

CITY COUNCIL AGENDA ITEM COVER MEMO

Agenda Item Number: _____

Meeting Type: Regular

Meeting Date: Dec 4, 2014

Action Requested By: Legal

Agenda Type: Resolution

Subject Matter:

Articles of Amendment of the Restated Articles of Incorporation of HEMSI.

Exact Wording for the Agenda:

Resolution approving the Articles of Amendment of the Restated Articles of Incorporation of Huntsville Emergency Medical Services, Inc.

Note: If amendment, Please state title and number of the original

Item to be considered for: Action

Unanimous Consent Required: No

Briefly state why the action is required; why it is recommended; what council action will provide, allow and accomplish and; any other information that might be helpful.

Associated Cost: _____

Budgeted Item: Not Applicable

MAYOR RECOMMENDS OR CONCURS: Yes

Department Head: 

Date: 12-2-14

RESOLUTION NO. 14-_____

WHEREAS, Huntsville Emergency Medical Services, Incorporated, ("HEMSI") desires to amend its Restated Articles of Incorporation, as provided under Section 10-3A-80, et seq., of the Code of Alabama; and

WHEREAS, the Restated Articles of Incorporation require approval by the City Council of the City of Huntsville, Alabama, of any amendment thereto; and

WHEREAS, the amendments desired by HEMSI are as set forth in the "Articles of Amendment of the Restated Articles of Incorporation of Huntsville Emergency Medical Services, Incorporated, (the "Articles of Amendment"), which are attached hereto; and

WHEREAS, the City Council of the City of Huntsville, Alabama, is of the opinion that the Articles of Amendment are necessary and due to be approved.

NOW, THEREFORE, BE IT RESOLVED by the City Council of the City of Huntsville, Alabama, that the attached Articles of Amendment of the Restated Articles of Incorporation of Huntsville Emergency Medical Services, Incorporated, are hereby approved.

ADOPTED this the 4th day of December, 2014.

President of the City Council of
the City of Huntsville, Alabama

APPROVED this the 4th day of December, 2014.

Mayor of the City of
Huntsville, Alabama

**ARTICLES OF AMENDMENT
OF THE RESTATED ARTICLES OF INCORPORATION
OF HUNTSVILLE EMERGENCY MEDICAL SERVICES, INCORPORATED**

Pursuant to the provisions of Section 10-3A-81, *et. seq.*, of the Code of Alabama, the undersigned non-profit corporation, pursuant to a resolution duly adopted by its Board of Directors, hereby adopts the following Articles of Amendment of the Restated Articles of Incorporation of Huntsville Emergency Medical Services, Incorporated, filed December 30, 1993, and as last amended by Articles of Amendment filed February 17, 1998, in the Office of the Judge of Probate of Madison County, Alabama.

ARTICLE I. AMENDMENT

Articles II, IV, VI.A., VI.B, VI.F, and VII. of the Restated Articles of Incorporation of Huntsville Emergency Medical Services, Incorporated, as last amended, are further amended to read as follows:

**ARTICLE II
LOCATION AND REGISTERED AGENT**

The location of the registered office of said corporation shall be 2700 6th Avenue, S.W., Huntsville, Alabama 35805. The registered agent of the corporation shall be Jon Howell, the Chief Executive Officer. The registered office and registered agent may be changed by resolution adopted by the Board of Directors.

**ARTICLE IV
PURPOSE**

The corporation is organized exclusively for charitable, educational, scientific, and other purposes. The primary purpose of the corporation is, and shall be, to perform and provide emergency medical services, including, but not limited to ambulance care, non-emergency medical transport, emergency medical services and emergency medical response and other related medical emergency training and services for the citizens of North Alabama, and to support as deemed necessary, advisable or appropriate, the health care programs, organizations and facilities of the City of Huntsville, Madison, Madison County and other communities and counties located in North Alabama.

Subject the following limitations and without limitation upon the general purpose of the corporation as previously expressed, or upon the general powers granted non-profit corporations by the State of Alabama, the corporation shall have the following limitations, objects, and powers:

- A. To assist, support, and foster emergency health services and emergency medical training programs in Northern Alabama, and to encourage gifts for such purposes, and to receive, hold, and administer such gifts.

- B. To receive by gift, grant, purchase, devise, bequest, or in any other lawful manner, any real or personal property and to use, hold, approve, operate, manage, lease, convey, convert, invest, dispose of by gift, sell, lease, or otherwise to transfer any or all of such real or personal property, and to use the same in any lawful manner for the furtherance of the purposes herein stated.**
- C. To do and perform generally all acts reasonably incident to the corporate purposes and objectives.**
- D. To receive, administer, and maintain separately, as desired, funds for education, scientific, or charitable purposes, and to that end to take and hold by bequest, devise, gift, grant, purchase lease or otherwise, either absolutely or jointly with any other person, corporation, partnership, or association of any kind whatsoever, any property, real, personal, tangible, intangible, or mixed, or any undivided interest therein, without limitation as to amount or value.**
- E. To sell, convey, give, loan, transfer, or otherwise dispose of such property, and to invest, reinvest, or deal with principal or income thereof in such manner as, in the exclusive judgment of the Board, will best promote the purposes of the corporation without limitation except as set out in these Articles of Incorporation, or as contrary to the purposes of the corporation.**
- F. To acquire by lease, option, purchase, grant, devise, conveyance, or otherwise, to hold, enjoy, possess, rent, lease, mortgage, pledge, and sell lands or any interest therein as may be deemed by the Board to be in the best interest of the corporation.**
- G. To acquire by lease, option, purchase, gift, grant, bequest, transfer, or otherwise, to hold, enjoy, possess, pledge as security, encumber, sell or transfer, or in any manner dispose of property or choses in action of any class or description whatsoever.**
- H. To retain any property, investment, or securities originally received by the corporation or thereafter acquired by it, as long as the Board of Directors of the corporation shall consider the retention thereof desirable.**
- I. To administer any shares of stock, certificates of interest, bonds, or any other securities of any corporation, trust, or association, or choses in action, in the name of the nominee. To convert real property owned by the corporation to personal property or other real property, and improve the same, and to abandon any property which the Board of Directors deems to be without substantial value.**

- J. Anything contained herein to the contrary notwithstanding, the corporation shall be empowered to refuse to accept any gifts, bequests, or devises.
- K. To do and perform such other things and all other acts which are incidental, proper and necessary or which come within the scope of any of the foregoing objects, powers or purchases, or which may be necessary or appropriate for the carrying out and accomplishment of any and all of the foregoing objects, powers and purposes. In addition to the aforesaid, the corporation shall have the power to conduct and carry on any business or activity and perform any act not prohibited by law or required under the law, or required by law to be specifically stated in these Articles of Incorporation but which are not stated herein, but subject to the limitations relating to the exempt functions and purposes of the corporation as set out in this Article.
- L. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof. No substantial part of the activities of the corporation shall be the carry on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing of distribution of status), any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.
- M. To invest and reinvest any and all funds coming into the hands of the corporation, on any account whatsoever, in any such property, investments or securities as the Board may, in its sole discretion, deem advisable.
- N. The Board may hold properties of the corporation regardless of whether the property is income-producing, and regardless of whether they are authorized or deemed proper for an investment of trust funds under the constitution or laws of the State of Alabama or the United States.
- O. To invest and reinvest in such stocks, bonds and other securities and property as the Board may deem advisable, including stocks and unsecured obligations, undivided interest, interests in investment trusts, mutual funds, legal and discretionary common trust funds, leases and properties which are outside of the corporation's domicile, all without diversification as to kind or amount without being restricted in any way by the Constitution of Alabama, any statute or court decision (now or hereafter existing) regulating or limiting investments by fiduciaries, to vote in person or by proxy an stocks or securities held and to grant such proxies and powers of attorney to such

person or persons as it may deem proper. To consent to and participate in any plan for the liquidation, merger, consolidation, combination, reorganization, recapitalization or change of charter or name of any corporation, or any security which is held.

ARTICLE V
BOARD OF DIRECTORS

A. Composition

The business of the corporation shall be conducted by a Board of Directors which shall consist of seven (7) directors. The directors of the corporation shall be elected or appointed as follows:

1. One member who is experienced as an owner, manager, or employee of a business or commercial enterprise and is a resident of Huntsville or Madison County, appointed by the Mayor of the City of Huntsville.
2. One member who is experienced as an owner, manager, or employee of a business or commercial enterprise and is a resident of Huntsville or Madison County, appointed by the City Council of the City of Huntsville.
3. One member who is experienced as an owner, manager, or employee of a business or commercial enterprise or who is an employee, administrative office, or staff member of Madison County, and who is a resident of Madison County, appointed by the Madison County Commission.
4. One member who is actively employed as an administrative officer, staff member, or employee under the general supervision of the Mayor of the City of Huntsville, appointed by the Mayor of the City of Huntsville.
5. One member who is experienced as an owner, manager, or employee of a business or commercial enterprise, or who is an employee, administrative officer, or staff member of the City of Madison and is a resident of the City of Madison, appointed by the City Council of the City of Madison.
6. One physician who is actively engaged as a member of the medical staff of Huntsville Hospital, located in Huntsville, Alabama, appointed by the Administrator of Huntsville Hospital.
7. One physician who is actively engaged as a member of the medical staff of Crestwood Medical Center, located in Huntsville, Alabama, appointed by the Administrator of Crestwood Medical Center.

B. Membership and Terms

The names, addresses, appointing authorities, and expiration dates of current terms of the Board of Directors are as follows:

Name	Address	Expiration Of Term
Melissa Musgrove (Mayor of Huntsville)	1108 Locust Avenue Huntsville, AL 35801	August 23, 2018
David Blair (City Council of Huntsville)	1719 Drake Avenue Huntsville, AL 35802	August 23, 2018
Stan Chapman (Madison Co. Commission)	127 Castleton Drive Harvest, AL 35749	August 23, 2016
Mr. John Thomas Brown (Mayor of Huntsville)	2720 Trevor Drive Huntsville, AL 35802	August 23, 2016
Bob Wagner (City Council of Madison)	P.O. Box 183 Madison, AL 35758	August 23, 2016
Dr. Steven Werdehoff (Huntsville Hospital)	101 Sivley Road Attn: ER Physician Group Huntsville, AL 35801	August 23, 2020
Dr. John Wisda (Crestwood Medical Center)	1344 Dug Hill Road Brownsboro, AL 35741	August 23, 2020

Thereafter, the terms of all directors shall be for six (6) years.

F. Ex Officio Membership.

In addition to the directors provided for above, there shall be three (3) ex officio directors who shall have the authority to attend all meetings and be recognized and enter into all discussions on matters before the Board, but who shall have no vote as directors, composed of the following:

1. The chief administrative officer of Huntsville Hospital, or a representative designated by said officer.
2. The chief administrative officer of Crestwood Medical Center of Huntsville or a representative designated by said officer.

3. One paramedic or emergency medical technician, to be selected by the Chief Executive Officer of the corporation.

ARTICLE VI
OFFICERS

The officers of the corporation shall be the President, Vice-President, Secretary, Treasurer and such other officers as may be provided in the bylaws, all of whom shall be elected by the Board of Directors of the corporation at their annual meeting. Officers shall perform such duties and have such authority as is provided for in the Bylaws. In addition to the officers designated, the Board may delegate the duty and responsibility for day-to-day executive management of the corporation to a Chief Executive Officer.

The names of the officers who are to serve until the next annual meeting of the Board of Directors are:

President	Stan Chapman
Vice-President	Melissa Musgrove
Secretary	Steven Werdehoff
Treasurer	David Blair

ARTICLE II. ADOPTION OF AMENDMENT

The foregoing amendment was duly adopted at a meeting of the Board of Directors of Huntsville Emergency Medical Services, Incorporated, held on September 18, 2014, after notice of the proposed amendment was given to all members. A quorum was present at the meeting at which the amendment was adopted and the amendment received at least two-thirds of the votes entitled to be cast by the entire voting Board of Directors. The corporation has no members or shareholders entitled to vote on the amendment.

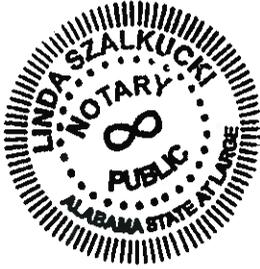
The foregoing amendment to the Restated Articles of Incorporation, as last amended, was approved by the City Council of the City of Huntsville on _____, 2014.

IN WITNESS WHEREOF, the foregoing Articles of Amendment correctly sets forth the Amendments to the Restated Articles of Incorporation of Huntsville Emergency Medical Services, Incorporated, filed on December 30, 1993, as last amended on February 17, 1998 by Articles of Amendment filed in the Office of the Judge of Probate of Madison County, Alabama. Said Articles of Amendment have been duly adopted as

required by law and approved as required by Article IX of the Restated Articles of Incorporation and to the extent of the amendment contained therein, shall supersede the corresponding provisions of the original Articles of Amendment, as restated and last amended before the date hereof.

DATED this 18th day of September, 2014.

HUNTSVILLE EMERGENCY MEDICAL SERVICES, INCORPORATED



[Signature]
Stan Chapman, President

[Signature]
Steven Werdehoff, Secretary

STATE OF ALABAMA
COUNTY OF MADISON

I, the undersigned, a Notary Public in and for said County and State, do hereby certify that personally appeared before me Stan Chapman and Steven Werdehoff, who, being by me first duly sworn, declared that they are the President and Secretary of Huntsville Emergency Medical Services, Incorporated, that they signed the foregoing document as the President and Secretary of said corporation, and that the statements contained herein are true.

Signed and sealed before me on this the 18th day of September, 2014.

[Signature]
Notary Public

My commission expires 7/27/12