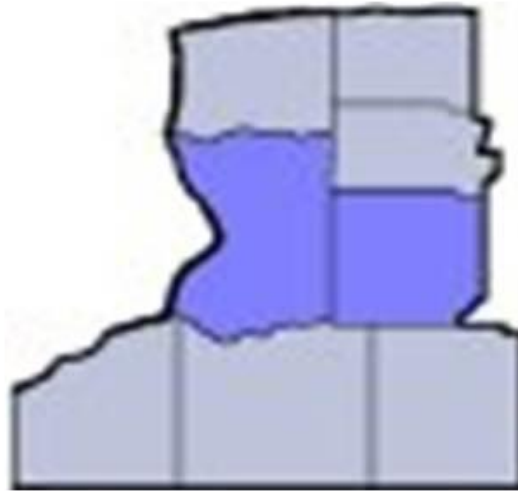


***Wyoming-Erie Regional
Emergency Medical Services Council***



BYLAWS

June 2015

WYOMING-ERIE REGIONAL EMERGENCY MEDICAL SERVICES COUNCIL

BYLAWS

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WYOMING-ERIE REGIONAL EMERGENCY MEDICAL SERVICES COUNCIL

BYLAWS

ARTICLE I - NAME OF THE ORGANIZATION

The organization shall be known as the Wyoming-Erie Regional Emergency Medical Services Council.

ARTICLE II - PURPOSE OF THE ORGANIZATION

The purpose of the Organization will be to coordinate and assist in the development and improvement of an effective EMS System in the two (2) Counties: namely Erie and Wyoming. Further, the Organization's purpose will include raising the professional standards and improving the practices used in emergency medical services by providing guidance, coordination, a forum for exchange of ideas and an informational network for the two counties that it represents in accordance with the mandates and intent of Article 30 of the Public Health Law of New York State.

ARTICLE III - MEMBERSHIP CLASSES AND VOTING RIGHTS

- A. Membership shall consist of twenty-six (26) appointed voting members, thirteen (13) representing each member county and four (4) alternates at large. Members shall live within the geographic area served by this Council.
- B. Regular members shall be those individuals meeting the requirements set forth herein, and who express an interest in furthering the purposes and objectives of the Council. Regular members shall serve on a minimum of one committee and perform such functions as requested by the Chairperson of the Regional Council.
- C. Alternate members shall be those individuals meeting the requirements set forth herein and who through profession, training and/or experience, possess abilities and/or knowledge which furthers the purposes and objectives of the Council and who are accepted as alternate members by the Council upon recommendation of the Membership Committee. Alternate Members may vote only in the absence of a regular voting member.
- D. Not less than one-third (1/3) of the membership of the council shall be representatives of ambulance services and the remaining membership shall consist of, but not be limited to, representatives of existing local emergency medical care committees, physicians, nurses, hospitals, health planning agencies, fire department emergency and rescue squad, public health officers and the general public.
- E. Inactive members are those individuals who desire a leave of absence for either personal or medical reasons. Leaves may be granted by the Chairperson and the majority of the Council Board of Directors, who shall set forth the conditions of the leave. Members on leave may not hold office, may not vote, and may not chair any committee. Members on leave shall not be counted toward the membership total.

- F. Voting rights shall be vested in the members of the Council for all matters which are subject to a membership vote by act of the applicable Laws of the State of New York and as provided herein.
- G. There shall be no discrimination in the admission, selection, or termination of members based on race, color, creed, sex, national origin or belief.

ARTICLE IV - MEETINGS

- A. The current edition of Robert's Rules of Order Revised shall govern the conduct of the meetings except where such rules conflict with these Bylaws
- B. The official business year shall be April 1 to March 31.
- C. Regular meetings of the council shall be held as often as its business may require; no less than four times per year.
- D. Special meetings may be called at the discretion of the Chairperson or the Chairperson-Elect in the absence of the Chair, with approval of the Executive Committee.
- E. Members (5 or more) may direct the Chairperson/Executive Committee to call a special meeting of the Council.
- F. The presence of voting members entitled to cast a simple majority of the votes of the membership shall constitute a quorum at a meeting of the members for all meetings and purposes, except the presence of voting members entitled to cast two-thirds (2/3) of the votes of the membership shall constitute a quorum for the election of Directors and Officers and by-law change. In the absence of a quorum at the opening of any meeting of members, such meeting may be adjourned by a vote of the majority of voting members voting on the motion to adjourn; at any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the original meeting.

ARTICLE V - COUNCIL

- A. The business and affairs of the Council shall be managed and conducted by its regular membership.
- B. The Council shall be comprised of the following:
 - 1. The Chairperson and Officers of the Council.
 - 2. Thirteen (13) regular members representing each of Erie and Wyoming counties.
 - 3. Four (4) alternate members representing the Council's geographic area.
 - 4. Immediate Past Chair of the Board of Directors shall continue to serve as a member of the Board.
- C. The Council shall be responsible for the following:
 - 1. Receiving the Reports of Committees and Officers;
 - 2. Making decisions regarding the general operation of the Council;
 - 3. Directing the administrative and fiscal activities of the Council;
 - 4. Negotiating contractual arrangements between the Council and other persons or entities;
 - 5. Determining the Council's involvement in community activities;
 - 6. Filling vacant Member, Officer and Director positions;
 - 7. Making decisions concerning discipline in accordance with the provisions herein.

8. Maintaining knowledge and carrying out provisions as outlined in NYS PHL - Article 30 Section 3003.
- D. Term of Office:
 1. Regular and alternate members shall serve for a term of four (4) years. The term shall commence on April 1 and terminate on March 31. Members may serve for two additional consecutive terms in accord with procedures.
 2. Members appointed to serve the remaining portion of unexpired terms of office shall serve for a time equal to the remaining years from the original unexpired term of the predecessor.
 - E. The Officers of the Council shall be elected by simple majority vote by and among the voting members at the January meeting of the Council.
 - F. Members may be removed from office at any time with cause at any regular meeting or special meeting of the voting members of the Council by a vote of at least three-quarters ($\frac{3}{4}$) of the votes cast by the members entitled to vote. Successor members to those removed shall then be appointed by the majority of the remaining Council. The Council may not re-appoint any person who has been removed from their position on the Council. Any member whose removal has been proposed by the members shall be given an opportunity for hearing at such meeting.
 - G. Council shall serve without compensation. Members may request reimbursement for necessary and proper expenses incurred on behalf of the Council by petitioning the Council.
 - H. In the event of a vacancy of a voting position of the Council, that position shall remain vacant until the next meeting with the exception of the Office of the Chairperson. In the event of a vacancy of two (2) or more voting positions from the same county the Council shall conduct a special balloting of the membership to fill the vacancies. If the office of Chairperson becomes vacant:
 1. The Chairperson-Elect shall succeed to the office of Chairperson.
 2. The office of Chairperson-Elect shall remain vacant until the next scheduled balloting.
 3. The Chairperson-Elect shall subsequently serve the term of office as Chairperson to which elected.

ARTICLE VI - OFFICERS

- A. The officers of the Council shall consist of the Chairperson, Chairperson-Elect, Secretary, and Treasurer. The Chairperson and Chairperson-Elect shall serve from alternate counties. The Secretary and Treasurer shall serve from alternate counties. The Council Officers shall be elected by the voting members from among its members who have served as regular Council members for at least two (2) years.
- B. Term of office:
 - 1) The term of office for Chairperson and Chairperson-elect is one year. The term for Treasurer and Secretary is two years. It shall commence April 1 and terminate on March 31.
 - 2) The Chairperson-elect shall succeed to the office of the Chairperson at the conclusion of the term of office of the Chairperson.
 - 3) Each officer may serve no more than two (2) consecutive terms in any individual office.

C. Responsibilities:

- 1) Each officer shall exercise the duties and responsibilities required of a member of the Regional Council.
- 2) Each officer shall serve as a voting member of the Executive Committee exercising all responsibilities specified in the BYLAWS and assigned by the Council.

ARTICLE VII - DUTIES OF OFFICERS

A. Chairperson

The chairperson shall:

1. Exercise the duties and responsibilities required of a council member and of the executive committee.
2. Chair all business meetings.
3. Serve as a Director to the Regional Program Agency (Western Regional Emergency Medical System).
4. Serve as an advisor to all Council committees (except nominating).
5. Be the official spokesperson for the Council.
6. In general shall perform all duties incident to the office of Chairperson and such other duties as may be prescribed by the Council.

B. Chairperson-Elect

The chairperson-elect shall:

1. Exercise the duties and responsibilities required of a Council member and of the executive committee.
2. In absence of the Chairperson, perform the duties and exercise the powers of the Chairperson. The Chairperson-elect shall have such powers and perform such duties as may be delegated to him or her by the Chairperson or prescribed by the Council.

C. The Secretary shall:

1. Exercise the duties and responsibilities required of a council member and of the executive committee
2. Keep the minutes of the meetings of the members and of the Executive Board and shall see that all notices are duly given in accordance with provisions of these By-Laws or as required by law;
3. Be custodian of the Council records;
4. Keep a register of the post office addresses of each member which shall be furnished to the Secretary by such members;
5. In general perform all duties incident to the office of Secretary or assigned to them by Council or by the Chairperson.

D. The Treasurer shall:

1. Exercise the duties and responsibilities required of a council member and of the executive committee
2. Have charge and custody of, and be responsible for, all funds of the Council;
3. Receive and give receipts for monies due and payable to the Council from any source whatsoever

4. Deposit and dispense such monies in the name of the Council as shall be selected in accordance with the provisions herein;
5. Keep accurate financial accounts and hold the same open for inspection and examination by the Council;
6. Report at all official meetings of the Council;
7. In general perform all duties incident to the Office of Treasurer, or assigned to them by Council or by the Chairperson.

ARTICLE VIII - COMMITTEES OF THE COUNCIL

- A. Executive Committee
The Executive Committee shall have full power and authority to act on behalf of the Council, except that such Committee shall have no power to fill vacancies of the Council, to fix any compensation for the members or the Officers of the Council, to amend or repeal any provision of these By-Laws, or to amend or repeal any resolution of the Council. The Executive Committee shall be composed of the Chairperson, Chairperson-Elect, Secretary, Treasurer, WEREMS Representative to NYS EMS Council and four Directors at Large. The immediate past Chair may serve on the Executive Committee as a non-voting member,
- B. Nominating Committee
There shall be a Nominating Committee of the Council which consists of at least one (1) Representative from each county. The Nominations Committee and Chair of the committee shall be appointed by the Council Chairperson at the November meeting. The Nominations Committee shall solicit nominations from the members of the Council at the November meeting. Elections for Officers shall be organized and conducted by the Nominations Committee at the January meeting. The Nominations Committee shall present a slate of eligible candidates at the January meeting..
- C. Other Committees
The Council may establish such other Committee or Sub-Committees as they shall deem advisable in order to carry out the functions of the Council. Such Committees shall have those powers conferred upon them by the Executive committee except that such power shall not exceed that conferred on the Executive Committee. Persons who are not members of the Council may serve on these Committees in an *ex-officio* status.
- D. The Chairperson shall appoint all committees as necessary to conduct the business of the Council. The Chairperson shall serve as *ex-officio* member to all committees with the exception of the nominating committee.

ARTICLE IX - GENERAL PROVISIONS

- A. The Council shall establish a Manual of Policies and Procedures, and the manual shall be provided to all members, Officers and Directors. The manual shall provide standards and procedures for the admission of members, elections of Officers and Directors, conduct of members, and such other matters as may be necessary or proper for the operation of the Council.
- B. Termination of membership on the Council shall be at the discretion of the Chairman in consultation with the Executive Committee. Conduct which is offensive to the members of the Council, or which reflects adversely on the Council, or which contradicts the pur-

poses and objectives of the Council shall be grounds for removal. Any member who is terminated may request a hearing before the Executive Committee. The terminated member must provide written notice of their desire for a hearing and any Appeal, not more than ten (10) days following the date of termination or final action. The terminated member's Appeal shall be heard at the next scheduled meeting of the Board of Directors, provided, however, that an earlier meeting date may be scheduled by agreement of the terminated member and of the Executive Committee.

- C. Any person who at any time serves or has served as a member or officer of the Council shall have a right to be indemnified by the Council to the fullest extent permitted by law against reasonable expenses, including attorney's fees, actually and necessarily incurred in connection with any threatened, pending or completed action, suit or proceedings whether civil, criminal, administrative or investigative and whether or not brought by or on behalf of, the Council, seeking to hold them liable by reason of the fact that they are or were acting in such capacity; and reasonable payments made by them in satisfaction of any Judgment, Money Decree, fine, penalty or settlement for which they may have become liable in any such action, suit or proceeding.
- D. The fiscal year of the Corporation shall be from April 1st through March 31st.
- E. The Council shall not be operated or conducted for profit and no part of any profits or any remainder of residue from funds of, or received by, the Council shall inure to the benefit of any member, Officer or Director of the council.

ARTICLE X - AMENDMENTS

Amendments to these Bylaws shall be acted upon at the next scheduled regular meeting providing that the text of the proposed amendment shall have been included in a written notice to the members thirty (30) days prior to said meeting. Amendments shall be adopted by a two-thirds majority of the appointed membership.

ARTICLE XI - DISSOLUTION

In the event of the dissolution of the Council other than for purposes of reorganization, whether voluntary or involuntary or by operation of law, none of the property nor assets of the Council, nor any proceeds thereof, shall be distributed to any member or Officer of the Council; but, after payment of the debts of the Council, its property and assets shall be distributed in accordance with New York State Law.

Adopted: June 28, 1978, Amended: March 20, 1979, July 8, 1981, March 9, 1983, May 11, 1983, June 27, 1984

Revision: July 1, 1987

Adopted: May 18, 1994, Amended: March 4, 1998

Amended May 4, 2005

Amended March 7, 2012; Adopted June 13, 2012

Reviewed June 24, 2015

WYOMING – ERIE REGIONAL EMERGENCY MEDICAL SERVICES COUNCIL

PROCEDURE GUIDELINES

I. Membership

The Regional Council appoints all members by the following process:

- A. A letter of application shall be submitted to the Council for review. The membership committee shall interview each applicant. The Council shall vote on recommendations of this committee.
- B. Announcement of Council vacancies will be disseminated by the Council.
- C. Applications received before the need to fill a vacancy will be held on file by the Chairperson of the Committee for one (1) year from the date of submission.
- D. Membership is granted on merit and Article 30 rules.

II. Officers

The Council officers shall be Chairperson, Chairperson-Elect, Secretary, and Treasurer. Candidates for office shall be members of the WEREMS Council for at least two (2) years before election.

- A. Officers may complete their term of office even if member term has expired.
- B. Officers must be elected from the Council membership.

III. Duties

Chairperson: refer to by-laws

Chairperson-Elect: refer to by-laws

Secretary: In addition to by-laws, the Secretary shall:

- A. Cause all attendance rosters to be recorded and maintained for all meetings.
- B. Maintain membership roster including dates of appointment and expiration.
- C. Notify delinquent members in accord with procedure.
- D. Send notices of upcoming meetings to Council members.
- E. Process correspondence.
- F. Conduct meetings in absence of Chair and Chair-Elect.

Treasurer: In addition to by-laws, the Treasurer shall:

- A. Prepare and present the annual budget to the Executive Committee;
- B. Prepare and present the annual report to the Council.

New York State Emergency Services Council Representative

The representative shall:

- A. Exercise the duties and responsibilities required of a Council member and of the executive committee.
- B. Attend and participate in the meetings of the NYSEMSC.
- C. Communicate NYSEMSC activities to the regional Council.

The representative to the NYSEMSC will be recommended by the regional Council in a letter to the state Council no later than October preceding the proposed appointment; but will be appointed by the Commissioner of Health of New York State.

- D. The name of a person selected by the representative and approved by the Regional Council shall be submitted to the Commissioner of Health for appointment as alternate delegate.

Director at Large

Four members of the Council, two (2) from each representative county shall be elected to serve on the Executive Committee as Directors at Large.

The Directors shall:

Exercise the duties and responsibilities required of a Council member and of the executive committee.

Committee Chairpersons shall:

- A. Exercise the duties and responsibilities required of a Council member
- B. Conduct meetings as necessary to accomplish the goals and objectives as determined by the Chairman and/or Council.
- C. Present reports at meetings

IV. Meetings

- A. Regular business meetings are held at least every other month.
- B. Meetings of the Executive Committee shall be held at least every other month on alternate months. The dates and times for these meetings shall be specified no later than December of the preceding year.

Meeting Attendance

- A. Only the chairperson may grant excused absence from meetings.
- B. A Council member requesting to be excused shall notify the Erie County EMS office at 716.681.6070 or the Chair or the Secretary before the start of the meeting.
- C. The secretary shall report all officially excused absences at the meeting.
- D. A letter will be sent to all members regarding their intent to fulfill Council duties if two (2) absences occur in one calendar year without notification to the Chair. The Executive committee will review responses for action and determination.

V. Committees

- A. The Chairperson shall appoint committees as necessary.
- B. The Chairpersons of all Committees other than the Executive Committee and the Nominating Committee shall be elected by the members appointed to those committees.
- C. The Executive committee shall have the authority to disburse not to exceed One Thousand (\$1000) necessary to cover unanticipated circumstances without prior authorization of the Council