

**ATCHISON- HOLT AMBULANCE DISTRICT
BYLAWS**

VERSION 8\20\96

ARTICLE I

NAME AND LOCATION OF PRINCIPAL OFFICE

- 1.1 The name of the organization shall be "Atchison-Holt Ambulance District".
- 1.2 The District shall encompass the geographical area composed of Atchison and Holt Counties within the State of Missouri.
- 1.3 The District shall maintain its principal office in Tarkio, Missouri, and may establish field offices at such places it may deem appropriate.

ARTICLE II

PURPOSE AND MISSION

- 2.1 Purpose: The purpose of the Atchison-Holt Ambulance District shall be to establish and maintain pre-hospital emergency medical service within Atchison and Holt counties and to acquire for, develop, expand, extend and improve such service.
- 2.2 Mission: The mission is to provide a superior level of pre-hospital emergency medical care in an effective and efficient manner, to enhance public awareness of emergency medical resources and how to access them, and to increase community involvement in the emergency medical system through outreach programs.

ARTICLE III

POWERS AND DUTIES

- 3.1 The District shall exercise and discharge its powers and duties as provided by RSMo Chapter 190 and accordingly shall:
- A) Adopt, amend and repeal bylaws, rules, and regulations governing the conduct of its business and the performance of its functions;
 - B) Provide for the internal organization and administration of the District;
 - C) Appoint and fix the salary of the Director and other such personnel as may be necessary to enable the District to carry out its functions.
 - D) Accept, use and dispose of gifts or donations of services or property (real, personal, or mixed, tangible or intangible); Accept and expend local, state, and federal funds.
 - E) Enter into and perform such contracts, leases, agreements or other transactions as may be necessary in carrying out its functions;
 - F) Take such other action and incur such other expenses as may be necessary or appropriate to carry out its purposes under the Statutes and consistent therewith.

ARTICLE IV

BOARD OF DIRECTORS

- 4.1 Membership: The Board of Directors of the District shall consist of six (6) members elected by the voters of the District as prescribed by Statute.
- 4.2 Qualifications of Candidates: All candidates for Director shall meet the qualifications required by Chapter 190 Missouri Revised Statutes.
- 4.3 Duties: Each Director shall devote such time to the duties of office as the faithful discharge thereof may require. A Director owes undivided loyalty to the public whom he/she serves and should not place himself in a position which will subject the Director to conflicting duties or expose him/her to the temptation of acting other than in the best interests of the public.
- 4.4 Term of Office: The term of office shall be for a period of three (3) years after being Elected. If appointed, the Director shall serve the remainder of the vacant term for which the appointment is made.
- 4.5 Vacancies in Office: In the event any member shall resign or be unable or unwilling to serve, a successor shall be appointed by the remaining Board to fill the vacancy. Such appointment shall be made with consent of a majority of the remaining members of the Board.
- 4.6 Agreement of replacement: If the remaining Board Members are unable to agree in filling a vacancy within sixty days or if there are more than two vacancies at any one time, the County Commission of the County having the greatest geographical area of the vacant sub district(s), upon written notice from the Board of failure to agree in filling the vacancy, shall within ten days fill the vacancy by appointment of qualified persons, as provided in section 190.050 RSMo.
- 4.7 Implied Resignation: Notwithstanding the provisions of Article VII, section 12 of the Missouri Constitution, if upon a quorum vote of the Board of Directors a Board Member has been deemed, after appropriate notice and hearing, to have violated any of the provisions and requirements of this ordinance or Amendment to the bylaws, he or she may be removed from office either for implied abandonment of office or for actual forfeiture of office for cause, upon a duly authorized vote of a majority of the Board of Directors.
- 4.8 Neglect of Duty: A hearing shall be called pursuant to Article VII Section 2 of the Missouri Constitution, for any board member who pursuant to Article VII Section 1 of the Missouri Constitution, misses two consecutive regularly scheduled board meetings. If that member misses four meetings in a year or 2/3 of all regularly scheduled meetings he or she will be subject to pursuant to Article VII Section 3 of the Missouri Constitution, removal from The Board of Directors of the Atchison Holt Ambulance District.

ARTICLE V

MEETINGS

- 5.1 Regular Meetings: All regular meetings and special meetings of the District Board of Directors shall be open and public meetings. All meetings shall be held in compliance with Chapter 610 RSMo 1987 (So-called "Open meeting Law"). The regular meeting of the Board shall be held monthly at a time, date, and place ordered by the Board.
- 5.2 Special Meetings: the Chairperson may call Special meetings of the District at such time and place and for such purpose as the said Chairperson designate. Special meetings of the Board of Directors shall be called upon the written request of one-fourth of the members of the board filed with the Secretary, which request shall designate the time and place and purpose of the meeting. The business of any special meeting shall be limited to the stated purposes of that meeting.
- 5.3 Notice of Meeting: Written notice of regular and special meetings of the District shall be given to each Board member and to the Director by the Secretary at least (3) days prior to the date of the meeting.
- 5.4 Voting: Each member of the Board of Directors, including the Chairman, shall have one vote on all matters voted upon. Proxy voting shall not be permitted.
- 5.5 Quorum: A majority of Board Offices currently filled shall constitute a quorum for the transaction of business at such meetings. Every decision made at any meeting, at which there is a quorum, shall be valid as the binding act for the Board of Directors. If a quorum is not present at any meeting, the Board Members present shall have power successively to adjourn the meeting without further notice to a specified date no later than thirty days after such adjournment. At such adjournment meeting, at which a quorum is present, any business may be transacted which might have been transacted at the meeting, which was adjourned.
- 5.6 Minutes: The minutes of each meeting shall be prepared and distributed to the Board members by the Secretary of the Board. The minutes of each meeting and any corrections thereof, duly adopted shall be signed by the Chairperson and Secretary.
- 5.7 Conduct of Meetings: The Chairperson of the Board, or in their absence, the Vice-Chairperson, shall convene all meetings, and they shall be conducted in accordance with standard rules of parliamentary procedure.

ARTICLE VI

ORGANIZATION OF THE BOARD OF DIRECTORS

- 6.1 Officers: The officers of the Board of Directors shall be a Chairman, Vice Chairman, Secretary, and Treasurer, and all shall be voting members. In addition, there will be an Executive Director of the District and such assistant secretaries and assistant treasurers as may from time to time be determined by the Board of Directors.
- 6.2 Election of Officers: The officers of the Board of Directors shall be elected annually at the April meeting.
- 6.3 Term of Office: All officers shall be elected by the Board of Directors and shall serve for a term of one (1) year and until their successors are elected.
- 6.4 Removal and Vacancy: Officers may be removed from office at any regular meeting following a motion properly made and twice seconded, if there is a two-thirds majority vote for removal by those present and voting; provided that a quorum is established for the vote. Vacancies occurring in any office except the office of chairman will be filled at the next regular meeting of the Board of Directors by direct nomination from the floor. Paper ballots will be used for the vote unless there is only one candidate for the position. Those elected will take their positions immediately after the results are announced.
- 6.5 Duties of Officers: The Board of Directors may appoint such agents and employees as shall be deemed necessary who shall hold their offices or employment for such times and shall exercise such powers and perform such duties as shall be determined from time to time by the Board members.
- A) The Chairperson shall preside at all meetings of the Board of Directors. The Chairperson shall execute all instruments for and on behalf of the District. The Chairperson shall be one of the legal signatures for and on behalf of the District. The Chairperson shall appoint committees; represent the District on official business; and perform other duties normally associated with the office of Chairperson.
 - B) The Vice-Chairperson shall in the absence or disability of the Chairperson perform the duties and exercise the powers of the Chairperson. Should the office of Chairperson become vacant, the Vice-Chairperson will serve as Chairperson until the next regularly scheduled election of officers.
 - C) The Secretary shall cause to be recorded all the proceedings of the meetings of the District in a book to be kept for the purpose and attest to the validity of the minutes of each meeting. He/she shall give notice as required. The Secretary shall have custody of and provide for safekeeping of all documents of the Board, provided however, that he/she may delegate clerical duties to the assistant Board Secretary.

- D) The Treasurer shall receive monthly bank statements and verify their accuracy with District books. He/she shall oversee disbursement of funds of the District as ordered by the Board of Directors. The Treasurer in cooperation with the Administrative Assistant/Bookkeeper shall issue vouchers for such disbursements, and shall render to the members an account of transactions of the financial conditions of the District as required by the members.

- 6.6 Bonding: All officers and employees who handle funds, or who are custodians of property, shall be bonded in an amount to be determined by the District.

- 6.7 Executive Director Authority: The Board of Directors may by proper resolutions, grant or remove either general or specific authority to the Executive Director to execute instruments for and on behalf of the District.

- 6.8 Other Duties: The officers shall perform such other duties as may from time to time, be prescribed by the Board of Directors.

ARTICLE VII

CONDUCT OF ELECTIONS

- 7.1 The elections of Board Officers shall take place annually in accordance with such procedures as may be established by the Board.
- 7.2 At the April Board meeting the Chairperson shall:
 - A) Solicit nominations for officers of the Board as required.
 - B) Verify the availability and willingness of nominees to serve.
 - C) Insure paper ballots will be distributed for a closed vote and will be tallied during the course of the meeting. (This step will not be required if there is only one candidate for the position). The person receiving the highest number of votes for each position will be elected.
- 7.3 Those elected will take office at the next meeting.

ARTICLE VIII

PERSONNEL

- 8.1 The ranking Staff employee of the District shall be the Director. He/She shall be responsible for professional planning, development and administration of the Staff. The Director shall be evaluated annually according to procedures set out in the personnel policies. He/She may be authorized to testify before public bodies on policies and recommendations adopted by the District; and may consult and confer with public officials on behalf of the District in connection with programs of the District. He/She may be authorized by vote of the Board of Directors to execute instruments for and on behalf of the District.

The Director will recommend to the Board of Directors the number of persons to be employed on the Staff and will provide an organizational chart delineating the positions and duties of each employee. He/She will take care to be reasonably certain that the budget will support the salaries resulting from his recommendations.

All members of the Staff will be subject to personnel policies established by the District.

- 8.2 Staff Appointment: The Director shall from time to time recommend to the Board of Directors the size and composition of the staff required, also, minimum and maximum salaries for Staff Positions. Such personnel as are authorized shall be appointed by the Director with salaries within the ranges approved by the Board of Directors. Salary survey, review and promotions are covered in the Personnel Policies.

ARTICLE IX

COMMITTEES

- 9.1 Advisory Committees: There shall be such committees, as the Chairperson of the Board of Directors shall from time to time designate. The members of any said committee shall be appointed by the Chairman and shall have such authority and perform such duties, as the Board members shall designate by resolution.

ARTICLE X

FINANCES

- 10.1 Fiscal Year: The fiscal year of the District shall be from January 1 to December 31.
- 10.2 Contributions: The Board may accept on behalf of the District any contribution, gift, bequest, or device for the general purposes or for any special purpose of the District.
- 10.3 Budget: A budget to underwrite the District's work program shall be prepared by the Treasurer and the Director, which shall be submitted to the Board of Directors for adoption or amendment and adoption.
- 10.4 Reimbursement of Board Members: A Director may be reimbursed for his/her actual expenditures in the performance of their duties on behalf of the Ambulance District.
- 10.5 Rates of Service: The Board of Directors shall fix, charge and collect reasonable fees and compensation for the use of ambulance service according to regulations adopted by the Board from time to time.
- 10.6 Disbursements: All disbursements, excluding payroll, drawn on any Ambulance District's accounts, shall be approved by the Board of Directors and co-signed by an authorized board member who is listed on bank signature cards.

ARTICLE XI

GENERAL

- 11.1 The law authorizing Ambulance Districts and the Resolutions and Agreements establishing the Atchison-Holt Ambulance District shall govern in the event of conflict with these Bylaws.
- 11.2 If the District needs legal counsel or the services of an outside accountant the Board of Directors will authorize his hiring.
- 11.3 Governing rules: The Board may adopt standing rules for its own governance.
- 11.4 The District shall indemnify and hold harmless each person who has served or is serving as a Board Member of the District from and against any and all claims and liabilities to which such person shall become subject by reason of his serving or having served as a member of the Board of Directors, and shall reimburse such person for all legal expenses reasonably incurred in connection with any claim or liability arising out of his own negligence or willful misconduct.
- But such indemnification shall in no way constitute a waiver by either the District or any Board Member of any Sovereign immunity, official immunity, or Missouri Public Duty Doctrine protection, or other applicable immunity or deprive to any and all claims that might be made against the District, the Board or its employees.
- 11.5 Order of Business Meeting: The Board meeting agenda shall be as follows:
1. Call to order by the Chairperson
 2. Adoption of the Agenda
 3. Reading and approval of minutes
 4. Public Comments
 5. Financial and budget report
 6. Approval of disbursements and payroll
 7. Old or unfinished business
 8. New business
 9. Directors Report
 10. Employee Comments
 11. Public Comments
 12. Closed executive session, if any
 13. Adjournment
- 11.6 Ambulance Service: The Board of Directors shall adopt policy to regulate the use of the ambulance service.
- 11.7 Ambulance Transportation: The Ambulance District will provide free Emergency Medical Services and Transportation for Board Members and their spouse. This service will only be provided to active Board Members during their term on the Board of Directors.

ARTICLE XII

BIDDING AND PURCHASING

- 12.1 The Executive Director is expected to make the necessary purchases of supplies, services and equipment as authorized by the budget. He/She will oversee all expenditures and will seek competitive bids on any single purchase of \$1,000 or more.

ARTICLE XIII

ACCOUNTING CONTROLS

- 13.1 The Board of Directors shall adopt and insure the implementation of an accounting policy that conforms to generally accepted accounting principles as promulgated by the American Institute of Certified Public Accountants and the United States General Accounting Office.

The Board of Directors shall further institute a system of internal controls to organize and define the responsibility and authority of each employee, provide an adequate system of records and method of record keeping, and safeguard the assets of the District.

- 13.2 The fiscal records of the District shall be audited annually by a Certified Public Accountant.

ARTICLE XIV

AMENDMENTS AND ADOPTION

- 14.1 The Bylaws of the District may be amended in the following way; the proposed amendment will be presented in writing to the Executive Committee at any regular meeting. The proposed amendment will be on the agenda for discussion and vote at the next regular or special meeting.

A simple majority of those constituting a quorum present and voting will secure passage.

- 14.2 These Bylaws become effective by majority vote of Board of Directors constituting quorum present and voting with the vote totals for and against recorded in the minutes of the meeting; and by the signatures of the Chairperson and Secretary attesting thereto showing the date of ratification.

Adopted 8/20/1996
Amended 2/11/1999

Chairman

Date

Secretary

Date
