

# **BYLAWS OF CARY AREA EMS, INC.**

**January 2019**

Cary Area EMS, Incorporated shall provide for the citizens and visitors of Wake County, emergency medical care. Cary Area Emergency Medical Services is committed to excellence, innovation, and integrity.

## **Article I - Corporate Obligations**

- 1.1 Cary Area Emergency Medical Services is an incorporated nonprofit organization with its registered corporate office located in Cary, North Carolina.
- 1.2 The corporation's fiscal year shall begin on the first day of July and end on the thirtieth day of June in each year.

## **Article II - Governing Documents**

- 2.1 Cary Area Emergency Medical Services shall be governed by three (3) independent documents. These documents are the Corporate Bylaws, Standard Operating Guidelines, and Personnel Policy. Requirements for changes to each document are indicated within each section. Interpretation of conflicts within these documents shall be resolved by the Board of Directors. The Secretary and the department officers shall disseminate in writing to all members any addition to or change to any governing document defined in Article II.
- 2.2 The Bylaws shall define the purpose of the corporation and the structure for procedural organization activity. Proposed changes must be made available at least seven days (7) prior to the next scheduled meeting and the changes must be passed by 2/3 of members eligible to vote. The changes will be sent out via email, and made available electronically. There shall be a complete review of the by-laws at least every three (3) years by committee. The committee shall consist of the Chief, at least 1 full-time member, at least 1 volunteer member and at least 1 outside board member
- 2.3 The Standard Operating Guidelines shall provide guidance to members of the organization and acceptable procedures to follow in events and occurrences relating to the operation of the organization. The guidelines shall be maintained by the Chief with the advice of the membership.
- 2.4 The Personnel Policy shall set forth the method and guidelines for disciplinary actions, personnel assistance programs, guidelines for bookkeeping for paid personnel and all other related matters dealing with personnel. Changes in the policy shall be made by the Board of Directors as deemed necessary.

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## **Article III – Meetings**

- 3.1 There shall be regularly scheduled meetings attended by the membership. There shall be a minimum of two (2) Meetings per year which shall be used to conduct organization business.
- 3.2 There shall be a minimum of six (6) Training Meetings per year. The Chief or the Chief's designee shall set the date and time for each meeting.
- 3.3 There shall be a minimum of five (5) Board Meetings per year. Quorum for Board Meetings will be 51% of eligible members. Monthly finance reports will be sent to all board members via email. The Board Chairperson may call a additional board meetings if necessary. A board member may ask the Chairperson to consider an additional meeting. Any board member may call an additional meeting with a majority vote of the board. Meetings can be held via conference call or video conferencing. Any votes or discussion that needs to happen within 24 hours will be held via electronic vote.
- 3.4 An Annual Meeting of the Members shall take place in July. At the Annual Meeting, the voting members shall elect new directors to fill expiring positions, receive reports on the activities of the corporation, review the approved minutes of the previous Annual Meeting, and approve the annual treasurer's report. Minutes from the Annual Meeting shall be approved at the next scheduled meeting.
- 3.5 All meetings shall follow Robert's Rules of Orders. The Chief or their designee shall preside in all meetings except Board Meetings in which the Chairperson or their designee shall preside. All meetings shall be open. Closed/Executive session may be called if necessary during Board Meetings as deemed by a vote of the Board of Directors or during other meetings as deemed by a vote of the Members eligible to vote.
- 3.6 Absentee votes may be utilized during Meetings if the Chief approves the reason for the absence. The vote must be sealed and in the possession of the Chief, either in written form or via email prior to the start of the meeting and opened only by the person presiding over the floor at the time of said vote. Absentee votes may not be utilized for the election of Board positions except by on-duty crews.

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## Article IV - Board of Directors

- 4.1 The Board of Directors shall be the governing body of the Corporation and shall have the authority, duties and responsibilities set out in Section V below.
- 4.2 The Board of Directors shall consist of 8 members as follows:
  - a. Five (5) Board Members shall be “Outside Members” — i.e. respected citizens of Wake County who shall not be active members of the organization.
  - b. One (1) Board Member shall be a full-time, paid Senior Member with two (2) or more years of service (non-voting); and
  - c. Two (2) Board Member shall be active senior volunteer members with two (2) or more years of service.

Each Board Member will serve a 3 year term, unless filling a vacancy or unexpired term.

- 4.3 Each year at its 1<sup>st</sup> meeting of the fiscal year, the Board of Directors shall elect Corporate Officers as set forth in Article VI who shall serve a one-year term lasting until his or her successor shall be elected and shall assume the respective office. The Board is further authorized to elect a Corporate Officer at any time a vacancy shall exist in said office.
- 4.4 Vacancies occurring on the Board, other than the expiration of a term, shall be filled at the next meeting. 2/3 of members eligible to vote shall elect a person to complete the unexpired term.
- 4.5 A nominating committee shall be appointed by the Chief at least forty five (45) days prior to the annual meeting each year for the purpose of processing applications of interested qualified individuals. The committee shall make available each nominee’s name and qualifications a minimum of seven (7) days prior to the election. The committee shall consist of three (3) members, one (1) of who shall be an Officer.
- 4.6 A nominating committee shall also be appointed by the Chief at any other time a vacancy exists, or is reasonably expected to occur in the immediate future, on the Board of Directors. In this event the same procedure for making information available of nominees and for election shall be followed as provided by Article IV.
- 4.7 The Board of Directors shall approve and regulate the salaries, wages, benefits, and other compensation for all paid personnel. The Board of Directors shall be responsible for the annual review of the Chief.

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## **Article V: Allocation of Powers**

- 5.1 Cary Area EMS, Inc. is hereby organized as a representative form of corporate administration. The Board of Directors shall be the governing body of the organization, but its powers and authority derive from the members and the Board shall be elected by, and answerable to, the members. The Board is vested in the Chief who shall not be a director and who shall answer directly to the Board.
- 5.2 2/3 of members eligible to vote shall have the ultimate authority to remove any Board Member for cause.
- 5.3 Each Senior Member of the organization shall have one (1) vote. Votes are not transferable to other persons. Eligible Senior Members, Active Lifetime Members, and Reserve Members may vote on all matters presented before the membership.
- 5.4 Full time, Active Volunteer and Reserve Members shall be eligible to vote if said member has attended at least three (3) Meetings (any combination of staff or training meetings) within the last twelve (12) months.

If a member has a conflicting schedule, such as but not limited to class or work schedule that prohibits them from meeting the requirements, and submits that reason in writing to the Chief, that member may be exempt from the minimum requirement for the period of time approved in the request not to exceed three months. The Chief may also determine if holding an Officer or Board of Director position, serving on a committee, or assisting with a Cary Area EMS project can be counted towards voting eligibility in lieu of normal duty, meeting and special event requirements.

## **Article VI – Officers**

- 6.1 There shall be 4 Officers of the Board of Directors, consisting of a Chair, Vice-Chair, Secretary, and Treasurer, who are Directors and elected annually by the Directors. Their duties and qualifications are as follows:
  - a. Chair shall convene regularly scheduled Board of Directors meetings, shall preside, or arrange for other members of the Executive Committee to preside at each meeting in the following order: Vice-Chair, Secretary, and Treasurer. In general, the Chair shall perform all duties incident to the office of Chair and such duties as may be prescribed by the Board of Directors. Must be an Outside Board Member

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- b. The Vice-Chair shall assist the Chair and fill in for the Chair as needed. The Vice-Chair shall preside over Board of Directors meetings in the absence of and at the designation of the Chair. Must be an Outside Board Member
  - c. The Secretary shall be responsible for overseeing the maintenance of records for the Board of Directors actions, including the review of minutes of all Board of Directors meetings, taking the minutes of the Closed / Executive sessions and distributing copies of minutes to each Director, and assuring that corporate records are maintained.
  - d. The Treasurer shall make a report at each meeting. The Treasurer shall chair the Finance Committee, assist in the preparation of the budget, and make financial information available to Directors. Must be an Outside Board Member
- 6.2 The Chief shall be the Chief Executive Officer of the corporation but shall not be a Board Director. They shall be an employee at will and may be terminated with cause at any time by the Board of Directors. Subject to the direction and control of the Board, the Chief shall be responsible for all operations, supervise, and facilitate the management of the corporation.

## **Article VII – Membership**

- 7.1 The department shall recognize the following membership statuses: Probationary, Senior, Reserve, Active Lifetime, Inactive Lifetime, Honorary, and Members on Leave. The governing documents of the department shall recognize only these statuses.

## **ARTICLE VIII — AMENDMENTS**

- 8.1 These Bylaws may be amended when necessary by 2/3 of Members eligible to vote. Proposed amendments must be made available at least seven days (7) prior to the next Meeting. If after one month, any Bylaw amendment (or amendment of any other document requiring a vote of the membership) that has been presented in person to at least three-fourths of the membership at a Meeting may be voted on electronically using a secure, electronic voting system. The results of all electronic votes shall be disclosed to the membership after voting has closed.