

**BY-LAWS**  
**OF**  
**SAND LAKE AMBULANCE, INC.**

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## **ARTICLE I - Name and Offices**

Name. The name of the Corporation is SAND LAKE AMBULANCE, INC. hereinafter referred to as the "Corporation".

Offices. The principle office of the Corporation shall be in the Town of Sand Lake, County of Rensselaer, State of New York. The Corporation may also have offices in such other places as the Board of Directors may, from time to time, appoint or the purposes of the Corporation may require.

Wherever used herein and required by the context, the use of either gender shall include both genders.

These bylaws shall not apply to any paid staff, if any and shall only grant rights and privileges to volunteers.

## **ARTICLE II - Purposes**

The purposes for which the corporation is organized are to operate exclusively for charitable and educational purposes within the meaning of Section 501©(3) of the Internal Revenue Code, and within such limits:

1. To provide emergency medical care and emergency and non-emergency transportation without discrimination, at any and all times possible, to those who have suffered personal injuries, illnesses, or otherwise require such transportation, with the Town of Sand Lake, Rensselaer County, State of New York, and the surrounding towns upon requests for mutual aid.
2. To acquire real and personal property by purchase, gift, grant, devise, and bequest and to hold or accept mortgages and dispose of the same for the particular objects of the Corporation as set forth in it's Certificate of Incorporation.
3. To construct and erect buildings for corporate business and for the use of the membership of the Corporation in connection with the housing of emergency apparatus and for the providing of a place of meeting for the membership of the Corporation.
4. To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof and not prohibited by law or inconsistent with the other provisions of the Certificate of Incorporation or these by-laws.
5. In accordance with the above, to have and exercise all powers available to corporations organized pursuant to the Not-for-Profit Corporation Law of the Sate of New York.
6. Nothing herein contained shall authorize or empower the Corporation directly or indirectly, to engage in or include among its purposes any activity prohibited by New York General Business Law Section 340 or any other New York Anti-Monopoly Law, and the Corporation is not authorized so to engage.

## **ARTICLE III - Fiscal/Operating Year**

The fiscal year of the Corporation shall commence on the first day of January of each year and shall end on the 31<sup>st</sup> day of December.

## ARTICLE IV - Membership

1. Membership - the corporation shall have the below noted classes of membership:
  - A. Active – all active members must be at least 18 years of age, of good moral character as determined by the membership, and must meet the physical requirements for their specific type of duty (CFR, EMT, driver, non-riding member). Active members who drive Corporation vehicles must be at least 21 years of age, possess a valid New York State Driver License for more than one (1) year and be accepted by the Corporation’s insurance carrier without any surcharge. Upon joining as an Active member, a person must be a resident of the Town of Sand Lake or its immediate environs. A person who has been convicted of any violent crime or any sex-related felony in any degree shall not be eligible for Active membership. Active members shall be further classified as:
    - i. Riding – CFRs, EMTs, medics, drivers and other emergency care providers who respond on emergency calls.
      - a) Level I – Riding members who: (1) accumulate at least 500 on duty hours (assigned crew/standby crew) or (2) respond to at least 45 emergency calls as an assigned crew member, a replacement crew member or a second duty crew member and participate in at least 30% of all other meetings, drills, parades, fund raising events, scheduled work parties and public relations activities.
      - b) Level II – Riding members who: (1) accumulate at least 350 on duty hours (assigned crew/standby crew) or (2) respond to at least 30 emergency calls as an assigned crew member, a replacement crew member or a second duty crew member and participate in at least 30% of all other meetings, drills, parades, fund raising events, scheduled work parties and public relations activities.
      - c) Level III – Riding members who: (1) accumulate at least 200 on duty hours (assigned crew/standby crew) or (2) respond to at least 15 emergency calls as an assigned crew member, a replacement crew member or a second duty crew member and participate in at least 30% of all other meetings, drills, parades, fund raising events, scheduled work parties and public relations activities.
    - ii. Associate – members who do not respond on emergency calls, but who participate in at least 60% of the organization’s meetings, parades, fund raising events, scheduled work parties and public relations activities.
    - iii. Observer - an individual, between the ages of 17 and 18 ½ who, with the written permission of at least one parent or legal guardian, responds to emergency calls and observes the patient care activities of Riding members and assists Riding members in non-patient care activities. An Observer member shall be required to apply for Riding or Associate membership upon attaining the age of 18 if he/she wishes to continue in membership past the age of 18 ½.
    - iv. Assisting – an Assisting member is a member in good standing of another emergency services organization in the Town of Sand Lake who, upon request of the duty crew chief at an emergency scene, assists the duty crew in the provision of emergency medical care en route to the medical facility. Assisting members will not be entitled to any rights and privileges in the organization other than protection by all insurance coverage available to Active members.

Note: Sections 1A(i)a, b & c amended on 6/3/09; effective date 6/3/09

B. Special:

- i. Life – shall be bestowed upon an individual who has completed 20 years of active service and has served as a director or officer for at least one year, or has served as chairperson of a standing committee for at least one year. A Life member shall be exempt from dues, meetings, and social obligations; and shall retain the same voting and committee participation rights as an Associate member. A Life member shall not qualify to vote for line officers unless he/she also meets the qualifications of Riding membership.
  - ii. Inactive – a member may revert to this status upon written notice to the President, and may remain in this status request without obligations rights and privileges for a period not to exceed two (2) years. An Inactive member may regain his/her former status upon written request to the President and shall be classified in accordance with the percentage maintained upon classification as an Inactive member.
  - iii. Military Leave – a member will revert to this status upon notifying the President in writing of entry into active military service and will remain in this status during the period of active military service. However, no member may remain in this status longer than five (5) years and shall be discharged from the organization after five (5) continuous years in this status, subject to approval of the Board of Directors.
  - iv. Honorably Discharged – any member in good standing at the time of separation from the organization may be issued a Certificate of Honorable Discharge upon approval of the Board of Directors. A Certificate of Honorable Discharge shall be issued only upon written request, and shall state the class of membership held at the time of separation. A member against whom disciplinary charges have been lodged may not be granted a Certificate of Honorable Discharge until such time as the charges are disposed of.
  - v. Honorary – may be conferred upon any person by a 2/3 vote of the members present at a regularly scheduled meeting. Such membership shall be restricted to persons whose activities and conduct are consistent with the purposes of the organization and shall be conferred for a period of one (1) calendar year. Persons upon whom honorary membership has been bestowed shall have full social privileges, but shall have no voting privileges.
2. Application for Membership: Application for membership shall be on a form provided by the Corporation and such form shall be provided to the applicant along with a copy of the By-Laws of the Corporation prior to the meeting at which the application is presented. The application and application fee of (\$2.00) shall be presented to the Corporation at a regular meeting with the applicant present, unless a waiver of attendance is granted. A request for a waiver of the attendance requirement shall be presented to the Membership Committee for a determination prior to the meeting at which the application is to be presented.
  3. Evaluation by the Membership Committee: The application for membership, once received by the Corporation, shall be referred to the Membership Committee for evaluation. The Membership Committee shall examine the application and meet with the applicant at the earliest possible opportunity to determine his/her qualifications for membership in the Corporation and his/her understanding of the By-Laws of the Corporation. If an applicant has not had sufficient time to review the By-Laws prior to the meeting with the Membership Committee, the committee chairperson shall subsequently ascertain the applicant's understanding of the By-Laws prior to making a recommendation on the application. Any member of the Corporation having reason to believe that an applicant is unfit for membership shall put the reason(s) for such belief in writing and deliver them to the chairperson of the Membership Committee within 15 days of the date the application is received by the Corporation. The Membership Committee shall carefully consider the reason(s) for the objection and shall conduct such investigation as is necessary to formulate a

recommendation on the application. The Membership Committee shall submit its report at the first regular meeting following receipt of the application or request a 30 day extension to further review the application. In the event an extension is requested, it shall be approved without discussion and the Membership Committee shall be directed to submit its report at the next regular meeting. The report of the Membership Committee shall be verbal in nature and shall include a recommendation of approval or disapproval of the application. A recommendation of disapproval shall be accompanied by the reason(s) therefore.

4. **Balloting on Applications:** Following review and consideration of the Membership Committee's report and the qualifications of the applicant, the Corporation shall, by secret ballot, determine whether the applicant is admitted into membership. The applicant shall not be permitted to attend the meeting at which the balloting takes place. A simple majority of the ballots cast by members in good standing (not including Probationary members) shall be required for election to membership. The applicant shall be notified of the results of the balloting by a member of the Membership Committee within 72 hours. If admitted to membership, the applicant will be considered a member once sworn in by the President or Vice President. The swearing in of a new member must be witnessed by at least one (1) other member in good standing. If the applicant is not admitted to membership, a refund of the application fee shall be made. An applicant who is not admitted to membership may reapply in accordance with the procedures for application set forth in the By-Laws after one (1) calendar year from the date on which the application was disapproved.
5. **Probation:** Once sworn in, a new Riding or Associate member shall be classified as a Probationary member and shall immediately begin a one (1) year period of probation during which time he/she shall be required to fulfill the performance criteria applicable to his/her class of membership. In the case of Riding membership, the minimal performance criteria shall be those applicable to Riding Class III members. Additionally, new members requiring EMS certification shall be required to obtain such certification during the period of probation and new drivers shall be required to successfully complete the Corporation's driver certification program. The Chief (for Riding members) or the President (for Associate members) may determine that a Probationary member has successfully completed his/her probation at any time during this one (1) year period. Also, the Chief may extend the probationary period for new Riding members for up to six (6) months if the Probationary member can satisfactorily demonstrate that: (1) the required driver training or EMS certification program was not available in a timely manner and (2) he/she is presently in attendance at such program. There shall be no probationary period for Observer members or Assisting members. Upon successful completion of probation, as determined by the Chief or President, as appropriate, the Probationary member will be classified as indicated by his/her performance. If, at the end of the probationary period, the Probationary member has not fulfilled the requirements of probation, he/she shall be discharged from the Corporation. In such event, the President shall send written notification to the discharged probationer by certified mail, return receipt requested. An individual who has been discharged from the Corporation for failure to successfully complete probation may reapply for membership one (1) calendar year after the date of discharge.
6. **Membership Dues:** The annual dues of the Corporation shall be \$2.00 and will become due and payable from each member (except Life members and Observer members) at the Corporation's meeting in January. Any member whose dues are not paid by the March membership meeting shall be declared a member not in good standing and his/her name shall be read into the record of that meeting by the Treasurer. The Treasurer shall notify the member in writing of this action. Any member not in good standing shall not be granted the floor by the President during a meeting and shall have no voting privileges. A member not in good standing for a period of one (1) full year may be discharged from the Corporation by majority vote of the members present at a regularly scheduled meeting, subject to the approval of the Corporation's Board of Directors. Any member who is discharged for non-payment of dues may reapply for membership in the Corporation in accordance with the prescribed membership application process.

7. Annual Reclassification of Members: During the month of January all active members (except Observer, Assisting and Probationary members) shall be classified by the President and the Chief based on the extent of their participation during the preceding calendar year. Such classifications shall be based upon the participation standards set forth in Sections A(i) and A(ii) above. These classifications shall be subject to the approval of the Board of Directors, shall be effective February 1<sup>st</sup>, and shall be posted on the bulletin board by the Secretary by that date. Riding members failing to meet the eligibility requirements of the class of membership held during the preceding year will be reclassified to the next lower level of membership. In the case of a Riding Class III member, reclassification shall be to Associate member. Associate members who fail to meet eligibility requirements shall be given one (1) year to reestablish eligibility or face discharge subject to the approval of the Board of Directors. A member who is reclassified downward at the time of annual reclassification shall be notified by the President within 30 day of the effective date of the reclassification. Letters to Associate members who failed to meet the eligibility requirements for that class of membership shall include a reference to the possibility of discharge. All notifications shall be sent certified mail, return receipt requested. A member shall be allowed 30 days from the receipt of this notification to appeal the action to the Board of Directors.
  
8. Continuation of Membership Upon Relocation Out of Sand Lake: A member in good standing who relocates his/her residence to a 911 address outside the Town of Sand Lake may request permission to continue his/her membership in the Corporation. Prior to relocation, the member must submit a written request to the Secretary that includes: the member's new 911 address, its approximate distance from the Sand Lake Ambulance station, the estimated travel time to the station from the new address, and a stated commitment to continue to participate in the affairs of the Corporation at a level appropriate to the class of membership held. The Secretary shall present the request at the next regular meeting of the Corporation as a motion to continue membership and the membership shall decide, by majority vote of the members in good standing present, whether to approve of it. If the member is not present at this meeting the Secretary shall inform him/her of the membership's determination within 72 hours of the meeting. If the request is approved, all subsequent relocations by the member, unless back to within the Town of Sand Lake, will require further approval of the continued membership pursuant to the section.

## **ARTICLE V - Board of Directors**

1. Oversight: The Board of Directors shall consist of the President, the Chief, and five (5) Directors elected from the Corporation's active membership. The board shall have control of the property and finances of the Corporation. The board shall have the responsibility and authority to take all necessary and proper steps to carry out the purposes of the Corporation and promote its best interest.
2. Qualification: Each Director shall be an active member in good standing of the Corporation with a minimum of three (3) years of active service.
3. Election and Term of Office: Directors shall be elected at the March meeting by majority vote of the Corporation's active members in good standing. The term of office for each Director shall be three (3) years. To facilitate implementation of this By-law, the terms of the two (2) senior Directors will expire on March 31, 2009; the terms of the next two (2) senior Directors will expire on March 31, 2010; and the term of the least senior Director will expire on March 31, 2011. Consequently, two (2) Directors will be elected in 2009, two (2) Directors will be elected in 2010; one (1) Director will be elected in 2011; and then the cycle will repeat. Whenever a vacancy occurs in the office of Director, the President of the Corporation shall appoint a replacement to serve for the remainder of the current term.
4. Board Leadership and Meetings: The Board of Directors shall annually elect a Chairperson who will conduct the meetings of the board and sign all official board documents in the name of the Corporation. The board Chairperson shall appoint an individual to keep a record of the business transacted by the board. This individual may be, but does not have to be, a member of the board. The board shall meet on the second Wednesday of each month to conduct the regular affairs of the Corporation, unless that day is a national holiday, the eve of a national holiday, or the date of a full membership meeting. In that case, the Board shall meet on the third Wednesday of the month in question. Special meetings may be called by the Chairperson at his/her discretion and must be called upon the written request of at least three (3) other board members. Four (4) members of the Board of Directors shall constitute a quorum for the transaction of business.
5. Financial Management: The Board of Directors shall serve as the Corporation's internal auditing committee and shall report on the true state of corporate finances at the Corporation's January meeting. The Board of Directors shall submit for membership review and comment at its July meeting a proposed budget for the ensuing year, and shall then submit the final budget to the Sand Lake Town Board in September. The Board of Directors shall designate those individuals who are authorized to sign Corporation purchase requests.
6. Expenditure Limitations: Any proposed expenditure (or series of related expenditures) approved by the Corporation membership totaling more than Five Hundred dollars (\$500.00) shall be presented to the Board of Directors for prior approval. However, the Chief shall have the authority to approve any emergency expenditure required to keep the Corporation's ambulances and essential equipment in compliance with NYSDOH certification requirements without regard to this expenditure limitation. Emergency expenditures made pursuant to this authority shall be subject to "post-audit" by the Board of Directors.
7. Attendance: A member of the Board of Directors shall be expected to attend all regular and special meetings of the Board. A Director who misses three (3) consecutive meetings or five (5) meetings in a calendar year without a reasonable excuse shall be removed from the board for cause. Reasonable excuses include, but are not limited to, work, sickness, EMS schooling, attendance at religious worship, and military service. Absence at five (5) consecutive meetings within one (1) calendar year, regardless of the reason(s) for any of the absences, shall be cause for removal of a Director from the Board.

## ARTICLE VI - Officers

1. Titles: The Executive Officers of the Corporation shall be the President, Vice President, Secretary and Treasurer. The Line Officers of the Corporation shall be the Chief, Assistant Chief, Captain, 1<sup>st</sup> Lieutenant, and 2<sup>nd</sup> Lieutenant. The Appointed Officers of the Corporation shall be the Engineer and the Crew Chief(s).
2. Term of Office: The term of office for all officers shall commence on the first day of April of each calendar year, and continue until their successors assume their offices on the first day of April of the following year. All officers, except the Chief, may serve an unlimited number of one (1) year terms. The Chief officer may serve no more than four consecutive one (1) year terms.
3. Vacancies: The Vice President shall automatically become President in the event of a vacancy in the office of President. The Assistant Chief shall automatically become Chief in the event of a vacancy in the office of Chief. All other vacancies shall be filled by appointment, by the President for any Executive Officer vacancies and by the Chief for any Line Officer vacancies. Anyone appointed to fill a vacancy must meet the eligibility requirements for the office to which he/she is to be appointed. Appointees shall serve until the next election in March.
4. Eligibility Requirements for Executive Office: To be eligible for Executive office a member must not be on probation, must be classified Active, must be a member in good standing, and must have at least one (1) year of service in the Corporation.
5. Eligibility Requirements for Chief and Assistant Chief: To be eligible for the office of Chief or Assistant Chief a member must be at least 21 years of age, have at least three (3) years of service with the Corporation, hold current NYSDOH certification as an EMT or higher, and be a member in good standing classified as Riding Level II or higher.
6. Eligibility Requirements for Other Line Officers: To be eligible for the office of Captain, 1<sup>st</sup> Lt., and 2<sup>nd</sup> Lt. a member must be at least 20 years of age, have at least two (2) years of service with the Corporation, hold current NYSDOH certification as an EMT or higher, and be a Riding member in good standing.
7. Salaries: The salaries of all officers, if any shall be deemed appropriate in the future, shall be fixed by the Board of Directors and shall be in all respects reasonable in light of the services rendered.
8. Expenses: Reimbursement of reasonable expenses as determined by the Board of Directors, including travel expenses, may be paid to any officer incurring such expenses in the performance of his/her official duties on behalf of the Corporation.

## **ARTICLE VII - Duties of Officers**

1. **President:** The President shall be the chief executive officer of the Corporation and shall have and exercise general charge and supervision of the affairs of the Corporation with respect to the development and implementation of its goals and policies. The President shall chair all meetings of the Corporation and shall serve on the Board of Directors. The President, together with such other officials as may be designated by the board, shall have authority to sign checks. The President shall be an ex-officio member of all committees and shall perform other duties incidental to the office. The President shall not have a vote at any Corporation meeting unless there is a tie, in which case the President shall cast the deciding vote.
2. **Vice-President:** The Vice-President shall assume the duties of the President in the event the President is absent or is no longer able or willing to perform those duties. The Vice-President shall also perform such other duties as are assigned to the office by the President.
3. **Secretary:** The Secretary shall keep a current account of the Corporation's meetings, keep a record of attendance at those meetings, and keep on file all documents relating to the business of the Corporation. The Secretary shall bring or send to every Corporation meeting all necessary books and paper/electronic records relating to the affairs of the Corporation and shall deliver to his/her successor all Corporation monies, books, paper/electronic records and other property that is in his/her possession. The Secretary shall keep the roll in good order and keep the names on said roll in regular order as members are admitted to or separated from the Corporation. He/she shall keep the names of all Corporation committee members and post a listing of such committees on the bulletin board. The Secretary shall cause to be prepared such letters, memoranda, and reports as are requested by the President or the Chief.
4. **Treasurer:** The Treasurer shall be entrusted with the care and custody of all Corporation funds, securities, deeds, insurance policies and other valuable documents relating to Corporation property. Unless otherwise directed by the Board of Directors, he/she shall deposit all funds in interest bearing accounts in one or more FDIC insured banking institutions of his/her choice. The Treasurer shall make no investment of Corporation monies without the express approval of the Board of Directors and shall distribute no funds except upon the order of the Board or other duly authorized officer. The Treasurer may be required to give bond for the faithful performance of his/her duties, in such sum and with such securities as the Board of Directors may require. When necessary or proper, the Treasurer may endorse on behalf of the Corporation for collection, notes, checks and other obligations and shall deposit the same to the credit of the Corporation at the banking institutions being utilized. The Treasurer shall be one of the two officers authorized to sign checks and promissory notes, and the Treasurer shall sign all receipts for money received, together with such other officer(s), if any, as shall be designated by the Board of Directors. The Treasurer shall enter regularly on the books of the Corporation full and accurate account of all monies received and obligations paid or incurred, and shall exhibit such books at all reasonable times to any Director or the President upon his/her request.
5. **Chief:** The Chief shall have complete and absolute authority over all medical and emergency aspects of the Corporation, its members, and all vehicles and EMS equipment owned by the Corporation at all emergencies, alarms, drills, inspections, or training sessions pertaining to medical or other emergencies. He/she shall establish and keep current a duty crew roster. He/she may suspend and/or recommend the discharge of any member at any time, but must present charges against the member at the Corporation's next regular meeting. He/she is responsible for the care, maintenance and upkeep of the Corporation's vehicles and EMS equipment at all times. He/she shall ensure that a record is maintained of all emergencies and EMS related activities attended by the Corporation's members; including date, type of activity, and location so that statistical data required by the state of New York or needed to implement these By-laws may be generated. He/she

shall serve as Chairperson of all committees considering the purchase of vehicles or EMS equipment and supplies. He/she shall serve on the Board of Directors.

6. Assistant Chief: The Assistant Chief shall be second in command and shall assume all duties, functions and responsibilities of the Chief in the event the Chief is absent or is no longer able or willing to perform the duties of Chief. The Assistant Chief shall perform such other duties as are assigned by the Chief.
7. Captain: The Captain shall serve as third in command and shall assume the duties of the Assistant Chief in the event the Assistant Chief is absent. He/she shall assume the duties of the Chief in the event both the Chief and the Assistant Chief are absent and shall perform such other duties as are assigned by the Chief.
8. First Lieutenant: The 1<sup>st</sup> Lieutenant shall assist the senior Line Officers in the performance of their duties. He/she shall assume the duties of the Captain in the event the Captain is absent and shall perform such other duties as are assigned by the Chief.
9. Second Lieutenant: The 2<sup>nd</sup> Lieutenant shall assist the senior Line Officers in the performance of their duties. He/she shall assume the duties of the 1<sup>st</sup> Lieutenant in the event the 1<sup>st</sup> Lieutenant is absent and shall perform such other duties as are assigned by the Chief.
10. Engineer: The Engineer, who must be a certified driver, shall be responsible for scheduling routine vehicle maintenance, performing minor repairs, and maintaining repair records. The Engineer shall be appointed by the Chief.
11. Crew Chief: The Crew Chief, who must be certified as an EMT or higher, shall be the Officer in Charge (OIC) of Corporation on duty personnel in the absence of an elected Line Officer. Crew Chief(s) shall be appointed by the Chief.

## **ARTICLE VIII - Election of Officers**

1. Nominating Committee: A Nominating Committee consisting of five (5) Active members in good standing shall be appointed by the President at the January meeting. It shall be the duty of this committee to develop a list of nine (9) qualified candidates; one for each executive office and one for each line office, to be presented to the Corporation membership.
2. Procedures to be Followed in Developing a List of Candidates: The Nominating Committee shall ensure that all nominees meet the applicable eligibility requirements as set forth in Article VI of these By-Laws, and shall develop the list of candidates in the following manner:
  - A. The Committee shall ask all qualified incumbent Executive Officers, beginning with the President, if they wish to run again for the same office. Each incumbent Executive Officer who wishes to run again for the same office shall be entered on the ballot developed by the Committee.
  - B. In the event there is a vacancy in any executive office, after all qualified incumbents who wish to run again are entered on the ballot, the Committee shall secure a qualified nominee for each such vacancy from the membership. If a vacancy occurs in the office of President, the current Vice President shall be given the first opportunity to accept a nomination for that office.
  - C. The Committee shall ask all qualified incumbent Line Officers, beginning with the Chief, if they wish to run again for the same office. Each incumbent Line officer who wishes to run again for the same office shall be entered on the ballot developed by the Committee.
  - D. If a vacancy occurs in any line office because of the failure of the incumbent to qualify or a declination, the remaining Line Officers in descending rank shall each be given the opportunity to accept the nomination for the vacant position if he/she is qualified to do so. In the event there is a vacancy in any line office, after all qualified incumbents who wish to run again are entered on the ballot, the Committee shall secure a qualified nominee for each such vacancy from the membership.
3. Posting of the List of Nominees: The Nominating Committee shall post its list of nominees on the Corporation bulletin board no later than seven (7) days prior to the February Corporation meeting. As of 6:00PM on the Thursday prior to the February meeting this list shall become final. After this time no name may be removed from the Nominating Committee's list of nominees; however, nominees for any vacant slots may be added by the Committee up to the time of the February meeting.
4. Nominations from the Floor: At the February Corporation meeting nominations shall be accepted from the floor for both executive and line office. A member may run for two offices; however, the member may run for only one executive and one line office. Nominations from the floor shall require at least one second. Nominations of members not present at the meeting shall be conditionally accepted by the Nominating Committee pending acceptance by the nominee who shall be contacted by the Committee Chairperson as soon as possible. In addition, all nominations from the floor shall be considered conditional until the eligibility of the nominee can be confirmed by the Nominating Committee.
5. Challenging of Nominations: Any Active member in good standing shall have the right to challenge the eligibility of any nominee at the February meeting. The Nominating Committee shall review the challenge and render a written decision that shall be entered on the Corporation bulletin board within seven (7) days of the February meeting. With the exception of nominations from the floor, if

a nominee's eligibility is not challenged during the February meeting, the subject of his/her eligibility, with respect to the election at hand shall be closed. As set forth above, the eligibility of nominations from the floor must be confirmed by the Nominating Committee.

6. Final List of Nominees: The Nominating Committee shall post a final list of candidates on the Corporation bulletin board for the membership's information at least seven (7) days prior to the March meeting. Although write in candidates are not prohibited, only those nominees whose names appear on this list shall be considered to be on the ballot.
7. Election Procedures: The election of officers shall take place at the March meeting as the first item under Old Business, and shall be conducted by members of the Nominating Committee not on the ballot. A simple majority of the valid votes cast for a given office shall be required for election. A vote for an individual who is not a member of Sand Lake Ambulance shall be considered void and shall not be included in the count of total votes cast. In the event no candidate receives a majority of the total votes cast, a run-off shall be conducted between the two candidates who received the most votes. The election shall be conducted in the following manner:
  - A. The office of President shall be contested first. Ballots shall be distributed to all Active and Life members in good standing. They shall be marked, collected and immediately counted by the Nominating Committee. The ballots shall have ample space allotted for write-in votes. The winner shall be announced and the losing nominees shall be given an opportunity to run for a lower level executive office if any such office has no nominees. Recipients of write-in votes shall not be given this opportunity.
  - B. The offices of Vice President, Secretary and Treasurer shall then be contested in turn in similar fashion.
  - C. The office of Chief shall be contested next. Ballots shall be distributed to all Riding members in good standing. They shall be marked, collected, and immediately counted by the Nominating Committee. There shall be ample space allotted for write-in votes. The winner shall be announced and the losing nominees shall be given an opportunity to run for one lower level line office of his her/choice. Recipients of write-in votes shall not be given this opportunity.
  - D. The offices of Assistant Chief, Captain, 1<sup>st</sup> Lieutenant, and 2<sup>nd</sup> Lieutenant shall then be contested in turn in similar fashion. In the event a write-in candidate is elected to an office, executive or line, the Nominating Committee shall immediately determine whether the individual meets the eligibility requirements for the office to which he/she was elected. If the candidate does not meet the eligibility requirements the vote shall be considered void and the election re-contested.
8. Absentee Ballots: Absentee ballots shall be made available to any member who requests them in writing from the Chairperson of the Nominating Committee. The request must be submitted at least seven (7) days prior to the March meeting to allow the Committee time to determine that the member is qualified to vote, and to determine what offices he/she may vote for. Absentee ballots must be returned to the Chairperson of the Nominating Committee at least one (1) day prior to the March meeting. Absentee ballots shall be the same as those that will be used by the membership at the March meeting. Each ballot must be marked and placed in a sealed individual envelope which is clearly marked as to the office to which the ballot is to be applied. Absentee ballots for a particular office will be opened and counted by the Nominating Committee during the election when the votes for that office are being counted. It shall be recognized by any member utilizing an absentee ballot that, for any election which may be re-run due to a lack of majority or due to a winning write-in candidate not meeting the eligibility requirements, the absentee ballot shall not be counted in the

run-off election. In addition, in any election that involves a losing candidate who, pursuant to Section 7C or 7E of this Article, has nominated himself/herself for a lower level office, any absentee ballots for that subsequent election shall be consider void because the voter would not have been aware of all candidates for that office.

9. Proxy Votes: Any member eligible to vote shall be permitted to appoint a proxy to cast his/her ballots if he/she is unable to attend the March meeting or otherwise participate in part or all of the election. Proxy forms shall provide space for the name of the member designated as proxy, the date of the election in question, the name and signature of the member granting the proxy and the date signed. They shall be made available to the membership at least two (2) weeks prior to the March meeting through posting on the Corporation bulletin board. No member participating in the election may hold more than one (1) proxy. A proxy shall be valid for each vote the absent member is qualified to participate in, including run-off votes. Proxies shall not be counted when determining a quorum and the member who has given the proxy shall not be counted as having been present at the meeting. Prior to initiating the election, the Nominating Committee shall ascertain which members in attendance hold proxies and determine that the proxies are in writing and otherwise legitimate. All proxies shall expire immediately after the March meeting, even if the election of officers is, for any reason, adjourned to a later date. If the membership of the person granting the proxy should be terminated for any reason prior to the election at which the proxy is to be exercised, the proxy shall be considered null and void. There shall be no appeal to any election results based upon a proxy's failure to vote as the granting member desired.
10. Report to the Board of Directors: The Secretary of the Corporation shall deliver a list of all elected officers to the Chairperson of the Board of Directors within 72 hours of the election. This list shall also be posted on the Corporation bulletin board within 72 hours of the election by the Secretary. Unless the Board of Directors challenges the validity of the election results at its next regularly scheduled meeting, each newly elected officer shall assume his/her office on April 1.

## **ARTICLE IX - Agents, Representatives and Committees**

1. Agents and Representatives: The Board of Directors may appoint such agents and representatives of the Corporation with such powers to perform such acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with these By-laws, to the extent authorized or permitted by law.
2. Standing Committees: The standing committees of the Corporation shall be Membership, Constitution and By-Laws, Safety and Infection Control, Fund Drive, Banquet, and Quality Improvement/Quality Assurance.
3. Membership Committee: This committee shall consist of the Assistant Chief and three other active members appointed by the President, each of whom shall have at least two (2) years of active service. It shall investigate and make recommendation to the Corporation on all applicants for membership in accordance with Article IV, section 3 of these By-Laws.
4. Constitution and By-Laws Committee: This committee shall consist of three Active members and shall be responsible for interpreting all questions relative to these By-Laws, review any proposed amendments thereto, and recommend approval or disapproval of same.
5. Safety and Infection Control Committee: This committee shall consist of three Riding members and shall be responsible for creating and maintaining the Corporation's policy on safety and infection control in accordance with OHSА mandates.
6. Fund Drive Committee: This committee shall consist of three Active members and shall oversee and be responsible for all aspects of the Corporation's annual fund drive, including serving as liaison to any contract agencies. It shall report on the financial status of the annual fund drive at each Corporation meeting held during the conduct of the drive. Any and all other fund raising initiatives of the Corporation shall be submitted to this committee for review and approval.
7. Banquet Committee: This committee shall consist of three Active members and shall be responsible for planning, organizing and budgeting for the Corporation's annual installation banquet.
8. Quality Improvement / Quality Assurance Committee: This committee shall consist of seven Active members and shall be responsible for insuring the agency's compliance with all laws, rules, regulations, protocols, and processes pertaining to quality improvement and quality assurance.
9. Other Committees: Other committees may be established from time to time at the discretion of the President.
10. Committee Membership and Chairpersons: The President shall appoint the members of all standing committees by May 1 each year and announce those appointments at the next Corporation membership meeting. He shall also appoint each committee's Chairperson and Assistant Chairperson. Once a Chairperson has been appointed, he/she shall be responsible for the actions of his/her committee and shall answer questions on behalf of the committee. However, he/she shall not suffer any consequences for the decisions of his/her committee following a vote of the committee membership. The Chairperson shall periodically report to the body the progress of any work being undertaken by his/her committee.

## ARTICLE X - Discipline

1. Authority: The Corporation shall have the authority to discipline any of its members in accordance with the following procedures:
  - A. Any member in good standing may bring charges against any other member. If a member is under suspension at the time charges are filed, the suspension shall continue until the charges are disposed of unless the suspension is lifted beforehand.
  - B. The charges shall be presented at a regularly scheduled Corporation meeting by the member preferring them or his/her designee. A written copy of the charges, signed by the member preferring them, must be provided to the Secretary at the meeting at which the charges are presented.
  - C. A three (3) person Investigation Committee, consisting of the Vice President and the Chairpersons of the Membership Committee and the Constitution and By-Laws Committee, shall meet separately with the member preferring the charges and the member charged. (If any of these individuals are party to the matter at hand, the President shall appoint other members-in-good-standing as necessary to serve in their place.) The purpose of these meetings shall be to hear first hand all aspects of the charges and the response thereto. One or more individuals who can speak to the charges in his/her behalf may accompany the member who has been charged.
  - D. The Investigation Committee shall conduct whatever additional investigation it deems necessary to be in a position to make a recommendation in the matter. The committee shall submit its report, including its finding of facts, conclusions and recommendations to the membership of the Corporation within 60 days. If the charges are being sustained, this report may include a recommendation on punishment if the investigation committee feels it is appropriate.
  - E. The report and recommendation of the Investigation Committee shall become a motion on the floor. After considering the report and recommendations of the investigation committee, the membership shall decide, by a 2/3 vote of the members in good standing present, whether the member being charged is guilty or innocent. If the member is found guilty the membership shall, by a 2/3 vote of the members in good standing present, determine an appropriate punishment.
  - F. Regardless of the determination rendered by the membership, the President shall submit a report to the Board of Directors. This report shall include a copy of the charges, the report of the investigation committee, and a report on the action(s) of the membership. A member who has been disciplined may appeal the validity of the decision making process to the Board of Directors. The Board shall not substitute its judgment as to punishment for the membership's judgment. Any member of the Board of Directors who is party to the disciplinary proceeding shall recuse himself/herself from the board's review of the matter.
2. Possible Reasons For Discipline: The possible reasons for discipline shall include, but not be limited to:
  - A. Conviction of a felony of any type. However, a conviction of a felony involving violence or illegal sexual activity shall result in automatic discharge.

- B. Practicing without proper NYS certification.
- C. Commission of professional misconduct.
- D. Displaying open disrespect for a patient, a patient's family, the general public or fellow EMS providers.
- E. Being intoxicated while on duty, such that judgment or ability is in any way impaired.
- F. Intentionally breaching patient confidentiality.
- G. Misappropriating Corporation property.
- H. Falsifying Corporation records.
- I. Insubordination.
- J. Abuse of membership privileges.
- K. Engaging in conduct unbecoming of a member.
- L. Any other intentional act of commission or omission that is disruptive to the membership or harmful to the reputation of the Sand Lake Ambulance.

#### **ARTICLE XI - Meetings**

1. Regular Meetings: The regular meetings of the Corporation shall be held on the first Wednesday of each month, with the call to order at 7:00PM. However, should the first Wednesday of the month be a holiday eve or a holiday, the meeting shall be postponed to the second Wednesday of the month. All active members in good standing, as determined by the annual membership reclassification process set forth in Article IV, Section 7 of these By-Laws, shall be permitted to fully participate in all meetings of the Corporation and vote on all motions made unless otherwise prohibited from doing so by these By-Laws.
2. Annual Meeting: The annual meeting of the Corporation shall be the regular meeting held in April of each year. At this meeting, all elected officers for the ensuing year shall be seated; all appointed officers, if any, shall be named, all committee members, chairpersons and assistant chairpersons shall be named; the Treasurer shall make his/her annual report of the finances of the Corporation; and the annual report of all standing committees shall be rendered.
3. Special Meetings: Special meetings of the Corporation to discuss a pre-determined agenda may be called by the President, by the Chairperson of the Board of Directors, or by a majority vote of the members in good standing at a regular meeting.
4. Participation By Telephone Conference Call: An individual who participates in any Corporation meeting by conference telephone or similar communication equipment, allowing all individuals participating in the meeting to communicate in real time, shall be considered to be present in person at the meeting for all purposes. Such participation shall require the approval of the officer or committee member chairing the meeting.
5. Rules of Order: All Corporation meetings shall be governed by Robert's Rules of Order, revised, which shall be the final authority on any parliamentary procedure in so far as it does not conflict with any provision of these By-Laws.

6. Quorum: A quorum for the conduct of business shall consist of seven (7) Active members in good standing, including at least one (1) Executive Officer.

### **ARTICLE XII - Corporation Ethics Guidelines**

The membership of the Corporation shall comply with the following guidelines relating to ethical conduct.

1. No member of the Corporation should have any interest, financial or otherwise, direct or indirect, or engage in any business or transaction or professional activity or incur any obligation of any nature, which is in substantial conflict with the proper discharge of his or her duties as a Corporation member. Members should exercise their duties and responsibilities as Corporation members in the public interest of the inhabitants of the State, regardless of their affiliation with or relationship to any emergency medical service program, facility, agency, provider, or interest group. The principles that should guide the conduct of Corporation members include but are not limited to the following.
2. A Corporation member shall endeavor to pursue a course of conduct which shall not raise suspicion among the public that they are likely to be engaged in acts that are in violation of their trust as a Corporation member.
3. A Corporation member shall not permit his or her employment to impair their independent judgment in the exercise of their duties as a Corporation member.
4. A Corporation member shall not disclose confidential information acquired in the course of their duties as a Corporation member, nor use such information to further their own personal interests.
5. A Corporation member shall not use or attempt to use their position as a Corporation member to secure unwarranted privileges or exemptions for themselves or others.
6. A Corporation member shall not engage in any transaction as a representative or agent of a local governmental body with any business entity in which they have a direct or indirect financial interest that might reasonably tend to conflict with the proper discharge of their duties as a Corporation member.
7. A Corporation member shall refrain from making personal investments in enterprises in which they may directly benefit from decisions made by the Corporation or which shall otherwise create a substantial conflict of interest.

### **ARTICLE XIII - Prohibition Against Sharing in Corporate Earnings**

No member, Director, officer or employee of or member of a committee of or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit the operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. The Corporation shall be deemed to have expressly consented and agreed that, upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future Federal Tax Code, or shall be distributed to such Corporation or organization as is then recognized by then recognized by the Internal Revenue Service as qualifying under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or shall be distributed to the

Federal Government or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the County of Rensselaer, State of New York exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE XIV - Conflicts of Interest**

Any duality of interest or possible conflict of interest on the part of any member of the Board of Directors shall be disclosed to the other Directors or voting members and made a matter of record through an annual procedure and also when the interest becomes a matter of Board or Corporation action. Any Director having a duality of interest or possible conflict of interest on any matter shall not vote or use his personal influence on the matter but shall be counted in determining the quorum for the meeting. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting and the quorum situation. The foregoing requirements shall not be construed as preventing the Director from briefly stating his position in the matter, nor from answering questions from other Directors since his knowledge may be of great assistance.

Any new member of the Board of Directors or Corporation will be advised of this policy upon entering on the duties of his office.

#### **ARTICLE XV - Indemnification**

1. The Corporation shall indemnify any person made, or threatened to be made, a party to an action or proceeding other than one by or in the right of any other Corporation of any kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise, which any Director, officer, voting or associate member or employee of the Corporation, or served such other Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, if such Director, officer, voting or associate member or employee acted, in good faith, for a purpose which he reasonably believed to be in, or, in the case of service for any other Corporation or partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to, the best interests of the Corporation and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that his conduct was unlawful.
2. The Corporation shall also indemnify any person made, or threaten to be made, a party to any action by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he, his intestate, is or was a Director, officer, voting or associate member or employee of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, voting or associate member or employee of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, voting or associate member or employee of any other Corporation, Agency or State Corporation of any kind, domestic or foreign, or of any partnership, joint venture, trust, employee benefit plan or other enterprise, against amounts paid in settlement and reasonable expenses, including attorneys fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such Director, officer, voting or associate member or employee acted, in good faith, for a purpose which he reasonably believed to be in, or in the case of service for any other State or Regional Corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to, the best interests of the Corporation, except that no indemnification under this paragraph shall be made in respect of, or (2) any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation, unless and only to the extent that the court of competent jurisdiction, determines upon application that, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnify for such portion of the settlement amount and expenses as the court deems proper.

3. The foregoing right of indemnification shall not be exclusive of other rights to which the Director, officer, voting or associate member or employee may be entitled.
4. Subject to the laws of New York, the Corporation may maintain insurance at its expense to protect itself and any Director, officer, voting or associate member, employee or agent of the Corporation against any expense, liability or loss of the general nature contemplated by this Article, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the laws of New York.
5. It is the intent of this Corporation to indemnify its officers, Directors, voting and associate members and employees to the fullest extent authorized by the laws of New York as they now exist or may be amended. If any portion of these indemnification provisions shall, for any reason, be held invalid and unenforceable by judicial decision or legislative amendment, the valid and enforceable provisions will continue to be given effect and shall be construed so as to provide the broadest indemnification permitted by law.

#### **ARTICLE XVI - Amendments**

These by-laws may be amended, altered or repealed and new by-laws may be added after approval by two thirds (2/3) vote of those members in good standing at a corporation regularly scheduled meeting. Such vote may be taken at a regular meeting providing that the text of the proposed amendment shall have been included in a notice to the active membership (not just active voting members) one month prior to the meeting. Any alteration to the proposed amendment that is proposed at the meeting at which the vote will be taken may be voted upon at that same meeting without further notice to the membership. No amendments shall be made to these by-laws which conflict with the law or the rules or regulations of a state agency, unless, on advice of legal counsel and after vote of the members, such rules or regulations are determined to be beyond the state agency's legal authority or are deemed morally repugnant by the Corporation.