

**CONSTITUTION AND BY-LAWS OF THE
SOUTHWEST HARBOR – TREMONT NURSING SERVICE, INC.**

ARTICLE I – Name

The name of this organization shall be “The Southwest Harbor – Tremont Nursing Service Inc.”, known in this document as the Nursing Service.

ARTICLE II – Purpose

The purpose of the Nursing Service shall be to bring into one organization, the citizens of the towns of Southwest Harbor and Tremont, to promote the general welfare of the towns’ population. In collaboration with healthcare partners and other public safety agencies, and through community outreach, the Nursing Service shall support and promote the health and welfare of all citizens and visitors in our communities. The Nursing Service will operate within the limits set forth by the Department of Health and Human Services, the Board of Registration of Nurses, and the Emergency Medical Services of the State of Maine.

ARTICLE III – Membership

The membership of the Nursing Service is composed of all residents and/or land owners, 18 years of age or older, in the towns of Southwest Harbor and Tremont. Members shall be entitled to vote on all matters brought before any annual or special membership meetings of the Nursing Service. Notices for membership meetings shall be posted in the local media (newspaper/radio/other) at least 2 weeks prior to said meetings.

ARTICLE IV – Meetings

All meetings of the Nursing Service and of the Board of Directors shall be held on the third Monday of the month at such place and time as the President shall direct. If a meeting falls on a national holiday, the meeting may be rescheduled by the Board of Directors.

1. Annual Meeting

The annual meeting is a meeting of the membership of the Nursing Service, held in May. A quorum of nine (9) members must be present to conduct business.

2. Special Meetings

Special meetings of the membership of the Nursing Service may be called by the President. Special meetings may also be requested in writing by no fewer than five (5) members of the Nursing Service, provided that one month notice is given to the Board of Directors to allow for notification of the membership. A quorum of nine (9) members must be present to conduct business.

3. Board of Directors Meetings

Meetings of the Board of Directors shall be held monthly with the provision that the Board may vote to suspend holding its meeting in July and August. The Board may also vote to change the date of a subsequent meeting. A quorum of 51% of the current members of the Board must be present to conduct business. Any member of the Board of Directors who misses more than three (3) of the Board meetings in any given calendar year without being excused by the President or Secretary shall forfeit their seat on the Board of Directors.

4. Other Meetings

Committee or other meetings necessary for the operation of the Nursing Service may be scheduled as agreed upon by the members of the committee unless specific directives are established by the Board of Directors

ARTICLE V – Elections

All officers and members of the Board of Directors will be elected from the membership of the Nursing Service by a plurality of the Nursing Service members present at the annual meeting. Names will be presented by a nominating committee and from the floor. Nominations and elections shall be by informal ballot.

The Board of Directors will consist of up to fifteen (15) members. Renewing and new members names will be presented by the nominating committee at the annual meeting. Renewing members will be elected for three-year terms. New members will be elected for three-year terms, or, if needed, for shorter periods of time to complete the unfinished terms of former members.

Officers of the Nursing Service shall be President, Vice President, Secretary, and Treasurer. Potential officers' names will be presented by a nominating committee and from the floor. All officers will be elected for terms of one (1) year and may seek re-election. The elected officers and directors will start their terms on June 1, following election at the annual meeting.

The Board of Directors may vote to fill unexpired terms of office or membership at a Board of Directors meeting. The temporary term of office or membership will start immediately, and extend to the next annual meeting when new officers and members may be presented for election.

ARTICLE VI – Duties and Responsibilities

The President shall:

1. Preside at all meetings of the Nursing Service and/or Board of Directors.
2. With the assistance of the Finance Committee, oversee the mailing of a funding appeal letter before August 15 of each year.
3. With the assistance of the Finance Committee, present the annual budget request of the Nursing Service to the towns of Southwest Harbor and Tremont through their Warrant Committees and annual Town Meeting.
4. Serve as an ex-officio member of all Nursing Service committees.

The Vice President shall:

1. Assume responsibility for all publicity, except that regarding the scheduling of meetings.
2. Assist the President in the performance of the duties of office.
3. Assume the duties of President as needed.

The Secretary shall:

1. Record and maintain minutes of all meetings of the Nursing Service and Board of Directors.
2. Announce the time and place of the annual meeting and special meetings in the local newspaper and/or other media serving the members.

The Treasurer shall:

1. Maintain a record of the financial status of the Nursing Service and report at all Board meetings.
2. Insure preparation of all required tax and financial forms.
3. Be empowered to accept all moneys and funds and to pay all reasonable debts acquired by the Nursing Service.
4. Serve on the Finance Committee.

The Board of Directors shall:

1. Establish policy and procedures for the effective operation of the Nursing Service.
2. Approve or authorize expenditures of moneys and funds on the behalf of the Nursing Service.
3. Approve and adopt annual operation budgets for the Nursing Service.
4. Serve as hiring/termination authority of all employees of the Nursing Service. The board may vote to delegate to a committee the authority to select and/or hire employees on a case by case basis.

ARTICLE VII – Committees

The President shall appoint members to the standing committees of the Nursing Service at, or soon following, the annual meeting. Committees other than standing committees may be formed or dissolved by the President. Members of committees shall serve at the pleasure of the President with the exception of Treasurer who must serve on the Finance Committee.

The standing committees shall be:

1. The Ambulance Operation Committee
2. The Finance Committee
3. The Nomination Committee.

ARTICLE VIII – Affiliation

The Nursing Service may, by a 2/3rds vote of its members in good standing present at any annual or special meeting, affiliate with any association for the support of a registered nurse. In affiliating with any association, a written agreement shall be drawn up and signed by the President or Vice President of the Nursing Service and the affiliate.

ARTICLE IX – Amendments

The Nursing Service may amend any section of the Constitution and By-Laws by a 2/3rds vote of the membership in good standing present at any annual or special meeting, provided that such amendment has been read or made available for reading in an open session at a previous annual or special meeting of the Nursing Service.

ARTICLE X – Dissolution

The Nursing Service may be voluntarily dissolved by a 2/3rds vote of the membership in good standing present at an annual or special meeting called expressly and solely for that purpose. Upon dissolution of the Nursing Service, all of its assets and properties shall be transferred, assigned, and/or conveyed to other organization(s) as approved by the Board of Directors. The Board of Directors' priority in determining who should receive the Service's assets shall be the promotion of health and well being for the citizens of Southwest Harbor and Tremont and, in particular, the provision of emergency medical assistance to those citizens. Recipients may be public service organizations on Mount Desert Island that provide services compatible with Article II. The Board of Directors may also approve the transfer of assets and property to the State or a political subdivision thereof.

ARTICLE XI

The Constitution and By-Laws of this Nursing Service previously in force are declared null and void. This Constitution and By-Laws, now and as may be amended, shall become the sole governing laws of the Nursing Service.

AMENDED – 03/21/05, 3/20/06, 11/19/07, 11/17/09, 11/15/10, 11/19/12, 5/18/15, 5.18.20