

**Community Ambulance Service, Incorporated**

75 Second Avenue SE

PO Box 718

Beach, North Dakota 58621

Amended November 21, 2018

The following by laws have been amended pursuant to NDCC Section 10-33-15 and their entirety supersede any previous bylaws.

**BYLAWS**

**ARTICLE I – OFFICE**

**Section 1. Principle Office** – The principle office of the Corporation shall be located in the City of Beach, Golden Valley County, North Dakota.

**Section 2. Registered Office** – The registered office of the Corporation required by the North Dakota Non-profit Corporation Act to be maintained in the State of North Dakota may be, but not need be, identical with the principle office in the State of North Dakota, and the address of the registered office may be changed from time to time by the Board of Directors.

**Section 3. Registered Agent** – The initial registered agent of the Corporation shall be as specified in the Articles of Incorporation, and may thereafter be changed from time to time by the Board of Directors, provided that the address of the registered agent must always be the same as the address of the registered office of the Corporation.

**ARTICLE II – MEMBERS**

**Section 1. Members**– All Members shall be certified in one of the following areas: Emergency Medical Responder (EMR), EMT, Paramedic, or higher.

All members must be licensed with the State of North Dakota. EMT's and higher must be registered with the NREMT. All members are required to maintain a current license.

All inquiring persons must submit an application for membership and/or employment, including a signed authorization to perform a background check. Fees associated with the background check will be covered by CAS.

Applications will be reviewed by the Squad Leader(s) and the CAS, Inc Board of Directors. Applicant will be contacted following review.



A probationary period will be in effect upon joining the service. A required minimum of 10 runs will be completed during the probationary period. After 10 runs, the Squad Leader will meet with the new member for an evaluation. At this evaluation, the probationary period may be complete, extended, or the member may be removed from the service.

Members will be given a CAS handbook upon joining the service. Each member will sign required acknowledgements within the handbook.

**Section 2. Disqualification, Dismissal, and Removal of Members** –The Board of Directors, Squad Leader and/or Medical Director may declare a Member disqualified at any time for cause. A written notice will be given to, or postmarked, within 7 days following the termination stating the reason for dismissal. Any Member disqualified shall have the right to appeal, either orally or in writing to the grievance committee within 14 days of dismissal. The grievance committee will present their recommendation to the Board at the next meeting for final decision.

**Section 3. Training Officer/Squad Leader**-shall be certified as an Instructor – Coordinator according to the regulations of the North Dakota EMS. The Training Officer/Squad Leader shall be responsible for signing off on qualifications, continuing education hours, state and national certification and any other certification requirements.

### **ARTICLE III – MEMBER MEETINGS**

**Section 1. Annual Meeting** – The annual meeting of the Members shall be held in October of each year for the purpose of electing directors and for the transaction of such business as may be need to be conducted. If the day fixed for the annual meeting shall be a legal holiday in the State of North Dakota, such meeting shall be held on the next succeeding day. If the election of directors shall not be held on the day designated herein, the Board of Directors shall cause the election to be held at a special meeting of the Members as soon as conveniently possible.

**Section 2. Special Meetings** – Special meetings of the Members for any purpose, unless otherwise described by statute shall be called by the President or the Squad Leader at the written request of any three (3) Members of the Squad.

**Section 3. Place of Meeting** – All meetings shall be at the Community Ambulance building unless otherwise designated by a majority of the Members present at a regular or special meeting. The squad may designate any place, within the State of North Dakota, as the place of meeting or special meeting of the Members. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principle office of the Corporation.

**Section 4. Notice of Meeting** – All month meetings shall be held on the third Wednesday of each month unless agreed upon by the majority of the Members at the previous meeting. Notice of all meetings shall be enclosed with the regular monthly schedule and shall be deemed



appropriate notice. If the day fixed for the monthly meeting shall be a legal holiday, in the state of North Dakota, such meeting shall be held as soon as conveniently possible. The notice provided for herein, maybe waived in writing by any or all Members.

**Section 5. Quorum** – One-third (1/3) of the Members represented in person or by proxy shall constitute a quorum at any meeting of the Members.

**Section 6. Proxy** – At any meeting of the Members, a Member may vote by proxy, provided that the same is executed in writing by the Member. Such proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting.

**Section 7. Voting** - Each Member shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the Members. A majority of any quorum voting on any given issue shall control, unless otherwise state in these bylaws.

**Section 8. Procedure** – Roberts Rules of Order shall govern all questions of procedure at the meetings of the Members, not otherwise provided for the Articles of Incorporation of the bylaws.

## ARTICLE IV – TRAINING MEETINGS

**Section 1. Notice of Training** – All monthly training meetings shall be held on the third Wednesday of each month. Notice of all trainings shall be enclosed with the regular monthly schedule and shall be deemed appropriate notice.

If the day fixed for the monthly training shall be a legal holiday, in the state of North Dakota, such training shall be held as soon as conveniently possible. The notice provided for herein, by be waived in writing by any or all Members. Additional training will be scheduled at the discretion of the Training Officer.

## ARTICLE V – GREIVANCE COMMITTEE

**Section 1. Appointment of Committee** – A grievance committee comprised of the Vice President, one (1) non-officer EMT and one (1) non-officer EMR crew member will be elected by the current Members of the Squad for a one (1) year term at each annual meeting.

**Section 2. Presenting a Grievance** – Any Member disqualified shall have the right to appeal, either orally or in writing to the grievance committee within 14 days the effective date of dismissal.

A member aggrieved by a decision of the Squad leader, or the Board of Directors may seek appeal by presenting a grievance to the Grievance Committee in writing within 14 calendar days



of the adverse action. If the grievance is not submitted within a 14-day time frame, the grievance shall be dismissed and no corrective actions will be taken.

Upon presentment of the grievance, the Grievance Committee shall render a decision and present their recommendation to the Board at the next Board meeting. The Board shall have a decision on the recommendation and determine a final decision.

## **ARTICLE VI – BOARD OF DIRECTORS**

**Section 1. General Powers** – The business and affairs of the Corporation shall be managed by its Board of Directors. All the corporate powers, except such as are otherwise provided for in these bylaws, the Articles of Incorporation and the Laws of the State of North Dakota, shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors is also expressly authorized to make appropriate delegation of authority through management agreements or contracts.

**Section 2. Number, Tenure, and Qualifications** – The number of directors of the Corporation shall be seven directors and shall serve for a period of three (3) years. Four (4) of these board members must be squad members and the other three (3) board members at large may be, but need not be Squad members from the following communities: Golva, Sentinel Butte and Beach, if possible. The board shall stagger the terms so that no more than three (3) directors need to be elected each year.

**Section 3. Regular Meetings** – The annual organizational meeting of the Board of Directors shall be held without other notice immediately after and at the same location as the annual meeting of Members. Regular board meetings are scheduled the first Wednesday of each month. The Board of Directors may provide, by resolution, the time and place within the State of North Dakota, for holding of additional regular meetings. Meetings may be held by any means of remote communication through which all of the directors may participate, such as conference telephone or other such means authorized by the board:

- (1) If the notice required by these bylaws is met.
- (2) If the number of directors participating in the meeting is sufficient to constitute a quorum at a meeting.

Roberts Rules of Order shall govern all questions of procedure at any meetings of the Board of Directors not otherwise provided for in the Articles of Incorporation or these bylaws.

**Section 4. Special Meetings** – Special meetings of the Board of Directors may be called by or at the request of the President, Secretary or any two (2) directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place within the State



of North Dakota, as a place of holding any special meeting of the Board of Directors. Notice will be given to the Squad at the same time the Board of Directors is notified.

**Section 5. Notice** –Notice of any special meeting shall be given at least two (2) days previous thereto, unless agreed upon by the whole board. Any director may waive notice of any meeting. Attendance of a director at a meeting is a waiver of notice of that meeting, except when the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting after the objection. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified.

**Section 6. Quorum** – A majority of the number of directors shall constitute a quorum for the transaction of business at any meeting for the Board of Directors. If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of a number of directors originally present leaves less than the number otherwise required for a quorum.

**Section 7. Manner of Acting** – The vote of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

**Section 8. Voting** – All members of the Board of Directors shall have one (1) vote. The President shall vote in case of a tie.

**Section 9. Vacancies** – Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a quorum of the Squad present at the next regular meeting. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

**Section 10. Compensation** – Directors shall receive compensation for meetings they attend for serving as directors of the Corporation. This provision shall not preclude any director from serving the Corporation in any other capacity and receiving compensation therefore.

**Section 11. Indemnification of Officers and Directors** –The Corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fee, and amounts paid in settlements, (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceedings in which they, or any of them are made parties, or a party, or which may be asserted against them or any of them by reason of being or having been directors or officers of the Corporation, if such person acted in good faith and in a manner they reasonably believe to be in the best interest of the Corporation and, with respect to any criminal action to proceeding, had no reasonable cause to believe their conduct was unlawful, except in relation to matters as to which any such director or officer or former director or person shall be adjudged in any action, suit or proceeding to be liable for his own negligence



or misconduct in the performance of his duty. Any such determinations shall be made by the Board of Directors by a majority of a quorum consisting of directors, who are not parties to such suit, action or proceeding, or if such quorum is not obtainable, or even obtainable, if a quorum of disinterested directors so directs; by independent legal counsel in a written opinion; or by a member.

This indemnification shall be in addition to and not in limitation of any other rights to which those indemnified may be entitled under the statutes of the State of North Dakota, any other applicable law, by-law agreement, or otherwise.

**Section 12. Presumption of Assent** – A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

## **ARTICLE VII – OFFICERS**

**Section 1. Number** – The officers of the Corporation shall be a President, a Vice President, a Secretary each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

**Section 2. Election and Term of Officers** – The officers of the Corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the organizational meeting of the Board of Directors held after each annual meeting of the Members. If the election of officers shall not be held, such election shall be held as soon thereafter as conveniently possible. Each officer shall hold office until his successor shall have been qualified and duly elected, or until his death, resignation, or have been removed in the manner hereinafter provided.

**Section 3. Removal** – Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment and the best interest of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any of the person so removed.

Any director or officer who misses three (3) unexcused consecutive meetings must be voted on at the next regular or special meeting of the Board of Directors. Such director or officer must receive a majority of the vote to remain on the Board of Directors.



**Section 4. Vacancies** - A vacancy in any office because of death, resignation, removal, disqualification or otherwise shall be filled by the Squad at the next regular meeting, for the unexpired portion of the term.

**Section 5. President** - The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all the business and affairs of the Corporation. He/she shall, when present, preside at all meetings of the Board of Directors. He/she may sign with the Secretary or any other proper officer of the Corporation, any deed, mortgages, bonds, contracts, or other instruments which the Board of Directors had authorized to be executed; and in general, shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

**Section 6. Vice President** - In the absence of the President or in the event of his/her death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President may sign, with the Secretary or Treasurer or an Assistant Secretary or Treasurer, certificates of membership of the Corporation; and shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

**Section 7. Secretary** - The Secretary shall keep accurate typed minutes of all meetings of the Members and of the Board of Directors of the Corporation. After reading and approval, he/she shall insert such minutes in the corporate record book in which shall also be kept the Corporation Articles, Bylaws and Membership records, and such other records or documents as may be prescribed by the Board of Directors. He/she shall give, or cause to be given, such notice of meetings of Members or the Board of Directors as may be required by these bylaws. The Secretary shall perform all other duties commonly incident to his/her office, and shall perform such duties and have such power as the Board of Directors shall designate.

**Section 8. Treasurer** - The Treasurer shall have custody of the corporate funds and securities and shall deposit all monies and other valuable effects of the Corporation in such depositories as may be designated by the Board of Directors. He/she may endorse for deposit or collect all checks and notes payable to the Corporation or its order, and may accept drafts on behalf of the Corporation.

The Treasurer shall keep accurate books of accounts of the Corporation's transactions, which shall be the property of the Corporation, and which together with all its property in his/her possession, shall be subject at all times to the inspection and control of the Board



of Directors. He/she shall render to the President and the Board of Directors, at the regular meetings of the Board, an account of all his/her transactions as Treasurer to the Members at all regular meetings the financial condition of the Corporation.

**Section 8. Delegation of Secretary's and Treasurer's Responsibilities** - Notwithstanding the duties, responsibilities and authorities of the Secretary and of the Treasurer hereinbefore provided, the Board of Directors by resolution may, except as otherwise limited by law, delegate wholly or in part, the responsibility and authority for, and the regular and routine administration of one or more of such officers' duties to one or more agents or other officers of the Corporation, except President or Secretary. To the extent that the Board does so delegate with respect to either such officer, that officer as such shall be released from such duties, responsibilities and authorities.

#### **ARTICLE VIII - CONTRACTS, LOANS, CHECKS AND DEPOSITS**

**Section 1. Contracts** - The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Corporation, and such authority may be general or confined to specific instances. Such contracts shall be noted in the minutes.

**Section 2. Loans** - No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

**Section 3. Checks, Drafts, etc.** - All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness insured in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation, and in such a manner as shall be from time to time noted in the minutes of the Board of Directors.

**Section 4. Deposits** - All funds of the Corporation not otherwise employed shall be deposited immediately to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

#### **ARTICLE IX - MISCELLANEOUS PROVISIONS**

**Section 1. Books and Records** - The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at its registered office or principle office in this state, a record of the names



and addresses of its members entitled to vote. All books and records of the Corporation may be inspected by Members, or agents or attorney, for any proper purpose at any reasonable time.

**Section 2. Shares of Stock and Dividends Prohibited** - The Corporation shall not have or issue shares of stock No dividends shall be paid and no part of the income of the Corporation shall be distributed to its Members, Directors, or Officers, but may confer benefits upon its Members in conformity with its purpose, and no such payment or benefit shall be deemed to be dividend or a distribution of income.

**Section 3. Fiscal Year** - The fiscal year of the Corporation shall be from January 1 to December 31. This may be changed at any time by resolution of the Board of Directors.

**Section 4. Waiver of Notice** - Whenever any notice is required to be given to any Member or Director of the Corporation under the provisions of the bylaws or under the provision of the Articles of Incorporation or under the provisions of the North Dakota Nonprofit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**Section 5. Amendments** - These bylaws may be altered, amended or repealed and new bylaws may be adopted by Members and the Board of Directors, with notice of the meeting given to the Board and the Members within fifty (50) days of a regular board meeting where the amendments will be considered. The amendments will be read three (3) times at separate Members meetings prior to the vote of approval.

**CERTIFICATE**



We, the undersigned, being all of the Directors of Community Ambulance Service, Incorporated, a Corporation organized under the laws of the State of North Dakota, do hereby certify that the foregoing amended Bylaws consisting of nine Articles were duly adopted as the Bylaws of this Corporation on the 21<sup>st</sup> day of November, 2018.

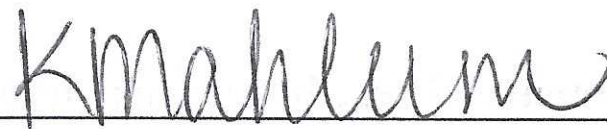
IN WITNESS, WHEREOF, we have hereunto set our hands this 5<sup>th</sup> day of December, 2018.



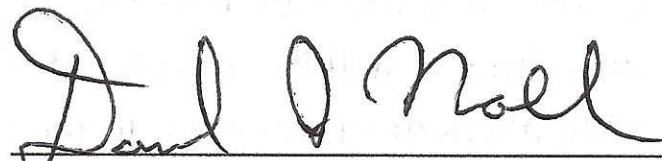
Darin Maus, President



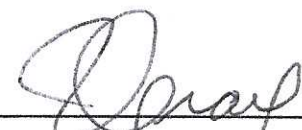
Brian Sime, Vice President



Kelli Mahlum, Secretary



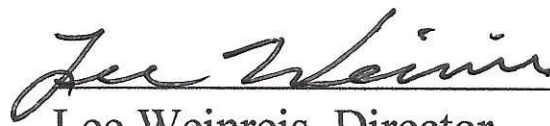
Danny Noll, Director



Jaime Gray, Director



Wanda Olson, Director



Lee Weinreis, Director







**CORY J MCCASKEY**  
NOTARY PUBLIC, STATE OF NORTH DAKOTA  
MY COMMISSION EXPIRES OCT 19, 2022



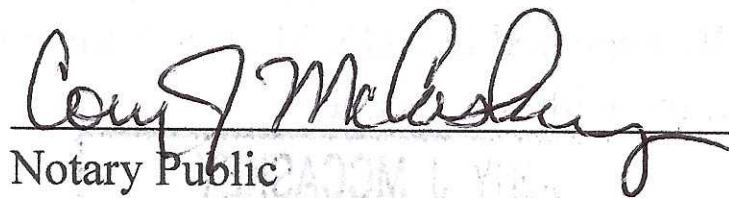
Notary Public

My Commission Expires: 10/19/22

STATE OF NORTH DAKOTA )  
 )ss.  
COUNTY OF GOLDEN VALLEY )

On this 5<sup>th</sup> day of December, 2018, before me, the undersigned, a Notary Public, personally appeared DANNY NOLL, known to me to be a DIRECTOR of the Corporation that executed the within instrument.

**CORY J MCCASKEY**  
NOTARY PUBLIC, STATE OF NORTH DAKOTA  
MY COMMISSION EXPIRES OCT 19, 2022



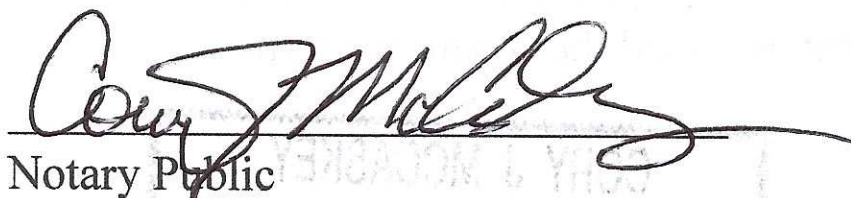
Notary Public

My Commission Expires: 10/19/22

STATE OF NORTH DAKOTA )  
 )ss.  
COUNTY OF GOLDEN VALLEY )

On this 5<sup>th</sup> day of December, 2018, before me, the undersigned, a Notary Public, personally appeared JAIMIE GRAY, known to me to be a DIRECTOR of the Corporation that executed the within instrument.

**CORY J MCCASKEY**  
NOTARY PUBLIC, STATE OF NORTH DAKOTA  
MY COMMISSION EXPIRES OCT 19, 2022



Notary Public

My Commission Expires: 10/19/22

STATE OF NORTH DAKOTA )  
 )ss.  
COUNTY OF GOLDEN VALLEY )

On this 5<sup>th</sup> day of December, 2018, before me, the undersigned, a Notary Public, personally appeared WANDA OLSON, known to me to be a DIRECTOR of the Corporation that executed the within instrument.

**CORY J MCCASKEY**  
NOTARY PUBLIC, STATE OF NORTH DAKOTA  
MY COMMISSION EXPIRES OCT 19, 2022





Notary Public

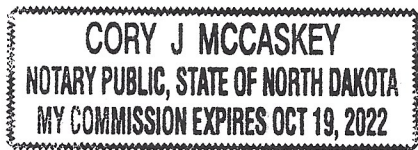
My Commission Expires: 10/19/22

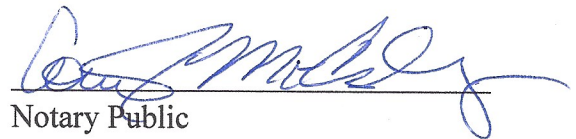
STATE OF NORTH DAKOTA )

)ss.

COUNTY OF GOLDEN VALLEY )

On this 2<sup>nd</sup> day of January, 2018, before me, the undersigned, a Notary Public, personally appeared LEE WEINREIS, known to me to be a DIRECTOR of the Corporation that executed the within instrument.



  
Notary Public

My Commission Expires: 10-19-22

01/21/22



