

BYLAWS OF CARY AREA EMS, INC.

(Last revised Jan. 8, 2008)

Cary Area EMS, Incorporated shall provide, for the citizens within its district, emergency medical care. It shall be the purpose of the Cary Area Emergency Medical Service to perform these duties in a timely and efficient manner while maintaining a high level of care.

Article I - Corporate Obligations

- 1.1 Cary Area Emergency Medical Services is incorporated as a nonprofit organization with the 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.
- 1.3 Definition of terms:
 - a. *Posted* — means displayed in a location that has been designated as a bulletin board for business of the organization or other location easily seen in an area common to all members.
 - b. *Line officers* — chief, deputy chief, division chief(s) and captain(s).
 - c. *Majority* — 51% or more of the members present.
 - d. *Board* — Board of Directors
 - e. *He* — means both he and she
 - f. *EMS* — Emergency Medical Services
 - g. *Squad* — means the collective membership of the organization
 - h. *Squad member* — means any member as defined in Article VII of these By-Laws.
 - i. *The department* — means Cary Area EMS, Inc.
 - j. *The organization* — means Cary Area EMS, Inc.
 - k. *Member* — means any of those persons identified as members in Section 7.1 of these ByLaws except where the context is clear that a different meaning is intended (as in “member of the Board of directors”).

Article II - Governing Documents

The Cary Area Emergency Medical Services shall be governed by five independent documents. Requirements for changes to each document are indicated within each section. Interpretation conflicts within these documents shall be resolved by the Board of Directors.

- 2.1 The Bylaws shall define the purpose of the corporation and the structure for procedural squad activity. Proposed changes must be posted 10 days prior to the next scheduled business meeting and the changes must be passed by two-thirds vote of all members eligible to vote.
- 2.2 The Rules and Regulations shall define the set policies of the squad. Changes to the policy shall be drafted by the chief and approved by a majority of members present who are eligible to vote.
- 2.3 The Standard Operating Guidelines shall provide guidance to the members

- of the squad and acceptable procedures to follow in specific situational events and occurrences. The guidelines may be changed by the chief.
- 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.
- 2.5 The training protocol shall encompass all aspects of squad training. The protocol may define necessary training for a member to remain in active status. Changes in the protocol shall be drafted by the squad's line officers and approved by a majority of the members present who are eligible to vote.

Article III - Meetings

- 3.1 There shall be regularly scheduled business and training meetings which be attended by the membership. The business meeting is used to conduct agency business and will be scheduled every other month. The training meeting is held monthly. The chief or the chief's designee shall set the date and time for each meeting, and shall be posted 5 days before the meeting is to occur.
- 3.2 There shall be a regular monthly meeting of the Board of Directors. Meetings may be conducted in whole or in part by telephone. Votes may be cast on any matter in person by members present and by telephone or in writing by members not physically present at such time.
- 3.3 For purposes of 3.1 and 3.2 the Board of Directors shall determine a regular schedule and location for the meetings. This regular schedule shall remain in effect without change except for due cause, and in such an occurrence, a two week notice shall be posted by the secretary.
- 3.4 There shall be an annual meeting of members each July, on the third Monday at eight P.M. held at the corporate office or a location agreed upon by a majority of member eligible to vote at any business meeting. The annual meeting shall consist of: 1. a call to order; 2. a reading of the minutes of the last annual meeting; 3. the annual treasurer's 3 report; and 4. voting to fill vacant offices. Minutes from the annual meeting shall be read for approval at the August business meeting.
- 3.5 A special meeting of the squad members may be called by the chief or by any two Board members. Two Thirds of all the members eligible to vote must be present. Majority decisions from special meetings shall be recognized as if held at a regular meeting.
- 3.6 Meetings shall follow *Robert's Rules of Order* or other method adopted and described in the Amendments. The chief shall preside in all meetings. All meetings shall be open, but nonvoting parties may be asked to be excused if the person presiding over the meeting requests those individuals to leave due to the nature of the vote or discussion at hand. Those excused parties may return after said vote or discussion.
- 3.7 Absentee votes may be utilized if the chief approves the reason for the absence. The vote must be sealed and in the possession or the chief, then

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.

Article IV - Board of Directors

The Board of Directors shall be the governing body of the corporation and shall have the authority, duties and responsibilities set out in Section 5 below.

- 4.1 The Board shall consist of eleven members as follows:
 - a. Five Board Members shall be “Outside Members” – i. e. respected citizens of Wake County who shall not be active squad members, but who may be either inactive lifetime squad members or Honorary squad members;
 - b. Three Board members shall be at large members, only one of whom may be a paid member and any of whom may be, but are not required to be, volunteer senior members with one or more years of service;
 - c. One Board member shall be a full-time, paid senior member with one or more years of service; and
 - d. Two Board members shall be active volunteer senior squad members with one or more years of service.

4.2 Except for transition terms as set out in the table below, each Board position shall be for a term of three years and each member shall be elected according to the following schedule:

<i>Category</i>	<i>When elected</i>	<i>Transition terms</i>
Outside members (5)	2 in first year 2 in second year 1 in third year	In year 2000, 2 elected for 3 year terms; two elected for 2 year terms; 1 elected for 1 year term. All subsequent elections shall be for full 3 year terms.
At large members (3)	1 in each of three years	In year 2000, 1 elected for 3 year term; 1 elected for 2 year term; 1 elected for 1 year term. All subsequent elections shall be for full 3 year terms.
Paid senior member (1)	every third year	In year 2000, 1 elected to 3 year term. All subsequent elections shall be for full 3 year terms.
Volunteer senior members (2)	1 in first	In year 2000, 1 elected to 3 year term, 1 elected to 2 year term. All subsequent elections shall be for full 3 year terms.

Notwithstanding the foregoing, in the year 2000, currently serving Board members whose terms are not expiring shall continue to serve out the remainder of their terms and the preceding schedule of term elections shall apply only to the extent that vacancies occur by expiration of terms of existing Board members.

4.3 Each year at its August meeting, the Board of Directors shall elect a chairman who shall serve a one-year term and until his or her successor

- shall be elected and shall assume the office of chairman. The Board is further authorized to elect an interim chairman at any time a vacancy shall exist in said office.
- 4.4 Vacancies occurring in the Board other than the expiration of a term shall be filled at the next business meeting. The majority of the members present who are eligible to vote shall elect a person to complete the unexpired term. Vacancies of the type may be created by: death, resignation disqualification or removal.
 - 4.5 The Board shall elect annually the corporate officers and may fill any vacancy in any corporate office at any time.
 - 4.6 A nominating committee shall be appointed by the chairman of the Board at least 45 days prior to the annual meeting each year for the purpose of nominating individuals who are eligible, qualified, and interested in filling a position on the Board of Directors and also for nominating persons for non-departmental members, inactive lifetime members, or honorary members. The committee shall post each nominee's name and qualifications seven days prior to their election. The committee shall consist of three persons, one of whom shall be the chief.
 - 4.7 A nominating committee shall also be appointed by the chairman of the Board at any other time when a vacancy exists, or is reasonably expected to occur in the immediate future, on the Board of Directors in which event the same procedure for posting of nominees and for election shall be followed as provided by section 4.5.
 - 4.8 The Board of Directors shall approve and regulate the salaries, wages, benefits, and other compensation for the chief and all other paid personnel and provide a system of performance reviews, payment methods, and maintenance of the Personnel Policy.

Article V: Allocation of Powers

Summary of organizational structure: 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 shall appoint a chairman of the Board who shall be its presiding officer. The duty and responsibility for execution and administration of policies, orders, and directions made by the Board is vested in the chief who shall not be a director and who shall answer directly to the Board or to its chairman.

- 5.1 A majority of eligible voting members present at regularly scheduled business meetings or at the annual meeting shall have the authority to elect Directors and to make recommendations to the chief and to the Board of Directors concerning any matters affecting the operations of the organization.
- 5.2 A majority of the Board of Directors then holding office at the time any vote shall be taken (not simply a majority of those present) shall have the authority to decide any matter relating to the operation of the organization not inconsistent with the Articles of Incorporation and these Bylaws.
- 5.3 Two-thirds of the general membership eligible to vote shall have the

- ultimate authority to remove any Board member for cause.
- 5.4 Each senior member of the department shall have one vote except inactive lifetime members, honorary members and members on leave. 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. Probationary members shall be limited to voting only on social issues presented before the membership.
- 5.5 Active and reserve members shall be eligible to vote if said member has attended half of the scheduled business meetings in the past twelve months and meet the requirements for a member to remain in an active or reserve status per training protocol. If a member has a class or permanently conflicting work schedule that prohibits them from attending the minimum number of meetings and submits that reason in writing to the secretary, that member will be exempt from the minimum requirement for the period of time approved in the request not to exceed three months.
- 5.6 Deleted.
- 5.7 The chief and or assistant chiefs may be granted the authority by the Board of Directors to make purchases for the department with squad monies, provided that a maximum allowable amount has been determined by the Board of Directors.

Article VI - Officers

- 6.1 The Corporate Officers of the organization shall consist of the chairman of the Board who shall also be a director; a vice chairman, a secretary and treasurer. Any two or more offices may be simultaneously held by the same person, but no person may act in more than one capacity where action of two or more officers is required.
- 6.2 The Board of Directors shall appoint from among its members an officer designated as the chairman of the Board. The chairman of the Board shall preside over meetings of the Board of Directors and shall oversee the execution and administration of policies, orders, and direction of the Board by the chief who shall report to him. In addition, the chairman of the Board shall perform such other duties and have such other powers as are normally incident to the office of chairman of the Board or as shall be prescribed by the Board of Directors.
- 6.3 The vice chairman of the Board shall be a director. The vice chairman shall, in the absence or disability of the chairman, perform the duties of said office. In addition, the vice chairman shall perform such other duties and have such other powers as are normally incident to the office of vice chairman or as shall be prescribed by the Board of Directors. 6.4 The secretary shall have the responsibility and authority to maintain and authenticate the records of the corporation; shall keep, or cause to be kept, accurate records of the acts and proceedings of all meetings of shareholders, directors and committees; shall give, or cause to be given, all notices required by law and by these Bylaws; shall have general charge of the corporate books and records and of the corporate seal, and shall affix the corporate seal to any lawfully executed instrument requiring it; shall

- sign such instruments as may require the signature of the secretary; and, in general, shall perform all duties incident to the office of secretary and such other duties as may be assigned to him or her from time to time by the Board of Directors or by its chairman.
- 6.5 The treasurer shall have custody of all funds and securities belonging to the corporation and shall receive, deposit or disburse the same under the direction of the Board of Directors; shall keep, or cause to be kept, full and accurate accounts of the finances of the corporation in books especially provided for that purpose, and shall generally have charge over the corporation's accounting and financial records; shall cause a true statement of its assets and liabilities as of the close of each fiscal year, and of the results of its operations and of cash flows for such fiscal year, all in reasonable detail, to be made as soon as practicable after the end of such fiscal year. The treasurer shall also prepare and file, or cause to be prepared and filed, all reports and returns required by Federal, State or local law and shall generally perform all other duties incident to the office of treasurer and such other duties as may be assigned to him or her from time to time by the Board of Directors or by its chairman.
- 6.6 The line officers shall consist of the chief, one deputy chief, one division chief per shift, and necessary captains.
- 6.7 The chief shall be the chief executive officer of the corporation but shall not be a director. He shall be an employee at will and may be terminated with or without cause at any time by the Board of Directors. Subject to the direction and control of the Board, the chief shall supervise and control the management of the corporation and shall have such duties and authority as are normally incident to the position of chief executive officer of a corporation and such other duties and authority as may be provided for from time to time by the Board of Directors or as provided for elsewhere in these Bylaws.
- 6.8 The deputy chief and division chiefs shall be appointed by the chief with the advice and consent of the members. The chief will inform the Board of Directors of all appointments for deputy chief and division chiefs. Recommendations for deputy or division chiefs may be made by the members at any meeting when a vacancy in such office either exists or is reasonably expected to occur within the near future. Deputy or division chiefs shall not serve for a fixed term and may be removed or replaced at any time. The deputy or division chiefs shall be in command in the absence of the chief and shall have such duties and authority as may be assigned to them by the chief. An appointment for deputy or division chief may be overturned by a vote of two-thirds of the members for cause.
- 6.9 Captains shall be appointed by the chief with the advice and consent of the members and shall be in command in the absence of the deputy or division chiefs. They shall have such duties as assigned to them by the chief. Captains shall not serve for a fixed term and may be removed or replaced at any time. An appointment for captain may be overturned by a vote of two-thirds of the members for cause.
- 6.10 Coordinators shall be appointed by the chief to perform specific duties as

outlined in the Standard Operating Guidelines. Coordinators shall have the authority which has been given to them by the chief in the Standard Operating Guidelines.

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.
- 7.2 *Lifetime*: Lifetime membership shall be granted to deserving senior members who are granted this status by a majority vote of the members present at any regular business meeting. The lifetime status shall be divided into two categories: active and inactive. To perform any EMS service a lifetime member must remain active as per the requirements set forth in the Training Protocol. All lifetime members shall be made welcome at all departmental social events and activities. Inactive lifetime members shall refrain from representing the department in any official capacity, unless so directed by the chief or Board of Directors.
- 7.3 *Reserve*: Members in good standing with two years of service may request to be placed on reserve status. Such request must be approved at any business meeting by a majority vote of members present. The two year requirement may be waived by two thirds vote of the members present eligible to vote. The requirements for reserve status shall be maintained in the Training Protocol.
- 7.4 *Leave*: Volunteer members in good standing with two years of service may request to be placed on leave. Such a request must be approved at any business meeting by a majority vote of members present. The two year requirement may be waived by two thirds vote of the members present eligible to vote. The Training Protocol shall address the training necessary to return into a reserve or active status once a member has been granted leave.
- 7.5 *Senior*: Members who meet the criteria set forth in the Training Protocol or full-time employees with equivalent training shall, upon a majority vote of the Board, become senior members.
- 7.6 *Probationary (Volunteer)*: Volunteer candidates may be accepted to the organization by the following methods prior to a scheduled business meeting:
- a. Electronic mail
 - b. Based on recommendation to the chief by the volunteer coordinator or membership committee
 - c. At a scheduled training program
- A volunteer candidate may ride as an observer at an unlimited time until one of the above mentioned methods can occur.
- 7.7 *Honorary*: Honorary membership shall be awarded to individuals by a majority of the members present at any business meeting in recognition of service, time or monetary contribution. All honorary members shall be made welcome at all departmental social events and activities. Honorary

members shall refrain from representing the department in any official capacity, unless so directed by the chief or Board of Directors.

Article VIII - Fairness Clause

- 8.1 Any member who feels that he has been treated unfairly may petition any Board member after following the Grievance Standard Operating Guideline for the opportunity to present his complaint in written form before the Board of Directors, who shall review the situation. If the board believes that an individual has been treated unfairly, the Board may adjust any treatment and or written policy, including any document outlined in Article II sections 2 through 5, to correct the present situation and prevent future occurrences. Changes in any governing document made in lieu of this section shall not be required to proceed through the normal amendment process.
- 8.2 All members of the department shall have the right to be informed of the topics scheduled to be discussed at each business meeting. The chief shall post an agenda five days prior to each business meeting. This posted agenda shall not limit the addition of other items of business to the agenda. The posted agenda may be updated if additions have been made. This shall allow members unable to attend, the opportunity to cast a sealed vote. A method of disseminating a summary of each-business meeting to all' active members shall be adopted by the chief.
- 8.3 The Secretary and the department officers shall disseminate in writing to all members any addition to or change in any governing document defined in Article II.

Amendments

We the members of Cary Emergency Medical Services agree to honor the following statement, which shall not be a part of, but attached to these Bylaws until amended under Article II, section 1.

1. It shall be the understanding of the members of the department that a non-departmental member of the Board position be reserved for a representative from the City of Cary. This individual shall be selected by the city.