



EMS COUNCIL INC.

BY-LAWS

RAPPAHANNOCK EMERGENCY MEDICAL SERVICES COUNCIL, INC.

BY LAWS

PREAMBLE

The Rappahannock Emergency Medical Services Council, Inc. is a non-profit organization whose principle objective is to coordinate an effective region wide Emergency Medical Services (EMS) System through planning and development of a comprehensive system. The Rappahannock EMS Council's objective is to ensure the highest quality emergency medical care possible to those in need.

ARTICLE I

NAME OF THE ORGANIZATION

The organization shall be named the Rappahannock Emergency Medical Services Council, Inc. (REMS) and is incorporated in the State of Virginia.

ARTICLE II

OBJECTIVES

The objectives of the organization shall include:

1. Facilitate the development and continued operation of a high quality, dedicated and coordinated emergency response and preparedness system for the designated service area
2. Develop partnerships
3. Strengthen infrastructure
4. Strengthen education and training
5. Promote other regional initiatives that support the regional and statewide EMS system

ARTICLE III

MEMBERSHIP

A. Board Structure

The organization shall consist of twenty-six (26) Board of Director seats, which shall be as follows:

A. Board Structure (continued)

- | | | |
|-----|------------------------------------|---------|
| 1. | Caroline County | 2 seats |
| 2. | Colonial Beach/Westmoreland County | 1 seat |
| 3. | Culpeper County | 2 seats |
| 4. | Fauquier County | 2 seats |
| 5. | Fredericksburg, City of | 2 seats |
| 6. | King George County | 2 seats |
| 7. | Orange County | 2 seats |
| 8. | Rappahannock County | 2 seats |
| 9. | Spotsylvania County | 2 seats |
| 10. | Stafford County | 2 seats |
| 11. | Operational Medical Director | 1 seat |
| 12. | At-Large | 6 seats |

B. Selection of Members

Local governments can submit names from the volunteer, career, commercial or citizen component. Only one seat can be filled by individuals from the same representation. The remaining six at-large seats will be filled from applicants who reside or work in the EMS and/or healthcare field within the Council boundaries.

C. Board Election

1. Each of the jurisdictions will submit a maximum of three names for each open position. One name submitted for a seat will guarantee that person to be on the Board. If two or three names are submitted, the current Board will select the person to fill the seat from those nominations by voting on them.
2. Each nomination must be accompanied with a resume of the individual being nominated.

ARTICLE IV

GOVERNMENT

A. Board of Directors

1. The organization shall consist of a Board of Directors, comprised of the structure as specified in Article III, Section A of these bylaws.
2. The Directors shall be elected by the current Board of Directors of the organization at the June meeting.

A. Board of Directors (continued)

3. The Board of Directors shall be elected to serve a term of three (3) years, with no limit on the number of terms.
4. Vacancies on the Board of Directors shall be filled by the Board of Directors at the next regularly scheduled meeting following the vacancy, after consultation with the appropriate jurisdiction, if applicable.
5. The person elected to fill a vacancy shall be elected to fill out the remainder of the term for which the vacancy exists.

B. Rights of the Board of Directors

1. All Board members shall have the right to vote on the organizations' business.
2. All Board members shall have the right to be a candidate for office and participate in organizational activities.

C. Standards of Conduct for Board Members

1. The primary obligation of the Board members are to serve the interest of the jurisdiction or seat they represent, to conduct themselves so as to maintain public confidence in the Council Board, to meet the fundamental responsibility of fairness and to comply with all applicable regulations.

D. Conflict of Interest

1. A Board member shall not participate in official capacity in matters in which the member is in a position to exploit a professional or official capacity in some way for their personal or financial benefit or matters in which such participation is prohibited by the Conflict of Interest Law.
2. The Board member shall, at any meeting where the particular matter is discussed, disclose orally the existence of the conflict-of-interest, remove themselves from the meeting at the time, and leave the meeting room during all times that particular matter is being discussed.

E. Termination from the Board of Directors

1. A Director may resign at any time by giving written notification to the President.
2. A Director may be removed from office if they fail to attend two (2) consecutive meetings without being excused by the President or fail to notify the President.

E. Termination from the Board of Directors (continued)

3. A vote of the majority of directors present at a regular meeting shall be needed to remove a director from office due to item E-2.
4. Any Director may be removed from office by a unanimous vote of the Board of Directors, which in anyway adversely affects the interest or reputation of the Organization.

F. Officers of the Organization

1. The Officers of the organization shall be the following:
 - a. President
 - b. Vice President
 - c. Treasurer
 - d. Secretary
2. All Officers are elected from the Board of Directors.
3. A nominating committee consisting of a minimum of three (3) Directors, only one from any political subdivision, shall be appointed by the President to nominate candidates for the offices to be filled at the Annual Board meeting.
4. All officers shall be elected to serve for a term of two (2) years or until their successors are elected and their term shall begin at the Annual Board Meeting.
5. No member may hold more than one office at a time.
6. Vacancies of Officer positions shall be filled by the Board of Directors at the next regularly scheduled meeting following the vacancy.

G. Executive Committee

1. The Officers of the Organization shall constitute the Executive Committee. Two additional board members representing each Planning District of the council region may be appointed at the discretion of the President.
2. The Executive Committee shall have general supervision of the affairs of the organization, between its business meetings, fix the hour and place of meetings and perform other such duties as are specified in these By-laws. It is subject to the orders of the Board of Directors, and none of its acts shall conflict with action taken by the organization.
3. Meetings of the Executive Committee shall be called by the President or upon the written request of two members of the Executive Committee.

H. Executive Director

1. The Board shall have the authority to employ an Executive Director and such assistants as it may deem necessary for carrying out the business of the organization, at salaries as may be set by the Board.

ARTICLE V

DUTIES OF OFFICERS

A. President

1. The President shall be the principal executive officer of the organization.
2. The President shall be an ex-officio, non-voting member of all committees.
3. The President shall have direct responsibility and authority over the business of the organization, subject to the control of the Executive Committee.

B. Vice President

1. The Vice President shall substitute for the President in his absence.

C. Treasurer

1. The Treasurer shall prepare a budget and present it to the Executive Committee preceding the start of the fiscal year.
2. The Treasurer shall verify that the books being kept by the Executive Director are correct.
3. The Treasurer shall make sure that a financial statement and copy of the approved budget is prepared and submitted to the Board of Directors for their approval.

D. Secretary

1. The Secretary shall keep minutes of the Executive Committee and the Board of Directors.

E. Executive Committee

1. The Executive Committee members shall determine policy and interpret existing decisions of the organization. They shall not wait until called upon for advice, but shall take an active interest in the government of the organization. In pursuit of this duty, they shall maintain close liaison with one another in order to monitor all policy matters and to act as a continual stimulus to the Executive Officers in the performance of their duties. The Executive Committee members may be given other duties by the President.

F. Regional Program Manager

1. The Regional Program Manager shall run the daily affairs of the organization and report directly to the Assistant Director of the Virginia Office of EMS, or other designated OEMS person, and report indirectly to the President of the Regional EMS Council.

ARTICLE VI

FISCAL YEAR

The Fiscal Year of the Corporation shall be from the first day of July to the thirtieth day of June, inclusive, or such other twelve-month period as the Council Board may designate by resolution.

ARTICLE VII

MEETINGS

A. Board of Directors

1. Rules of Order
 - a. Formal meetings shall be conducted according to Robert's Rules of Order. It is within the authority of the presiding officer of the session to determine, as circumstances warrant, whether to conduct the session as an informal discussion or to require that strict parliamentary procedures be followed. The general policy shall be to avoid the complexities of formal procedures until such time as the issues have been clarified to the point where a definite motion can be debated as a choice between a few alternatives.

2. Electronic Meetings and Communications
 - a. Meetings: The Board of Directors, all committees and subcommittees shall be authorized to meet and vote by telephone conference and/or through other electronic communications media so long as the members can simultaneously hear each other and participate during the meeting.
 - b. Communications: Unless the members indicate otherwise to the Executive Committee or Board of Directors, all communication required in these bylaws, including meeting notices, may be sent electronically.
 - c. Voting: Each director is entitled to one vote at Board meetings. A majority vote of those voting members present and/or participating is required on all actions by the Board of Directors. Staff members shall not serve in a voting capacity on the governing Board.

3. Minutes
 - a. The Secretary shall keep a set of minutes for every Executive Committee meeting and every Board of Directors meeting, recording all motions presented and the outcome of any votes.

4. Committees
 - a. The President or his/her designee shall appoint standing Committees. The President shall appoint other committees as necessary. The standing committees of the organization are as follows:
 1. Executive
 2. Guidelines & Training
 3. Performance Improvement
 4. Bylaws
 5. Nominating
 6. Critical Incident Stress Management (CISM)
 7. Medical Direction
 8. Finance
 9. Incident and Threat Mitigation (ITM)
 10. Personnel
 11. Pharmacy
 12. Strategic Planning
 13. Trauma Systems
 14. Grants
 15. Heart and Stroke

5. Meetings
 - a. The Board shall meet a minimum of quarterly, at an agreed upon date, time and location.
 - b. The Annual Meeting shall be conducted in the Fourth Quarter of the Fiscal Year for the purpose of elections and report on the organization's Strategic Plan.

5. Meetings (continued)
 - c. Special meetings may be called by the President or upon written request of five or more directors. Notice of at least five days shall be given prior to any special meeting.
 - d. Twelve (12) directors shall constitute a quorum.
 - e. The Board shall comply with requirements of the Virginia Freedom of Information Act.

ARTICLE VIII

INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

The Corporation shall indemnify its officers, directors, employees and agents to the greatest extent permitted by law. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trusts or other enterprise, against any liability asserted against him or incurred in any such capacity or arising out of his/her status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE IX

DISSOLUTION

In order to dissolve this Corporation, the President must present a resolution recommending that the organization be dissolved to the Board of Directors. A proposal for dissolution may be considered at a regular or special meeting of the board membership only after thirty (30) days notice in writing is given. The resolution to dissolve shall be adopted upon receiving at least 80% of the votes entitled to be cast by active board members present at such regular or special meeting. This organization shall not be dissolved while 20% of the board members dissent.

Upon adoption of the resolution for dissolution, this Corporation shall cease to conduct its affairs, except insofar as may be necessary for the proper completion thereof, and shall immediately cause notice for the proposed dissolution to be mailed to each known creditor and shall proceed to collect its assets and apply and distribute them as provided in the Articles of Incorporation.

ARTICLE X

AMENDMENT TO THE BYLAWS

These bylaws may be amended, provided the amendment has been submitted in writing to the Bylaws Committee who shall review the amendment and then present it to the Board of Directors at a regular meeting, and then shall be approved by a two-thirds vote at the next regularly scheduled meeting.

Revised 03/22/1996
12/09/1998
10/20/1999
04/18/2001
04/17/2002
04/19/2006
10/18/2006
08/20/2008
09/16/2009
12/16/2009
12/15/2010
02/16/2011
04/18/2012
1/25/2017