

BY-LAWS OF
GALENA AREA EMERGENCY MEDICAL SERVICE DISTRICT
AN ILLINOIS NOT-FOR-PROFIT CORPORATION



Approved and Adopted
Board of Directors' Meeting
January 28, 2021

Revision to
Article III, Section 10.
Approved and Adopted
Board of Directors' Meeting
February 25, 2021

ARTICLE I

Section 1. NAME: The name of this Corporation is "GALENA AREA EMERGENCY MEDICAL SERVICE DISTRICT" hereinafter referred to as the "Corporation".

Approved and Adopted January 28, 2021

ARTICLE II

Section 1. PURPOSE: The purpose of this Corporation is to provide primary emergency medical service within the geographical boundaries of Council Hill, East Galena, Rawlins, Scales Mound, Vinegar Hill, and West Galena Townships as well as parcels located in portions of the geographical boundaries of Guilford, Menominee and Rice Townships, Jo Daviess County, Illinois, all as shown on the map attached here-to, marked "Exhibit A", and made a part hereof by reference thereto; and to provide secondary emergency medical service in those geographical areas where mutual aid agreements have been entered into with other emergency medical service organizations. Incidental to said purpose, the Corporation shall have the right to acquire, sell and lease real estate and personal property in providing said service and to legally perform any act or acts, through its authorized representatives, in providing emergency medical service.

Approved and Adopted January 28, 2021

ARTICLE III

Section 1. ORGANIZATION: The Corporate membership shall consist of all legal residents over the age of 18 who reside within the geographical boundaries as outlined and defined on the map marked “Exhibit A” in Article II, Section 1.

Approved and Adopted January 28, 2021

Section 2. BOARD OF DIRECTORS: The Board of Directors presently consists of nine (9) members who meet the requirements of Article III, Section 1. No more than one (1) member of the Galena Area EMS Association may hold a position as a Board member. No member of the Galena Area EMS Association may hold a position as an elected Officer on the Board of Directors.

Approved and Adopted January 28, 2021

Section 3. POWERS AND FUNCTIONS: The Board of Directors shall have complete and final authority and responsibility for the management and control of the business and the property of the Corporation in accordance with the provisions of these By-Laws.

Approved and Adopted January 28, 2021

Section 4. REGULAR MEETINGS: The Board of Directors shall meet monthly in the Corporation's facilities at 217 Summit Street, Galena, Illinois. The Board of Directors shall determine the 12-month meeting schedule the month prior to the beginning of each Fiscal Year.

Approved and Adopted January 28, 2021

Section 5. SPECIAL MEETING: A special meeting of the Corporate members may be called by the President, or upon written request by a majority of the Board, or upon written request of at least fifty (50) of the Corporate membership specifying the object of such meeting. Such meeting shall be called within sixty (60) days of receipt of the request. Fifteen (15) days prior to such meeting, a Public Notice with the meeting agenda indicating the time, place, and object thereof shall be posted on the Corporation's exterior bulletin board.

Approved and Adopted January 28, 2021

Section 6. SPECIAL BOARD MEETINGS: Special Board meetings may be called by the President or upon written request by a majority of the Board. Not less than forty-eight (48) hours prior to said meeting, a Public Notice with the meeting agenda shall be posted on the Corporation's exterior bulletin board. Board members will be notified of the meeting in the usual manner for giving notice of Board meetings.

Approved and Adopted January 28, 2021

Section 7. QUORUM: Five (5) Board members shall constitute a quorum for any meeting of the Board of Directors.

Approved and Adopted January 28, 2021

Section 8. ANNUAL MEETING: The Corporate members shall hold an annual meeting in the first month of the Fiscal Year in accordance with the 12-month meeting schedule determined by the Board of Directors. The meeting shall be held for the purpose of receiving the annual reports of Officers, electing Directors for the Board, and transacting such other business that may come before the meeting.

Fifteen (15) days prior to the annual meeting, the Secretary of the Board shall post the Public Notice and agenda of the annual meeting on the Corporation's exterior bulletin board. Said meeting shall be held at the Corporation's facilities at 217 Summit Street, Galena, Illinois.

Approved and Adopted January 28, 2021

Section 9. VOTING: At any meeting of the Corporate membership, each member shall be entitled to one (1) vote. Voting by proxy shall not be permitted.

Approved and Adopted January 28, 2021

Section 10. NOMINATING COMMITTEE: A nominating committee shall be appointed by the President not later than the date of the regularly scheduled monthly Board meeting two months prior to the annual meeting. The President shall designate one (1) person as the Chairperson.

Said committee shall nominate as many candidates as there are positions on the Board to be filled and file a list of its recommended nominees with the Board Secretary not later than the date of the regularly scheduled monthly Board of Directors' meeting the month prior to the annual meeting.

Candidates for positions on the Board of Directors shall also include those names submitted by petition, signed by no fewer than fifty (50) corporate members. Such petition(s) may be obtained at www.galenaems.org. Completed petition(s) shall be filed with the Board Secretary not later than the date of the regularly scheduled monthly Board of Directors' meeting the month prior to the annual meeting.

Approved and Adopted February 25, 2021

Section 11. ELECTION OF DIRECTORS: The election of Directors shall take place at the annual meeting. Candidates for Directors shall include those names submitted by the nominating committee and the names of any other candidate(s) submitted in the manner stated in Section 10 above. Voting shall be by voice vote unless directed otherwise by the Board of Directors or by a majority vote of the Corporate members present at the annual meeting. Voting may not be by secret ballot. Directors shall be elected for a term of one (1) year and shall hold office until their successors are elected or appointed.

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Section 12. ELECTION OF OFFICERS: The election of Officers shall take place at a Board of Directors' meeting subsequent to the annual meeting. The Directors shall verbally nominate from their number a President, Vice President, Treasurer, and Secretary. Voting shall be by voice vote. Voting may not be by secret ballot. Officers are elected for a term of one (1) year and shall hold office until their successors are elected or appointed.

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Section 13. ATTENDANCE: Any Board member who fails to attend meetings of the Board may, at the discretion of the attending Board members, be deemed to have resigned, in the absence of any written explanation from such member. The Board shall notify said member in writing of said action. If such member fails to file a written objection with the Board within seven (7) business days of receipt of said notice, requesting a hearing before the Board, then said member's term shall terminate at the expiration of said seven (7) days.

Approved and Adopted January 28, 2021

Section 14. VACANCIES: Where vacancies occur due to resignation or otherwise, such vacancies shall be filled by appointment by the duly elected Board President, with Board approval.

Approved and Adopted January 28, 2021

ARTICLE IV

Section 1. OFFICERS: The Officers of the Corporation shall be: President, Vice-President, Treasurer, and Secretary. In the permanent absence of any Officer, the Board of Directors shall elect a member to fill the vacancy.

Approved and Adopted January 28, 2021

Section 2. PRESIDENT: The President shall serve as chairperson of the meetings of the Corporation, the Board of Directors, the Executive Committee and be an ex-officio member of all committees other than the nominating committee, and shall perform such functions as are herein provided or as are assigned by the Board of Directors.

Approved and Adopted January 28, 2021

Section 3. VICE-PRESIDENT: The Vice-President shall serve in place of the President in the President's absence or inability to serve, shall be a member of the Executive Committee of the Board of Directors, and shall perform such functions as are herein provided or as are assigned by the Board of Directors.

Approved and Adopted January 28, 2021

Section 4. TREASURER: The Treasurer shall have custody of all monies and securities of the Corporation, shall be a member of the Executive Committee of the Board of Directors, and shall perform such functions as are herein provided or as are assigned by the Board of Directors.

Approved and Adopted January 28, 2021

Section 5. SECRETARY: The Secretary shall keep minutes of Board meetings, be responsible for sending required notices, and receive and answer communications. The Secretary shall be a member of the Executive Committee of the Board of Directors, and shall perform such functions as are herein provided or as are assigned by the Board of Directors.

Approved and Adopted January 28, 2021

Section 6. COORDINATOR: The Coordinator shall be an at-will paid employee of the Corporation and shall be in charge of personnel and training of the members of the Galena Area EMS Association. Duties shall be outlined in the Coordinator's Job Description. The Coordinator shall inform the Board of all matters of operation by giving a Report at each scheduled Board meeting. The Coordinator may not hold an elected office in the Association nor hold a Board of Director position with the Corporation.

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Section 7. COMPENSATION: The Officers of the Corporation may be paid a salary at the discretion of the Board and receive compensation for actual expenses.

Approved and Adopted January 28, 2021

ARTICLE V

Section 1. COMMITTEES: The following standing committee(s) shall be established:

EXECUTIVE COMMITTEE: This committee shall be comprised of the Officers of the Board of Directors and shall be responsible for communicating with the Coordinator and for keeping the Board of Directors fully informed of all matters concerning the purpose of this Corporation.

Approved and Adopted January 28, 2021

OTHER COMMITTEES: The President may create other committees for such purpose and for such time as may be deemed necessary. The President shall report on any committees created at the subsequent Board meeting.

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ARTICLE VI

MISCELLANEOUS MATTERS

Section 1. AMENDMENTS: These By-Laws may be amended. Written amendment(s) shall be presented to the Board of Directors. At the next Board of Directors' meeting, discussion and a vote for acceptance or rejection of the proposed amendment(s) shall take place.

Approved and Adopted January 28, 2021

Section 2. FISCAL YEAR: The fiscal year of the Corporation shall be May 1 to April 30.

Approved and Adopted January 28, 2021

Section 3. CHAIN OF COMMAND: While members of the Board of Directors may communicate with the Coordinator, only the Board President or designee is authorized to give a directive to the Coordinator.

Approved and Adopted January 28, 2021

Section 4. DISSOLUTION: Upon the dissolution of this Corporation, net assets shall be distributed to those entities that, for the most recent five (5) years, have signed agreements with the Corporation to provide the services outlined in Article II, Section 1. The amount distributed to each entity will be based on the entity's total payments during the five (5) years as a percentage of the total payments by all the entities during the same five (5) year period.

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