

**BY-LAWS  
OF THE  
HARDY COUNTY EMERGENCY AMBULANCE AUTHORITY**

**ARTICLE I. THE AUTHORITY**

**Section 1. Name of the Authority**

The name of the authority shall be "Hardy County Emergency Ambulance Authority".

**Section 2. Office of the Authority**

The office of the authority shall be located at the Hardy County Emergency Ambulance Authority building at 17940 State Road 55, Baker, West Virginia, 26801, or as such other places as the authority may from time to time designate by resolution. All books and records of the authority shall be made available for public inspection at the location stated above unless otherwise provided by resolution.

**Section 3 Public Non Profit Corporation**

The authority is a publicly supported organization which receives a substantial part of its support from the general public and is organized exclusively for exercising essential governmental functions to provide emergency medical care, support and education for the public health, safety and welfare of the citizens of Hardy County. It is authorized and empowered under the laws of the state of West Virginia to do any and all things necessary or convenient to carry out the powers given in West Virginia code 7-15-10, as amended, unless otherwise forbidden by law.

**Section 4. Dissolution of Authority**

Should the Hardy County Emergency Ambulance Authority be dissolved, all assets shall be distributed to the Hardy County Commission for the sole purpose to maintaining emergency medical care for the public health, safety and welfare of the citizens of Hardy County.

**Article II Board of Directors**

**Section 1. Duties and number of members on the board of directors**

The business, property and affairs of the authority shall be managed and controlled by the board of directors. The board of directors shall be composed of not less than five (5) nor more than seven (7) individuals who shall be known as members of the board. The appointment of each director shall be made by the Hardy County Commission.

**Section 2. Tenure and qualifications**

All members shall be appointed by the county commission so that approximately one-third (1/3) of the total number of members to be appointed shall be appointed for a term of one (1) year, approximately one-third (1/3) of the total number appointed shall be appointed for a term of two (2) years and one-third (1/3) of those appointed shall be appointed for a term of three (3) years. As the term of each such initial appointee expires, the successor to fill the vacancy created by such expired term shall be appointed for a term of three (3) years. A member of the board of directors may succeed themselves in office. In the event a person is appointed to fill an unexpired term, such term shall continue for the duration of such unexpired term.

### **Section 3. Quorum**

A majority of the members shall constitute a quorum for the transaction of business at any meeting of the board of directors, but if less than such majority is present at a meeting, a majority of the members present may adjourn the meeting from time to time without further notice. No vacancy in the membership of the board shall impair the right of a quorum to exercise all the rights and perform all the duties of the authority.

### **Section 4. Manner of actions**

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.

### **Section 5. Written consents and meeting by telephone**

Any action required or permitted to be taken at any meeting of the board of directors may be taken without a meeting if all members of the board of directors' consent thereto in writing and the writing or writings are filed with the minutes of the proceedings of the board of directors. Members of the board of directors may participate in a meeting of the board of directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this method shall constitute presence in person at such meeting.

### **Section 6. Removal of directors**

Any member of the board of directors of the authority may resign, or may be removed only by the majority of the board of directors. Should any member of the authority resign, the president of the authority shall immediately notify the county commission of the pending termination and request the county commission to enter an order making the necessary appointment to maintain a fully qualified board.

### **Section 7. Vacancies**

Any vacancies in the board of directors may be filled by the hardy county commission. A member of the board of director selected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

### **Section 8 Indemnification of directors and officers**

The board of directors may authorize the authority to pay for Directors and officers insurance for the expenses incurred by or to satisfy the judgment or fine rendered or levied against a present or former director, officer, or employee of the authority in an action brought by a third party against such person, whether the authority is joined as a party defendant, to impose a liability or penalty on such person for an act alleged to have been committed by such person while a director, officer, or employee, or by the authority, or by both, provided the board of directors determines in good faith within what he or she reasonably believed to be in the best interest of the authority. Payments authorized hereunder include amounts paid and expenses incurred in settling any such action or threatened action. The provisions of this section shall apply to the estate, executor, administrator, heirs, legatees, or devisees of a director, officer, or employee and the term "person" where used in this section shall include the estate, executor, administrator, heirs, legates, or devisees of such person.

## **Article III. Meeting of the board of directors**

### **Section 1. Regular meetings**

There shall be regular monthly meetings of the board of directors once per month until the authority shall determine by resolution that its meetings may be held more or less frequently, or at such other suitable time during the month as the authority may so properly designate, but it shall meet at least once in the months of January, April, July, and October. Every attempt should be made to alternate meeting sites between the Hardy County 911 Center in Moorefield, West Virginia and the Ambulance Authority Building in Baker, West Virginia. Notice with respect to the date, time, and location of such meeting will be given by the secretary of the authority at least three (3) days in advance.

### **Section 2. Special meetings**

Special meetings of the board of directors may be called by or at the request of the president of the board of directors or by two members of the board of directors upon written request to the secretary.

### **Section 3. Annual meetings**

The annual meeting of the authority shall coincide with the first regular meeting for the month of July at the prevailing time at the regular meeting place of the authority or at such other place or time as the authority shall designate.

### **Section 4. Notice.**

The secretary shall send to each director at least two days in advance of a special meeting, a written notice setting forth the time and place of the special meeting and the matters to be considered at such special meeting. Any director may, before or after such meeting, waive notice, and such waiver will obviate the necessity of any notice. The attendance of a director at a meeting shall be deemed a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting because the meeting was not lawfully called or convened.

### **Section 5. Meetings of the board**

All regular and special meetings of the authority will be held in accordance to the West Virginia open meetings law. Executive sessions are meetings or parts of meetings closed to the public. Executive sessions may be held to discuss the following (the list has been restricted to matters likely to concern the Authority):

- I The appointment, employment, resignation, discharge or compensation of any public officer or employee.
- II
- III Matters that, if discussed in public, are likely to adversely affect the reputation of any person.
- III. Matters involving the purchase, sale, or lease of property, advance construction planning or matters involving competition which, if made public, might adversely affect the financial interest of the state or any political subdivision.

### **Section 6. Agenda**

In order to be added to the agenda, any person desiring to address the Hardy County Ambulance Authority at its regular scheduled or special meetings, will need to contact the authority's secretary at the following address, 17940 state road 55, Baker, West Virginia or phone number 304-897-6050, at least three (3) days prior to the date of any meeting. Public comments/questions may be timed at the discretion of the presiding officer, not to exceed five (5) minutes total.

## **Article IV. Officers**

### **Section 1. Number of officers**

The board of directors shall elect from their own body a president, a vice president, secretary and treasurer. Upon election of a new president, the immediate past president shall serve in an advisory capacity to the president of the board of directors. Such other officers, agents, and assistant officers as may be deemed necessary may be elected or appointed by the board of directors. Any two (2) or more offices may be held by the same person except those of the president and secretary. The officers listed herein are authorized to meet at such additional times as may be deemed necessary.

### **Section 2. Compensation of officers and agents**

The board of directors shall have the power to fix salaries and compensation of all officers, assistant officers and agents whether such officers, assistant officers or agents be directors.

### **Section 3. Election and term of office**

The election of the officers of the authority shall be held during the annual meeting of the directors. Each officer shall serve for the next ensuing fiscal year or until his or her successor shall have been duly elected.

## **Article V. Duties of officers**

### **Section 1. President of the board of directors**

The president of the board of directors shall be the principal officer of the affairs for the authority and, subject to the control of the board of directors, shall, in general, supervise and control all of the affairs of the authority. The president of the board of directors may sign and acknowledge any and all instruments requiring the signature and acknowledgement of the authority. The president of the board of directors shall be a member of the board of directors.

### **Section 2. Immediate past president of the board of directors**

The immediate past president shall serve in an advisory capacity to the President of the board of directors.

### **Section 3. Vice-president**

In the absence of the president or in the event of his or 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 subjected to all the restrictions upon the president. The vice-president shall perform other duties as shall be assigned from time to time by the president or the board of directors.

### **Section 4. Secretary**

The secretary shall keep or cause to be kept the records, books and papers of the authority. He or she shall attend and keep correct minutes of the meetings of the board of directors, and shall cause all notices to be duly given in accordance with provisions of the by-laws and as required by law. The secretary shall keep a register of the mailing addresses of each director when furnished with such address by the director and shall have general charge of all the records of the authority. The secretary shall perform such other duties as the board of directors or the president may from time to time require. The records, books and papers of the authority shall be kept at such places as the board of directors shall designate.

### **Section 5. Treasurer**

The treasurer shall have charge of all money of the authority and shall receive and receipt for, in the name of the authority, all monies due and payable to the authority and shall deposit the same to the credit of the authority in such banking institution or institutions as the board of directors may direct and shall be

withdrawn therefrom only in such a manner as the board may direct. The treasurer shall audit for payment, subject to the order of the board of directors, all bills, vouchers, and accounts. The treasurer shall report the financial condition of the authority in the form and at the times prescribed by the board of directors.

#### **Section 6. State code chapter 7-15-7**

In accordance with state code 7-15-7, the treasurer, and such other officers and employees as the board shall direct, shall furnish bond for the use and benefit of the authority in such penal sum as may be fixed by the board of directors and conditioned upon the faithful discharge by the treasurer and such other officers and employees so directed by the board of the duties of their respective office or employment and upon accounting for and paying over all moneys which may come into their possession by virtue of such office or employment.

#### **Section 7. Salaries**

The salaries of the officers shall be fixed from time to time by the board of directors and no officers shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the authority and receiving compensation as a director.

### **Article VI. Committees**

#### **Section 1. Audit committees**

There shall be established a standing committee referred to as the audit committee. The audit committee shall consist of the president, vice-president, and the finance committee chairperson. The audit committee shall meet one (1) time per year with the general purpose of reviewing the authority's compliance with any independent audit conducted of the authority and any other related issues pertaining to such compliance. The audit committee shall report any and all findings and conclusions to the board in a timely manner.

#### **Section 2. Other committees**

The board or president may establish any other committee it deems necessary. Members of committees so established shall be appointed by the president and shall meet at times and places determined by the committee members. Each committee will have a scope of activity to be defined by the board or president and each shall report its works to the board as needed.

### **Article VII. Notices**

#### **Section 1. Notice**

Whenever any notice is required to be given to any director of the authority under the provisions of these by-laws or under the provisions of the statutes of the state of West Virginia, a waiver thereof in writing signed by the person or persons entitled to notice shall be deemed equivalent to the timely giving of such notices.

## **Article VIII. Order of business**

### **Section 1. At the regular meeting of the authority, the following shall be the order of business:**

1. Roll call
2. Approval of the minutes of the prior meeting
3. Treasurer's report
4. Introduction of guest
5. Committee reports
6. Special reports
7. Old business
8. New business
9. Public comments
10. Adjournment

### **Section 2. Rules of order**

The authority may adopt or amend any rules it deems necessary to assure the orderly conduct of its business. Rules may be adopted at any regular meeting by a majority of the board. No rule that conflicts with the by-laws may be adopted. Any conflicts will be resolved by the president who is sitting as chairperson and the conduct of the meeting shall be consistent with the rules laid down by "Roberts rule of order". Proxy votes shall not be allowed.

## **Article IX by laws**

### **Section I. By-law changes**

These by-laws may be altered, amended, repealed or added to at any regular meeting of the board of directors, or any special meeting of the board of directors at which the proposed alteration amendment or repeal has been placed on the agenda, by affirmative vote of a majority of the board of directors. Anytime these by-laws are altered, amended, repealed or added to, a new copy of the revised by-laws shall be printed and filed by the hardy county ambulance authority secretary with a revision date on the first page. An attested copy of the revised by-laws shall also be filed in the office of the hardy county clerk's office.

The original by-laws were approved by the Hardy County Emergency Ambulance Authority by resolution at its regular meeting on the 27<sup>th</sup> day of March, 2013.

Amended bylaws approved by resolution on the 14<sup>th</sup> day of March, 2018.

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Paul R. Lewis, President

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Secretary  
Doug Coffman