

Bylaws of
LITTLE GASPARILLA ISLAND
FIRE AND RESCUE, INC.

As Amended by Vote of the Membership

December 16, 2023

Pede Fraser

Secretary
Little Gasparilla Island Fire and Rescue,
Inc.

Little Gasparilla Island Fire and Rescue Bylaws

Article I --- Organization

Little Gasparilla Island Fire and Rescue, Inc. (LGIFR) is a fire and rescue organization located on Little Gasparilla Island (LGI) in Charlotte County, Florida.

LGIFR was incorporated on March 12, 2002 as a not-for-profit organization under Section 501(c)3 of the Internal Revenue Code. LGIFR's fiscal year runs from January 1st to December 31st. A Board of Directors, consisting of five (5) members, oversees the affairs of LGIFR. Four members of the Board hold the positions of Chairman, Vice Chairman, Treasurer, and Secretary. The Board appoints a Chief Operations Officer who holds the title of Chief of Fire and Rescue Operations (Chief) and manages the day-to-day operations of LGIFR.

Article II --- Purpose and Mission

LGIFR's mission is to protect the property and lives of residents and visitors on Little Gasparilla Island. LGIFR pursues its mission by taking the following actions, to the extent that LGIFR's funding permits:

- Providing first-responder fire suppression by at least one professional firefighter/emergency medical technician (FF/EMT) on duty on LGI at all times.
- Providing first-responder emergency medical assistance by at least one professional FF/EMT on duty on LGI at all times.
- Providing fire fighting and EMS equipment suited to the environment and needs of LGI and providing storage facilities for that equipment.
- Organizing and training a group of volunteer assistants (VAs) to assist LGIFR's professional FF/EMTs in delivering first-responder fire suppression services and first-responder emergency medical services on LGI.
- Coordinating and facilitating the efforts of Charlotte County FF/EMTs responding to a fire or medical emergency on LGI.
- Providing other related services.

In addition, LGIFR works with Charlotte County, state agencies and other fire and rescue organizations to provide:

- Public education on fire prevention
- Basic medical emergency training for island residents
- Consultation on specific fire and medical hazard issues.

Article III --- Principal Office

Little Gasparilla Island Fire and Rescue's principal office shall be located at the residence of the then-serving Secretary until LGIFR completes construction of a building to house its operations and equipment. Upon its completion, said building shall become LGIFR's principal office. The mailing address of LGIFR shall be PO Box 854, (or another PO

Box assigned by the Placida Post Office) Placida, FL 33946. The registered agent for LGIFR shall be on file with the Florida Secretary of State and may be changed from time to time by the Board as deemed necessary.

Article IV --- Membership

All property owners on LGI, or their designated representative, shall be members of LGIFR. In all matters requiring a vote of the membership, each platted parcel (defined as a separately platted lot or a separately taxed condominium unit) shall be entitled to one vote. Where a single member owns more than one parcel, that member may cast one vote for each parcel owned. Where two or more members jointly own a single parcel, those members must designate one partner to cast the single vote to which the parcel is entitled.

Article V --- Board of Directors

General responsibilities and powers. The responsibilities and powers of the Board of Directors shall include, but are not limited to:

- Provide general governance to LGIFR and oversee all matters and affairs that pertain to the operations of LGIFR.
- Develop and maintain LGIFR's long range plan for the improvement of LGIFR's fire suppression and emergency medical assistance services. The scope of planning includes, but is not limited to, the extent of future services, the amount of equipment, training, and facilities required to deliver future services and the determination of the actions required to achieve the long range plan.
- Enter a contract with Charlotte County by which LGIFR will agree to provide LGI with a specified level of first-responder fire suppression service and first-responder emergency medical service and Charlotte County will agree to pay LGIFR for those services out of the proceeds of an MSBU created by Charlotte County for LGI.
- Apply for and utilize any grants for which LGIFR may be eligible.
- Solicit and utilize private contributions to support the services provided by LGIFR.

Specific powers and obligations.

- Recruit and appoint the Chief. The chief serves at the pleasure of the Board, and the Board shall have the power of termination and replacement of the Chief at will and without recourse, except as may be contested pursuant to the Appeal of a Board Decision in Article VIII. An individual may not be appointed Chief or

appointed to any other compensated position with LGIFR while serving as a member of the Board or for a period of one year after leaving the Board unless the appointment is by unanimous vote of the Board. In the event of such an appointment, the individual's membership on the Board shall terminate immediately.

- Borrow funds through the execution of a mortgage or other instrument evidencing debt for the acquisition of real estate or tangible assets, provided that a decision to borrow more than \$50,000 shall be made by the Board at a general meeting, and notice of the proposed borrowing must be sent by email to all members at least 45 days in advance of the meeting.
- Exercise financial control over the operation of LGIFR.
- Create an annual plan, in consultation with the Chief, for the recruitment and training of LGIFR's Volunteer Assistants.
- Create an annual plan, in consultation with the Chief, for the improvement of fire and rescue equipment.
- Review and adopt all protocols of operation in consultation with the Chief.
- Oversee and ensure that all agreed activities pertaining to the improvement of equipment and to the recruitment and training of VAs are carried out by the Chief to the satisfaction of the Board.
- Ensure that other approved projects and resolutions are carried out.
- Produce and file all reports required by law, and produce additional reports deemed useful to the governance of LGIFR.
- Appoint committees from time to time, as deemed useful to accomplish the work of LGIFR. Such committees may include Directors or members and shall be accountable only to the Board, as regards the work undertaken and the results delivered. Such committees shall serve until such time as the Board disbands them.
- Individual Directors shall not give directions or orders to the Chief or other employees of LGIFR concerning any aspect of the affairs of LGIFR unless directed to do so by action of the Board.
- Establish & maintain a website whose purpose is to provide information to all members of LGIFR.

Qualifications, Number and Term. Any member may serve as a Director. The number of Directors serving on the Board shall be five (5). Each Director shall serve a term of four years. Elections to the Board shall be held at the Annual Meeting at the end of each odd numbered fiscal year. Terms shall be staggered such that three (3) Directors shall be elected in one odd numbered fiscal year, and two (2) Directors shall be elected in the next odd numbered fiscal year.

Districts. Little Gasparilla Island shall be divided into five districts composed of approximately equal numbers of parcels, according to parcel addresses. One Director shall be elected from each district by vote of all the members of the corporation. The Director elected from each district must be a member owning a property parcel in that district, and shall be elected by vote of all the members of the corporation.

If no candidate is nominated to fill a Director's position in the regular election, that position shall be treated as a vacancy occurring immediately after the election and shall be filled according to the procedures for filling vacancies.

Removal. A Director may be removed from the Board of Directors for misconduct bearing directly on that Director's credibility and trustworthiness in the performance of a Director's duties. A Director may be removed from the Board of Directors for failure to attend two consecutive general meetings without a sufficient reason. Removal shall require the unanimous affirmative vote of all Directors other than the Director being considered for removal.

Vacancies. If a Director is unwilling or unable to serve a full term, the Directors still serving shall appoint a member from the disabled Director's district to fill the vacancy until the next election for that position. If no one from the district is willing to accept appointment to fill the vacancy, the remaining Directors shall appoint a member from another district to fill the vacancy and represent the district that would otherwise be unrepresented. If the vacating Director also holds the position of Chairman, Vice Chairman, Treasurer, or Secretary, the Board including the newly appointed member shall hold a new election for the four named positions.

Nomination of Directors. In accordance with the provision for staggered terms of four years, either three (3) or two (2) Directors shall be elected every other odd numbered fiscal year. Each odd numbered fiscal year, at least 60 days in advance of the Annual Meeting, the Secretary shall send to all members by email or USPS mail a notice of the election of Directors. Any member who desires to serve as a Director, including a Director whose term expires at the end of the current year, shall notify the Secretary of his or her candidacy in writing no later than 40 days in advance of the Annual Meeting. The Secretary shall then mail to all members a list of all candidates for each district, along with one printed ballot per parcel, no later than 25 days in advance of the annual meeting.

Election of Directors. The owner of each property parcel is entitled to cast one vote for one candidate for Director from each district (pursuant to the voting rights provisions of Article IV), by mail ballot received before the Annual Meeting or by delivery of the ballot in person at the annual meeting. The candidate in each district receiving the highest vote count shall be elected for a term of four (4) years. If only one candidate seeks election from a district, that candidate shall be automatically affirmed as a Director. The four-year term shall commence on the first day of the fiscal year.

Compensation and Reimbursement. Directors shall serve without compensation, but they shall be reimbursed for all reasonable expenses incurred while pursuing activities on behalf of LGIFR that have been authorized by the Board. During the term of his or her Directorship and for a period of one year after the term ends, a Director may not enter any relationship with LGIFR that involves the payment by LGIFR of any form of compensation to that Director or to any organization with which that Director is connected unless this restriction is waived by unanimous vote of all Directors.

Transition to Operation Under Amended Bylaws. The specific provisions of this subsection shall apply notwithstanding any inconsistency between these provisions and other more generally applicable provisions of these By-Laws.

The Board shall schedule a general meeting on a date that is between 60 days and 90 days after the date of adoption of these Amended Bylaws. The terms of all current Directors (formerly denominated "Commissioners") will expire at the conclusion of that meeting. At least 60 days in advance of that meeting the Secretary shall send to all members, by email or USPS mail, a notice that all five seats on the Board will be filled by an election at that meeting. Any member who desires to serve as a Director, including a Director whose term expires at the end of that meeting, shall notify the Secretary of his or her candidacy in writing no later than 40 days in advance of that meeting. The Secretary shall then send to all members a list of all candidates for each district along with one ballot per parcel, no later than 25 days in advance of the meeting.

At the meeting, the owner of each property parcel is entitled to cast one vote for one candidate from each district, (pursuant to the voting rights provisions of Article IV) by delivery of the ballot in person or by mailed ballot. The candidate receiving the highest vote count in each district shall be elected. The candidates elected from Districts 1, 3, and 5 shall serve for a two-year term ending on December 31, 2011. The candidates elected from Districts 2 and 4 shall serve for a four-year term ending on December 31, 2013. The terms of all elected Directors shall commence immediately at the conclusion of the meeting.

An organizational meeting of the newly elected Board of Directors shall be held directly following the meeting at the same location as the meeting. At the organizational meeting, the new Board shall elect the officer positions within the Board to serve during the remainder of that fiscal year and the following fiscal year, and shall conduct any additional organizational business that the newly elected Board may wish to address.

Article VI --Officers of the Board of Directors

Election. Four members of the Board of Directors shall also serve as officers. The four officer positions are Chairman, Vice Chairman, Treasurer and Secretary. The Board constituted to serve during the next two fiscal years shall nominate and elect members of the Board to the four officer positions of the Board prior to the start of the next fiscal year.

Chairman. The Chairman shall preside at all meetings of the Board of Directors at which the Chairman is present. The Chairman shall be the Chief Executive Office of LGIFR, and shall oversee and supervise all of the business and affairs of LGIFR. The Chairman shall sign and execute all authorized contracts or other obligations in the name

of LGIFR. The Chairman shall also provide a general report of the activities, accomplishments, and the current state of LGIFR at the Annual Meeting.

Vice Chairman. In the absence or incapacity of the Chairman or until a successor is elected if the Chairman vacates the Board of Directors, the Vice Chairman shall have the powers and perform the duties of the Chairman. The Vice Chairman shall also have such powers and perform such duties as may from time to time be prescribed and delegated by the Chairman.

Secretary. The Secretary shall distribute all notices decided by the Board of Directors, as well as all notices required by the Bylaws of LGIFR. The Secretary shall also attend all meetings of LGIFR whenever possible, record the proceedings of the meetings, and distribute the minutes to all Directors, to the Chief, and to other attendees of the meetings as deemed appropriate by the Board and post the minutes on the website of LGIFR. The Secretary shall also oversee all correspondence from LGIFR and maintain all historical records pertaining to LGIFR's activities.

Treasurer. The Treasurer shall have general responsibility for the financial affairs of LGIFR. The Treasurer shall also have specific financial powers and perform specific financial duties as may be prescribed and assigned by the Chairman. The Treasurer shall also prepare an annual budget and a projection of income for LGIFR. The Treasurer shall also monitor bank accounts, and maintain internal accounts including, but not limited to, accounts receivable, accounts payable, and funds on hand. The Treasurer shall also project deviations from the annual budget, if any. The Treasurer shall also prepare an annual statement of operations, an annual statement of balances and any additional interim statements as the Chairman may request. The Treasurer shall also provide a financial report at general meetings and a general statement of the financial condition of LGIFR at the annual meeting.

Article VII --- Chief of Fire and Rescue Operations

To qualify for appointment as Chief, an individual shall, as a minimum, be a Florida certified Fire Fighter II or the equivalent and an EMT. Any individual employed to assist the Chief and serve during periods when the Chief is off duty shall meet these same qualifications.

The Chief shall hold general responsibility for the day-to-day operations of LGIFR. The Board shall, from time to time, issue directives specifying the various aspects of the Chief's responsibilities, and may also convey guidance on the performance of those responsibilities. Specific responsibilities that may be assigned to the Chief by the Board include, but are not limited to the following:

- Maintain operational readiness of fire and rescue equipment. The Chief shall oversee routine maintenance and equipment purchase, not to exceed an agreed budget. The Chief shall inform the Board of any requirement for non-routine maintenance or equipment purchase, including the non-trivial repair of failed

equipment, and shall obtain the Board's approval before undertaking such non-routine maintenance, repair, or equipment purchase.

- Implement LGIFR's long-range plan for the improvement of fire and rescue equipment. The Chief shall report to the Board on the progress of planned acquisitions and renovations, not to exceed an agreed budget. The Chief may also recommend additional unplanned acquisitions and renovations arising from unanticipated opportunities and needs, but shall only undertake such unplanned acquisitions and renovations as the Board shall direct.
- Initiate applications for any grants that may be available to support LGIFR's fire suppression and emergency medical services
- Maintain the operational readiness of the Volunteer Assistants. The Chief shall maintain an inventory of skills and qualifications for each VA.
- Implement LGIFR's long range plan for the recruitment and training of LGIFR's VAs. The Chief shall report to the Board on the status of the VAs. The Chief shall also keep the Board apprised of the status of planned training, including drills to practice existing skills, as well as formal training to attain new skills.
- Determine, document, implement, and periodically revise the protocols for the operation of LGIFR based on the current capabilities of LGIFR's equipment, the availability of professional staff, and the availability of VAs.
- Maintain a detailed log of fire and rescue operations. At each Board meeting the Chief shall provide a summary report, including all responses to fire and medical incidents.

Article VIII --- Meetings

General Meetings. The Board of Directors shall hold at least four (4) general meetings per year at intervals of approximately three months or less. The Directors shall arrange general meetings by any convenient means of communications. The Chairman or his designate shall seek agreement on the date, time and place of a meeting and shall allow sufficient time to communicate a notice and agenda to all Directors by email or USPS mail. A notice of any Board of Directors meeting or any meeting of a committee created by the Board of Directors shall be sent by email to all members at least five days in advance of the meeting and shall be posted on the LGIFR website at least five days in advance of the meeting. A draft of the minutes of a general meeting shall be made available no later than 15 days after the date on which such meeting was held. The draft minutes shall be approved with necessary corrections at the next general meeting of the Board of Directors.

Annual Meetings. The last general meeting of the fiscal year shall also serve as the "Annual Meeting." Said last general meeting shall be held in the last month of the fiscal year. In addition to posting a notice of said meeting on the web site of LGIFR, and on all public bulletin boards, a notice shall also be sent by email or USPS mail to all members at least 60 days in advance of the agreed date for the meeting.

Organizational Meeting. An organizational meeting of the Board of Directors shall be held directly following the Annual Meeting at the same location as the Annual Meeting. The organizational meeting shall elect the officer positions within the Board elected to serve during the next fiscal year, and shall conduct any additional organizational business that the newly elected Board may wish to address.

Conduct of Meetings. A valid meeting shall require a quorum of three (3) Directors present, either in person or by means of teleconference. The Chief shall attend whenever possible unless excused by the Board in order to allow the Board to discuss the terms or conditions of the Chief's employment. All meetings shall be open to all members. In the absence of the Chairman, the Vice Chairman shall preside over a meeting. In the absence of the Chairman and the Vice Chairman, the Secretary shall preside. The presiding officer shall conduct a meeting in accordance with Robert's Rules of Order.

Voting. Each Director shall be entitled to one vote on all matters brought before the Board of Directors for a decision. A quorum of Directors shall be present in person or via teleconference to achieve a valid vote, and a simple majority shall decide all matters. In the event of a tie vote, the motion under consideration shall be deemed to have failed.

Appeal of a Board of Directors Decision. Any member, including a Director, may request the Board of Directors to reconsider a past decision (a carried motion). Such request shall be made in writing, either within 15 days after the availability of the minutes of the meeting during which the decision was made, or within 15 days after the direct notification of the decision, if so made, whichever occurs earlier. Upon receiving such request, the Board shall place reconsideration of the past decision on the agenda of a future general meeting. Such meeting shall be scheduled no less than 45 days after receiving the written request for reconsideration. At least 30 days in advance of said meeting, a notice shall be sent to all members by email or USPS mail.

At the meeting to reconsider the decision, the Board shall bring the contested decision before the Directors and other members such as may be present, for discussion. After discussion, the Board shall affirm, amend or rescind said decision. If any member is not satisfied with the action then taken by the Board, such member may initiate a petition among the membership calling for rescission of said decision. If the petition is signed by at least fifteen percent of the membership (one signature per parcel), a general meeting shall be scheduled to vote on rescission no later than 45 days after the signed petition is received by the Secretary. At least 30 days in advance of the meeting to vote upon rescission, a notice shall be sent to all members by USPS mail along with one printed ballot per parcel.

The members shall vote in person or by mailed ballot to rescind the decision at said meeting held for that purpose. An affirmative vote by a two-thirds or greater majority of those voting shall cause the decision to be rescinded, and the rescission shall be binding upon the Board.

Voting by Mail. The members shall have the right to vote by mail ballot to elect Directors, to approve a recommended annual assessment that would exceed an average increase of 5% per year over any five year period, to rescind a decision by the Board of Directors, and to adopt a proposed amendment to the Bylaws. Mailed ballots must be received by the Secretary prior to the meeting at which the mailed ballots must be counted.

Article IX --- Finances

Funding. It is expected that the primary source of funding for LGIFR's services will be a contract with Charlotte County. In that contract, LGIFR will agree to provide LGI with a specified level of first-responder fire suppression service and first-responder emergency medical service, and Charlotte County will agree to pay LGIFR for those services out of the proceeds of an MSBU created by Charlotte County for LGI.

It is expected that Charlotte County will agree to set the MSBU assessment on all LGI properties each year at an amount that will be adequate to fund the budget adopted by the LGIFR Board after deducting the County's administrative fee. The budget adopted by the LGIFR Board for the first and second years of operation shall not require an MSBU assessment in excess of \$350 per house or condominium and \$125 per undeveloped lot. Thereafter, the budget adopted by the LGIFR Board shall not require an assessment that would exceed an annual increase of 5% per year, unless a greater increase is authorized by a majority of the members voting in person or by mailed ballot at a general meeting of the membership.

LGIFR may also solicit private contributions and may apply for a variety of grants to increase the level of its services beyond that funded by the contract with Charlotte County.

Contracts and Payments. The Chairman of the Board of Directors shall be the sole representative of LGIFR having authorization to enter into any contract, to execute and deliver any instrument in the name of LGIFR, and to make payments for goods and services obtained for the benefit of LGIFR. The above notwithstanding, the Chairman may delegate such authorization to the Treasurer, or to another Director as the circumstances may warrant. All of the above notwithstanding, if the Board, not including the Chairman, unanimously judge the Chairman to be incapacitated, the Board shall appoint one of the other Directors to act in the Chairman's stead. Contracts, instruments, or payments that exceed a value of \$1,000 shall require approval by the Board.

Deposits. All funds received by LGIFR shall be deposited within ten (10) days to the credit of LGIFR in such banks, trust companies, or other depositories as the Board of Commissioners may select.

Budget. Prior to the Annual Meeting, the Treasurer shall prepare a proposed budget for the next fiscal year. Also prior to the annual meeting, the Board of Directors shall review the budget and agree to revisions, if any. The Board shall then present the budget at the Annual Meeting, and the Board shall vote to approve the budget for the next fiscal year.

Financial Records and Statements. The Treasurer shall monitor bank accounts and maintain internal accounts, including, but not limited to accounts receivable, accounts payable, and funds on hand. At each general meeting of the Board of Directors, the Treasurer shall project deviations from the annual budget, if any. The Treasurer shall also prepare annual statements of operations and annual statements of balances, and any additional interim statements as the Chairman may request. Quarterly and annual financial records shall be posted to the LGIFR website.

Annual Financial Review. At the conclusion of each fiscal year, the Board shall arrange for a review of that year's financial records by a Certified Public Accountant to assure the accuracy and reliability of those records.

Article X --- Records

LGIFR shall consistently create and maintain accurate records of operations. Areas of operation that require records shall include, but are not limited to:

- The list of members and member contact information including, but not limited to, USPS and email addresses, such as they may exist.
- Fire and rescue incidents (i.e. "call outs")
- Training (formal acquisition of skills and conduct of drills)
- Financial transactions including, but not limited to, all statements rendered by all financial institutions maintaining accounts in the name of LGIFR.
- Internal accounts including, but not limited to, accounts receivable, accounts payable, and funds on hand.
- Reports of LGIFR's financial state including, but not limited to, statements of operations and statements of balances
- Minutes of the meetings of the Board of Directors and minutes of any committees that the Board may appoint.
- Copies of all correspondence in the name of LGIFR conveyed to all third parties, whether such parties are organizations or individuals, or whether such parties are public or private.

Article XI --- Amendments to the Bylaws

An amendment to these Bylaws of LGIFR, with the exception of Article XIV, may be proposed either by a majority vote of the Board of Directors or by a petition signed by at least fifteen percent of the membership (one signature per parcel). Within 45 days after the vote of the directors or the receipt of the petition by the Secretary, the proposed amendment shall be presented for adoption at a general meeting. At least 30 days in

advance of said meeting to vote, a notice shall be sent to all members by USPS mail along with one printed ballot per parcel.

The members (including Directors) shall vote in person or by mailed ballot to incorporate the proposed amendment or amendments into the Bylaws of LGIFR at said meeting held for that purpose. A two-thirds (2/3) or greater vote in the affirmative shall cause a proposed amendment to be incorporated.

Article XII --- Indemnification

LGIFR shall specifically purchase and keep in force insurance policies to cover the Directors' liability for the management of LGIFR, the organization's liability for injury to the Chief and VAs, and the organization's liability for damage to persons or property resulting from the actions of LGIFR's employees or agents. All said individuals while in pursuit of LGIFR's mission shall be held harmless from all legal and administrative actions by any other individual, governmental body, or non-governmental organization to the full extent provided under Florida law, except that LGIFR shall not be obligated to indemnify said individuals in the aggregate from financial liability in excess of \$2,000,000.

Article XIII --- Dissolution

Declaration of Dissolution. A declaration of dissolution may be adopted by a two-thirds (2/3) majority of the Board of Directors. Notification of such declaration shall be sent to all members by USPS mail no later than 15 days after the date on which said declaration is adopted. Said declaration of dissolution may be challenged by members pursuant to the procedure for "Appeal of a Board of Directors Decision" in article VIII. If said declaration is not challenged, the Board shall determine a procedure for dissolution and complete the dissolution three (3) months after notification. If said declaration is challenged, but the declaration is not rescinded pursuant to the procedure for appeal, the Board shall complete the dissolution three months after the appeal fails.

Procedure for Dissolution. The procedure for dissolution shall include, but not be limited to, the following provisions:

- The Board shall pay or make provision for the payment of all debts of LGIFR.
- The Board shall also settle or make provision for the settlement of any other liabilities that LGIFR may have incurred and remain outstanding.
- Thereafter, the Board shall distribute all remaining equipment to one or more non-profit fire and rescue organizations selected by the Board. Such distributions shall qualify for exemption under the provisions of Section 501(c)3 of the Internal Revenue Code of 1986 or under similar provisions of any successor Code. The Board may transfer the real property assets to an appropriate community organization for preservation and use as a community resource. If no such

transfer appears feasible or desirable, the Board shall arrange for the sale of all real property assets and shall arrange for the distribution of the proceeds to the members in the proportion of one share per house or condominium and one-third share per undeveloped lot.

- If remaining cash (and equivalents) totals more than \$5,000, it shall be distributed in the same manner as provided above for the proceeds of the sale of the real estate. If remaining cash (and equivalents) totals less than \$5,000, it shall be distributed as provided above for remaining equipment.

Article XIV—Failure of Funding

If by December 31, 2010 Charlotte County has failed to take all necessary steps to execute and fund a contract with LGIFR for first-responder fire suppression service and first-responder emergency medical service as contemplated in Article IX, or if Charlotte County at any time prior to December 31, 2010 conclusively rejects such a proposed contractual arrangement, these Amended Bylaws, excepting this Article, shall become inoperative, null, and void; and all actions taken by the Board of Directors or the membership pursuant to these Amended Bylaws shall be inoperative, null, and void. In that event, the Bylaws of LGIFR in force on December 4, 2009 prior to amendment shall be reinstated, and thereafter shall govern the affairs of LGIFR. In that event, the terms of those Directors holding office under these Amended Bylaws shall terminate, and those LGIFR Commissioners who were serving on the Board on January 1, 2010 shall be reinstated in office and shall thereafter administer the affairs of LGIFR in accord with the reinstated Bylaws.