

BRIGHTON VOLUNTEER AMBULANCE



Corporation Bylaws

BVA Confidential

Effective: November 1, 2021



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ARTICLE 1: THE CORPORATION

BVA operates as a 501(c)(3) charitable corporation and follows all IRS guidelines for tax exemptions.

Section 1: Name & Office Location

The official name of this Corporation is Brighton Volunteer Ambulance, Incorporated. The Corporation may be referred to as Brighton Ambulance. The principal office is in Brighton, NY.

Section 2: Purpose

BVA provides emergency medical services within the Town of Brighton and territory as defined in the Certificate of Incorporation. Non-emergency transfers may be provided at the BOD's discretion. BVA may also provide this service to surrounding communities. Our Mission Statement is posted on our website at www.brightonambulance.org.

Section 3: Corporate Seal

The Seal of the Corporation, as approved by the Board of Directors (BOD or Board), is shown in the following impression. The Business Manager keeps the seal on file at BVA's principal office.



Section 4: Personnel

BVA welcomes employees and volunteers. Employees and volunteers share responsibilities as personnel of the organization. Volunteers are members of the organization. Application form(s) are available on the BVA Website at www.brightonambulance.org. BVA personnel may refer to the Employee Handbook or Volunteer Handbook for more information.

Section 5: Fiscal Year & Annual Budget

The fiscal year of the Corporation begins September 1 and ends August 31. The Business Manager and Treasurer ensure that an approved annual operating budget for the upcoming fiscal year is in place by September 1. In July, a draft budget is submitted to the BOD for review. The BOD approves the budget at the August BOD meeting.

Section 6: Termination or Dissolution

Upon termination or dissolution of the Corporation, all debts, liabilities, and related necessary expenses will be paid from the corporate accounts or from the sale of its assets. The remaining assets of the Corporation will be distributed as determined by the BOD.

ARTICLE 2: CODE OF CONDUCT

BVA's policy is to uphold the highest legal, ethical, and moral standards. BVA personnel are expected to demonstrate exemplary behavior at all times; to act in a professional and businesslike manner; to treat others with respect; to conduct business in accordance with the letter and spirit of all relevant laws; to follow these bylaws, BVA policies and procedures, and the BVA Employee or BVA Volunteer Handbook. Violations will not be tolerated and will be disciplined up to and including expulsion from membership or termination of employment.

ARTICLE 3: COMMUNICATIONS

BVA's primary form of internal communication is the agency's newsletter; however, correspondence may also be sent by email. Use of either method fulfills BVA's responsibility to communicate. The agency also maintains an internal web site accessible by employees and volunteers.

Personnel will verify that their current email and mailing address is on file with the Business Manager.

For communications with the community, BVA maintains an external web site and various social media accounts.

ARTICLE 4: BYLAWS

The BOD is responsible for the maintenance and update of these bylaws.

Section 1: Bylaws Changes

Proposed bylaw changes may be submitted to the BOD for consideration. Changes are subject to the limitations of:

- these bylaws
- the Certificate of Incorporation
- the Not-for-Profit Corporation Law of New York concerning corporate action that must be authorized or approved by the members of the Corporation.

These bylaws may be amended, repealed, added to, or new bylaws adopted in whole or in part by a two-thirds (2/3) affirmative vote of the voting members present at a regular or special meeting, provided written notice of the BOD's proposed changes has been stated in the meeting notice.

In the absence of a quorum at two (2) consecutive regular or special meetings, the BOD may amend the bylaws on behalf of the corporation provided that all Board members are present at the meeting and the vote is unanimous. Each Board member present may cast one (1) vote for each proposition. Voting by proxy is not permitted. Communication of the amendment will be sent to the organization within five (5) days of the meeting.

The amended bylaws will become effective on the first day of the month following ratification.

Minor clarifications or correction of typographical or other errors may be made by the BOD without member ratification and will be communicated to the organization within 30 days.

ARTICLE 5: MEETINGS OF THE CORPORATION

Meetings of the Corporation are open to all BVA personnel. Attendance is encouraged.

Section 1: General Meetings

1. **The Annual Meeting** will be held in November on a date that is not a legal holiday. The purpose of this meeting is to elect new BOD members, receive reports from the BOD, management, and committees; and to transact other business.
2. **Special Meetings** may be called by the President or the BOD.

3. **Meeting Notices** will include the date, time, place, and purpose of the meeting. At least ten (10) days but not more than thirty (30) days prior to the meeting date, the Secretary will publish the meeting notice in the agency's newsletter.
4. **Quorum:** One-third (1/3) of the voting members in good standing will constitute a quorum so that business may be conducted. If 1/3 of the voting membership results in a fraction, round up or down to the nearest whole number to determine the quorum. If a quorum is not present, communications may be presented and discussions held, but voting may not take place. If necessary, the meeting chairperson will adjourn the meeting to a date and time determined by the BOD.

4. Order of Business

Call the meeting to order	Officer reports
Proof of meeting notice	Management reports
Read minutes of previous meeting	Committee reports
Receive communications	Unfinished business
Open forum	New business
	Adjournment

Section 2: Voting Eligibility

Voting is a responsibility that enables members who are aware of BVA's activities, projects, and goals to affect the management and future of the corporation. Members in good standing are eligible to vote at meetings of the corporation.

Good Standing

Members are in good standing if they:

- Meet their minimum hours and duty requirements as determined by the person they report to
- Complete all mandatory training
- Are in compliance with these bylaws and BVA's policies and manuals
- Are not on Suspension.

Each qualified voting member may cast one vote for each proposition. All votes cast will be counted as full units. Voting will take place at the meeting. Voting by absentee ballot is allowed for the election of new BOD members. Voting by proxy is not permitted. Community Directors cannot vote to elect, remove, or appoint an Elected Director.

Section 3: Board of Director Meetings

Regular BOD meetings will be held monthly on a date and time to be selected by the BOD, but no later than the 25th of each month.

Special BOD meetings may be called by the President, or one-third (1/3) of the Board members, upon a one (1) day notification to each Board member.

Section 4: Meeting Rules

- The meeting chairperson will ensure that all meetings will be conducted in a businesslike manner so that matters are clearly explained, discussion is encouraged, participants have an equal opportunity to speak and ask questions, and common courtesy is exercised.
- Any proposal or item submitted by a non-Board member that requires action by the BOD must be submitted to the Secretary at least five (5) business days prior to the meeting so that he/she can

provide the information to the BOD at least 3 business days prior to the meeting. The President may waive this requirement if he/she believes it is in the best interest of the corporation.

- To expedite the conduct of business, the meeting chairperson may modify the order of approach to, and the duration of, any agenda item.

Section 5: Limited Discussion

There will be no discussion of partisan politics or sectarian religion at any meeting, and BVA will not endorse or recommend any candidate for political office.

ARTICLE 6: BOARD OF DIRECTORS

Section 1: Purpose

The Corporation will be managed and controlled by a Board of Directors (BOD). The BOD is ultimately responsible for BVA's day-to-day operation and ensures that sound business, financial, and EMS decisions are made. Other responsibilities include:

- Determine BVA's mission, strategy, goals, and future direction.
- Determine BVA's management structure, including the hiring of senior managers such as the Business Manager and Chief of EMS Operations, and determine their responsibilities to achieve the organization's goals.
- Determine the size of the BOD.
- Appoint Community Board members.
- Appoint or hire Advisors.
- Manage BVA's Business and Operations functions.
- Enlist advice and counsel on legal, medical, insurance, financial, managerial, and other business matters.
- Create committees to work on matters designated by the BOD.
- Terminate or dissolve the corporation.

Section 2: Powers

All Corporation powers except such as are otherwise provided for in the bylaws and in the laws of the State of New York, shall be, and are hereby vested in, and shall be exercised by the BOD. The BOD may, by general resolution, delegate to committees of their own number or to Officers of the Corporation such powers as they may see fit. The BOD may delegate, at their discretion, specific powers, and authorities to the Management. Funds and books of the Corporation shall, at all times, be under the supervision of the BOD and subject to the BOD's inspection and control.

Section 3: Size

The BOD will determine its size based on current and anticipated needs. The majority of the Board must be elected by the membership. Directors may be selected from existing or former BVA members, former BVA employees, or from the community. The Business Manager, Chief of EMS Operations, and Advisors serve as ex officio, non-voting Board members.

Section 4: Expectations

Board members are expected to be leaders and demonstrate exemplary behavior at all times. They are expected to attend and fully participate at BOD meetings, contribute new ideas, communicate matters and suggestions that they believe are in the best interest of BVA, and be willing to work on BOD projects, committees, and/or assignments.

The BOD may request that one or more of its members represent BVA at meetings and functions involving the Town of Brighton and its affiliated agencies, other EMS agencies, and the public to answer questions and explain BVA's position, decisions, and expectations.

Section 5: Nominating Committee – Elected Board Members

The President will appoint a Nominating Committee and a chairperson for this committee. The committee will secure nominations for the open Board seats, will review the nominees' eligibility, and will coordinate the voting process. At the October BOD Meeting, nominations will be accepted from the floor.

Section 6: Nominations – Elected Board Members

Before becoming eligible for election to the Board, a nominee must be a member in good standing. Business, financial, and/or management experience is desirable.

Names of persons nominated will be included in the Annual Meeting notice. After nomination and prior to election, all nominees must read the BVA Conflict of Interest Policy and sign the BVA Annual Conflict of Interest Statement.

Section 7: Community Board Members

Community Board members may be appointed by the Board at a regular or special Board meeting. They become ex-officio members upon taking office. Community Board members serve as voting members of the Board and count in determining a quorum. They may work alone, be a committee chairperson, or participate on a committee. The Board determines their expectations and minimum hours requirement. After appointment and prior to assuming their responsibilities, Community Board members must read the BVA Conflict of Interest Policy and sign the BVA Annual Conflict of Interest Statement.

Section 8: Advisors

Advisors may be appointed by the BOD at a regular or special BOD meeting and serve at the pleasure of the BOD. Advisors serve as non-voting Board members and do not count as part of a quorum. They may work alone, be a committee chairperson, or participate on a committee. The BOD determines their expectations and minimum hours requirement. After appointment and prior to assuming their responsibilities, Advisors must read the BVA Conflict of Interest Policy and sign the BVA Annual Conflict of Interest Statement.

Section 9: Term of Office

- Elected Directors are elected by the membership for a three (3)-year term, or to fill an unexpired term due to a vacancy.
- Community Directors are appointed by the BOD for a two (2)-year term, or to fill an unexpired term due to a vacancy.
- Advisors are appointed by the BOD for a duration determined by the Board and will begin their duties on a date determined by the Board.
- Outgoing Board members will assist in an orderly transition of duties to new Board members.
- The newly elected Directors will begin their duties on January 1st of the upcoming year.

Section 10: Attendance

Board members are expected to attend all BOD meetings, either in person or via telecommunication. Absence from two (2) consecutive BOD meetings without providing a reason to the President or Secretary that is acceptable to the BOD may be cause for removal.

Section 11: Quorum

At all BOD meetings, two-thirds (2/3) of the voting Board members will constitute a quorum so that business may be conducted. If 2/3 of the BOD results in a fraction, round up or down to the nearest whole number to determine the quorum. If a quorum is not present, communications may be presented and discussions held, but voting may not take place. If necessary, the President will adjourn the meeting to a date and time determined by the BOD.

Section 12: Voting

The voting process (e.g., written ballot, consensus, majority, etc.) will be decided at the meeting. Each Board member present at the meeting, either in person or via telecommunication may cast one (1) vote for each proposition. Voting by proxy is not permitted. The Business Manager, Chief of EMS Operations, and Advisors cannot vote. The President votes only to break a tie.

Section 13: Resignation

A member may resign from the BOD by giving written notice to the Board members. The resignation is effective on the date specified in the notice and will be documented in the next regular or special BOD meeting minutes. When possible, an orderly transition will take place.

Section 14: Vacancies

Vacancies that occur during the year may be filled by a majority vote of the Board members at the next regular or special BOD meeting. The person appointed to fill the vacancy of an elected Director will hold office until December 31 of the year in which they were appointed. At the Annual Meeting following the appointment, the membership will elect a Director to fill the unexpired term. The Board may, at its discretion and depending on the needs of the corporation, fill the vacancy of an appointed Director.

Section 15: Removal

An elected Director may be removed from the BOD for cause at any time by a two-thirds (2/3) affirmative vote of the membership present at a special meeting called for that purpose.

An appointed Director may be removed from the BOD for cause at any time by a two-thirds (2/3) affirmative vote of the Board members present in closed session at a regular or special BOD meeting.

Notice of a recommendation to remove will be communicated to the BOD prior to the meeting. Notice of a removal will be communicated to BVA personnel within five (5) days of the decision.

Section 16: Compensation

No BOD Officer, Director, or committee member may receive a salary or any compensation for services rendered to BVA unless authorized by a two-thirds (2/3) affirmative vote of the BOD. Salaries or compensation will be determined by the BOD and will be considered reasonable for the services rendered. Salary or compensation will be reviewed annually during the budget preparation process, or upon request by any Board member.

Section 17: Compliance

BVA will adhere to the requirements of the New York State Non-Profit Revitalization Act of 2013 and the NYS Office of the Medicaid Inspector General. In January of each year, the BOD will appoint a Compliance Committee and will assign the role of Compliance Officer to a qualified individual who will perform and uphold the duties and responsibilities as detailed in the position description.

ARTICLE 7: CORPORATE OFFICERS

Section 1: Composition

The Officers of the Corporation are the President, Vice President, Secretary and Treasurer. An Officer must be a member of the BOD and a member of the corporation. No person shall simultaneously hold more than one Officer position.

Section 2: Election and Term of Office

Officers are elected by the BOD a regular or special BOD meeting prior to January 1. Each Officer will be elected for a one (1)-year term by a majority vote of the BOD and may succeed themselves for the extent of their BOD membership. Officers will assume their responsibilities on January 1.

Section 3: Duties

Unless otherwise directed by the BOD, Officers have the following responsibilities. Additional responsibilities or tasks may be assigned by the BOD. Officers may delegate one or more of their tasks, but they maintain responsibility that the task(s) is satisfactorily completed.

President:

- Chair of the BOD and the Chief Executive of the agency.
- Presides at General Meetings, BOD meetings, and Executive Committee meetings.
- Appoints committee chairpersons subject to BOD approval, and will be an ex officio, non-voting member of each committee.
- Signs all deeds, mortgages, bonds, contracts, checks or other instruments authorized by the BOD.

Vice President:

- Performs the duties of the President in his/her absence.

Secretary:

- Prepares and distributes the agenda for General meetings or BOD meetings.
- Attends, takes, and publishes the minutes for General meetings or BOD meetings.
- Maintains a list of the members of the Corporation and their membership status.

Treasurer:

- Acts as the custodian of all BVA funds.
- Recommends to the BOD how BVA's monies should be invested so there is a balance between investments and returns.
- Responsible for the books of the Corporation.
- Ensures that an annual budget is prepared, approved by the BOD, and maintained according to BVA policies.

Section 4: Vacancies

Vacancies that occur during the year may be filled for the unexpired term by a majority vote of the BOD at the next regular or special BOD meeting.

Section 5: Removal

An Officer may be removed for cause by a two-thirds (2/3) affirmative vote of the voting BOD members present at a special meeting called for that purpose. Notice of a recommendation to remove will be communicated to the BOD prior to the meeting. Notice of a removal will be communicated to BVA personnel within five (5) days of the decision.

ARTICLE 8: EXECUTIVE COMMITTEE

Section 1: Composition

The Executive Committee is composed of the Officers of the Corporation.

Section 2: Function

The Executive Committee reports to the BOD.

The BOD may delegate decisions to the Executive Committee. The Executive Committee will communicate all decisions made on behalf of the BOD to the BOD within 5 days of the decision and document the decision in the next BOD meeting minutes.

If a quorum of the BOD cannot be present at a BOD meeting, or cannot be contacted for a decision, the Executive Committee may act on behalf of the BOD.

Section 3: Meetings

The Executive Committee will meet at the request of the President or any two (2) members of the Executive Committee. Notice of the meeting will be given to each Executive Committee member at least three (3) days in advance, unless waived by all members.

Section 4: Quorum

A majority of the Executive Committee members will constitute a quorum so that business may be conducted.

Section 5: Voting

Each member present at the meeting, either in person or via telecommunication, may cast one (1) vote for each proposition. Action will be taken by a majority vote of members present at the meeting. Voting by proxy is not permitted. In the event of a tie vote, the issue will be brought to the BOD for a decision.

ARTICLE 9: COMMITTEES

Section 1: Purpose

The BOD may create committees to work on matters designated by the BOD. Committees serve at the pleasure of the BOD.

Section 2: Committee Chairperson

The BOD will assign a chairperson for each committee. The chairperson will:

- appoint as many BVA personnel and advisors as they feel is necessary to carry out their committee's function
- maintain a list of committee members
- provide monthly updates and pertinent documents for BOD review and inclusion in the BOD meeting minutes.

ARTICLE 10: PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No employee, member, Director, Officer, committee member, person connected with the Corporation, or any other private individual will receive at any time, any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this does 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.

ARTICLE 11: EXTRA ACTIVITIES

Notwithstanding any other provision of these bylaws, no employee, member, Director, Officer, committee member, person connected with the Corporation, or any other private individual will take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE 12: INDEMNIFICATION

To the extent permitted by law, the Corporation will indemnify any person made a party to any proceeding by reason of the fact that he/she is or was a Director or Officer of the Corporation against any loss and expense incurred by him/her by reason of such proceeding, including the settlement thereof, except in relation to matters which such person is adjudicated to be liable for gross misconduct in the performance of his/her duties as determined by the BOD in its sole discretion.

The foregoing shall not obligate the Corporation to purchase Directors' and Officers' liability insurance but if applicable law permits, the Corporation may purchase such insurance if authorized and approved by the BOD.

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