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# Article 1

## Mission & Duty of District

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### Mission Statement

The Pettis County Ambulance District is established to promote the efficient delivery of high-performance pre-hospital emergency services and inter-facility transfers that remain responsive to the patients' medical needs. Our commitment is to the provision of professional and compassionate care while providing excellence in service.

### Section 1.00 – Primary Duty and Philosophy

The primary duty of the Pettis County Ambulance District shall be around-the-clock preparedness to promptly respond to all requests for emergency medical care or medical transportation within the boundaries of the ambulance district. The Board of Directors will ensure that all policies, practices and administrative oversight is such that persons with illness or injury are provided responsive care by highly trained professional staff utilizing effective principles and practices of patient care and state of the art equipment. The Members of the Board of Directors and all District Employees shall embrace sound business and or clinical management skills appropriate to their public office or employment status and shall diligently strive for excellence through ongoing training, education, evaluation and improvement.

In effort to accomplish the mission and duty of this organization we hereby inaugurate and empower the Board of Directors of the Pettis County Ambulance District with the authority to;

- A. Levy, collect, appropriate, manage, budget, invest and disburse funds for any of the purposes contained herein, including, but not limited to the authority to purchase, sell, lease and mortgage property interests, whether real or personal, tangible or intangible. The acquisition of property interests may include dedication, gift, bequest, agreement, use or adverse possession thereof.
- B. Borrow money and to issue bonds, notes, certificates, or other evidences of indebtedness for the purpose of accomplishing any of its corporate purposes, subject to compliance with any condition or limitation set forth in RSMo Chapter 190 or otherwise provided by the Constitution of the State of Missouri.
- C. Employ or enter into contracts for the employment of any person, firm, corporation or professional service necessary or desirable for execution of the general purpose, proper administration and management thereof or to protect or control District property.
- D. Promote the furtherance of public safety and establishment of emergency regulations and procedures in concert with local police, fire, EMS air ambulance, emergency management and Bothwell Regional Health Center for the benefit of the public in times of accident, medical emergency, illness, natural disaster or need for search and rescue.
- E. Engage in all other lawful activities defined herein by the Articles of Organization and to pursue any other related activities as deemed appropriate by the Board to promote the vision and purpose of the organization so as it's aligned with local interest of public health, safety and welfare.

### **Section 1.01 – Mutual-Aid Service**

Upon authority and direction of the District Administrator or his or her designee, the Pettis County Ambulance District will provide mutual-aid service, upon request, to other ambulance districts, counties or cities in time of emergency or disaster, provided there are sufficient resources and equipment available and that it will not jeopardize the public health, safety or welfare of the people of the Pettis County Ambulance District. The Board of Directors hereby authorizes the District Administrator to enter into a mutual-aid agreement with adjoining ambulance districts, counties and cities, subject to the terms contained herein.

### **Section 1.02 – Non-Discrimination Statement**

The Pettis County Ambulance District Board of Directors, employees, volunteers or assignees shall not discriminate in providing medical care and/or transportation of patients on the basis of race, sex, age, color, religion, sexual preference, national origin, ancestry, handicap, medical condition or ability to pay.

## **Article 2**

### **District Organization**

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#### **Section 2.00 – Name and Principal Office**

The name of this organization, a tax supported non-profit corporation, will be the “Pettis County Ambulance District” and from herein may be referred to as the “PCAD”, “District”, “ambulance district”, “organization” or “corporation”. The principal office of the Pettis County Ambulance District shall be:

210 West Fourth Street

PO Box 1383

Sedalia, Missouri 65302-1383

#### **Section 2.01 – Geographic Description, Exclusions and Cities**

The geographical area of the Pettis County Ambulance District, approximately 560 square miles, includes all of Pettis County except the territory now served by Sweet Springs, Cole Camp and Windsor Ambulance Districts. The PCAD includes the cities of Sedalia, Green Ridge, Smithton, LaMonte and Hughesville. The attached map of the PCAD is hereby made part of these Bylaws by this reference.

#### **Section 2.02 – Boundaries**

Boundaries of the PCAD will be maintained and established by the Pettis County Clerk’s office in coordination with the PCAD District Administrator, Pettis County 911 Coordinator and the Pettis County Commission. As District boundaries are known to change due to population fluctuations, the District’s geographic election districts are generally described as; District #1 – Pettis County Southeast, District #2 – Sedalia West, District #3 – Pettis County North, District #4 – Sedalia East, District #5 – Sedalia Central, District #6 – Pettis County Southwest. For current and specific boundaries contact the office of the District Administrator. The Pettis County Commission shall reapportion the ambulance districts within sixty days after the population of the

Pettis County is reported to the Governor of Missouri for each decennial (10 year) census of the United States.

### **Section 2.03 – Leadership and Staff**

This organization shall consist of but not be limited to a: Six member elected Board of Directors, Advisory Panel, District Administrator, Medical Director, Fleet Manager, a staff including; Shift Supervisors, Paramedics, Emergency Medical Technicians, District Educators and Administrative Personnel. Part-time staff may include; Paramedics, Emergency Medical Technicians, District Educators and Administrative Personnel. Job descriptions shall be fully defined in the PCAD Operations Handbook, as developed.

### **Section 2.04 – Advisory Panel**

The PCAD Advisory Panel shall consist of such number of person's as may be provided, from time to time, by Resolution of the Board of Directors. The Advisory Panel shall be appointed by the Board of Directors, by Resolution, to serve at the pleasure of the Board; provided that the Board of Directors establishes the goals, objectives and tasks to be performed by the Panel, its duration and any applicable time constraints at the time of its formation. The Board of Directors shall appoint an Advisory Panel Chairman. The Advisory Panel may meet from time to time as they may decide, and may advise and consult with the Board of Directors on any matter relating to the business, property, operation or affairs of the District, but their recommendation shall be advisory only, and shall not be mandatory upon the Board of Directors. The Advisory Panel in such capacity shall have no right to notice or to vote at any meeting and shall not be considered for purposes of establishing a quorum. The Board of Directors also may refer any matter to the Panel for their opinion or advice, and the Advisory Panel shall consider any such matter promptly, and the Chairman of the Advisory Panel shall report such findings, opinion or advice to the Board as promptly as possible.

## **Article 3**

### **Board of Directors**

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#### **Section 3.00 – Authority**

The affairs of the corporation shall be managed by the Board of Directors who shall have, and may exercise, all the powers of the corporation and those enumerated in RSMo section 190.060 and any further powers that may hereafter be granted to them by law. The Board of Directors is responsible for the fiscal stability of the organization and shall be faithful to the purposes and goals of the organization. The powers of the Board of Directors shall include, but not be limited to, the election of officers, establishing policy, designating authority, appointment of a Medical Director, approval or rejection of recommendations pertaining to programs, projects and budgets, and strategic plans. The Board of Directors may authorize the Board Chairman and any other officer to enter into any contract or execute any instrument in the name of, or on behalf of the PCAD and such authority may be general or confined to a specific instance.

### **Section 3.01 – Inaugural Board**

For the inaugural Board Of Directors, elected June 5, 2012, the directors of each elected from districts one and four shall serve for a term of one year, the directors elected from districts two and five shall serve for a term of two years, and the directors from districts three and six shall serve for a term of three years. Thereafter, the terms of all directors shall be three years. All directors shall serve the term to which they were elected or appointed, and until their successors are elected and qualified, except in cases of resignation or disqualification. The Board of Directors of the PCAD District shall possess and exercise all of its legislative and executive powers. Each member of the Board of Directors shall have one (1) vote each. If a tie vote occurs, the vote will be not in favor of the motion. The Pettis County Ambulance District Board of Directors may herein be referred to as the “Board”, “District Board”, “Directors”, “Board Members”, “Members” or “Board of Directors”.

### **Section 3.02 – Board Candidate Requirements**

A candidate for director of the ambulance district shall, at the time of filing, be a citizen of the United States, a qualified voter of the election district, a resident of the election district for two years next preceding the election, and shall be at least twenty-four years of age. A candidate shall file a written declaration of candidacy with the county clerk of Pettis County. No volunteer or paid employee of the PCAD, whether part-time, full-time or temporary, may hold a position as a Board of Director with the Pettis County Ambulance District per RSMo section 321.017.

### **Section 3.03 – Elections**

An annual election for the selection of two (2) directors and for submission of any other propositions that may be legally submitted to the voters of PCAD will be held each year on the first Tuesday after the first Monday in April. Notwithstanding any other provision of law, if the number of qualified candidates for the office of director is no greater than the number of directors to be elected, no election shall be held, and the candidates shall assume the responsibilities of their office at the same time and in the same manner as if they have been elected per RSMo section 115.124(1). New directors shall be sworn in and take office at the first regular meeting of the Board of Directors in April of each year. In the Order of Business at this meeting, new Directors shall be sworn and be seated after old business and before new business.

### **Section 3.04 – Election Districts**

The PCAD is divided into six election districts as equal in population as possible. In accordance with RSMo Section 190.050 one director will be elected from each of the following districts;

District #1 – Pettis County Southeast

District #2 – Sedalia West

District #3 – Pettis County North

District #4 – Sedalia East

District #5 – Sedalia Central

District #6 – Pettis County Southwest

### **Section 3.05 – Board Terms**

Subsequent to the terms of service in Section 3.0 above, all terms of each director shall be (3) three years. All directors shall serve the term to which they are elected or appointed, and until their successors are elected and qualified, except in cases of disqualification or resignation. The Board of Directors of the PCAD shall possess and exercise all of its executive and legislative powers enumerated in RSMo Chapter 190, Emergency Services.

### **Section 3.06 – Board Training, Required**

All members of the Board of Directors of the PCAD shall attend and complete an educational seminar or conference or other suitable training on the role and duties of a board member of an ambulance district. The minimum required training curriculum of this section is set forth in RSMo Section 190.053.

### **Section 3.07 – Officers**

The Officers of PCAD will consist of a Chairman, Vice-Chairman, Secretary, and Treasurer. At the first regular meeting of the Board of Directors, in April of each year, newly elected Board Members will be sworn and seated and the Board shall elect a chairman and vice-chairman from its members and select a secretary, treasurer and such officers or employees as it deems expedient or necessary for the accomplishment of board objectives and District purpose. Vacancies may be filled or new officer positions created and filled during any meeting of the Board of Directors. Each officer will hold office until his or her successor has been duly elected and qualified. The duties of the officers will be those duties and responsibilities attached to that office and in addition thereto, any other duties as may be designated from time to time by the Chairman and or Board of Directors. The secretary and treasurer need not be members of the board.

### **Section 3.08 – Chairman**

After each April election of new board members the board shall select a Chairman for the accomplishment of its corporate objectives as described in Article 1. The Chairman shall be considered the Chairperson of the Board of Directors. The Chairman shall ensure that all business, activities, functions and affairs of the Corporation are carried out, performed and implemented in accordance with these Bylaws, all orders and resolutions of the Board of Directors and applicable law. The Chairman shall conduct all meetings of the Board of Directors and shall represent or appoint representatives to act as media spokesman or liaison of the District, before all bodies, public and private. The Board Chairman serves as statutory agent for the District.

### **Section 3.09 – Vice Chairman**

After each April election of new board members the board shall select a Vice Chairman for the accomplishment of its corporate objectives as described in Article 1. The Vice Chairman shall serve in place of the Chairman in the event of his or her temporary disability or absence from any meeting. The Vice Chairman shall assist the Chairman and take a leadership role in board development, transition and orientation of new board members and continuing assessment of overall board effectiveness. The Vice Chairman shall have such other duties as the Chairman may assign.



### **Section 3.10 – Treasurer**

After each April election of new Board Members the Board shall select a Treasurer as it deems expedient or necessary for the accomplishment of its corporate objectives as described in Article 1. The Treasurer shall prepare or cause to be prepared all required financial statements, tax returns and budgets. If the Corporation employs an accountant, attorney or other agent, the duties may be delegated to the agent. However, the Treasurer shall remain responsible for supervising the agent. The Treasurer shall keep full and accurate records of all financial affairs, funds, securities and locations of valuable papers and shall provide a report thereof to the Board on a monthly basis. The Treasurer shall keep all records of the Board in a fireproof and secure container and location. The Treasurer need not be a member of the Board.

### **Section 3.11 – Secretary**

After each April election of new board members the board shall select a Secretary for the accomplishment of its corporate objectives as described in Article 1. The Secretary shall keep accurate and complete records of all meetings of the Members and the Directors, including minutes of the meetings, all resolutions adopted and all consents to actions without a meeting. The Secretary shall have authority to give all notices required by law or these Bylaws. The Secretary shall be custodian of the books, records, contracts and other documents of the Corporation. The Secretary may affix the corporate seal to any lawfully executed documents requiring it and shall sign such instruments as may require his or her signature. The Secretary need not be a member of the Board.

### **Section 3.12 – Standards of Conduct**

Under well-established principles of nonprofit corporation law, a board member must meet certain standards of conduct and attention in carrying out his or her responsibilities to the organization. These standards are duty of care, duty of loyalty and duty of obedience.

- A. **Duty of Care** – This standard requires that a board member exercise the same care that an ordinary, prudent person would exercise in a like position or under similar circumstances. It means that board members should attend board meetings and be informed about the activities of the organization in order to be able to make informed and independent decisions when voting. Each Board Member shall devote such time to the duties of the office as the faithful discharge thereof may require.
- B. **Duty of Loyalty** – This duty requires a board member to act in good faith, be faithful to the organization and pursue the organization’s best interests. It means that board members must be dedicated to the organization’s mission and purpose and put the interests of the organization above self-interest. Every member of the Board of Directors owes an undivided loyalty to the public whom he or she serves and should not place himself in a position which will subject the Director to conflicting duties or expose him or her to the temptation of acting other than in the best interests of the public [see Conflict of Interest Section 3.21].
- C. **Duty of Obedience** – The board shall act in accordance with the organization’s rules and policies, and in furtherance of its goals as stated in the mission statement, articles of incorporation and bylaws. In addition, the board must comply with all state and federal laws. The duty of obedience forbids acts

outside the scope of corporate powers. Any person violating, or failing to comply with the provisions of RSMo sections 190.001 to 190.245 are guilty of a class B misdemeanor.

### **Section 3.13 – Medical Director**

A Medical Director shall be employed by the board to provide; approval of medical protocols under which the organization operates, oversight of overall quality control and quality improvement of medical operations and various other responsibilities identified and specified by the State of Missouri and the Department of Public Health and Human Services. All medical operations of the organization are conducted under the license and authority of the Medical Director, which authority may be withdrawn from any individual employed by the District or the entire organization, in the Physician Adviser's sole discretion.

### **Section 3.14 – Committees, General**

The Board of Directors may, by resolution adopted by a majority of the Directors, establish such committees as the Board deems appropriate. The directors shall define the duties of any committee so appointed. Each such committee shall consist of at least one (1) Member, but need not consist of a Director unless so provided by the Board of Directors. All committees are accountable to the Board of Directors and unless the directors otherwise designate, those committees shall conduct their affairs in the manner as provided in these bylaws. The members of any committee shall remain in office at the pleasure of the directors or an established term. No committee, with exception of the Executive Committee as prescribed in Section 3.15 below, may exercise the authority of the Board of Directors in the conduct of the business or affairs of the Corporation.

### **Section 3.15 – Executive Committee**

The Executive Committee shall consist of the Board Chairman, Vice-Chairman, Secretary, and Treasurer. Except for the power to amend or suspend the Articles of Incorporation and these bylaws, the Executive Committee shall have all the powers and authority of the entire board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board. Furthermore, it shall be the duty of the Executive Committee to compose the agenda of and make recommendations to the Board of Directors.

### **Section 3.16 – Finance Committee**

The Finance Committee shall be chaired by the Treasurer and include three (3) other board members. The Finance Committee is responsible for developing and reviewing fiscal needs and procedures, cost-savings measures and the annual budget with staff and other board members. The board must approve the next following fiscal budget, on or before December 31<sup>st</sup> of the year preceding that budget year. All expenditures must be within the current budget and any major change in the budget must be approved by the board or the Executive Committee. The fiscal year of the District shall be January 1 through December 31. Monthly reports, prepared by the Finance Committee, shall be submitted to the board showing income, expenditures, and pending income [see Section 8.02]. The financial records of the organization are public information and shall be made available to the membership, board members, and the public as provided for in Sections 3.18 and 3.19 of these Bylaws.

### **Section 3.17 – Human Resource Committee**

The Human Resource Committee shall be chaired by the District Administrator and include the Medical Director, the Education Coordinator, the Human Resource Manager and the three Shift Supervisors. All members of the Human Resource Committee will be voting members. The Committee shall establish and periodically review all policies of conduct and procedures for all PCAD employees and volunteers. The policies contained in the PCAD Operations Handbook shall be formally reviewed annually by the Human Resource Committee. District Administrator shall have the sole authority to hire and to take adverse disciplinary action up to and including employee termination. Any adversely affected non-hired prospective employee or adversely affected disciplined employee may file an appeal and be heard by the Human Resource Committee which shall review the firing or adverse employment action. Any hearing conducted by the Human Resource Committee shall be informally conducted as a fact finding investigatory hearing and not as a contested case under Chapter 536 RSMo. The Human Resource Committee shall submit to the Secretary of the Board, in writing, all recommendations and consideration thereof. The adversely affected employee may appeal onto the full Board of Directors for further review. However, the Board may choose either to hear the matter again or to make a decision from the employee file supplied by the Human Resource Committee.

### **Section 3.18 – Confidentiality**

The Missouri Sunshine Law specifically recognizes the legitimate need for confidentiality in areas of a sensitive nature, such as but not limited to, litigation, legal advice, personnel issues, and bidding matters. The District agrees and recognizes that freedom of speech is a preferred and valuable right under the Missouri and United States constitutions, nonetheless these rights are not absolute rights. The U.S. Supreme Court has specifically recognized the special needs of governmental entities to control the exercise of free speech, of its employees and officers to a greater extent than the public at large. Each Board Member agrees not to divulge any closed record, discussion or details of any closed session that has been legitimately closed in accordance with RSMo section 610.021 and 610.022. Each Board Member recognizes that such a breach of confidentiality could be greatly detrimental to the interests of the District, the Board, and the public in general, including but not limited to liability exposure.

### **Section 3.19 – District Records**

The Board of Directors will provide safekeeping of its permanent record and for the recording of the corporate actions of the District. The Board of Directors will keep a true and accurate account of its receipts and an annual financial audit review will be made of its books, records, and accounts. Such books and records shall be made available for inspection by any member of the board upon request by the board member. All officers and employees authorized to receive or retain custody of money, or to sign vouchers, checks, warrants or evidence of indebtedness binding upon the District, will furnish security bond for the

faithful accounting of all funds that are to be approved by the Board of Directors. The costs of all bonds shall be paid for by the Pettis County Ambulance District.

### **Section 3.20 – Fraternalization**

No Board Member shall fraternize with any employee or volunteer of the District. The District agrees and recognizes that freedom of association is a preferred and valuable right under the Missouri and United States Constitutions, nonetheless these rights are not absolute. The U.S. Supreme Court has specifically recognized the needs of governmental entities to control the exercise of freedom of association of its employees and officers to a greater extent than the public at large. The freedom of association must be balanced against the legitimate need of a governmental entity to minimize friction in the workplace, exposure to liability, and effective administration of its policies.

### **Section 3.21 – Conflict of Interest**

Any Board member with an interest, relationship or responsibility that conflicts with the Board member's fiduciary responsibility to the PCAD shall recuse himself or herself from any discussions, negotiations and any votes on the issue that gave rise to the conflict and, if necessary, from the Board meeting, or applicable part thereof. If a Board member fails to disclose a substantial conflict of interest, or has a significant continuing and irreconcilable conflict of interest that impedes the Board member's ability to carry out his or her fiduciary responsibility to the PCAD, resignation from the Board or from the conflicting interest may be required.

### **Section 3.22 – Change in Residency, Board Vacancy**

Any member of the board of directors who moves residency from the district from which the member was elected shall be disqualified as a member of the Board. Any vacancy that occurs in the membership of the board as a result of death, resignation, or disqualification, the remaining members shall appoint a qualified person, as provided in RSMo section 190.052, to fill the vacancies until the end of the unexpired term.

### **Section 3.23 – Leave of Absence**

Any officer or director may request a leave of absence by submitting a written request to the board of Directors. The request does not have to contain the reasons for the request and any request for a leave of absence shall be considered and voted on at the next regular scheduled meeting of the Board. All duties shall be relinquished during the leave of absence, with any exceptions made by the Board. A leave of absence may be granted for up to 6 months or longer if circumstances require and approved by the Board.

### **Section 3.24 – Resignation from Office**

A director may resign from the Board by delivering his or her written resignation to the chairman or secretary of the corporation, to a meeting of the Board or to the corporation at its principal office. Such resignation shall be effective immediately, unless specified to be effective at some other time, and acceptance therefore shall not be necessary to make it effective unless it so states. No reason for such a resignation shall be required by the District. Any vacancy that occurs in the membership of the board as a result resignation the remaining members shall appoint a qualified person, as provided in RSMo section 190.052, to fill the vacancies until the end of the unexpired term.

### **Section 3.25 – Recall of Directors**

Each member of the ambulance district board of directors shall be subject to recall from office by the registered voters of the election district from which he or she was elected. Proceedings may be commenced for the recall of any such member by the filing of a notice of intent to circulate a recall petition per RSMo section 190.056(3).

## **Article 4**

### **Board Meetings**

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#### **Section 4.00 – Regular Meetings, Place, Time and Notice**

Regular monthly meetings of the Board of Directors of the PCAD will be held on the second and fourth Tuesday of every month, unless the Board has agreed otherwise and proper notice under Missouri Sunshine Laws have been executed [RSMo Chapter 610]. Meetings will be held at 6 pm at the principal office of the District unless another location is designated by a majority of the board members. The Chairman shall preside over all meetings of the Board. The Secretary shall keep an official meeting record [Section 3.19] to include all resolutions adopted by the Members, minutes of all meetings, public statements and all written consents [Section 4.07] of actions taken without a meeting. At the discretion of the Chairman, Robert's Rules of Order [latest edition] shall govern the conduct of each meeting. All business and meetings of the PCAD Board of Directors and District business shall be conducted in compliance with all Missouri Sunshine Laws [RSMo Chapter 610] and rules and regulations contained herein. See meeting notice Section 4.05 and 4.06. Board meetings should adjourn no later than 9 pm, or shortly thereafter upon completion of the item of business under discussion. All other business shall be tabled until the next Board meeting, either regular or special, with the exception of the payment of vouchers.

#### **Section 4.01 – Annual Meetings**

An annual meeting of the PCAD Board Members shall be held at 6 pm the second Tuesday in the month of April of each calendar year or any such day in April that follows the election of new board members [Section 3.04] as shall be designated by the Board of Directors. The annual meeting shall be held for the purpose of transacting any regular and or annual business as authorized by these Bylaws and Chapter 190 RSMo, including but not limited to, the election of Officers and presentation of the annual financial report by the Treasurer and Finance Committee.

#### **Section 4.02 – Special Meetings**

Special meetings of the Board of Directors may be called by, or requested by, the Chairman or three (3) or more of the directors of the PCAD. The Board may designate any location as the place for holding any such meeting. Notice of any special meeting of the Board will be given to each Director at least two (2) days prior to the meeting either by written notice delivered personally, by telephone and or e-mail unless emergency circumstances prevent said two (2) day notice [RSMo section 610.020 (2)].

#### **Section 4.03 – Emergency Meeting**

When it is necessary to hold a meeting on less than twenty-four hours' notice or at a place that is not reasonably accessible to the public, or at a time that is not reasonably convenient to the public, the nature of the good cause justifying that departure from the normal requirements shall be stated in the minutes. Minutes of such meetings will be forwarded to the current news media organizations that are on file at the principal office of the District within seventy-two (72) hours of the emergency meeting. All minutes and media notifications are subject to the provisions of disclosure as provided in RSMo Chapter 610.

#### **Section 4.04 – Work Sessions**

Work Sessions maybe held at times and locations to be designated by a majority of the board members. No formal action may be taken at these meetings, nor will any votes be taken or recorded. However, these meetings shall comply with all applicable statutory requirements including, but not limited to Section 610.010 et seq. RSMo.

#### **Section 4.05 – Meetings, Public Notice**

The Pettis County Ambulance District Secretary shall post notice of the time, date and place of each meeting of the PCAD Board of Directors, and its tentative agenda, in a manner reasonably calculated to advise the public of the matters to be considered. Notice of at least forty-eight hours, excluding weekends and holidays when the business office is closed, shall be made prior to the commencement of any meeting of the PCAD Board of Directors.

#### **Section 4.06 – Meetings, Media Notice**

It shall be the responsibility of each news media organization to request an agenda of any regular monthly meeting prior to that month's meeting. The agenda of the monthly meetings will be posted near the front door of the District's office at least two (2) business days prior to each monthly meeting. Any and all media organizations that wish to be notified of any special Board meeting shall place on file at the principal office of the District a name, phone number, email address, fax number and address of a representative of their organization. It shall be the news media organization's responsibility to notify the principal office of the District of any change in the name, phone number, email address, fax number and address of their representative on file with the Board.

#### **Section 4.07 – Board Action by Consent**

Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if all the directors consent to the action either through a personal contact or telephone poll or poll in writing. Consent in writing, by means of facsimile or e-mail signatures, shall be permitted and shall have the same validity and effect as original signatures. The consent shall be filed, by the Secretary, with the official meetings record of the Corporation as contained in Section 3.19. Such consents shall be considered, for all purposes, the same as a vote during a regular meeting of the Board of Directors.

#### **Section 4.08 – Waiver of Meeting Notice, Director**

Any director may waive notice of any meeting. The attendance of any member at any meeting will constitute a waiver of notice of such meeting, except where a director attends a meeting for the expressed purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened.

#### **Section 4.09 – Quorum**

A majority of the Board of Directors, (4) four Directors, shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority or less than four of the elected directors are present at any meeting, a majority of the directors that are present may adjourn the meeting to another time without further notice under Article 12 or any other Section of these Bylaws or State Statute. Those Board members present at a meeting where a quorum has not been met, may designate payment, by majority vote of those present, of debts of less than one thousand dollars (\$1,000.00), if those present “deem” payment must be resolved to avoid penalty.

#### **Section 4.10 – Attendance Fee and Expenses of Directors**

Board members may receive a one-hundred dollar [\$100] attendance fee for each regularly or specially called Board Meeting attended. Such member shall not be paid for attending more than two meetings in any calendar month per RSMo section 190.055(4) and 190.055(5). Each board member shall devote such time to the duties of the office as the faithful discharge thereof may require including attendance of educational programs provided by the State of Missouri or industry related functions and each board member may be reimbursed for actual expenditures in the performance of his or her duties on behalf of the District per RSMo section 190.055(2) and current Board policy as outlined in PCAD Operations Handbook.

## **Article 5**

### **Leadership Policies and Responsibilities**

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#### **Section 5.00 – Philosophy**

The District Administrator and the Board of Directors shall work together as a team to promote; professionalism, accuracy, efficiency, positive employee morale and excellence in all District operations and service.

#### **Section 5.01 – Day to Day Operations, Responsibility**

The District Administrator is responsible for the day-to-day operation of the organization in accord with the organization’s purpose, goals and policies. The District Administrator shall be responsible to and answer directly to the PCAD Board of Directors.

#### **Section 5.02 – Good Business Practices**

The District Administrator shall conduct the business of the Pettis County Ambulance District in a manner conducive to good business practices and shall control costs in all efforts to provide the best possible service for the least amount of dollars.

### **Section 5.03 – Board Meeting Attendance**

The District Administrator shall attend each of the Board Meetings or appoint a representative to attend in his/her place.

### **Section 5.04 – Board Update**

District Administrator shall make known to the Board an evaluation of service delivery, its problems and progress at each regular session of the Board of Directors. The District Administrator shall provide a detailed report of all services delivered during the previous month, or since the last regular meeting of the Board.

### **Section 5.05 – Committee Assistance**

The District Administrator shall assist the Committees of the Board of Directors in their respective functions, i.e., Executive, Human Resource, Financial, etc., as designated by the Board.

### **Section 5.06 – Equal Opportunity, Affirmative Action**

The Board of Directors and District Administrator shall subscribe fully to equal opportunity employment practices and affirmative action programs.

### **Section 5.07 – Bank Deposits**

The District Administrator shall be responsible for any money collected for the District and shall insure its safe keeping, delivery and deposit into the proper bank account of the District.

### **Section 5.08 – Physical Property, Responsibility**

The District Administrator and Board Officers shall assume responsibility for the physical property of the Pettis County Ambulance District.

### **Section 5.09 – Expenditures**

The District Administrator shall not make any expenditure of unapproved budget or capital outlay items over \$1,000.00 without prior approval of the Board of Directors.

### **Section 5.10 – Purchase of Personal Items, Employees**

Any personal items purchased by an employee shall not use the District's name, account numbers, tax exemption number, etc.

### **Section 5.11 – Major Purchases, Board Consent**

The District Administrator shall not contract for any major purchases or services without the consent of the Board. They are allowed to purchase items or supplies necessary for the daily operations of the ambulance district or as provided in Section 5.09.

### **Section 5.12 – PCAD Operations Handbook**

The Human Resource Committee shall establish policies for all PCAD employees and volunteers to follow. The policies contained in the PCAD Operations Handbook, also referred to as "Operations Handbook" shall be kept up to date by the District Administrator, subject to the approval of the Human Resource Committee. All



policies shall be in writing and contained in the PCAD Operations Handbook made parts of these By-Laws by this reference.

#### **Section 5.13 – PCAD Operations Handbook, Exceptions**

The District Administrator shall enforce the policies of the Operations Handbook and retain the sole authority to make exceptions to those policies and is responsible for these exceptions.

#### **Section 5.14 – Authority to Hire, Discipline or Terminate Employee**

The District Administrator shall have the sole authority to hire and to take adverse disciplinary action up to and including termination. Each employee shall retain the right to an informal hearing before the Human Resource Committee as outlined in Section 3.17 and the PCAD Operations Handbook.

#### **Section 5.15 – Temporary Policies**

The District Administrator has the authority to initiate temporary policies outside the scope of the PCAD Operations Handbook and those policies will be in force until such time as the Human Resource Committee mandates otherwise on those exceptions or temporary policies.

#### **Section 5.16 – Temporary Employees**

The District Administrator shall be permitted to temporarily employ new personnel as allowed by the budget, for a period of six months (probationary period), at which time, the Human Resource Committee shall decide the continued employment of said employee(s).

#### **Section 5.17 – Fiduciary Duty**

A director, officer or employee of the corporation shall stand in a fiduciary relationship to the corporation, and shall perform his or her duties, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. The District Administrator shall be responsible for the actions of all employees and volunteers of the District while they are conducting District business.

## **Article 6**

### **Board Relations with District Administrator**

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#### **Section 6.00 – Purpose**

This article is enacted to clarify the responsibilities and hierarchy of communications that will alleviate misunderstandings between the District Administrator and Board members of the PCAD. (Carver)

#### **Section 6.01 – Official Communications in Writing**

The Board's sole official connection to the operational organization, its achievements, and conduct will be through written directives to the District Administrator. (Carver, p. 134)

### **Section 6.02 – Informal Action Non-Binding**

Only officially passed motions and resolutions of the Board are binding on the District Administrator. (Carver, p. 137)

### **Section 6.03 – Board Instruction, Prohibited**

The Board shall never give instructions to persons who report directly or indirectly to the District Administrator. (Carver, p. 143)

### **Section 6.04 – Board Evaluation, Limited**

The Board shall not evaluate either formally or informally any staff other than the District Administrator. (Carver, p. 143)

### **Section 6.05 – Non-Binding Instruction**

Decisions or instructions of individual board members, officers, or committees are not binding on the District Administrator except in rare instances when the full Board has specifically authorized such exercise of authority. (Carver, p. 141)

### **Section 6.06 – Disruptive Requests**

In the case of Board members or committees requesting information without Board authorization, the District Administrator may refuse such requests that require, in the District Administrator’s opinion, a material amount of staff time or funds or the requests are disruptive to normal District operations. (Carver, p. 142)

### **Section 6.07 – “District Administrator” Performance**

The Board shall view the performance of the District Administrator to be identical to organizational performance so that organizational accomplishment of Board stated ends or goals shall be viewed as successful District Administrator. (Carver, p. 143)

### **Section 6.08 – Board Member Acknowledgment**

A “Board Member Acknowledgement” form shall be signed by all Board Members and maintained on file with the District Administrator of the PCAD.

John and Miriam Carver, *Reinventing Your Board: A Step by Step Guide to Implementing Policy Governance*,

(Rev Ed. 2006). This guide is hereby made part of this document as referenced in Article 6.

## **Article 7**

### **District Funding and Revenue**

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#### **Section 7.00 – Sales Tax How Used**

The PCAD will be financed in part by a special sales tax, approved by voters April 3, 2012, which shall not exceed one-half of one percent. The EMS sales tax is to be levied within the boundaries of the Pettis County

Ambulance District according to the rules and regulations of the Missouri Department of Revenue and subject to the provisions of RSMo Chapter 137. All sales tax collected will be used primarily for employee wages, equipment lease or purchase and real estate lease or purchase or any operational costs. Any remaining expenses of the district will be paid for by revenue collected from services rendered and any miscellaneous income.

#### **Section 7.01 – Annual Review of Sales Tax Rate, Good Stewardship**

The Board of Directors shall review, prior to the adoption of the next following budget, the sufficiency of the sales tax rate, Section 7.03, which shall not exceed one-half of one percent. The Board of Directors shall be prudent and judicious in establishing the sales tax rate so that projected revenues from the sales tax shall be aligned with the funding demands of the District whereby the projected revenues will appropriately fund the next fiscal year, fulfill the long-term funding needs and preservation of adequate reserve capital of the District. The Board Chairman, at the first regular meeting of each fiscal year, shall call for discussion and a motion of whether to; decrease the sales tax rate, maintain the current sales tax rate or increase the sales tax rate not exceed one-half of one percent. The Chairman shall call for and the Secretary shall record a roll call or proxy vote, per Section 4.08, of said motion. The PCAD Board of Directors shall be responsible stewards of all public funds and resources.

#### **Section 7.02 – Sales Tax Rate Adjustment**

Subject to the provisions of RSMo Chapter 137, during any tax year of the PCAD the Board of Directors may voluntarily decrease, without voter approval, the sales tax rate as authorized pursuant to section 190.040 or 190.041. The Board, in any subsequent tax year, may increase such sales tax rate, without voter approval, not to exceed one-half of one percent, the amount approved by voters on April 3, 2012. [RSMo section 190.040 or 190.041]

#### **Section 7.03 – Sales Tax Rate**

The sales tax rate of the Pettis County Ambulance District shall be one-half of one percent.

#### **Section 7.04 – Revenue from Services**

All patients will be charged a BLS (Basic Life Support) base rate or an ALS (Advanced Life Support) base rate and or a return trip base rate. In addition to the base rate all patients will be charged a mileage rate that shall be calculated as the distance from the beginning point of transport to the hospital or ending destination. The Fee Schedule for services and mileage rate shall be reviewed and approved by the PCAD Board of Directors at the first Board Meeting in December each year. The Fee Schedule is subject to change by a majority vote of the PCAD Board of Directors at any regular Board Meeting throughout the year. The most current Fee Schedule, including all rates and date of adoption shall be posted and available for public viewing at the principal office of the District.

#### **Section 7.05 – Accounts Receivable, Billing**

The District Administrator shall manage all billing of services and collections of past due accounts receivable. The District Administrator shall present a formal report summarizing all accounts receivable to the PCAD Board of Directors at each regular monthly meeting of the Board. Any third party collections of accounts

receivable shall be recommended by the District Administrator and approved by the PCAD Board of Directors.

**Section 7.06 – Financial Contribution, Gift, or Bequest**

The Board of Directors may accept on behalf of PCAD any financial contribution, gift, or bequest for the general purpose of, or for any special purpose or need of the PCAD. The Board of Directors shall accept and control the financial contribution, gift, or bequest according to any terms thereof.

## **Article 8**

### **District Banking, Accounting & Records**

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**Section 8.00 – Fiscal Year and Annual Financial Audit review**

The Pettis County Ambulance District Board of Directors shall be responsible for and approve the method of accounting and bookkeeping of the District and for the revision of same. An annual financial audit review shall be performed by a qualified third party or CPA as determined by the Board of Directors. The fiscal year for the PCAD shall be January 1 through December 31. In the inaugural year, 2012, the fiscal year shall begin the same date as the adoption of these bylaws and run through December 31, 2012.

**Section 8.01 – Choice of Bank**

The Board of Directors shall choose the banking institution or institutions within the District to conduct any or all of its banking business.

**Section 8.02 – Monthly Financial Statement to Board**

A monthly financial statement showing income, expenditures, and pending income shall be prepared by the Board Treasurer and or Finance Committee and presented to the Board of Directors at the first regular monthly meeting of the Board.

**Section 8.03 – Two Signatures on Financial Accounts**

All checks shall be signed by two Board members. All other financial accounts shall require two Board members signatures as designated by the Board with exception of the business account provided for the District Administrator in Section 8.04.

**Section 8.04 – Business Expense Account**

The District Administrator shall have access to the use of a credit card account for business use. Credit limits or usage of the account shall not exceed \$1,000 monthly without Board approval and the Board or Finance Committee shall review the business account monthly.

**Section 8.05 – Bonded Employees & Directors**

Anyone who is responsible for any funds of the PCAD shall be adequately bonded. The costs of all bonds shall be paid for by the District.

### **Section 8.06 – No Funds Left Overnight**

Not more than \$100.00 shall be kept in the principal office after regular business hours. All money received during any given day shall be deposited in the proper bank account or night depository that same day either by the District Administrator or his or her assignee.

### **Section 8.07 – Record Retention Policy**

The PCAD Record Retention Schedule is set forth in the PCAD Operations Handbook. The District Administrator shall administer this Policy and is also authorized to: make modifications to the schedule from time to time to ensure that it is in compliance with local, state and federal laws and includes the appropriate document and record categories for the District; monitor local, state and federal laws affecting record retention; annually review the record retention and disposal program; and monitor compliance with this policy.

No director, officer, employee, volunteer or agent of the PCAD shall destroy, dispose of, conceal, or alter any record or document while knowing that it is or may be relevant to an anticipated or ongoing investigation or legal proceeding conducted by or before a federal, state or local government agency, including tax and regulatory agencies, law enforcement agencies, and civil and criminal courts, or an anticipated or ongoing internal investigation, audit or review conducted by the District. During the occurrence of an anticipated or ongoing investigation or legal proceeding as set forth above, the District Administrator at the direction of the Board of Directors shall suspend any further disposal of documents until such time as the Board of Directors, with the advice of counsel, determines otherwise. The District Administrator shall take such steps as necessary to promptly inform all staff of any suspension in the further disposal of documents.

## **Article 9**

### **District Property and Services**

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#### **Section 9.00 – Sale of Property with a Value More Than \$500.00**

Sales of property owned by the District, which is valued over \$500.00, shall be done by sealed or internet bid.

#### **Section 9.01 – Sale of Property with a Value Less Than \$500.00**

Sales of property owned by the District, which is valued less than \$500.00, may be approved by the Board without requesting bids.

#### **Section 9.02 – Trading in Property to Purchase Property**

Trade-in of property owned by the District for the purchase of additional property, regardless of value, shall require a majority vote of the Board of Directors.

#### **Section 9.03 – Purchase of Property with a Value up to \$1,000.00**

Purchase of property or services valued up to \$1,000, may be done by bid with approval of the District Administrator.

#### **Section 9.04 – Purchase of Property with a Value Over \$1,000.00**

Purchase of property or services valued over \$1,000, shall be done by bid or qualifications with approval by a majority vote of the Board of Directors.

#### **Section 9.05 – Bids Awarded on Best Value**

All bids awarded for the purchase of property or services may be awarded on the basis of “best value” which may not equal lowest price.

#### **Section 9.06 – Contributions, Gifts, Bequest, and Etcetera**

The Board of Directors may accept on behalf of PCAD any deed, contribution, gift, bequest, or device for the general purpose of, or for any special purpose or need of the PCAD. Any person desiring to donate property for the benefit of the Pettis County Ambulance shall vest title and or interest of the property so donated in the Board of Directors, and the Board of Directors shall hold and control the property according to the terms of the deed, gift, devise or bequest of the property.

## **Article 10**

### **Corporate Seal**

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The Corporate Seal shall be round and contain the words “Pettis County Ambulance District”. The Seal shall remain in the possession of the District Administrator and shall be used on all official correspondence generated by the Board of Directors.

## **Article 11**

### **Alteration of Bylaws**

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Any amendment, alteration, suspension or repeal in whole or in part of these Bylaws shall be proposed at any meeting of the Board of Directors and shall be voted on at the next regular meeting following, with the exception of amendments relating to personnel, which may be proposed and voted on during the same or any subsequent statutorily scheduled meeting of the PCAD Board of Directors. Amendments shall be approved by a majority vote of the entire Pettis County Ambulance District Board of Directors.

## **Article 12**

### **Grievance Resolution**

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#### **12.00 – Jurisdiction and Authority**

The Board of Directors shall act in the capacity of a grievance committee, or shall appoint a committee consisting of members of the Board of Directors, Members and/or other persons to serve as a grievance committee, with the sole and exclusive jurisdiction, power and authority, on behalf of the Pettis County Ambulance District to consider, review and act upon any grievance filed by any Employee, Member, Director

or Officer against any other Employee, Member, Director or Officer alleging any violation of the Bylaws or any policy or policies adopted by the Board of Directors or any improper, inappropriate or unlawful conduct or activity, or any act or omission in any manner involving the District or its functions and/or purposes.

### **12.01 – Grievance Process**

The Board of Directors shall adopt such procedures pertaining to its consideration, review and action upon any grievance as it shall deem appropriate from time to time. Copies of any and all grievance procedures adopted by the Board of Directors shall be delivered to all Members. Notwithstanding the foregoing, any Employee, Member, Director or Officer who desires to file a grievance shall do so by delivering a written notice of grievance or appeal to the Board Chairman not later than thirty (30) days after the date on which the incident giving rise to the grievance occurred. Such written notice shall identify all parties involved, shall state, in detail, the factual basis for the grievance, and shall state the resolution requested by the Employee, Member, Director or Officer filing the grievance or appeal. The failure of any Member, Director or Officer to deliver such notice to the Board Chairman with the thirty (30) day period specified above shall constitute a waiver of such Employee Member, Director or Officer's right to file a grievance based upon such incident. Upon the Board Chairman's timely receipt of a written notice of grievance, the Chairman shall call a meeting of the Board of Directors (or the grievance committee if established by the Board of Directors) for the purpose of considering and acting upon such grievance. The Employee, Member, Director or Officer filing the grievance, as well as any other Employee, Member, Director, Officer or other person whose presence is deemed necessary by the Board of Directors, shall be notified of the date, time and place of the meeting. The Board of Directors (or the grievance committee if established by the Board of Directors) shall have the power and authority to take any action with regard to a grievance as it deems appropriate in its sole discretion. Any action taken by the Board of Directors (or the grievance committee if established by the Board of Directors) shall be final and shall constitute the act and action of the Pettis County Ambulance District with respect to the subject matter of the grievance.

## **Article 13**

### **Indemnification**

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The Pettis County Ambulance District shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of

persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

## **Article 14**

### **Dissolution of The Pettis County Ambulance District**

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The District is a political subdivision per 190.010.2 RSMo and therefore has perpetual existence, unless legally dissolved by the voters.



# Certification of Bylaws

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These By-Laws, after due deliberation and consideration, are hereby accepted and adopted by the Pettis County Ambulance District Board of Directors on this 19 day of June, 2012.

Amended this 21<sup>st</sup> day of January, 2014 by PCAD Board Ordinance No. 6.

Amended this 11<sup>th</sup> day of November, 2014 by PCAD Board Ordinance No. 9.

Amended this 24<sup>th</sup> day of November, 2015 by PCAD Board Ordinance No. 12.

Board Chair \_\_\_\_\_ Date \_\_\_\_\_

Board Vice Chair \_\_\_\_\_ Date \_\_\_\_\_

Board Treasurer \_\_\_\_\_ Date \_\_\_\_\_

Board Secretary \_\_\_\_\_ Date \_\_\_\_\_

Board Member \_\_\_\_\_ Date \_\_\_\_\_

Board Member \_\_\_\_\_ Date \_\_\_\_\_

\_\_\_\_\_  
Greg Nehring, PCAD Board Chairman

Attested \_\_\_\_\_  
Allan E. Rohrbach, PCAD Board Secretary

Seal