

BEAVER LAKE FIRE DEPARTMENT, INC



BYLAWS

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1. ARTICLE I – GENERAL

1.1. CORPORATION

- 1.1.1. The name of the corporation is Beaver Lake Fire Department, Inc., also referred to as Beaver Lake Fire Department or BLFD.
- 1.1.2. Fire Station #1 and the main office are located at 16035 Cypress Ln, Rogers, AR 72756. Fire Station #2 is located at 8944 Grimes Drive, Rogers, AR 72756. The Corporation also maintains a registered office and agent in Arkansas, which may be different and may be changed by the Board of Directors.
- 1.1.3. BLFD is a 501(c)(4) nonprofit organization, subject to the Freedom of Information Act and Open Meetings Act (A.C.A. § 25-19-106).

1.2. GEOGRAPHICAL SERVICE AREA (GSA). The GSA, also known as the Fire District or Improvement District, is defined by the Benton County Quorum Court.

1.3. DECLARATION OF AUTHORITY. These bylaws replace all previous bylaws and are adopted by the Board of Directors of BLFD.

1.4. PURPOSE

- 1.4.1. **MISSION.** The Beaver Lake Fire Department is dedicated to safeguarding life and property through a team of well-trained professionals. Our mission encompasses delivering fire suppression, rescue operations, emergency medical services, and fire prevention/education to individuals requiring assistance.

2. ARTICLE II - MEMBERSHIP

2.1. MEMBERS. Members are owners of record of improved property within the Corporation's service area, as designated by Benton County.

2.2. NON-MEMBERS. Property owners who have not paid current dues are considered non-members.

2.3. DETERMINATION AND COLLECTION OF MEMBERSHIP DUES

- 2.3.1. **Determination of Dues.** Annual dues are established in accordance with Arkansas Code Annotated (A.C.A.) § 14-272-301 through § 14-272-304 and approved by the Board of Directors.
- 2.3.2. **Collection of Dues.** Membership dues must be paid via the Benton County Tax Collector by October 15 each year to remain in good standing. Dues are collected at the same time and in the same manner as other real property taxes.

2.4. DETERMINATION AND COLLECTION FOR RESPONSE CHARGES

- 2.4.1. Potential Charges Due. Properties with unpaid dues as of October 15 may be billed for fire and emergency response services, with charges not exceeding \$5,000, as determined by the Board under provisions of A.C.A.
- 2.4.2. No Charges Due. No charges are assessed for members, except for improperly reported or illegally controlled burns.
- 2.4.3. Failure to pay Dues. The Corporation may pursue legal action to collect unpaid dues.

3. ARTICLE III – GOVERNANCE

3.1. VOTING RIGHTS OF MEMBERS

- 3.1.1. Membership with Voting Rights. Each member has one vote on items brought before the membership.

3.2. QUORUM

- 3.2.1. Membership Meetings. Members present in person or by proxy at a properly called meeting constitute a quorum. The Secretary will maintain a record of attendance.
- 3.2.2. Board Meetings. A quorum requires a majority of the Directors to be present in person or by proxy, including virtual attendance. A quorum must be at least six (6). Meetings lacking a quorum may be adjourned by majority vote of those present.

3.3. PROXY

- 3.3.1. Members and Directors may vote by proxy using a format approved by the Board. Proxies are valid for sixty (60) days unless extended by Board approval.

3.4. MANNER OF ACTING

- 3.4.1. A majority vote of the members present at any member meeting represents the action of the membership, unless a greater number is required.
- 3.4.2. Board of Directors Meetings. A majority vote of the Directors at a board meeting with a quorum present represents the action of the Board, unless a greater number is required.

3.5. BOARD OF DIRECTORS AND SPECIAL MEMBERS

- 3.5.1. The Board of Directors is responsible for governing the Corporation, establishing policies, managing financial and employment matters, and upholding ethical and fiduciary duties. Directors, officers, and personnel are expected to meet the highest standards of legal, ethical, and fiduciary conduct. The Board must always act in the best interests of the Corporation.
 - 3.5.1.1. Qualifications. A Directors must be a resident of the State of Arkansas and a member of the Corporation in good standing.

- 3.5.1.2. Number of Directors. The number of Directors on the Board must not be less than nine (9) or more than eleven (11) people.
- 3.5.1.3. Tenure. Each elected director serves a two-year term and is generally limited to three consecutive terms. However, this does not prevent a director from being elected to additional successive terms beyond that. A director's term begins on January 1 following their election at the Annual Membership Meeting and ends on December 31, two years later.
- 3.5.1.4. Election of Directors.
- 3.5.1.4.1. The Board of Directors must provide a list of known Director nominees to the Membership at a Board meeting held no less than one month prior to the Annual Membership Meeting.
- 3.5.1.4.2. A nominating committee should include Directors whose terms are not expiring, along with any other members as determined by the Board.
- 3.5.1.4.3. Nominations for Director must be submitted to the Board at least sixty (60) days before the Annual Membership Meeting or any scheduled election.
- 3.5.1.4.4. Members may nominate candidates by submitting a written nomination along with a written statement from the nominee confirming they are willing to serve. For jointly held memberships, only one person may be elected as a Director.
- 3.5.1.4.5. Elections for Director positions of the corporation are held at the Annual Membership Meeting. Six Director positions are elected in even-numbered years, and five in odd-numbered years.
- 3.5.1.4.6. The nominees receiving the highest number of votes will fill the available Director positions.
- 3.5.1.5. Committees. The Board may establish, or dissolve committees as needed.
- 3.5.1.6. Compensation. Directors, officers, and committee members serve without pay but may be compensated for other roles within the organization.
- 3.5.1.7. Removal of a Director. A Director may be removed by a two-thirds (2/3) majority vote of all elected and/or appointed Directors, as outlined in the Bylaws, if the Board determines the removal is in the Corporation's best interest. A removed Director is not eligible to serve on the Board again.
- 3.5.1.8. Any vacancy on the Board of Directors, including those created by an increase in the number of Directors, must be filled by the Board with a qualified individual, subject to availability and approval. A Director appointed to fill a vacancy should serve the remainder of the predecessor's term.
- 3.5.2. Non-Elected Ex-Officio/Special Board Members. BLFD must have two (2) Ex-Officio/Special Board Members who serve in an advisory capacity without voting rights. They support the Board by offering guidance on governance, helping the organization achieve its goals, and providing strategic direction. They assist in decision-making, represent the organization

externally, and help oversee its operational and financial health, ensuring compliance with legal and regulatory requirements.

3.5.2.1. Fire Chief. The Board of Directors must appoint a Fire Chief to serve the Corporation. The Board will define the fire chief's duties and authority as necessary over time.

3.5.2.2. Firefighter Special Board Member. This individual represents the operational firefighting personnel of BLFD. They must be selected by a majority vote of the firefighters and volunteer firefighters currently serving the department.

3.5.3. Officers of the Board of Directors.

3.5.3.1. The directors of this Corporation must elect the following officers: a Chairperson, President, Vice President, Treasurer, and Secretary.

3.5.3.2. The Board of Directors must elect or appoint officers from among its members to conduct the regular business of the Corporation and any additional duties as needed. Officer positions should be elected and confirmed by the incoming Board before the start of the fiscal year in which they will serve.

3.5.3.3. A person may hold more than one office position. Except, persons serving the positions of President, Secretary, and Treasurer, may not hold any other officer position.

3.5.3.4. Chairperson of the Board. The Chairperson must lead all Board of Directors meetings and Membership meetings and carry out any additional duties assigned by the Board.

3.5.3.5. President. The President serves as the Corporation's chief executive officer, overseeing its general operations and business affairs. The President performs all duties incidental of the office and any others assigned by the Board. If the Chairperson is absent, the President will lead Board and Membership meetings. With Board approval and the Secretary's attestation when required, the President may sign legal documents such as deeds, contracts, and other binding agreements on behalf of the Corporation. If the President is unavailable, the Board may authorize another Director to sign such documents by resolution.

3.5.3.6. Vice President. If the President is absent, unable, or unwilling to act, the Vice President, or other designated Director, must assume the President's duties, with the same authority and responsibilities. The Vice President must also perform any additional duties assigned by the President or the Board of Directors.

3.5.3.7. Secretary. The secretary is the official keeper of the Corporation's records and is responsible for recording minutes of all Membership and Board meetings. The Secretary ensures all required notices are properly given as outlined in the Bylaws or by law and carries out all duties of the office, along with any additional tasks assigned by the President or the Board of Directors.

3.5.3.8. Treasurer. The Treasurer is responsible for managing and safeguarding all funds and securities of the Corporation. Duties include receiving and issuing receipts for payments, depositing funds in approved financial institutions, and performing all tasks

related to the office. The Treasurer must provide monthly and annual financial reports to the Board, including records of member dues. If required by the Board, the Treasurer must secure a fidelity bond in an amount and with sureties set by the Board. The Treasurer also performs any additional duties assigned by the President or the Board of Directors.

3.5.4. The Board of Directors must secure and maintain liability insurance, including a Directors and Officers (D&O) policy, to protect the Corporation's assets and limit its liability. Beaver Lake Fire Department will hold its officers, directors, and employees harmless and indemnify them against claims related to their official duties, provided the claims do not arise from intentional misconduct or actions taken in bad faith.

3.5.5. Conflicts Of Interest.

3.5.5.1. If a director or officer has a potential conflict of interest in a matter before the Board, they must fully disclose the nature of the interest and refrain from voting on that matter.

3.5.5.2. Meeting minutes must record any disclosed interest, the abstention from voting, and the reasons behind the approval decision.

4. ARTICLE IV - MEETINGS

4.1. RULES OF ORDER. Robert's Rules of Order should be used as a reference for conducting all meetings, as needed.

4.2. MEETINGS OF THE MEMBERSHIP

4.2.1. Annual Membership Meetings. Annual Membership meetings will be held in the second half of each calendar year to elect Directors for the upcoming fiscal year and to conduct any other necessary business.

4.2.2. Membership Special Meetings. Special meetings may be called by the Chairperson, the President, the Board of Directors, or by at least ten percent (10%) of the Membership. These meetings are held to address business that requires action before the next Annual Membership Meeting.

4.3. MEETINGS OF THE BOARD OF DIRECTORS

4.3.1. The Board of Directors' annual meeting may be incorporated as part of the Annual Membership Meeting without additional notice.

4.3.2. The Board of Directors Monthly Meetings. The BLFD Board of Directors must hold regular monthly meetings as needed, at the discretion of the Board.

4.3.3. The Board of Directors Special Meetings. Special meetings of the Board may be called by the Chairperson, the President, or any two (2) Directors. The person(s) calling the meeting may choose the location for the meeting.

4.3.4. Board of Directors Emergency Meetings. The Chairperson, the President, or any two (2) Directors may call an emergency meeting to address urgent, time-sensitive matters. The

meeting notice must state the purpose, and only that specific business may be discussed or acted upon during the meeting.

4.4. NOTICE FOR MEETING REQUIREMENTS

- 4.4.1. Meeting notices will include the type of meeting, location, date, and time. For special or emergency meetings, or when required by law or these Bylaws, the notice must also state the purpose of the meeting.
- 4.4.2. Meeting notices may be delivered by postcard, email, website, or social media. Mailed notices are considered delivered once they are sent with prepaid postage through USPS to the member's recorded address.
- 4.4.3. Time Requirements for Notice.
 - 4.4.3.1. Annual Meeting. Members must receive notice of these meetings no fewer than ten (10) days and no more than one hundred twenty (120) days before the meeting date.
 - 4.4.3.2. Special Meeting. Members with voting privileges must receive notice no fewer than ten (10) days and no more than one hundred twenty (120) days before the meeting. A follow-up notice should also be sent between thirty (30) and sixty (60) days before the meeting.
 - 4.4.3.3. Board of Directors Emergency Meeting. Board members must be given notice at least one (1) day before the date of an emergency meeting.

5. ARTICLE V – BOOKS AND RECORDS

5.1. KEEPING RECORDS. The Corporation must maintain accurate and complete financial records, as well as minutes of meetings held by the Membership, Board of Directors, and any committees with Board authority. Any member, or their agent or attorney, may inspect these records for a proper purpose at a reasonable time. Digital records should be the primary method of recordkeeping, with proper backups in place to ensure their protection.

5.2. FISCAL YEAR. The Corporation's fiscal year must begin on January 1 and end on December 31 of each calendar year.

5.3. CONTRACTS, CHECKS, DEPOSITS and FUNDS

- 5.3.1. The Board of Directors may authorize any officer, agent, or attorney-in-fact through a resolution to form contracts or sign documents on behalf of the Corporation. This authority may be general or limited and is in addition to any officers already authorized by these Bylaws.
- 5.3.2. All checks, drafts, payments, promissory notes, or other financial obligations issued in the Corporation's name must be signed or electronically authorized by the officer(s) or agent(s) designated by resolution or policy of the Board of Directors.
- 5.3.3. Deposits. All Corporation funds must be promptly deposited into accounts at banks, trust companies, or other depositories chosen by the Board of Directors.

- 5.3.4. Donations and Gifts. The Board of Directors may accept contributions, gifts, bequests, devices, or grants on behalf of the Corporation. Any donation with specific restrictions must be used according to those terms, while unrestricted donations may be used for the Corporation's general purposes.

6. ARTICLE VI – AMENDMENTS

- 6.1. AMENDMENTS TO ARTICLES OF INCORPORATION.** The Articles of Incorporation may be changed by alteration, addition, or deletion, as needed. Approval requires a two-thirds (2/3) majority vote of all elected and/or appointed directors, as defined by the Bylaws. Written notice of the proposed change must be provided at least ten (10) days before the vote.
- 6.2. AMENDMENTS TO CORPORATE BYLAWS.** These Bylaws may be amended, added to, deleted from, or repealed, and new Bylaws may be adopted. Any such action requires a two-thirds (2/3) majority vote of all elected and/or appointed directors, as defined in the Bylaws. Written notice of the proposed change must be given at least ten (10) days before the vote.

7. APPROVAL OF THE BOARD OF DIRECTORS

KNOW ALL PERSONS BY THESE PRESENTS: We, the undersigned, being all the Directors of the Beaver Lake Fire Department, Inc., hereby approve and adopt the foregoing as the official Bylaws of the Corporation.

IN WITNESS WHEREOF, we have signed our names this ____ day of _____, 2025.

Chairperson of the Board
Jeff Easley

President of the Board
Todd Weber

Vice President of the Board
Monte Gagliardi

Secretary of the Board
Curtis Hathcock

Treasurer of the Board
Gisela Mejia

Vice Treasurer of the Board
Laura Tucker

Director
Larry Smith

Director
Jerry Hudlow

Director
Kelly Lewis

Director
Steven Long

Director