

East Hanover Rescue Squad

Bylaws

INCORPORATED - July 4, 1969

REVISED – Nov.3, 2014

APPROVED - Sept.13, 2015

PREAMBLE

Whereas this squad has been organized to be of service to the public in the rendering of free emergency care and the saving of life, now then know you that these Bylaws have been adopted to further our purpose by establishment of a decided basis upon which we will be governed and act.

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

2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

3. Upon the dissolution of East Hanover Volunteer Rescue Squad, Inc., 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 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 in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

East Hanover Volunteer Rescue Squad

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Article I Name and Purpose

Section I: This organization shall be known as the **East Hanover Volunteer Rescue Squad, Incorporated** (Hereinafter referred to as “the Squad”), a nonprofit corporation with a registered office in Mechanicsville, Virginia. The Squad shall have the authority to maintain offices and facilities at other locations, as the operation of the Squad requires.

Section II: The purpose of the squad shall be:

- A. To assist in the saving of life.
- B. Administering emergency care.
- C. Rendering of emergency service.
- D. Educate the public in basic life saving techniques
- E. Any other charitable acts and public service that may aid in the health and welfare of the people served by the Squad. This squad is organized exclusively for charitable purposes, including for such purposes, the making of distributions under Section 501(C)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code).

The Bylaws do not limit or restrict the activities, powers, or authority of the Squad to deal with people, nor are they restricted to stated purposes not specifically mentioned, provided, however, that the Squad shall not engage in activities that would disqualify it as a non-profit corporation under the Virginia Nonprofit Corporation Law, or any subsequent version thereof, or as an exempt organization under the Federal Internal Revenue Code.

Section III: Compliance. The Squad is committed to establishing a culture that promotes prevention, detection and resolution of instances of conduct that do not conform to federal and state law, and federal, state and private payer health care program requirements, as well as the organization’s ethical and business policies and practices.

Article II Squad Officers & Representatives

Section I: Elected Officers

A. Any person wishing to be considered for any elected office within the squad, shall be a volunteer member of the squad in good standing and shall meet all of the qualifications listed for the particular office being considered. In addition the person shall have been a member for a minimum of 24 months, be at least 21 years of age and meet the qualifications of a voting member.

- B. The Elected Officers shall consist of:
- 1. President
 - 2. Vice President
 - 3. Secretary

4. Treasurer
5. Public Relations Officer
6. Finance Officer
7. Captain
8. Training Officer
9. Equipment Officer

C. These officers shall be elected by a majority vote of the members present and voting at the regular June general membership meeting and shall take office effective 12:01 AM, July 1st and ending at 12:00AM on June 30th of the following year.

D. They shall hold office until the successors are elected or otherwise resign or are relieved of office by action of the Board of Directors or the general membership.

E. No officer will be permitted to hold the same office for more than two consecutive years unless waived by a three-fourths majority vote of the membership present and voting at the meeting at which such vote is taken.

F. If at any time an office is vacated, the President shall be responsible for the appointment of a member to serve in that capacity until the next general membership meeting at which time the membership will nominate and elect someone to serve out the remaining term of this office. An exception is provided if the office of President should become vacant The Vice President shall then assume the office of President and the office of Vice President shall be filled as specified above. All candidates must meet the qualifications for officer set forth in Article IX.

G. Except as otherwise set forth in these Bylaws, a member shall not hold two (2) elected offices simultaneously, nor shall a member hold an elected office and an appointed First Lieutenant office simultaneously.

H. In the event that the elected Captain is not appointed to serve in the position of Captain by Hanover Fire and EMS, the Captain shall have no voting privileges on the Board of Directors.

Section II: Appointed Officers

A. The appointed officers shall consist of:

1. One First Lieutenant shall be appointed by the Captain and approved by the Board of Directors
 - a. In the event that the elected Captain is not appointed to serve in the position of Captain by Hanover Fire and EMS, the elected Captain shall serve as the First Lieutenant.
2. One Supply Officer shall be appointed by the Vice President.
3. Several Second Lieutenants to serve as Crew Chiefs, shall be appointed by the Captain

Section III: Board of Directors

A. The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, Finance Officer, Public Relations Officer, Equipment Officer, Training Officer and Captain. Also the Operational Medical Director and the First Lieutenant will be ex-officio members and shall not have a vote with the exception that the First Lieutenant shall have a vote when filling in for an absent Board member.

B. The Board of Directors shall meet on a monthly basis, as the needs of the Squad require or by the President or any two other members of the Board of Directors.

C. The Board of Directors shall manage the property and affairs of the Squad. All powers, business and affairs of the Squad shall be exercised by and under the authority of the Board of Directors, except that the members of the Squad must approve any changes, alterations, suspensions, or annulments of the Bylaws, and as otherwise provided by these Bylaws. The Board of Directors shall be responsible for the overall business operations of the Squad and shall consist of all elected officers specified in Article II Section I. The Captain shall have the responsibility for the day to day operations of the squad.

D. The immediate past President of the Squad shall serve as advisor to the Board of Directors, without a vote, unless this individual has been elected to hold an office on the Board of Directors.

Section IV: Operational Medical Director (OMD)

A. The Board of Directors shall choose an Operational Medical Director.

B. The Operational Medical Director shall have credentials in compliance with The Commonwealth of Virginia regulations.

Section V: Hanover Rescue Squad Association

A. There shall be four (4) members to represent the East Hanover Volunteer Rescue Squad at all Hanover Rescue Squad Association Meetings. These four (4) members shall be elected/appointed as set forth in paragraphs B through D, below. Any or all of these four (4) member-representatives may hold other offices in East Hanover Volunteer Rescue Squad.

B. Two (2) of the four (4) member-representatives shall be elected in the accordance with the Bylaws of Hanover County Volunteer Rescue Squad Association.

C. Two (2) members at large of the four (4) member-representatives shall be appointed by the President and approved by the Board of Directors.

D. the President shall also appoint one (1) member to serve as an alternate in the absence of an appointed member. This member shall be approved by the Board of Directors.

Article III

Section I: Standing Committees. All committees shall be appointed by the President. No committee or member thereof shall have the power to bind the Squad. Standing committees shall have and may exercise all of the powers provided by these Bylaws. Standing committees shall become thoroughly informed of their duties, shall give careful consideration to matters of policy and are expected and empowered to make recommendations to the Board of Directors.

- A. Nominating Committee
- B. Audit Committee
- C. Membership Committee

Section II: Other Committees. The President may establish such other ad - hoc committees as may be necessary from time to time for the good of the Squad.

Section III: Committee Members' Term of Office. Each member of a committee shall be appointed for a year (unless otherwise provided in the Bylaws), and shall continue in office until a successor is appointed, unless the committee is terminated or until the death, resignation or removal of such member as a committee member or member of the Squad.

Section IV: Committee Meetings. Meetings of any committee may be called by the chairperson of such committee by giving notice of such meeting, setting forth its time and place, delivered personally, by telephone, e-mail, facsimile or mail to the residence or place of business of the committee member, as listed in the Squad's records at least two (2) days prior to such meeting. Unless otherwise provided in these Bylaws, a quorum (as defined by Article XI, Section IV) is required for the transaction of business at all committee meetings. Each committee shall keep minutes of its meetings and provide a copy of these minutes to the Secretary.

Section V: Resignation or Removal of Committee Members. A member of any committee may resign at any time by tendering his or her resignation in writing to the chairperson of the committee or to the President or Vice-President. Resignation as a member or Board member shall also constitute resignation as a member of any committee. The President or the Board of Directors may, with or without cause, remove any member from a committee.

Article IV Junior Members

Section I: Junior Members

- A. Junior members shall be any members between the age of 16 and 21.
- B. The Junior members shall be under the direct supervision of the Operational Officers.

- C. Junior Members may attend regular squad meetings but shall not have a vote.

Article V Auxiliary

Section 1: Formation of an Auxiliary

- A. An Auxiliary may form under the Squad
- B. The Auxiliary shall adopt a set of Bylaws, which shall not conflict with that of the Squad Bylaws
- C. The Auxiliary shall elect/appoint officers to represent their interests.
- D. The Auxiliary shall appoint one representative to provide reports at monthly Board of Directors meetings and General Membership Meetings. The Auxiliary representative shall have no vote at the Board of Director meetings. The Auxiliary representative shall have one vote at general membership meetings.
- E. The Auxiliary shall be under the supervision of the Squad
- F. The Auxiliary shall have the right to appeal any decision made by the Board of Directors to the general senior membership.
- G. The Auxiliary shall submit an annual financial report co-signed by the Auxiliary President and Auxiliary Treasurer. The financial report shall be audited by the Squad Audit Committee and presented to the Board of Directors during the September Board of Directors Meeting.
- H. The Auxiliary will maintain their own checking account, with monthly treasury reports being submitted to the Board of Directors.

Article VI Parliamentary Authority

Section I: Robert's Rules of Order: The rules contained in the current edition of Robert's Rules of Order, newly revised shall govern the parliamentary procedures of the East Hanover Volunteer Rescue Squad, Inc. in all cases to which they are applicable. The Bylaws and any special rules or amendments so adopted by the East Hanover Volunteer Rescue Squad, Inc. shall supersede Robert's Rules of Order in areas of conflict between the two.

Section II: Amendments to the Bylaws. All proposed changes to the Bylaws must be posted in three prominent places within the Squad building and presented at a membership meeting at least thirty (30) days prior to their consideration. They must be approved by a majority vote of those present and voting to be adopted.

Article VII Membership

Section I: Qualifications for Membership

A. Citizens at least sixteen (16) years of age, of good reputation and who shall make themselves available at squad headquarters for given tours of duty, shall be eligible to submit an application for membership.

B. Persons interested in becoming members of the East Hanover Volunteer Rescue Squad shall complete all necessary forms and requirements as set by the organization.

C. Prospective new members shall be required to volunteer for 24 hours of duty before being voted into the Squad. The Prospective new member is responsible for scheduling these hours in coordination with the Crew Chief (s) involved.

D. The Membership Committee shall process, approve and present all applications for membership to the regularly scheduled monthly meeting of the Board of Directors. There must be a three-fourths majority vote of the members present and voting for acceptance.

Section II: Probationary Period

A. New members initially will be presented to the squad during a regularly scheduled meeting at which time they will be placed on a three (3) month probationary period from that date. If there is not a scheduled general membership meeting the Board of Directors will be responsible for acting on the application.

B. Probationary members shall be assigned a regular crew and will be expected to fulfill all membership requirements.

C. Probationary members shall have no voting until they reach full membership.

D. Three (3) month probationary period may be waived by the organization based on the applicant's previous experience and dedication to the Squad. Should these applicants fail to meet the above requirements or other member requirement/check off sheets they will not be eligible for membership and their application will therefore be denied.

E. On the Third (3) month from the date at which probates are presented for membership, they shall be evaluated by the Squad and voted on for full membership status. Should there not be a regularly scheduled general membership meeting then the Board of Directors will act on the prospective members at their regularly scheduled monthly meeting

Section III: Dismissal from the Squad

- A. If at any time a member does not abide by the Bylaws, Rules & Regulations of the Squad or Hanover County Fire and EMS Policies & Procedures, and upon the recommendation of the Board of Directors or the general membership, that member may be immediately dismissed from the squad in accordance with these Bylaws by a three-fourths vote of the membership present and voting at a membership meeting.
- B. A member of the Squad may also be dismissed from the Squad without cause whenever the membership determines that doing so would be in the best interest of the Squad. Such dismissal must be upon the recommendation of the Board of Directors or the general membership, and must be by a three-fourths vote of the membership present and voting at a membership meeting.

Section IV: Types of Membership

A. Life Membership. The following shall be eligible for Life Membership

1. Any member in good standing with no less than ten (10) years of active duty and:
 - Has served as a Crew Chief or
 - Has held elected office or
 - Has served as a Committee Chair for at least 2 years
 - Or is recommended for the honor for going above and beyond by the Membership Committee to the Board of Directors who passes them to the General Membership.
2. Eligible members will be placed on Life Membership by a majority vote of the members present and voting at a general membership meeting through ballot.
3. An inactive life member shall have no voting privileges.
4. Life Members will need to volunteer 12 hours per month to remain classified as active.

B. Full Membership. The following shall be eligible for Full Membership.

1. Those members consistently volunteering a minimum of twenty-four (24) hours a month. Life members who consistently volunteer a minimum of 20 hours per month will be considered as full members.

C. Inactive Membership (On Leave)

1. The Board of Directors may place any member who cannot actively participate in squad functions due to work, school, and illness of self or family, on inactive status not to exceed twelve (12) months.
2. Inactive members shall have no voting privileges.

3. Inactive members shall be dropped from the membership if not reinstated within one (1) year and shall be notified by certified mail of the impending action and given a period of thirty (30) days to respond.
4. Inactive members may return to active status with the approval of the Board of Directors and/or general membership. All medical leave shall require documentation for return to work.

D. Administrative/ Support Membership

1. Any person that does not run calls and does not maintain current certifications but is working in a support function shall be considered an Administrative/Support member.
2. Administrative/Support members who meet the requirements for voting membership shall have the right to vote.

E. Auxiliary Membership

1. Auxiliary members may not vote at the General Membership Meeting (unless the Auxiliary member is also a voting senior squad member) and are additionally subject to the rules and bylaws of the Auxiliary.
2. Years of service in the Auxiliary do not count towards Senior Squad awards or life membership in the Senior Squad (unless the Auxiliary member is also a voting Senior Squad member and meets all the requirements for said honors).

. F. Bike Team Membership

1. Membership shall be open to all members of good standing from any emergency services agency within the county.
2. All members shall have EMT certification or higher.
 - a) Logistics personnel may have EMT certification waived. These members shall not patrol on bikes or render patient care at any time.
3. Members from other agencies performing duties as a bike team member shall:
 - a) Be governed by the East Hanover Volunteer Rescue Squad Inc. Bylaws.
 - b) Be provided all protections and coverage under the East Hanover Volunteer Rescue Squad insurance policy.
4. The EHVRS Board of Directors shall approve all Bike Team events outside of the district.

5. At least one officer or sergeant from the team shall be required to staff all bike team events.
6. Bike Team Officers:
 - a) 2nd Lieutenant: Shall be appointed by the EHVRS Board of Directors and shall oversees all operations of the team; Be the bike team representative to the EHVRS Board of Directors; Approve and submit all purchase requests to the EHVRS Board of Directors;. Appoint all officers and any position necessary to maintain proper operations and communications for the team; Shall submit all correspondence to the Squad's Public Relations Officer for approval and release; and ensure all officers perform their duties and properly maintain records for the team
 - b) Equipment Officer (Sergeant): Shall maintain, organize and stock first aid supplies as needed by the team. Inspect, maintain and keep records on all equipment associated with the team; Submit purchase recommendations to the 1st Lieutenant or Captain for approval. Oversee operations of the team in the absence of the 2nd Lieutenant.

Section V: Resignations. A written resignation shall be addressed to the Captain or President will be presented at the next Board of Directors meeting. Any member resigning must return all Squad property upon delivery of his or her written resignation.

Article II Duties of Members

Section I: Attendance

A. Members shall attend each assigned duty, training exercise, regular and called meetings unless otherwise excused by the Captain or President. It is the responsibility of each member to assure that their attendance is accurately recorded at each of the specified events.

Section II: Qualifications

A. Each member shall remain qualified to the best of their ability in driving, emergency care, rescue techniques, and shall meet such other qualifications and duties as the Board of Directors may from time to time set forth for the members.

Article III Duties of the Officers

Section I: President

A. The President shall be Chairman of the Board of Directors.

- B. The President shall be responsible for the Administrative Section of the Squad and shall preside at all General Membership meetings and other necessary administrative meetings such as local and regional organizations. The President is responsible for conducting all administrative business and establishing such committees as deemed necessary under the Bylaws.
- C. The President shall have the responsibility to ensure all Administrative officers carry out their duties in compliance with the Bylaws and all rules and regulations of this organization.
- D. The President shall have the authority to countersign all checks
- E. The President shall have the right to call special meetings of the Board of Directors and/or the general membership.
- F. The President shall have authority to suspend immediately any member or officer involved in an incident considered to be detrimental to the Squad if it is witnessed by the President or upon receipt of a letter documenting the incident. This suspension shall be in effect until the Board of Directors can meet and determine if further disciplinary action should be taken.

Section II: Vice President

- A. The Vice President shall be a member of the Board of Directors.
- B. The Vice President shall perform the duties for the President in the absence of the President and shall become President if for any reason the President is unable to fulfill their term of office.
- C. The Vice President shall serve as ex officio to all committees but shall have no right to vote.
- D. The Vice President shall issue purchase orders as needed and shall maintain copies of such orders, and shall provide a copy to the Treasurer.

Section III: Secretary

- A. The Secretary shall be a member of the Board of Directors.
- B. The secretary shall record all minutes of all Board of Directors and general membership meetings and shall post these minutes monthly. The Secretary shall also keep a copy of the minutes on file in the executive office.

- C. The Secretary shall maintain all administrative files in compliance with state regulations.
- D. The Secretary shall have custody of the Company Seal, and all legal documents of the Company and shall cause the same to be safely and securely maintained, and shall, upon notice from the President or Board of Directors, produce any or all such Company documents as needed and requested by members and officers of the Company.
- E. The Secretary shall preserve all other such books, papers and other property belonging to the Squad and entrusted to the Secretary.

Section IV: Treasurer

- A. The Treasurer shall be a member of the Board of Directors.
- B. The Treasurer shall be responsible for maintaining records and make such disbursements as are properly approved.
- C. The Treasurer shall be bondable.
- D. The Treasurer shall file a monthly and an annual financial report with the Board of Directors. The annual report should be audited by the audit committee and filed at the September Board of Directors meeting.
- E. The Treasurer shall keep accurate records of all contributions received by the organization.
- F. The Treasurer shall keep an accurate record of all gifts sent in memory of various individuals. The Treasurer is responsible to provide a copy of this list with addresses to the Secretary for proper acknowledgements to be sent.
- G. The Treasurer shall receive a co-signature from the President on all checks excluding previously approved monthly expenditures.

Section V: Captain

- A. The Captain shall be a member of the Board of Directors, if elected by the Squad.
- B. The Captain must meet all qualifications as set by Hanover Fire and EMS.
- C. The Captain shall have full supervision of all operations of the Squad and equipment.

- D. The Captain shall be responsible for enforcing all Standard Operating Guidelines and Rules and Regulations. Any and all necessary updates for the SOGs shall be submitted by the Captain to the Board of Directors.
- E. The Captain shall have authority to suspend immediately any member or officer involved in an incident considered to be detrimental to the Squad if it is witnessed by the Captain or upon receipt of a letter documenting the incident. This suspension shall be in effect until the Board of Directors can meet and determine if further disciplinary action should be taken.
- F. The Captain shall represent the Squad at all Hanover Fire and EMS meetings.

Section VI: Training Officer

- A. The Training Officer shall be a member of the Board of Directors.
- B. The Training Officer must be a qualified Attendant in Charge.
- C. The Training Officer shall see that all riding members are properly trained in emergency care, rescue techniques and the proper use of all squad equipment and vehicles.
- D. The Training Officer shall be responsible for seeing that at least one (1) Emergency Medical Technician course each year is available for members.
- E. The Training Officer shall maintain up-to-date EMS records. The Training Officer shall be responsible to provide all necessary training paperwork for the Office of EMS inspections.
- F. The Training Officer shall be responsible for the appointment of all Field Training Officers with input from the OMD as needed.
- G. The Training Officer shall have the authority to clear drivers, crash truck operators, and ALS & BLS Attendants in Charge upon recommendation from the Field Training Officers and/or OMD.

Section VII: Equipment Officer

- A. The Equipment Officer shall be a member of the Board of Directors.

- B. The Equipment Officer shall be responsible for all units and equipment that is necessary for licensure with the exception of soft goods. It shall be the duty of the Equipment Officer to see that all such equipment is kept in proper working condition.
- C. All requests for new units/unit equipment shall go to the Equipment Officer for review. The Equipment Officer will have the responsibility to researching the request and reporting to the Board of Directors if needed.
- D. The Equipment Officer shall be responsible for preventative maintenance and necessary repairs, and to ensure that these repairs are made in the most timely and efficient manner possible. Records of all maintenance shall be kept on file for review by the various inspecting agencies.

Section VIII: Finance Officer

- A. The Finance Officer shall be a member of the Board of Directors.
- B. The Finance Officer shall be bonded.
- C. The Finance Officer shall be in charge of all fund raising activities of the Squad.

Section IX: Public Relations Officer

- A. The Public Relations Officer shall be a member of the Board of Directors.
- B. The Public Relations Officer shall compile and keep up-to-date, in written form, an accurate and detailed history of the squad. This may be supplemented with photographs of squad functions and activities.
- C. The Public Relations Officer shall place the squad and its activities in the public eye and shall be in charge of programs to educate the public on the services the squad provides.
- D. The Public Relations Officer, with the approval of the President or Board of Directors, shall issue all press releases.
- E. The Public Relations Officer shall be responsible for the Organization's Website and content and may appoint a webmaster.

Section X: First Lieutenant

- A. The First Lieutenant shall be an ex-officio member of the Board of Directors and shall have no right to vote except when serving for an absent Committee member.
- B. The First Lieutenant shall be appointed by the Captain and approved by the Board of Directors.

- C. The First Lieutenant must meet all qualifications as set by Hanover Fire and EMS.
- D. The First Lieutenant shall be the assistant to the Captain and during the Captain's absence shall act on his behalf.
- E. The First Lieutenant shall represent Squad at all Hanover Fire and EMS Meetings in the place of the Captain and if their schedule allows.

Section XI: Second Lieutenant

- A. The Second Lieutenants shall be appointed as needed by the Captain.
- B. The Second Lieutenants shall be in charge of the duty crews.
- C. The Second Lieutenant on the roster shall be in charge of the building, equipment and all calls during that period of time unless the Captain or First Lieutenant has assumed authority.

Section XII: Supply Officer

- A. The Supply Officer shall be appointed by the Vice President.
- B. The Supply Officer shall be responsible for all soft goods needed for the units as well as other supplies needed by Operations and office supplies need by Administration.

**Article X
Duties of Committees**

Section I: Board of Directors

- A. **Authority.** The Board of Directors shall have complete authority to govern the administrative activities of the Squad, any Operational activities not under the purview of the County Department, make all decisions necessary to properly conduct the Squad's business, be responsible for all matters of policy, unless covered by the County Department and investigate all violations of the Bylaws, Standard Operating Guidelines and/or Regulations as set forth elsewhere in this document. They have the authority to deal with violations, as they deem necessary to protect the best interest of the Squad as is noted in the Bylaws of the Squad unless covered by the County Department
- B. **Appeal of Decisions.** Decisions of the Board of Directors may be appealed to the general membership at the next regular membership meeting if the member affected thereby feels that the decisions and/or penalties imposed by the Board of Directors are unfair or too severe. Other decisions of the Board can also be appealed at the next regularly scheduled Membership Meeting.

- C. **Report of Activities and Decisions.** The Board of Directors shall make a full report of its activities and decisions at each regular membership meeting. In the intervening months between membership meetings, these reports shall be posted within 15 days of meetings. All personnel matters investigated by the Board shall be exempt from this requirement but minutes shall be kept under Executive Session guidelines.
- D. **Quorum for the Board of Directors.** A majority of the elected members of the Board of Directors shall constitute a quorum.
- E. **Removal.** The Board of Directors may, by a 3/4 vote of the entire Board, remove any Board of Directors member or other officer of the Squad from office, for any reason, with or without cause. Removal as a Board of Directors or Board member shall also constitute removal as an officer and vice-versa.
- F. **Excessive Absences.** Any Board of Directors member absent from three Board of Directors meetings shall be considered for removal from the Board of Directors. Removal shall require a 3/4 vote of the Board of Directors present and voting at a duly constituted meeting.
- G. **Regular Meetings of the Board of Directors.** Regular meetings of the Board of Directors shall be held monthly at such time and place as shall be designated from time to time by the Board of Directors. Such meeting times and places shall be posted at the Squad for Member information. At such meetings, the Board of Directors shall transact such business as may properly be brought before the meeting. Notice of the regular meetings need not be given unless required by law or by the Bylaws.
- H. **Special Meetings of the Board of Directors.** Special meetings of the Board of Directors may be called at any time by the President or the Secretary and shall be called upon the receipt of the written request of any two or more Board of Directors members. Notice of such meeting shall be given to each Board of Directors member in person, by telephone, or in writing at least 24 hours before the time at which the meeting is to be held (in other words, such that the person should receive the notice at least 24 hours before the meeting). Every such notice shall state the time, place and purpose of the meeting. The business to be transacted at any special meeting of the Board of Directors shall be limited to those items set forth in the notice of the meeting.
- I. **Votes.** Every Board of Directors member shall be entitled to one vote.
- J. **Interested Board of Directors Members.**
 - 1. If any Board of Directors Member has a personal interest in anything brought up for discussion before the Board of Directors, that member should refrain from participating in any discussions and in any vote on the matter, and may be asked to leave the room during the discussion and vote, at the discretion of the Board of Directors. Any actions taken pursuant to this paragraph do not have any effect on the quorum; such person(s) may be

counted for a quorum even though they may not participate in the discussion or the vote.

2. No contract or transaction between the Squad and one or more of its Board of Directors members or other officers or between the Squad and any other corporation, partnership, association, or other organization in which one or more of its Board of Directors members or other officers are directors or officer, or have a financial interest, or which is controlled by or employs an individual with whom an Board of Directors member or other officer maintains a personal, family or other significant personal relationship, shall be void or voidable solely for such reason, if:
 - i. The material facts as to the relationship or interest and as to the contract or transaction are disclosed or known to the Board of Directors and the Board of Directors in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Board of Directors member, even though the disinterested Board of Directors members are less than a quorum, and the interested Board of Directors member(s) removes himself from any meeting of the Board of Directors wherein the contract or transaction is discussed, refrains from discussing the contract or transaction with any other interested or disinterested Board of Directors member and does not vote upon the approval or disapproval of the contract or transaction; or
 - ii. The contract or transaction is fair to the Squad as of the time it is authorized, approved or ratified by the Board of Directors.

K. **Proxy Voting.** Proxy voting is not permitted.

Section II: Nominating Committee

- A. The Nominating Committee shall consist of three (3) active, running members of the Squad appointed by the President annually at the March membership meeting. All names of members interested in a particular office shall be posted according to the provisions below. Should there be a position that does not have any names listed then that position will be filled from nomination from the floor.
- B. Nominations shall be posted in the squad building in at least three (3) locations at least seven (7) days prior to the June regular membership meeting at which time elections shall be held.
- C. To be elected, a member must obtain a majority of the votes cast. If no one has a majority the nominee with the lowest number of votes will be dropped from the ballot, and this process shall continue until a nominee has a majority of the votes cast.

Section III: Audit Committee

- A. The Audit Committee shall consist of three (3) members, not holding office, who shall be appointed annually immediately upon taking office by the President.
- B. The Audit Committee shall select an independent auditor to review the finances of the Squad and report the results of the Audit to the Board of Directors and the Membership at a regular quarterly membership meeting.

**Article XI Meetings
and Drills**

Section I: Regular Meetings of the Members

- A. The regular meeting of the general membership shall be held quarterly on the second (2) Monday of the month. The meeting months shall be March, June, September and December.
- B. The Captain shall hold Operational Meetings as necessary.

Section II: Special Meetings of the Members

- A. A special meeting may be called by the President or by five (5) members upon written request to the President or Secretary.
- B. Notice of such special meetings shall be made by phone/email to all squad members at least twenty-four (24) hours prior to the scheduled special meeting being held. The meeting notice must mention the topic for which the special meeting is being called.
- C. The purpose of any special meeting shall be restricted to the purpose for which it is called.

Section III: Election of Officers

- A. Elections shall be held at the regular June membership meeting.
- B. The nominating committee shall post a list of all nominees for each position.

Section IV: Provisions Concerning Membership Meetings

- A. **Votes.** Every member, with a minimum average of 24 hours per month service over a consecutive six month period, shall be entitled to one vote.
- B. **Interested Members.** Except for elections, if any member has a personal interest in anything brought up for discussion before the membership, that member should refrain from participating in any discussions and in any vote on the matter, and may be asked

to leave the room during the discussion and vote, at the discretion of the President and Captain. Any actions taken pursuant to this paragraph do not have any effect on the quorum; such person(s) may be counted for a quorum even though they may not participate in the discussion or the vote.

- C. **Proxy Voting.** Proxy or telephone voting is not permitted.
- D. **Quorum.** Except as otherwise provided in these Bylaws, twenty (20) members entitled to vote, shall be present at each membership meeting in order to constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the members entitled to vote and voting may adjourn the meeting from time to time until a quorum is present. All decisions at the membership meeting shall require a majority vote of those members entitled to vote who are present and voting, unless otherwise specified in the Bylaws.

Article XII Miscellaneous Provisions

Section I: Disposition of Squad Property. All property belonging to the Squad and issued to any member shall be returned to the squad immediately upon resignation, dismissal or suspension of a member.

Section II: Fiscal Year. The fiscal year of the Squad shall begin on July 1 of each year and end on June 30 of the following year

Article VIII Complaints and Charges

Section I: Authority

- A. The Board of Directors shall act on all written charges and complaints and impose penalties, such as verbal or written reprimand, suspensions or dismissal from the Squad.
- B. The Captain shall have the authority to discipline members for minor infractions without consulting the Board of Directors. The Captain may issue verbal or written reprimands and may dismiss members from any scene without consulting the Board of Directors. Any disciplinary action taken by the Captain shall be reported to the Board of Directors. Any discipline imposed by the Captain may be appealed to the Board of Directors. All patient care issues shall be acted on by the OMD or training officer and disciplinary actions assigned as he/she recommends. Any actions taken by the OMD or training officer shall be reported to the Board of Directors.
 - 1. Any member who feels the discipline recommended by the OMD is excessive may appeal the OMD's decision to the Board of Directors and to the State Medical Board.

- a. Any issues revealed through the QA/QI system review shall also be reviewed by the Squad's OMD and appropriate action taken.
- b. Any decisions through these means may be appealed through the appropriate channels.

Section II: Investigation of Complaints and Charges

- A. A Board of Inquiry shall investigate all major violations of the Bylaws, Standard Operating Guidelines and/or Hanover County EMS Policies & Procedures. The Board of Inquiry at a minimum will consist of the President, Captain and Secretary.
 1. Written Charges or complaints shall be submitted to the President or Captain. Emailed charges or complaints do not constitute written charges or complaints for the purpose of this paragraph. All charges over 6 months old will not be considered.
 2. Upon receipt of written charges or complaints, the President (or Vice President and Captain, in the case of a complaint against the President) shall have fourteen (14) days to convene a Board of Inquiry.
- B. Any member(s) involved in any way with the complaint shall be disqualified from sitting on that particular Board of Inquiry.
- C. The Board of Inquiry shall conduct an investigation by interviewing witnesses and gathering other evidence. The Board of Inquiry should interview the accused last. The Board of Inquiry shall report the findings to the Board of Directors prior to the start of the disciplinary review proceedings.

Section III: Disciplinary Review Proceedings

- A. The Board of Directors shall convene the disciplinary review proceedings, within fourteen (14) days from the report of the Board of Inquiry.
- B. The complainant and the defendant shall be notified by the President, or their designee, of the date and time for the disciplinary review proceedings.
 1. If the defendant fails to appear without a documented excuse such as work or illness, the Board of Directors shall proceed with the hearing.
 2. The complainant or the defendant shall have the right to have a member of members represent them. Complainant and defendant shall have the right to call any and all witnesses to testify in their behalf and may present other evidence in his or her defense. Rules of evidence do not apply.

Section IV: Disposition of Charges and Complaints

- A. After all testimony has been concluded, all persons except the Board of Directors shall leave the room and the Board of Directors shall deliberate and render its decision.
- B. The Board of Directors shall have up to twenty-four (24) hours to notify both parties of its decision the defendant shall have the right to appeal the decision to the general membership. Notice of intent to appeal the decision of the Board of Directors decision. Emailed appeals do not constitute written appeals for purpose of this paragraph.
- C. In the event of an appeal of the Board's decision, any provisional discipline such as suspension shall remain in effect until the matter is settled by the general membership.
- D. The decision of the general membership on an appeal shall be by majority vote of those present and voting and shall be final. Voting eligibility shall be determined in the same manner.
- E. Hanover County grievance procedures may only be implemented after all Squad appeals processes are completed for operational issues.
- F. If the charges or complaint concerns a driving violation or accident, the Captain shall have the right to restrict the defendant from driving squad vehicles until the disposition of all charges are complete.

Section V: Recording of Charges and Complaints

- A. A record shall be made of all complaints and charges brought before the Board of Directors for a formal hearing. The written charge, the subsequent findings of the Board of Inquiry, and its disposition of the case shall be recorded in the minutes of the Board of Directors and made a part of the Squad's permanent records.

Article XIV Limitation of Personal Liability

To the fullest extent as is permissible under the laws of the Commonwealth of Virginia, no Officer of the Corporation, shall be personally liable as such for monetary damages for any action taken, or any failure to take any action, as an Officer. Specifically, an Officer shall not be personally liable for monetary damages, unless (1) the Officer has breached or failed to perform the duties of his office and (2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. Any Amendment or repeal of this Section or adoption of any other provision of these Bylaws or the Corporation's Articles of Incorporation which has the effect of increasing Officer liability shall operate prospectively only and shall not have any effect with respect to any action taken, or failure to act, prior to the adoption of such amendment, repeal or other provision

In performing his duties, an Officer may rely in good faith upon information, opinions, reports or statements, including financial statements and other financial data, prepared or presented by (1) one or

more officers, members, employees or agents of the Corporation whom the Officer reasonably believes to be reliable and competent in the matters presented, or (ii) counsel, public accountants or other persons as to matters which the Officer reasonably believes to be within the professional or expert competence of such person, or (iii) a committee of the Board of Officers upon which the Officer does not serve as to matters within its designated authority, which the Officer reasonably believes to merit confidence. An Officer shall not be considered to be acting in good faith if the Officer has knowledge concerning a matter which would cause his reliance on any of the foregoing to be unwarranted.

In discharging the duties of their respective positions, the Officers, and the Board of Directors may, in considering the best interests of the Corporation, consider the effects of any action upon members, upon those relying on the services of the Corporation and upon those with whom the Corporation does business, as well as all other pertinent factors. The consideration of those factors shall not constitute a violation of such person's fiduciary standard of care. In addition, absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken by an Officer or any failure to take any action shall be presumed to be in the best interests of the Corporation.

This Section shall not apply to an Officer's responsibility or liability under any criminal statute or an Officer's liability for payment of taxes under any local, state or federal law.

Article XV Indemnification of Officers and Other Authorized Representatives

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a board member, officer, employee, member or agent of the Company or is or was serving at the request of the Corporation as a board member, officer, member, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if the act or failure to act giving rise to the claim for indemnification is not determined by a court to have constitute willful misconduct or recklessness

Article XVI Distribution of Charitable Assets

Section I: No Distribution of Net Earnings.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its officers, members, or other private persons, except that the Squad shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes.

Except as otherwise provided by Section 501(h) of the Code, no substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

Notwithstanding any other provision of these bylaws, the Corporation shall not carry on any activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(a) of the Internal Revenue Code as being to an organization referred to in Section 170(c)(2) of the Code.

Section II: Dissolution of the Company.

Upon dissolution of the Corporation, the Squad shall, after paying or making provisions for the payment of all liabilities of the Company, dispose of all the assets of the Company exclusively for the exempt purposes of the Company in such manner, or to such organization or organizations organized and operated exclusively for charitable purposes that at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as a majority of the members in good standing of the Company present at a meeting at which such vote is taken shall determine. Any assets not so distributed by the Company shall be distributed by the Court of Common Pleas of the county in which the Company's principal office is then located exclusively for purposes described in Section 170(c)(2)(B) of the Code.