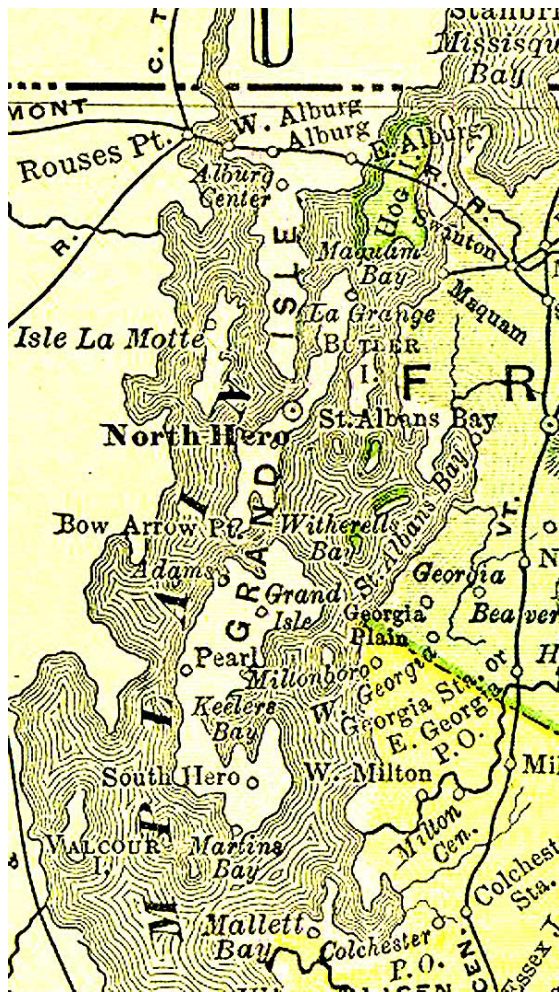


By-Laws Of Grand Isle County Mutual Aid Association, Inc.



**Organized – June 25, 1998 Incorporated – July 1, 1998
By-Laws Revised: June 5, 2023**

GRAND ISLE COUNTY MUTUAL AID ASSOCIATION, INC. BY-LAWS

Article I. Name: The name of the Corporation shall be the Grand Isle County Mutual Aid Association, Inc. and will be referred to as the Corporation throughout this document.

Article II. Mission & Purpose: The purpose of the Corporation shall be to assist, foster and coordinate activities among the emergency service agencies of Grand Isle County and Clarenceville/Noyan and whenever possible, pursue, receive and distribute gifts, grants of monies and or/equipment, etc. to enhance and support the response activities within the county. The Corporation is a private, non-profit, volunteer organization dedicated to uniting Grand Isle County and Clarenceville/Noyan.

Article III. Members: The persons described shall be considered the Board of Directors, hereafter referred to as the “Board”.

Section One: Membership Levels:

a. Regular Member: Any person of legal voting age who is serving as “Chief” or “Head of Service” of a bona fide emergency service agency with primary responsibility for providing service to Grand Isle County, Vermont shall be considered a regular member and shall have one vote. Additionally, any person of legal voting age who is serving as “Chief” or “Head of Service” of the Clarenceville/Noyan Fire Department in the Province of Quebec shall be considered a regular member and shall have one vote. They shall remain a member of the Association while maintaining their tenure with the service as identified above.

b. Alternate Member: The “Chief” or “Head of Service” may choose an alternate member to represent the agency in their place. The alternate may be any person of legal voting age and must be a member of the agency that they represent. The alternate assumes the voting privilege of the Regular Member.

c. Associate Member: Any person of legal voting age who has asked to become an Associate Member and is approved by the Membership. They may attend meetings but are not eligible to vote.

Section Two: Voting: Each voting member present at any regular or special meeting may cast one ballot for each issue to be decided at such meeting.

Section Three: Removal: Voting membership in the Association may be refused or a person removed from membership for just cause by the vote of two-thirds of all voting members present at a regular or special meeting of the Board, provided that a written notice of such meeting has been mailed to all members at least two weeks prior to the meeting date. This notice shall expressly state that such action was to be considered at said regular or special meeting. Any member whose membership is terminated in this manner shall have the right to appeal this decision to the Board within 60 days of action. The appointing agency shall have the right to appeal the decision of the Board and/or appoint another member to the Board.

Article IV. Officers:

- a. **Number:** The officers of the corporation shall consist of President, Vice President, Secretary and Treasurer.
- b. **Election and Term of Office:** Election of Officers shall take place at the Annual Meeting. The Officers shall be elected for one year term (and may be re-elected) by a simple majority vote of the Board. The term of office shall commence at the next regularly scheduled meeting of the Association. An Officer may resign at any time by delivering notice to the Corporation. The resignation is not effective unless the notice specifies a future effective date.
- c. **Eligibility:** A person elected to the office of President and Vice President must be a voting member of the corporation and shall have been a voting member one-year prior to such election. The Secretary and Treasurer may be elected from Associate or Alternates members. Upon being elected to the office of Secretary or Treasurer they shall become a voting member of the Board by virtue of holding that office.
- d. **Removal:** Any officer elected by the Board may be removed from office for just cause by the vote of two-thirds of all voting members present at a regular or special meeting of the least two weeks prior to the meeting date. This notice shall be expressly stated that such action was to be considered at a regular or special meeting.
- e. **Vacancies:** Any vacancy occurring among the Officers shall be filled by appointment of the Board.
- f. **Duties and Responsibilities of Officer:**
 - 1. **President:** The President shall preside at all regular and special meetings of members. The President shall have the power and authority to act on behalf of the Corporation subject to the policies and directions of the Board of Directors.
 - 2. **Vice President:** The Vice President shall perform all duties of the President in the absence of that officer and be subject to the policies and directions of the Board of Directors.
 - 3. **Secretary:** The Secretary shall keep attendance records and complete and accurate minutes of all meetings. They shall perform all duties usually associated with the office of secretary. The Secretary shall have charge and custody of the records of the Board and the Corporation.
 - 4. **Treasurer:** The Treasurer shall receive all monies due or donated to the Association and deposit them as they may be directed from time to time, and shall disburse funds in accordance with direction or authorization of appropriate officers or the membership. They shall keep an accurate record of all financial transactions of the corporation for submission to the President and the Board, and shall perform all other duties and services pertaining to the office of Treasurer of a non-profit corporation as required by the statutes of the State of Vermont.

Article V: Committees:

Grand Isle Regional Emergency Management Committee (GI-REMC)

- a. The REMC consists of two representatives from each municipality in Grand Isle County:
 - a. The local Emergency Management Director or designee (i.e., Emergency Management Coordinator), and a representative from the local emergency services community.
 - b. Non-voting members may include representatives from the following organizations serving within the region: fire departments, emergency medical services, law enforcement, media, transportation, regional planning commissions, hospitals, the Department of Health's district office, the Division of Emergency Management, organizations serving vulnerable populations, and any other interested public or private individuals or organizations.
 - c. Each municipality shall have 2 votes: the EMD or designee and the emergency services representative.
- b. **Proxy:** The local Emergency Management Director or emergency services representative may designate the other committee member from their municipality to serve as their proxy for a particular meeting. If a proxy is designated, the member present represents both members. The Secretary must be notified in writing prior to the meeting in which the proxy designation is made.
- c. **Quorum:** Quorum is 5 voting members, including proxies, being present. If quorum is not reached, informational meetings may be held but no decisions can be made. Notes must still be published after an informational meeting.
- d. **Officers:** Voting members shall annually elect a chair and vice chair of the committee from the voting membership. The chair shall develop a meeting schedule and agenda in consultation with the REMC membership, and facilitate each meeting. The vice chair shall fill in for the chair during the chair's absence.
- e. **Representatives to statewide committees:**
 - a. Local Emergency Planning Committee (State): One individual, elected from membership, shall represent the GI-REMC on the statewide Local Emergency Planning Committee. This individual will receive information about Hazardous Materials within their region and share it with GI-REMC members.
 - b. Threat Hazard Identification and Risk Assessment (THIRA): One individual, elected from membership, shall represent the GI-REMC in the state's Threat and Hazard Identification and Risk Assessment and Stakeholder Preparedness Review. This individual will report on the current capabilities and gaps in the region's response to threats/hazards.
 - c. Integrated Preparedness and Planning Workshop (IPPW): One individual, elected from membership, shall represent the GI-REMC in the Integrated Preparedness Planning Workshop. This individual will report on the plans, trainings, & exercises needed or planned for the region over the next 3 years.
- f. **Financial**

For specific projects identified to close capability gaps, GI-REMC may have access to competitive grant funding including, but not limited to, Homeland Security Grant Program and Hazard Mitigation Grant Programs. At the time of application, REMC will determine a fiscal

agent, and may create a Memorandum of Understanding between those contributing funding or benefiting from the project.

g. **Administrative:**

Administrative services for the GI-REMC will be performed by the Northwest Regional Planning Commission through funding from Vermont Emergency Management. Duties include supporting the Chair, maintaining a list of voting and non-voting members, securing meeting space, advertising meetings and agendas, taking & disseminating minutes, and documenting the REMC decisions in the REMC Plan & submitting the REMC Plan to Vermont Emergency Management. However, this does not preclude any of the ex officio members' agencies or departments from providing administrative support to the REMC.

h. **Ad-hoc Committees:** Committees may be formed and disbanded at the discretion of the GICMAA President as needed to assist with association business.

i. Each committee shall keep records of proceedings, which shall be made available to the Board and to the public and shall regularly report to the Board.

Article VI: Meetings:

1. The Board of Directors shall meet bi-monthly to conduct business and review subcommittee activity.
2. The October meeting shall be the annual meeting of the Association for the election of the officers.
3. GICMAA and subcommittees shall abide by Vermont's Open Meeting Laws (1 V.S.A. § 312(a)(2)). General business of the Committee will be conducted in open session. Executive sessions may be requested by any member in accordance with Vermont's Open Meeting Law.
4. A Special Meeting may be called at any time by the Board or upon request of at least five members. The special meeting shall be held within two weeks after the request has been received. The Secretary shall notify all members of date, time, location and purpose of the meeting following Vermont's Open Meeting Law.
5. Quorum: Five voting members actually present shall constitute a quorum for transaction of business at any regular or special meeting.
6. Any voting member may request a paper ballot on any item on the floor for vote at any regular or special meeting of the Board.
7. Notice of Regular bi-monthly meetings shall be duly warned following Vermont's Open Meeting Laws. A Meeting Schedule will be issued for the calendar year and revised as necessary. The Meeting Schedule and all revisions shall be mailed/emailed to all members.

Article VII: Amendments:

1. Any proposed amendments to the Articles of Incorporation of the Association shall be presented and recorded in the minutes of an Annual Meeting, but shall not take effect until adopted by two-thirds vote of the entire membership of the Association at the next succeeding annual Meeting. At that time the Secretary shall file the changes with the Vermont Secretary of State.
2. Any proposed amendment or change to or revision of these by-laws may be presented at and recorded in the minutes of any regular bi-monthly meeting for consideration at the next bi-monthly meeting. Notice of the meeting at which such amendment, change or revision will be considered shall be mailed/e-mailed to all members and fully specify the proposed amendment, change or revision with 30-day notice. Any such amendment, change or revision may be adopted by a two-thirds vote of the entire membership of the Association.

Article VIII. Dissolution:

1. Should this Association ever decide to dissolve, a meeting shall be held for the sole purpose of this matter. This meeting shall be warned twice: at least one month prior and two weeks prior to the meeting date. The Secretary shall notify all members by regular U. S. Mail of date, time, location and purpose of the meeting. The President or highest officer present shall preside over this meeting. If, by a two-thirds vote of the full membership, it is determined that this Association shall be liquidated and the total funds (minus accounts payable) shall be distributed among the Emergency Services Agencies at the same percentage that funds were received by said agencies. Within six months of the dissolution, a final report by the Treasure shall be prepared and copies forwarded to all county Emergency Services Agencies.
2. Dissolution of the Association Corporation shall not constitute dissolution of the GI-REMC.

Article IX. Finances

1. Fiscal Year:
The fiscal year of the Corporation shall be July 1st – June 30th.

Amendment History

April 7, 2003

Changed reference from “Grand Isle County Emergency Services Association, Inc.” to “Grand Isle County Mutual Aid Association, Inc.”.

September 10, 2007

- II.** Added Clarenceville/Noyan.
- II.** Added “The Corporation is a private, non-profit, volunteer organization dedicated to uniting Grand Isle County and Clarenceville/Noyan.”
- III. 1. a.** Added wording to include Clarenceville/Noyan Fire a regular member.
- IV. b.** Added “An Officer may resign at any time by delivering notice to the Corporation. The resignation is not effective unless the notice specifies a future effective date.”
- IV. e – 1.** Added “The President shall have the power and authority to act on behalf of the Corporation subject to the policies and directions of the Board of Directors.”
- IV. e – 2.** Added “Subject to the policies and directions of the Board of Directors.”
- IV. e – 4.** Added “And shall perform all other duties and services pertaining to the office of Treasurer of a non-profit corporation as required by the statutes of the State of Vermont.”
- V. a.** Removed “The LEPC shall adopt by-laws to govern its operation.” The LEPC is a committee of GICMAA therefore w follows GICMAA’s bylaws. As a committee the title of Chair would be appropriate as well as Vice-Chair.
- V. a.** Clarified LEPC membership to follow State Emergency Response Committee recommendations.

Added “Up to two “at large” memberships may also be nominated to represent other interest groups.”
- V. c:** Added “Each committee shall keep records of proceedings, which shall be made available to the Board and shall regularly report to the Board.”
- VI. 1.** Changed annual meeting date from September to October to follow federal fiscal year.
- V1 2.** Removed “written”.
- VI. 3.** Added “Special meetings of the Board may be called at any time by the President or by not fewer than three Directors (Board Members)”.

VI. 3a. Added language to allow for meeting participation through various means Of communication. Purpose is for consideration of any new technology.

IX. Add Article IX regarding financial operations.

IX. - 1. Added “Fiscal Year: The fiscal year of the Corporation shall be July 1st – June 30th.

Tax ID: Grand Isle County Mutual Aid Association, Inc. Tax ID is 55-0880-583

Dun and Bradstreet Number: 098818409 and lists GICMAA, Inc.on website.

June 5, 2023

V. a – g. Removed LEPC13 and added Grand Isle Regional Emergency Committee per Title 20 changes and Department of Public Safety issued guidance. The state dissolved the 13 LEPCs into one State LEPC in 2020. Set quorum of REMC to 5 based on temporary statute change in effect until end of 2023.

h. added discretion of the “GICMAA”

VI

1. Changed monthly to bi-monthly meetings.
2. Added VT Open Meeting Law reference
3. Added “Special Meeting” and “following VT’s Open Meeting Law.”
4. Added “Quorum”
6. Added “emailed”

VII

2. Added “with 30 day notice”
7. Changed monthly to “bi-monthly”

VIII

1. Fixed typos and grammar.
2. Added “the GI-REMC.”