

CODE OF BYLAWS
OF
COTTAGE GROVE VOLUNTEER FIRE DEPARTMENT, INC.
JANUARY 1996

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CODE OF BYLAWS
OF
COTTAGE GROVE VOLUNTEER FIRE DEPARTMENT, INC.

1. Identification

1.1. Name. The name of this corporation is Cottage Grove Volunteer Fire Department, Inc., herein after referred to as the CGVFDI.

1.2. Seal. The corporation shall have no seal.

1.3. Fiscal Year. The fiscal year of the corporation shall begin on the first day of January in each year and end on the last day of December in the same year.

2. The Board of Directors

2.1. Responsibilities, Number and Qualifications. The business and affairs of the corporation shall be managed by a Board of seven (7) Directors. It is the responsibility of the Board of Directors, the "Board," for the planning, directing, coordinating, and accomplishing all responsibilities and functions of the Corporation and such other actions and policies as the Board may prescribe. The Board is further responsible for all departmental relations with the municipal governing Boards, citizens, and other agencies served by the Corporation. The number of Directors may be increased to any number or decreased to not less than three (3), from time to time, by amendment of this Section; but no decrease shall have the effect of shortening the term of an incumbent Director. A Director must have been a permanent member of the Fire Department for a minimum period of three (3) years. The Chief must be a certified fire fighter with a minimum of five (5) year's experience, three (3) of which must have been with the CGVFDI. The Board of Directors shall consist of five (5) Trustees, a Fire Chief, and a General Manager.

2.2. Election. At each annual meeting, Directors shall be elected by the vote of a majority of the members of the corporation. The term of office of each member of the Board of Directors shall be two years, and until the Director's successor shall be elected and qualified. No more than four Directors' terms of office shall expire in any one year. The order of election, of the Directors shall be the following officers: 1st) Chief, 2nd) General Manager, 3rd) all Trustees. The first election shall be for the following terms: Chief -- two years, General Manager -- two years, Trustees I and II - two years, Trustees III, IV, and V - one year.

2.3. Vacancies. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office by the members of the Corporation within three months of the vacancy.

2.4. Place of Meetings. Meetings of the Board of Directors of the corporation, annual, regular or special, may be held at any location within Dane County, Wisconsin.

2.5. Annual Meeting. The Board of Directors shall meet each year the first Tuesday of December for purposes of organization, election of officers, and the consideration of any other business that may be properly brought before the meeting.

2.6. Monthly Meetings. The Board of Directors shall meet on the first Tuesday of each month at the same location as meetings of the members of the Fire Department.

2.7. Special Meetings. Special Meetings of the Board of Directors shall be held upon the call of at least three of the members of the Board.

2.8. Notice of Meetings. Notice of any special meeting of the Board of Directors shall be given to each Director at least three days before such meeting. Notice may be given by letter, facsimile, telephone or in person. Notice of any meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, and shall be equivalent to the giving of such notice. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends such meeting and objects to the transaction of any business because of the insufficiency of notice.

2.9. Quorum. Four Directors shall constitute a quorum for the transaction of business by the Board of Directors. The vote of the majority of the Directors present at a meeting at which a quorum is present shall be the vote of the Board of Directors, except in circumstances where a super majority vote is required by law or requirements of these By-Laws.

2.10. Telephonic Meetings. The Board of Directors may hold meetings by telephone. Participants in the proceeding may participate by telephone from any location, or may elect to be physically present with one or more of the other participants. Simultaneous access to the proceeding shall be provided to each of the Directors.

2.11. Removal. A Director may be removed from office for cause, or for failing to be an active member of the corporation. In addition, the members may remove one or more of the Board of Directors, with or without cause, at any regular or

special meeting of members called for that purpose, by majority vote of the members present. Upon removal, the members shall elect replacement Director(s) to fill the positions of the Director(s) so removed for the balance of the un-expired term for such Director(s).

2.12. Interest of Directors in Contracts. No contract or other transaction between the corporation and one or more of its Directors or any other corporation, firm, association, or entity in which one or more of its Directors are Directors or officers or has a material financial interest, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof, which authorizes, approves or ratifies such contract or transaction or because such Director or Directors' votes are counted for such purpose, if 1) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or 2) the fact of such relationship or interest is disclosed or known to the members entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or 3) the contract or transaction is fair and reasonable to the corporation. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

2.13 Standing Committees, Selection, and Responsibilities. The Standing Committees shall initially consist of an Election/Nominating Committee and a Membership/Screening Committee. The members of these committees shall be appointed by the President, and approved by the Board.

a. Election/Nominating Committee. This committee shall be responsible for soliciting candidates for the Corporate Officers, chairing the elections, and the development, distribution and counting of ballots from absent balloting and at such elections. The Committee will cease soliciting candidates and present a slate of candidates to the membership at least two weeks before the election. The chairperson of this committee shall preside at these elections. The Chair will solicit nominees from the floor for any of the Corporate Officer positions, only if there are no candidates listed on the prior submitted slate of candidates.

b. Membership/Interview Committee. This committee shall be responsible for the solicitation, interviewing and recommendation of all candidates for membership. The committee will develop appropriate application forms and interview questionnaires as approved by the Board. The Chairperson will present candidates to the general membership for review and acceptance or rejection.

3. Officers of Corporation

3.1. Officers Identified. The officers of the corporation shall consist of a President, Vice President, Secretary, and Treasurer.

3.2. Other Officers. The Board of Directors may elect or appoint such other officers, assistant officers and agents as it may deem necessary and prescribe their duties, not inconsistent with these Bylaws. The Chief will appoint an Assistant Chief, Training Officer, and Safety Officer and such other assistant officers as may be deemed reasonably necessary, subject to the approval of the Board of Directors. The General Manager will appoint a Vice Manager, Secretary, and Treasurer and other assistants deemed reasonably necessary, subject to the approval of the Board of Directors. The Board of Directors shall prescribe the duties of such other officers and agents, not inconsistent with these Bylaws.

3.3. Term of Office. All other officers and agents appointed under 2.2 above, shall be approved annually by the Board of Directors.

3.4. Responsibility of Officers.

a. **President.** The President will preside at all meetings of the Board of Directors, and shall have active executive management of the operations of the corporation, subject, however, to the control of the Board of Directors. He or she shall, in general, perform all duty's incident to the office of President and such other duties as, from time to time, may be assigned to him or her by the Board of Directors.

b. **Vice President.** The Vice President shall have such powers and perform such duties as the Board of Directors may from time to time prescribe or as the President may from time to time delegate to him or her. In the case of the death of the President, or in the case of his or her absence or inability to act, the Vice President shall perform the duties of the President.

c. **Secretary.** The Secretary shall keep, or cause to be kept, in the books provided for the purpose, the minutes of the Board of Directors; shall see that all notices are duly given in accordance with the provisions of these Bylaws and as required by law; shall be custodian of the records; and shall perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned to him or her by the Board of Directors or by the President.

d. **Treasurer.** The Treasurer shall be the financial officer of the corporation; shall have charge and custody of, and be responsible for, all funds of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors; shall receive, and give receipts for, moneys due and payable to the corporation

from any source whatsoever; and, in general, shall perform all the duties incident to the office of Treasurer and such other duties as may from time to time be assigned to him or her by the Board of Directors or by the President. The Treasurer shall render to the President and the Board of Directors an account of all his or her transactions as Treasurer, and of the financial condition of the corporation, whenever the same shall be required. He or she shall be bonded in such manner and amount and with such surety or sureties as may be ordered by the Board of Directors, for the faithful performance of the duties of his or her office and for the restoration to the corporation, in case of his or her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the corporation. The Treasurer may share a portion of their responsibility with the Treasure agent appointed by the General Manager.

e. Chief. The Fire Chief is responsible for the implementation of matters of policy, training, operations and discipline of all fire fighting activities, subject to the review of the Board of Directors. The Chief shall exercise all lawful powers of the office, and shall issue such lawful orders as are necessary to ensure the effective performance of the fire fighting functions of the corporation. The Chief is responsible for planning, directing, coordinating and staffing all fire fighting responsibilities of the corporation, for its continuous and effective operation, for the enforcement of any rules and regulations for the officers appointed by the Chief, for the completion and forwarding of reports required of the corporation's fire fighting functions. and such other actions and policies as the Board of Directors may prescribe.

It shall be the duty of the Chief to make all reasonable effort to be present at all fires, and have a complete command of and entire responsibility for all fire fighting operations, to plan the control of the same, to direct the action of the companies when they arrive at a fire, to observe that every company does its duty, to grant leaves of absence at a fire when the Chief deems it proper and to see that the fire fighting apparatus is kept in proper condition at all times.

f. General Manager. The General Manager, the "G.M." is responsible for the implementation of policy and activities of the non-fire fighting functions of the Corporation, subject to the review of the Board of Directors. These functions include the community, social, and fund raising activities and any other functions assigned by the Board.

The General Manager shall appoint, subject to the approval of the Board, a Vice Manager, Secretary and Treasure and such committees as deemed necessary, to assist in the non-fire fighting functions. The G.M. will develop, and present to the Board for approval, an annual budget and monitor the expenditure of this budget in accordance with established policies.

3.5. Delegation of Authority. In case of the absence of any officer of the corporation, or for any reason that the Board of Directors may deem sufficient, the

Board may delegate powers or duties of such officer to any other officer, director, or employee of the corporation, for the time being, provided a majority of the entire Board concurs therein.

4. Indemnification of Directors and Officers

A Director or officer of the Corporation shall be entitled to indemnification from the corporation to the extent permitted under Wis. Stats. §§ 181.042 and 181.043, any other applicable section under Wis. Stats. Chap. 181.

5. Membership

Number of Members, Qualification of Members, Conduct, Remuneration, and Disciplinary Procedures are contained in the CGVFDI "Policy and Procedure" Manual.

6. Meeting of Members

6.1 Regular Meetings. The general membership shall meet monthly on the first Tuesday immediately following the meeting of the Board of Directors or at such other time as may be determined by the membership.

6.2 Special Meetings. Special meetings may be called by the General Manager or called by a petition of a simple majority of the members.

6.3 Quorum. A quorum consists of a simple majority of the membership.

6.4 Conduct of Meetings. The meetings will be conducted by the General Manager under the Roberts Rules of Order.

6.5 Order of Business. The order of business will be established by the General Manager.

7. Special Corporate Acts, Negotiable Instruments, Deeds, Contracts and Loans

7.1. Execution of Negotiable Instruments. All checks, drafts, notes, bonds, bills of exchange and orders for the payment of money of the corporation shall, unless otherwise directed by the Board of Directors, or unless otherwise required by law, be signed by the following officers: President and Treasurer. The Board of Directors may, however, authorize any other officer or other employee of the corporation, or the corporation's accountant, to sign checks, drafts, and orders for the payment of money.

7.2. Execution of Deeds, Contracts, Etc. Subject always to the specific directions of the Board of Directors, all deeds, mortgages and other conveyances made by the corporation shall be executed in its name by the President and Secretary.

7.3. Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors and the prior approval of the municipalities served by the corporation. Such authority may be general or confined to specific instances.

8. Amendments

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by the majority vote of the general membership.

Restated Nonstock Articles of Incorporation

DANE COUNTY
REGISTER OF DEEDS

Doc No 2757440

1996-04-30 09:12 AM
Trans. Fee 0.00
Rec. Fee 16.00
Pages 5

Title of Document

V32715P 1

Name and return address

Parcel Identification Number

5/16 20

STATE OF WISCONSIN
FILED
APR 22 1996
DOUGLAS LA FOLLETTE
SECRETARY OF STATE

96 APR 17 P2: 0 RESTATED NONSTOCK ARTICLES OF INCORPORATION

The following Restated Articles of Incorporation duly adopted pursuant to the authority and provisions of Chapters 181 and 213 of the Wisconsin Statutes supersede and take the place of the existing Articles of Incorporation and amendments thereto:

ARTICLE I V32715P 2

The name of the corporation is Cottage Grove Volunteer Fire Department, Inc.

ARTICLE II

The period of existence of the corporation shall be perpetual.

ARTICLE III
Purposes

The Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law).

To the extent consistent with the above general purposes, the specific purposes of the Corporation are the lessening of the burden of government through the furnishing of volunteer fire protection services to preserve and protect lives and property from loss or damage by fire; the furnishing of fire prevention services through inspections and providing information to the public; and the promotion, sponsorship and carrying out of community civic events and community welfare projects.

ARTICLE IV

The principal office is located in Dane County, Wisconsin.

The address of the principal office is P.O. Box 178, Cottage Grove, Wisconsin 53527.

ARTICLE V

The name of the registered agent is Gerald A. Miller.

ARTICLE VI

The address of the registered agent is 435 Ollie Road, P.O. Box 178, Cottage Grove, Wisconsin 53527.

ARTICLE VII

These Articles may be amended in the manner authorized by law at the time of amendment.

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ARTICLE VIII

V32715P 3

The number of Directors shall be seven.

ARTICLE IX

Membership provisions shall be set forth in the Bylaws of the Corporation.

ARTICLE X

No part of the income of the Corporation shall inure to the benefit of any member, director, officer of the Corporation, or any private individual (except that nominal compensation and expense reimbursement may be paid for services rendered to or for the Corporation affecting its purposes), and no member, director, officer of the Corporation or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

ARTICLE XI

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law), or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE XII

In the event of dissolution of the Corporation, no member, director, officer of the Corporation or any private individual, shall be entitled to any distribution or division of its remaining money or its proceeds, and the Board of Directors shall, after paying or making provisions for the payment of all of the Corporation's liabilities, dispose of all the Corporation's assets exclusively for the purposes of the Corporation in such manner as the Board of Directors shall determine, to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine.

ARTICLE XIII

No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office; nor shall the Corporation engage in any activities that are unlawful under applicable federal, State or local laws.

ARTICLE XIV

The Corporation shall not operate for the purpose of carrying on a trade or business for profit.

ARTICLE XV

Other provisions of these Articles of Incorporation notwithstanding, the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law); nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law); nor make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law); nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law). The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law).

The foregoing Restatement to the Articles of Incorporation was adopted by the members on February 6th, 1996, by the following vote:

Number of members having voting rights	<u>41</u>
Number present in person	<u>32</u>
Number voting	<u>32</u>
For	<u>29</u>
Against	<u>3</u>

The present corporate name (prior to any change effected by this Restatement) is Cottage Grove Volunteer Fire Department, and the principal office is in Dane County, Wisconsin.

Executed on behalf of the Corporation in duplicate this 6th day of February, 1996.

Gerald A. Miller
Gerald A. Miller, President

[NO SEAL]

Denise A. Casey
Denise Casey, Secretary

STATE OF WISCONSIN)
) ss.
 COUNTY OF DANE)

Personally came before me this 6th day of February, 1996, the above-named Gerald A. Miller and Denise Casey, to me known to be the persons who executed the foregoing and acknowledged the same.

Mark A. Swerjan
 Notary Public, State of Wisconsin
 My Commission Expires: 5-11-97

This instrument was drafted by:
 Attorney Lawrence E. Bechler
 Daytime telephone (608) 257-7181

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