

**Westport Volunteer Emergency Medical Service
Annual General Membership Meeting
June 24th, 2020**

Meeting Call to Order:

Andrea called the Board of Directors' meeting to order at 19:19 hours – this meeting was held through Zoom due to the current COVID-19 crisis and social distancing.

Andrea stated she is going to go through and highlight some of the events of this fiscal year then onto the Treasurer's Report which will then lead us to the proposed budget for the year, which needs to be voted on, then onto the bylaws which need to be voted on and then the election of the officers and directors. Lastly, the annual awards will be talked about then the announcement of the Audley scholarship awards recipients.

Attendance:

Board Members - Andrea Harman, Mike Burns, Larry Kleinman, Nancy Surace, Brian Crane, Martin Iselin, Steve Bayliss, Jaime Bairakataris, Myra Goldberg, Ashley Ramirez and Sandi MacPherson.

Members and guests - Marc Hartog, Yves Cantin, Dan Guetta, Jay Paretzky Andrew O'Brien, Kathy Smith, Bill Min, Audrone Tarnok, Carol Dixon, Jenna Baumblatt, Christine Cua, Yashasvi Jhangiani, Jonathan Huzil, Hillary O'Neil, Steward Reifler, Ben Frimmer, Edward Chin, Erin Finch, Rob Pocius, Alice Sardarian, and Andrew Dinitz.

Organizational News and Events:

Andrea stated the biggest thing that happened this year was the Corona virus that affected everything. During this time, a lot of our members stepped up to work during this difficult time and others made the very difficult decision to step back which everyone understood and it was accepted by everyone. Aside from the staffing issues from COVID, many of our activities were affected and many were curtailed. The other really big thing this year was our 40th anniversary and in celebrating that, the most significant thing we did was a series of interviews of current and past members. Larry Kleinman arranged to have these done and Mike put them up on our website. Please take a look at them on our website. The other thing from our 40th anniversary we did, was a drawing contest which Kathy Smith organized for elementary school children. We also made a banner and had pins made to celebrate the 40th. We wore the pins on our uniforms to celebrate our 40th anniversary. It is technically still the 40th anniversary and if anyone has any thoughts on something to celebrate it, bring it up to any of the board members and we will be happy to support you on it.

The next big thing that started the end of last year and really took off was Stop the Bleed classes. These classes were headed by Larry Kleinman and classes continued until

March when covid-19 started. We held 10 classes and taught between 150 to 175 students. Hopefully, classes will start again when it is allowed. It is very easy to become an instructor to help with the classes, please contact Larry for more information.

The fundraiser for this year, whether it was because of COVID or not, was a success and Yves Cantin did a great job. We raised \$118k which is more than last year's \$112k. It was a good year. Thank you to Yves who has been heading the fundraising drive for the last few years. Yves could use some help with the fundraiser for next year so if anyone would like to help him, please contact him. Yves thanked Carol Dixon for all her help and time she spent working on the fundraiser. Yves said her contribution "was immense and amazing. Thank you!" Andrea agreed she has been incredible.

We had some large and significant grants this year. The first one was \$20k from the Young Women's League and we also had \$10k that was contributed through the Meatball Shop opening party. First County Bank gave us two different grants of \$4,500. The Rotary gave us \$2,500 and most recently the Eaton Vance COVID Relief Fund gave us \$10k. We have been successful with our grants. Mike Burns has been very instrumental in helping with that.

CPR classes are run by Jay Paretzky who does a great job with it. The statistics provided are on a calendar year basis. In 2020, we had to stop running classes early in the year due to COVID19 but in 2019 we had 227 classes, 1,700 students were taught and impressively since 2008, we ran 2,375 classes teaching 18,000 students. Jay runs a fantastic program and we could always use CPR instructors. If you would like to be an instructor, please contact Jay. Andrea thanked Jay for all his efforts.

The other big thing that happened this year was a change in the recertification process for EMT. The state is still ironing out some of the details but the big thing is instead of having the written exam, we are now required to take certain required continuing education classes. Until COVID started, Rick was creating really great classes onsite and since COVID, we have been doing a lot online with CentreLearn. It is really important to keep up with those classes because they are needed for recertification.

We revised the Bylaws which will be voted on shortly. A revision of the new orientation booklet was also completed. We are also working on instituting some basic requirements for new members. Brian Crane has been instrumental in that. We have been doing this so that we end up with people we feel confident will have a good chance to succeed while eliminating those who don't. We will have interviews, physical agility, and a basic EMT skills knowledge test. We had to suspend internships because of COVID.

We also made progress on a standard presentation we can bring to groups to try to get new volunteers and another focused on fundraising. That is 95% done and hopefully it will be completed very soon.

Treasurer's Report:

Larry gave the Treasurer's Report. He stated this is unofficial as the fiscal year ends a week from now. The numbers are not verified as he does not have any bank statement to

verify against yet but it is close enough to give you a sense of what is going on. Good news is we are going to have a surplus this year of over \$140k. Which is phenomenal. We budgeted a surplus of \$7k. We are \$137k better than budget. The reason for the incredible increase in the budget surplus is two-fold. One is because our fundraisers and donations are significantly higher. The other is that the budget is put together conservatively. We are under budget for what we thought we would take in in EMT and CPR classes. That is because we did fewer CPR classes because of COVID and the EMT class had a smaller enrollment than anticipated. We had some significantly lower expenses than we thought. The EMS conference did not happen this year which we budgeted for. Expenses were at or lower than we thought. Overall revenue was between \$140k - \$145 surplus. Our bank balances as of now in the checking account is \$240k. The major equipment fund at Wells Fargo is basically a money market account and has about \$30k and the vehicle replacement fund also has a little bit over \$220k.. In addition, our brokerage account at Wells Fargo as of a few days ago was valued at \$750k. Of that 59% in equities, 39% fixed income and 11% in cash. Overall we had a good year. That is where we stand right now.

Budget:

Copies of the budget were emailed to members a couple of weeks before this meeting.

Two items to point out: According to the Bylaws, the budget cannot be changed once the board of directors approve the budget and the general membership can agree or not agree but changes cannot be made to it. There were two assumptions we made while doing the budget which are no longer correct. One of them is we thought we would not be holding a fall EMT class. As such, the budgeted revenue is lower than what will happen if we do a fall EMT class and there are plans to have a fall EMT class. So where we budgeted for income for that is well less than were we expected to be if we actually have a class. The expense will be equally different and since we budget these classes all the time to break even, the net effect to the budget itself should be close to zero. The board of directors can vote to spend that money if we have a fall EMT class. So again, that's an assumption we made that's not correct but it does not affect the budget in terms of total bottom line number.

The other one that does affect the bottom line number is that we thought there would be two EMS conferences this year. There was one scheduled for May and that was postponed to August, having two conferences in the fiscal year. However, due to COVID it was cancelled. . There is only going to be one EMS conference in the fiscal year. We budgeted \$6k for each conference. We budgeted \$12k in total and in fact the real number is \$6k. But again, we cannot change that budget and its going to stay at \$12k but I want you to be aware of the fact that we only expect to spend \$6k. So what that means, what we originally forecasted for the whole year to actually have a loss of \$5,600 we are now budgeting a slight gain of \$400. Essentially we are thinking we are going to break even for the year. Worst case scenario, I expect to do better than breaking even but from a budget point of view, assuming we have the highest reasonable expense and the lowest reasonable revenue, we are budgeting to break even.

Significant changes in the budget from last year to this year - the only real significant ones are budgeting for patient contribution. Patient contribution is the money we get per transport that is paid for by insurance. We get that money from the town. We budgeted \$75,000 last year and we are only budgeting \$55,000 this year. We expect call volume to be down as it has been going down for the last several months due to COVID and it will be several more months until we get back to some sense of normalcy. Being conservative we took 75% of that number. We also are expecting to have fewer CPR classes than last year for the same reason. The budget was lowered for revenue there but we also lowered the budget for expense. That will have no effect on the budget. There are other things we budgeted slightly less money than before but none of them are significant.

Steve Baylis made a motion to accept the budget as presented, seconded by Carol Dixon. A poll was taken from the membership voting via Zoom. The vote was 25 yes and zero no so the budget was passed by the membership.

Bylaws:

The proposed Bylaw revisions. All members were notified of the revisions to the Bylaws via email. Copies were posted on the website. Grammatical and content changes were made by the committee. The membership had more than ample time to download and review them. We will be looking to amend and clean them up again in the future. There were no questions regarding the Bylaws.

Larry made a motion to accept the Bylaws as currently presented, seconded by Martin. A poll was taken of the membership voted via Zoom polling. The vote was 24 yes and 1 no so the revisions were passed by the membership.

Election of Officers:

The election slate was distributed via email to the general membership and no one presented any other nominations other than what was presented by the nominating committee. There is no contest for any position. The slate filled all empty seats as presented by the Nominating Committee. Nancy casted her "viva voce" vote as secretary to adopt the election as uncontested.

Officers:

President	Michael Burns
Vice president	Larry Kleinman
Treasurer	Dan Guetta
Secretary	Nancy Surace

Board of directors:

Jaime Bairakataris
Brian Crane
Andrew O'Brien

Awards:

We always have the awards of EMT, crew chief and volunteer of the year award. We have received some suggestions for the year but if you have any further nominations please forward them with a sentence or two why you are nominating that individual for that position. Generally these awards are presented at the summer party which we have not scheduled because of COVID. We are still hoping that we might be able to do this towards the end of the summer or early fall. If we can't have a party we will figure out a different way to present these awards but we still need to get the nominations. Also the president's awards are given out based on hours of service and are normally given out at this meeting. Normally we have dinner and the awards ceremony but we cannot do that. There are quite a few people who have qualified for these awards. At this point, the names will be posted both at HQ and online and people will get their awards by contacting Mike or Yves and they will arrange for you to get your award.

Scholarship:

Andrea stated Jay Paretzky and the Audley Scholarship committee choose the recipients of the scholarship for this year. They are: Hillary O'Neil, Alice Sardanian, Edward Chin, Vignesh Karridy, and Isabella Sperry. Congratulations to all.

Adjournment:

Nancy made a motion to adjourn at 19:47 hours, seconded by Mike.

Westport Vol. EMS
Preliminary Budget
July 2020 through June 2021

	<u>Actual</u> <u>through 4/30/20</u>	<u>May-June</u> <u>budgeted</u>	<u>Total Estimated</u> <u>2019-2020</u>	<u>Budget</u>		<u>Change in</u> <u>budget</u>	
				<u>2019-2020</u>	<u>2020-2021</u>		
Ordinary Income/Expense							
Income							
50100 · PATIENT CONTRIBUTIONS	59,850.00	12,500.00	72,350.00	75,000	55,000	-20,000	Note 2
50200 · FUNDRAISER	116,232.94	2,000.00	118,232.94	90,000	90,000	0	Note 3
GRANTS				0	20,000	20,000	
50300 · OTHER DONATIONS	71,239.01	4,166.00	75,405.01	25,000	10,000	-15,000	Note 1
50400 · COURSES							
50004 · CPR	19,840.76	3,832.00	23,672.76	23,000	11,500	-11,500	Note 4
50008 · EMT	21,740.00		21,740.00	40,000	15,000	-25,000	Note 5
Total 50400 · COURSES	41,580.76	3,832.00	45,412.76	63,000.00	26,500.00	-36,500	
50500 · OPERATING INTEREST	1.15		1.15			0	
50900 · OTHER			0.00			0	
50019 · MISCELLANEOUS INCOME	14.03		14.03			0	
Total 50900 · OTHER	14.03	0.00	14.03			0	
Total Income	288,917.89	22,498.00	311,415.89	253,000.00	201,500.00	-51,500	
Expense							
			0.00			0	
60011 · PROFESSIONAL FEES - AUDIT	13,000.00		13,000.00	13,500	13,500	0	
60043 · PUBLIC RELATIONS	1,760.01	833.32	2,593.33	5,000	3,000	-2,000	Note 6
60044 · RETENTION AND RECRUITMENT	782.28	1,166.00	1,948.28	7,000	3,000	-4,000	Note 15
60300 · OFFICE & MANAGEMENT						0	
60002 · Bank SvChgs/Cks	35.96		35.96			0	
60008 · COPIER	175.36		175.36			0	
60013 · GENL. OFF. EXP.	271.44		271.44			0	
60018 · REPAIRS MAINT.	348.95		348.95			0	
60026 · COMPUTER	196.93		196.93			0	
60032 · OFFICE SUPPLIES	187.67		187.67			0	
60300 · OFFICE & MANAGEMENT - Other	0.00	832.00	832.00	5,000	5,000	0	
Total 60300 · OFFICE & MANAGEMENT	1,216.31	832.00	2,048.31	5,000.00	5,000.00	0	
60310 · MEMBER SUPPORT SVCS			0.00			0	
60009 · COFFEE EXPENSES	3,391.59		3,391.59			0	
60010 · DAY ROOM/KITCHEN SUPPLIES	4,637.93		4,637.93			0	

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				<u>2019-2020</u>	<u>2020-2021</u>		
MOVED 60299 · NON-CAPITAL BUILDING/FIXTURES	1,376.94		1,376.94		2,000	2,000	
60030 · CABLEVISION	1,960.65		1,960.65			0	
60040 · OTHER MEMBER SUPPORT	251.61		251.61			0	
60310 · MEMBER SUPPORT SVCS - Other	0.00	2,832.00	2,832.00	17,000	17,000	0	
Total 60310 · MEMBER SUPPORT SVCS	11,618.72	2,832.00	14,450.72	17,000.00	19,000.00	2,000	
60330 · UNIFORM ALLOWANCE PROGRAM	3,290.72	1,166.00	4,456.72	7,000	7,000	0	
60340 · FUND RAISER			0.00			0	
60341 · Credit Card Processing Fee	952.75	30.00	982.75	750	1,100	350	Note 8
60340 · FUND RAISER - Other	13,482.03		13,482.03	13,000	14,000	1,000	Note 9
Total 60340 · FUND RAISER	14,434.78	30.00	14,464.78	13,750.00	15,100.00	1,350	
60360 · AWARDS	293.90	250.00	543.90	1,000	1,000	0	
60370 · ANNUAL AWARDS MEETING	5,202.83		5,202.83	8,000	8,000	0	
60380 · TRAINING			0.00			0	
60022 · In service	1,402.89	832.00	2,234.89	5,000	4,000	-1,000	Note 12
60021 · Stop The Bleed	14.99	166.00	180.99	1,000	1,000	0	
60382 · On-Line Courses	5,935.05	0.00	5,935.05	7,000	7,000	0	
60381 · Tuition Reimbursement EMT-B	4,375.00	2,000.00	6,375.00	5,000	5,000	0	Note 13
60003 · CPR / FIRST AID TRNG	9,142.99	3,332.00	12,474.99	20,000	11,500	-8,500	Note 10
60019 · IN-HOUSE EMT	26,551.00	12,000.00	38,551.00	40,000	15,000	-25,000	Note 10
60038 · MISC. TRNG	1,035.26	166.00	1,201.26	1,000	1,000	0	
60390 · CLASSES-OUTSIDE	900.00	0.00	900.00			0	
60391 OUTSIDE EMS CONFERENCE	0.00	6,000.00	6,000.00	6,000	12,000	6,000	Note 11
Total 60380 · TRAINING	49,357.18	24,496.00	73,853.18	85,000.00	56,500.00	-28,500	
60410 · INSURANCE	898.00		898.00	1,000	1,000	0	
60420 · HOSPITALITY/SUNSHINE	407.62		407.62	0	500	500	Note 14
60440 · OTHER EXP			0.00	0	0	0	
6999 · Uncategorized Expenses	50.00		50.00	0	0	0	
Total 60440 · OTHER EXP	50.00	0.00	50.00	0.00	0.00	0	
60500 · WEMS OPER. BDGT			0.00			0	
60042 · Equipment Repairs & Maintenance	2,764.56		2,764.56			0	
60014 · VEH .MAINTENANCE			0.00			0	

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				<u>2019-2020</u>	<u>2020-2021</u>		
Vehicle	105.00		105.00			0	
60014 · VEH .MAINTENANCE - Other	19,613.78		19,613.78		25,000	25,000	
Total 60014 · VEH .MAINTENANCE	19,718.78	0.00	19,718.78	0.00	25,000.00	25,000	
60031 · OPER. MATERIALS	362.78		362.78			0	
60034 · VEH. OPERATION	260.30		260.30			0	
60260 · RADIOS *** MOVED ***	9,245.30	360.00	9,605.30	19,000	10,500	-8,500	Note 7
60200 · CAPITAL EXPENSES * MOVED *	977.99	1,500.00	2,477.99	9,000	9,000	0	Note16
60037 · MEDICAL SUPPLIES	17,219.69		17,219.69		25,000	25,000	
60500 · WEMS OPER. BDGT - Other	1,911.81	9,166.00	11,077.81	55,000	5,000	-50,000	
Total 60500 · WEMS OPER. BDGT	52,461.21	11,026.00	63,487.21	83,000.00	74,500.00	-8,500	
Total Expense	154,774	42,631	197,404.88	246,250	207,100	-39,150	
Net Ordinary Income	134,144.33	-20,133.32	114,011.01	6,750	-5,600	-12,350	
Other Income/Expense			0.00			0	
Other Income			0.00			0	
50302 · RESTRICTED DONATIONS	1,500.00		1,500.00			0	
Interest Income	344.11		344.11			0	
Dividend Income	18,599.75	2,500.00	21,099.75	15,000	15,000	0	
Total Other Income	20,443.86	2,500.00	22,943.86	15,000.00	15,000.00	0	
Other Expense			0.00			0	
60404 · Audley Scholarship	1,500.00		1,500.00			0	
Total Other Expense	1,500.00		1,500.00			0	
Net Other Income	18,943.86	2,500.00	21,443.86	15,000.00	15,000.00	0	
Net Income	153,088.19	-17,633.32	135,454.87	21,750	9,400	-12,350	

Notes

1 Grants is a new account; was included in Other Donations last year. We do not have an accurate actual grant amount for 2019-2020 but we know it was significantly more than proposed budget for this year
Assume other donations will be lower than 2019-2020 budget due to lower call volume and poor economy

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2 Use 70% of last year budget with assumption call volume will be down due to COVID						
3 Despite a possible bad economy, assumption is that EMS will be a priority with residents and donations should remain constant						
4 Use 50% of 2019-2020 budget due to fewer classes						
5 No fall class. Anticipate same size spring class as usual						
6 Had added 2k to 2019-2020 budget for 40th anniversary stuff						
7 Regular 2k as normally budgeted plus one new multi-band radio for 8500						
8 Increased percentage of on-line donations						
9 Increased Eleo cost						
10 Budget to break even on class						
11 Two conference in this fiscal year						
12 Fewer in-services due to COVID						
13 2019-2020 expenses higher than budget, but anticipate fewer students this year. Budget unchanged						
14 We have never budgeted for this, but always spend a few hundred dollars						
15 To be closer to actual cost						
16 Include 4k for modems for lifepaks (budgeted but not spent in 2019-2020)						

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.