

Westport Volunteer Emergency Medical Service Special General Membership Meeting May 11, 2022

A special general membership meeting was called for the purpose of presenting and discussing the proposed new bylaws as well as the new Training and Competency Policy.

Voting members in attendance (16): Mike Burns, Larry Kleinman, Nancy Surace, Andy O'Brien, Stew Reifler, Mari Inagami, Martin Iselin, Jon Huzil, Brian Crane, Yves Cantin, Jay Paretzky, Bill Min, Ryan Blake, Jenna Baumblatt, Michael Pontotiero, Audrone Tarnok

Also in attendance were a number of interns as well as full time staff.

The meeting was called to order at 7:10 by Mike Burns.

The floor was opened for questions and discussion on the new bylaws. There were a number of good points raised and it was decided to make 2 amendments to the document as written.

- Section 2.10 was amended to read as follows: "Membership Overrule. Any action by the Board may be overruled by an affirmative vote of at least 66.7% of all current Voting Members in attendance at any Members Meeting."
- Section 3.6 was amended to simply read as follows: "The Board shall develop and maintain a set of policies to govern and guide WVEMS and shall be communicated to all members within 30 days of such Board approval."

A vote was then taken on accepting the new bylaws as amended. The vote was unanimous to approve the new bylaws.

The floor was then opened to discuss the new Training and Competency Policy.

- There was concern that there will be no incentive for members to participate in special events if the hours spent don't count towards the ride time requirement. The argument was made that special events should count towards riding hours because you are by definition on call should any emergency arise which is no different from waiting in the day room at HQ.
- The point was also raised as to the time members put in on administrative work and teaching classes.
- It was generally agreed that the policy should be reviewed and amended by the BOD to take all of these vital roles into account.

The meeting was adjourned at 7:52 by Andy O'Brien, seconded by Yves Cantin and unanimously carried.



WESTPORT
VOLUNTEER
EMS

Michael Burns, President WVEMS <mburns@westportems.org>

GMM last night and bylaws

Michael Burns <president@westportems.org>
Reply-To: president@westportems.org
To: Michael Burns <michaeleburns@gmail.com>

Thu, May 12, 2022 at 9:40 AM

A General Membership Meeting was held last night to discuss the proposed new bylaws. Some changes were discussed and adopted as a result.

The floor was opened for questions and discussion on the new bylaws. There were a number of good points raised and it was decided to make 2 amendments to the document as written.

- Section 2.10 was amended to read as follows: "Membership Overrule. Any action by the Board may be overruled by an affirmative vote of at least 66.7% of all current Voting Members in attendance at any Members Meeting."
- Section 3.6 was amended to simply read as follows: "The Board shall develop and maintain a set of policies to govern and guide WVEMS and shall be communicated to all members within 30 days of such Board approval."

Please see the attached final copy of the proposed bylaws which will be voted on at the Annual General Members Meeting on Saturday June 25th at 7pm at EMS HQ. Thank you.

Michael Burns
President, WVEMS

Your satisfaction with communications from Westport Emergency Medical Service is important to us. If you would like to review or change your message preferences with us, please visit our message preferences page by clicking [here](#)

WVEMS By-Laws Voting Copy 5-12-22.pdf
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GENERAL MEMBERSHIP VOTING DRAFT 5/12/22

**TO BE VOTED UPON BY THE WVEMS MEMBERSHIP
AT THE ANNUAL GENERAL MEMBERSHIP MEETING ON JUNE 25, 2022**

**BY-LAWS
OF THE
WESTPORT VOLUNTEER
EMERGENCY MEDICAL SERVICE, INC.**



Amended and Restated Effective July 1, 2022

**BY-LAWS OF THE
WESTPORT VOLUNTEER EMERGENCY MEDICAL SERVICE, INC.
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**BY-LAWS OF THE
WESTPORT VOLUNTEER EMERGENCY MEDICAL SERVICE, INC.**

Definitions/Description

1. **“Annual Members Meeting”** is described in Section 8.7.
2. **“Board Meeting”** is described in Section 8.1.
3. **“Board of Directors”** is described in Section 3.1.
4. **“Cause”** is defined in Section 2.9.
5. **“Directors”** is defined in Section 3.1.
6. **“Executive Committee”** is described in Section 7.5.
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13. **“Member Relations Committee”** is described in Section 7.11.
14. **“Members”** is defined in Section 2.1.
15. **“Members Meetings”** is described in Section 8.1.
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22. **“Secretary”** is described in Section 6.5.
23. **“Special Board Meeting”** is described in Section 8.7.
24. **“Special Members Meeting”** is described in Section 6.7.
25. **“Standing Committee”** is defined in Section 7.1
26. **“Term of Office”** is described in Section 6.4.
27. **“Term of Service”** is described in Section 5.8.
28. **“Training Committee”** is described in Section 7.12.
29. **“Training Officer”** shall mean the training officer for Westport EMS.
30. **“Treasurer”** is described in Section 6.6.
31. **“Vehicle and Equipment Committee”** is described in Section 7.14.

32. **“Vice President”** is described in Section 6.4.
33. **“Voting Member”** is defined in Section 2.4.
34. **“Westport EMS”** shall mean the Town of Westport emergency medical services, which is a division of the Westport Police Department.
35. **“WVEMS”** is defined in Section 1.1.

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BY-LAWS OF THE WESTPORT VOLUNTEER EMERGENCY MEDICAL SERVICE, INC.

1.0

NAME, PURPOSE, AUTHORITY, TAX-EXEMPT STATUS, OFFICE LOCATION AND MAILING ADDRESS

1.1

Name. The name of the organization shall be the Westport Volunteer Emergency Medical Service, Inc. ("WVEMS").

1.2

Purpose. The purpose of WVEMS is to (i) assist Westport EMS, which provides emergency medical services to the Town of Westport and neighboring towns and (ii) promote the health and welfare of the community.

1.3

Authority. WVEMS is a nonstock corporation established under Chapter 602 of Title 33 ("Nonstock Corporations") of the General Statutes of Connecticut.

1.4

Tax-Exempt Status. WVEMS is a nonprofit corporation that has been qualified by the Internal Revenue Service as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding anything contained in these by-laws to the contrary, the Board, all Directors and all Members shall take no action or refrain from taking any action that would cause WVEMS to lose its tax-exempt status.

1.5

Office Location and Mailing Address. Both the principal office of WVEMS and the mailing address shall be 50 Jesup Road, Westport, Connecticut 06880. Either the principal office of WVEMS or the mailing address or both may be changed at any time by a majority vote of the then current Directors.

2.0

MEMBERS

2.1

Membership. A person shall become a Member and maintain membership status in accordance with this Article 2.

2.2

Restrictions to Membership. The minimum age for a Member shall be age 14. Full-time or part-time employees of Westport EMS shall not be eligible to be Members.

2.3

Application for Membership. Any person may apply for membership in WVEMS. The Deputy Director of Westport EMS shall review all applications and perform background checks on all applicants on behalf of the Board. The President shall review each application along with the Westport EMS Deputy Director's recommendation with respect to any applicant. If both the President and the Westport EMS Deputy Director find the applicant acceptable to become a Member, then the applicant shall become a Member immediately following an affirmative vote of a majority of all Directors in attendance at any Board Meeting.

2.4

Membership Classes. There shall be 2 classes of Members: Voting Members and Nonvoting Members. Voting Members shall have voting rights at Members Meetings. Nonvoting Members shall have no voting rights at Members Meetings. A new Member shall be a Voting Member until that status is changed to Nonvoting Member by an affirmative vote of a majority of all Directors in attendance at any Board Meeting.

2.5

Term of Membership. Once admitted as a Member, such Member shall remain a Member until he or she resigns, dies, is disabled, is disqualified, or is removed for Cause.

- 2.6 **Resignation.** A Member may resign for any reason or for no reason at any time. Such Member should provide reasonable and timely notice to the President and the Secretary of such resignation.
- 2.7 **Disability.** A Member who is determined by a licensed medical physician to be totally and permanently incapacitated, or is found by such physician to have a physical or mental disability that would last 2 or more years shall no longer be a Member as of the date of such physician's determination. Such licensed medical physician may be selected by such Member or the President or the Deputy Director of Westport EMS.
- 2.8 **Removal.** The Board may remove a Member at any time for Cause. Removal of a Member shall occur only after an affirmative vote of at least 75% of all then current Directors if removal is for any reason other than Section 2.9(a) below. If removal is for the reason stated in Section 2.9(a) below, then such Member shall be notified in writing by the Executive Committee that he or she will be removed. Prior to removal, the Member who is the subject of any removal action shall be afforded reasonable notice and an opportunity to be heard before the Executive Committee.
- 2.9 **Cause.** For purposes of this Article 2, Cause shall mean:
- (a) failure of such Member to adhere to the requirements imposed by the WVEMS Training and Competency Policy;
 - (b) failure of such Member to substantially adhere to any other WVEMS policy or procedure;
 - (c) the Member's willful misconduct or gross negligence with respect to WVEMS;
 - (d) the Member's arrest or indictment; or
 - (e) the Member's involvement in any activity that in the sole discretion of the Board would bring economic or reputational harm to WVEMS.
- 2.10 **Membership Overrule.** Any action by the Board may be overruled by an affirmative vote of at least 66.7% of all current Voting Members in attendance at any Members Meeting.
- 3.0 **ADMINISTRATION**
- 3.1 **Board of Directors.** The Board of Directors (the "Board"), consisting of individual directors ("Directors") elected in accordance with Article 4 below, shall manage the affairs of WVEMS, subject to its delegation powers described in Section 3.4 below.
- 3.2 **Powers of the Board.** The Board shall have all the powers provided by the laws of the State of Connecticut, including but not limited to Chapter 602 of Title 33 ("Nonstock Corporations").
- 3.3 **Action by the Board.** Unless otherwise prescribed by these by-laws or the laws of the State of Connecticut, all action taken by the Board shall be by affirmative vote of a majority of the Directors present at a Board Meeting at which there is a quorum. Each Director shall have 1 vote; no other persons other than Directors shall be allowed to vote. In addition, action may be taken by the Board without a meeting, but only through majority written consent of all then current Directors, with such consent transmitted by United States mails, facsimile, email or any other acceptable manual or electronic means to all Directors, and such action shall be reported to the Board at the next Board Meeting. Any action taken by any committee or subcommittee of the Board shall not be deemed to be action taken by the Board.
- 3.4 **Delegation.** The Board in its sole discretion may delegate its authority to any (i) Member, (ii) Westport EMS employee, or (iii) other appropriate person or entity, other than with respect to those duties and responsibilities generally enumerated in Section 3.5 below.

3.5 **Duties and Responsibilities of the Board.** The Board shall:

- (a) manage the affairs of WVEMS;
- (b) coordinate and conduct development and other fundraising activities;
- (c) oversee and manage WVEMS's investments and/or endowment;
- (d) authorize expenditures that equal or exceed \$50,000;
- (e) review and approve WVEMS's annual budget prior to the first day of the next fiscal year;
- (f) establish and enforce the policies of WVEMS;
- (g) develop and cause the execution of a long-term strategic plan for the WVEMS;
- (h) engage and interact with the Town of Westport, neighboring communities and the State of Connecticut, including but not limited to local and state officials, school administrators, community leaders and the general public;
- (i) participate in the election of Officer and Directors;
- (j) designate Members as Voting Members or Nonvoting Members in accordance with these by-laws;
- (k) remove Officers, Directors and Members from their positions in accordance with these by-laws; and
- (l) perform such other action consistent with the purpose of WVEMS.

3.6 **Policies.** The Board shall develop and maintain a set of policies to govern and guide WVEMS and shall be communicated to all Members within 30 days of such Board approval.

4.0 **ELECTION OF DIRECTORS AND OFFICERS**

4.1 **Election of Directors and Officers.** Directors and Officers shall be elected by a majority vote of all current Voting Members (including Directors) present at the Annual Members Meeting. A slate of Directors and a slate of Officers shall be nominated by the Nominating Committee and presented to the Board at least 45 days prior to the Annual Members Meeting, and both slates shall be (i) presented to all Members at least 30 days prior to the Annual Members Meeting and (ii) voted on by all Voting Members present at the Annual Members Meeting. The election or re-election of Directors and Officers shall be on a slate basis, *provided, however*, that if 2 or more Voting Members object to slate-basis voting at the Annual Members Meeting, then the vote shall be with respect to each Director candidate and/or each Officer candidate.

4.2 **Alternative Slate of Directors and/or Officers.** An alternative slate of Directors and/or an alternative slate of Officers may be presented and voted on at the Annual Members Meeting, provided that such slate(s) shall be (i) sent to the Secretary at least 15 days prior to the Annual Members Meeting and (ii) endorsed in writing by 2 or more Voting Members. The Secretary shall notify all Members of such alternative slate(s). If there is/are alternative slate(s) of Directors and/or Officers, then the vote at the Annual Members Meeting shall not be by slate-basis but shall be with respect to each Director candidate and/or each Officer candidate presented by all slates.

4.3 **Recusal.** A Director who is a member of the Nominating Committees and who seeks to become a candidate for an Officer position shall recuse himself or herself from all Nominating Committee discussions and deliberations with respect to his or her candidacy as an Officer.

5.0 DIRECTORS

- 5.1 **Powers.** Each Director shall have the powers provided under these by-laws and the laws of the State of Connecticut.
- 5.2 **Compensation.** Each Director shall serve without compensation. Reasonable and necessary expenses, actually incurred by a Director in the performance of his or her duty as a Director, shall be reimbursed by WVEMS in accordance with written WVEMS policy relating to the reimbursement of expenses generally.
- 5.3 **Conflict of Interest.** No Director shall have any direct or indirect pecuniary, financial, economic or other material personal or individual beneficial interest with respect to any activity involving such Director and relating to WVEMS. A Director who discovers that he or she has an actual or potential conflict of interest as described in the preceding sentence shall (i) fully, completely and immediately disclose the existence of such conflict of interest to the Executive Committee and (ii) recuse himself or herself from all discussions, deliberations and proceedings relating to the activity that is the subject of the actual or potential conflict of interest. The Executive Committee shall determine, after a full investigation, whether there is a conflict of interest. If the Executive Committee determines that there is a conflict of interest, it shall take all appropriate and necessary action to resolve and eliminate such conflict.
- 5.4 **Number of Directors.** The Board shall at all times consist of no less than 7 Directors and no more than 11 Directors.
- 5.5 **Eligibility.** Any Voting Member who (i) is age 18 or older, has been a Voting Member for at least 1 year prior to the date of the Annual Members Meeting, and (iii) is currently a Voting Member may serve as a Director.
- 5.6 **Term of Service.** Each Director shall serve a term of 1 year, beginning on the first day of the Fiscal Year with respect to the applicable election held at the Members Annual Meeting. The term of a Director who replaces a departed Director shall be the departed Director's existing term.
- 5.7 **Resignation.** A Director may resign for any reason or for no reason at any time. Such Director should provide reasonable and timely notice to the President and the Secretary of such resignation.
- 5.8 **Removal.** The Board may remove a Director at any time for (i) willful misconduct, (ii) gross negligence, and/or (iii) failure to substantially perform his or her duties and responsibilities as a Director and, if applicable, as an Officer. Removal of a Director shall occur only after an affirmative vote of at least 75% of all then current Directors (excluding the Director who is the subject of any removal action) to remove such Director. Prior to removal, the Director who is the subject of any removal action shall be afforded reasonable notice and an opportunity to be heard before the Board, and may be represented by counsel.
- 5.9 **Vacancies.** Any vacancy resulting from the death, incapacity, disqualification, resignation or removal of a Director shall be filled in accordance with Article 4 above, *provided, however* that the Executive Committee may fill a vacancy prior to the Annual Members Meeting. If a vacancy is filled by the Executive Committee and installation of such new Director occurs prior to the next Annual Members Meeting, such service shall be on an interim basis, and such new Director's term shall end on the last day of the current Fiscal Year.

6.0 OFFICERS

- 6.1 **Officers.** The Officers of WVEMS shall be current Directors. No Director shall hold two offices concurrently. The following are the Officers of WVEMS:

- (a) President;
- (b) Vice President;
- (c) Secretary; and
- (d) Treasurer.

6.2 **Term of Office.** The term of each Officer shall be for 1 year, beginning on the first day of the Fiscal Year with respect to the applicable election held at the Members Annual Meeting. No Officer may serve more than 4 full consecutive years in the same position.

6.3 **President.** The duties and responsibilities of the President shall:

- (a) be the chief executive officer of WVEMS and shall be in charge of its affairs;
- (b) serve as chair of the Board and the Executive Committee;
- (c) preside at all Board Meetings and all Members Meetings;
- (d) oversee and coordinate all business of the Board;
- (e) prepare the agenda for all Board Meetings and all Members Meetings;
- (f) report the activities of the Executive Committee to the Board on a regular and timely basis;
- (g) be the primary spokesperson for the Board to the Town of Westport and to the community at large;
- (h) serve as an ex-officio member of all committees;
- (i) appoint chairs of all committees;
- (j) execute documents on behalf of WVEMS;
- (k) authorize expenditures that do not exceed \$10,000; and
- (l) perform such other actions consistent with the title and position of President of WVEMS.

6.4 **Vice President.** The duties and responsibilities of the Vice President shall be:

- (a) to serve as vice chair of the Board and the Executive Committee and to preside at all meetings of the Board when the President is unavailable or delegates such authority in writing;
- (b) to serve as President if the President is not available due to resignation, death, disability, incapacitation, resignation or removal of if the President delegates such authority in writing;
- (c) to assist in the preparation of the agenda for all meetings of the Board;
- (d) to coordinate with the President all business of the Board;
- (e) to be the primary spokesperson (after the President) for the Board to the Town of Westport and to the community at large; and

- (f) to perform such other actions consistent with the title and position of Vice President of WVEMS.

6.5 **Secretary.** The duties and responsibilities of the Secretary shall be:

- (a) to serve as a member of the Executive Committee;
- (b) to keep a record of the proceedings of each Board Meeting and each Members Meeting in the form of meeting minutes, and to distribute such meeting minutes in a timely manner to each Director or Member (as the case may be);
- (c) to send out notifications to all Directors of all Board Meetings and to all Members of all Members Meetings;
- (d) to be a spokesperson for the Board (after the President and Vice President) to the Town of Westport and to the community at large;
- (e) to serve as President if the President and the Vice President are not available due to their resignation, death, disability, incapacitation, resignation or removal of if the acting President delegates such authority in writing; and
- (f) to perform such other actions and activity that are consistent with the title and position of Secretary of WVEMS.

6.6 **Treasurer.** The duties and responsibilities of the Treasurer shall be:

- (a) to serve as a member of the Executive Committee and the chair of the Finance Committee;
- (b) to be the custodian of all moneys and funds belonging to WVEMS;
- (c) to coordinate with the independent auditors of WVEMS in producing the annual financial statement and filing IRS Form 990;
- (d) to present a written financial report to the Board at each Board Meeting;
- (e) to present a detailed written financial report to the Board each calendar quarter showing quarter-over-quarter variances to actual and to budget;
- (f) to present a detailed written financial report to the Members at the Annual Members Meeting showing year-over-year variances to actual and to budget;
- (g) to be a spokesperson for the Board (after the President, Vice President, and Secretary) to the Town of Westport and to the community at large;
- (h) to serve as President if the President, the Vice President, and the Secretary are not available due to their resignation, death, disability, incapacitation, resignation or removal of if the acting President delegates such authority in writing; and
- (i) to perform such other actions and activity that are consistent with the title and position of Treasurer of the WVEMS.

6.7 **Vacancies.** A replacement for any vacancy resulting from the death, disability, incapacity, disqualification, resignation or removal of an Officer may be nominated by any Director, a such nominee shall be elected by a majority vote of the then current Directors.

7.0 **COMMITTEES**

7.1 **Standing Committees.** There shall be the following 9 Standing Committees, each of which shall (i) consist of at least 1 Director and (ii) report to the Board at all Board Meetings:

- (a) Executive Committee;
- (b) Finance Committee;
- (c) Nominating Committee;
- (d) Fundraising Committee;
- (e) House Committee;
- (f) Public Relations Committee;
- (g) Training Committee;
- (h) Recruitment and Retention Committee; and
- (i) Vehicles and Equipment Committee.

7.2 **Committees and Subcommittees.** The President may establish other committees and subcommittees in addition to the Standing Committees. The President shall appoint the chairs of each Standing Committee (other than the Executive Committee) and other committees and subcommittees. All committee and subcommittee chairs appointed by the President shall be subject to an affirmative vote of at least 75% of all then current Directors, which generally shall take place at the first Monthly Board Meeting of the Fiscal Year.

7.3 **Executive Committee.** The Executive Committee shall consist of all current Officers. The duties and responsibilities of the Executive Committee shall be:

- (a) to oversee and coordinate all committees and subcommittees of the Board;
- (b) to oversee Standing Committee succession planning;
- (c) to manage WVEMS's investments and /or endowment;
- (d) to authorize expenditures equal or exceed \$10,000 and less than \$50,000;
- (e) to ensure that WVEMS's financials are audited on an annual basis;
- (f) to act as the Board in an emergency situation; and
- (g) to perform such other actions that are consistent with the functions of an executive committee and these by-laws.

7.4 **Finance Committee.** The duties and responsibilities of the Finance Committee shall be:

- (a) to prepare, submit and obtain approval by the Board of WVEMS's annual budget;
- (b) to oversee the financial activities of WVEMS;
- (c) to meet with WVEMS's financial advisors on a quarterly basis;

- (d) to advise on and recommend to the Executive Committee WVEMS's investments and /or endowment;
- (e) to recommend to the Board the appointment of WVEMS's auditors;
- (f) to assist with the preparation of and review WVEMS's annual financial statement and the annual filing with the Internal Revenue Service; and
- (g) to perform such other actions that are consistent with the functions of a finance committee and these by-laws.

7.5 **Nominating Committee.** The duties and responsibilities of the Nominating Committee shall be:

- (a) to annually nominate and present a slate of Directors and Officers to the Members for election; and
- (b) to perform such other actions that are consistent with the functions of a nominating committee and these by-laws.

7.6 **Fundraising Committee.** The duties and responsibilities of the Fundraising Committee shall be:

- (a) to coordinate and conduct all fundraising activities; and
- (b) to perform such other actions that are consistent with the functions of a development/fundraising committee and these by-laws.

7.7 **House Committee.** The duties and responsibilities of the House Committee shall be:

- (a) to perform services for Members associated with food, beverages, furniture, appliances and other similar items; and
- (b) to perform such other actions that are consistent with the functions of a house committee and these by-laws.

7.8 **Public Relations Committee.** The duties and responsibilities of the Public Relations Committee shall be:

- (a) to engage with the public in promoting WVEMS;
- (b) to send out press releases after receiving the President's prior consent;
- (c) to maintain WVEMS's website and social media presence in conjunction with the President's approval on content; and
- (d) to perform such other actions that are consistent with the functions of a public relations committee and these by-laws.

7.9 **Training Committee.** The duties and responsibilities of the Training Committee shall be:

- (a) to coordinate with the Training Officer of Westport EMS on matters pertaining to the training of Members;
- (b) to coordinate the EMT/EMR classes;
- (c) to coordinate the activities of WVEMS's public education programs; and

- (d) to perform such other actions that are consistent with the functions of a training committee and these by-laws.

7.10 **Recruitment and Retention Committee.** The duties and responsibilities of the Recruitment and Retention Committee shall be:

- (a) to be responsible for establishing programs to promote WVEMS in order to gain new Members;
- (b) to be responsible for establishing programs to promote the well-being of Members; and
- (c) to perform such other actions that are consistent with the functions of a recruitment/retention committee and these by-laws.

7.11 **Vehicles and Equipment Committee.** The duties and responsibilities of the Vehicles and Equipment Committee shall be:

- (a) to coordinate with the appropriate employee(s) of Westport EMS on the acquisition of new emergency vehicles;
- (b) to coordinate with the appropriate employee(s) of Westport EMS on the acquisition of all equipment and supplies (other than emergency vehicles); and
- (c) to perform such other actions that are consistent with the functions of a vehicles and equipment committee and these by-laws.

8.0 MEETINGS

8.1 **Meetings.** WVEMS shall have (i) Board Meetings consisting of Monthly Board Meetings and Special Board Meetings and (ii) Members Meetings consisting of Annual Members Meeting and Special Members Meetings.

8.2 **Quorum.** A quorum for any Board Meeting shall consist of a majority of the then current Directors. A quorum for any Members Meeting shall consist of 11 Voting Members, which includes Directors.

8.3 **Voting.** All action by the Board at a Board Meeting shall be by affirmative vote of a majority of those Directors in attendance at the Board Meeting, unless otherwise required by these by-laws or the laws of the State of Connecticut. All action by the Members shall be by affirmative vote of a majority of those Voting Members in attendance at the Members Meeting, unless otherwise required by these by-laws or the laws of the State of Connecticut.

8.4 **Board Meeting Attendance.** Directors shall attend at least 50% of all Board Meetings of the Board held during the Fiscal Year. Attendance may be in-person, by telephone, by video conferencing, via the internet, or by any other acceptable method or means, provided that all Directors attending such meeting using such methods or means shall have the ability to hear and speak to all other Directors at all times during such meeting. If a Director will not be attending any meeting of the Board, such Director shall immediately inform the President, the Vice President, and the Secretary in writing (preferably via email) that he or she will not be attending such meeting.

8.5 **Members Meeting Attendance.** There shall be no attendance requirement for Members at Members Meeting. Attendance may be in-person, by telephone, by video conferencing, via the internet, or by any other acceptable method or means, provided that all Members attending such meeting not in person but using such methods or means shall (i) have the ability to hear and speak to all other Members at all times during such meeting and (ii) notify the Secretary at least 72 hours prior to the meeting that such Member will be attending the meeting but not in person.

- 8.6 **Notification and Place of Meetings.** Each Director and/or Member (as the case may be) shall be timely notified of any Board Meeting or any Members Meeting, and each committee member or subcommittee member shall be timely notified of any meeting of a committee or subcommittee of the Board. The notification shall provide the date, time and place of the meeting. For purposes of these by-laws, timely notification shall be at least 7 days, unless a shorter period is otherwise required by a specific by-law herein.
- 8.7 **Annual Members Meeting.** The Annual Members Meeting shall be held in the month of June of each year, unless the Board decides otherwise.
- 8.8 **Special Members Meetings.** The Board or a group of 10 Voting Members may call for a Special Members Meeting (other than the Annual Members Meeting) at any time; *provided, however*, that there is 48-hour written notification of such meeting to all Members.
- 8.9 **Monthly Board Meetings.** Monthly Board Meetings shall be held in each month of the year unless the President decides otherwise. Monthly Board Meetings shall be open to all Members unless the Executive Committee decides otherwise. The President may invite non-Members to Monthly Board Meetings.
- 8.10 **Special Board Meetings.** The President, the Executive Committee, or a group of at least 4 Directors may call a Special Board Meeting at any time; *provided, however*, that there is 48-hour written notification of such meeting to all Directors. Special Board Meetings shall be open to all Members unless the Executive Committee decides otherwise.
- 8.11 **Executive Session.** Any Board Meeting may include an executive session in the agenda. In addition, any Director in attendance at any Board Meeting may call for an executive session during such Board Meeting. Only Directors in attendance at a Board Meeting may participate in an executive session. All Members who are not Directors and any guests in attendance at such Board Meeting will be excused from such Board Meeting during an executive session.
- 8.12 **Workshops, Working Sessions, Etc.** Any workshop, working session, retreat or similar gathering involving Directors where no Board or other WVEMS action is to be taken shall not be deemed to be a meeting of the Board or any committee or subcommittee of the Board.
- 9.0 **MISCELLANEOUS**
- 9.1 **Effective Date.** These by-laws shall become effective on July 1, 2022 and shall supersede the current by-laws in their entirety.
- 9.2 **Fiscal Year.** WVEMS's fiscal year shall begin on July 1st and end on the following June 30th.
- 9.3 **Parliamentary Procedures.** The Board shall adhere to the parliamentary procedures as specified in the current edition of *Robert's Rules of Order*, with such modifications from time to time in the interests of time and efficacy as agreed to by the Board.
- 9.4 **Amendment.** These by-laws may be amended at any time by (i) an affirmative vote of at least 75% of all then current Directors at a Board Meeting and (ii) a majority vote by all Members at a Members Meeting.
- 9.5 **Bonding.** All persons authorized to sign checks and/or withdraw funds shall be bonded.
- 9.6 **Councils and Boards.** The Board may establish councils or other boards to assist it in performing its duties and responsibilities to WVEMS that are not inconsistent with the purpose of WVEMS and these by-laws. The chair and members of such councils or boards shall be appointed by the President. Any chair or member of any such council or board may be removed

for any reason or for no reason by the affirmative vote of at least 75% of all then current Directors.

- 9.7 **Honorary Titles and Awards.** The Board may bestow honorary titles or awards to any person living or dead by an affirmative vote of at least 75% of all then current Directors.
- 9.8 **Indemnification.** Each Director and each Member shall be indemnified and held harmless to the fullest extent permitted by applicable law, as it presently exists or may hereafter be amended, against all costs, charges and expenses (including attorneys' fees) incurred or sustained by such Director or Member in connection with any action, suit or proceeding to which such Director or Member may be made a party, brought by any third party by reason of any act or omission by the Director as a director of WVEMS or any act or omission by a Member as a member of WVEMS, *provided, however*, that such act or omission (i) was not due to willful misconduct or gross negligence and (ii) was (x) taken in good faith, (y) lawful and appropriate, and (z) in the best interests of WVEMS. The Board may in its sole discretion purchase insurance to provide the indemnification described in this Section 9.7.
- 9.9 **Governing Law.** These by-laws shall be construed under the laws of the State of Connecticut without reference to principles of conflict of laws, unless superseded by federal law.
- 9.10 **Severability.** In the event that any provision or portion of these by-laws shall be determined to be invalid or unenforceable for any reason, in whole or in part, the remaining provisions of these by-laws shall be unaffected thereby and shall remain in full force and effect to the fullest extent permitted by law.
- 9.11 **Notifications.** All notifications shall be in writing and transmitted by United States mails, facsimile, email or other appropriate means. Receipt of such notification shall be deemed to have occurred upon transmittal.

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