

**Extraordinary Meeting of the Portal Rescue Board  
March 2, 2011**

President Bill Wilbur called the meeting to order at 6:00 pm. All board members and no community members attended.

Bill noted that the purpose of this meeting was to consider a temporary reduction in the number of board members, and in the quorum needed to conduct business, because it has recently been difficult to attract new members to the Board.

Rick Beno noted that: (1) this has been a long-term, not just a temporary problem, and that (2) the Board, as presently constituted, is rather large compared to the community it serves. He suggested that we might wish to permanently reduce the Board to seven members, including the two chiefs, two other active members, and three community members. The requirement for a quorum could then be reduced from six members to five. Subsequent discussion was wholly in favor of these propositions. Dinah moved that we adopt Rick's suggestions. This proposed change to the by-laws would be presented to the community at the annual meeting. The active members would then vote on the matter before nominations are considered and the elections are held. Susanne seconded the motion. There was some discussion as to whether or not we should still elect a Vice-President, and it was decided that we should, so long as it was possible to find someone to serve in that capacity.

The vote taken was unanimously in favor of the motion. Rick volunteered to provide copies of the original by-laws (last modified in 2010) and the proposed new by-laws incorporating the above changes. These documents will be circulated to the community prior to the March meeting.

Bill Wilbur moved that we adjourn, Cheri Greenwade seconded his motion, and at 6:10 pm, the Board voted unanimously to adjourn.

**Proposed Changes for 2011 Portal Rescue Incorporated  
By-Laws**

- I. NAME: The name of this organization is Portal Rescue Incorporated.
- II. PURPOSE: The purpose of this organization is to provide fire protection and emergency medical services to residents of the Portal/Paradise (Arizona) and Rodeo (New Mexico) area, and to transients in that area.
- III. MEMBERS:
  - A. Active Membership is required by and available upon application to an individual:
    - 1. Who is licensed by the Arizona Department of Health Services as an Emergency Medical Technician, at any level, and who is accepted by a majority vote of the Governing Board. Maintenance of such license and maintenance of the requirements of EMT as determined by the Governing Board shall be requirements for continuing Active membership OR
    - 2. Who is accepted as Firefighter by a majority vote of the Governing Board and who maintains the requirements of Firefighter as determined by the

state of Arizona and the Governing Board

- B. Active Membership is not required, but is available upon application to an individual:
  - 1. Who performs a defined, recurring task on behalf of Portal Rescue and is accepted by a majority vote of the Governing Board.
- C. Non-active Membership is not required by but is available upon application to an individual:
  - 1. Who is a student in a Portal Rescue sponsored EMT or Firefighter training class, for the duration of the class. This membership will be non-voting

IV. GOVERNING BOARD: A governing Board composed of the EMT chief, the Fire chief, ~~three two~~ (32) Active Members who are EMTs or Firefighters and ~~four three~~ (43) members of the community at large (including members defined in section 3B), shall be vested with policy-making, enforcement of the policies contained in the Portal Rescue Policy Book, and budgetary authority for the corporation.

- A. The EMT Chief shall be elected annually by EMTs who are Active Members of Portal Rescue. The EMT Chief shall have functional direction of all Emergency Medical activities subject to the policy and budgetary direction of the Governing Board.
- B. The Fire Chief shall be elected annually by Firefighters who are Active Members of Portal Rescue. The Fire Chief shall have functional direction of all Fire activities subject to the policy and budgetary direction of the Governing Board.
- C. Any Active Member who has been nominated, and has agreed to serve, may be elected to one of the ~~three two~~ (32) Active Member positions on the Board at the Annual Meeting. Only Active Members present vote on these positions. The ~~three two~~ (32) candidates who receive the largest number of votes shall be elected.
- D. Any resident of the Portal Rescue service area who is not an Active Member of Portal Rescue and is not a member of the immediate family of a Board Member, and who has been nominated and has agreed to serve, may be elected to one of the ~~four three~~ (43) "at Large" positions on the Board. All residents of the service area, including Active Members of Portal Rescue, who are present at the Annual Meeting, may vote on these positions. The ~~four three~~ (43) candidates who receive the largest number of votes shall be elected.

V. OFFICERS: The officers of Portal Rescue Board of Directors shall be President, Vice President, Secretary and Treasurer. The President, Vice President, Secretary and Treasurer shall be selected by the Governing Board from among all current Board Members. Any officer may be removed for cause by a majority vote of the

Governing Board. Any vacancy among the officers, or the Board, shall be filled by a majority vote of the Board.

- A. The President shall be the designated representative of the organization in any and all business with individuals or organizations, public or private. In such business the President shall represent the policies and wishes of the Governing Board. The President shall call and shall preside at meetings of the Governing Board. The President shall have signing authority for financial transactions of the Board when that signature is accompanied by one other authorized signing authority.
- B. The Vice President shall perform all duties and have all privileges of the President in the event of the continued absence or incapacitation of the President. The Vice President shall preside, in the absence of the President, at any meeting of the organization. The Vice President may also perform any other duties delegated by the President. The Vice President shall have signing authority for financial transactions of the Board when that signature is accompanied by one other authorized signing authority.
- C. The Secretary shall, upon the direction of the President, conduct correspondence of the organization and shall prepare and maintain minutes of all meetings of the organization. The Secretary shall have signing authority for financial transactions of the Board when that signature is accompanied by one other authorized signing authority. The Treasurer shall be the custodian of all monies of the organization and shall prepare and maintain financial reports of the organization. The Treasurer shall present to the membership, at the Annual Meeting, a report of the activities and the financial condition of the organization for the preceding year. The Treasurer shall have primary signing authority for financial transactions of the Board when that signature is accompanied by one other authorized signing authority; except that the treasurer shall have single party signing authority for financial transactions of the Board with established vendors as defined in the Treasurer's Duties documented in the Policy Manual.
- D. All Governing Board members and officers shall serve from their election to the next following annual meeting, or until a successor is elected or appointed and installed.

VI. MEETINGS: The President shall call an Annual Meeting of the Active Membership and the general public in the first quarter of the calendar year for the election of the Governing Board and for transacting such business as may be brought before the Active Membership and for hearing the Treasurer's report. The President shall call a quarterly meeting of the Governing Board to conduct any business brought before it. The President has the authority to call such other meetings of the Active Membership or of the Governing Board at any time.

- A. The President shall notify each Active Member of the organization of the Annual Meeting and shall post such notice in a public place not less than seven days before the date of the meeting. The President shall contact each member of the Governing Board of any meeting of the Board not less than seven days before the date of the meeting.
- B. A quorum for the Governing Board shall consist of ~~two-thirds~~ **five** of the Board Membership.
- C. A quorum shall be required to transact business of the organization. In matters brought before the Board a simple majority of the quorum shall carry the vote.

VII. PARLIAMENTARY AUTHORITY: The rules contained in Robert Rules of Order (Revised) shall govern the organization in all cases in which they are applicable, and in which they are not inconsistent with the by-laws or the special rules of the organization.

- A. METHOD OF AMENDING THE BY-LAWS: Proposed amendments to the By-laws shall be submitted, in writing, to the Active Membership at least seven (7) days before an Annual Meeting, or a Special Meeting called by the President for the purpose of amending the By-laws, and shall require the approval of two-thirds of all Active Members present.

**Revised on March 17, 2010**