

# Bylaws

## Friends of Emergency Medical Services for Maine

### **ARTICLE I. NAME OF ORGANIZATION**

The name of the corporation is Friends of Emergency Medical Services for Maine (Friends)

### **ARTICLE II. CORPORATE PURPOSE**

#### **Section 1. Nonprofit Purpose**

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **Section 2. Specific Purpose**

Friends of EMS for Maine is organized for the purpose of maintaining the Maine EMS Memorial and Education site, educating the public about the role of emergency medical services in Maine, providing support for the well-being and education of EMS providers and EMS services in Maine and providing support to the EMS Honor Guard, EMS Critical Incident Stress Management and Peer Support teams and similar activities that serve to improve our EMS system

### **ARTICLE III. MEMBERSHIP**

**Section 1. Eligibility for Membership** Membership shall be open to any personwhosupports the purpose statement in Article II, Section 2. Membership is granted after completion and receipt of a membership application and annual dues.

Section 2: Annual Dues: will be set by the Board. Continued membership is contingent on being up to date on membership dues.

#### **Section 2. Rights of Members**

Each member shall have one vote in matters of the membership.

#### **Section 3. Resignation and Termination**

Any member may resign by filing a written resignation with the secretary. A member can have their membership terminated by a majority vote of the Board.

#### **Section 4. Non-voting Membership**

The Board shall have the authority to establish and define non-voting categories of membership.

### **ARTICLE IV. MEETINGS OF MEMBERS**

#### **Section 1. Regular Meetings**

Regular meetings of the members shall be held at least annually, at a time and place designated by the Board Chair.

#### **Section 2. Annual Meetings**

An annual meeting of the members shall take place in a date, time and location of which will be designated by the chair. At the annual meeting, the members shall elect the Board, receive reports on the activities of the association, and provide input on the activities of the association.

#### **Section 3. Special Meetings**

Special meetings may be called by the Board Chair, the Board Executive Committee, or a simple majority of the Board of Directors. A petition signed by five percent (5%) of voting members may also call a special meeting.

#### **Section 4 Notice of Meetings**

Notice of each meeting shall be given to each voting member not less than two weeks prior to the meeting.

#### **Section 5. Quorum**

A quorum for a meeting of the members shall consist of at least twenty percent (20)% of the active membership.

#### **Section 6. Voting**

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place. Present means all members participating in a manner prescribed by the Board of Directors.

## **ARTICLE V. BOARD OF DIRECTORS**

### **Section 1. General Powers**

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation. The Board shall have at least 3 but no more than 9 members

### **Section 2. Tenure, Requirements, and Qualifications**

The Board of Directors shall include the following officers: the Chair, the Vice-Chair, the Secretary, and the Treasurer.

The Directors shall be elected by the membership, and any current member of the organization shall be eligible to be elected to the Board of Directors.

The Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors must be approved by a majority vote of the membership present and voting. Board of Directors shall serve three-year terms, with the terms staggered to ensure all Directors positions do not expire at the same time. Initially, the terms will be staggered as follows: up to four Directors, 3-year terms; up to three Directors, 2-year terms; up to two Directors, 1-year term. Initial terms will be assigned after the initial election in a manner prescribed by the Board Chair.

### **Section 3. Regular and Annual Meetings**

An annual meeting of the Board of Directors shall be held at a time, day, location and manner designated by the Chair of the Board of Directors. Notice of these meetings shall be sent to all members of the Board of Directors no less than three (3) days, prior to the meeting date. Meetings may be attended either in-person or electronically.

### **Section 4. Special Meetings**

Special meetings of the Board of Directors may be called by or at the request of the Chair or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location, as the place for holding any special meeting of the Board called by them.

### **Section 5. Notice**

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone, facsimile or electronic methods or by written notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for

the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting unless specifically required by law or by these by-laws.

#### **Section 6. Quorum**

The presence, in person or electronically, of a majority of current Board of Directors, shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have the power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law or by these by-laws.

#### **Section 7. Forfeiture**

Any member of the Board of Directors who fails to maintain an active membership or fulfil any of his or her requirements as set forth in Section 2 of this Article by January 1<sup>st</sup> shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all of the requirements of Section 2 of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 14 of this Article in these by-laws.

#### **Section 8. Vacancies**

Whenever any vacancy occurs in the Board of Directors, the remainder of the term shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

#### **Section 9. Compensation**

Directors shall not receive any compensation for their services as Directors.

#### **Section 10. Informal Action by Directors**

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be submitted by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

### **Section 11. Parliamentary Procedure**

Any question concerning parliamentary procedure at meetings shall be determined by the Chair by reference to Robert's Rules of Order.

### **Section 12. Removal.**

Any member or Director may be removed with or without cause, at any time, by a vote of three-quarters (3/4) of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. Each Director must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed from the Board of Directors shall automatically be removed from office.

Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these by-laws automatically forfeit their positions on the Board pursuant to Section 7 of this Article.

## **ARTICLE VI. OFFICERS**

The officers of this Board shall be the Chair, Vice-Chair, Secretary and Treasurer. All officers must have the status of active members of the organization. An Officer may hold two officer positions except that no person may hold both the Chair and Vice-Chair positions.

### **Section 1. Chair**

The Chair shall preside at all meetings of the Board and membership. The Chair shall have the following duties:

- a. He/She shall preside at all meetings of the Officers.
- b. He/She shall have general and active management of the business of this Committee.
- c. He/She shall see that all orders and resolutions of the membership are brought to the Board.
- d. He/She shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.
- e. He/She shall submit a report of the operations of the program for the fiscal year to the Committee and members at their annual meetings, and from time to time, shall report to the Board all matters that may affect this program.
- f. He/She shall be an Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the Chair.

## **Section 2. Vice-Chair**

The Vice-Chair shall be vested with all the powers and shall perform all the duties of the Chair during the absence of the latter. The Vice-Chair's duties are:

- a. He/She shall have the duty of chairing their perspective committee and such other duties as may, from time to time, be determined by the Board.

## **Section 3. Secretary**

The Secretary shall attend all meetings of the membership and of the Board, and assisted by a staff member, will act as a clerk thereof. The Secretary's duties shall consist of:

- a. He/She shall record all votes and minutes of all proceedings in a book to be kept for that purpose. He/She in concert with the Chair shall make the arrangements for all meetings of the Committee, including the annual meeting of the organization.
- b. Assisted by a staff member, he/she shall send notices of all meetings to the members of the Committee and shall take reservations for the meetings.
- c. He/She shall perform all official correspondence from the Committee as may be prescribed by the Committee or the Chair.

## **Section 4. Treasurer**

The Treasures duties shall be:

- a. He/She shall submit for approval all expenditures of funds raised by the Committee.
- b. He/She shall present a complete and accurate report of the finances raised by this Committee upon request to the Committee.
- c. He/She shall have the right of inspection of the committee funds and audit reports.
- d. It shall be the duty of the Treasurer to assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles.
- e. He/She shall perform such other duties as may be prescribed by the Committee or the Chair under whose supervision he/she shall be.

## **Section 5. Election of Board and Officers**

The Nominating Committee shall be named by the Chair and shall submit prior to the annual meeting of the membership the names of those persons nominated for election to the Board. Nominations shall also be received from the floor after the report of the Nominating Committee. The election shall be held at the annual meeting of the membership. Those Board members elected shall serve a term of three (3) years, with the exception of the initial election as defined in Article V, section 2, commencing at the next meeting following the annual meeting.

The Officers of the Board shall be elected by the Board at the Board meeting immediately following the annual meeting.

Officers of Board shall be eligible to succeed themselves in their respective offices.

#### **Section 6. Removal of Officer**

The Board with the concurrence of 3/4 of the members voting at the meeting may remove any officer of the Board of Directors and elect a successor for the unexpired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

#### **Section 7. Vacancies**

The Nominating Committee shall also be responsible for nominating persons to fill vacancies which occur between annual meetings, including those of officers. Nominations shall be sent in writing to members of the membership or the Board at least two (2) weeks prior to the next meeting at which the election will be held. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

### **ARTICLE VII. COMMITTEES**

#### **Section 1. Committee Formation**

The board may create committees as needed, such as fundraising, housing, public relations, data collection, etc. The Board Chair appoints all committee chairs.

### **ARTICLE VIII. – Conflict of Interest and Compensation**

#### **Section 1: Purpose**

The Board will adopt a conflict of interest policy to protect the interests of the Friends organization. This policy will have to be signed and agreed to by any member of the Board in order to be eligible to maintain a Board position.

### **ARTICLE IX. BOOKS AND RECORDS**

The corporation shall keep complete books and records of account and minutes of the proceedings of the membership and the Board of Directors.

## **ARTICLE X. AMENDMENTS**

### **Section 1. Articles of Incorporation**

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

### **Section 2. Bylaws**

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of Directors.

## **ADOPTION OF BYLAWS**

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 7 preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this 1st day of May, 2019.

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Kevin McGinnis

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Ben Zetterman

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Joanne Lebrun

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Rick Petrie