

Portal Rescue Incorporated

By-Laws

- I. **NAME:** The name of this organization is Portal Rescue Incorporated.
- II. **PURPOSE:** The purpose of this volunteer organization is to provide fire protection and emergency medical services to residents and visitors of the Portal/Paradise (Arizona) and Rodeo (New Mexico) area.
- III. **MEMBERS:**
 - A. Active Membership is required by, and available upon application to:
 1. Individuals who are licensed by the Arizona Department of Health Services as Emergency Medical Technicians, at any level, and who have been accepted by a majority vote of the Governing Board. Maintenance of such licenses and maintenance of EMT requirements as determined by the Governing Board shall be requisites for continuing Active Membership.
 2. Individuals who are accepted as Firefighters by a majority vote of the Governing Board and who maintain the Firefighter requirements as determined by the state of Arizona and the Governing Board.
 - B. Active Membership is not required, but is available upon application to individuals who perform a defined, recurring task on behalf of Portal Rescue's emergency response, are accepted by a majority vote of the Governing Board, and maintain requirements as determined by the Governing Board.
 - C. Non-voting membership is available upon application to students in Portal Rescue approved EMT or Firefighter training classes for the duration of those classes.
- IV. **GOVERNING BOARD:** A governing Board composed of the EMT chief, the Fire Chief, two (2) Active Members who are EMTs or Firefighters and three (3) members of the community at large (including members defined in section III.B), 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. Portal Rescue EMTs or Firefighters who have been nominated and have agreed to serve, may be elected to one of the two (2) Active Member positions on the Board at the Annual Meeting. Only Active Members present vote on these positions. The two (2) candidates who receive the largest number of votes shall be elected. See IX. for definition of “present”.
- D. Any resident of the Portal Rescue service area including Active Members defined in III.B and who 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 three (3) “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 three (3) 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 the 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.

D. 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.

E. All Governing Board members and officers shall serve from their election to the next 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 require the presence of five Board members. See IX. for definition of "present".

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's 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.

VIII. 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. See IX. for definition of "present".

IX. DEFINITIONS: "Present" for the purposes of these by-laws is as follows: Board members are considered present if attending in person or remotely by two way audio connection. Active Members are considered present if attending in person or remotely by two-way audio connection when approved in advance by one of the Chiefs. Community Members are only considered present if attending in person.

X. Revised on January 15, 2020