

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, support, 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, Schuylkill and any additional counties that may be incorporated into the Council. These counties and any additional 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 Four (4) classes of membership:

1. Active member: An active member is any individual that is currently actively involved in the delivery and development of emergency medical services and must meet all Council membership requirements of these by-laws. They can be, but are not limited to, First Responders, EMT's, AEMT Paramedics, PHRN's, PHPE, 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

Revision Date Aug 10, 2011 - Revision Date Sept 16 2015 – Revision Date Sept 20, 2017
– Revision date July 24, 2019 - Revision Date Sept 18, 2019 Revision Date Sept 24, 2020
Sept 15, 2021

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.
4. Advisory Member: An advisory member shall be appointed by the Board of Directors to serve in an advisory, educational and leadership capacity to the Board of Directors. Advisory Members are afforded participation in regularly scheduled directors meeting and, upon invitation, attendance and participation in Executive Committee meetings. Advisory Members may not serve in the capacity of committee chairs. Advisory Members shall serve for a period not to exceed three (3) consecutive years, or at the discretion of the Council Board of Directors, maintain no voting privileges and subject to removal at the discretion of the Executive Committee.

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, annual 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:

The Council shall annually undertake a comprehensive review of its membership. All members shall be required to affirm, in writing (electronic means are acceptable), 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 their membership status changed to "Associate" for the duration of their employment and an additional three (3) years following the conclusion of their Council employment.

Any other individual who is employed by the Council shall be ineligible to become a Council member for the duration of their employment and an additional three (3) years following the conclusion of their 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 officers of the Council shall be elected by the Board of Directors and shall serve for a term of two (2) years or until their successors have been duly elected. Officers may be re-elected for subsequent or concurrent terms not to exceed four (4) consecutive years. To be eligible to serve as an officer, a candidate must have served as a Director for a minimum of one (1) year. In the event of regional consolidations, mergers or acquisitions, continuous tenure as a member of either the Eastern PA EMS Regional Board of Directors or the acquired regional Councils Board of Directors shall count toward the one (1) year minimum service requirement.

Section 3:

The President shall act as Chief 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 and 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 Two (2) year term or until his / her successor is elected.

Section 4:

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 Two (2) year term or until their successor is elected.

Section 5:

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 Two (2) year term or until their successor is elected.

Section 6:

The Treasurer shall periodically present the financial condition of the Council, subject to an annual audit performed by an independent public accountant. The

Revision Date Aug 10, 2011 - Revision Date Sept 16 2015 – Revision Date Sept 20, 2017
– Revision date July 24, 2019 - Revision Date Sept 18, 2019 Revision Date Sept 24, 2020
Sept 15, 2021

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 Two (2) year term or until their successor is elected.

Section 7:

An officer may resign their 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 8:

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 before the meeting where a removal vote will be taken.

Section 9:

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 10:

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

Section 11:

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 12:

The election of all Board officers will occur at the annual meeting. The President of the Board will call all present Board Members and Board Members Elect together for the purpose of running an election for Board Officers. The current Board Members and Board Members Elect shall follow Democratic process to elect Board Officers. The term of all Board Officers Elect shall begin with the start of the November Council Board meeting. If there is no meeting in November, the Board Officers Elect will assume their duties as of 6pm on the Third Wednesday in November.

Section 13:

The Board of Directors shall employ an Executive Director who will administer, conduct, and coordinate the affairs of the Council in accordance with organizational policies and practices and within the general directives of the Executive Board. The Executive Director shall serve without vote as an ex-officio member of the Board of Directors and all committees of the Council, and shall provide a report of the activities of their office when called upon at any meeting of the Executive or Board of Directors. The Executive Director shall have the authority to employ, assign, manage and release all staff personnel of the Council in accordance with organizational policies and practices. The Executive Director may not execute any contract not in the ordinary course of business (i) in which the total expenses to the Council over the life of the contract total

Revision Date Aug 10, 2011 - Revision Date Sept 16 2015 – Revision Date Sept 20, 2017 – Revision date July 24, 2019 - Revision Date Sept 18, 2019 Revision Date Sept 24, 2020 Sept 15, 2021

ten thousand dollars (\$10,000.00) or more, or (ii) which has a term more than one year, without the specific approval of the Board of Directors. (Excluded from this practice shall be PA Department of Health Sub-sequential Additional Funds (SAF) which the Council maintains and disperses on behalf of the Department)

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. Accessibility to an electronic format may be made available for Council Membership to utilize as a means to authorize, approve or cast a ballot.

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 officers, 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 members who are eligible to vote shall constitute a quorum at any regular or special meeting of the Council members.

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 representing a County within the geographical region of the Council must hold active membership in the Council; and be a resident within the County represented, or be actively involved in facilitating the delivery of emergency services within the County represented (a minimum of 51% of service delivery must be within the County represented). Board Members At Large must hold active membership in the Council; and be a resident within the geographical region of the Council, or be actively involved in facilitating the delivery of emergency services within the geographical region of the Council (a minimum of 51% of service delivery must be within the geographical region of the Council).

Vacant County Representative positions shall be elected by the Board of Directors at the November meeting and shall serve a term of three (3) years and shall serve no more than two consecutive terms. In the event of a vacancy of an elected County Representative, the Board President shall appoint a qualified Director who shall serve the remainder of the vacated three-year term.

The Board of Directors shall be comprised of twenty-seven (27) Directors, comprised of a minimum of one representative from each county within the geographical region of the Council, and the remainder as Members At Large. Each Board of Directors shall serve a three - year term.

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

- Emergency medical services (e.g.- First Responders, Emergency Medical Technicians, AEMTs, Paramedics, PHRNs, PHPE, PHP)
- Physicians
- Registered nurses
- Public-safety personnel (e.g.- Tele communicators, 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 the appointee or another qualified individual to fill the remainder of the unexpired term, if any. The ballot shall indicate, and the President or his/ her 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:

Revision Date Aug 10, 2011 - Revision Date Sept 16 2015 – Revision Date Sept 20, 2017 – Revision date July 24, 2019 - Revision Date Sept 18, 2019 Revision Date Sept 24, 2020 Sept 15, 2021

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 publish, via electronic outlets, notification to Council membership, a listing of pending vacancies within the EMS Council Board of Directors. The Nominating Committee shall have the responsibility for submitting the names of qualified candidates to serve as Board of Directors 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.

Section 5:

The Board of Directors shall meet regularly on a bi-monthly basis at such time and place as it may designate. Accessibility to an electronic format may be made available for Council Directors to utilize as a means to participate in meetings.

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 quorum shall be considered the minimum number of Directors, fifty-one (51) percent of a deliberative assembly necessary to conduct the business of that group. 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.

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:

Revision Date Aug 10, 2011 - Revision Date Sept 16 2015 – Revision Date Sept 20, 2017 – Revision date July 24, 2019 - Revision Date Sept 18, 2019 Revision Date Sept 24, 2020 Sept 15, 2021

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 their 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 their absence is to be excused. Failure to notify the Council office shall constitute an unexcused absence. The Council provides alternate technology to attend meetings, such as conference calls and internet meeting capabilities.

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.

Any Board Director who has been indicted or charged with a criminal offense punishable by imprisonment of one (1) year or more shall be deemed to have taken a leave of absence from the Board effective as of the date of the indictment or charge.

Any Board Director who is convicted of any criminal offense punishable by imprisonment of one (1) year or more, whether or not prison time is actually served, or any crime involving moral turpitude (including fraud, bribery, sexual offenses and similar offenses, regardless of punishment), or who enters a plea of guilty or a plea of nolo contendere to any such offense, shall automatically be removed from the Board without any further action by the Board of Directors.

Section 10:

A Board member shall disclose any actual, potential or perceived conflicts of interest involving him/her prior to the 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 each regional County Representative. 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 every three years at the discretion of the board. The medical directors shall report to the board. They shall work regularly with the Executive Director of the Council and his / her staff to fulfill the role and responsibilities as specified in the current Pennsylvania EMS Systems Act and its accompanying rules and regulations.

The appointed medical directors shall jointly chair the MAC Committee. Said medical directors may vote at MAC 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 is a standing committee and 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 at the discretion of the Board to explore ways of improving telecommunications among and between EMS practitioners and the public in accordance with federal, state, regional and local requirements.

Section 5:

An EMS Training and Education Committee shall be appointed at the discretion of the Board to oversee and develop training programs for EMS practitioners in accordance with federal, state and regional requirements.

Section 6:

A Performance Improvement Committee shall be appointed to review concerns or complaints, as appropriate, 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 Finance Committee shall be appointed at the discretion of the Board 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 8:

An Advanced Life Support (ALS) and Basic Life Support (BLS) Committee comprised of representatives of regional ALS and BLS agencies shall review and recommend items of importance to the continued provision of both advanced life support and basic life support programs throughout the Region.

Section 9:

A Conference Advisory Panel shall be appointed and be responsible for supervising, organizing and implementing an annual educational conference.

Section 10:

An EMS Leadership Committee shall be comprised of leaders from EMS agencies throughout the Region. The Committee will be responsible for identifying issues related to EMS management and present educational programs to directly assist EMS managers and agencies in their individual organizations.

Section 11:

A Bylaws Committee shall consist of five (5) Directors appointed by the President and approved by the Executive Committee at the July meeting. The Bylaws Committee shall review and revise bylaws of the corporation periodically and make such recommendations for revisions to the Executive Committee as it deems to be in the best interests of the Corporation. Whenever a need arises to interpret the Bylaws of the Corporation, or a particular provision thereof, the Bylaws Committee shall determine the intent and application of the Bylaws, or such provision thereof, and provide its determination to the Executive Committee. The determination of the Bylaws Committee in such situation shall be final and binding on the Corporation unless such determination shall be overruled by a three-fourth (3/4) majority of the Executive Board present at a duly convened meeting of the Executive Committee.

Section 12:

Additional special committees shall be appointed by the Council members, the

Revision Date Aug 10, 2011 - Revision Date Sept 16 2015 – Revision Date Sept 20, 2017
– Revision date July 24, 2019 - Revision Date Sept 18, 2019 Revision Date Sept 24, 2020
Sept 15, 2021

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 13:

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 14:

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

Amendments and/or revisions (hereafter referred to as "amendments") to by-laws may be submitted to the by-laws committee by any council member. The by-law committee shall review the proposed amendment(s) and make alterations as appropriate. The proposed bylaw(s) changes shall be presented to the membership for a thirty (30) day review and comment period. A memorandum will accompany the draft that will outline the precisely worded proposed amendment, the current by-law, and the by-law as it will read if the amendment is adopted. At the conclusion of this period the bylaw committee will make any necessary alterations and present the bylaws to the Board of Directors for a vote at the next meeting. A two-thirds (66%) majority vote from the Board of Directors is required for adoption.

ARTICLE X

INDEMNIFICATION

Section 1:

The Council shall indemnify any person who was or is a party or is threatened to be

Revision Date Aug 10, 2011 - Revision Date Sept 16 2015 – Revision Date Sept 20, 2017
– Revision date July 24, 2019 - Revision Date Sept 18, 2019 Revision Date Sept 24, 2020
Sept 15, 2021

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 their 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 their 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 their duties as a director, including their 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/ her 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 the 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 / she has knowledge concerning the matter in question that would cause his / her reliance to be unwarranted.

Section 2:

In discharging the duties of their respective positions, the Board of Directors, committees of the Board of Directors 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 / her 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:

Revision Date Aug 10, 2011 - Revision Date Sept 16 2015 – Revision Date Sept 20, 2017
– Revision date July 24, 2019 - Revision Date Sept 18, 2019 Revision Date Sept 24, 2020
Sept 15, 2021

- 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.

ARTICLE XII

Dissolution of the Corporation

Section 1: In the event of the dissolution of the corporation, all of the remaining assets (if any) not identified as a Department of Health asset, shall be dispersed to Eastern PA MedCom provided it is then in existence and retains its exemptions pursuant to Section 501(c) (3) as amended, or any successor law that may take the place of section 501(c) (3) of the Internal Revenue Code. In the event that Eastern PA MedCom is not in existence or does not then remain

Exempt under section 501(c) (3) of the Internal Revenue Code, the remaining assets will be conveyed, transferred and assigned to another entity that is exempt pursuant to section 501(c) (3) of the Internal Revenue Code and provides services similar to those provided by Eastern PA MedCom.

Any questions regarding distribution of the remaining assets upon dissolution shall be addressed by the Orphans Court Division of the Lehigh County Court of Common Pleas for the Commonwealth of Pennsylvania.

Consideration for the dissolution of the assets, the Council President, or designee, shall, in writing or other electronic means, provide ten (10) days' notice of a special meeting to the EMS Council Board of Directors. A quorum for the special 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 quorum shall be considered the minimum number of Directors, fifty-one (51) percent of a deliberative assembly necessary to conduct the business of that group.