

**BY-LAWS
OF
PRIVATE PROVIDER EMERGENCY RESPONSE SYSTEM, INC.,
A NOT-FOR-PROFIT CORPORATION**

**ARTICLE I
ORGANIZATION**

SECTION 1. NAME. The name of the organization shall be *Private Provider Emergency Response System, Inc., or PPERS*. The organization may at its pleasure by a vote of the Board of Directors change its name.

SECTION 2. INCORPORATION. The Chamber was duly incorporated on May 13, 2009, pursuant to the Illinois General Not-For-Profit Corporation Act. A copy of the Articles of Incorporation filed with the Secretary of State have also been recorded with the DuPage County Recorder's Office on _____.

SECTION 3. PURPOSE. The following are the purposes for which this organization has been organized: To provide disaster response assistance to units of local government and/or communities during a local or state declared disaster when local and regional resources are insufficient to meet disaster response needs.

**ARTICLE II
OFFICES**

SECTION 1. REGISTERED OFFICE. The Organization shall have and continuously maintain in the State of Illinois a registered office which may be, but need not be, the same as its place of business in the State of Illinois.

SECTION 2. REGISTERED AGENT. The Organization shall have and continuously maintain in the State of Illinois a registered agent, which agent may be either an individual, resident in the State of Illinois, whose business office is identical with the corporation's registered office.

**ARTICLE III
MEMBERSHIP**

SECTION 1. CLASSES. There shall be two classes of members: Members and Associate Members.

SECTION 2. QUALIFICATIONS. Membership as a "Member" may be granted to any company which is a "private provider" who supports the mission and purposes of the organization, and who pays the annual dues as set by the Board of Directors. Members shall

have no voting rights. A “private provider” is a private ambulance provider operating in the State of Illinois.

Membership as an “Associate Member” may be granted to any company, organization, organization, including municipal and volunteer fire departments and Fire Protection Districts who support the mission and purposes of the organization . Associate Members shall have no voting rights.

SECTION 3. APPLICATION. All applications for membership are subject to final approval by the Board of Directors. Application of Membership shall require ratification by 2/3 of Membership prior to submittal to the Board of Directors.

SECTION 4. TERMINATION OF MEMBERSHIP. The Board of Directors, by a majority vote of the members of the Board, may suspend or expel a Member or Associate Member, and may terminate the membership of any Member or Associate Member who becomes ineligible for membership, or suspend or expel any Member who shall be in default in the payment of dues.

SECTION 5. RESIGNATION. Any Member or Associate Member may resign by filing a written resignation with the Secretary/Treasurer; however, such resignation shall not relieve the Member so resigning of the obligation to pay any dues or other charges theretofore accrued and unpaid.

SECTION 6. DUES. Membership dues and classifications for applicants will be established by the Board of Directors. A member will be considered in good standing upon payment of dues in accordance with these Bylaws. Membership dues received between January and June inclusive will be prorated at 50% the first year of membership to end on June 30; from that point, July 1 will be the anniversary date for all membership.

SECTION 7. POLICIES. The members shall abide by the Membership Policies as may be drafted and amended from time to time by the Board of Directors.

SECTION 8. SUSPENSION OF MEMBERSHIP.

A. Members and Associate Members of the organization may be suspended by a 2/3 vote of the Board of Directors for the following reasons:

1. Defaming the organization;
2. Acting in an unauthorized official capacity;
3. Violating the Membership Policies.

B. **Refund of Dues.** The suspended member will automatically receive a prorated refund of their dues, prorated from the date of their suspension.

C. **Suspension Procedures.** The member to be suspended shall receive a fifteen (15) day's prior notice of the suspension and the reason therefore, notice to be by any method reasonably calculated to provide actual notice, including but not limited to first class mail to the member's last address as shown on the Organization's records. The member shall have the opportunity to be heard either orally or in writing by the Board not less than five (5) days before the effective date of suspension before the Board.

SECTION 9. TRANSFERABILITY OF MEMBERSHIP. Membership rights in the Organization shall be exercised by the member in the Organization and cannot be transferred, assigned or given to another person or entity, for value or otherwise.

ARTICLE IV BOARD OF DIRECTORS

SECTION 1. AUTHORITY OF DIRECTORS. The Board of Directors is the policy-making body and may exercise all the powers and authority granted to the Organization by law.

SECTION 2. NUMBER, SELECTION, AND TENURE. The Board shall consist of not less than three (3) but no more than five (5) Directors. The majority of the Board shall hold office for a term of three (3) years with the remaining Board members holding office for a term of two (2) years commencing at the Annual Board of Directors Meeting. Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of his/her term shall be filled by a majority vote of the remaining Directors. In the event of a tie vote, the Chairperson shall choose the succeeding Director. A Director elected to fill a vacancy shall be elected for the unexpired term of that Director's predecessor in office.

SECTION 3. QUALIFICATION. Only individuals who are Members can serve as Directors. Individuals who are Associate members cannot serve as Directors. Members who are candidates for election as a Director must have been a member in good standing in the Organization for six months prior to the election, and must express willingness to serve the full term to completion. All members of the Board of Directors must remain in good standing as members of the Organization during their entire term of office.

SECTION 4. RESIGNATION. Resignations are effective upon receipt by the Secretary/Treasurer of the Organization of written notification.

SECTION 5. REGULAR MEETINGS. The Board of Directors shall hold at least one (1) regular meeting per calendar year. Meetings shall be at such dates, times and places as the Board shall determine.

SECTION 6. SPECIAL MEETINGS. Meetings shall be at such dates, times and places as the Board shall determine.

SECTION 7. NOTICE. Meetings may be called by the Chairperson or at the request of any two (2) Directors by notice emailed, mailed, or telephoned to each member of the Board not less than forty-eight (48) hours before such meeting.

SECTION 8. QUORUM. A quorum shall consist of a majority of the Board attending in person or through teleconferencing. All decisions will be by majority vote of those present at a meeting at which a quorum is present. If less than a majority of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting on occasion without further notice.

SECTION 9. ACTION WITHOUT A MEETING. Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these Bylaws) or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

SECTION 10. PARTICIPATION IN MEETING BY CONFERENCE TELEPHONE. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another.

SECTION 11. COMMITTEES. The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish committees of the Board composed of at least two (2) persons which may include non-Board members. The Board may make such provisions for appointment of the Chairperson of such committees, establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, and activities of the Organization .

SECTION 12. REIMBURSEMENT. The Board of Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the Organization 's business are allowed to be reimbursed with documentation and prior approval.

SECTION 13. CONFLICT OF INTEREST. Any Director who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item. Matters which present a conflict of interest or an appearance of a conflict will be determined by a majority vote of the Board.

ARTICLE V OFFICERS

SECTION 1. OFFICERS. Officers shall by virtue of their office be members of the Board of Directors. The officers of the Organization shall be: Chairperson, Vice-Chairperson, a Secretary/Treasurer, and such other officers as the Board of Directors may designate. Any two

(2) or more offices may be held by the same person, except the offices of Chairperson and Secretary/Treasurer.

SECTION 2. APPOINTMENT OF OFFICERS; TERMS OF OFFICE. The officers of the Organization shall be elected by the Board of Directors at regular meetings of the Board, or, in the case of vacancies, as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors.

Terms of office may be established by the Board of Directors, but shall not exceed the Officer's Board term. Officers shall hold office until a successor is duly elected and qualified. Officers shall be eligible for reappointment.

SECTION 3. RESIGNATION. Resignations are effective upon receipt by the Secretary/Treasurer of the Board of a written notification.

SECTION 4. REMOVAL. An officer may be removed by the Board of Directors at a meeting whenever in the Board's judgment the best interests of the Organization will be served thereby.

SECTION 5. CHAIRPERSON. The Chairperson shall be a Director of the Organization and will preside at all meetings of the Board of Directors. The Chairperson shall perform all duties attendant to that office, subject, however, to the control of the Board of Directors, and shall perform such other duties as shall be assigned by the Board of Directors. The Chairperson shall present at each annual meeting of the organization an annual report of the work of the organization. The Chairperson shall see all books, reports and certificates required by law are properly kept or filed. The Chairperson shall be one of the checking or savings account co-signers. The Chairperson, with the approval of the Board of Directors, has the authorization to create committees composed of Directors and/or non-Director members. The Chairperson shall be a delegate, or appoint a representative in his/her place, to any State Board meetings, annual conventions and national conventions. The Chairperson may designate an independent accountant or CPA to audit or review the financial records of the Organization on a biennial basis, with such designation being subject to the approval of the Board of Directors. If a CPA is chosen, he/she may be a member of the Organization, but not a Director.

SECTION 6. VICE-CHAIRPERSON. The Vice-Chairperson shall be a Director of the Organization and will preside at meetings of the Board of Directors in the absence of or request of the Chairperson. The Vice-Chairperson will (a) serve all functions of the Chairperson in the temporary absence of the Chairperson; (b) serve as the Chairperson to the end of the Chairperson's term in the event that the presiding Chairperson is unable to continue fulfilling his/her duties and responsibilities as set forth in the Bylaws, provided that such inability by the Chairperson is determined by a two-thirds (2/3) vote of the Board of Directors, and upon such vote, the Vice-Chairperson will automatically assume the Chairperson's duties on a permanent basis; (c) maintain all records relating to the office of Vice-Chairperson; (d) shall be one of the

checking or savings account co-signers. The Vice-Chairperson shall perform other duties as requested and assigned by the Chairperson, subject to the control of the Board of Directors.

SECTION 7. SECRETARY/TREASURER. The Secretary/Treasurer shall be a Director of the Organization and shall keep the minutes of all meetings of the Board of Directors in the books proper for that purpose. The Secretary/Treasurer shall also report to the Board of Directors at each regular meeting on the status of the Organization's finances. The Secretary/Treasurer shall file any certificate required by any statute, federal or state. The Secretary/Treasurer shall give and serve all notices to members of this organization. The Secretary/Treasurer must be one of the officers who shall sign checks or drafts of the organization. The Secretary/Treasurer shall work closely with any paid staff of the Organization to ascertain that appropriate procedures are being followed in the financial affairs of the Organization, and shall perform such other duties as may be assigned by the Board of Directors.

SECTION 8. PAID STAFF. The Board of Directors may hire such paid staff as they deem proper and necessary for the operations of the Organization. The powers and duties of the paid staff shall be assigned by the Board.

ARTICLE VI MEETINGS

SECTION 1. ANNUAL BOARD OF DIRECTORS MEETING. The annual meeting of this organization shall be held on the second Tuesday of November each and every year except if such day is a legal holiday, then and in that event, the Board of Directors shall fix the day but it shall not be more than two weeks from the date fixed by these By-Laws.

SECTION 2. NOTICE. The Secretary/Treasurer shall cause to be mailed to every Board member in good standing at his address telling the time and place of such annual meeting.

SECTION 3. LOCATION. Regular meetings of this organization shall be held at the discretion of the Board.

SECTION 4. QUORUM. The presence of the majority of the Board members shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser percentage may adjourn the meeting for a period of not more than two (2) weeks from the date scheduled by these By-Laws and the Secretary/Treasurer shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called.

SECTION 5. GENERAL MEMBERSHIP MEETINGS. General Membership Meetings shall be held annually at a specified time, date, and location set forth by the Board or its designee. The Annual General Membership meeting will be held in October of each year. The election of Directors will take place at the Annual General Membership meeting.

ARTICLE VII
ELECTION OF DIRECTORS

SECTION 1. GENERAL ELECTIONS.

- (a) General Elections will be held in October of the election year at the Annual Membership Meeting.
- (b) An Election Committee and Committee Chairperson will be appointed by the Chairperson with the approval of the Board of Directors.
- (c) No candidate for any office in an election can serve on the Election Committee for that election.
- (d) Nominations for election as a Director shall be submitted in writing to the Election Committee at least fifteen (15) days prior to the election day. Any member can nominate any other member, and can nominate him/herself, unless the standing for election by potential nominee would otherwise be prohibited by these Bylaws.
- (e) All members seeking election as a Director must have been members in good standing for at least six months prior to the election.
- (f) The Election Committee will compile a list of eligible nominees for office that have been nominated by the general Membership. Such list will be mailed to the General Membership for their information eight (8) days prior to Election Day.
- (g) The election will be by secret ballot and require a simple majority vote. In the case of a tie, there will be a runoff vote at the same general meeting at which the election is held. The tied candidates will be allowed to address the general assembly of members prior to the runoff vote. If the runoff election results in a tie, runoff votes will be taken at the same meeting with further opportunities to address the general assembly, until the tie is broken.
- (h) The Election Committee will retain ballots for a period of not less than fifteen (15) days after ballots are counted and certified by the Election Committee. Members may inspect the ballots in the presence of the Committee. Voting results are open to the knowledge of the general membership.
- (i) The Election Committee will approve all election materials prior to its distribution via newsletter, Internet, or other media. All election materials that are submitted in favor of

candidates shall be published simultaneously, whether by newsletter, Internet, or other means.

- (j) Elected Directors will assume office at the Board of Directors meeting scheduled for the month of November.
- (k) Vacancies on the Board at any time during the year will be filled by appointments by the Chairperson with the prior approval of the Board of Directors by majority vote.

ARTICLE VIII REMOVAL OF DIRECTORS

SECTION 1. REMOVAL BY BOARD VOTE. A Director that was elected by a vote of the members may be removed from office by a 2/3 vote of the Board of Directors for the following reasons (the Director subject to removal vote shall not vote):

1. A court, by final order, has declared him/her to be of unsound mind;
2. He/she has been convicted of any felony;
3. Three (3) unexcused absences from official board meetings;
4. Failure to maintain a paid membership in the organization.

SECTION 2. REMOVAL BY MEMBERSHIP VOTE. In all other cases, removal of a Director that was elected by a vote of the members shall only be upon a majority vote of the members.

ARTICLE IX VOTING

At all meetings, except for the election of officers and Directors, all votes shall be by voice. For election of officers, ballots shall be provided and there shall not appear any place on such ballot an indication of the person who cast such ballot. At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers and Directors.

ARTICLE X ORDER OF BUSINESS

1. Roll Call.
2. Reading of the Minutes of the preceding meeting.
3. Reports of Committees.
4. Reports of Officers.
5. Old, Unfinished and New Business.

6. New Business.

7. Adjournments.

ARTICLE XI SALARIES

The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of the organization .

ARTICLE XII COMMITTEES

All committees of this organization shall be appointed by the Board of Directors and the Board of Directors shall select said members for such committees. The term for all committee members, including the Chairperson, shall be for a period of one year or less if sooner terminated by the action of the Board of Directors. The size, duration, and responsibilities of such committees shall be established by a majority vote of the Board of Directors.

ARTICLE XIII ADVISORY COMMITTEE

A seven person Advisory Committee shall be formed comprised of four Members and three Associate Members. Of the four Members, two must be immediate past Directors. In addition, three other Associate Members shall be members of the standing Advisory Committee to the Board, to be selected by the Chairperson and approved by the Board. The function of this committee is to support the Board through its knowledge and experience. If an immediate past Director cannot serve or cannot continue to serve on the Advisory Committee, the Chairperson can appoint a replacement, with the prior approval of the Board. All Advisory Committee members serve for one-year renewable terms.

ARTICLE XIV DUES

The annual membership dues of this organization shall be set by the Board at the Annual Meeting or at a Special Meeting.

ARTICLE XV INDEMNIFICATION

Every member of the Board of Directors, officer or employee of the Organization may be indemnified by the organization against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer,

or employee of the organization , or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the organization . The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

ARTICLE XVI FINANCIAL ADMINISTRATION

SECTION 1. FISCAL YEAR. The fiscal year of the Organization shall be January 1 - December 31 but may be changed by resolution of the Board of Directors.

SECTION 2. CHECKS, DRAFTS, ETC. All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by two (2) officers or agents of the Organization and in such manner as shall from time to time be determined by resolution of the Board of Directors or of any committee to which such authority has been delegated by the Board.

SECTION 3. DEPOSITS AND ACCOUNTS. All funds of the Organization, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board may select, or as may be selected by the Chairperson or by any other officer or officers or agent or agents of the Organization, to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for that account of the Organization, checks, drafts, and other orders of the Organization may be endorsed, assigned, and delivered on behalf of the Organization by any officer or agent of the Organization.

ARTICLE XVII BOOKS AND RECORDS

Correct books of account of the activities and transactions of the Organization shall be kept at the office of the Organization. These shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Directors.

ARTICLE XVIII AMENDMENTS

These Bylaws may be altered, amended, repealed or added to by an affirmative vote of not less than a majority vote of the Board of Directors, provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken, or provided all members of the Board waive such notice, or by unanimous consent in writing without a meeting pursuant to these By-Laws. Should a particular Article or clause in the Bylaws be found to be

unenforceable, the remaining Bylaws shall remain the official mandate and be binding in the manner of which they were intended.

**ARTICLE XIX
DISSOLUTION**

Upon dissolution of this organization, any and all remaining funds will be distributed to one or more qualified EMS charitable organizations to be selected by the Board of Directors.