

# **Bylaws of the Durham Volunteer Ambulance Corps, Inc.**

## **Article 1**

### **Name**

The name of the Corporation is the DURHAM VOLUNTEER AMBULANCE CORPS, INC.

## **Article 2**

### **Nonprofit Purposes**

#### **Section 1. IRC Section 501(c)(3) Purposes**

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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.

#### **Section 2. Specific Objectives and Purposes**

The specific objectives and purposes of this corporation shall be: to provide emergency medical services for the sick and injured, including but not limited to emergency care and transportation of the sick and injured as authorized in accordance with state statutes and regulations; provision of safe transportation to area hospitals; saving life; and giving all aid possible in times of disaster; and to enhance public awareness of the Emergency Medical Services System within the Town of Durham.

## **Article 3**

### **Offices**

#### **Section 1. Principal Office**

The principal office of the corporation shall be located at:

[30 Town House Road](#)

~~-205 Main Street~~

~~P.O. Box 207~~

Durham, CT 06422

Which is located in Middlesex County, Connecticut.

## Section 2. Other Offices

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate, in accordance with state law and regulations.

## Article 4 Directors

### Section 1. Number

The corporation shall have five (5) directors and collectively they shall be known as the Board of Directors.

### Section 2. Qualifications

The Board of Directors shall consist of the President/Chief of Service, Vice President/~~Deputy Chief of Administration/First Lieutenant~~, ~~Vice President of Operations/Second Lieutenant~~, Secretary, ~~and~~ Treasurer, and one other member of the corporation. No person shall hold more than one position on the Board of Directors.

### Section 3. Powers

Subject to the provisions of the laws of this state and any limitations in the articles of incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

### Section 4. Duties

It shall be the duty of the Directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws;
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation;
- c. Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;
- d. Meet at such times and places as required by these bylaws;
- e. Register their addresses with the secretary of the corporation, and notices of meetings mailed, e-mailed or telegraphed to them at such addresses shall be valid notices thereof.

### **Section 5. Term of Office**

The Directors shall be ~~divided into two classes as nearly equal in number as possible and shall be known as Class I and Class II. Initially, the directors of Class I shall serve for a term of one (1) year and those of Class II for a term of two (2) years, commencing on the date of election, and each Director shall hold office until his or her successor is elected and qualified, or until his or her early death, resignation, or removal. At each subsequent annual meeting of the Corporation, the successor of those directors whose term then expires shall be elected~~ at the annual meeting to serve a term of two (2) years and until their successors are elected and qualified or until their earlier death, resignation, or removal.

There is no limitation on the number of terms a director may serve.

### **Section 6. Compensation**

Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law, a reasonable fee may be paid to Directors for attending regular and special meetings of the board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

### **Section 7. Place Of Meetings**

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the Board of Directors. Participation in meetings may be by any means, physical or electronic, as is agreed upon by the Board of Directors.

### **Section 8. Regular Meetings**

Regular meetings of the Board of Directors shall be held at least once each month and may be held in conjunction with the Membership meeting.

### **Section 9. Special Meetings**

Special meetings of the Board of Directors may be called by the President/Chief of Service, or in the absence, inability or inaction of the President, then by the Vice President/~~First Lieutenant~~ Deputy Chief or upon receipt by the President/Chief of Service of a written petition signed by any three (3) directors. The petition must state the purpose of the meeting and no other business will be transacted at the special meeting other than that designated in the call. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

## Section 10. Notice of Meetings

Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

- a. **Regular Meetings.** No notice need be given of any regular meeting of the Board of Directors if held in conjunction with the regular quarterly Membership meeting. Otherwise, at least three (3) ~~seven (7)~~ days notice shall be given by the Secretary of the corporation to the each director of the regular meeting of the board.
- b. **Special Meetings.** At least one (1) ~~three (3)~~ days prior notice shall be given by the Secretary of the corporation to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by e-mail or by facsimile machine, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile or e-mail notification, the director to be contacted shall acknowledge personal receipt of the facsimile or e-mail notice by a return message or telephone call within twenty-four hours of the first facsimile or e-mail transmission.
- c. **Waiver of Notice.** Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the articles of incorporation, these bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

## Section 11. Quorum for Meetings

A quorum shall consist of three (3) of the members of the Board of Directors.

Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

## Section 12. Majority Action as Board Action

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the articles of incorporation, these bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

## Section 13. Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the President of the Corporation, or, if no such person has been so designated or, in his or her absence the Vice President/Deputy Chief of Administration of the Corporation, ~~or in his or her absence the Vice President of Operations of the Corporation~~, or, in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting. The secretary of the corporation

shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by Robert's Rules of Order, Newly Revised, insofar as such rules are not inconsistent with or in conflict with the articles of incorporation, these bylaws, or with provisions of law.

#### **Section 14. Vacancies**

Vacancies on the Board of Directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the chairperson of the board, the president, the secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office for cause. In the event of a vacancy, such vacancy may be filled temporarily by appointment by the Board of Directors until such time as an election can be held to fill the vacancy.

Unless otherwise prohibited by the articles of incorporation, these bylaws, or provisions of law, vacancies on the board may be filled by appointment of the Board of Directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person appointed to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his or her death, resignation, or removal from office.

#### **Section 15. Nonliability of Directors**

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

#### **Section 16. Indemnification by Corporation of Directors and Officers**

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

#### **Section 17. Insurance For Corporate Agents**

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law.

## Article 5 Officers

### Section 1. Designation Of Officers

The officers of the corporation shall be a President/Chief of Service, a Vice President/~~Deputy Chief~~ of Administration/~~First Lieutenant~~, a Vice President of Operations/~~Second Lieutenant~~, a Secretary, and a Treasurer. The corporation may also have such other officers with titles as may be determined from time to time by the Board of Directors.

### Section 2. Election and Term of Office

The Officers shall be elected by the members at the Annual Meeting, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. The Officers shall be elected in conjunction with their respective Director position as provided in Article 4, Section 5. The President/Chief of Service, ~~Vice President of Operations/Second Lieutenant~~, and Treasurer shall be elected in the odd years while Vice President/~~Deputy Chief~~ of Administration/~~First Lieutenant~~ and Secretary shall be elected in the even years.

### Section 3. Qualifications

An Active Provider (defined in Article 7, Section 1 of these By-Laws and in the Durham Volunteer Ambulance Corps (DVAC) Policies & Procedures) who is eighteen (18) years of age or older may serve as an Officer of this Corporation. If there are no Active providers running for Secretary or Treasurer, an Honorary, Part-Time or Associate Member may be placed on the ballot. ONLY an Active Provider member can hold the positions of President/Chief of Service, ~~and~~ Vice President/~~Deputy Chief~~ of Administration/~~First Lieutenant~~, and Vice President of Operations/~~Second Lieutenant~~.

The criteria for an Active Provider to hold office will be:

1. Currently recognized by the State of Connecticut Department of Public Health, Office of Emergency Medical Services as an EMS provider.
2. The Member will have no more than ~~two one (21)~~ unexcused absences from ~~regular monthly~~ quarterly business meetings for the twelve (12) month period beginning October 1 through September 30 prior to the election.
3. Active Provider Members must have ~~met the minimum duty requirements outlined in the DVAC Policies & Procedures~~ scheduled a minimum of 24 hours of duty time per

calendar month during the twelve (12) month period beginning October 1 through September 30 prior to the election.

4. The Member must have served at least ~~twelve (12)~~ eighteen (18) hours of duty time at Special Events (Durham Fair, Road Race, Community Service, ~~etc~~ and other events at the discretion of the Chief of Service) during the twelve (12) month period beginning October 1 through September 30 prior to the election.
5. The Member shall have no more than three (3) unexcused absences from in-service training during the twelve (12) month period beginning October 1 through September 30 prior to the election.

If an Active Provider Member is not eligible to vote, he or she cannot run for office.

~~All members who are ineligible to hold office shall be notified in writing twenty (20) days prior to the Annual Meeting. The decision of the Nominating Committee is final.~~

Any DVAC Member seeking election will notify the Nominating Committee in writing ten (10) days prior to the Annual Meeting. The Nominating Committee will post the list of candidates five (5) days prior to the elections. Further nominations may be accepted from the floor.

#### **Section 4. Removal and Resignation**

Any officer may be removed for cause, by the membership, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

#### **Section 5. Vacancies**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Should the office of President become vacant, the Vice President/~~Deputy Chief of Administration/First Lieutenant~~ shall assume the office of President. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

#### **Section 6. Duties of President/Chief of Service**

The president shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office, such as ensuring compliance with all Federal, State, local and internal regulations, and such other duties as may be required by law, by the articles of incorporation or by these bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically

appointed as chairperson of the Board of Directors, the president shall preside at all meetings of the Board of Directors and at all meetings of the members. He or she shall have command of all DVAC activities, and shall insure that bylaws and policies and procedures are applied impartially. Except as otherwise expressly provided by law, by the articles of incorporation or by these bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors. He or she shall be responsible for attending all applicable state and local board meetings and/or shall designate another representative of DVAC to attend in his/her place.

### **Section 7. Duties of Vice President/~~Deputy Chief of Administration/First Lieutenant~~**

In the absence of the president, or in the event of his or her inability or refusal to act, the Vice President/~~Deputy Chief of Administration/First Lieutenant~~ shall perform all the duties of the President/Chief of Service, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President/Chief of Service. The Vice President/~~Deputy Chief of Administration/First Lieutenant~~ shall also be responsible for ensuring compliance with all Federal, State, local and internal regulations related to the management of the personal medical records of all members. This includes maintaining the privacy of these records that may not be released without a member's written permission. He or she will coordinate all written public relations for DVAC, but will present all written public relations releases to the President/Chief of Service for approval prior to publication. He or she will provide direct supervision of ~~the Scheduling and Training all coordinators~~ and shall perform such other duties as may be prescribed by law, by the articles of incorporation or by these bylaws, or as may be prescribed by the President/Chief of Service and/or the Board of Directors. This Position reports to the President/Chief of Service.

### **Section 8. Duties of the Vice President of Operations/~~Second Lieutenant~~**

~~In the absence of the President/Chief of Service and the Vice President of Administration/First Lieutenant, or in the event of their inability or refusal to act, the Vice President of Operations/Second Lieutenant shall perform all the duties of the President/Chief of Service and/or the Vice President of Administration/First Lieutenant, and when so acting shall have all the powers of, and be subject to all the restrictions on, the position(s) they are filling. The Vice President of Operations/Second Lieutenant shall be responsible for acquiring all supplies and equipment necessary for DVAC use. He or she shall be responsible for overseeing the distribution of uniforms and equipment to the members of DVAC. He or she will provide direct supervision of the Vehicle/Building Coordinator and Quartermaster and shall perform such other duties as may be prescribed by law, by the articles of incorporation or by these bylaws, or as may be prescribed by the by the President/Chief of Service and/or the Board of Directors. This Position reports to the Chief of Service.~~

**Comment [1]:**  
primusr 12/6/10 12:55 PM  
This isn't added to the VP/First LT because I think this is already being done by the Quartermaster.

### **Section 98. Duties of Secretary**

The Secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy, of these bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the Board may determine, records of all DVAC activities and proceedings (except those records required to be maintained by the ~~First Lieutenant~~ **Deputy Chief** and/or the other officers), including, but not limited to, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors and of Members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these bylaws, to duly executed documents of the corporation.

Keep at the principal office of the corporation a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.

File or ensure the filing of all necessary paperwork with the appropriate Federal, State and local agencies, including filing all necessary paperwork with the Town of Durham in accordance with the state Freedom of Information Act.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the articles of incorporation or by these bylaws, or which may be assigned to him or her from time to time by the President/Chief of Service and/or the Board of Directors.

This Position reports to the President/Chief of Service.

#### **Section 109. Duties Of Treasurer**

The Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements. He or she will, after proper approval, pay all bills in a timely manner by check bearing his/her signature.

After proper approval, submit to the Town all bills payable as authorized by the Board of Finance, and maintain an accurate account of the Town budget as it relates to DVAC.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor.

Render to the president and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Submit in writing to the President/Chief of Service a monthly financial report to DVAC and an annual report upon completion of the reconciliation of the accounts.

At the end of each fiscal year, submit to a Certified Public Accountant, the financial records of DVAC for a reconciliation of the accounts, including an audit and/or compilation and review as appropriate, and the filing of the proper Federal and State tax forms.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation or by these bylaws, or which may be assigned to him or her from time to time by the President/Chief of Service and/or the Board of Directors.

This Position reports to the President/Chief of Service.

## **Section 1110. Compensation**

The salaries of the officers, if any, shall be fixed from time to time by a vote of the Board of Directors. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered to or for the corporation.

## **Article 6 -Coordinators**

### **Section 1. Designation Of Coordinators**

~~In addition to the Officers and Directors, the corporation shall have a Building/Vehicle Maintenance Coordinator, a Quartermaster, a Scheduling Coordinator, and a Training Coordinator. The corporation may also have such other coordinators with titles as may be determined from time to time by the Board of Directors. Coordinator positions may be held concurrently by the same individual.~~

### **Section 2. Qualifications**

~~Any Active Provider (defined in Article 7, Section 1 of these By Laws and in the DVAC Policies & Procedures) who is eighteen (18) years of age or older and currently recognized by the State of Connecticut Department of Public Health, Office of Emergency Medical Services as an EMS provider may serve as an Coordinator of this Corporation. If there are no Active~~

**Comment [p2]:** Proposal is to remove entire article from the by-laws. However, to be updated in P&P manual.

Provider Members interested in a Coordinator position, an Honorary or Associate Member may be appointed by the Board of Directors. The ~~Active Provider~~ candidate must also have:

- ~~1. No more than two one (21) unexcused absences from regular monthly/quarterly business meetings for the twelve (12) month period beginning October 1 through September 30 prior to the election;~~
- ~~2. Met the minimum duty requirements outlined in the Standard Operating Policies and Procedures of DVAC Scheduled a minimum of 24 hours of duty time per calendar month for the twelve (12) month period beginning October 1 through September 30 prior to the election;~~
- ~~3. Served at least twelve (12) eighteen (18) hours of duty time at Special Events (Durham Fair, Road Race, Community Service, and other events at the discretion of the Chief of Service etc) for the twelve (12) month period beginning October 1 through September 30 prior to the election; and~~
- ~~4. No more than three (3) unexcused absences from in service training for the twelve (12) month period beginning October 1 through September 30 prior to the election.~~

All members who are ineligible to hold office shall be notified in writing twenty (20) days prior to the Annual Meeting. The decision of the Nominating Committee is final.

### **Section 3. Appointment and Term of Office**

Coordinators shall be appointed by a majority vote the Board of Directors at their first meeting following the Annual Meeting. Persons interested in serving as a Coordinator shall submit a letter of interest for the position that they are seeking. The letter of interest shall state the applicant's qualifications, experience, relevant training, and other factors that the candidate would desire to be considered. A letter of interest shall be submitted to the Secretary within one week of the Annual Meeting. Each coordinator shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be appointed and qualified, whichever occurs first. The term of office for each coordinator position shall be for one year.

### **Section 4. Removal and Resignation**

Any coordinator may be removed for cause, by the Board of Directors, at any time. Any coordinator may resign at any time by giving written notice to the Board of Directors or to the president or secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any coordinator of the corporation.

### **Section 5. Vacancies**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any coordinator shall be filled by appointment by the Board of Directors.

#### **Section 6. Duties of Building/Vehicle Maintenance Coordinator**

The Building/Vehicle Maintenance Coordinator will be responsible for ~~ensuring~~ the repair, ~~and~~ upkeep and use of the building and vehicle. The Building/Vehicle Maintenance Coordinator will be responsible for maintaining necessary records relating to the vehicle and building per Federal, State and local regulations and to perform additional duties as assigned by the Vice President/~~Deputy Chief~~ of Operations and/or the Board of Directors. The Building/Vehicle Maintenance Coordinator will also report to the Vice President/~~Deputy Chief~~ of Operations/ Second Lieutenant on any repairs or equipment needed for the building. This Position reports to the Vice President/~~Deputy Chief~~ of Operations/ Second Lieutenant.

#### **Section 7. Duties of Quartermaster**

The Quartermaster will be responsible for the inventory, issuing and maintenance of all DVAC issued equipment. This Position reports to the Vice President/~~Deputy Chief~~ of Operations/ Second Lieutenant. The Quartermaster will perform such additional duties as assigned by the Vice President/~~Deputy Chief~~ of Operations/ Second Lieutenant and/or the Board of Directors.

#### **Section 8. Duties of Scheduling Coordinator**

The Scheduling Coordinator will be responsible for the DVAC Duty Schedule. The Scheduling Coordinator will ensure that a current schedule is posted and copies are made available to the membership prior to the start of each month and will also be responsible for ensuring the master copy is updated throughout the month. The Scheduling Coordinator will assist the Command Officers with coordinating coverage for special events and will perform such additional duties as assigned by the Vice President/~~Deputy Chief~~ of Administration/First Lieutenant and/or the Board of Directors. This Position reports to the Vice President/~~Deputy Chief~~ of Administration/First Lieutenant.

#### **Section 9. Duties of Training Coordinator**

The Training Coordinator will be responsible for coordinating all in service training programs, maintain each member's training records as required by Federal, State and local regulations. The Training Coordinator will work with the appointed Middlesex Hospital Service Education Coordinator (SEC) to ensure all members have completed necessary Medical Direction requirements for Middlesex Hospital. The Training Coordinator will also perform such additional duties as assigned by the Vice President/~~Deputy Chief~~ of Administration/First Lieutenant and/or the Board of Directors. This Position reports to the Vice President/~~Deputy Chief~~ of Administration/First Lieutenant.

## **Article 7 Members**

### **Section 1. Determination and Rights of Members**

The corporation shall have four (4) categories of members. Those classes shall consist of Active Provider Members, Associate Members, Training Members, and Honorary Members:

1. Active Provider Members - A member on active duty who schedules a minimum of 24 hours of Emergency Medical Technician (EMT) or Emergency Medical Responder (EMR) duty time per calendar month and 18 hours of duty time at Special Events (Durham Fair, Road Race, Community Service, and other events at the discretion of the Chief of Service) per calendar year and who maintains a level of service as defined in the DVAC Policies and Procedures Manual:
  - Eighteen (18) years of age or older
  - Current State of Connecticut certification/licensure as EMT or EMR
  - Valid current CPR certification from course designed for EMS personnel.
  - Other periodic duties as assigned for the benefit of DVAC
  - Shall attend membership meetings
  - Responsible for complying with all policies, procedures, and SOPs of DVAC, local, regional and state guidelines
  - Completes yearly OSHA classes, mandatory HIPAA training, and other training as may be required
2. Associate Members - A member who does not wish to become a EMR and/or EMT and provide duty coverage but can contribute in other ways.
3. Training Members - A person who has applied for membership in DVAC who during his/her probationary period of membership complies with all training requirements as defined in the DVAC Policies and Procedures Manual.
4. Honorary Members - A member on active duty for ten (10) years transferred to the honorary roll or a nonmember elected to honorary membership by a two-thirds (2/3) majority vote of members present at the annual meeting to recognize distinguished service to DVAC.

No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the articles of incorporation, the bylaws of this corporation, or provisions of law, all memberships shall have the same rights, privileges, restrictions, and conditions.

### **Section 2. Qualifications of Members**

The qualifications for membership in this corporation are as follows: at least eighteen (18) years of age and must become ~~MRT-EMR~~ or EMT certified within one (1) year of acceptance by the Corps as a Training Member. Extenuating circumstances, which prevent a member from obtaining their ~~MRT-EMR~~ or EMT certification within one (1) year of acceptance, must be

approved by at least two (2) Officers. Associate Members shall be exempt from the ~~MRT/EMR~~/EMT certification requirements.

### Section 3. Admission of Members

All applications for membership must be submitted in writing to the Secretary. When a vacancy exists, applications will be acted upon in order of their submission. The President/Chief of Service will appoint a committee of three (3) Members to interview the applicant. The committee shall submit a report of their interview to the President/Chief of Service and/or their designee within thirty (30) days of the committee receiving the application. If the applicant meets the required membership criteria, he or she will become a Training member.

### Section 4. Training Period

All new members must serve a minimum training period of six (6) months active duty of which ~~at least three (3) months of which~~ must be as a certified MRT or EMT, ~~and must actively participate in a minimum of six (6) ambulance calls and complete such other Training requirements as set forth in the DVAC Policy & Procedure Manual. Upon completion of the probationary period and~~ of all Training requirements ~~(per notification by the~~ Training Coordinator), the Board of Directors will assess each new member for proficiency by a totality of the circumstances. Upon successful determination, the Board of Directors, ~~who~~ shall assign the member to the applicable non-training category of membership. Associate Members are exempt from the ambulance call requirements.

If a Training member does not complete their training within twelve (12) months ~~the prescribed timeframe~~, the Training period may be either extended or terminated in accordance with the DVAC Policy & Procedure Manual. Upon termination of the Training period, any and all rights of the member in the corporation shall cease.

Exceptions to the Training period must be approved by a majority vote of the Officers.

### Section 5. Associate Membership

Associate Membership provides an opportunity for individuals to join DVAC who do not wish to become an ~~MRT/EMR~~ and/or EMT and provide duty coverage but can contribute in other ways.

Associate members will be required to assist with duties as assigned by the Command Officers. Associate membership will be limited to five (5) at any given time.

### Section 6. Honorary Membership

Upon request any member who has been on active duty for ten (10) years may be transferred to the honorary roll at the regular monthly meeting following the members tenth (10th) year anniversary date. Any nonmember can be elected to honorary membership by a two-thirds (2/3) majority vote of members present at the annual meeting to recognize distinguished service to DVAC. Non-active provider Honorary members will be exempt from ambulance calls and are entitled to all non-voting privileges of DVAC.

Any honorary member may, upon request, be transferred to the Active Provider roll, provided that the honorary member meets the training and certification requirements applicable at the time of their request and has completed the application process as provided in the DVAC Policies and Procedures, at a regular meeting. All honorary/active members will have all the privileges of a regular member.

#### **Section 7. Duties of Members**

It is the duty of every member to be thoroughly familiar with and be in compliance with these bylaws and the policies and procedures of DVAC.

#### **Section 8. Fees and Dues**

- (a) There shall be no fees charged for making application for membership in the corporation.
- (b) There shall be no annual dues payable to the corporation by its members.

#### **Section 9. Number Of Members**

Membership in the corporation shall be limited to sixty (60) members.

#### **Section 10. Membership Book**

The corporation shall keep a membership book containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the corporation's principal office.

#### **Section 11. Nonliability of Members**

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

#### **Section 12. Nontransferability of Memberships**

No member may transfer a membership or any right arising therefrom. All rights of membership, except those related to receipt of pension, survivors, or death benefits, if any, shall cease upon the member's death.

#### **Section 13. Suspension of Membership**

The membership of a member may be suspended in accordance with the DVAC Policies & Procedures. Any suspended member will not participate in any DVAC activities while under suspension and will not have voting rights during the period of their suspension.

#### **Section 14. Leave of Absence**

A member may submit a request in writing, for approval by the Chief of Service, a leave of absence for personal or medical reasons, provided the member is in good standing relative to their class of membership as defined in Article 7, Section 1 of these By-Laws and in the DVAC Policies & Procedures. A request for medical leave must be accompanied by a Physician's note. Upon return to service from a medical leave, the member must provide a current Physician's note stating that the member can return to service. A member will not be permitted to return without such documentation.

The length of absence will be decided at the time the request is approved by the Chief of Service. If a member does not return to service within the pre-specified time approved by the Chief of Service, the member must provide in writing for approval by the Chief of Service an additional request for extending the medical leave of absence with appropriate documentation. If a member needs an extension of a personal leave of absence, a written request for an extension should be submitted to the Chief of Service for approval. A member who does not provide an additional request for an extended leave of absence may be terminated (see Termination of Membership).

#### **Section 1415. Termination of Membership**

Membership in DVAC shall terminate upon the occurrence of any of the following events:

1. Upon his or her notice of resignation delivered to the President/Chief of Service or the Secretary of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
2. Termination of Training Period in accordance with the DVAC Policies & Procedures
3. Termination in accordance with DVAC Policies & Procedures
4. Any Active Provider member who has not performed duty time for a period of ninety (90) days will be considered to have resigned unless the member has ~~given~~ requested a leave of absence from the President/Chief of Service ~~notice of leave of absence~~.
5. As a result of an annual review of Associate Membership, the Board of Directors determines that a person has not made a contribution to DVAC and continuation of that person's status as an Associate member no longer benefits the organization.

All rights of a member in the corporation shall cease on termination of membership as herein provided.

Notification of any suspension or termination by DVAC of a member shall be made by certified return receipt mail.

## **Article 8 Meetings of Members**

### **Section 1. Place of Meetings**

Meetings of members shall be held at the principal office of the corporation or at such other place or places as may be designated from time to time by resolution of the Board of Directors.

### **Section 2. Meetings**

The Annual Meeting shall be held ~~on the last Wednesday of~~ in October, immediately following the regular quarterly meeting, for the purpose of electing officers/directors, voting on changes to the bylaws, and voting on nominations for honorary membership, as well as transacting other business as may properly be brought before the Annual meeting. Each position will be voted on individually. Each voting member shall cast one vote, with voting by voice unless a request from the floor for a written ~~being by ballot only~~.

Regular meetings of the members shall be held quarterly in the months of October, January, April, and July. ~~The meetings are to occur on the last Wednesday of each month.~~ The Board of Directors may reschedule Regular Meetings as necessary due to conflicts, legal holidays, etc. upon proper notice to the membership.

### **Section 3. Special Meetings of Members**

Special meetings of the members shall be called by the Board of Directors, the President/Chief of Service of the corporation, or upon petition of any five (5) voting members. The petition will state the object of the meeting and no other business will be transacted except that designated in the call.

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

Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law, notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the President/Chief of Service, or the Secretary, or the persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage prepaid. Personal notification includes notification by telephone, e-mail or by facsimile machine, ~~provided however, in the case of e-mail or facsimile notification, the member to be contacted shall acknowledge personal receipt of the notice by a return message or telephone call within twenty-four hours of the first transmission.~~

The notice of any meeting of members at which directors are to be elected shall also state the names of all those who are nominees or candidates for election to the board at the time notice is given.

Whenever any notice of a meeting is required to be given to any member of this corporation under provisions of the articles of incorporation, these bylaws, or the law of this state, a waiver

of notice in writing signed by the member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

### **Section 5. Quorum for Meetings**

A quorum shall consist of five (5) of the voting members of the corporation.

Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the members at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

### **Section 6. Majority Action As Membership Action**

Every act or decision done or made by a majority of voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the articles of incorporation, these bylaws, or provisions of law require a greater number.

### **Section 7. Voting Rights**

Only Active Provider Members shall be eligible to vote at the annual meeting. Eligibility to vote at regular quarterly meetings will be determined in accordance with DVAC Policies and Procedures. Each voting member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote. Election of directors, ~~however,~~ shall be by voice vote unless a request from the floor for a written ballot.

An Active Provider Member's eligibility to vote will be determined as follows:

A member must have been in good standing, relative to their class of membership as defined in Article 7, Section 1 of these By-Laws and in the DVAC Policies & Procedures, ~~in accordance with the Durham Volunteer Ambulance Corps Policies and Procedures~~ for the twelve (12) month period ending September 30<sup>th</sup>.

- Total Duty Hours shall include Scheduled Duty Hours only.
- The records of the President/Chief of Service, Secretary, Scheduling and Training Coordinators' records will be used in determining eligibility.

### **Section 8. Conduct of Meetings**

Meetings of members shall be presided over by the by the President/Chief of Service of the corporation or, in his or her absence, by the Vice President/Deputy Chief of Administration/First Lieutenant of the corporation or, ~~in his or her absence, by the Vice President of Operations/Second Lieutenant of the corporation~~ or, in the absence of all of these persons, by a chairperson chosen by a majority of the voting members present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by Roberts Rules of Order Newly Revised, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with the articles of incorporation, these bylaws, or with provisions of law.

## Article 9 Committees

### Section 1. Officers and Coordinators Committee

~~The Board of Directors shall designate an Officers and Coordinators Committee consisting of the President/Chief of Service, Vice President/Deputy Chief of Administration/First Lieutenant, Vice President of Operations/Second Lieutenant, the Secretary, the Treasurer, the Building/Vehicle Maintenance Coordinator, the Quartermaster, the Scheduling Coordinator, and the Training Coordinator, and other Coordinators as they become named, and may delegate to such committee the powers and authority of the Board in the management of the business and affairs of the corporation, to the extent permitted, and except as may otherwise be provided, by provisions of law.~~

~~By a majority vote of its members, the Board may amend the authority of the Officers and Coordinators Committee so delegated, increase or decrease but not below three (3) the number of the members of the Officers and Coordinators Committee and fill vacancies on the Officers and Coordinators Committee from the members of the Board.~~

~~The Officers and Coordinators Committee shall hold regular meetings as designated by their own Committee Rules. The Officers and Coordinators Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records and report the same to the Board from time to time as the board may require.~~

### Section 2. Nominating Committee

At the August Meeting, the President/Chief of Service shall appoint a Nominating Committee consisting of three (3) Members in good standing relative to their class of membership as defined in Article 7, Section 1 of these By-Laws and in the DVAC Policies & Procedures. Said Committee shall be responsible for compiling a list of candidates for election to office at the Annual Meeting. This list will be posted not less than five (5) days prior to the elections. The Committee may only exercise the authority granted to it by the Board of Director's enabling resolution.

### Section 3. Other Committees

The Corporation shall have such special or standing Committees to direct the business of the Corporation as may from time to time be designated by resolution of the Board of Directors. These Committees may consist of persons who are not also members of the Board and shall act in an advisory capacity to the Board. Each such Committee may exercise the authority granted to it by the Board of Director's enabling resolution.

**Comment [p3]:** Proposal to remove as this only creates another meeting obligation that may not be necessary. We can always notice a meeting with the Town if a meeting of this type is required.

Each Committee shall consist of at least one (1) director and such other persons as the board may designate, who need not be members of the Board of Directors.

**Section 4. Limitation on Committee Powers.**

No Committee shall have the authority of the Board of Directors to amend, alter, or repeal these Bylaws; to elect, appoint, or remove any member of any such Committee or any Officer or Director of the Corporation; to amend or restate the Articles of Incorporation of the Corporation; to adopt a plan of merger or adopt a plan of consolidation with another corporation; to authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; to authorize the voluntary dissolution of the corporation or to revoke proceedings therefore; to adopt a plan for the distribution of the assets of the corporation; to amend, alter, or repeal any resolution of the Board of Directors; or as otherwise may be prohibited by law.

**Section 5. Meetings and Action of Committees**

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the Board of Directors, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

**Article 10**  
**Execution of Instruments, Deposits, and Funds**

**Section 1. Execution of Instruments**

The Board of Directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

**Section 2. Disbursement of Funds**

The President/Chief of Service or his or her designee shall have the authority to purchase items directly related to the maintenance and operation of the corporation's vehicles, building and supplies depleted through use. A vote of the membership is not required to authorize these purchases.

All purchases not included in the annual budget and not directly related to the operation of DVAC will require a majority vote of the membership present at a regular or special meeting called for such purpose.

### **Section 3. Checks and Notes**

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer. Any instrument with a value equal to or greater than five-hundred (\$500), except as otherwise determined by resolution of the Board of Directors, shall be countersigned by the President/Chief of Service of the corporation. In the absence of the President/Chief of Service, the Vice President/~~Deputy Chief of Administration/First Lieutenant~~ will provide the countersignature. No person may sign a check made out to themselves.

### **Section 4. Deposits/Withdrawals**

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select. Except in the case of transfers between accounts and/or as specifically determined by resolution of the Board of Directors, any withdrawals from any account will require two (2) signatures. The two (2) signatures will normally be the President/Chief of Service and the Treasurer. In the absence of the President/Chief of Service, the Vice President/~~Deputy Chief of Administration/First Lieutenant~~ will provide the signature. In the case of transfers between accounts, copies of all transfers shall be presented to the Board of Directors at the next Regular Meeting.

### **Section 5. Gifts**

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

### **Section 6. Acquisition of Land, Buildings and Motor Vehicles**

No land, buildings or motor vehicles shall be purchased or otherwise acquired by the Corporation unless such action is approved by a two-thirds (2/3) vote of the Membership at a Regular or Special Meeting.

## **Article 11**

### **Conflict of Interest**

#### **Section 1. Conflict Defined**

A conflict of interest may exist when the interests or activities of any Director, Officer, or staff member may be seen as competing with the interests or activities of the Corporation, or the

Director, Officer or staff member derives a financial or other material gain as a result of a direct or indirect relationship.

## **Section 2. Disclosure Required**

Any possible conflict of interest shall be disclosed to the Board of Directors by the person concerned, if that person is a director or an Officer of the Corporation, or to the President/Chief of Service, or to such person or persons as he or she may designate, if the person is not a Director or Officer of the Corporation.

## **Section 3. Abstinance From Vote**

When any conflict of interest related to a matter requiring action by the Board of Directors exists, the interested person shall call it to the attention of the Board of Directors or its appropriate Committee and such person shall not vote on the matter; provided however, that any Director disclosing a conflict of interest may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a Committee thereof.

## **Section 4. Absence From Discussion**

Unless requested to remain present during the meeting, the person having the conflict shall retire from the room in which the Board or its Committee is meeting and shall not participate in the final deliberation or decision regarding the matter under consideration. However, that person shall provide the Board or Committee with any and all relevant information.

## **Section 5. Minutes**

The minutes of the meeting of the Board or Committee shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final discussion or vote and did not vote. When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors or its Committee, excluding the person concerning whose situation the doubt has arisen.

## **Section 6. Annual Review**

A copy of this conflict of interest bylaw shall be furnished to each director, Officer and senior staff member who is presently serving the Corporation, or who may hereafter become associated with the corporation. This policy shall be reviewed annually for the information and guidance of Directors, Officers, and staff members. Any new Director, Officer and staff member shall be advised of this policy upon undertaking the duties of such office.

## **Article 12 Corporate Records, Reports, and Seal**

### **Section 1. Maintenance of Corporate Records**

The corporation shall keep at its principal office:

- a. Minutes of all meetings of directors, committees of the board, and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- c. A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- d. A copy of the corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

### **Section 2. Corporate Seal**

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

### **Section 3. Directors' Inspection Rights**

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind relating to the operations of the corporation and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law. This right of inspection shall not include an information which is required by law to remain confidential or which is subject by law to limited access, including, but not limited to information covered by the Health Insurance Portability and Accountability Act of 1996, as such Act may be amended from time to time, personnel files and personnel medical records.

### **Section 4. Members' Inspection Rights**

If this corporation has any members, then each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- a. To inspect and copy the record of all members' names, addresses, and voting rights, at reasonable times, upon written demand on the secretary of the corporation, which demand shall state the purpose for which the inspection rights are requested.
- b. To obtain from the Secretary of the corporation, upon written demand on, and payment of a reasonable charge to, the Secretary of the corporation, a list of the names, addresses, and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available within a reasonable time after the demand is received by the secretary of the corporation or after the date specified therein as of which the list is to be compiled.
- c. To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the secretary of the corporation by the member, for a purpose reasonably related to such person's interests as a member.

Members shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

The Members' right of inspection shall not include any information which is required by law to remain confidential or which is subject by law to limited access, including, but not limited to information covered by the Health Insurance Portability and Accountability Act of 1996, as such Act may be amended from time to time, personnel files and personnel medical records.

#### **Section 5. Right To Copy And Make Extracts**

Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

#### **Section 6. Periodic Report**

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

### **Article 13 IRC 501(c)(3) Tax Exemption Provisions**

#### **Section 1. Limitations on Activities**

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this 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 provisions of these bylaws, this 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(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

### **Section 2. Prohibition Against Private Inurement**

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, or 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 of this corporation.

### **Section 3. Distribution of Assets**

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

### **Section 4. Private Foundation Requirements and Restrictions**

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

## **Article 14 Amendment of Bylaws**

### **Section 1. Amendment**

These Bylaws, or any of them, may be altered, amended or repealed and new Bylaws adopted by a two-thirds affirmative (2/3) vote of those members entitled to vote at the Annual Meeting or a Special Meeting.

No proposed bylaw change may be tabled; it must be brought to a vote at the meeting during which it is presented for a vote.

Bylaws may only be altered, amended, or repealed at either the Annual Meeting or at a Special Meeting called specifically for the purposes of changing the bylaw.

## **Section 2. Proposal of Amendments**

Any member in good standing relative to their class of membership as defined in Article 7, Section 1 of these By-Laws and in the DVAC Policies & Procedures may propose an amendment to the bylaws in accordance with the following procedure:

1. The Member presents to the Board of Directors a copy of the existing bylaw, and the proposed change not less than fifteen (15) days nor more than thirty-five (35) days prior to the meeting at which the amendment is to be voted upon.
2. The Member will enclose sufficient copies of the change and the existing bylaw for each member.
3. The Board of Directors shall review the proposed amendment to determine whether such proposed amendment may properly be brought before the membership for a vote, or whether the proposal is actually a request for a policy change which might be more properly included in the DVAC Policy & Procedure Manual.
4. If a proposal is deemed appropriate for presentation to the membership, the Secretary will mail, e-mail or send via facsimile a written copy of the proposed amendment(s) to all voting members at least ten (10) days and not more than thirty (30) days prior to the Meeting at which the change will be presented for a vote.
5. In the case of notification by e-mail or by facsimile machine, the member to be contacted shall acknowledge personal receipt of the notice by a return message or telephone call within twenty-four hours of the first transmission.
6. The proposed amendment will be presented to DVAC by the member proposing the change.

## **Article 15 Construction and Terms**

If there is any conflict between the provisions of these bylaws and the articles of incorporation of this corporation, the provisions of the articles of incorporation shall govern.

Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

All references in these bylaws to the articles of incorporation shall be to the articles of incorporation, articles of organization, certificate of incorporation, organizational charter, corporate charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.