

BY-LAWS

**REGION V, NORTHEAST KANSAS, EMERGENCY MEDICAL SERVICES
COUNCIL, INC.**

EFFECTIVE JANUARY 10, 2006

ARTICLE I

- Section 1:** Name:
The name of this Corporation shall be Region V, Northeast Kansas, Emergency Medical Services Council, Inc., hereafter referred to as the Council.
- Section 2:** Office:
The principal office of this Council shall be located as established or designated by action of the Board of Directors.
- Section 3:** Authority:
The Council operates in compliance with the Kansas Corporation law and in cooperation with the Kansas Board of Emergency Medical Services.
- Section 4:** Service Area:
The Council's geographical area shall consist of the following twenty-six (26) counties:
- | | | |
|-------------|-----------|--------------|
| Anderson | Atchison | Brown |
| Chase | Coffey | Doniphan |
| Douglas | Franklin | Geary |
| Jefferson | Jackson | Johnson |
| Leavenworth | Linn | Lyon |
| Marshall | Miami | Morris |
| Nemaha | Osage | Pottawatomie |
| Riley | Shawnee | Wabaunsee |
| Washington | Wyandotte | |

ARTICLE II

Mission, Purpose, and Goals

Section 1: Mission:

The Council will develop and assist in implementing a system plan and design for the designated service area for the purpose of:

- A. Ensuring that EMS attendants, health professions, allied health professions, and other health personnel with appropriate training, education and testing.
- B. Providing for appropriate EMS training and continuing education.
- C. Being organized in a manner that provides persons who reside in the Council's service area and who have no health professional training or financial interest in the provision of health care with an adequate opportunity to participate in the making of policy for the Council.
- D. Providing programs of public education and information in the Council's service area, taking into account the needs of visitors, as well as residents of the area, to facilitate immediate activation of emergency medical services. Furthermore, such programs stress the general dissemination of information regarding appropriate methods of medical self-help and first aid training programs in the area.
- E. When able to do so, provide technical assistance when requested by any ambulance service within the Region.

Section 2: Purpose:

The purpose of the Council is to bring together the broad diversity of interests of emergency medical services to ensure that the systems plan and design proposed and implemented will be fair and equitable and address all components.

Section 3: Goals:

The goals of the Council are to provide for an emergency medical services system that will meet the present and future needs of the citizens of the Council's service in a coordinated and efficient manner.

Section 4: Restrictions:

No part of the assets of the corporation shall inure to the benefit of, or be distributable to, its members, officers, or other persons, except as the corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article II hereof. No part of the activities of the corporation shall be to disseminate propaganda, or participate in any political campaign on behalf of any candidate for public office. Notwithstanding any other revision of these Articles, the corporation shall perform any other 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 1954. (If the Articles of Incorporation of the Council are amended in the future, this paragraph shall be included in the restrictions.)

Section 5: Limits of Liability:

The Corporation hereby expressly agrees to save harmless its members, the officers of the Corporation, the members of the Council, the members of its various committees, its employees and agents from all claims, suits, actions, damages, and costs of every name and description arising out of, or resulting from, performance of their duties in accordance with the Corporation's policies and by-laws. In the absence of fraud, bad faith, or malfeasance, said members, officers, committee members, employees or agents shall not be personally liable for any obligation or claim arising out of their various activities in the Corporation.

ARTICLE III

Section 1: General Membership:

Membership in the council shall be open to all interested parties.

Section 2: Advisory Council Members:

Advisory Council membership shall consist of three (3) types: County Commission appointees (from each Service in their county as well as other interested persons), Council elects, nominated by the Board of Directors and other medical personnel.

Section 3: Tenure of County Appointed Members:

Each member shall serve a two (2) year term. County appointees in counties (in alphabetic order) (Anderson through Leavenworth will be appointed each even year. Counties, Linn through Wyandotte shall be appointed each odd year.) Nominated members shall serve the duration of the fiscal year in which they are appointed and the following year.

Section 4: Council membership:

All certified EMS technicians residing in the Council's area will be allowed voting privileges for the purpose of electing new Board Members and ratification of by-laws.

Section 5: Board Members:

Board Members are those elected by the Council Membership at the Annual Meeting or appointed to the Board of Directors, because of the heavy volunteer involvement in meetings, and committee work.

ARTICLE IV

Board of Directors

Section 1: Powers, Duties, and Responsibilities:

The Board of Directors, also referred to as the Board, shall exercise the powers of the Council, control its property, and conduct its affairs. It shall be the duty of the Board to:

- A. Be responsible for achieving the Mission, Purpose and Goals of Region V, Northeast Kansas, Emergency Medical Services Council.
- B. Be responsible for setting policy, preparing and authorizing budgets and grant applications.
- C. Enter into contracts, working agreements, or statements of agreement with such agencies and organizations as may be necessary or useful to carry out the functions, plans, and purposes of the Council.
- D. Serve as the fiscal agent for all grant monies and other monies that become available for the purposes of the Council.

- E. May employ Administrative Staff to manage the Council's affairs. Authorize the employment of other staff to realize the objectives and purposes of the Council.
- F. Meet at least quarterly as required herein.
- G. Register their contact information with the Administrative Staff of the Council. Notices of meetings to them at that address shall be deemed valid notices thereof.

Section 2: Compensation:

Board and Committee members shall serve without compensation. They may be reimbursed for reasonable costs incurred in attending meetings of the Board or Committee when funds are deemed available.

Section 3: Vacancies:

Vacancies on the Board of Directors shall exist by death, resignation, removal, or relocation outside the geographical area of Region V and shall be filled by special election.

Section 4: Composition of the Board:

The Board of Directors of the Council shall be constituted of the following:

President, Vice-President, Secretary/Treasurer, two Members-at-Large and Standing Committee Chairpersons.

A. Officers:

The duly elected officers of the Council shall be the President, Vice-President, Secretary/ Treasurer and two Members-at-Large.

B. Tenure of Term of Office:

The term of office for the Council's Officers is July 1 through June 30 for one or two years with terms expiring at alternating intervals as specified by the Board of Directors. Members-at-Large shall serve two-year terms. An officer may hold only one office at a time and shall be ineligible to serve more than two full consecutive terms in the same office. An officer may finish an unexpired term and then serve two full consecutive terms thereafter. Exceptions may be made in situations where no interested individual(s) have been nominated to fill open positions. Individuals nominated or seeking nomination should be active in Council functions.

A. Duties of Office:

President:

Chief Executive Officer of the Board. This position shall conduct the business of the Board and Council. In conjunction with the Administrative Assistance be responsible for budget development and maintenance throughout the year.

Vice-President:

Perform the duties of the President in the President's absence.

Secretary:

Oversee the administrative activity of Staff including; preparation and dissemination of meeting notices, member lists, and meeting minutes.

B. Committees

Definition and Organization:

There shall be Standing Committees, "Ad Hoc" Committees and Steering Committees, as the Board may require from time to time for certain purposes.

Standing Committees:

Shall be chaired by a Council Membership appointee for a 2-year term.

Each Committee chair or appointee shall report on its activities, plans, and accomplishments at each regularly scheduled meeting. In the event that the committee chair or appointee is unable to attend, reports may be made by ground mail, email, or fax to the administrative secretary no later than the day prior to the meeting.

Each committee shall annually develop goals and objectives for the following fiscal year.

The Standing Committees shall be:

1. Legislative / Public Committee
2. Education Committee
3. Regional Testing Committee
4. Special Projects Committee
5. Financing Committee
6. MERGE Committee

At least ninety (90) days prior to the Annual Meeting, the President shall appoint a Nominations Committee to seek nominations for Standing Committee Chairs which will expire.

Section 5: Board Meetings:

A. Removal of Board Member:

The Board of Directors may recommend the Council removes any member for inattendance or inactivity. Subsequent to removal, the Council shall entertain nominations from the President, for appointment, and shall fill that unexpired term.

B. Proxy:

Proxies shall only be permitted for “issues” related items. Board members voting a proxy may vote only one proxy plus their own vote. Written proof of the proxy must be available at the meeting for presentation and verified by the President prior to a vote.

C. Quorum:

A quorum at any Board of Directors meeting shall be members present at a meeting unless otherwise required by law or Council by-laws.

D. Notice:

At least ten (10) days notice shall be given to Board of Director members prior to convening of Board meetings. This same ten-(10) day notice will be given to Council members prior to convening a Council meeting. Emergency meetings may be called on shorter notice. Items for the agenda, and other available pertinent materials will be distributed with the meeting notice. In Special Meetings, only the business stated in the notice or clearly on the agenda may be considered.

Notice shall constitute electronic notification to anyone that has provided their electronic contact information, a Region V owned website and parcel mailing to licensed ambulance services in Region V and to Educational Institutions and independent examiners teaching EMS courses in Region V.

ARTICLE V

Fiscal Year

The fiscal year for Region V, Northeast Kansas, Emergency Medical Services Council, Inc. shall begin on July 1st and end the following June 30th.

ARTICLE VI

Robert's Rule of Order

The General rules of procedure for the conduct of business at all meetings of the Board and its Committees shall be Robert's Rules of Order, as revised.

ARTICLE VII

Corporate Seal

The Region V, Northeast Kansas, Emergency Medical Services Council, Inc. shall have an official seal, which shall be in the form of a circle and shall bear the incorporated name of the Council and the word "SEAL" in its center.

ARTICLE VIII

These By-laws may be amended by a majority affirmative vote of the Council membership present at any regular or special meeting when written notice as defined in Section 5-D, of the amendment has been given to all members at least ten (10) days prior to that meeting

APPROVED: This 10th day of January, 2006

President

Vice-President

Secretary