d) Vacancy and Interim Director.
 - (i) Any vacancy on the Board because of death, resignation, removal, disqualification or any other cause shall be filled with an Interim Director by a majority vote of the Board, at their regularly scheduled or special meeting at which a quorum is present. The Interim Director will serve until the end of the un-expired vacant term, except when WPOA appoints a replacement.
 - (ii) When an Elected Director's vacancy is being filled with an Interim Director, prior to such a vote, the Board will provide an electronic mail or USPS notice to the voting Members of its intent to fill the vacancy and solicit nominations from the Members to fill the particular vacancy. The Membership shall be given at least two weeks from the date of mailing to submit any nominations. After reviewing any nominations from the Membership, the Board, by a majority vote at its next regularly scheduled or special meeting at which a quorum is present, shall appoint an individual to fill the vacated Director position.

IV.4 Removal of Elected or Appointed Director.

- (a) Any Elected Director, may be removed at any time either with or without cause, by a majority vote of Regular Members. Votes may be given in person or by proxy at the annual or a special meeting of the Corporation, called expressly for that purpose and at which a quorum shall be present.

- (b) An Appointed or Interim Director elected or appointed by the Board, may be removed at any time either with or without cause, by a majority vote of Regular Members. Votes may be requested in person or by proxy at a regular, special or the annual meeting of the Board, or called expressly for removal of a Director at which a quorum is present.
- (c) A majority of the Board may petition WPOA requesting removal of any WPOA Appointed Director at any time either with or without cause. WPOA shall immediately appoint a replacement Director to fill the balance of the terminated Director's un-expired term.

IV.5 Governance at Meetings. At each meeting of the Board, the President of the Board, or in their absence, the Vice President, shall act as President. The Secretary, or in their absence, at the discretion of the President, any person appointed by the President shall act as Secretary for the meeting.

IV.6 Regular Meetings. Regular meetings of the Board may be held at such times and places as designated by action of the Board. Once established, the Secretary shall inform the Board of the time and location of the meeting and provide an agenda not later than twenty-four (24) hours before the time at which the meeting is to be held.

IV.7 Annual Meeting. The Annual Meeting of the Board for the purpose of electing Directors and Officers and transacting such business as may properly come before it, shall be held immediately after the annual meeting of the Members of the Corporation each year or on such other date thereafter as may be designated by the Board.

IV.8 Special Meetings. Special Meetings of the Board shall be held whenever called by the President or by any two (2) or more Directors. Notice of the time and place of such meeting shall be sent by electronic notice at least three (3) days before the date of the meeting. If a Director does not have access to electronic notice, then written notice will be provided by postal mail that is delivered at least three (3) days before the date of the meeting. If the notice is mailed it shall be deemed to be delivered if the sender does not receive a non-delivery notice.

IV.9 Quorum and Manner of Acting.

- (a) Not less than four (4) of the number of Directors shall constitute a quorum for the transaction of business.
- (b) The act of a majority of the Directors present at any meeting at which a quorum is present shall be the action of the Board.
- (c) In the absence of a quorum, a majority of the Directors present may adjourn the meeting until quorum is had.
- (d) The Directors shall act only as a Board and the individual Directors shall have no power as such.

IV.10. Resignations. Any Director may resign at any time by notifying the President or the Secretary in writing. Such resignations shall take effect at the time therein specified and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

IV.11. Committees.

- (a) By a majority vote, the Board may designate three (3) or more Directors, including the President, as an Executive Committee. While the Board is not in session, the Executive

Committee shall have the authority of the Board to exercise the management of the business and affairs of the Corporation, subject to the restrictions hereinafter set out and further subject to such limitations upon its authority as the Board may impose.

- (b) In addition to an Executive Committee, the Board or the President may designate other committees of limited authority to consist of such Directors or Corporation Members as may be appointed to it.
- (c) A majority of any such committee shall constitute a quorum for the transaction of business, and the act of a majority of those present at any meeting at which a quorum is present shall be the act of the committee. Members of any such Committee shall not act only as a Committee and the individual Committee Members shall have no power as such.
- (d) The Board shall have the power at any time to change the Members of, fill vacancies, and discharge any such committee, either with or without cause.

V. OFFICERS

V.1. Officers. The Officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. Other Officers may be established in accordance with the provisions of Section V.3. Any two (2) or more offices may be held by the same person, provided that the same person shall not hold the offices of both President and Secretary.

V.2. Election, Terms of Office and Qualifications. The Officers shall be elected annually by the Board at the annual meeting of Directors or as soon thereafter as practicable. Each Officer shall hold office until their successor shall have been duly qualified and chosen or until their death, resignation or removal. All Officers must be Directors of the Corporation.

V.3. Subordinate Officers. The Board may from time to time establish Officers in addition to those designated in Section V.1, with such duties as provided for in these Bylaws, or as the Board may determine are warranted or desired for any reason the Board determines is in the best interest of the Corporation.

V.4. Removal. Any Officer may be removed, either with or without cause by resolution declaring such removal to be in the best interest of the Corporation and adopted at any regular or special meeting of the Board by a majority of the Directors then in office.

V.5. Resignation. Any officer may resign at any time by notifying the Board, the President, or the Secretary of the Corporation in writing. Any such resignation shall take effect at the time therein specified.

V.6. Vacancies. Any vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled by the Board at a regularly scheduled or special meeting of the Board.

V.7. President. The President shall be the chairman at all the meetings of the Board and the Executive Committee, if one is appointed, and shall perform such duties as may be assigned to them by the Board. The President may issue such communications as may be authorized or prescribed by the Board.

V.8. Vice President. The Vice President shall perform such duties as may be assigned to them by the Board, by any duly authorized Committee or by the President; and shall have such other powers and authorities as are indicated elsewhere in the Bylaws. In the event of a meeting where the President is absent, the Vice President shall conduct the meeting.

V.9. Treasurer.

- (a) Except as may otherwise be specifically provided by the Board or any duly authorized Committee thereof, the WPOA Chief Financial Officer (CFO) or designee shall have custody of and be responsible for the financial books and records of the Corporation and shall regularly enter or cause to be entered into such books and records a full and adequate account of all monies received and paid out for the accounts of the Corporation. The WPOA CFO or designee shall perform the following duties incident to the office of the Treasurer, including but not limited to: receipt, deposit, and disbursement of funds, and such other duties as from time to time may be assigned by the Board, or by any duly authorized Committee of the Directors, or by the President and other such powers and authorities as are elsewhere in these Bylaws conferred upon them.
- (b) The Treasurer will periodically review and analyze the general ledger detail, trail balance, accounts payable, monthly check register, as well as the revenue and expense statements. The Board Treasurer will condense this information supplied by the WPOA CFO and prepare a financial report for the Board. This report will include current account balances, operating and capital year-to-date actual and budget, and any variances from the budget for the Board's consideration. The Board Treasurer will meet periodically with the WPOA CFO and review the financial status of the Corporation. The Board Treasurer will also meet annually with the WPOA CFO to review the annual audit.

V.10. Secretary. The Secretary shall act as Secretary for all meetings of the Board; shall keep the minutes thereof in the proper book or books to be provided for that purpose, shall see that all notices required to be given by the Corporation are duly given and served; shall ensure that the custodian of the Seal of the Corporation shall affix the seal, or cause it to be fixed, to all documents requiring the seal. The Secretary shall have charge of the books, records and papers of the Corporation, related to the organization and management of the Corporation; and shall see that any reports or statements required by law are prepared and submitted. The Secretary shall perform such other duties as may be assigned by the Board or by any duly authorized Committee or by the President and shall have such other powers and authorities as are elsewhere provided for in these Bylaws conferred upon him or her.

VI. CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNT, ETC. The Board or any duly authorized Committee, except as by law or by these Bylaws required, may authorize any Officer or Officers, agent or agents, in the name of and on behalf of the Corporation to enter into any deeds or other instrument, and any such authority may be general or confined to specific instances.

VI.2 Checks, Drafts, Etc. All checks, drafts and other orders for the payment of money out of the funds of the Corporation shall be signed on behalf of the Corporation by the WPOA CFO in such manner as shall be determined by resolution of the Board or any duly authorized Committee.

VI.3 Deposits. The funds of the Corporation not otherwise employed shall be deposited to the order of the Corporation in such banks, trust companies or other depositories as the Board from time to time may select.

VII. MISCELLANEOUS

VII.1 Seal. The Corporate Seal shall contain the name of the Corporation, the year of its creation, and the words "Corporate Seal of Virginia", and shall be in such form as may be approved by the Board.

VII.2 Fiscal Year. The fiscal year of the Corporation shall end on the last day of December in each year.

VII.3 Conflict of Interest. Wintergreen Fire and Rescue Standard Administrative Policy ADM 01-012 addresses conflict of interest and delineates the procedures to be followed when an apparent conflict arises.

VII.4 Document Retention.

- (a) Corporate records include the Corporation's Articles of Incorporation, Bylaws, and IRS Form 1023 and any application for exemption, grant, or other official documentation required by law.
- (b) Corporate records should be retained indefinitely by the Auditor and WPOA CFO. Board documents including meeting minutes should be retained for a period of not less than three (3) years by the Corporation. The Corporation has no email address and therefore there is no requirement to retain email. Any business transacted by email shall be confirmed at a meeting of the Board and recorded in the minutes.

VIII. AMENDMENTS

VIII.1 Proposed amendments to these Bylaws will be presented to the Board at a regular or special meeting. Final vote on any amendment(s) may be taken at the next regular or special meeting provided it is not sooner than fourteen (14) days after presentation of the proposed changes.

VIII.2 The Board by two thirds (2/3) majority vote thereof shall have the power to make, alter, amend or repeal the Bylaws of the Corporation at any regular or special meeting of the Board, provided the provisions of Section VIII.1 have been met. This power shall not be exercised by any Executive Committee.

IX. INDEMNITY

IX.1 Any person made a party to any action, suit or proceeding, by reason of the fact that he or she, his or her testator or intestate representative is or was a Member of the Board, or an Officer of the Corporation, shall be indemnified by the Corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him or her in connection with the defense of such action, suit or proceedings, or in connection with any appeal therein. This indemnity shall not cover matters or actions in which it shall be adjudged that such action, suit or proceeding, or any appeal

therein associated with that action affirms that the Officer or Director is liable for negligence or misconduct in the performance of his or her duties.

IX.2 The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any Officer or Director may be entitled apart from the provisions of this section.

IX.3 The amount of indemnity to which any Officer or any Board Member may be entitled shall be fixed by the Board, except that in any case where there is not a disinterested majority of the Board available, the amount shall be fixed by arbitration pursuant to the then existing rules of the American Arbitration Association.

The undersigned Directors certify that they have adopted the foregoing Bylaws as a complete amendment to the original Bylaws and all previous amendments as of the date indicated below.

This copy of the Wintergreen Rescue Squad Bylaws restates the original Bylaws and all amendments approved on and before the date indicated below.

Date: April 11, 2023

_____ President Ron Culberson

_____ Vice President Stuart Meyerson

_____ Secretary Robin Pullen

_____ Treasurer Dan Klett

Original December 10, 2001 and as amended 03/25/2003, 11/11/2003, 11/11/2008, 12/08/2009, 12/14/2010, 12/12/2011, 11/12/2013, 06/14/20016, 6/8/2021, 4/11/2023