

**BARABOO DISTRICT AMBULANCE SERVICE**

**BYLAWS**

(Revised Through 1/29/14)

**I. CREATION**

1.     **CREATION.** Pursuant to Section 66.30 Wis. Stats. (1993-94) (currently numbered as 66.0301 Wis. Stats. (20011-12)), and effective January 1, 1993, there is hereby created the Baraboo District Ambulance Service (“BDAS”).

2.     **MEMBERS.** The Members of the Baraboo District Ambulance Service include the following cities, villages, and townships:

- A.     The City of Baraboo;
- B.     The Village of North Freedom;
- C.     The Village of West Baraboo;
- D.     The Township of Baraboo;
- E.     The Township of Excelsior (portion thereof);
- F.     The Township of Fairfield;
- G.     The Township of Greenfield;
- H.     The Township of Sumpter (portion thereof);

## **II. AMBULANCE COMMISSION**

**1. COMPOSITION.** The Baraboo District Ambulance Commission shall consist of eleven (11) voting Commissioners and one (1) non-voting Commissioner. Four Commissioners shall be appointed by the City of Baraboo. One Commissioner shall be appointed by each of the other Members. The non-voting Commissioner shall be appointed by St. Clare Hospital, or its designee. The vote of each Commissioner appointed by the City of Baraboo shall be counted as two votes. The vote of each other voting member shall be counted as one vote.

**2. APPOINTMENT.** Members shall make appointments of Commissioners in writing received by the Commission prior to the first day of April of the year in which the Commissioner's term begins.

**3. TERM.** The term for each appointed Commissioner shall be three years except that the City of Baraboo may appoint its Commissioners for a two year term. The term of office shall begin at the first meeting of the Commission in April.

**4. VACANCIES.** Upon the expiration of the term of a Commissioner, the appointing entity shall have the right to designate a successor as Commissioner.

**5. VACANCIES PRIOR TO EXPIRATION OF TERM.** In the event of the death, resignation, or removal of a Commissioner, the successor to such Commissioner shall be selected by the Member entitled to designate and appoint that representative to fill the unexpired term of the retiring Commissioner. Three consecutive absences from scheduled Commission meetings shall constitute a vacancy under this section.

**6. COMPENSATION.** Commissioners shall receive \$35 for each regular and each called special meeting attended. This sum may be adjusted from time to time at the annual meeting.

All payments of compensation to Commissioners shall be charged against the budget of the Commission.

### **III. OFFICERS**

**1. ELECTIONS.** The Commission shall organize and elect from its Members, a President, a Vice President, and a Secretary. The Commission shall also elect a Treasurer. The Treasurer may but need not be a Member of the Commission. Officers shall hold office for a one year term. New elections shall be held annually at the April Commission meeting.

**2. RESIGNATION AND REMOVAL.** Any officer may be removed from office with or without cause by the Commission. Any officer may resign at any time by giving written notice to the Commission. Such resignation shall take effect on the first Commission meeting following receipt of such notice. Any vacancy in office may be filled by appointment by the Commission. The officer appointed shall serve for the remainder of the term of the officer replaced.

**3. DUTIES.** The duties of the officers are as follows:

(a) **President.** The President shall preside at all meetings of the Commission; shall see that the orders and resolutions of the Commission are carried out; shall sign all leases, mortgages, deeds, promissory notes and other written instruments and shall review and approve all checks and payments.

(b) **Vice President.** The Vice President shall act in the place and stead of the President in the event of his or her absence, inability or refusal to act and shall exercise and discharge such other duties as may be required by the Commission.

(c) **Secretary.** The Secretary shall oversee the recording of Commission votes

and the keeping of minutes for all meetings and proceedings of the Commission and Members; shall verify that Commission meeting notices are served on all Members; shall insure that records of the BDAS Members and current addresses are maintained and shall perform such other duties as may be required by the Commission.

(d) **Treasurer.** The Commission Treasurer shall oversee collection and investment of Service funds; prepare reports and accountings with the assistance of EMS management; monitor compliance with year to date budget requirements; and shall provide such other reports and perform such other duties as directed by the Commission.

#### **IV. POWERS AND DUTIES OF COMMISSION**

**1. LIMITATION.** The powers of the Commission are limited to those powers expressly granted by these Bylaws.

**2. MANAGEMENT OF SERVICE.** The Commission shall govern, manage and supervise the operation of the BDAS and carry out the provisions of these Bylaws. Consistent with the provisions of these Bylaws, the Commission shall adopt such rules and regulations as are necessary to carry out its responsibilities.

**3. EQUIPMENT.** The Commission shall be responsible for the maintenance, replacement and upgrading of all ambulance equipment.

**4. RECORDS.** The Commission shall see to it that complete and accurate records are kept and maintained of all income and expenditures arising from the operation of the BDAS, to see to an annual audit of the service accounts by hiring a reputable certified public accounting firm experienced in conducting municipal audits, and to prepare an annual report of ambulance

operations for the annual meeting.

**5. FEES.** The Commission shall set fees for the Service.

**6. BUDGET.** The Commission shall adopt a budget prior to October 1st of each year showing estimated income and expenditures of the service and setting proposed assessments for ratification at the annual meeting.

**7. EMPLOYEES.** The Commission shall employ such persons as deemed necessary by the Commission and incur the costs of reimbursing such employees on terms as approved by the Commission and pay any and all taxes that may arise out of said employment.

**8. SALARIES.** The Commission shall fix salaries, personnel rates, or any other employee benefits.

**9. SUPERVISION.** The Commission shall supervise BDAS officers, agents and employees and verify that their duties are properly performed.

**10. CONTRACTS.** The Commission shall prepare any necessary contracts for communities participating in the Service and enter such other contracts as are necessary to carry out Commission duties and responsibilities.

**11. LEGAL COUNSEL.** The Commission may retain legal counsel to advise the Commission on all matters concerning the Commission and the operation of the BDAS.

**12. INSURANCE.** The Commission shall procure and maintain adequate liability, hazard and property insurance on all property owned by the BDAS and cause all officers and employees having fiscal responsibility to be bonded where appropriate.

**13. CONTRACTS FOR SERVICE.** The Commission in its discretion may approve contracts for service with non-Member municipalities or other non-participating groups. Such

contracting parties shall be known as Subscribers. Through such contracts the Service may provide ambulance services to a subscriber for a set annual fee. A subscriber for service would hold no ownership interest in any assets of the Service, would have no voting rights at Annual Meetings, and would not be entitled to representation on the Commission. No contract for service may be entered if it would impair the ability of the Service to provide ambulance service to BDAS Members.

## **V. MEETINGS OF COMMISSION**

1. **REGULAR MEETINGS.** The Commission shall meet at least monthly for the transaction of its normal business.

2. **SPECIAL MEETINGS.** Special meetings of the Commission may be called at any time by the President or by a majority vote of the Commission. Special meetings of the delegates may be called only by a majority vote of the Commission.

3. **QUORUM.** A majority of the voting Commissioners then serving shall constitute a quorum.

4. **VOTES OF THE COMMISSION.** The vote of each City Commissioner shall be counted as two votes, and the vote of each other voting Commissioner shall be counted as one vote, for a total of fifteen votes. If a quorum of commissioners is present, then a majority of the votes represented at the meeting, counted as provided in this paragraph, shall be the act of the Commission.

## **VI. EXPENDITURES AND BUDGET**

**1. PREPARATION.** Prior to the first day of October of each year the Commission shall submit to all Members a proposed budget to be approved at the annual meeting. Such budget shall include an estimate of expenses for the BDAS operations necessary for the ensuing year. Such budget shall also include projected receipts from users of the BDAS. The projected receipts shall then be deducted from the total budget amount and upon ratification of the budget the remaining amount shall be assessed to all Members.

**2. ASSESSMENTS.** Each Member shall be responsible for a proportionate share of the ratified budget amount based upon the relative population of each Member compared to the total population of all Members. Each Member shall pay its proportionate share of the ratified ambulance budget as follows: One-half the amount due shall be paid by February 15<sup>th</sup> and the balance shall be paid by August 15<sup>th</sup> of each year. The contributions made by all Members shall be held in a special segregated account. Any interest arising therefrom shall be credited to the BDAS.

## **VII. MEETINGS OF MEMBERS**

**1. ANNUAL MEETING.** In October of each year an annual meeting shall be held with all Members of the BDAS at which meeting the Commission shall submit a summary report of its transactions, decisions, income and expenditures for the preceding year together with a proposed budget for the ensuing year.

**2. SPECIAL MEETINGS.** Special Meetings of the Members may be called at any time by a majority vote of the Commission or by a two-thirds vote of the Members at the annual meeting.

**3. VOTING SHARES.** Any votes conducted at the annual meeting or at any special

meeting of the Members shall be conducted on the basis that each municipality shall have a vote equal to its proportionate contribution to the BDAS operating budget.

**4. VOTES.** No action taken at any annual meeting or special meeting of the Members shall be considered approved and passed unless it shall have been approved by voting shares representing at least two-thirds (66.667%) of the total outstanding vote of all Members.

### **VIII. ASSETS AND LIABILITIES**

**1. OWNERSHIP.** All equipment, vehicles, and other property held, acquired or purchased by the ambulance service shall be the property of the BDAS. Ownership of all such property shall be titled in the Baraboo District Ambulance Service.

**2. EQUITABLE INTEREST.** Members of the BDAS shall have an equitable lien in the net equity value of the BDAS in an amount proportionate to the relative contributions of each. The Commission shall keep records necessary to determine the proportionate equity interest of each Member. Property with a useful life less than three years shall be treated as an expense in the year of purchase with no remaining fair market value. The Commission shall designate upon purchase whether an asset has a useful life of more than three years.

**3. DEBT OR REAL PROPERTY ACQUISITION.** The Commission shall not do any of the following without the express approval of the Members at an annual or special meeting as provided by section VII.4.

- a. borrow money
- b. purchase land
- c. purchase buildings

- d. construct buildings
- e. enter any lease or other contract that runs for a period of 1 year or longer.

**4. CONTROL OF PROPERTY.** The Commission shall have exclusive charge and custody of all property and equipment owned or leased by it.

**5. ACCOUNTS.** All monies of the Commission shall be kept segregated under the supervision of the Commission Treasurer appointed under section III.3.(d).

**6. EXPENDITURES.** The Commission shall have exclusive charge and control of the expenditure of any monies appropriated to the BDAS. The Commission shall audit and approve all vouchers for the expenditures of the BDAS and shall forward the vouchers to the Treasurer. The vouchers shall set forth the names of the claimants, the amount of each claim and the purpose for which the claim was extended. Upon Commission approval of the expenditure the voucher shall be signed by the President and the Secretary of the Commission with a verification that the same has been audited and approved for payment. Upon receipt of the approved voucher the Treasurer shall pay the claim.

## **IX. NEW MEMBERS**

**1. ADMISSION.** The Commission may by majority vote admit new municipalities to the BDAS. Such new Members are subject to all rules, regulations and Bylaws of the BDAS.

**2. PURCHASE REQUIREMENTS.** Each new Member shall be liable for the purchase of an ownership share of BDAS assets. Assets shall be valued by the Commission at their fair market value as of the date of new Member entry. The Commission, in its discretion, may defer payment of such amounts upon such terms and conditions as may be approved by the Commission.

In such event, no payment of equity interest as set forth in Section X. Par. 3. below, shall be issued until the capital purchase amount is first deducted.

## **X. TERMINATION**

**1. VOLUNTARY.** Any Member may terminate Membership in the BDAS effective at the end of any calendar year by giving written notice to the Secretary of the Commission not later than September 30th of that year. Such Member shall remain liable for its assessed share of operating costs for the remainder of that year but not thereafter. Such Member shall be liable for any negative net equity as set forth in Par. 3 of this Section.

**2. EJECTMENT.** Any Member that fails to pay its assessed share of the approved budget on or before the due date of any year shall be in default. Unless the default is cured by full payment of all amounts due within 30 days of mailing of notice thereof to the defaulting municipality, ambulance service to the defaulting Member shall cease 90 days after default. In the event of termination of ambulance service, the defaulting Member shall remain liable for its assessed share of operating costs for the entire year of termination together with interest at the annual rate of 12% until paid. Such Member shall also remain liable for liabilities as provided in Par. 3 of this Section.

**3. RIGHTS AND OBLIGATIONS ON TERMINATION.** Any Member whose membership in BDAS is terminated, shall remain entitled to, or obligated for, its proportionate share of net equity. Net equity may be either positive or negative and shall be computed as outlined in Par. 4 of this Section. If net equity at the time of termination is above zero, the terminating Member shall be entitled to payment as provided below. If net equity is below zero the terminating Member

shall be obligated to pay BDAS a portion of the negative net equity as defined below. For purposes of this Section, proportionate share means the relative population of the terminating Member multiplied by an assigned tax subsidy rate of 20% multiplied by the net equity amount. [By way of example, if at the time of termination, the Member's relative population is 7% and negative net equity is determined to be \$1 million dollars the calculation would be:  $0.2 \times 0.07 \times 1,000,000 = \$14,000$ ]. As provided in Section IX. Par. 2. any unpaid capital purchase amount shall be first deducted before compensation is issued. Amounts due to, or from, a withdrawing Member shall be paid within six months from the date of termination.

**4. NET EQUITY DETERMINATION.** "Net equity" shall equal the fair market value of all BDAS property less the total of all unpaid mortgage balances, loan balances, lease balances, liens and all other debts and obligations of the BDAS. The fair market value of assets and outstanding liability balances shall be determined by the Commission as of the date of the withdrawal. In the event the withdrawing Member objects to the fair market value of any asset as determined by the Commission then such Member may request an appraisal be performed by a qualified appraiser. In such event the withdrawing Member shall be responsible for one-half the costs of such appraisal, the Commission shall be responsible for the balance.

## **XI. CHIEF/EMS DIRECTOR**

The Commission will appoint a Chief/EMS Director. The Chief/EMS Director shall bear overall responsibility for operation of the BDAS. The job Description for the Chief/EMS Director shall be kept by the BDAS Secretary and may be reviewed annually. The duties shall include the following:

- (a) Responsibility for day to day operations of the BDAS;
- (b) Prepare and present monthly reports to the BDAS Commission;
- (c) Prepare proposed budgets for consideration by the BDAS Commission and the Members;
- (d) Plan for the future replacement, and upgrade of BDAS equipment;
- (e) Such other duties as are assigned by the Commission.

## **XII. AMENDMENT TO BYLAWS**

Bylaws may be added, deleted or modified only by a vote of the Members at the annual meeting or at a special meeting called for that purpose. Any proposed change must be approved as specified in Section VII. Par. 4.