

DVAEMS

Employee, Inc.

EIN 20-1156204

BYLAWS

Adopted June 1, 2004

Amended January 10, 2008

ARTICLE 1. Name, Offices, Purposes and Dissolution

SECTION 1. NAME OF CORPORATION. The name of the corporation shall be known as DVAEMS EMPLOYEE, INC.

SECTION 2. BUSINESS OFFICES. The principal offices of the corporation in the State of Michigan shall be located in Durand, Michigan. The corporation may have such other offices, either within or out of the State of Michigan, as the Board of Directors shall determine.

SECTION 3. PURPOSE.¹ The purpose of the corporation shall be for the recreational and charitable events for the *members of the corporation* as deemed by the Board of Directors. The corporation shall not be operated for profit and no part of its net earnings shall inure to the benefit of any of its officers or members or of any private individual. No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

SECTION 4. DISSOLUTION. Subject to the requirements of law and of the Amended and Restated Articles of Incorporation, at any time the Board of Directors shall have the power to dissolve the corporation and finalize its affairs by a vote of two-thirds of the Board of Directors. In such case it shall be the duty of said Directors to designate DVA Ambulance, Inc. as its successor, to take over all or substantially all of the functions and purposes of the corporation, or to designate DVA Ambulance, Inc. as the recipient to which any property or assets remaining after such finalization of the affairs of the corporation shall be paid over or transferred.

ARTICLE 2. Membership.

SECTION 1. QUALIFICATIONS FOR MEMBERSHIP.^{2 3} Membership shall be granted to employees of the corporations indicated in Article 2 Section 10. Membership shall not be granted to the owners, partners, or Board of Directors of those corporations listed in these by laws.

SECTION 2. MEMBERSHIP DUES.⁴ The corporation shall not assess any membership dues or fees.

SECTION 3. CLASSES OF MEMBERS.⁵ The corporation shall have classes of Members. The designation of each class and the rights of the Members of such classes shall be as follows:

- 3.1. CLASS OF VOTING MEMBERS.⁶ Upon employment by DVA Ambulance, Inc., Non-Management employees shall have and assume all the rights, powers,

duties, and obligations set forth in these bylaws. Except as otherwise provided herein, each Member shall be entitled to one vote on each matter submitted to a vote of the Members.

- 3.2. CLASS OF NON-VOTING MEMBERS.⁷ Upon employment by any corporation as indicated in Article 2 Section 10, employees who are classified as management staff shall have and assume all the rights, powers, duties, and obligations set for in these bylaws. Members of this class shall not be entitled to a vote on any matter submitted to the membership. In addition, Members of this class shall not be eligible to sit on the Board of Directors.
- 3.3. CLASS OF PAST BOARD OF DIRECTORS.^{8 9} Any member who served on the Board of Directors and desires to continue their membership after separation from the corporation and DVA Ambulance, Inc. may do so as permitted by this section. Members of this class shall have and assume all the rights, powers, duties, and obligations set for in these by-laws with the restrictions of this section. The past Director in good standing shall notify the Board of Directors in writing thirty-days preceding separation of the corporation. Upon notification, the Board of Directors shall by a two-thirds vote approve or deny the request for membership under this class. Members of this class shall not be eligible to hold a seat on the Board of Directors. In addition, members of this class shall not be entitled to a vote on any matter submitted or otherwise to the membership. Members of this class shall be assess a membership fee and granted membership for the length of time as determined by the Board of Directors.

SECTION 4. TERM OF MEMBERSHIP.¹⁰ The term of membership of each member shall expire upon termination as an employee as listed in Article 2, Section 10 of the bylaws.

SECTION 5. RESIGNATION. Any Member may at any time resign their membership in the corporation by giving written notice to the Secretary of the corporation at least fourteen days prior to the date upon which such resignation is to become effective. Such resignation shall take effect upon the next scheduled Board of Director's meeting. After the resignation becomes effective, the Member will be able to rescind the resignation, if in good standing and meeting the requirements of membership, after approval from two thirds of the Board of Directors.

SECTION 6. TERMINATION OF MEMBERSHIP. A Member may be terminated from the Membership by a unanimous vote by the Board of Directors or by two-thirds vote of the Members, for misconduct as a Member as determined by the Members or the Board of Directors.

SECTION 7. MEMBERSHIP NOT ASSIGNABLE. Membership in the corporation shall not be assignable by any Member.

SECTION 8. MEETINGS OF MEMBERS. The meetings of the Members shall be held on written request of the Members to the Board of Directors and shall be held in the month of August, or such other month as may be designated by the Board of Directors, and shall commence on the date designated by the Board of Directors. The President of the Board of Directors shall act as the Chairperson as such meeting.

- 8.1. QUORUM. At each meeting of Members, the presence of a majority of the Members shall constitute a quorum for the transaction of business. If a quorum is

not present at any meeting of the Members, a majority of the Members present may adjourn the meeting.

- 8.2. NOTICE OF MEETINGS. Written notice stating the place, day and hour of any Meetings of Members shall be given to each Member not less than seven days before the date of such meeting, by the Secretary of the corporation. Notice may be given by facsimile, electronic mail, internet posting, or other form of wire or wireless communication, by mail, or by posting.

SECTION 9. BARGAINING AGENT. The corporation will not act or be placed in a position to bargain with any other corporation to benefit an individual Member or the entire Membership.

SECTION 10. MEMBERSHIP CORPORATIONS.¹¹ Membership is granted to current employees of the corporations indicated in this section of the bylaws and those in good standing with the corporation.

1. DVA Ambulance, Inc. a Michigan non-profit 501(c)3 corporation.
2. Genesee County EMS, Inc. a Michigan non-profit 501(c)3 corporation.

ARTICLE 3. Board of Directors.

SECTION 1. GENERAL POWERS. The business and affairs of the corporation shall be managed by the Board of Directors. Each Director shall have one vote; with exception of the President of the Board, who shall cast a vote only to break a tie-vote.

SECTION 2. NUMBER. There shall be six elected Directors.

SECTION 3. QUALIFICATIONS.^{12 13} Directors must be current members in good standing with the corporation to serve on the Board of Directors. Board of Directors from membership corporations and individuals of the Management staff of the Manager level of the higher shall not be eligible to serve as a Director of the corporation.

SECTION 4. ELECTION AND TENURE OF DIRECTORS. The Board of Directors is self-sustaining, the remaining Directors shall fill vacancies based on nominations or sponsorship by the current Board of Directors; and shall be appointed by a two-thirds election of said Directors. Each Director shall hold office until such time when a Director is no longer eligible as outlined in these bylaws. There shall be no limits on the length or number of terms a Director can hold office.

SECTION 5. VACANCIES. Any vacancy occurring in the Board of Directors by reason of death, resignation, removal or disqualification shall be filled by the vote of a majority of the remaining Directors, and shall serve out the term allotted by Article 3, Section 4 of the bylaws.

SECTION 6. COMPENSATION. Directors shall receive no compensation for their services in their capacity as Directors, but shall be reimbursed for out-of-pocket expenses incurred for the business of the corporation, not resulting in actual services performed on behalf of the corporation.

SECTION 7. REMOVAL.¹⁴ Any elected or appointed member of the board may be removed from office with just cause by a vote of two-thirds of the Members present at a meeting at which

a quorum is present or by unanimous vote of the remaining Board of Directors. Just cause shall be based upon the basis of poor performance or misconduct of the Director in question.

ARTICLE 4. Meeting of the Board of Directors.

SECTION 1. REGULAR MEETINGS. The Board of Directors shall have such regular meetings each March, June, September, and December in a calendar year, as determined by the a majority of the Board of Directors.

SECTION 2. PLACE OF MEETING. Any meeting of the Board of Directors may be held at a location as determined by the Board of Directors, but in the absence of any other determination by the Board of Directors as to the place of meeting, it shall be held at the principal offices.

SECTION 3. NOTICE OF MEETINGS. Notice of each meeting of the Directors, whether annual, regular or special, shall be posted on the corporation's website at least seven days prior to the date of such meeting. The notice shall state the place, date, and hour thereof, but need not state the purpose or purposes thereof.

SECTION 4. QUORUM. A majority of the Directors then holding office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If a quorum is not present at a meeting or at any adjournment thereof, then those present may adjourn such meeting or adjourned meeting.

ARTICLE 5. OFFICERS.

SECTION 1. OFFICERS. The officers of the corporation shall be a President, a Vice-President, a Secretary, and a Treasurer; and shall be elected in accordance with the provisions of this Article. The Board of Directors may elect to appoint such other officers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed by the Board of Directors.

SECTION 2. QUALIFICATIONS. The President, the Vice-President, the Secretary and the Treasurer shall be elected by the Board of Directors from among the members of the Board of Directors.

SECTION 3. ELECTION AND TENURE. The President, the Vice-President, the Secretary, and the Treasurer shall be elected by the Board of Directors every three years at the last meeting to be held that calendar year. Each officer shall hold office until the third year and until such officer's successor shall have been duly elected. The officers of the corporation shall serve for the term for which they are elected or appointed and until the adjournment of the meeting at which their successors are elected.

SECTION 4. REMOVAL. Any officer elected or appointed by the Board of Directors may be removed by the vote of a majority of the Directors then holding office whenever, in their judgment, the best interests of the corporation would be served thereby.

SECTION 5. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors as prescribed by these bylaws.

SECTION 6. PRESIDENT OF THE BOARD. The President shall in general supervise and control the business and affairs of the corporation in recess of the Board of Directors; and unless otherwise delegated by the Board of Directors. The President of the Board shall preside at all meetings of the Members, the Board of Directors, or other meetings called to order on behalf of the corporation; and shall perform such other duties as may be directed by the Board of Directors. The President of the Board shall be an ex officio member of all committees other than the Nominating Committee.

SECTION 7. THE VICE PRESIDENT OF THE BOARD. In the absence of the President or in event of the President's inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. In the absence of the President of the Board, the Vice President shall preside at any meeting of the Members, the Board of Directors, or other meetings called to order on behalf of the corporation; and in the absence of the President or Vice President of the Board at any such meeting, a temporary presiding officer shall be elected at the meeting. The Vice President of the Board shall perform such other duties as may be prescribed by the Board of Directors.

SECTION 10. TREASURER. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation, shall keep accurate records thereof and of all receipts and disbursements of the corporation and shall deposit all monies and other valuable effects in the name and to the credit of the corporation with such depository or depositories as shall be designated by the Board of Directors. The Treasurer shall be charged with the disbursement of the funds of the corporation by check or otherwise. The Board of Directors may authorize any one or more of the officers of the corporation, in addition to the Treasurer, to draw checks and to disburse the funds of the corporation under such terms and conditions as may be specified. All books and records shall be open for the inspection of any Director or Member, subject to federal and state law. The Treasurer shall render to the Board of Directors such reports, as it shall request. The Treasurer shall perform such other duties as may be directed by the Board of Directors.

SECTION 11. SECRETARY. The Secretary shall keep the minutes of the meetings of the Members, the Board of Directors, and any other meeting called to order on behalf of the corporation; and see that all notices are duly given in accordance with the provisions of these bylaws; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents; keep a register of the address of each Member which shall be furnished to the Secretary by such Member and in general perform all duties incident to the office of Secretary and such other duties as assigned to the Secretary by the Board of Directors. In the absence of the Secretary at any meeting, the Vice President shall appoint a secretary pro tempore.

ARTICLE 6. Standing and Advisory Committees of the Board of Directors.

SECTION 1. STANDING COMMITTEES. The Board of Directors, as needed, shall appoint the members of the following standing committees for a three-year term and until new members of such committees are appointed:

- 1.1. BOARD NOMINATING COMMITTEE. The Board Nominating Committee shall be appointed from among the members of the Board of Directors to make nominations for vacancies as such occurs on the Board of Directors. Vacancies on the Board Nominating Committee shall only be appointed by the Board of Directors.
- 1.2. AUDIT AND FINANCE COMMITTEE. The Audit and Finance Committee shall be responsible for overseeing corporate financial management functions, including investment and debt policies and transactions, recommending to the Board of Directors changes in financial management policies.
- 1.3. CORPORATE RESPONSIBILITY COMMITTEE. The Corporate Responsibility Committee shall oversee the operation and management functions of the corporation, including policies, procedures and bylaws of the corporation.

SECTION 2. OTHER COMMITTEES. The Board of Directors may also establish other such advisory committees for such terms and with such powers and duties as the Directors may determine.

SECTION 3. CHAIRPERSON. One member of each committee shall be appointed chairperson of each committee by the Board of Directors.

SECTION 4. VACANCIES. Vacancies in the membership of any committee may be filled by the Chairperson of the committee, unless otherwise provided in the resolution of the Board of Directors appointing such committee.

SECTION 5. RULES. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE 7. Financial Requirements.

SECTION 1. FINANCIAL STATEMENTS. The statements of the corporation shall only be accessible to the Members and Board of Directors of the corporation, unless otherwise required by State of Michigan and Federal statutes.

SECTION 2. DONATION REQUEST. Requests for donations and/or expenditure shall be presented to the Board of Directors in writing three business days prior to its regularly scheduled meetings; and shall contain a minimum of the person's name, organization, date, time table, purpose/explanation, and signature. Approval requires a vote of two-thirds of the Board of Directors. Donation requests are open to all members and other non-profit organizations.

ARTICLE 8. Indemnification.

SECTION 1. INDEMNIFICATION. To the extent permitted or required by the act (as defined below) and any other applicable law, if any Director or officer (as defined below) of the corporation is made a party to or is involved in any proceeding (as defined below) because such

person is or was a Director or officer of the corporation, the corporation (a) shall indemnify such person from and against any judgments, penalties, fines, amounts paid in settlement and reasonable expenses incurred by such person in such proceeding, and (b) shall advance to such person expenses incurred in such proceeding.

The foregoing provisions for indemnification and advancement of expenses are not exclusive, and the corporation may at its discretion provide indemnification or advancement of expenses in a resolution of its members or Directors, in a contract or in its Amended and Restated Articles of Incorporation.

Any repeal or modification of the foregoing provisions of this article for indemnification or advancement of expenses shall not affect adversely any right or protection stated in such provisions with respect to any act or omission occurring prior to the time of such repeal or modification. If any provision of this article or any part thereof shall be held to be prohibited by or invalid under applicable law, such provision or part thereof shall be deemed amended to accomplish the objectives of the provision or part thereof as originally written to the fullest extent permitted by law, and all other provisions or parts shall remain in full force and effect.

As used in this article, the following terms have the following meanings:

- 1.1. ACT. The term "act" means the Michigan Nonprofit Corporation Act as it exists on the date this article is adopted, and as the Michigan Nonprofit Corporation Act may be thereafter amended.
- 1.2. DIRECTOR OR OFFICER. The term "Director" or "officer" means (a) a Director or officer of the corporation and (b) while an individual is a Director or officer of the corporation, the individual's serving at the corporation's request as a director, officer, partner, trustee, employee or agent of the corporation, and (c) any other position (not with the corporation itself) in which a Director or officer of the corporation is serving at the request of the corporation and for which indemnification by the corporation is permitted by the act.
- 1.3. PROCEEDING. The term "proceeding" means any threatened, pending or completed action, suit, or proceeding whether civil, criminal, administrative or investigative, and whether formal or informal.

ARTICLE 9. Amendments to Bylaws.

These bylaws may be amended at any regular or special meeting of Members or Board of Directors, duly called, and held, by the vote of two-thirds of the Members or Directors present at a meeting at which a quorum is present.

CERTIFICATION. Incorporators Attest

The incorporators attest and certify on this first day in June 2004, these by laws are complete, accurate, and agreed upon by the incorporators of DVAEMS EMPLOYEE, INC. And Board of Directors attest and certify on this tenth day in January 2008, these by laws are complete and accurate, as amended by the Board of Directors of DVAEMS EMPLOYEE, INC.

¹ Article 1 Section 3. Amended January 10, 2008. As amended from: The purpose of the corporation shall be for the recreational and charitable events for the employees of DVA Ambulance, Inc. as deemed by the Board of Directors. The corporation shall not be operated for profit and no part of its net earnings shall inure to the benefit of any of its officers or members or of any private individual. No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

² Article 2 Section 1. Amended September 30, 2004. As amended from: Only current employees of DVA Ambulance, Inc. shall be eligible for membership. The management staff and Board of Directors of DVA Ambulance, Inc. shall not be eligible for membership to the corporation.

³ Article 2 Section 1. Amended January 10, 2008. As amended from: Only current employees of DVA Ambulance, Inc. shall be eligible for membership. The Board of Directors of DVA Ambulance, Inc. shall not be eligible for membership to the corporation.

⁴ Article 2 Section 2. Amended December 07, 2005. As amended from: The corporation shall not assess any membership or fees.

⁵ Article 2 Section 3 and Subsections 1 and 2. Added and Amended September 30, 2004. As amended from: The Corporation shall have one class of Members. The designation of such class and the rights of the Members of such class shall be as follows: 3.1 Rights of the Members. Upon employment by DVA Ambulance, Inc., Members shall have and assume all the rights, powers, duties, and obligations set forth in these bylaws. Except as otherwise provided herein, each Member shall be entitled to one vote on each matter submitted to a vote of the Members. 3.2 Added.

⁶ Article 2 Section 3 Subsection 1. Amended January 10, 2008. As amended from: Upon employment by DVA Ambulance, Inc., Non-Management employees shall have and assume all the rights, powers, duties, and obligations set forth in these bylaws. Except as otherwise provided herein, each Member shall be entitled to one vote on each matter submitted to a vote of the Members.

⁷ Article 2 Section 3 Subsection 2. Amended January 10, 2008. As amended from: Upon employment by DVA Ambulance, Inc., employees who are classified as management staff shall have and assume all the rights, powers, duties, and obligations set for in these bylaws. Members of this class shall not be entitled to a vote on any matter submitted to the membership. In addition, Members of this class shall not be eligible to sit on the Board of Directors.

⁸ Article 2 Section 3 Subsection 3. Added December 07, 2005

⁹ Article 2 Section 3 Subsection 3. Amended January 10, 2008. As amended from: Any member who served on the Board of Directors and desires to continue their membership after separation from the corporation and DVA Ambulance, Inc. may do so as permitted by this section. Members of this class shall have and assume all the rights, powers, duties, and obligations set for in these by-laws with the restrictions of this section. The past Director in good standing shall notify the Board of Directors in writing thirty-days preceding separation of the corporation. Upon notification, the Board of Directors shall by a two-thirds vote approve or deny the request for membership under this class. Members of this class shall not be eligible to hold a seat on the Board of Directors. In addition, members of this class shall not be entitled to a vote on any matter submitted or otherwise to the membership. Members of this class shall be assess a membership fee and granted membership for the length of time as determined by the Board of Directors.

¹⁰ Article 2 Section 10. Amended January 10, 2008. As amended from: The term of membership of each member shall expire upon termination as an employee of DVA Ambulance, Inc.

¹¹ Article 2 Section 10. Added January 10, 2008.

¹² Article 3 Section 3. Amended December 9, 2004. As amended from: Directors must be current Members in good standing with the corporation to serve on the Board of Directors. DVA Ambulance, Inc. Management Staff and Board of Directors members shall not be eligible to serve as a Director of the corporation.

¹³ Article 3 Section 3. Amended January 10, 2008. As amended from: Directors must be current Members in good standing with the corporation to serve on the Board of Directors. DVA Ambulance, Inc. Board of Directors and individuals of the Management staff of the Manager level or higher shall not be shall not be eligible to serve as a Director of the corporation.

¹⁴ Article 3 Section 7. Amended November 3, 2004. As amended from: Any elected or appointed Director may be removed from office with or without cause by a vote of two-thirds of the Members present at a meeting which a quorum is present or by unanimous vote of the remaining Board of Directors.