



# **PORT CHESTER-RYE-RYE BROOK**

## ***EMERGENCY MEDICAL SERVICES, INC.***

### **CORPORATION BY-LAWS**

**Adopted by the Board of Directors  
November 4, 2019**

**ARTICLE I. NAME OF ORGANIZATION-Adopted By Board of Directors 11/04/19**

The name of the corporation is Port Chester-Rye-Rye Brook Emergency Medical Services Inc., aka, PCRRBEMS

**ARTICLE II. CORPORATE PURPOSE**

**Section 1. Nonprofit Purpose**

(a.) This corporation 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 the corresponding section of any future federal tax code.

**Section 2. Specific Purpose**

(a.) The purpose of this corporation shall be to provide the highest quality ambulance service, medical transportation and related services on a not-for-profit basis for the aid, assistance, benefit and relief to Westchester County and the surrounding areas, and to perform such other charitable acts and public service that may aid in the health and welfare of the residents of and visitors to Westchester County and the surrounding areas.

(b.) The territory in which the operations of the corporation will principally be conducted are the Village of Port Chester, the City and Town of Rye, the Village of Rye Brook, the Hamlet of Purchase, and such other areas in Westchester County and the surrounding areas as may be permitted under the corporation's operating authority granted by the New York State Department of Health or through contractual agreement with a New York State municipality or EMS agency in accordance with all New York State Department of Health-Bureau of EMS rules, protocols and guidelines.

**ARTICLE III. MEMBERSHIP**

**Section 1. Membership**

- (a.) The membership of the corporation shall consist of the members of the Board of Directors (The Board, or BOD).
- (b.) The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.
- (c.) The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than five (5) nor more than seven (7) including the following officers: the Chairperson, the Co-Chairperson, the Secretary and the Treasurer.
- (d.) The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors must be approved by a majority vote of the members present and voting at the annual meeting. No vote on new Directors or officers shall be held unless a quorum of the Board of Directors is present.
- (e.) No two members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time.
- (f.) Newly elected members of the Board of Directors who have not served before shall serve initial one-year terms. At the conclusion of the initial one-year term, members of the Board of Directors may serve additional three year terms. Their terms shall be staggered so that at the time of each annual meeting, the terms of approximately one-third (1/3) of all members of the Board of Directors shall expire. Upon adoption of these By-Laws, the Board of Directors shall determine the initial expiration dates of each of the Directors. Two shall expire at the end of the year the By-Laws are adopted, two at the end of the following year and the balance at the end of the third year. See Article 4, Section II for election of Chair, Co-Chair, Treasurer and Secretary.
- (g.) Directors are expected to attend each regular and special Board Meeting. Directors may contact the Chairperson, Secretary or Administrator prior to the meeting to request an excused absence. Directors with more than two excused absences shall have their membership reviewed at the next Board Meeting. Directors with more than two unexcused absences shall be removed from the Board at its next meeting.
- (h.) Upon appointment or election, each Director or Officer shall sign a Board Member Code of Ethical Behavior Memorandum (See Attachment A) as well as a Board Member Confidentiality Policy. (See Attachment B)

## **Section 2. Eligibility for Membership**

- (a.) Application for membership shall be open preferably to, but not limited to, any current resident, property owner or business operator from the regional area that supports the purpose statement in Article II, Section 2. The candidate for membership shall preferably have experience at PCRRBEMS, in

EMS or medically related field, or public safety experience. Candidates must either reside or be employed in the PCRRBEMS service area. Directors must inform the Chairperson if a change in residence or employment moves them from the service area. That change must be reviewed and either approved or the Director must step down at the next meeting of the Board. Applications from qualified candidates from outside the service area shall be review on a one by one basis.

### **Section 3. Application Process**

(a.) Membership process begins with the candidate submitting a letter of interest. In that letter, the applicant shall note any potential conflicts of interest. Each applicant shall be interviewed by the Board, or a Committee of the Board. A background check shall be conducted. Once all steps are completed, membership shall be granted upon a favorable majority vote of the Board.

### **Section 4. Rights of Members**

(a.) Each Board member shall have the ability to cast one vote on matters to be decided by the Board. Ex-officio members shall not have a vote.

(b.) A Board members shall not have the ability to assign his/her vote to another individual or to appoint an alternate.

(c.) In matters needing immediate attention the Chairperson may from time to time request members to vote in writing via email or by voice in a conference call.

### **Section 5. Resignation/Removal**

(a.) Any member may resign by filing a written letter to the Chairperson or Secretary.

(b.) Any member of the Board of Directors or Officer may be removed from their position or office with or without cause, at any time, by vote of a majority of the members of the Board of Directors if, in their judgment the best interest of the Corporation would be served thereby

(c.) Each member of the Board of Directors must receive written notice of the proposed removal at least five (5) days in advance of the proposed action.

(c.) An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

(d.) Directors who are removed for failure to meet the minimum requirements of their position automatically forfeit their position on the Board.

(e.) An open position may be filled by majority vote of the Board at its next meeting. The elected individual will serve the remainder of the term of the open position.

## **Section 6. Non-voting or ex-officio Membership**

(a.) The Board shall have the authority to establish and define non-voting categories of membership as they deem necessary.

## **ARTICLE IV. MEETINGS OF MEMBERS**

### **Section 1. Regular Meetings**

(a.) Regular meetings of the members shall be held bi-monthly, at a time and place designated by the Administrator. Members shall be informed of meetings at least 10 days prior by email.

### **Section 2. Annual Meeting**

(a.) An annual meeting of the members shall take place in the month of September, the specific date, time and location of which will be designated by the Administrator. At the annual meeting the members shall review and approve the operating budget for the coming year. Members shall also elect a Chairperson, Co-Chairperson, Secretary and Treasurer from the membership to serve for a (1) one year terms commencing October 1<sup>st</sup>. and expiring September 30<sup>th</sup>.

### **Section 3. Special Meetings**

(a.) Special meetings may be called by, or at the request of the Administrator, the Chairperson, or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the location of any special meeting of the Board they call.

(b.) Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone, facsimile or electronic methods (email) or by written notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

#### **Section 4. Notice of Regular Meetings**

(a.) Notice of meetings shall be given to each member, by e-mail, not less than ten days prior to the meeting.

#### **Section 5. Quorum**

(a.) The presence, in person of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

#### **Section 6. Voting**

(a.) All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

#### **Section 7. Forfeiture**

(a.) Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in this document, including excessive meeting absences, violations of the Code of Ethical Behavior or other policies or By Laws shall automatically forfeit his/her seat on the Board. The Secretary shall notify that Director in writing that his/her seat has been declared vacant, and that the Board of Directors may immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all of the requirements of the position are not entitled to vote at any meeting.

#### **Section 8. Vacancies**

(a.) Whenever a vacancy occurs in the Board of Directors, it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting.

#### **Section 9. Compensation**

(a.) Members of the Board of Directors shall not receive any compensation for their services as Directors.

#### **Section 10. Informal Action by Directors**

(a.) Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, by email or verbal approval setting forth the action so taken, shall be approved by a simple majority of the current Directors following notice of the intended action to all members of the Board of Directors.

#### **Section 11. Confidentiality**

Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is:

- (a.) Already a matter of public knowledge
- (b.) Such person or entity has a need to know
- (c.) The disclosure of such information is in furtherance of the Corporations' purposes, can reasonably be expected to benefit the Corporation.
- (d.) Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties.
- (e.) Without limiting the foregoing, Directors may discuss fundraising and the purposes and functions of the Corporation.
- (f.) Outside of normal business activity, Directors or Officers are not to disclose information related to accounts on deposit in financial institutions to any person without approval from the Administrator or Chairperson.
- (g.) Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors. See Attachment B.

## **Section 12. Parliamentary Procedure**

- (a.) Any question concerning parliamentary procedure not covered in these By-Laws shall be determined by the Chairperson after referencing to Robert's Rules of Order.

## **ARTICLE VI. OFFICERS**

The officers of this Board shall be the Chairperson, The Co-Chairperson, and The Secretary-Treasurer. All officers must have the status of active members of the Board.

### **Section 1. Chairperson**

The Chairperson shall have the following duties:

- a. He/She shall preside at all meetings.
- b. He/She shall have general and active management of the business of this Board.
- c. He/She shall see that all orders and resolutions of the Board are implemented.
- d. He/She shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.

- e. He/She shall see that the Administrator submit the operational and financial reports and file annual tax returns, and comply with annual financial audit requirements and execute the duties of supporting the Emergency Medical Services Committee (EMSC).
- f. He/She shall report to the Board all matters that may affect the Corporation.
- g. He/She shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the Chairperson.

## **Section 2. Co-Chairperson**

The Co-Chairperson shall be vested with the powers and shall perform all the duties of the Chairperson during his/her absence. The Co-Chairperson duties are:

- a. He/She shall have the duty of chairing special committees and such other duties as may, from time to time, be determined by Board.

## **Section 3. Secretary**

The Secretary shall attend all meetings of the Board and all meetings of the EMSC. The Secretary's duties shall consist of:

- a. He/She shall record all votes and minutes of all proceedings in a book to be kept for that purpose. He/She in concert with the Chairperson and /or Administrator shall make the arrangements for all meetings of the Board, including the annual meeting of the organization.
- b. He/she shall send notices of all meetings to the members of the Board and shall take reservations for the meetings.
- c. He/She shall prepare all official correspondence from the Board as may be prescribed by the Board or the Chairperson.
- d. He/She shall perform such other duties as may be directed by the Board Chairperson.

## **Section 4. Treasurer**

The Treasurer shall attend all meetings of the Board. The Treasurer's duties shall consist of:

- a. He/She shall review the monthly financial reports produced by the Administrator.
- b. He/She shall have the right of inspection of the ledgers, records and financial statements, including budgets and audit reports.
- c. He/She shall enter Bi-weekly payroll into the accounting software.
- d. He/She shall reconcile monthly bank statements and work with the Administrator and Board to develop short and long term investment and capital plans.
- e. It shall be the duty of the Treasurer to work with the accountant and auditors to:



- f. Assist in direct audits according to funding source guidelines and generally accepted accounting principles.
- g. Review and sign any New York State or Federal Filings.
- h. Work with the Administrator to prepare responses to any FOILS, written, or verbal requests for financial information.
- i. He/She shall perform such other duties as may be directed by the Board Chairperson.
- j. He/She shall be Bonded. (in addition to coverage afforded under the organization's Directors & Officers Insurance Coverage)

## **Section 5. Election of Officers**

A Director may be selected by the Chairperson to solicit nominations for open Board positions in May of each year, i.e., two meetings prior to the Annual meeting in September. The Nomination Director shall submit the names at the July meeting, i.e., one meeting prior to the annual meeting. Nominations from the floor may be received at the July meeting after the report of the nominating Director. The election shall be held at the annual meeting of the Board. The Director(s) elected shall serve a term of one (1) year, commencing at the next meeting following the annual meeting.

The Chairperson, Co-Chairperson and Secretary-Treasurer shall be eligible to succeed themselves in their respective offices.

## **Section 6. Vacancies**

The Nominating Director shall also be responsible for nominating persons to fill officer position vacancies between annual meetings. Nominations shall be sent in writing to members of the Board at least ten days prior to the next meeting at which the election will be held. The officers elected shall hold membership for the unexpired term. That individual may then be considered for election to the position. Directors shall be elected/replaced as described in Article III, Sections 2 & 3.

## **ARTICLE VII. COMMITTEES**

### **Section 1. Committee Formation**

The Board may create committees as needed, such as fundraising, housing, public relations, data collection, etc. The Board Chairperson appoints all committee members.

### **Section 2. Executive Committee**

The Chairperson, Co-Chairperson, Secretary –Treasurer and Administrator shall serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full Board.

### **Section 3. Finance Committee**

The Chairperson, Secretary-Treasurer and the Administrator shall serve as the Finance Committee. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget. The Board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the Board, and Public Officials as requested.

## **ARTICLE VIII. CORPORATE STAFF**

### **Section 1: Administrator / Executive Director**

The Board of Directors shall hire an Administrator / Executive Director, hereinafter referred to as the Administrator who shall serve at the will of the Board. The Administrator shall have overall supervision of the operations of the Corporation, and shall direct the day-to-day business of the Corporation, maintain the properties of the Corporation, hire, discharge, and determine the salaries and other compensation of all staff members under his / her supervision. The Administrator shall be responsible for record keeping and securing. He/She shall be responsible for record / document storage as well as assuring the timely filing of all regulatory reports and financial documents. The Administrator shall perform such additional duties as may be directed by the Chairperson or Board of Directors. No member of the Board of Directors may individually instruct the Administrator or any other employee. The Administrator shall make operational and financial reports at the Board meetings.

The Administrator may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the Board of Directors or Corporate employees. The Administrator may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the Board Directors. Such removal may be with or without cause. The Board shall conduct an annual review of Administrators performance and compensation at the July meeting. The Administrator is terminable at will, as provided in this Section.

## **ARTICLE IX. – Conflict of Interest and Compensation**

### **Section 1: Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of the Organization or might result in a possible excess benefit transaction.

This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

## **Section 2: Definitions**

a. Interested Person

Any Director or officer, with governing delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

Value > \$75.00

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the Board decides that a conflict of interest exists.

## **Section 3. Procedures**

- a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors considering the proposed transaction or arrangement.
- b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board shall decide if a conflict of interest exists.
- c. Procedures for Addressing the Conflict of Interest
  1. An interested person may make a presentation at the Board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
  2. The Chairperson of the Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  3. After exercising due diligence, the Board shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy

1. If the Board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **Section 4. Records of Proceedings**

The minutes of the Board shall contain:

- a. The names of the person(s) who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **Section 5. Compensation**

- a. A voting member of the Board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

#### **Section 6. Annual Statements**

Each Director and officer shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,

- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## **Section 7. Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

## **Section 8. Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing Board of its responsibility for ensuring periodic reviews are conducted.

# **ARTICLE X. IDEMNIFICATION**

## **Section 1. General**

To the full extent authorized under the laws of the State of New York, the corporation shall indemnify any Director, Officer, or former Director, Officer of the corporation, or any person who may have served at the corporation's request as a Director or Officer is referred to in this Article individually as an "indemnitee", against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such Director or Officer, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

## **Section 2. Insurance**

The corporation may purchase and maintain Directors & Officers insurance on behalf of Directors and Officers against any liability asserted against such person acting in such capacity as a Director or Officer.

# **ARTICLE XI. BOOKS AND RECORDS**

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

## **ARTICLE XII. AMENDMENTS**

### **Section 1. Articles of Incorporation**

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Director at least five (5) days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all Directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

### **Section 2. Bylaws**

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

### **ADOPTION OF BYLAWS**

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the ## preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this 4th day of November, 2019.

---

Lloyd E. Miller, Chairperson, PCRRBEMS Inc.

---

ATTEST: Anthony W. Sutton, Secretary PCRRBEMS Inc.

## **PORT CHESTER-RYE-RYE BROOK EMERGENCY MEDICAL SERVICES INC. BOARD MEMBER CODE OF ETHICAL BEHAVIOR**

### **I. PROFESSIONAL RESPONSIBILITY**

#### **Core Principle:**

Board members are responsible for adding value to PCRRBEMS and contributing to the ethical success of the organization. Board Members must accept professional responsibility for our individual decisions and actions. They must also act as advocates for PCRRB EMS by engaging in activities that enhance its credibility and value.

#### **Intent:**

- To build respect, credibility and strategic importance for the EMS profession within our organization; the business community; and the communities we serve.
- Assist PCRRB EMS in achieving its objectives and goals. Inform and educate current and future staff and board members and the general public about the principles and practices of PCRRB EMS.
- Positively influence workplace and recruitment practices.
- Encourage professional decision-making and responsibility. Encourage social responsibility.

#### **Guidelines:**

- Adhere to the highest standards of ethical and professional behavior.
- Measure the effectiveness of our programs in contributing to or achieving organizational goals.
- Comply with all laws and regulatory requirements.
- Perform Board work in a manner consistent with the values of the profession.
- Strive to achieve the highest levels of service, performance and responsibility.
- Advocate for the appropriate use and appreciation of employees.
- Advocate openly and within established forums for debate in order to positively influence decision-making and results.

### **II. ETHICAL LEADERSHIP**

#### **Core Principle:**

Board members are expected to exhibit individual leadership as a role model for maintaining the highest standards of ethical conduct.

#### **Intent:**

- To set the standard and be an example for others. To earn individual respect and increase our credibility with those we serve.

#### **Guidelines:**

- Be ethical; act ethically in every professional interaction.

- Question pending individual and group actions when necessary to ensure that decisions are ethical and are implemented in an ethical manner.
- Seek expert guidance if ever in doubt about the ethical propriety of a situation.
- Through teaching and mentoring, champion the development of others as ethical leaders in the profession and within the organization.

### **III. FAIRNESS AND JUSTICE**

#### **Core Principle:**

Board members are ethically responsible for promoting and fostering fairness and justice for all employees and the organization.

#### **Intent:**

- To create and sustain an environment that encourages all individuals and the organization to reach their fullest potential in a positive and productive manner.

#### **Guidelines:**

- Respect the uniqueness and intrinsic worth of every individual.
- Treat people with dignity, respect and compassion to foster a trusting work environment free of harassment, intimidation, and unlawful discrimination.
- Ensure that everyone has the opportunity to develop their skills and new competencies.
- Assure an environment of inclusiveness and a commitment to diversity in the communities we serve.
- Develop, administer and advocate policies and procedures that foster fair, consistent and equitable treatment for all.
- Regardless of personal interests, support decisions made by our organization that are both ethical and legal.
- Act in a responsible manner and practice sound management within the organization.

I acknowledge that I have received, read and pledge to abide by the Board Member Code of Ethical Conduct

Director Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Date \_\_\_\_\_



## **By-Law Attachment (B)**

### **PORT CHESTER-RYE-RYE BROOK EMERGENCY MEDICAL SERVICES INC. CONFIDENTIALITY POLICY FOR BOARD MEMBERS AND OFFICERS**

Confidentiality is the preservation of privileged information. Personal and private information is disclosed in our professional working environment. In your role as Director you will learn information necessary to the provision of service to patients, as well as conducting business with municipalities and hospitals etc. You will have access to privileged information, shared in confidence during the execution of your duties as a Director. Most information gained during your duties concerning individual patients or organizational transactions is confidential under law. Your disclosure of any information of this nature could expose both yourself and our organization to legal action. Your disclosure of privileged information no matter how harmless you may deem it, can damage relationships with patients or impede our ability to effectively deal with municipalities and hospitals etc.

Before you begin your assignment as a Director or Officer, you should be aware of the laws governing and penalties resulting from breaching confidentiality. Although the agency is liable for your acts within the scope of your duty, the negligent dissemination of information to unauthorized persons or entities could result in the agency's refusal to defend or indemnify you in the event of legal action. Violation of statutes regarding confidentiality of records is punishable upon conviction by fines and/or imprisonment.

Respecting the privacy of our patients, donors, members and the organization itself is a core value of PCRRB EMS. Personal and financial information is confidential and should not be disclosed or discussed with any unauthorized person or entity other than in the routine conduct of business without permission or authorization from the Administrator or Board Chair. Care must be taken on the part of all members to ensure that unauthorized individuals do not overhear any discussion of confidential medical, personal or financial information. Documents containing confidential information are not to be left in the open or inadvertently shared.

Board members of PCRRB EMS may be exposed to information which is confidential and/or privileged and proprietary in nature. It is the policy of PCRRB EMS that such information must be kept confidential both during and after employment or service. Board members are expected to return materials containing privileged or confidential information at the time of separation from employment or expiration of service.

Unauthorized disclosure of confidential or privileged information is a serious violation of this policy and will subject the person(s) who made the unauthorized disclosure to appropriate discipline, including removal/dismissal.

## Certification

I have read and understand the **PCRRB EMS Confidentiality Policy for Board Members and Officers**. I agree to abide by the requirements of the policy and inform the Board immediately if I believe any violation (unintentional or otherwise) of the policy has occurred. I understand that violation of this policy may lead to disciplinary action, up to and including termination of my service with PCRRB EMS.

Name (printed) \_\_\_\_\_ Signature \_\_\_\_\_ Date \_\_\_\_\_

## By-Law Attachment (C)

### **PORT CHESTER-RYE-RYE BROOK EMERGENCY MEDICAL SERVICES INC. TRANSPARENCY AND ACCOUNTABILITY POLICY**

**Purpose:** The Board of Directors has promulgated this Transparency and Accountability Policy in an attempt to establish guidelines to assure the organization maintains appropriate transparency of operations while preserving confidential and privileged information. These guidelines are further intended to maintain the organizations accountability to the public, the taxpayers, contributors, elected officials, patients and medical oversight bodies.

PCRRB EMS has made information related to its mission, its business activities, its finances, and its governance publicly available.

This policy:

1. Identifies information/documents/materials related to PCRRB EMS that are routinely available for public distribution.
2. Identifies information/documents/materials related to PCRRB EMS that are routinely redacted from public dissemination.
3. Describes the process by which information/documents/materials related to PCRRB EMS are reviewed and designated for public dissemination or redaction.

#### **The details of this policy are as follows:**

**I. Financial and IRS Documents:** PCRRB EMS tax filings, annual audits, bylaws, policies and procedures are available for inspection to the general public free of charge at our headquarters upon written request for an appointment. The organization routinely provides audit results and tax return copies to the municipalities.

**II. Means and Conditions of Disclosure:** PCRRB EMS shall make the aforementioned documents available within one week of any properly submitted request.

- (a) The documents supplied for viewing may be copies of the original forms.

(b) PCRRB EMS reserves the right to charge a nominal fee for copying documents in response to a request for information.

**III. Annual Returns:** The Administrator shall submit the tax return and audit to the organization's Treasurer and Board of Directors for approval prior to filing.

**IV. Board meetings:**

(a) All Board meetings shall be open to the public, except when the Board passes a motion to go into Executive Session to discuss personnel issues or confidential matters.

(b) All Board meeting minutes shall be open for inspection, once reviewed and accepted by a motion of the Board (typically at the next Board meeting) except where the Board passes a motion to make any specific portion confidential.

(c) All papers and materials considered by the Board shall be open for public inspection before the meeting at which they are considered, except where there are ongoing negotiations or incomplete transactions where disclosure may compromise the organization's position in such matters. The Board may pass a motion to deem specific papers or materials confidential and thereby not available for public review.

**V. Personnel Records:**

Personnel records are confidential. The organizations position is that absent subpoena or court order it will not publicly disclose any staff records or personnel files.

(a) Individual personnel files shall be available for review by that member or a designated legal representative.

(b) No staff records or personnel files shall be made accessible to any person outside PCRRB EMS management and Board of Directors. The only exceptions shall be when requested by authorized government agencies having jurisdiction over employment or medical certification matters; or by subpoena or court order.

(c) Staff records shall be accessible to organization management or clerical staff having a "need to know" or for Board review when requested.

**VI. Donor Records:**

(a) Donor information and donor records shall be available for view by authorized management and clerical staff, and to the individual donors or by their legal representatives. Donors may request to remain anonymous in which case their identities may be redacted and they may be represented with an ID number or code name for tracking / recording purposes.

(b) No donor records shall be made available to the public except for authorized government agencies.

(c) Donor records shall be made available to the Board when requested.

**VII. Ambulance Run Reports-Medical & Billing Information**

The organization shall protect all patient information in accordance with the Health Insurance Portability and Accountability Act of 1996 (HIPAA).

(a) Patient records, Billing account information and details of an ambulance call are confidential and at no time available for viewing with the following exceptions:

(i) Shared as part of a patient record at the receiving hospital

(ii) Shared with patient consent (expressed or implied) with appropriate medical insurance providers for billing purposes.

- (iii) Shared with authorized patient representative or legal representative. The representative(s) must have a duly executed (signed by patient and notarized) representation authorization or the organization's patient release.
- (iv) Organization staff and personnel are instructed not to share call details, patient name or information with any person not having a "right to know", i.e., directly involved in patient care or related to medical billing information.
- (v.) When patient records / information are subpoenaed or released by court order.

#### **By-Law Attachment (D)**

### **PORT CHESTER-RYE-RYE BROOK EMERGENCY MEDICAL SERVICES INC. ORGANIZATIONAL DISSOLUTION CLAUSE**

Summary of steps for Dissolution of the Port Chester-Rye-Rye Brook Emergency Medical Services, Inc.

Dissolution will entail the preparation and filing of two (2) Verified Petitions.

A. Preparation and Filing of Plan of Dissolution and Distribution of Assets

B. Verified Petition to Attorney General (Step 1)

1. The Board of Directors must meet and approve a Plan of Dissolution ("Plan"). See Appendix A for a sample plan. A quorum must be present at that meeting and at least a majority of the directors must vote for dissolution. If the number of directors is less than the number required for a quorum or there are fewer than three directors, the unanimous vote of all remaining directors is required to adopt the Plan. A copy of the resolution approving the Plan, certified by the corporation's secretary or other authorized officer, or a copy of the Board's unanimous written consent, must be attached as an exhibit to the Petition. If the number of directors in office is less than the number of directors required for a quorum or there are fewer than three directors, the remaining directors' vote must be unanimous. If the organization has no voting members, i.e., members who elect the board of directors, the Plan is deemed authorized upon adoption by the Board. A statement to that effect must be in the Petition.

If the corporation holds assets for a specific purpose as required by any gift instrument, the same restriction must be maintained by the recipient entity. The Plan must include a statement that the assets shall be distributed for the

purposes required by law and, if applicable, for a specific purpose as required by any gift instrument. If any of the assets of the corporation will be distributed for a particular purpose pursuant to a gift instrument, the Plan must identify the terms of the gift, and the instrument should be attached along with a written agreement from the recipient confirming that the assets will be used for the particular purpose. If any of the assets of the corporation will be distributed to another organization for a particular purpose, other than those described above, the corporation must secure a written agreement, which may be in the form of a letter, from the proposed recipient confirming that the assets will be used for such purpose. The agreement must be attached as an exhibit to the Plan.

Prepare a Verified Petition to the Attorney General (the "Petition") for approval of the Plan.

The Petition must be verified under penalties for perjury and the following exhibits must be attached:

- (a) The Plan with required information concerning recipients of the assets.
- (b) Copies of the Board's resolution.
- (c) Copies of all required governmental approvals,
- (d) Copies of the dissolving corporation's Certificate of Incorporation and all amendments.
- (e) A copy of the corporation's current by-laws.
- (f) A proposed Attorney General's Approval.

See Appendix B for a sample Petition Appendix B-1a checklist of attachments.

Appendix C for a sample Attorney General Approval.

The Attorney General's office reviews each Petition for approval of a Plan to confirm that all statutory requirements have been met and to identify any additional information needed.

The Attorney General's office will advise the Petitioner of any additional material required and also advise the Petitioner of any objections to the Plan or if any individuals or entities should receive notice of the Petition. If the Attorney General objects to the plan, the petitioner may file the Petition with the court directly, and the Attorney General must be given notice of its filing as well as any other statutory and court-ordered notice.

Submit the Petition with all exhibits attached to the appropriate office of the Attorney General. A list of offices of the Attorney General and the counties they serve is in Appendix F. After the Attorney General's review is complete and determines that all statutory requirements have been met and approval is appropriate, the Attorney General will provide written approval. In certain cases, the Attorney General may decline to approve the Plan or determine that approval of the Plan by the Supreme Court is appropriate. Among the issues that the Attorney General's office deems may warrant court approval are the following:

- (a.) The Attorney General has received complaints or objections from creditors of the organization or other interested persons.
- (b.) The Attorney General has objections to the dissolution which have not been resolved after discussion.
- (c.) The Attorney General concludes that an Article II judicial dissolution or other judicial relief is required. In such cases, the Attorney General will advise the Petitioner that it may submit an application to the court, on notice to the Attorney General to petition the court for an order approving a Plan. However, the Attorney General's office has found that it is more efficient if applicants submit their draft papers for court approval to the Attorney General before submission to the court. That procedure allows applicants to resolve concerns raised by the Attorney General prior to submitting the papers to the court and may avoid the Attorney General's Office objecting to the Plan. If the application for approval of the plan is made to the court on notice to the Attorney General and the Attorney General has no objection to the Plan, the petitioner will be provided with written confirmation by means of a "No Objection" endorsement.

Within two hundred seventy (270) days after the date on which the Attorney General or the Court approved the Plan, the corporation must carry out the Plan, pay its liabilities, distribute its assets and wind up its business in accordance with the Plan.

If a creditor cannot be identified or found 270 days after the Plan has been approved, any assets which would have been distributed to such creditor must be paid to the State Comptroller pursuant to the Abandoned Property Law.

After the corporation's assets have been fully distributed, the corporation must prepare a final financial report showing no assets or liabilities. The corporation must prepare a Certificate of Dissolution. The corporation must prepare a Verified Petition to the Attorney General for Approval of the Certificate of Dissolution (the "AG Petition"). See Appendix D for a sample Verified Petition for Approval of Certificate of Dissolution and Appendix D-1 for a checklist of required attachments to the Petition. The corporation submit the AG Petition to the Attorney General. A copy of the Certificate of Dissolution and the corporation's final financial report must be attached to the AG Petition. (Please see Appendix E and sample AG Petition for a description of the final reports required.) The original Certificate of Dissolution should be submitted in a separate Legal Back. This material should be submitted to the Attorney General's office to which the dissolving corporation submitted its prior Verified Petition. See Appendix F for the addresses and telephone numbers of the Attorney General's offices and the counties they serve. If the AG Petition and the Certificate of Dissolution are acceptable, the Attorney General will endorse the original Certificate of Dissolution and return it to the person who filed the dissolution papers.

The organization must request a Consent to Dissolution of a Corporation from the New York State Department of Taxation and Finance ("Tax Department"). The corporation must send the original Certificate of Dissolution with the Consent of the NYS Department of Taxation and Finance along with a check for the appropriate filing fee to: NYS Department of State Division of Corporations One Commerce Plaza -99 Washington Avenue Albany, New York 122319. The Department of State will send the filer a receipt stating that the corporation's Certificate of Dissolution has been filed. A copy of the Department of State's filing receipt must be sent to the Attorney General. The corporation may need to file certain documents with the Internal Revenue Service.

## APPENDIX A- SAMPLE PLAN OF DISSOLUTION AND DISTRIBUTION OF ASSETS

### Plan of Dissolution and Distribution of Assets of (Name of Corporation)

The Board of Directors of [name of corporation] has considered the advisability of voluntarily dissolving the corporation and has determined that dissolution is in the best interest of the corporation.

1. (A.) The assets of the corporation and their fair market values are as follows:  
List the corporation's assets and their fair market values.

(B.) The following assets are held as donor restricted funds.  
[Add and list only if the corporation holds restricted gifts]

2. (A.) The corporation has no liabilities,

Or

(B.) The corporation has liabilities of \$\_\_\_\_\_.

Include a list, with reasonable certainty, of the corporation's debts and liabilities. Include any future liabilities to be accrued prior to the dissolution of the corporation, including any proposed dissolution costs such as legal, accounting and filing fees; each liability should be separately listed and include the maximum amount to be paid and the name of each payee. Actual payments of any stated liability shall not exceed any amounts stated herein, however, it is acceptable to state that if actual payment of any liability is less than amounts stated as liabilities herein, the remaining funds will be distributed to one or more of the charitable designees.

3. The organization(s) proposed to receive the corporation's assets [is/are] a charitable organization(s) engaged in activities substantially similar to the corporation's activities and consistent with any specific dissolution requirement specified in the corporation's Certificate of Incorporation.

For each organization proposed in this Plan to receive the assets, the following documents are attached as Exhibit \_\_\_\_:

- (a.) The certificate of incorporation, with all amendments
- (b.) The most recent financial reports
- (c.) An affidavit from a director or officer stating the purposes of the organization, that it is currently exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code, that it is up to date in its registration and annual financial filings with the Charities Bureau, or is exempt from registration with the Charities Bureau and if restricted assets are being transferred, a statement acknowledging those assets will be restricted and not subject to the general liabilities of the corporation. Affirm that those assets shall be held in accordance with the restrictions.

4. (A.) In addition to the Attorney General approval, the following governmental approvals of this Plan are required and copies of the approvals will be attached to the Verified Petition submitted to the Attorney General.

List governmental approvals

Or

(B.) other than the approval of the Attorney General, no governmental approvals of this Plan are required.

5. Within two hundred seventy days after the date on which the Attorney General approves the Plan, the corporation shall carry it out. After the Plan is carried out, a Certificate of Dissolution shall be signed by an authorized director or officer and all required approvals shall be attached thereto.

\_\_\_\_\_  
(Name of Officer & title)



APPENDIX B—SAMPLE VERIFIED PETITION FOR ATTORNEY GENERAL APPROVAL OF THE PLAN OF DISSOLUTION AND DISTRIBUTION OF ASSETS

ATTORNEY GENERAL

[Address of the Attorney General]

COUNTY OF \_\_\_\_\_

-----X

In the Matter of the Application of:

Name of Corporation

For Approval of Plan of Dissolution and:

pursuant to Section

1002 of the Not-for-Profit

Corporation Law

-----X

VERIFIED PETITION Distribution of Assets

AG# \_\_\_\_\_

TO: THE ATTORNEY GENERAL OF THE STATE OF NEW YORK

COUNTY OF \_\_\_\_\_

Petitioner, [Name of Corporation] by the undersigned officer/director of the corporation for its Verified Petition herein respectfully alleges:

1. Name of Corporation, whose principal office is located in the county of Name of County, was incorporated pursuant to New York's Not-for-Profit Corporation Law on [Date of Incorporation]. A copy of the Certificate of Incorporation, any amendments thereto, and the complete and current By-laws are attached as Exhibit \_\_\_\_.

2. The names, addresses and titles of the corporation's officers and/or directors are as follows:

Name

Title

Address

3. The purposes for which the corporation was organized are set forth in its Certificate of Incorporation [or relevant amendment] at paragraph \_\_\_\_ thereof and are as follows:

[description of purposes]

4. The corporation is a [charitable] [non-charitable] corporation.

5. The corporation plans to dissolve and distribute its assets and pay its liabilities in accordance with the Plan of Dissolution and Distribution of Assets attached hereto as Exhibit \_\_\_\_ (the "Plan").

(When your Petition is approved, the office of the Attorney General will assign an approval number that must be placed on all subsequent submissions. Do not insert your file # here.<sup>4</sup>Please check the Department of State website to confirm that your stated date of incorporation is consistent with their records.)

6. The corporation is dissolving because [add a brief explanation of reasons for dissolution]. [Please also note here if the corporation is aware of any ongoing or completed audit or inquiry by the IRS in the past three years or if the corporation paid any excise taxes or disclosed an excess benefit transaction or diversion of assets on its information returns to the IRS.]

7. (A.) The Board of Directors met at a duly called meeting on proper notice on [date] at which a quorum of \_\_\_\_ directors out of \_\_\_\_ total directors was present, and [unanimously approved] [approved by \_\_\_\_ votes in favor \_\_\_\_

votes against] adoption of the Plan, and authorized the filing of a Certificate of Dissolution. Such resolutions certified by the Secretary or other duly authorized officer are attached hereto as Exhibit \_\_\_\_.

Or

(B.) [The Board of Directors by unanimous written consent] [The sole remaining director by written consent] dated \_\_\_\_\_ approved resolutions adopting the Plan, and authorizing the filing of a Certificate of Dissolution. Such written consent is attached hereto as Exhibit \_\_\_\_.

8.(A.) (i). [Include one of these paragraphs only if the corporation has members with voting rights]. After the Board of Directors approved the Plan, the members received and reviewed the Plan and adopted a resolution approving the Plan at a duly called meeting on proper notice on [state date] at which a quorum of \_\_\_\_ members was present [by at least a two-thirds majority consisting of \_\_\_\_ members out of a total of \_\_\_\_ votes, in favor or unanimous vote]. Such resolution, certified by the Secretary or other duly authorized officer, is attached hereto as Exhibit \_\_\_\_.

Or

(ii). After the Board of Directors approved the Plan, the members received and reviewed it and by unanimous written consent voted in favor of adoption of the Plan. Such unanimous written consent is attached hereto as Exhibit \_\_\_\_.

Or

(B.) The corporation does not have any members.

9.(A.) Copies of any required governmental approvals of the Plan are attached hereto as Exhibit \_\_\_\_.

Or

(B.) Other than the approval of the Attorney General, no other governmental approvals of the Plan are required.

10.(A.) The corporation is registered with the Charities Bureau of the Office of the Attorney General and its registration number is: \_\_\_\_\_. The corporation is up to date with its filings and most recently filed its annual report with the Charities Bureau for its fiscal year ended \_\_\_\_\_.

Or

B.) The corporation is registered with the Charities Bureau of the office of the Attorney General and its registration number is: \_\_\_\_\_. The corporation is not up to date with its filings and the delinquent annual reports for the fiscal years \_\_\_\_\_ are attached hereto as Exhibit \_\_\_\_.

Or

(C.) The corporation is exempt from registration with the Charities Bureau pursuant to \_\_\_\_\_ and a summary annual financial report showing the last six fiscal years of financial information of the corporation is attached hereto as Exhibit \_\_\_\_\_. See sample summary financial report on last page of this Guidance.

11. (A.) No previous application for approval of the Plan has been made

Or

(B.) An application was previously made for approval of the Plan under the following circumstances and with the following resolution/determination:

WHEREFORE, Petitioner requests that the Attorney General approve the Plan of Dissolution and Distribution of Assets of [Name of Corporation], a not-for-profit corporation, pursuant to the Not-for-Profit Corporation Law Section 1002.

IN WITNESS WHEREFORE, the corporation has caused this Petition to be executed this \_\_\_\_ day of \_\_\_\_\_, 20\_\_ by

\_\_\_\_\_  
Signature

Phone #:

Email address:

\_\_\_\_\_  
(Name of Signatory and Title)

Verification and Certification

STATE OF NEW YORK)

:SS.:

COUNTY OF \_\_\_\_\_)

\_\_\_\_\_  
(Name), being duly sworn, deposes and says:

I am the (Title)of (Name of Corporation), the corporation named in the above Petition. I make this verification and certification at the direction of its Board of Directors. I have read the foregoing Petition and (i) I know the contents thereof to be true of my own knowledge, except those matters that are stated on information and belief and as to those matters I believe them to be true, and (ii) I hereby certify under penalties of perjury that the Plan was duly authorized and adopted by the Board of Directors [and by the corporation's members.]

\_\_\_\_\_  
Signature

Sworn to before me this \_\_\_\_ day of \_\_\_\_, 20

\_\_\_\_\_  
Notary Public

## APPENDIX B-1 CHECKLIST OF DOCUMENTS FOR PETITION TO THE ATTORNEY GENERAL FOR APPROVAL OF A PLAN OF DISSOLUTION AND DISTRIBUTION OF ASSETS(Step 1)

The following forms and documents constitute an application for approval of the Plan:

\_\_\_\_ Verified Petition to the Attorney General or the Court for Approval of Plan of Dissolution and Distribution of Assets;

\_\_\_\_ Attachments to Verified Petition

- Plan of Dissolution with the following documents concerning all recipients of the corporation's assets; recipients' Certificates of Incorporation and all amendments, latest financial reports and an affidavit confirming their purposes and tax status. See page 4.
- Copies of the board's resolution or unanimous written consent and, if applicable, the members' resolutions or unanimous written consent approving the Plan of Dissolution.
- Copies of the dissolving corporation's Certificate of Incorporation, together with all amendments and the current by-laws.
- Other than the Attorney General approval, all required governmental approvals.
- Proposed Attorney General Approval
- Copies of any delinquent annual reports that should have been filed with the Charities Bureau.

Please submit this checklist, signed by the Petitioner, with the Verified Petition.

APPENDIX C – SAMPLE APPROVAL OF THE ATTORNEY GENERAL

-----X

In the Matter of the Application of  
(Name of Corporation) for

APPROVAL OF A PLAN OF DISSOLUTION  
AND DISTRIBUTION OF ASSETS

ATTORNEY GENERAL'S  
APPROVAL OF  
PLAN OF DISSOLUTION  
AND DISTRIBUTION  
OF ASSETS

pursuant to Section 1002 of  
the Not-for-Profit Corporation Law

OAG No:

-----X

1. By Petition verified on (Date), (Name of Corporation) applied to the Attorney General pursuant to section 1002 of the Not-for-Profit Corporation Law for approval of a Plan of Dissolution and Distribution of Assets.

2. If, after review of the Petition and it's attachments, and the verification and certification of (Name of Verifier) of (Name of the Corporation), the Attorney General has determined that the corporation has complied with the provisions of section 1002 of the Not-for-Profit Corporation Law applicable to the dissolution of not-for-profit corporations with assets.

3. The Plan of Dissolution and Distribution of Assets is approved.

\_\_\_\_\_  
Attorney General of the State of New York

By: \_\_\_\_\_  
Assistant Attorney General

Dated \_\_\_\_\_

APPENDIX D–SAMPLE VERIFIED PETITION TO THE ATTORNEY GENERAL FOR APPROVAL OF  
CERTIFICATE OF DISSOLUTION  
(after assets have been distributed)

Attorney General of the State of New York  
(Address of the Attorney General)

-----X

In the Matter of the Application of:

(Name of Corporation)

VERIFIED PETITION

For Approval of Certificate of:

OAG #

Dissolution pursuant to

Section 1003 of the Not-for-Profit

Corporation Law.

-----X

Petitioner, [Name of Corporation] (the “corporation”), a New York charitable corporation, by the undersigned officer/director of the corporation for its Verified Petition alleges:

1. On \_\_\_\_\_, 20 \_\_, the Attorney General of the State of New York approved the corporation’s Plan of Dissolution and Distribution of Assets (the “Plan”).
2. The corporation has now carried out its Plan and seeks approval to file a Certificate of Dissolution with the Department of State of the State of New York. The corporation’s proposed Certificate of Dissolution signed by an officer of the corporation is attached here to with a copy of the Attorney General Approval approving the Plan attached.
3. All statements made by the corporation in the Verified Petition dated [date] and verified and certified by [name/title] of the corporation regarding approval of the Plan, continue to be true and correct as of the date hereof and are incorporated herein by reference.
4. The corporation has carried out the Plan and provides below a final report showing distribution of each asset and payment of each liability as provided for in the Plan:

(i) Distribution of Assets:

Amount:      Grantee:

[ ]

[ ]

\*. The Attorney General accepts completed Certificates of Dissolution that use the interactive Certificate of Dissolution form on the New York Department of State Website. LINK <https://www.dos.ny.gov/forms/corporations/1561-f.pdf> Please note that in paragraph eighth, there are four possible boxes but only the first box would typically be applicable for a corporation that, as in this sample petition, had assets and is filing a Certificate of Dissolution after having obtained Attorney General approval of a plan of dissolution.

(ii) Payment of Liabilities:

Amount:      Payee:

[ ]

[ ]

5. The corporation has no assets or liabilities as of the date hereof.

6.The corporation has filed a final financial report on form CHAR500, with all required attachments, with the Charities Bureau showing no assets or liabilities and attached the appropriate filing fee, if required.

Or

The corporation is submitting herewith as Exhibit \_\_\_\_ a final financial report on form CHAR500, with all required attachments, with the Charities Bureau showing no assets or liabilities and attaching the appropriate filing fee.

Or

The corporation acknowledges its obligation to file a final financial report on form CHAR500, with all required attachments, with the Charities Bureau showing no assets or liabilities and is submitting herewith as Exhibit \_\_\_\_ such draft. The corporation gives its assurance that (i) the final financial report shall be the same in all material respects to that which is attached here to and (ii) the corporation shall duly file its final CHAR500 report with all required attachments with the Charities Bureau.

Or

The corporation is not required to file a final financial report with the Charities Bureau because the organization is exempt from registration with the Charities Bureau.

7.(A.) Other than the approval of the Attorney General, no approval of the Certificate of Dissolution is required by any governmental body or officer.

Or

(B.) The required approvals of governmental agencies or officers are set forth in the Plan and attached to the Certificate of Dissolution 8. There has been no previous application for approval of the Certificate of Dissolution.

Or

An application was previously made for approval of the Certificate of Dissolution under the following circumstances and with the following resolution/determination:



WHEREFORE, petitioner requests that the Attorney General approve the Certificate of Dissolution of (Name of Corporation), a charitable corporation, pursuant to the Not-for-Profit Corporation Law Section 1003.

IN WITNESS WHEREFORE, the corporation has caused this Petition to be executed this \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, by

---

Signature  
(Name of Officer and Title)  
Phone #:  
Email address:

Verification

STATE OF NEW YORK):

SS.:

COUNTY OF \_\_\_\_\_)

(Name), being duly sworn, deposes and says:

I am the (Title) of (Name of Corporation), the corporation named in the above Petition and make this verification at the direction of its Board of Directors. I have read the foregoing Petition and know the contents thereof to be true of my own knowledge, except those matters that are stated on information and belief and as to those matters, I believe them to be true.

\_\_\_\_\_  
Signature

Sworn to before me this  
\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

\_\_\_\_\_  
Notary Public

## APPENDIX D-1CHECKLIST OF DOCUMENTS FORPETITION FOR APPROVAL OF CERTIFICATE OF DISSOLUTION (Step 2)

Following is a list of the forms and documents necessary for the Petition to the Attorney General:

\_\_\_ Verified Petition to the Attorney General for Approval of the Certificate of Dissolution.

\_\_\_ Attachments to the Verified Petition:

    O Final Financial Report

    O Certificate of Dissolution with the following attachments:

- Copies of all required government approvals
- Attorney General’s Approval of Step 1 (Approval of the Plan)
- Legal Back

## APPENDIX E-REGISTRATION REQUIREMENTS AND FINAL REPORTS

A not-for-profit corporation seeking to dissolve must be in compliance with the registration and reporting requirements of section 8-1.4 of the Estates, Powers and Trusts Law and/or Article 7-A of the Executive Law. The full text of both statutes as well as a summary of the registration and reporting requirements may be found on the Attorney General's Internet site at: <http://www.ag.ny.gov>.

If the not-for-profit corporation is subject to the registration and reporting requirements of section 8-1.4 of the Estates, Powers and Trusts Law and/or Article 7-A of the Executive Law, but has failed to comply, it must register, file annual reports (e.g.a CHAR500 with federal Form 900 attached) for the last three years and pay all required filing fees.

If the not-for-profit corporation is subject to the registration and reporting requirements of section 8-1.4 of the Estates, Powers and Trusts Law and/or Article 7-A of the Executive Law, but has been exempt from filing annual financial reports, it must submit annual financial reports\* for the last six years. No filing fees are required to accompany such reports.

A not-for-profit corporation that is not subject to the registration and reporting requirements of section 8-1.4 of the Estates, Powers and Trusts Law and/or Article 7-A of the Executive Law must submit annual financial reports\* for the last six years. No filing fees are required to accompany such reports.

\* A sample financial report format for such entities is provided on the following page.

Sample Financial Report for Dissolving Entities Not Otherwise Required to File Annual Reports Note: This schedule is for informational purposes only and illustrates the type of information the Office of the Attorney General reviews regarding dissolving entities otherwise exempt from filing annual financial reports. Such entities may also submit financial reports maintained in the ordinary course of their operations that contain similar information.

Year ended    / / / / / / / /

## STATEMENT OF REVENUES & EXPENSES

- 1 Beginning cash balance
- 2 Contributions received
- 3 Investment income (interest, dividends)
- 4 Rental income
- 5 Gains/(losses) from sale of securities
- 6 Net proceeds from sale of other assets
- 7 Other income (itemize)
- 8 Total income (add lines 1-7)
- 9 Salaries
- 10 Legal fees
- 11 Accounting fees
- 12 Other expenses of dissolution
- 13 Occupancy/Rent
- 14 Contributions paid (itemize)
- 15 Other expenses: (itemize)
- 16 Total expenses (add lines 9-15)
- 17 Ending cash balance (Line 1 + Line 8 -Line 16)

## BALANCE SHEETS

- 18 Cash, savings, investments
- 19 Other assets (itemize)
- 20 Total assets (Line 18 + Line 19)
- 21 Total liabilities (itemize)
- 22 Net assets or fund balances (Line 20 -21)