

WESTPORT VOLUNTEER EMERGENCY MEDICAL SERVICE, INC. BY-LAWS

AMENDED - APRIL, 1981. AMENDED - SEPTEMBER, 1982. AMENDED - APRIL, 1984. AMENDED - JUNE, 1984. AMENDED - MARCH, 1987. AMENDED - SEPTEMBER, 1987. AMENDED - JULY, 1988. AMENDED - OCTOBER, 1989. AMENDED - MAY, 1991. AMENDED - SEPTEMBER, 1996. AMENDED - SEPTEMBER, 2001. AMENDED - MARCH, 2002. AMENDED - JUNE, 2002. AMENDED - SEPTEMBER, 2003. AMENDED - JANUARY, 2005. AMENDED - JUNE, 2005. AMENDED - JUNE, 2007. AMENDED -NOVEMBER 2016. AMENDED -JANUARY 2018. AMENDED- June 2020.

ARTICLE I: PURPOSES OF THE CORPORATION

SECTION 1. The purpose of WESTPORT VOLUNTEER EMERGENCY MEDICAL SERVICE, INC. (WVEMS) is to assist the Town of Westport, Connecticut to provide emergency medical care to the Westport community. Some specific ways to accomplish this are:

- (a) Provide assistance in staffing Westport's ambulance and other Westport Emergency Medical Service (WEMS) personnel needs;
- (b) Raise money to purchase equipment for WEMS, WVEMS, and for members of WVEMS;
- (c) Develop training programs for members of the WVEMS;
- (d) Purchase training aids to assist in the training of WVEMS members;
- (e) Provide information to the community about handling medical emergencies.

ARTICLE II: OFFICES OF THE CORPORATION

SECTION 1. The main office and place of business of the corporation shall be in the

Town of Westport, Connecticut. The Board of Directors may, from time to time, establish additional offices for the corporation.

ARTICLE III: BOARD OF DIRECTORS

SECTION 1. The Board of Directors shall consist of the corporate officers, President, Vice President, Secretary and Treasurer, and seven elected Directors. Officers shall serve one (1) year terms. The Directors shall serve a two (2) year term. Officers will be collectively known as the Executive Committee.

SECTION 2. The Board of Directors shall meet once a month and such meetings shall be open to members of WVEMS unless, by a vote of the Board of Directors, the meeting or any part shall be closed to members not serving on the current Board of Directors of WVEMS.

Special meetings of the Board of Directors may be called by the Secretary upon the request of the President or two members of the Board.

SECTION 3. Notice of all Board of Directors meetings shall be made at least three (3) days prior to such meeting. Minutes for each meeting shall be given to each Board member prior to the next scheduled meeting.

SECTION 4. The Board of Directors shall follow Robert's Rules of Order. A majority plus one (1) member of the Board shall constitute a quorum with no fewer than seven (7) members present. Fewer than seven (7) members shall have the power to adjourn until a quorum is present.

SECTION 5. The Board of Directors shall have control over the business and affairs of the corporation.

SECTION 6. Any action of the Board of Directors may be over-ruled by a two-thirds (2/3) vote of the voting members present at any subsequent General Membership meeting for which there is a quorum.

SECTION 7. Vacancies in the Board of Directors occurring between annual meetings from any cause shall be filled by a vote of the Executive Committee to serve the remainder of the term that has been vacated.

SECTION 8. The Board of Directors will adopt a budget proposal at its May meeting. The Secretary shall then circulate the Board of Directors' budget proposal electronically

to all members. The budget will be voted on at the annual meeting held in June.

ARTICLE IV: OFFICERS/DIRECTORS

SECTION 1. There shall be a President, Vice-President, Secretary, and Treasurer of the corporation.

SECTION 2. To be eligible to serve as an officer or director, an individual shall have been an active member of the corporation for at least one year prior to the date of prospective inauguration. No member shall hold two offices concurrently.

SECTION 3. The President shall be the chief executive officer of the corporation and shall be in charge of the direction of its affairs.

The President shall preside at all meetings of the Board of Directors and General Membership, and shall perform the usual duties incident to that office. The President shall be a member, ex officio, of all committees, except the Nominating Committee, and shall perform such duties as may be assigned by the Board of Directors

SECTION 4. In the absence of the President, the Vice-President shall perform the duties of the President and shall execute and perform such acts as may be assigned by the Board of Directors.

SECTION 5. The Secretary shall keep the minutes of all meetings of the Board of Directors and General Membership, and shall submit minutes of the meetings to the President prior to the next meeting of that group. The minutes of the General Membership and Board of Directors shall be distributed electronically no later than fifteen (15) days after a meeting. In addition, the Secretary shall conduct the general correspondence of the corporation, send notices, keep and maintain corporate records, be responsible for the compilation and completion of the reports of the Board of Directors and committees. The Secretary shall, from time to time, perform such other duties as are, or may be assigned by the Board of Directors.

SECTION 6.

- The Treasurer shall have custody of the corporate funds and shall keep full and accurate accounts of receipts and disbursements.
- The Treasurer shall deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors.

- The Treasurer shall disburse the funds of the corporation as ordered by the Board of Directors.
- The Treasurer shall maintain the financial books and records of the corporation and shall prepare a report summarizing income and expenditure by category along with variance from budget to be presented monthly to the Board of Directors. This report shall be incorporated in the corporate records and made electronically available to the general membership.
- The Treasurer shall report on the financial status of the corporation including, but not limited to, the accounts and places of deposit and/or investment of corporate funds at each Board of Directors meeting.
- The Treasurer shall be a member of the Finance Committee, and shall perform such other duties as from time to time, may be assigned by the Board of Directors.
- The Treasurer will be responsible for making sure the corporate accounts are annually audited by an independent certified public accountant, and a report shall be delivered to the Treasurer to be filed with the corporate records. The Treasurer shall present an overview of the audit and a brief report on the financial condition of the corporation at the General Membership meeting in June.

SECTION 7. All officers shall serve as directors of the corporation, and shall hold office until their successors shall be elected. Officers shall be eligible for re-election but shall not serve more than four (4) complete consecutive 1 year terms in the same office.

SECTION 8. Vacancies in the corporate offices occurring between annual meetings from any cause shall be filled for the remainder of the term by a vote of the membership.

SECTION 9. An officer may be removed from office at any time by a special vote to be held after a written petition of two-thirds (2/3) of the general membership.

SECTION 10. The officers and the Board of Directors shall not receive, directly or indirectly, any salary or other compensation from the corporation, except for reimbursement of expenses incurred in the service of WVEMS and authorized by the Board of Directors or General Membership.

SECTION 11. All persons authorized to sign checks and/or withdraw funds shall be bonded.

ARTICLE V: COMMITTEES

SECTION 1. There shall be the following standing committees:

- A. Finance
- B. House
- C. Training
- D. Member Relations
- E. Public Relations
- F. Vehicles and Equipment
- G. Recruitment and Retention
- H. Fundraising

SECTION 2. The chairperson of each committee shall be appointed by the Board of Directors. He/she shall be available to attend meetings of the Board of Directors in an advisory capacity.

SECTION 3. Special committees may be appointed for specific purposes for a limited period of time.

SECTION 4. Each committee shall present an oral report at regularly scheduled Board of Directors Meetings.

ARTICLE VI: MEMBERSHIP

SECTION 1. In order to be eligible for membership a person shall be at least fourteen years of age. Applicants shall provide information as requested by the WVEMS Board of Directors.

SECTION 2. The Deputy Director of Westport EMS shall review all applications and perform background checks on all applicants on behalf of the Board of Directors. The Board of Directors may review all applications and the Westport EMS Deputy Director's recommendation and if found acceptable by a majority vote of the Board, the applicant will be accepted as a member. Members will remain a part of WVEMS until voted out by the Board of Directors.

SECTION 3. The Board has the right to establish and set policies for membership and members' voting rights at General Membership meetings. To remain a member one must adhere to the policies or risk being terminated by a vote of the Board. Members have the right to appeal any decision regarding their status to the Executive Committee.

ARTICLE VII: MEETINGS

SECTION 1. The annual meeting of the General Membership shall be held in June.

SECTION 2. Special meetings of the General Membership may be called at any time by the President or by the Board of Directors or by written petition of any ten (10) members of the corporation. Special meetings of the General Membership shall be announced to members electronically at least 10 days prior to such meetings.

SECTION 3. A quorum for General Membership meetings shall consist of twenty-five (25) percent of the voting membership or fifteen (15) voting members , whichever is less.

SECTION 4. Committee meetings shall be called at the discretion of the committee chairman.

SECTION 5. All meetings shall be conducted in accordance with Robert's Rules of Order.

ARTICLE VIII: NOMINATIONS AND ELECTIONS

SECTION 1. The officers and directors of the corporation shall be elected at the June annual membership meeting. Persons shall be elected by a simple majority of the votes cast, provided a quorum is present.

SECTION 2. A five (5) member Nominating Committee consisting of two (2) members of the Board of Directors selected at the March Board of Directors meeting, and three (3) members at large shall propose a slate of candidates for election to all offices of the corporation.

Members of the Nominating Committee shall have been active members of the corporation for at least one (1) year and shall select their own chairman. If an elected member of the Nominating Committee is unable to serve for any reason whatsoever, the chairman of the Nominating Committee shall appoint a replacement. The three Nominating Committees members from the General Membership at large shall be confirmed by the Secretary pursuant to the following procedure:

By March 1st, the Secretary shall send an email to all members seeking candidates to

serve on the Nominating Committee. Upon receipt of three candidates' names for the Nominating Committee but in no event later than March 15, the Secretary shall send an email to all members identifying the Nominating Committee candidates. If by April 1st more than three Nominating Committee candidates names have been received, the Secretary shall announce that a General membership meeting will be held the last Tuesday in April to elect the three Nominating Committee members from the General Membership. No additional Nominating Committee candidates shall be accepted by the Secretary after April 1st.

SECTION 3. The chairman of the Nominating Committee shall announce the names of candidates selected by the Nominating Committee for the positions of officers and directors in an email to all members by May 30. Additional nominations for any office may be made by any two members via email to the Secretary until 96 hours after the Nominating Committee Chairman's email has been sent at which point the nominations shall be permanently closed and a list of candidates circulated by the Secretary..The election shall be held at the Annual Meeting held in June.

SECTION 4. If there shall be no contest for a position, the election may be viva-voce. The Secretary shall cast a unanimous ballot. In the case of a contest, the election shall be by written ballot overseen by the current Executive Committee. Officers and Directors elected at the June General Membership meeting shall assume their positions upon the beginning of the fiscal year, July 1st.

ARTICLE IX: FINANCE

SECTION 1. The fiscal year of the corporation shall begin on the first day of July.

SECTION 2. Only the Executive Committee shall be empowered to draw corporate funds.

SECTION 3. The President shall have the authority to authorize all expenditures up to and including \$2,000. In the absence of the President, the following officers shall have the authority granted in this section in the following order of succession:

(1)Vice President

(2) Treasurer

SECTION 5. The Board of Directors shall have the authority to authorize by majority

vote all expenditures up to and including \$50,000, The nature of any expenditure in excess of \$25,000 to be authorized by vote of the Board of Directors shall be communicated via email to all members, at least ten (10) days prior to such vote.

SECTION 6. Expenditures in excess of \$50,000 must be approved by a majority vote at a General Membership meeting. The nature of the expenditure must be communicated in writing to the membership, at least ten (10) days prior to such vote. The General Membership may approve any expenditure for any amount.

ARTICLE X: WVEMS PASSWORDS

The President and Vice President shall securely keep passwords for all electronic systems and sites representing, pertaining to, and belonging to the WVEMS. Passwords will be shared with members at the President's discretion.

ARTICLE XI: AMENDMENTS

These By-Laws may be amended, in whole or in part, by a majority vote of the General Membership at any meeting at which a quorum is present, provided that such amendments were presented at the previous General Membership Meeting, as well as having been posted electronically at least ten (10) days prior to the vote. Once adopted by the membership, the revised By-Laws will be posted on the WVEMS website within fifteen (15) days.