

**BY-LAWS OF
WINTERGREEN PROPERTY OWNERS VOLUNTEER RESCUE SQUAD,
INCORPORATED**

(Herein called the "Corporation")

December 10, 2001, and as amended 3/25/03, 11/11/03, 11/11/08 & 7/12/2011

ARTICLE I. CORPORATION

Section 1.01. Purpose. The Corporation is organized as a non-stock, non-profit corporation exclusively for education, literary, scientific, charitable, or religious purposes without pecuniary gain or profit to any private individual. Its purpose is generally to assist 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, including rescue, first aid, care and transportation to medical facilities; to render assistance in the case of accident, casualty, illness and disaster, to train and instruct its members and the general public in emergency medical assistance and care techniques; and to promote the health and safety of the Wintergreen community.

Section 1.02. Principal Office. The principal office of the Corporation shall be at Wintergreen, Virginia, or at such other address in Virginia as the Board may from time to time determine.

Section 1.03. Registered Office. The registered office of the Corporation shall be at Wintergreen, Virginia, or at such other address in Virginia as the Directors may from time to time determine.

ARTICLE II. MEMBERSHIP

Section 2.01. Classes of Membership. The Corporation shall have three classes of memberships consisting of Regular Members, Junior Members, and Life Members.

Section 2.02. Regular Members.

(a). Regular membership is available to any person 18 years of age or older who participates actively in the activities of the Corporation and who is elected to Regular Membership by the Board in accordance with Section 2.05. Each Director elected or nominated in accordance with Article IV and who is not already a Regular Member of the Squad shall be accorded the privileges of Regular Membership during the time (s)he serves as a Director. Requirements for active membership will be delineated in the current edition of the Wintergreen Property Owners Volunteer Rescue Squad Volunteer Manual.

(b). Any person who is by training, education, or other abilities especially qualified to render service to the Rescue Squad, may be elected by the Board to Regular Membership. However, if such nominee's service will be other than normal operating functions of the rescue squad (s)he will not be required to take the normal EVOC, CPR, etc., training and (s)he is prohibited from performing functions requiring skills certification.

Section 2.03. Special Members. Special membership may be granted to persons who have unique qualifications which enhance the capabilities of the squad, but who may have conflicts that preclude meeting normal requirements for active membership. Such members must be elected by the Board of Directors in accordance with Section 2.06.

Section 2.04. Junior Members. Junior membership is available to any person 16 or 17 years of age who participates actively in the activities of the Corporation and who is elected to Junior Membership by the Board in accordance with Section 2.05. Requirements for active membership will be delineated in the current edition of the Wintergreen Property Owners Volunteer Rescue Squad Volunteer Manual.

2.05. Life Members.

(a) Any Regular Member who has been an active, faithful, and satisfactory participant in the activities of the corporation for a period of not less than seven (7) years and has made outstanding contributions for the benefit of the Rescue Squad may be recommended for Life Membership. Recommendation(s) for Life Membership shall be presented to the Board – not less than seven (7) days prior to a Board meeting – by any Regular Member. Given approval by at least a 2/3 majority of Directors, Life Membership status must be voted on by secret ballot and approved by a 3/4 majority of Members attending the next scheduled meeting. The Secretary must notify the members that an individual will be considered for Life membership not less than seven (7) days prior to said meeting.

(b) Life Members will receive all 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 from time to time may become necessary or required by the Chief or his representative.

Section 2.06. Election to Membership. Any person whose membership application is sponsored by at least one regular Member of the Corporation may be elected as a Regular or Junior Member of the Corporation by the affirmative vote of the majority of the members of the Board present at a meeting at which a quorum is present. All newly elected members will serve a six-month probationary period.

Section 2.07. 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, and, unless the resignation specifies otherwise, it shall be effective upon receipt.

Section 2.08. Suspension or Removal of Members. 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 activities of the Corporation. This suspension/removal shall require a vote of 2/3 majority of the Board present at a meeting called expressly for such purpose and at which a quorum is present. At least ten days prior, written notice of the proposed action will be given to the member to be removed or suspended.

Section 2.09. 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.

Section 2.10. Certificates of Membership. The Board may provide for the issuance of certificates evidencing membership in the Corporation, which shall be in such form as the Board may determine. Such certificate may be issued to any person who has been elected to membership, but the issuance of a certificate shall vest no right in such member with regard to any of the assets of the Corporation upon dissolution, liquidation, or otherwise.

ARTICLE III. MEETING OF MEMBERS

Section 3.01. Annual Meetings. The annual meetings of the Corporation, for the purposes of receiving a report from the officers on the activities of the Corporation during the preceding year, electing members of the Board for the ensuing term as outlined in Section 4.02 and for filling vacancies of the un-expired terms of directorships as may properly come before the meeting, shall be held on call of the Board, at such time and place during the year as may be designated by the Board in the notice of such meeting to the membership.

Section 3.02. Special Meetings. A special meeting of the Members of the Corporation may be called at any time by the President or two or more members of the Board, or by written petition of ten percent (10%) of the Regular Members.

Section 3.03. Place of Meetings. Each meeting of the Members shall be held at such place as may be designated in the notice of such meeting.

Section 3.04. Organization. At every meeting of the Members the President, or in the absence of the President, the Vice President shall preside over the meeting.

Section 3.05. Business and Order of Business. At each meeting of the Members such business may be transacted as may properly be brought before such meeting, whether or not such business is stated in the notice of the meeting, except as otherwise expressly required by law or these By-Laws. The order of business of all meetings of 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 By-Laws of the Corporation.

Section 3.06. Notice of Meetings. Written and/or 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 of the meeting and, in case of a special meeting, the purpose, or purposes. The notice shall be delivered personally, USPS mailed or e-mailed to each Member entitled to vote at such meeting. If a USPS-mail or e-mail address is not available for one-or-more Members, such notice shall be posted for at least five (5) days – prior to the scheduled meeting – at all Wintergreen Emergency Service Buildings in a place that is readily noticeable by any Member visiting the building(s). If the notice is mailed it shall be deemed to be delivered when deposited at the United States Postal Service addressed to the Member at his or her address as it appears on the records of the Corporation with postage thereon prepaid. If the notice is e-mailed it shall be deemed to be delivered if the sender does not receive a non-delivery notice. Notice of any adjourned or recessed meeting need not be given. Any Member may, by written consent, waive notice of any meeting.

Section 3.07. Quorum. Except as otherwise provided by law, 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. 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 from time to time and from place to place until a quorum is obtained.

Section 3.08. Voting. Each Regular Member in good standing shall have one vote on any matter on which Members are entitled to vote pursuant to law, the Articles of Incorporation or these By-Laws. Any Member entitled to vote may vote either in person or by proxy duly appointed by an instrument in writing subscribed by such Member and delivered to the Secretary to the meeting. If a

quorum is present, the affirmative vote of a majority in voting power of the Members represented at the meeting and entitled to vote on the subject matter shall be the act of the Members of the Corporation, unless the vote of a greater number is required by law.

ARTICLE IV. DIRECTORS

Section 4.01. General Powers. The affairs of the Corporation shall be managed by the Board except as otherwise expressly required by law or these By-Laws.

Section 4.02. Number, Term of Office and Qualifications. The number of “voting” Directors shall not be more than nine (9) and they shall be elected or appointed in the manner provided by these By-Laws. Each Director shall hold office until the expiration of his/her term and until his/her successor is elected or appointed or sooner due to death, resignation or removal. Reelection or reappointment of incumbents or election or appointment of new Directors shall be for a period of time ending on December 31 of the second year after election or appointment or for the period of time to fill a vacancy’s un-expired term. Directors shall not be elected or appointed to serve for more than six (6) consecutive years.

No decrease in the number of Directors or change in Director’s terms of office by Amendment to the By-Laws shall have the effect of shortening the term of any incumbent Director. To qualify as a nominee to the Board and to serve if appointed or elected, an individual may not be an employee of Wintergreen Property Owners Association (WPOA) and must be a current, regular Member elected under Section 2.02; or must be a property owner in the area known as Wintergreen Resort, Nellysford, VA.; or the Fire Appointee may be a current, regular volunteer Member of the Wintergreen Fire Department (Fire). To qualify as an Elected Representative, such individual must be elected at the annual meeting of the Members, or a special meeting, at which a quorum of the Regular Members is present.

Directors’ two-year terms of office shall alternate as follows:

- Two (2) Elected Representatives, one (1) Wintergreen Fire Department (Fire) Appointee, and One (1) WPOA Appointee shall be appointed/elected for terms commencing each even-numbered calendar year.
- Three (3) Elected Representative, one (1) WPOA Appointee, and one (1) Board-elected Representative shall be appointed/elected for terms commencing each odd-numbered calendar year.

Section 4.03. Election or Appointment of Directors.

(a). The manner in which Directors are appointed or elected is as follows:

- Five (5) Directors shall be elected by the Members as Elected Representatives.
- Two (2) Directors may be appointed by the Board of the Wintergreen Property Owners Association, Inc. (WPOA).
- One (1) Director may be appointed by the Board of Directors of the Wintergreen Fire Department (Fire).
- One (1) Director shall be appointed by a majority vote of the other eight (8) Directors.
- The Wintergreen Chief of Fire and Rescue and Assistant Chief for Emergency Medical Services will be ex-officio, non-voting Directors.

(b). Should WPOA and/or Fire decline to appoint the Director(s) to which they are entitled in any year, the Members may, by majority vote at their next regularly scheduled or special meeting at which a quorum is present, appoint one or more Directors to serve as if appointed by WPOA and/or Fire.

(c). Any vacancy on the Board because of death, resignation, removal, disqualification or any other cause shall be filled by a majority vote of the Board, at their next regularly scheduled or special meeting at which a quorum is present, until the end of the un-expired term, except where WPOA or Fire does make a replacement appointment as specified in Section 4.04(c). If an Elected Representative vacancy is being filled, prior to such a vote the Board will provide USPS- or-email notice to the membership of its intent to fill the vacancy and solicit nominations of individuals to fill the particular vacancy. The membership shall be provided at least two weeks from 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 un-expired Elected Representative term.

Section 4.04. Removal.

(a). Any Elected Representative Director may be removed, at any time either with or without cause, by such vote as would suffice for his or her election; 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). A Director appointed by the Board in accordance with Sections 4.03(b) or 4.03(c) may be removed, at any time either with or without cause, by such vote as would suffice for his or her election; votes may be given in person or by proxy at a regular, special or the annual meeting of the Board, called expressly for that purpose, at which a quorum shall be 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. Should WPOA agree with the removal, WPOA shall immediately appoint a replacement Director to fill the balance of the terminated Director’s un-expired term.

Section 4.05. Organization. At each meeting of the Board, the President of the Board, or in his absence, the Vice President shall act as President. The Secretary or, at the discretion of the President, any person appointed by the President, shall act as Secretary of the meeting.

Section 4.06. Regular Meetings. Regular meetings of the Board may be held at such times and places as may be fixed from time to time 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.

Section 4.07. Annual Meeting. The Annual Meeting of the Board for the purpose of electing of Directors and Officers and transacting such business as may properly come before it, shall be held immediately after the annual meeting of the Members each year or on such other date thereafter as may be designated by the Board.

Section 4.08. Special Meetings. Special meetings of the Board shall be held whenever called by the President or by any two or more Directors. Notice of each such meeting shall be sent to each Director, addressed to his or her residence or usual place of business, at least three (3) days before the date on which the meeting is to be held; or such notice shall be sent to each Director at such place by e-mail, telegraph, cable, or wireless or be delivered to him or her personally or by telephone not later than twenty four (24) hours before the time at which the meeting is to be held. Every such notice shall state the time and place of the meeting. Notice of any adjourned or recessed meeting of the Directors need not be given.

Section 4.09. Waivers of Notice of Meetings. Anything in these By-Laws or in any resolution adopted by the Board to the contrary notwithstanding, proper notice of any meeting of the Board shall be deemed to have been given to any Director if such notice shall be waived by him or her in writing (including e-mail, telegraph, cable or wireless) before or after the meeting. A Director who attends a meeting shall be deemed to have had timely and proper notice thereof, unless he or she attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 4.10. Quorum and Manner of Acting. Not less than five (5) of the number of Directors at the time fixed by these By-Laws shall constitute a quorum for the transaction of business. 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. In the absence of a quorum, a majority of the Directors present may adjourn the meeting from time to time until a quorum is had. The Directors shall act only as a Board and the individual Directors shall have no power as such.

Section 4.11. 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.

Section 4.12. Vacancies. The un-expired term of any vacancy in the Board, caused by death, resignation, removal, disqualification or any other cause may be filled as specified in Sections 4.02 and 4.03.

Section 4.13. Committees. The Board may, by resolution adopted by a vote of a majority of the number of Directors at the time fixed by these By-Laws, designate three or more of their number, including in each case 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, from time to time, impose.

In addition to an Executive Committee, the Board or the President may designate other committees of limited authority to consist of such Directors or Members as may be appointed to it.

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 act only as a Committee and the individual members shall have no power as such.

The Board shall have the power at any time to change the members of, fill vacancies in, and discharge any such Committee, either with or without cause.

Section 4.14. Action by Directors without a Meeting. Any action required to be taken at a meeting of the Board or which may be taken at a meeting of the Board or of a Committee established by the Board, may be taken without a meeting with a consent in writing, setting forth the action so to be taken, shall be signed before such action by all of the Directors or all of the members of the Committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote.

ARTICLE V. OFFICERS

Section 5.01. Officers. The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. Other offices may be established in accordance with the provisions of Section 5.3. Any two or more offices may be held by the same person, provided only, that the same person shall not hold the offices of both President and Secretary.

Section 5.02. 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 his or her successor shall have been duly

chosen and shall qualify, or until his or her death, resignation or removal in the manner hereinafter provided. All officers must be Directors of the Corporation.

Section 5.03. Subordinate Officers. The Board may from time to time establish officers in addition to those designated in Section 5.01 with such duties as are provided in these By-Laws, or as the Board may from time to time determine.

Section 5.04. 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.

Section 5.05. Resignations. 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; and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.06. Vacancies. A 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.

Section 5.07. President. The President shall be chairman at all meetings of the Board and of the Executive Committee, if one is appointed, and shall perform such duties as from time to time may be assigned to him or her by the Board. In the event of a meeting where the President is absent, the Vice President shall conduct the meeting.

Section 5.08. Vice President. The Vice President shall perform such duties as from time to time may be assigned to him or her 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 By-Laws.

Section 5.09. Treasurer. Except as may otherwise be specifically provided by the Board or any duly authorized Committee thereof, the WPOA Chief Fiscal Officer (CFO) shall have the 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 CFO shall perform all the duties incident to the office of 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 such other powers and authorities as are elsewhere in these By-Laws conferred upon him or her.

The Treasurer for the Corporation will periodically review and analyze the general ledger detail, trial balance, accounts payable, monthly check register, as well as the revenue and expense statements. The Treasurer will condense this information supplied by the 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 unfavorable budget items for the Board of Director's consideration. The Treasurer will meet periodically with the CFO and review the financial status of the Corporation. The Treasurer will also meet annually with the CFO to review the annual audit.

Section 5.10. Secretary. The Secretary shall act as Secretary of all meetings of the Board of the Corporation; 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 be the custodian of the seal of the Corporation and shall affix the seal or cause it to be affixed to all documents the execution of which, on behalf of the Corporation under its corporate seal is duly authorized in accordance with the provision of these By-Laws. The Secretary shall have charge of the books, records and papers of the Corporation, related to the organization and management as a Corporation; and shall see that any reports or statements relating thereto, required by law or otherwise, be incident to the office of Secretary. The Secretary shall perform such other duties as from time to time 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 in these By-Laws conferred upon him or her.

ARTICLE VI. CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNT, ETC.

Section 6.01. Execution of Contracts and Other Documents. The Board or any duly authorized Committee except as by law or by these By-Laws otherwise required may authorize any officer or officers, agent or agents, in the name of and on behalf of the Corporation to enter into any deed or other instrument, and any such authority may be general or confined to specific instances.

Section 6.02. Checks, Drafts, Etc. All checks, drafts and other orders for payment of money out of the funds of the Corporation shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by resolution of the Board or any duly authorized Committee.

Section 6.03. Deposits. The funds of the Corporation not otherwise employed shall be deposited from time to time to the order of the Corporation in such banks, trust companies or other depositories as the Board may from time to time select.

ARTICLE VII. MISCELLANEOUS

Section 7.01. Seal. The Corporate seal shall contain the name of the Corporation, the year of its creation, and the words "Corporate seal, Virginia," and shall be in such form as may be approved by the Board.

Section 7.02. Fiscal Year. The fiscal year of the Corporation shall end on the last day of December in each year.

Section 7.03. 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 e-mail.

ARTICLE VIII. AMENDMENTS

Section 8.01. By the Directors. The Board by a two-thirds vote thereof shall have the power to make, alter, amend, or repeal the By-Laws of the Corporation at any regular or special meeting of the Board. This power shall not be exercised by any Executive Committee.

ARTICLE IX. INDEMNITY

Section 9.01. Indemnity. 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 director, officer or employee of the Corporation, or any corporation in which he served at the request 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, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding, or in connection with any appeal therein that such officer, director or employee is liable for negligence or misconduct in the performance of his duties.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer or director or employee may be entitled apart from the provisions of this section.

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

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The undersigned Directors certify that they have adopted the foregoing By-Laws as a complete amendment to the original By-Laws and all amendments approved before the date indicated below.

Date: December 10, 2001

/s/ Dick Gilliland
Dick Gilliland – President

/s/ Steve Siragusa
Steve Siragusa – Vice President

/s/ Ross Hasson
Ross Hasson – Treasurer

/s/ Nici Singletary
Nici Singletary – Medical Advisor

/s/ Joe Steele
Joe Steele – Secretary

/s/Tim Hensley
Tim Hensley

/s/ Frank Ott
Frank Ott

This copy of the WPOVRS By-Laws restates the original By-Laws and all amendments approved on and before the date indicated below.

Date: July 12, 2011

Judy Meincke - President

Attest: John Harrington - Secretary