

KEY LARGO VOLUNTEER AMBULANCE CORPS – BYLAWS
As amended _____, 2015
(Annotated)

Note: On August 28, 2015 the Bylaws Committee of KLVAC met and recommended changes regarding the removal of irrelevant dates (Art. 5), elimination of the budget committee (Art. 6), allowing the President to be elected after serving two terms in another seat on the Board (Art. 5.3), disqualifying sitting commissioners from member status (Art. 15), and referencing the policy on harassment and whistleblower protection (Art. 16). All other recommendations are those of legal counsel.

Annotations are not bylaws. They are provided by the current drafters of the bylaws and bylaw revisions to reflect the reasons changes are made to the bylaws. Future drafters are encouraged to annotate their rationale as well. When generations of members and directors to come find it necessary to interpret the bylaws, it is appropriate to use the annotations as a guide; however, it is not to appropriate to use them as rules. Ultimately, the Corps must use its collective judgment in resolving any ambiguities.

ARTICLE 1

Organizational Name

This organization shall be known as the Key Largo Volunteer Ambulance Corps, Inc., hereinafter referred to as “The Corps.”

ARTICLE 2 – Purpose

Notwithstanding any other purpose expressed in the Articles of Incorporation, the mission of this corporation shall be to provide basic and advanced life support and other essential services necessary to the health and safety of the residents and visitors of the Key Largo Fire and EMS District (hereinafter “The District”), ~~for a portion of Monroe County, Florida, that portion being currently described as follows:~~

~~The southerly boundary shall be Lobster Lane and S. Bay Harbor Drive at MM95. The northern boundary shall be the northerly boundary of Monroe County, Florida. The westerly and easterly boundaries shall be Florida Bay and the Atlantic Ocean, respectively and pursuant to the contract by and between Key Largo Volunteer Ambulance Corps and the Key Largo Fire and EMS District (hereinafter the District).¹~~

The Corps is also authorized to engage in all other lawful activities defined by the Articles of Incorporation and to pursue and other related activities as deemed appropriate by the Board of Directors for furtherance of these purposes.

2.1 – AUTHORITY

The business of Key Largo Volunteer Ambulance Corps shall be conducted in accordance with all applicable laws.

¹ (2015 Revision) As the expansion of the southerly border of the District is currently being discussed, the geographic boundaries of the District are removed.

ARTICLE 3 – ASSETS

This organization is incorporated under the laws of the State of Florida, and shall be continued in perpetuity unless lawfully dissolved. Any remaining assets at the time of dissolution shall be distributed pursuant to applicable laws. None of the assets will be distributed to any member, officer or director of the Corps.

ARTICLE 4 - MEMBERSHIP

Key Largo Volunteer Ambulance Corps is a drug free work place and an equal opportunity organization that does not discriminate on the basis of any grounds on which discrimination is unlawful.

4.1 – VOTING MEMBER²

Voting membership shall include those persons who have achieved a minimum of first responder status, who pass a background check as authorized by the board of directors, attend two complete meetings per month for three consecutive months within each calendar year and are approved by the Board of Directors. Once Voting Member status has been achieved, a member must run at least three shifts a month and attend at least one meeting, Business or Training Meeting, per month to maintain Active Membership Status.

A member must maintain Voting Member status for six of the last twelve months prior to an election in order to vote or to hold office. A member can take up to a six month leave of absence with Board approval and maintain their Voting Member status. A member may petition the Board of Directors if a longer period of time is required, however their status is changed to a Non-Voting Member if the overall leave exceeds six months.

A member must maintain Voting member status prior to the date of the election in order to vote or hold office.

4.2 – NON-VOTING MEMBER

All individuals who have not attained Voting Membership status, or, having attained Voting Membership, have not³ maintained it shall be called Non-Voting_members. Non Voting_members may not vote or hold office.

4.3 -- REMOVAL OF MEMBER

Members shall be placed on suspension⁴ if they fail to attend at least one complete meeting or run one shift ⁵for more than 90 days. If a member does not appeal within 30 days after being

² (2012 Revision) The By-Laws Committee feels that changing “Active Membership” to “Voting Membership” and “Inactive Membership” to “Non Voting Membership” clarifies the differences between the two classes.

³ (2015 Revision) Corrects the intent of the bylaws.

⁴ (2012 Revision) The purpose of this clause is to maintain an active, participating, and interested membership. By removing “by the Board of Directors” from this clause, there is left no question that the Board does not have to affirmatively act in order to suspend a member who is not participating. Hence, suspension is automatic and no member of the Board has to actually propose terminating the member.

placed on suspension, membership shall be terminated. The Board of Directors may grant leaves of absence on a case-by-case basis if the member requests a leave of absence in advance in writing to the Board.

In order to regain membership the suspended member must petition the Board of Directors in writing to be considered for reinstatement. The Board shall decide on membership status at that time.

ARTICLE 5 – BOARD OF DIRECTORS

The Board of Directors shall consist of 7 members who set the policy of the Key Largo Volunteer Ambulance Corps. They shall meet once a month or as often as needed to manage the affairs of the Corps.

Directors are expected to attend every board meeting and shall automatically be removed from the board if they miss more than three (3) board meetings in a row or more than 50% of the board meetings in a calendar year unless the board, for cause stated in the minutes, votes otherwise. If such removal occurs, the vacancy shall be filled as set forth herein.

Of the 7 members, 5 shall be members of the Key Largo Volunteer Ambulance Corps and 2 shall be residents of the community service area as described in Article 2.

The non-member community service area Board members may only vote on Board matters. A director may be appointed to serve on any committee, but no elected officer may hold more than one elected office.

The Board of Directors shall consist of 7 people, 5 members of the Corps and 2 non-member residents of the community service area, as described in Article 2, who are voted on by the membership of the Corps.

The newly elected Board shall assume office commencing with the meeting in November.

The President shall be elected by the voting membership. The Board of Directors shall choose the remaining officers from the Directors at the November meeting. Officers shall consist of the President, Vice President and Corporate Secretary/Treasurer. The Board of Directors may hire individuals to perform the duties of Secretary and Treasurer for the Corps.

If the initial board is elected less than 6 months before October, 2010, no regular election shall be held and the board shall operate as though elected at such a regular election as described in Article 7.⁶

In even-numbered years, the election of directors shall be as follows:

- Seat 2--President
- Seat 4
- Seat 6

⁵ (2012 Revision) The Committee feels that "absent" is a vague term. "Fails to attend at least one complete meeting or run one shift" (for more than 90 days) is more definitive.

⁶ (2015 Revision) Removes a provision relating to the election of the original board under the new bylaws adopted in 2010.

In odd-numbered years, the election of Directors shall be as follows:

- Seat 1
- Seat 3
- Seat 5
- Seat 7

5.1 – TERM LIMITS

A term is defined as a period of two years starting from the time of taking office. No person shall be elected to more than 2 consecutive terms on the board. A person who has been appointed to a vacant position with a year or more remaining in the term may be elected to only one additional term until he or she vacates office for at least one year. A person cannot serve more than four consecutive years unless they were appointed to a vacant Board position with less than a year remaining, whereas they cannot serve more than five consecutive years.⁷

~~The Term Limit clock began with the 2007 Elections.~~⁸ Any Board member may seek election after a hiatus of one year between limited terms.

A board member otherwise disqualified from election by term limits may be elected President and re-elected to a second term. The President's service on the Board shall be counted toward term limits if the President seeks another position on the Board.⁹

5.2 – QUORUM

A quorum shall be defined as a majority of board members. In the event there is a vacancy on the Board, a quorum shall be defined as a majority of sitting Board members.

5.3 – SUSPENSION OR REMOVAL OF DIRECTOR

A Director may be suspended or removed with cause by a vote of a 2/3 majority of the directors. Cause is defined as the inability to properly perform the function and the responsibilities of the office, neglect or breach of fiduciary responsibility, which may be detrimental to the business of the organization. A director may be removed only after reasonable notice and opportunity to be heard. If removed, that person will no longer be eligible to hold any elective office within the Corps.

⁷ (2012 Revision) The key word is "elected." A person cannot escape being "termed out" by resigning during their second term before its completion. A board member becomes ineligible for re-election once they are elected to their second term.

⁸ (2015 Revision) Removes the phrase identifying the term limits clock as beginning in 2007. This phrase is no longer necessary because term limits for board members serving in 2007 would have been met no later than 2011.

⁹ (2015 Revision) With the benefit of observing elections subsequent to the initial adoption of term limits in 2010, the Bylaws Committee finds that candidates for President often come from the Board of Directors. This revision allows a member who has served two terms on the Board to run for President. In order to vindicate the overall purpose of term limits, a two-term President may not run for another seat on the Board.

The next highest vote-getter at the previous election shall be offered the vacant seat on the Board of Directors.

A board member may be granted a leave of absence by majority vote of the board.

5.4 – RESIGNATION OF BOARD MEMBER

A director may resign by delivering his or her written resignation to the President or Secretary of the Board to be presented to the Board as its next regularly scheduled meeting. Such resignation shall be effective immediately, unless specified to be effective at some other date. The next highest vote-getter at the previous election shall be offered the vacant seat on the Board of Directors.

5.5 – VACANCIES ON THE BOARD OF DIRECTORS

In the event a position on the board of directors is not filled at an election due to an insufficient number of candidates or is vacated through death, resignation, or removal from office, the Board shall appoint a replacement as soon as practicable, provided that the replacement shall be of the same class, to wit: a member or a nonmember, as is required to achieve the balance of members and nonmembers set forth in Article 5. The Board may, but shall not be required, to appoint a replacement for a position vacated less than 3 months prior to the election regularly scheduled for that seat.

ARTICLE 6 – STANDING COMMITTEES

No two board members shall serve on the same committee. The standing committees of the Corps shall include, but not be limited to the Nominating Committee. ~~and Budget Committee~~¹⁰.

Each committee shall be chaired by a member of the board with membership being open to any member eligible to hold office or vote in the Corps, as set forth below.

Minutes of all committee meetings shall be kept and made available to all members, except as authorized by Chapter 286, Florida Statutes (as amended).

The Nominating Committee shall be responsible for seeking nominations to the board, and preparing and tabulating the ballots. The Nominating Committee shall consist of 1 sitting board member who is not up for election, 2 members in good standing of the ambulance corps and the chief.

~~The Budget Committee shall consist of the Chief, a board member and two (2) other members of the Corps expressing interest in serving on the Committee. The committee shall meet to establish a yearly budget to be presented to the Board of Directors for approval prior to being submitted to the Key Largo Fire/EMS District.~~

¹⁰ (2015 Revision) The Bylaws Committee finds that the Budget Committee has evolved out of existence.

Other Committees: Should the need arise, the President may, at his/her discretion, form additional committees to further the business of the Corps. The minutes of all committee meetings shall be kept and be made available to the members of the Corps except as authorized by Chapter 286, Florida Statutes (as amended).

ARTICLE 7 – MANNER OF ELECTIONS

Elections shall be held at the October membership meeting. Only Voting members can make nominations for the board. Nominations for the board shall be accepted from all Voting members at the August meeting. The Nominating Committee shall verify eligibility to hold office before a name is placed on the ballot. Installation will be at the November Membership meeting.

Candidates for the Board of Directors shall be recommended by the Nominating Committee. Nominating Committee members will contact those recommended to see if they are interested in running for a board seat. The Nominating Committee shall make all efforts to propose a slate of at least twice the number of candidates as are positions open.¹¹ If the Nominating Committee is unable to obtain enough non-member community service area personnel willing to run and hold a seat on the Board, then the seat may be opened up to eligible personnel holding Voting membership as defined in Section 4.1 and Section 5.1

The Nominating Committee shall prepare ballots with the names thereon listed in alphabetical order at least four (4) weeks prior to the October election meeting. Only Voting members are eligible to vote, provided they meet the voting eligibility requirements specified in Section 4.1. Ballots will be mailed at least four weeks in advance to all Voting members.

If a person elects to vote by absentee ballot, he or she may request in writing or electronic format (email) such a ballot at any time up to 4 weeks in advance and may either collect the ballot in person or request in writing that it be mailed by regular mail to his or her address as listed with the Corps. It is solely the responsibility of the voter to ensure that his or her ballot is received by the administrative office prior to 5:00 p. m. the day of an election or, if the election is held on a non-business day, the business day, by the close of business on the business day immediately preceding the day of the election. Any person electing to receive or return their ballot by mail assumes all risk of loss of the ballot and no replacement ballot shall be issued to them.

The administrative office shall give all absentee ballots received by that office to the Nominating Committee for tabulation. The absentee ballots will be unsealed and counted by the Nominating Committee, with staff to log and count absentee ballots. Such unsealing and tabulation of ballots shall occur in public along with all other ballots.

The ballot shall be so printed as to give each voter an opportunity to designate their choice of candidates. Each member shall indicate their choice for no more than the designated number of directors to be elected or the ballot will be voided. The candidate receiving the highest number

¹¹ (2012 Revision) This is designed to clarify that candidates do not run for particular seats on the Board (except for Seat 2, which is the seat of the President). Rather, candidates run at large with the highest vote-getters being seated in the available positions.

of votes shall be deemed elected to the first available seat. The second highest vote-getter shall be deemed elected to the next seat and so forth until all seats are filled. The position of President shall be chosen from candidates specifically¹² running for Seat 2—President, using the same election process as the other Board positions.

Should a tie occur in the election of directors, the ~~chairman~~ chairperson of the Nominating Committee shall toss a coin and certify, as selected, the person or persons to whom the election coin toss falls.

If a person elected declines to serve prior to his or her installation, the next highest vote-getters shall be offered the seat in the order of the highest number of votes received until the seat is filled. If no person accepts the seat, the seat shall be considered vacant and shall be filled according to Article 5.5.

The dates and time limits set forth in this article shall be adhered to as closely as is practicable, but failure to strictly adhere to the dates shall not invalidate the election process.¹³

ARTICLE 8 – AMENDMENTS

The bylaws of the Corps shall be reviewed at least every two years by a committee appointed and approved by the Board of Directors. Legal Counsel shall be authorized to propose changes after the Bylaws Committee has met, provided such changes do not conflict with the general will of the Bylaws Committee.¹⁴Should there be no changes to be made in the bylaws, a notation shall be made in the minutes of the next Board¹⁵ meeting that said bylaws are approved for another two years.

Should a member of the Corps or the Board of Directors recommend changes or amendments to the bylaws such changes or amendments shall be presented in writing to the general membership by e-mail or on paper in the Corps members' mailbox so that all members receive notice of the proposed changes at least 28 days in advance of any election agreed to by at least 3 members of the board for the purpose of ratification of such changes or amendments. Prior to the membership being presented with the proposed bylaws, the Board of Directors may authorize legal counsel to review the proposed bylaws changes.

Any change in the bylaws, either by amendment or revision, shall be made by a majority of those members who are eligible to vote, at a meeting noticed for the purpose of changing the bylaws. Eligibility to vote is set forth hereinabove.

¹² (2012 Revision) Because seat 2 is that of President, the voter must indicate his or her preference for that seat. It would be acceptable for the ballot to list all names for the non-presidential seats and list candidates for Seat 2 simply as "Candidates for President," or something similar.

¹³ (2012 Revision) The Committee recognizes that the election process is a lengthy one and that the actual election is dependent upon several conditions precedent. Because of the possibility that one particular deadline may be missed due to public emergency, cancelled meetings, or oversight, the Committee desires to clarify that a mere and minor technicality shall not invalidate the election of a member of the Board of Directors.

¹⁴ (2015 Revision) This is inserted to i.) reflect the evolution toward Legal Counsel proposing changes to the Bylaws, and, ii.) allow Legal Counsel to make grammatical or syntax changes and other changes to effectuate the will of the Committee.

¹⁵ (2012 Revision) The Committee feels that a general two year requirement is sufficient without requiring reviews to take place in specific months or exactly within 2 years.

ARTICLE 9 – FINANCES

Any monies of the Corps shall be deposited in a checking account, savings account, or certificate of deposit, in a Key Largo Volunteer Ambulance Corps, Inc. account, at a bank or institution of the Board of Directors' choice. All transfers of funds between corporate accounts exceeding the sum of \$2,500.00 outside of normal operating expenses shall require Board approval.

The Board of Directors shall establish banking requirements for the Corps.

A treasurer's report presenting monthly financial information shall be prepared every month for the board meeting.

Two authorized signatures are required for checks written up to \$2,500.00. Approval of the Board of Directors is required for all corporate purchases greater than \$2,500.00. Expenditures, other than operational supplies/repairs will require a corporate resolution and Board of Director approval. Contractual obligations also require Board approval (excluding emergency repairs). Said contractual obligations shall include, but not be limited to: attorneys, accountants, and information technology. All non-Corps purchases shall be governed approved by the ~~Key Largo Fire/EMS District Board approval~~ District.

No board member may incur debt on behalf of the Corps of any type whatsoever, without prior Board approval.

ARTICLE 10 – DUTIES OF OFFICERS & ADVISORS TO THE BOARD

10.1 – PRESIDENT

The President shall be a member of the Board of Directors and shall preside at all regular and special meetings of the Corps, and attend ~~Key Largo Fire/EMS District Board~~ meetings as a representative of the Corps. He or she shall preserve order and shall conduct all meetings in conformity with the laws of the State of Florida and shall perform such other duties as set forth in these bylaws and as may be necessary from time to time. He or she shall be knowledgeable in the areas of parliamentary procedures, bylaws and policies of the Corps.

10.2 – VICE PRESIDENT

The Vice President shall be a member of the Board of Directors and shall assist the President, and in the absence of the President, shall perform the duties of that office. The Vice President shall automatically assume the position of President in case of a presidential vacancy, resignation or incapacitation of the President for any reason.

Should the President be unable to attend the District meetings, the Vice President may represent the Corps at these meetings. The Vice President may also be called upon to represent the Corps at such other community functions as may be necessary from time to time.

10.3 – CORPORATE SECRETARY/TREASURER

The Corporate Secretary/Treasurer shall be a member of the Board of Directors. The duties of the Corporate Secretary/Treasurer shall include, but not be limited to:

- Ensuring a true and accurate account is kept of the proceedings of every meeting of the Board of Directors as well as any special meetings.
- Serving as custodial of the records, including minutes, officers' reports and official correspondence.
- Ensuring that the official Bylaws and current minute book are available to the general membership.
- Ensuring that the official membership roll is current and attendance is taken at all meetings.
- Working with the president to draft the agenda for all meetings of the Board of Directors and special meetings.
- Ensuring that all meetings are properly noticed pursuant to Roberts Rules of Order and the applicable Florida Laws.
- Ensuring that a copy of all approved minutes is transmitted to the District for including in the district's meetings and as part of the EMS Report to the District.
- Ensuring that an accurate accounting is kept of all monies of the Corps.

He or she shall deliver to his/her successor in office, all books, papers and other property in his/her possession pertaining to the office. All corporate records, including electronic records, reside with the Corps' administrative offices.

The Corporate Secretary/Treasurer shall make all official minutes of meetings as well as the monthly financial reports available to all members once the minutes from the prior months' meeting have been approved by the Board of Directors.

To guarantee the proper conduct of the Corporate Secretary/Treasurer, the Corps may require cash or surety bond acceptable to be paid to the Corps. This position shall be a member of the Board of Directors.

The Corporate Secretary/Treasurer is authorized and encouraged to work with the outside consultants (accountants, bookkeepers, etc.) contracted by the Board of Directors in the preparation of the monthly financial reports to be presented to the Board at the Board meetings. It shall also be the duty of the Treasurer to ensure that the proper IRS Forms and tax returns are prepared in a timely manner and brought to the Board of Directors for approval.

The Corporate Secretary/Treasurer should review the budget vs. actual expenses to ensure compliance with the budget and, at least quarterly, shall prepare a report to the KLVAC Board and the Key Largo Fire & EMS District regarding this review.

The Vice President and Corporate Secretary/Treasurer shall be elected at the first board meeting following any election and shall serve at the pleasure of the board and no member of the board shall be prohibited from voting in matters concerning election and removal of the same by virtue of such member holding one of the offices or being a candidate for one of the offices.

10.6 – CHIEF

The Chief shall be an employee of Key Largo Volunteer Ambulance Corps, hired by the Board of Directors, shall act as an advisor to the Board of Directors, and is Chief Executive Officer of the corporation. The Chief shall attend the Board of Directors meetings but shall not have a vote on the board.

If the Chief is an active member of KLVAC, he or she shall retain their membership privilege and shall be able to vote in elections. The Chief may not hold elective office.

It shall be the duty of the Chief to do the work of the Board and to oversee all day-to-day operations. The chief is accountable to the Board of Directors.

The Chief shall ensure compliance with all local, state and federal guidelines pertaining to EMS¹⁶ operations.

In the event the Chief's position is vacated, the president shall make a temporary appointment to the Chief's position until the Board of Directors can formalize the action.

The board may enter into an employment contract with the chief, provided that such contract permits the board to terminate the chief's services with or without cause at any time.

ARTICLE 11 – MEETINGS

All meetings of the Corps shall be noticed pursuant to the applicable Laws of the State of Florida.

The Board of Directors meets monthly. Meetings may be changed, added to, or canceled at the business of the Corps warrants.

Special meetings of the Board of Directors may be called by the president as may be warranted from time to time. At least 72 hour notice shall be given under the Laws of the State of Florida for any special meetings.

The Annual Meeting of the membership shall take place on the first Tuesday every October.

ARTICLE 12 – FISCAL YEAR

The fiscal year of the Corps shall be from October 1st to September 30th of each year so as to coincide with the fiscal year of the Key Largo Fire & EMS District's fiscal year.

ARTICLE 13—EMPLOYMENT

Nothing herein shall be construed to constitute a contract or promise of employment with, for, or by any member.

ARTICLE 14—HARRASSMENT AND WHISTLEBLOWERS

The Board shall adopt or maintain policies complying with state, local, and federal law regarding harassment and protection of whistleblowers.

¹⁶ (2015 Revision) The term "EMS Operations" is changed to "operations" in order to reiterate that the Chief is the Chief Executive Officer of the Corporation and is responsible for all corporate activities except those assigned to the Board of Directors.

ARTICLE 15—MEMBERSHIP BY COMMISSIONERS

In order to avoid the appearance of impropriety, effective January 1, 2016, no member of the Board of Commissioners of the District shall hold Membership in the Corps. A member who is a Commissioner after the effective date may petition the Board of Directors for reinstatement of his or her membership after they have left office as a Commissioner. Time served as a Commissioner shall count toward any length of service awards or seniority, if any, within the Corps.

DONE at Key Largo Florida by the Membership of the Key Largo Volunteer Ambulance Corps, Inc., this _____ day of October, 2015.

PRESIDENT