

**EASTERN PENNSYLVANIA
EMERGENCY MEDICAL SERVICES COUNCIL**

BY-LAWS

ARTICLE I

NAME

The name of this organization shall be the EASTERN PENNSYLVANIA EMERGENCY MEDICAL SERVICES COUNCIL (hereafter called the Council), established as a non-profit corporation under the applicable statutes of the Commonwealth of Pennsylvania.

ARTICLE II

PURPOSE

The purpose of the Council shall be to plan, develop, maintain, expand, improve, coordinate, direct, implement, facilitate and promote the development of all resources available for the provision of optimal emergency medical services in the Pennsylvania counties of Berks, Carbon, Lehigh, Monroe, Northampton and Schuylkill. These six counties shall comprise the Council Region (hereafter the Region). The Council shall exist in conformance with Articles of Incorporation on file with the Commonwealth of Pennsylvania, as amended.

ARTICLE III

COUNCIL MEMBERSHIP

Section 1:

Members of the Council shall be representative of health care consumers, the health professions and major private, public and voluntary agencies, organizations and institutions concerned with providing emergency medical services within the Region.

Section 2:

There shall be three classes of membership:

1. Active member: An active member is any individual that currently participates in the delivery of emergency medical services and must meet all membership requirements of these by-laws. They can be, but are not limited to, First Responders, EMT's, Paramedics, PHRN's, Physicians, R.N.'s, Hospital Administrators, Public Safety Personnel (including, Police, Telecommunicators; Dispatchers, Firefighters and Emergency Management officials). Active members shall be entitled to one vote at Regular or Special Council meetings.
2. Associate member: An associate member is any individual interested in the provision of emergency medical services and who does not currently participate in the delivery of emergency medical services and must meet all membership requirements of these by-laws. They can be, but are not limited to, Consumers, Government Officials, Private and Public and Voluntary Agencies and Organizations as well as other Healthcare Providers. An Associate Member shall not be afforded voting privileges at Council meetings.

3. Honorary Membership: Honorary Members are any individuals who have rendered distinguished service to the Council, and who are nominated by the Executive Committee or the Board of Directors for honorary membership, subject to Board approval. An Honorary Member shall not be afforded voting privileges at Council meetings.

Section 3:

Application for Membership shall be made on a form and in a manner determined by the Board of Directors. A membership application shall require a favorable majority vote of those Directors present at any regular or special meeting of the Board of Directors, and shall become effective upon approval.

Section 4:

Members may resign from the Council at any time by making written notification to the Board of Directors.

Section 5:

Council shall periodically undertake a comprehensive review of its membership. All members shall be required to affirm, in writing, their desire and eligibility to retain Council membership. No eligible member desiring to retain Council membership shall be denied this privilege without due process; however, members who fail to provide written notice of their desire to retain Council membership shall be removed from the roles by action of the Board of Directors, but are eligible to reapply for membership at a later time in accordance with the application process that new applicants must follow.

Section 6:

A Council member who becomes an employee of the Council shall have his membership status changed to "Associate" for the duration of his employment and for an additional three (3) years following the conclusion of his Council employment.

Any other individual who is employed by the Council shall be ineligible to become a Council member for the duration of his employment and for an additional three (3) years following the conclusion of his Council employment.

Section 7:

Any member may serve on Council committees.

ARTICLE IV

COUNCIL OFFICERS

Section 1:

The officers of the Council shall be a President, a Vice President, a Secretary and a Treasurer. The President, Vice President and Secretary shall be elected by and from among the Board of Directors. The Treasurer shall be elected by the Board of Directors and may be, but need not be from among the Board of Directors. Each officer shall perform duties prescribed by these by-laws and the parliamentary authority adopted by the Council.

Section 2:

The President shall act as Chief Executive Officer of the Council, and shall preside at all meetings of the Council. He/She shall be the Chairperson of the Board of Directors and the Executive Committee, shall appoint chairpersons of all other committees unless they have been appointed by the Council members or Board of Directors and perform such other duties as may, from time to time, be designated by the Board of Directors. The President shall be elected to a one (1) year term or until his/her successor is elected.

Section 3:

The Vice President shall perform the duties of the President in the event of the President's absence or incapacity, and perform such other duties as may, from time to time, be designated by the President or the Board of Directors. The Vice President shall be elected to a one (1) year term or until his/her successor is elected.

Section 4:

The Secretary shall be responsible for certifying the minutes of all Council and Board of Directors meetings, certifying the Council membership roles, signing formal Council resolutions and other required documents, and, in the absence of the President and Vice President, shall call Council and Board of Directors meetings to order and preside until the immediate election of a chairperson pro tem. The Secretary shall also perform such other duties as may, from time to time, be designated by the President or the Board of Directors. The Secretary shall serve a one (1) year term or until his/her successor is elected.

Section 5:

The Treasurer shall periodically present the financial condition of the Council, subject to an annual audit performed by an independent public accountant. The Treasurer will also present reports when so requested by the President or the Board of Directors and perform such other duties as may, from time to time, be designated by the President or the Board of Directors. The Treasurer shall serve a one (1) year term or until his/her successor is elected.

Section 6:

An officer may resign his/her position by presenting a written resignation to the Board of Directors. A new officer shall be elected by the Board of Directors at a regular meeting. The Board of Directors shall endeavor to fill the position by its next regular meeting after the vacancy occurs.

Section 7:

All officers of the Council serve at the pleasure of the Board of Directors, and may be removed from office by a two-thirds vote of the Board members present at any regular or special meeting, provided that notice of the Board's intention to remove such officer shall have been given to each member of the Board at least twenty-one (21) days prior to the meeting where a removal vote will be taken.

Section 8:

In the event any Council office becomes vacant, the vacancy shall be filled by the Board of Directors at a regular meeting. The Board of Directors shall endeavor to fill the position by its next regular meeting after the vacancy occurs.

Section 9:

No individual shall hold more than one Council office at a time.

Section 10:

By the signatures of either the President or the Vice President AND either the Secretary or the Treasurer, these officers will have the authority to sign or execute contractual and other documents as may be appropriate or required in furtherance of the best interests of the Council. The Board may also authorize the Executive Director to execute such documents on behalf of the Council.

Section 11:

The election and term of office of all Board officers shall begin at the November Council Board meeting. If there is no meeting in November, the election shall take place at the next regular or special Council Board meeting.

ARTICLE V

MEETINGS OF COUNCIL MEMBERS

Section 1:

The Annual Meeting of the Council members shall be held in September of each year. Election of the Board of Directors, approval of the annual report and such other business as may be necessary or required will occur during this meeting.

Section 2:

Special meetings of the Council members may be called at the request of the Board of Directors or at the request of the membership. A membership request for a special meeting shall be made in writing to the Council office, and must be endorsed by at least twenty-five (25) percent of the members of record. At least twenty-one (21) days advance written notice of any special meeting shall be given to all members, and the purpose(s) of the special meeting shall be given in said notice.

Section 3:

Twenty-five (25) members who are eligible to vote shall constitute a quorum at any regular or special meeting of the Council members.

Section 4:

Meetings of the Council members shall be held under the Sunshine Act (65 P.S. § 271-286).

ARTICLE VI

BOARD OF DIRECTORS

Section 1:

The government of the Council shall be vested in a Board of Directors, which shall be elected by and from the Council membership. Board members must hold active membership in the Council and be residents of the Region, and must reside in, be employed in or actively involved in the delivery of emergency services in the county that they are to represent. The Council reserves the privilege of verifying residency or employment with respect to a Council member's eligibility for election to or continued membership on the Board of Directors. No employee of the Council may serve on the Board of Directors.

The Board of Directors shall be comprised of five representatives each from Berks, Lehigh and Northampton Counties, and four representatives each from Carbon, Monroe and Schuylkill Counties.

The Board of Directors shall be comprised of representatives from these categories:

- Emergency medical services (e.g.: First Responders, Emergency Medical Technicians, Paramedics, HPRNs)
- Physicians
- Registered nurses
- Public-safety personnel (e.g.: Telecommunicators, Dispatchers, Emergency Management Agencies, Police, Fire)
- Hospital administrators
- Consumers

Section 2:

Candidates for the Board of Directors shall be elected at the Annual Meeting of the Council members, and shall serve a term of three (3) years. A member of the Board of Directors may serve no more than two consecutive terms.

After a one year leave-of-absence from the Board of Directors, a Council member will become eligible for election again.

Section 3:

In the event of a vacancy on the Board of Directors, the Board shall appoint a qualified individual who shall serve until the next annual meeting of Council members, at which time the Council members will elect a qualified individual to fill the remainder of the unexpired term, if any. The ballot shall indicate, and the President or his designee shall publicly announce, which nominee or nominees seek election to an unexpired term and the expiration date of that term.

1. A member elected to fill an unexpired term of twelve (12) months or less may, at the expiration of that term, be elected to no more than two (2) consecutive three (3)-year terms before taking a minimum one-year leave-of-absence from the Board of Directors.
2. A member elected to fill an unexpired term of greater than twelve (12) months may, at the expiration of that term, be elected to no more than one (1) three (3)-year term before taking a minimum one-year leave-of-absence from the Board of Directors.

Section 4:

A Nominating Committee comprised of one Board of Directors member from each county in the Region shall be appointed by the President at least three months prior to the Annual Meeting.

The Nominating Committee shall present a slate of candidates for the Board of Directors and Council officers, and shall also supervise a democratic method of obtaining nominations from Council members in the Region.

Those individuals who desire consideration for a Board seat will be provided with a copy of the by-laws highlighting the attendance requirements. They must then submit a Letter of Intent which clearly stipulates they understand and agree to the requirements as stated in the by-laws. This letter must be submitted to the Council prior to June 1st of each year. The Nominating Committee may, at its discretion, nominate other individuals from the Council membership. (This paragraph takes effect October 1, 2010)

Section 5:

The Board of Directors shall meet regularly on a bi-monthly basis at such time and place as it may designate.

A quorum for any meeting of the Board of Directors shall consist of a majority of the directors entitled to be present at such meetings, or, in the alternative, a minimum of ten (10) directors who provide representation from at least four (4) of the six (6) counties in the Region. The vote of the majority of the directors at such meetings shall constitute a rule for purposes under these bylaws, unless otherwise provided by these by-laws or the parliamentary authority adopted by the Council. Meetings of the regional EMS council Board of Directors shall be held under the Sunshine Act (65 P.S. §§ 271-286).

Section 6:

The Board of Directors shall:

1. Manage the property, affairs and funds of the Council, and shall have the power to do and perform all acts and functions consistent with these by-laws, the parliamentary authority adopted by the Council, the Articles of Incorporation, the laws of the Commonwealth of Pennsylvania and the laws of the United States.

2. Establish and authorize position specifications and compensation for a professional and support staff, and adopt a comprehensive personnel policy to manage all Council employees in conformance with all applicable statutes and regulations.
3. Establish committees as it sees fit to aid in carrying out the purposes of the Council, and approve the membership of such committees, except where committee membership is specified by these by-laws.
4. Approve applications for Council membership.
5. Submit annually to the participating membership of the Council a complete report on all activities of the Council since the previous Annual Meeting. This report shall include, at minimum, the financial condition of the Council and an overview of projects intended to meet the purposes of the Council.

Section 7:

A director may withdraw from the Board of Directors by presenting a written resignation to the Board.

Section 8:

A director may be removed from and by the Board of Directors at any regular meeting of the Board, provided the following conditions have been met:

1. The director being subjected to removal from the Board of Directors shall be given an opportunity for a hearing before the Board to contest removal. Said director shall be afforded the opportunity to know the basis for the proposed removal, and shall be permitted to question evidence intended to support his/her removal and present a defense on his/her behalf.
2. A director subject to removal must be afforded at least a twenty-one (21)-day written notice of a hearing scheduled on his/her removal.
3. The Board of Directors must act upon the proposed removal at a regular or special meeting within 60 days of the completion of a hearing.
4. A three-fourths majority vote of the Board members present at any regular or special meeting is required for removal.

Section 9:

It is important for members of the Board of Directors to exhibit regular attendance at all meetings of the Board.

In the event a Board member cannot attend a meeting, he/she is required to notify the Council office if his/her absence is to be excused. Failure to notify the Council office shall constitute an unexcused absence.

Board members who have three (3) consecutive unexcused absences shall be automatically removed from the Board of Directors, and their seat shall be declared vacant.

Board members who have four (4) excused or unexcused absences during the course of any 12-month period will be referred to the Executive Committee for review. The Executive Committee will make a recommendation to the Board of Directors to either retain or remove such a member.

A Board member is expected to represent the entire region on all issues and not his/her individual or organization's agendas.

A Board member does not represent the Council at patient contact situations.

Section 10:

A Board member shall disclose any actual, potential or perceived conflicts of interest involving him/her prior to discussion of or voting upon any affected issues.

ARTICLE VII

COMMITTEES

Section 1:

The Executive Committee shall be composed of the officers of the Board of Directors, the immediate Past President and Chairpersons of each Standing Committee defined in these by-laws. The Executive Committee, through the President, shall direct the activities of the professional staff, set operating and administrative policies and provide oversight to Standing and Special Committees.

The Executive Committee is empowered to act on behalf of the Board of Directors and the Council members between regular or special meetings, and shall meet at the discretion of the Council members, the Board of Directors or the President.

The Council President shall chair the Executive Committee.

Section 2:

The Council Board shall appoint two (2) Regional Medical Directors. Said directors shall hold a current valid PA MD or DO medical license and shall maintain EM Board Certification.

The term of service shall be renewed annually at the discretion of the board. The medical directors shall report to the board. They shall work on a regular basis with the Executive Director of the Council and his/her staff to fulfill the role and responsibilities as specified in the current Pennsylvania EMS act and its accompanying rules and regulations.

The appointed medical directors shall jointly chair the MAC Committee. Said directors may vote at committee meetings. They are permitted, encouraged, and shall make a reasonable effort to attend all board, committee and special meetings. The Regional Medical Directors serve in an advisory, educational and leadership capacity. Said directors do not have Board meeting voting privileges.

Section 3:

A Medical Advisory Committee shall be appointed from among the Council's medical directors and authorized medical command physicians within the Region, and shall oversee and develop a system of providing pre-hospital medical command, including protocols, to EMS personnel in accordance with federal, state and regional requirements.

Section 4:

A Communications Committee shall be appointed to explore ways of improving telecommunications among and between EMS providers and the public in accordance with federal, state, regional and local requirements.

They shall also act as the advisory body for the Eastern PA EMS Council MedCom division.

Section 5:

An EMS Training and Education Committee shall be appointed to oversee and develop training programs for EMS providers in accordance with federal, state and regional requirements.

Section 6:

A Performance Improvement Committee shall be appointed to review concerns or complaints and make recommendations for improvement with regard to the provision of emergency medical services in the Region in accordance with federal, state and regional requirements.

Section 7:

A Community Outreach and Marketing Committee shall be appointed to disseminate information and develop a program to provide avenues of education for the general public in accordance with federal, state and regional requirements.

Section 8:

A Finance Committee shall be appointed to provide general supervision and recommendations with respect to the financial affairs of the Council in accordance with federal, state and regional requirements.

The Finance Committee shall oversee an annual audit of the Council's accounts, and shall present a report of the audit to the Executive Committee and Board of Directors. Audits must be conducted by an independent certified public accountant, and in a fashion either approved or required by the Pennsylvania Department of Health.

Section 9:

An Advanced Life Support (ALS) Committee comprised of representatives of each ALS Provider in the Region shall review and recommend items of importance to the continued provision of advanced life support programs throughout the Region.

Section 10:

A Basic Life Support (BLS) Committee comprised of three (3) representatives from each county in the Region shall review and recommend items of importance to the continued provision of basic life support, quick response or first responder programs throughout the Region.

Section 11:

A Regional Conference Committee shall be appointed and be responsible for supervising, organizing and implementing an annual regional educational conference.

Section 12:

A Regional Ambulance Safety Committee shall be comprised of representatives from emergency medical services organizations from within the region. The purposes of this committee shall be to collect and review data related to EMS vehicle incidents, accidents and personnel injury with the purpose of identifying trends and recommending corrective action through planning and programs.

Section 13:

Additional special committees shall be appointed by the Council members, the Board of Directors or the President as deemed necessary to carry out the purpose of the Council, and shall continue to exist at the pleasure of the appointing authority. However, the chairperson of such committee shall not have a position on the Executive Committee.

Section 14:

Committee Chairs shall be appointed by the Council President. Standing and special committee chairpersons must be members of the Board of Directors, except as otherwise provided in these by-laws. Committee members will be appointed by the Committee Chair. The MAC chair need not be a Board member but shall be one or more of the regional medical directors as specified in the current Pennsylvania EMS act and its accompanying rules and regulations. Also, the Finance Committee chair need not be a Board member, but shall be the Council treasurer.

Section 15:

The Council President shall be an ex-officio member of all standing or special committees.

ARTICLE VIII

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Council in all cases in which they are applicable and in which they are not inconsistent with these by-laws, any special rules of order adopted by the Council or applicable law.

ARTICLE IX

AMENDMENTS

These by-laws may be amended at any regular or special meeting of the Council members by a two-thirds vote of those present who are entitled to vote, provided that written notice of the proposed amendment is given to each member of the Council at least ten (10) days in advance of the meeting where a vote is to be taken on the amendment.

ARTICLE X

INDEMNIFICATION

Section 1:

The Council shall indemnify any person who was or is a party or is threatened to be made party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Council) by reason of the fact that he is or was a representative of the Council (including directors, officers, employees, agents and committee members) against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Council, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interest of the Council, and, with respect to any criminal action or proceeding, has reasonable cause to believe that his conduct was unlawful. The Council shall not indemnify any such person where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

Section 2:

Notwithstanding any contrary provision of the articles or these by-laws, to the extent that a representative of the Council has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to above, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Section 3:

Unless ordered by a court, any indemnification under the above shall be made by Council only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because he has met the applicable standard of conduct set forth above. Such determination shall be made:

- a) by the Board of Directors by a majority vote of a quorum consisting of directors who were no parties to such action, suit or proceeding; or,
- b) by independent legal counsel in a written opinion, if such a quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested directors so directs.

Section 4:

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Council in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized above.

Section 5:

Each such indemnity may continue as to a person who has ceased to be a representative of the corporation and may inure to the benefit of the heirs, executors and administrators of such a person.

Section 6:

The Council shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, agent or other representative of the Council against any liability asserted against such a person and incurred by such a person in any capacity or arising out of such person's status as such, whether or not the Council would otherwise have the power to indemnify such a person against such liability.

Section 7:

Each person who shall act as an authorized representative of the Council shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

Section 8:

A Board member is not permitted to encumber or commit the Council or Board in any manner, under any circumstance, unless duly authorized by the Board.

ARTICLE XI

LIMITING THE LIABILITY OF DIRECTORS

Section 1:

A director of Council shall stand in a fiduciary relation to the Council, and shall perform his duties as a director, including his duties as a member of any committee of the Board of Directors upon which he may serve in good faith, in a manner he reasonably believes to be in the best interests of the Council, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his duties, a director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case performed or presented by any of the following:

- a) One or more officers or employees of the Council whom the director reasonably believes to be reliable and competent in the matters presented;
- b) Counsel, public accountants or other persons as to matter which the director reasonably believes to be within the professional or expert competence of such persons;
- c) A committee of the Board of Directors upon which he does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

A director shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause his reliance to be unwarranted.

Section 2:

In discharging the duties of their respective positions, the Board of Directors, committees of the Board of Directors and individual directors may, in considering the best interest of the Council, consider the effects of any action upon employees and upon persons in communities within the Council's region, and all other pertinent factors. The consideration of these factors shall not constitute a violation of Section 1 hereof.

Section 3:

Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director or any failure to take any action shall be presumed to be in the best interests of the Council.

Section 4:

A director of the Council shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

- a) the director has breached or failed to perform the duties of his office under Sections 1-3 hereof; and,
- b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

Section 5:

The provisions of Section 4 hereof shall not apply to:

- a) the responsibility or liability of a director pursuant to any criminal statute; or,
- b) the liability of a director for the payment of taxes pursuant to local, state or federal law.

