

BYLAWS OF CARY AREA EMS

Amended April 16, 2021

Cary Area Emergency Medical Services, Inc. (Cary Area EMS), shall provide emergency preparedness through education, training, service, and outreach. Cary Area EMS is committed to giving back to the community and serving those in need.

Article I: Corporate Obligations

- 1.1 Cary Area EMS 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 EMS 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 a simple majority of the Board of Directors. The Secretary of the Board shall disseminate in writing to all employees any addition to or change to any governing document defined in Article II. Changes to any governing documents shall be made by the Board.
- 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 the Board members. The changes will be sent out via email to all board members and employees and made available electronically as necessary. There shall be a complete review of the by-laws at least every three (3) years by committee. The committee shall consist of at least four (4) board members including Vector Health's delegate.
- 2.3 The Standard Operating Guidelines shall provide guidance to employees regarding acceptable procedures to follow in events and occurrences relating to the operation of the organization.
- 2.4 The Personnel Policy shall set forth the method and guidelines for personnel matters, personnel assistance programs, guidelines for payroll for employees and all other related matters dealing with personnel.

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Article III: Meetings

- 3.1 There shall be regularly scheduled meetings attended by the Board of Directors. There shall be a minimum of one (1) meeting per month which shall be used to conduct organization business.
- 3.2 Quorum for Board Meetings will be 51% of board members. Monthly finance reports will be sent to all board members via email. The Board Chairperson may call 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.
- 3.3 Meetings can be held via conference call or video conferencing. Any votes or discussion that needs to happen can be held via electronic vote.
- 3.4 An Annual Meeting of board members and any employees shall take place in July. At the Annual Meeting, the board shall present the finances for the previous fiscal year and plans for the upcoming year.
- 3.5 All meetings shall follow Robert's Rules of Order. The Board Chair or their designee shall preside over all meetings. 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.

Article IV: Board of Directors

- 4.1 The Board of Directors shall be the governing body of the organization and shall have the authority, duties and responsibilities set out in Section V below.
- 4.2 The Board of Directors shall consist of seven (7) members as follows:
 - a. Board Members shall be made up of respected citizens of the community.
 - b. At least one (1) Board Member shall be appointed by Vector Health to ensure their vested interest.
- 4.3 Each year at its 1st 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 shall elect a Corporate Officer at any time a vacancy shall exist in said office.

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- 4.4 Vacancies occurring on the Board shall be filled by majority vote of the current board members, except for the Vector Health position which shall be appointed by Vector Health.
- 4.5 A nominating committee shall be appointed by the Board Chair 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 at least three (3) members, one (1) of who shall be a Corporate Officer.
- 4.6 The Board of Directors shall approve and regulate the salaries, wages, benefits, and other compensation for all employees. The Board of Directors shall be responsible for any reviews of employees. Any issues that arise with employees shall be addressed by the Personnel Committee.

Article V: Allocation of Powers

- 5.1 Cary Area EMS, Inc. is organized as a representative form of corporate administration. The Board of Directors is the governing body of the organization.
- 5.2 2/3 of the Board members shall have the ultimate authority to remove any Board Member for cause.

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 Board of Directors. Their duties and qualifications are as follows:
 - a. The 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.
 - 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.

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- c. The Secretary shall be responsible for overseeing the corporation records and documents.
- d. The Treasurer shall make a report on corporation finances at each meeting. The Treasurer shall chair the Finance Committee if needed, assist the Board Chair in the preparation of the budget and make financial information available to the Board of Directors.

Article VII: Recognition

- 7.1 The organization recognizes previous members of Cary Area EMS and Cary Rescue Squad who hold the following statuses: prior employees in good standing, prior volunteers in good standing, Lifetime members, former board members, and honorary members in due regard for their contributions to the long established history of Cary Area EMS and Cary Rescue Squad.

Article VIII: Bylaw Amendments

- 8.1 These Bylaws may be amended when necessary by 2/3 of the Board of Directors. Proposed amendments must be made available at least seven days (7) prior to the next meeting.