

# **Bylaws Of Kent County Emergency Service Team**

## **Article I – Name of corporation**

1. The name of the corporation shall be Kent County Emergency Service Team

## **Article II – Purpose**

1. The corporation shall have unlimited powers to engage in and do any lawful act concerning any and all lawful activity for which non-profit corporations may be incorporated.
2. The corporation shall undertake such acts it deems necessary to provide emergency communication for served agencies in Kent county Michigan, or as requested by the district 6 or state emergency coordinators.
3. KCEST is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## **Article III – Offices**

1. The principal office of the corporation shall be located at 2124 Waldron SW, Wyoming, MI
2. The corporation may also have offices at such places as the Board of Directors may from time to time appoint or the activities of the corporation may require.

## **Article IV – Members**

1. The Corporation shall have no members. All powers, obligations and rights of members provided by law shall reside in the Board of Directors.

## **Article V – Directors**

1. The business and affairs of this corporation shall be managed by its Board of Directors. The number of the directors shall not exceed 7.
2. In addition to the powers and authorities by these Bylaws expressly conferred upon them. The Board of Directors shall have the maximum power and authority now and hereafter provided or permitted under laws of the State of Michigan non-profit corporation acting as a board.
3. The Annual Meeting of the Board of Directors shall be held annually during the calendar year at such time and place, as the Board of Directors shall designate.
4. Regular meetings of the Board of Directors shall occur at least quarterly at such times and places as it shall designate.
5. Special meetings of the Board of Directors may be called by any member of the board, as that member may deem necessary.

6. Written or personal notice of every meeting of the Board of Directors shall be given to each member of the Board at least 10 days prior to the day named for the meeting.
7. A quorum for the transaction of business shall consist of 1 more than half of the voting Board members.
8. The Board of Directors may remove any member except for the president by a unanimous vote of the remaining board members.

#### Article VI – Officers

1. The Officers of the Board of Directors shall consist of appointed / recommended members of the local emergency service community. All officers serve indefinite terms on the board.
2. All positions shall be appointed by the President, and voted in by the other officers of the Board.
3. All board positions serve at the leisure of the president and vice president.
4. If the President decides to resign the outgoing president may remain on the board in another capacity.
5. Any board officer wishing to resign may do so in writing to the president.
6. The President must be present at all Board meetings, and act as moderator.
7. The Vice-president will perform all duties of the President if the President is unavailable, or unable to do so.
8. The Secretary shall attend all sessions of the Board and act as clerk thereof, and record all votes of the Board. In the event the Secretary can not attend a session of the board, the Secretary may appoint someone to act a clerk.
9. The Treasurer shall have custody of the corporate funds, and shall keep full and accurate accounts or receipts and disbursements in books belonging to the corporation.

#### Article VII – Fiscal year and Annual report

1. The fiscal year of the corporation shall commence on January 1<sup>st</sup> and end December 31<sup>st</sup>.
2. The Board of Directors shall cause a report of the activities of the corporation to be prepared annually and sent to such persons as the Board of Directors shall determine.

#### Article VIII – Amendments

1. The Board of Directors may alter, amend, suspend or repeal these Bylaws at any regular or special meeting called for that purpose, except as restricted by Michigan state law.

#### Article IX – Limited liability of Directors

1. A director shall not be personally liable for monetary damages as such for any action taken, or any failure to take action, unless the director has breached or failed to perform the duties of his or her office under state law; and the breach or failure to perform constitutes self dealing, willing misconduct or recklessness. The provisions of this section shall not apply to the responsibility or liability of a director pursuant to any criminal statute; or liability of a director for the payment of taxes pursuant to local, state or federal law.

#### Article X – Dissolution Clause

**1. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 ( c ) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.**