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NORTH REGION EMERGENCY MEDICAL SERVICES AND TRAUMA CARE COUNCIL BYLAWS

PREAMBLE:

Section 1. Definitions:

- a) Council means North Region Emergency Medical Services and Trauma Care Council.
- b) Local Council means one or more of the five (5) Local Emergency Medical Services and/or Trauma Care Councils from Island, San Juan, Skagit, Snohomish and Whatcom counties.
- c) Department means the Washington State Department of Health.
- d) Board of Directors shall include all Council members.
- e) Executive Board shall consist of the elected officers of the Council Board of Directors and standing committee chairs.

Section 2. Meeting Accessibility: All meetings of the Council, its Committees, and subcommittees shall be open to the public, except for executive sessions called by the Chair of the Council as defined in Article III, Section 5.

ARTICLE 1: THE COUNCIL

Section 1. Name: The name of the Council shall be the North Region Emergency Medical Services and Trauma Care Council.

Section 2. Geographical Composition: The North Region consists of Island, San Juan, Skagit, Snohomish, and Whatcom Counties.

Section 3. Purpose: The Council:

- a) Shall serve as the recognized agent of the Department of Health as defined in statute.
- b) Shall be an advisory and coordinating body for the planning and implementation of comprehensive, integrated regional emergency medical services and trauma care.

- c) Shall be advisory to the State Department of Health in implementation of the State of Washington Emergency Medical Services and Trauma System Strategic Plan.
- d) Shall identify specific activities necessary to meet statewide standards, identified in statute and WAC, and patient care outcomes in the region and develop a plan of implementation for regional compliance.
- e) Shall approve all Regional Plan required deliverable submission to the State, to include any necessary plan changes.
- f) Shall act as liaison with the five Local EMS & Trauma Care Councils in the Region consistent with state law.
- g) Shall evaluate and review regional EMS and trauma needs and recommend and/or direct policies and funding priorities to the appropriate groups or governmental agencies.
- h) Shall develop a regional EMS and Trauma Care plan, guidelines, standards and procedures.
- i) Shall review, assess, and recommend solutions to any grievances brought before the Council.
- j) Shall disperse Council grants and funds within the Region as defined by the Regional goals and objectives, and in accordance to the recommendations of the contracted Certified Public Accountant and State Auditor.
- k) Shall contract with the Department of Health and/or other agencies for other activities not specifically identified in these bylaws.
- l) Shall, notwithstanding any other provision of these bylaws, allow the corporation to carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under section 501 (c) (3) of the Internal Revenue Code.

Section 4. Incorporation: The Council shall be incorporated as a non-profit private corporation 501 (c) (3) in the State of Washington.

ARTICLE II: MEMBERSHIP

Section 1. Representation: The Council shall have twenty-nine members who shall also constitute the Council Board of Directors.

All meetings shall be open to the public and abide by the Open Public Meetings Act of Washington State. Any person may participate in discussion of the Council leading to a vote. Board members shall weigh and consider the concerns of non-voting participants prior to casting their vote.

- a) Recommendation for representatives from each Local Council will require approval of the Local Council. Each Local Council shall recommend to the Secretary of the Department five members: one

hospital, one prehospital, one at-large, one consumer, and one elected official.

- b) Each of the following organizations shall recommend for majority vote approval by the Regional Council, one representative: Washington Ambulance Association, Hospital Association, Washington State Patrol or Washington Association of Police Chiefs and Sheriffs, and one representative from Aero medical. The local council most closely affiliated with the representative will be requested to recommend to the Secretary the representative for the position in question in this section.
- c) County Medical Program Directors shall recommend for majority vote approval by the Regional Council one representative. The local council most closely affiliated with the representative will be requested to recommend to the Secretary the representative for the position in question in this section.
- d) A balance of representation shall be maintained by staggering appointment dates.
- e) Each representative may have an alternate appointed by the above process. For each membership position, local EMS/TC councils may recommend one alternate for appointment by the Department of Health. The alternate shall have all the rights, privileges, and protections of the member during his/her absence (whether excused or unexcused). Votes cast by an alternate in the member's absence shall have the same import as if cast by the primary members. If the member is present, the alternate abstains from voting.
- f) Only one vote per issue can be made by the representative or by the alternate in the absence of the representative at any meeting where a vote is taken.

Section 2. Residence: All Regional council representatives must be residents of, employed with-in or be affiliated with the area for which they represent.

Section 3. Attendance: In the case that a representative or their alternate does not attend three consecutive regularly scheduled Regional Council meetings, the Local Council or sponsoring agency shall be notified and may be requested to nominate to the Secretary of the Department another representative. *An absence is excused when a member/alternate notifies the Council chair, or designee, in advance of his/her inability to attend such meeting stating such reason for non-attendance. An alternate member is automatically excused with the member is in attendance.*

Section 4. Terms of Representation: Terms of representation shall be three years following appointment by the Department. Representation requires application to the Department by the Local Council and Departmental appointment. There shall be no limit on the number of consecutive terms a representative may serve.

Section 5. Vacancies: In the event of a vacancy the local council or represented agency will recommend a replacement to DOH. Appointment will be made in writing by the Department. The Local Council must recommend replacement positions within a reasonable period of time.

ARTICLE III. MEETINGS

Section 1. Regular Meetings: The Council shall meet no less than four times per calendar year in the Region. Regular meetings shall be the first Thursday of the third month of the quarter. The annual meetings shall be held in or near the month of June on a date to be determined by the Council. The annual schedule for regular Council meetings shall be announced at the annual meeting. Minutes from previous meeting and reminders should be sent to members within seven days of Council meeting dates.

Section 2. Special Meetings: Special meetings of the Council may be called at any time by the Chair or at the request of three or more Council members.

Section 3. Notifications: Council members shall be notified of special meetings of the Council at least seven days in advance. The notice of a special meeting shall state the reason for which the meeting was called.

Section 4. Quorum: A quorum at regular or special meetings shall consist of 1/3 (one-third) of the council's actual membership with a minimum of 3 of 5 Local Councils represented, and 2 members of the Executive Committee (officers).

Section 5. Open Meetings: All meetings of the Council shall be open to the public, except when an Executive Session is called under the guidelines of RCW 42.30.110.

Section 6. Parliamentary Authority: In all matters of procedure not specifically covered by the Bylaws or by such rules of procedures as may be adopted by the Council, the parliamentary authority shall be Robert's Rules of Order, most current edition.

Section 7. Voting: Voting during regular meetings of the Council, or in committees, shall be done by simple majority so long as a quorum is in attendance. In incidences where no meeting is scheduled, yet a circumstance occurs where it is appropriate to poll the membership of the North Region, then a conference call may be scheduled in accordance to the open public meetings act. Validity of the vote will require that the voter must be identifiable as a member in good standing of the North Region EMS and Trauma Care Council.

ARTICLE IV: Executive Board

Section 1. Executive Board Members: The members of the Executive Board of the Regional Council shall be the Chair, Immediate Past Chair, First Vice Chair, Second Vice Chair, Secretary, Treasurer, and all Chairs of Standing Committees. The Executive Board shall be selected from among the twenty-nine members of the Council and their alternates. The Chair must have been a member of the Council for at least one year.

Section 2. Elections: The Officers of the Council shall be elected by a simple majority vote of those present as long as there is a quorum at the annual meeting. The nominating committee shall present a slate of officers to the Council. Nominations will also be accepted from the floor.

Electronic voting for officers shall be allowed only through a secure electronic data collection medium. Validity of the vote will require that the voter must be identifiable as a member in good standing of the North Region EMS and Trauma Care Council.

Section 3. Terms of Office: The officers shall be elected for two-year alternating terms. No officer shall be eligible to serve more than three consecutive terms in a single office. The Immediate Past Chair position is a voting position and is filled until there is a new past chair.

Section 4. Duties:

- a) The Chair of the Council Board of Directors shall chair all regular and special meetings of the Council. The Chair shall supervise all employees of the Council. The Chair shall also be responsible for all Council contracts and agreements as acted upon by the Council.
- b) The Immediate Past Chair shall assist Chair with duties when appropriate.
- c) The First-Vice Chair shall perform the duties of the chair at regular or special meetings in the absence of the Chair.
- d) The Second-Vice Chair shall perform the duties of the chair at regular or special meetings in the absence of the Chair and First-Vice Chair.
- e) The Secretary or his/her designee shall be responsible for maintaining accurate records of all Council meetings, and shall carry out correspondence when requested. The Secretary shall also perform the duties of the chair at regular or special meetings in the absence of the Chair, First-Vice Chair, and Second-Vice Chair. The Secretary will receive a copy of the meeting minutes for review and accuracy.
- f) The Treasurer shall oversee the financial records of the Council. The Treasurer shall perform the duties of the chair at regular or special meetings in the absence of the Chair, First-Vice Chair, Second-Vice Chair, and Secretary.

- g) The five named Officers, the Chair of the Medical Control Committee and standing committee chairs of the Council shall constitute the Executive Board, which shall be responsible for routine management of the Council in matters relating to operations and personnel. The Executive Board shall act in the best interest of the Council. The Chair shall report such actions to the Council at the next regular meeting.
- h) Executive Board Quorum to be 1/3 of the total membership. And the Regional Council will be 1/3 of the total membership.
- i) The Executive Board may spend funds up to \$7,500 (approved amount to be decided by the Regional Council), in an emergency situation, by majority vote of the Executive Boards. An emergency is defined as something that would detrimental to the running of the North Region office, that is time sensitive and cannot wait till the next Council meeting.

Section 5. Vacancies: Any vacancy in an office shall be filled for the unexpired portion of the term of such office by majority vote of those present, if a quorum exists, of the Council at any regular or special meeting.

Section 6. Removal of Officers: Any officer of the Council may be removed from office at any regular or special meeting by following these two procedures:

- a) All Council members are notified within ten days of such action; and
- b) Two-thirds vote of the full Council membership is in favor of removal of said officer.

ARTICLE V: MEDICAL CONTROL COMMITTEE

Section 1. Membership: The Medical Control Committee shall consist of the five (5) North Region Emergency Medical Program Directors, as well as all other approved Emergency Medical Program Supervising Physicians and Emergency Medical Program Training Physicians in the North Region.

Section 2. Chairpersons & Representatives:

- a) **Chairperson:** The North Region Medical Control Committee shall select its own chair by majority vote. The Chairperson shall also serve, by virtue of his/her office, as the North Region Physician Advisor.
- b) **Representative:** The North Region Medical Control Committee shall recommend to the Regional EMS and Trauma Care Council one Medical Program Director representative to represent the North Region Medical Control Committee on the Council.

Section 3. Authority & Responsibilities: The North Region Medical Control Committee shall be responsible for planning, coordinating, and monitoring

the medical aspects of all Basic and Advanced Life Support activities in the North Region consistent with the regional plan and for the duties as described in RCW & WAC.

The North Region Medical Control Committee shall:

- a) Promote inter-county cooperation and standardization of emergency medical and trauma care service.
- b) Provide liaison with and support for local emergency medical and trauma care systems and medical societies.
- c) Provide liaison on medical matters with the Washington State Medical Association, EMS Standards Committee, DOH-EMS & TC section, and others as requested by the Council.
- d) Review and recommend solutions for multi-county grievances or complaints concerning emergency medical and trauma care. As requested, assist Local Councils and physicians in resolving complaints or grievances.
- e) Set standards and procedures for all medical aspects of testing or training offered by the Council or its agents consistent with the regional plan.
- f) Act as last level of review (before the Department) in disciplinary decertification or certification actions relating to EMS personnel as requested by the Local Emergency Medical Program Director and consistent with WAC and the regional plan.

Section 4. Meetings: The Medical Control Committee shall meet as needed or at the request of the Chair, a majority vote of its members, or at the request of the Council.

Section 5. Quorum: A quorum shall consist of physician representation from three of the five Local Councils.

ARTICLE VI: APPOINTED COMMITTEES

Section 1. Standing Committees: The Council shall have the following Standing Committees:

- a) **Prehospital:** areas of responsibility shall be all matters directly related to prehospital in the North Region. Additional areas of responsibility include but not limited to Education/Training and Guidelines (includes treatment & triage).
- b) **Trauma, Cardiac & Stroke/Quality Improvement:** areas of responsibility shall be all matters directly related to system quality improvement in the North Region.
- c) **Education:** areas of responsibility shall be all matters related to regional provider and system education.

- d) **Injury Prevention:** areas of responsibility shall be directly related to injury prevention activities and public education focusing on the highest injury mechanisms for the North Region or other areas identified by the Council.
- e) **Hospital/Trauma Facilities:** areas of responsibility shall be matters directly related to facility needs in the North Region. Additional areas of responsibility include but not limit to Education/Training and Guidelines.

Section 2. Subcommittees: The Chairs of all Standing Committees have the authority to appoint subcommittees.

Section 3. Membership: The Committee shall appoint the Chairs of each Standing Committee, who shall be a Council member, to serve for a two-year term (no more than 3 consecutive terms can be served). Standing Committee members shall be selected by the Chair of that Committee except as in Article V, section 2 regarding Medical Control Committee. The Chair of each Standing Committee shall be approved by majority vote of the Council. The Chair of each Standing Committee may be removed for cause at any time by the Chair of the Council subject to ratification by the Executive Board. The Chair of each Standing Committee may also be removed for cause at any time by two-thirds vote of the Council membership. All interested parties shall be eligible for committee membership.

Section 4. Ad hoc Committees: The Chair of the Council may appoint ad hoc committees as deemed necessary.

Section 5. Nominating Committee: The Chair of the Council shall appoint an ad hoc Nominating Committee yearly.

Duties: The Nominating Committee shall select a slate of officers consisting of at least one nominee for each position for presentation to the Council at the regular meeting prior to the annual meeting. The nominating committee shall nominate at least one nominee for any office vacated at least fifteen days prior to the regular meeting at which the election is to occur.

Section 6. Responsibility to the Council: Each Committee shall transact such business as directed by the Council and shall present its reports and recommendations to the Council at regular or special meetings.

ARTICLE VII: AMENDMENTS

Section 1. Procedure: These Bylaws may be amended by two-thirds majority vote of those present assuring a quorum is present at any regular meeting of the

Council after having been recommended for approval by the Executive Board prior to the next Council meeting.

Section 2. Consistency: No amendments to these Bylaws shall be made unless they are consistent with the Council Articles of Incorporation.

ARTICLE VIII: ADMINISTRATION

Section 1. Office: The Council shall establish an office within the geographic boundaries of the North Region EMS and Trauma Care Council. The Council may contract for services and employ staff as deemed necessary for Council business.

Section 2. Personnel Policy Manual: The Personnel Policy Manual shall direct the activities, benefits, and accountability of Council staff. The Executive Board should review annually for changes and make recommendations to the Regional Council for approval.

Section 3. Fiscal Year: The fiscal year of the Council shall be the twelve-month period from July 1 to June 30.

Section 4. Financial Review: A review of the Council’s financial transactions shall be conducted by the WA State Auditor. The Council shall follow the WA State Auditing schedule unless the Executive Board identifies a need to do an addition review or audit.

Section 5. All checks, drafts, bills of exchange, notes, or other obligations or orders for the payment of money shall be signed in the name of the corporation by such officer or officers, person or persons, as the Executive Board may from time to time designate by resolution. All financial transactions shall be in line with the North Region and Trauma Care Council Internal Controls Policy Manual

Chair _____
Rusty Palmer

First- Vice Chair _____
Rick Kowsky

Second- Vice Chair _____
Ben Boyko

Secretary _____
Jerry Martin

Treasurer _____
Tyler Dalton