

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

EFFECTIVE: June 24, 2010

ARTICLE I

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

ARTICLE II

Section 1. PURPOSE: The purpose of this corporation is to provide primary emergency medical service in the geographical area of Menominee, Rawlins, West Galena, East Galena, Council Hill, Scales Mound, Vinegar Hill and parts of Rice and Guilford Townships, Jo Daviess County, Illinois, all as shown on the map attached hereto, 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.

ARTICLE III

Section 1. ORGANIZATION: The corporate membership shall consist of the twelve (12) appointed Board members as outlined in Section 2 of this Article and those persons employed by the Board of said corporation or who works for the Board in any capacity, volunteer or otherwise.

Section 2. BOARD OF DIRECTORS: The Board of Directors shall consist of twelve (12) members, one (1) each appointed by the nine (9) townships listed in Article II, Section 1, and one (1) each appointed by the City of Galena and Villages of Menominee and Scales Mound. The twelve (12) board members, as of the date of incorporation on May 1, 1978, shall draw lots and four (4) members shall serve for three (3) years, four (4) members shall serve for two (2) years and three (3) members shall serve for one (1) year. After the first year, new board members shall be for a term of three (3) years. Any person who meets the requirements of Article III, Section 1, is eligible for election or appointment to the Board of Directors. Each director shall hold office until his or her successor shall have been elected or appointed and qualified. The initial partial term shall not be counted as a full term. After the expiration of one (1) year, a person having served as director shall again be eligible for election to the Board. No more than three (3) board members may be Active Duty EMTs with the Galena Area Emergency Medical Technician Organization.

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 the By-Laws.

Section 4-. REGULAR MEETINGS: The Board of Directors shall meet monthly on the fourth Thursday in the Corporation's facilities at 217 Summit Street, Galena, Illinois.

Section 5. SPECIAL BOARD MEETINGS: Special Board meetings may be called by the President or upon written request by a majority of the Board. Notice of a special board meeting shall be given not less than forty-eight (48) hours before said meeting.

Section 6. QUORUM: Seven (7) Board members shall constitute a quorum for any meeting of the Board of Directors.

Section 7. ANNUAL MEETING: The corporate members shall hold an annual meeting on the fourth Thursday in May at the Corporation's facilities at 217 Summit Street, Galena, Illinois, for the purpose of receiving the annual reports of officers, elect officers for the Board and to transact such other business as may come before the meeting. Notice of said annual meeting shall be given by the Secretary of the Board to the Board Members in the usual manner that notice is given to the Board Members of their meeting dates.

Section 8. VOTING: At any meeting of the Corporate Membership, each member shall be entitled to one (1) vote and voting by proxy shall not be permitted.

Section 9. SPECIAL CORPORATE MEMBER MEETING: A special meeting of the corporate members may be called at any time by the Board of Directors and shall be called within seventy-two (72) hours upon request of at least fifteen (15) of the Corporate Membership excluding the Board of Directors (such request specifying the object of such meeting).

Section 10. NOMINATING COMMITTEE: A nominating committee of four (4) board members shall be appointed by the President at the March meeting and the President shall designate one (1) of said four (4) members as chairperson. Said committee shall nominate Officers and file said list with the Secretary not later than fifteen (15) days before the annual meeting.

Section 11. ELECTION OF OFFICERS: The election of Officers shall take place at the annual meeting. Candidates for Officers shall include those names submitted by the nominating committee and the names of any other candidates submitted by petition. Voting shall be by voice vote unless directed otherwise by the Board of Directors. Officers shall be elected from the Board of Directors for a term of one (1) year and shall hold office until their successors are elected and qualified.

Section 12. VACANCIES: Where vacancies occur due to resignation or otherwise of Board members before the expiration of their term of office, such vacancies shall be filled by appointment by the appropriate township, city or village organization for the unexpired period of the term. Any regular Board member who fails to attend meetings of the Board may at the discretion of the regularly 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) 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) day term.

ARTICLE IV

Section 1. OFFICERS: The officers of the corporation shall be: a President, a Vice-President, a Treasurer and a Secretary. In the permanent or temporary absence of any officer, the Directors may elect a new or temporary officer to fill the period of vacancy.

Section 2. PRESIDENT: The President shall serve as chairperson of the meetings of the corporate members, the Board of Directors, the Executive Committee and member ex-officio 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. The President shall vote only when necessary to break a tie and during the election of officers.

Section 3. VICE-PRESIDENT: The Vice-President shall serve in place of the President in the President's absence or inability to serve. The Vice-President shall perform such other duties as the Board of Directors may properly require of him or her.

Section 4. TREASURER: The Treasurer shall have custody of all monies and securities of the Corporation. He/She shall be a member of the Executive Committee of the Board of Directors and shall perform such other duties as may be required by the Board.

Section 5. SECRETARY: The Secretary shall keep minutes of Board meetings, be responsible for sending required notices and receive and answer communications.

Section 6. COORDINATOR: The COORDINATOR shall be a paid employee of the corporation under written contract. He/She shall be in charge of personnel and training of the Emergency Medical Technicians and the ambulance operators. His/Her duties shall be outlined in the Coordinator's Job Description. He/she shall inform the board of all matters of operation by a written Coordinator's Report at each scheduled Board meeting. He/she may not hold an elected office in the Galena Area Emergency Medical Technician organization nor hold a Board Member position with the Galena Area EMS District.

Section 7. COMPENSATION: The officers of the corporation may be paid a salary at the discretion of the Board.

ARTICLE V

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

EXECUTIVE BOARD: This Committee shall be composed of the officers of the Board of Directors and shall be responsible for communicating with the Coordinator and keeping the Board fully informed of all matters concerning the purpose of this corporation.

OTHER COMMITTEES: The Board of Directors may create such other committees for such purpose and for such time as they may determine at any regular or special meeting.

ARTICLE VI

MISCELLANEOUS MATTERS

Section 1. AMMENDMENTS: These By-Laws may be amended by the affirmative vote of a majority of the Board of Directors. Written amendments shall be presented to the corporate members at a regular monthly meeting. Discussion of the amendment(s) shall take place at that time. The acceptance or rejection vote by the Board of Directors for the proposed amendment shall be held at the next regular monthly meeting after its first presentation to the corporate members

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

Section 3. DISSOLUTION: Upon the dissolution of this organization, net assets shall be distributed to those entities that have, for the most recent five (5) years, had 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.