

**Stratford Volunteer Emergency Medical Service Association, Incorporated**

**By-laws and Amendments**

**Revised March 23, 2021**

ARTICLE I: NAME AND OBJECTIVE .....	2
ARTICLE II: ORGANIZATION .....	3
ARTICLE III: MEMBERSHIP .....	4
ARTICLE IV: BOARD OF DIRECTORS .....	5
ARTICLE V: OFFICERS .....	6
ARTICLE VI: MEETINGS .....	8
ARTICLE VII: COMMITTEES .....	9
ARTICLE VIII: YOUTH PROGRAM .....	11
ARTICLE IX: FUNDS, CONTRACTS AND PROPERTY .....	12
ARTICLE X: NOMINATIONS AND ELECTIONS .....	13
ARTICLE XI: INDEMNIFICATION .....	14
ARTICLE XII: ASSOCIATION REPRESENTATION AND AFFILIATION ....	14
ARTICLE XIII: AMENDMENTS.....	15

## **ARTICLE I: NAME AND OBJECTIVE**

**Section 1.** The name of the organization shall be the Stratford Volunteer Emergency Medical Service Association Incorporated, hereinafter referred to as the “Association”.

**Section 2.** The objectives for which the Association is formed shall be as set forth in the Certificate of Incorporation and, as from time to time may be amended, are as follows:

1. To provide an association of Licensed Paramedic, and certified EMT, EMR, and Emergency Vehicle Operators having an interest in voluntary Emergency Medical Services, especially as applied in the service of the Town of Stratford and its community of operation.
2. The encouragement of others in the training for direct involvement in voluntary emergency medical service.
3. To elevate and sustain the professional standards among its members by providing educational programs.
4. To represent the interests of the membership, and the public which it serves, to the Emergency Medical Service Administration. This representation shall extend to Local Municipal Government Bodies, Federal, State, and other agencies concerning issues or concerns relative to the delivery of emergency medical care within the Town of Stratford or any assigned primary response area.
5. To promote among its members participation in this Association, social interaction and good fellowship.
6. To serve our community in ways related to the safety, education, and medical care of any and all residents of the Town of Stratford to the extent permitted by individual and group licensure.

7. To serve the needs of its membership in whatever way deemed appropriate by the governing body of the Association.

## **ARTICLE II: ORGANIZATION**

**Section 1.** This Association shall be organized under the laws of the State of Connecticut as a non-stock, non-profit corporation, as contained in Chapter 600 of the Connecticut General Statutes entitled "Non-Stock Corporations." (the "Corporation").

**Section 2.** No part of the net earnings of the Association shall inure to the benefit or be distributable to its members, trustees, officers, or other private persons. An exception is that the Association shall be authorized and empowered to pay reasonable compensations for services rendered, and to make payments and distributions in furtherance of the purpose set forth in Article I hereof. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except for the welfare of the membership and the public it serves. This shall not prohibit the Association from addressing issues which relate to the rendering of emergency medical services. The Association shall not actively participate in or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any provisions of these articles, the Association shall not carry on any other activities not permitted to be carried on (as a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 or corresponding provisions of any future United States Revenue Law)

**Section 3.** Upon dissolution of the corporation, the Board of Directors (the "Board"), shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization organized and operated exclusively for charitable, educational, religious or scientific purposes shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Revenue Law) as proposed and as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, as said court shall determine, which are organized and operated exclusively for such purpose.

**Section 4.** No question of religion, race, or sexual preference shall be entertained in the deliberations of the Association.

## **ARTICLE III: MEMBERSHIP**

**Section 1.** The active membership of the Association shall be those volunteer members of the Stratford Emergency Medical Service, with State of Connecticut certification as Emergency Medical Responder, Emergency Medical Technician, Emergency Vehicle Operator, Paramedic or other recognized position, and on the roster as published by the Administration of the Service. In addition, any member of the Stratford Emergency Medical Service who is currently on leave of absence from the active roster, for whatever reason, shall remain in active membership status within the Association, until such time as that leave expires. Any Board member not fulfilling the duties of active membership and/or on medical leave for more than 6 months shall be removed from office. Only active members shall be entitled to vote and participate in Association activities. Only active members can hold any elective or appointed office or committee chair position.

Town of Stratford paid employees of the Stratford Emergency Medical Service shall not be voting members of the Association but are allowed and encouraged to attend all Association meetings, social functions and are welcome to share in Association amenities.

**Section 2.** The Board may choose to admit, by election, Auxiliary, non-voting, member status for those who do not hold the State certifications listed above assuming they provide no less than 10 documented hours of volunteer service each month.

**Section 3.** Lifetime membership status, at the favorable recommendation of the Director, may be granted, by majority vote of the Board, to any retired or permanently disabled former active member, who has become unable to continue to actively work within the Stratford Emergency Medical Service. Permanently inactive Association members may not hold any elective office, chair any committee, nor can they vote in any Association election. However, permanently inactive Association members can be appointed to committees.

**Section 4.** Student/Youth Members of the Association shall be students currently enrolled in an Emergency Medical Technician class or an Emergency Vehicle Operator class sanctioned by the Town of Stratford or the Association. They shall not have the right to vote or to hold any appointed or elected office. Student/Youth members can participate in those events designated by the governing body.

**Section 5.** At any time a member of any status may resign or terminate their affiliation with the Association. It shall be the objective of the Association to honor that withdrawal without prejudice and the Recording Secretary shall immediately note the records of the Association and report the change in status at the next regularly scheduled meeting of the Board.

**Section 6.** The Association, by special act of a majority vote of the Board of Directors and only after a formal hearing before them, may terminate for cause, membership of any status member. A member of the Board of Directors may only request the termination process and formal notice must be sent in writing by certified mail notifying the member of a hearing to terminate membership, and must include the specific reason(s) for termination. The member has the right to appear at a hearing and to have representation present at that hearing. A member may be terminated for, but not limited to, criminal acts against the Association, malfeasance in elected or appointed office within the Association, or civil actions brought against the Association by an act of willful misconduct of any member.

#### **ARTICLE IV: BOARD OF DIRECTORS**

**Section 1.** There shall be a Board of Directors, hereafter denoted as the “Board”, which shall have the power and authority to manage the Association's property and to regulate and govern its affairs. The Board shall determine policies and changes therein within the limits of the By-laws of the Association and shall take such actions, as it considers necessary to carry out the objectives of the Association. The Board shall perform such other functions as the Membership may direct.

**Section 2.** The Board shall consist of eleven members elected by those members eligible to vote. The executive committee offices shall be designated as President, the Vice-President, the Recording Secretary, the Corresponding Secretary, and the Treasurer. The rest of the Board members will be designated as Directors.

**Section 3.** The Board shall hold at least one meeting each month and may hold additional meetings upon call of the President, upon written request of at least four members of the Board, or written request of 25% of the active membership. At least six members of the Board, including at least 3 Executive Committee members, shall constitute a quorum.

**Section 4.** A vacancy in the Membership of the Board, except in the office of President, shall be filled by appointment of the president and ratification of a majority vote of the remaining Board. This elected member shall serve until the next election. A vacancy by the President will be filled by nomination of candidate/s and an election by the Board of Directors at the first meeting following the vacancy announcement. A majority vote of the Board of Directors, (with a quorum present), will determine who is to fill the vacant Presidential position.

**Section 5.** The term of office of all members of the Board shall be two (2) years,. All members of the Board shall serve until their successors are elected and assume their duties. Their term of office shall commence at the adjournment of the Association Annual Business meeting, or, if there is no Annual Business Meeting, on May 1 following the election.

**Section 6.** A parliamentarian may be designated by the President with the approval of a majority of the Board and shall be a director and not an officer.

## **ARTICLE V: OFFICERS**

**Section 1.** The President shall be the chief executive officer of the Association and, subject to the Board, shall have general supervision and control over its affairs. The President shall preside at all meetings of the Association and the Board in the role of facilitator; and shall recommend to the Board such measures that are considered desirable to further the objectives and broaden the effectiveness of the Association. With another executive board member, shall be authorized to sign all contracts and other legal documents approved by the Board. With another executive board member shall be authorized to sign all checks. Will appoint all committee members and committee chairpersons; shall remove in the case of dereliction of duty, any committee member or board member. All such appointments or removals must have a majority approval of the Board. The President shall be a member ex-officio of all committees except the Nominating Committee; and shall prepare such reports as may be required by the Association Board. The President shall be responsible for supervising the preparation of such reports as may be required of other Association officers. Lastly, the President is the official representative of the Board unless another Board member is so designated by the presiding officer. The President shall chair the Executive Committee of the Association.

**Section 2.** The Vice-President shall assist the President in the performance of the duties of the presidency. In the event of absence or withdrawal of the President, shall assume all duties and obligations of the president; and shall succeed to the office of President, to complete the term of office, in the event of resignation, loss of active membership status, or death. The Vice-President shall preside at any meeting in which the President is absent and with another executive board member shall have check and contractual signing authority. The Vice-President shall serve on the Executive Committee of the Association. In the event of a disciplinary action against the President of the Association, the Vice President shall assume the duties of the President until said action is decided upon by the Board. If the Board votes to terminate the current President, an election shall be held at the next regularly scheduled meeting to nominate and elect a replacement for the position. At such time, the Vice-President shall resume the duties of Vice-President and serve under the newly elected President.

**Section 3.** The Recording Secretary shall keep a written record of all meetings of the Association in a manner designated by a majority of the Board. The Recording Secretary shall maintain all contracts and other legal documents; and shall perform such other duties as the President may assign. With either the President, Vice President or Treasurer, the Recording Secretary shall have check and contractual signing authority. The Recording Secretary shall

serve on the Executive Board of the Association and record meetings of the Executive Committee in a manner designated by the President. In the event of absence of both President and Vice-President, the Corresponding Secretary shall call the meeting to order and immediately conduct the election for the temporary chairman “pro tem” (the temporary chairman).

**Section 4.** The Corresponding Secretary shall make written communication on behalf of the Association, the Board, and the President; and shall communicate to the membership of the Association and to others such information as the President may instruct. With either the President, Vice President or Treasurer, the Corresponding Secretary shall have check and contractual signing authority. The Corresponding Secretary shall also perform such other duties as the President may assign. The CS shall serve on the Executive Committee of the Association.

**Section 5.** The Treasurer shall have custody of the Association funds and any other financial instruments and shall deposit it in the name of the Association in such bank or banks or other depositories as may be selected by the Board. The Treasurer shall have check signing authority. With either the President or Vice President, the Treasurer shall have contract and legal document signing authority. Unless determined otherwise by the Board, shall obtain a bond for faithful performance of duty in an amount that the Board may require. The premium of said bond to be paid by the Association. The Treasurer shall be empowered to keep official accounting records and books of accounts of the Association; and to account to any successor in office, for all funds and other financial instruments which were listed on the books at the time of the last audit and all funds and financial instruments which have come into his hands since the last audit of the books. The Treasurer will deliver to his successor a complete accounting of funds and financial instruments to a successor within fifteen days of transfer of office. The books shall be submitted by the Treasurer for audit, as soon as practicable after the close of the fiscal year of the Association, to the Audit Committee and shall furnish such financial statements as may be required by the Board or the President. The Treasurer shall serve on the Executive Committee of the Association.

**Section 6.** Executive Committee members, to remain in good standing, must be in attendance for no less than seventy-five percent (75%) of regularly scheduled meetings in any twelve (12) month period. Absences in excess are to be discussed on a case-by-case basis. If absences are deemed by the Executive Committee to be superfluous, a vote will be brought to the full Board for dismissal of the member from the Executive Committee.

**Section 7.** Vacancies in the Board may, except for the position of President, be filled by appointment by the President with a majority approval of the Board. The appointees are to complete the current term of office for the position filled. A vacancy by the President will be filled by nomination of candidate/s and an election by the Board of Directors at the first meeting

following the vacancy announcement. A super majority vote of the Board of Directors, (with a quorum present), will assign the vacant Presidential position to the appropriate candidate.

## **ARTICLE VI: MEETINGS**

**Section 1.** The annual meeting of the Association shall be held in April at a time determined by the Board of Directors. This meeting shall consist of the election certification and installation of Officers and/or Directors when terms expire. This meeting will also report on the State of the Association over the past year.

**Section 2.** The regular meetings of the Association shall be held on the second Wednesday of each month, unless otherwise scheduled during the previous month's Board meeting. All meetings shall be held at the Town of Stratford EMS Headquarters. In the event a required change of location is necessary, with proper notice an alternate location for meeting may be approved by the President of the Board. This meeting shall be devoted to accomplishing the business of the Association. Notification of the monthly meeting shall be published or posted for all members to see prior to the meeting date.

**Section 3.** Special meetings of the Board of Directors may be called by either the President or the written request of not less than four members of the Board. Notification of a special Board meeting, specifying the time, place, and the business to be transacted shall be communicated to the membership seventy-two hours prior to date set. No business other than that stated in the notice shall be considered at a special meeting.

**Section 4.** Special meetings of the membership may be held as outlined in Article IV Section 3. Notification of a special meeting, specifying the time, place, and the business to be transacted shall be communicated to the membership seventy-two hours prior to the date set. No business other than that stated in the notice shall be considered at a special meeting.

**Section 5.** Specific written notification to the membership of a meeting is necessary if the business to be transacted includes one of the following. A) to change the article of incorporation; B) to approve a merger or consolidation with another corporation; C) to approve the sale of assets [Note: A two-thirds affirmative vote of the entire Membership is necessary to sell assets.]; D) to dissolve the corporation; E) or to amend the by-laws.

**Section 6.** The suggested order of business shall be as follows:



1. Meeting called to order by the President
2. Reading of the minutes of the last meeting
3. Report of the Treasurer
4. Reading of correspondence
5. Reports of committees
6. Unfinished business
7. Election of officers
8. New business
9. General discussion. (Good and Welfare)
10. Adjournment

The order of business may be altered at the discretion of the President or presiding officer or by a majority vote of the members present.

**Section 7.** A quorum for the transaction of business shall be a majority of Officers and members of the Board of Directors.

**Section 8.** When not in conflict with these by-laws, Robert's Rules of Order Revised (latest edition) shall govern all deliberations.

## **ARTICLE VII: COMMITTEES**

**Section 1.** Standing and special committees shall be established by the Board for the purpose of delegating such powers and functions as the Board finds desirable for the conduct of its business and for carrying out the objectives of the Association. These committees shall be responsible to the Board.

**Section 2.** The President shall appoint, with a majority approval of the Board of Directors, the chairperson of all committees except the Nomination Committee. (See Article X for Nomination Committee.) The President shall also designate the members of committees, with a majority approval of the Board of Directors, who shall serve until the next scheduled election of Officers. Unless otherwise determined by the Board, members of non-standing committees shall be considered discharged at the end of the Association fiscal year.

**Section 3.** Standing committees of the Association include, but are not limited to, the following:

1. Executive - consisting of the five elected officers of the Association.

2. Vending - consisting of members appointed by the President and with approval of a majority of the Board of Directors.
3. Audit - consisting of members appointed by the President and with approval of a majority of the Board of Directors.
4. Education - consisting of members appointed by the President and with approval of a majority of the Board of Directors.
5. Social Committee - consisting of members appointed by the President and with approval of a majority of the Board of Directors.
6. Internet Technology Committee - consisting of members appointed by the President and with approval of a majority of the Board of Directors.
7. By-laws Committee - consisting of members appointed by the President and with approval of a majority of the Board of Directors.

**Section 4.** Committee chairpersons may participate in meetings of the Board but shall not have the right to vote.

**Section 5.** Each committee shall report its activities to the Board during a regular meeting either verbally or in writing, together with any recommendations considered necessary or advisable. Additional reports may be submitted by a committee or requested by the Board or the President.

**Section 6.** The Board shall authorize, by majority vote at any Regular or Special scheduled meeting, funds for committee expenses as necessary.

**Section 7.** The President may establish specific committees and appointments with approval of a majority of the Board. Such committees may be designated for continuing programs and therefore become Standing Committees.

## **ARTICLE VIII: YOUTH PROGRAM**

**Section 1.** Established in 2021 under The Association, Youth Program (The “Youth Program”) goal is to provide a youth-run, adult-supervised operation aimed at providing and fostering educational opportunities, leadership skills, and experience in the emergency medical field.

**Section 2.** The Youth Program will, under the oversight of the Association, determine a set of by-laws to adhere to and outline rules and guidelines that will apply to the Youth Program and its members. Any changes to these by-laws will be brought to the attention and must be ratified by the Executive Committee of the Association by way of majority vote.

**Section 3.** Adult advisors will be appointed by the Association to oversee the Youth Program. Additionally, a second deputy adult supervisor, who is a member in good standing of the Association Board, will be appointed to act as a liaison to the Association. This adult advisor is required to be in attendance for not less than 75% of regular Association meetings in any twelve (12) month period.

**Section 4.** Two members from the Youth Program, who hold appointed positions within the group, must be in attendance during the regular monthly Association meeting. These members are required to be in attendance for not less than 75% of regular Association meetings in any twelve (12) month period.

**Section 5.** The Association will be required to hold a bank checking account for the Youth Program with two signatories. The first signatory will be one of the adult advisors. The second signatory will be the President or the Treasurer of the Association.

**Section 6.** The Association may collect dues from the Youth Program members not more than once each fiscal year. These dues may help to provide uniforms, operating costs, and supplies for Youth Program members.

**Section 7.** To offset costs, the Youth Program may organize and manage Emergency Medical Responder (EMR) courses. All classes will be approved and oversight will be provided by the Association. An EMS-I will be required to attend and monitor every class.

**Section 8.** All adult advisors will be required, yearly and without exception, to attend and maintain a State of Connecticut compliant, Youth Protection.

**Section 9.** All adult advisors will be required, yearly and without exception, to submit to a full background check. If the adult advisor is arrested, convicted, or legally detained, they must report the incident to the President of the Board and the Director within 48 hours. Noncompliance to this Section 9 will constitute immediate resignation.

**Section 10.** All members of the Youth Program, adult or minor, and member parents or guardians, are required to review and acknowledge understanding and agreement of the State of Connecticut “Guidelines for Cadets, Explorers, and Junior Members of Fire, Emergency Medical, and Police Services” Pamphlet.

**Section 11.** At any time, the Youth Program will be required to provide all documentation requested by the Association for an audit of financial standing.

**Section 12.** In the event of dissolution of the Association, oversight of the Youth Program will revert to the Director of the Town of Stratford EMS.

## **ARTICLE IX: FUNDS, CONTRACTS AND PROPERTY**

**Section 1.** The fiscal year of this Association shall begin on July 1 of each calendar year and end on June 30 of the following year.

**Section 2.** Funds for Association expenses shall be derived from legitimate fund-raising activities and donations. All funds received by the Association shall be used for purposes incident to the operations of the Corporation and the fulfillment of the Association's objectives as expressed in Article I.

**Section 3.** Any agreement or contract entered into by the Association shall have advance approval of a majority of the Board. If liability exceeds the Association's available or budgeted funds, prior notification shall be made for the purpose of obtaining the required advance approval of a majority of the Association Board of Directors. All affiliate and contractual relationships shall be directed toward the best interest of the Association and shall protect its property and identity.

**Section 4.** Purchase of property in excess of \$500.00 by the Association shall have the written approval of a majority of the Board. If it exceeds the Association's available budgeted funds, the purchase shall have advanced approval, by majority vote, of the Association membership

**Section 5.** In the event of dissolution of the Association, property currently in usage by the volunteers in locations operated by the Town of Stratford will have title transferred to the Town. Any remaining property shall be disposed of by a majority vote of the Board of Directors. In the event of dissolution of the volunteer service by the Town of Stratford, the Association Board, by a majority vote, will have the final determination to disburse the property in accordance with the objectives of the Association.

## **ARTICLE X: NOMINATIONS AND ELECTIONS**

**Section 1.** The Board shall appoint a Nomination Committee for each election of Officers and Directors, during a year designated as an election year, no later than sixty days prior to the Association's Annual Business Meeting. This committee shall be composed of three active Association members, no one of whom shall be a member of the Board seeking re-election. Any member of this committee that comes into consideration for office shall resign from the committee.

**Section 2.** Each election year the Nomination Committee shall present a list of nominees - at least one candidate for each position to be filled. At a time specified by the Board, but at least 30 days prior to the Annual Meeting, the list of nominees shall be submitted to the Corresponding Secretary. The committee shall obtain the verbal or written acceptance of each nominee prior to submission of its report.

**Section 3.** The report of the Nomination Committee shall be read at an Association meeting preceding the Annual Business Meeting. Additional names may be placed in nomination from the floor at this time by a motion from the membership, a second to the motion, and a successful vote of the members present and eligible to vote, provided acceptance by the nominee is assured. The final report of the Nomination committee shall be included in the notification of the Annual Business Meeting, and shall be presented for approval by the membership at the Association Annual Business Meeting.

**Section 4.** A petition of at least twenty-five members eligible to vote may be submitted to make additional nominations provided acceptance by the nominee is assured. The petition must clearly indicate the name(s) of the candidates and the position for which the individual(s) is being nominated. The petition must be submitted, either by mail to the Association mailing address, or in person to the Corresponding Secretary, no later than thirty days prior to the election.

**Section 5.** If the slate includes more than one candidate for any office, elections shall be by secret ballot distributed by mail to the last known address provided by each Association member.

The ballot will be postmarked not less than fifteen days prior to the Annual Business Meeting. Ballots may be either mailed to the Association's mailing address or brought to the Annual Meeting in person by the member casting the ballot. No proxy ballots will be accepted. The final count of the votes shall take place during the Annual Business Meeting. The Nomination Committee Chairperson shall count the votes with the assistance of the Nominating Committee. The candidate(s) who receives the largest number of votes for any office shall be elected. In the event of a tie, election shall be by a majority vote of the members present at the Annual Meeting. In the event that the slate presented offers only one candidate for any office, the election of those candidates is assured and no ballot need be distributed. The Recording Secretary shall cast one ballot for that slate and elect the officers with a single vote.

## **ARTICLE XI: INDEMNIFICATION**

**Section 1.** The Stratford Volunteer Emergency Medical Service Association, Inc. shall indemnify any person who was, is or may be party to any threatened, pending or completed lawsuit or other private or governmental proceeding occasioned by his/her being a member, director, officer, employee or agent of the corporation in accordance with and as provided in Connecticut General Statutes Section 33-454a as may from time to time be amended.

## **ARTICLE XII: ASSOCIATION REPRESENTATION AND AFFILIATION**

**Section 1.** The President shall appoint, with a majority approval of the Board, Association representatives to joint committees and meetings of other societies or governmental entities having objectives allied or effecting those of the Association. Such representatives shall submit at least one report to the Executive Board during the year.

**Section 2.** Representation of the Association by way of image or language whether print or recorded on the internet or social media must be reviewed using a standard adopted by the Board and created in conjunction with the Director and approved by a member of the Board appointed by the Executive Committee.

**Section 3.** Upon approval by a majority of the Association Board of Directors, the Association may affiliate or disaffiliate with a local, state, national or international common interest organization or professional association provided that:

1. The objectives of such organization are, in the case of affiliation, consistent with those of the Association, and

2. The objectives of such organization are, in the case of disaffiliation, inconsistent with those of the Association, and
3. The activities of such organization are not in conflict with the Association by-laws.

### **ARTICLE XIII: AMENDMENTS**

**Section 1.** These by-laws may be amended by a two-thirds vote of the members present at any Association meeting, provided written notice containing the text of the proposed amendment has been presented at a previous meeting. The Amendment(s) must be distributed in the same fashion that the notice of the next regularly scheduled meeting is, at least fifteen days prior to the meeting at which it is to be considered.

**Section 2.** Amendments may be proposed by the Board, the By-laws Committee or by petition of twenty-five members eligible to vote. Proposals originated from the Board or the By-laws Committee shall be approved by a majority vote of the Board before submission to the membership. Proposals originated by petition shall be submitted in writing to the Board and the By-laws Committee for review. A majority of both the By-laws Committee and the Board will be needed before presentation to the membership with the recommendation of the Board.