

BYLAWS OF THE SOUTH CENTRAL REGION EMERGENCY MEDICAL SERVICES

AND TRAUMA CARE COUNCIL

A NON-PROFIT CORPORATION

Reviewed and updated 9/11/2009

Reviewed and updated 7/28/2011

Reviewed and updated 9/25/2014

Reviewed and updated 9/28/2017

Reviewed and updated 5/23/2024

Article I

Section 1. The principal name of the organization is the South Central Region Emergency Medical Services and Trauma Care Council (here after referred to as the Council), a non-profit corporation.

Section 2. Purposes. This corporation is organized for the following purposes:

- A. Beginning January 1991 and on-going, develop and implement the regional emergency medical services (EMS) and trauma care strategic plan
- B. Beginning June, 1991 and ongoing, submit the regional emergency services and trauma care strategic plan to the DOH
- C. Advise DOH on matters relating to the delivery of emergency medical services and trauma care within the region
- D. Support the submission of data required by DOH to assess the effectiveness of the emergency medical services and trauma care system within the region
- E. May apply for, receive, and accept grants, gifts and other payments, including property and services, from any governmental or other public or private entity or person, and may make arrangements as to the use of these receipts, for enhancement of the emergency medical services and trauma care system in the region.

Article II Membership and Meetings

Section 1. Members. The membership is comprised of the Board of Directors.

Section 2. Limitations. There are no shareholding members.

Section 3. Annual and regular meetings. The annual meeting of the directors of the Council shall be the first meeting of each year. The purpose of the annual meeting shall be to review the activities of the Council. Regular meetings shall be held at such dates and times as directed by the council. Notification of the annual and regular meetings will be provided a week before via email.

Section 4. Special meetings. Special meetings may be called by the chairman or by 25% of the current directors. Electronic notice stating the place, day, and hour of special meetings shall be delivered no less than 24 hours before the date of the meeting, to each Director entitled to vote at such meeting. A record of meeting communications will be maintained.

Section 5. Procedure. The chairman shall establish the order of business at all meetings of the Council. In case of a dispute regarding procedural matters, Roberts Rules of Order shall be followed.

Section 6. Geographical Area. The geographical area served by the Council includes the counties of Benton, Columbia, Franklin, Kittitas, Walla Walla, and Yakima. Benton and Franklin have combined assets and mission and are considered as one area for the purpose of administration by this Council.

Article III General Powers

Section 1. General Powers. The business and affairs of the Council shall be managed by the Board of Directors or their agent.

Section 2. Board of Directors. All candidates appointed by the DOH shall automatically become Directors of the Board. The current number of twenty seven (27) Director positions consist of one each:

- A. Local Government Agency Representative, Pre-hospital Representative, and a Hospital Representative from each of the five (5) geographical areas for a total of 15 positions.
- B. Ten (10) council directors will consist of two positions per county which may include: hospital and pre-hospital trauma care and emergency medical service providers, County Coordinator, Medical Program Director, physician, education, preparedness, local elected official, consumer, local law enforcement, or other categories as selected by the Council and approved by the DOH.
- C. Two (2) positions will be for each of the air medical providers in the region (currently AirLift NW and LifeFlight Network).

Section 3. Tenure. The Board of Directors shall be appointed by the DOH for a term of three (3) years. Any vacancy occurring due to removal or resignation shall be recommended by the council and approved by the DOH. The Council may vote to recommend to the DOH and the respective EMS & Trauma Care Council that a Director be removed if three (3) consecutive regularly scheduled Council meetings are missed, and has not been excused by the Council for these three (3) absences.

Section 4. Vote and Quorum. Each Director shall possess one vote. Voting shall be by each director in person or by proxy from a representative designated in writing. A majority of all appointed Board of Directors shall constitute a quorum for the transaction of business.

Article IV Officers

Section 1. Officers. The officers shall be Chairman, Vice-Chairman, Secretary, and Treasurer. The Council may appoint such other officers as deemed necessary. Officers will be chosen from the Board of Directors.

Section 2. Election and Term of Office. All officers shall be elected every two years by the Council at the first regular meeting of even numbered years. The Chair shall appoint a nominating committee during the last meeting of odd numbered years to solicit nominations for the executive officer positions.

Section 3. Authority of Officers. Officers shall execute all deeds, bonds, contracts, and other instruments essential to the completion of programs, council records, custody of funds and securities, and administrative management, and the budget. The Council will review all transactions completed under this authority at regularly scheduled meetings unless special meeting requirements are activated. The Council retains sole authority for approval of changes to all instruments of planning, budget and management.

Section 4. Chairman. The chairman shall be the senior officer of the Council and shall preside at all meetings. The chairman shall appoint all committees not otherwise provided for and shall be an ex-officio member of each committee. The chairman may sign any deeds, bonds, contracts, or other instruments which the Council has authorized to be executed and shall otherwise perform all other duties usually inherent in such office.

Section 5. Vice Chairman. The vice-chairman shall assume the duties and obligations of the chairman in his or her absence.

Section 6. Secretary. The secretary or regional council staff shall ensure minutes of the meetings are kept and see that all notices are duly given as required by law. The secretary shall perform such duties as required by the office.

Section 7. Treasurer. The treasurer or designee shall assure the custody of the funds and securities of the Council, and shall advise the Council of its financial condition and the handling of its monies and investments. Such person shall sign the documents of the Council from time to time as required and perform such other duties as required by the office.

Section 8. Executive Director. The Council may elect or employ an executive director who shall serve as the Council's chief executive officer and shall be delegated the responsibility for overall administrative management of the Council. Such person shall have the necessary authority to effect this responsibility, subject to such policies as may be adopted by the Council or any committee to which the Council has delegated power for such action. Such person shall, unless otherwise expressly provided, be an ex-officio member of all committees and shall act as a duly authorized representative in all matters except those in which the Council has formally designated some other person or group to act.

Section 9. Removal of Officers. Any officer may be removed by a majority vote of the Council when deemed in the best interest of the Council.

Article V Committees of the Board of Directors

Section 1. Standing Committees. The standing committees shall be as follows:

- A. Executive
- B. Such other ad hoc committees as the Council may from time to time authorize

Section 2. Appointment and Term. All standing committees and other ad hoc committee as may be appointed by the chairman.

Section 3. Executive Committee. The executive committee shall consist of those individuals who hold the offices of chairman, vice-chairman, executive director (ex officio member), secretary, and treasurer. The executive committee shall, possess and exercise all of the authority in the management of the Council, excluding amending, altering, or repealing the Bylaws; electing, appointing, or removing any member of such committee, or any director or officer of the Council, amending the Articles of Incorporation, adopting a plan of merger or adopting a planned consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Council; authorizing the voluntary dissolution of the Council and revoking proceedings therefore; adopting a plan for the distribution of the assets of the Council; or amending, altering, or repealing any resolution of the Council which by its terms provides that it shall not be amended, altered or repealed by such committee. A majority of the executive committee shall constitute a quorum of the executive committee.

Article VI Indemnification and Insurance

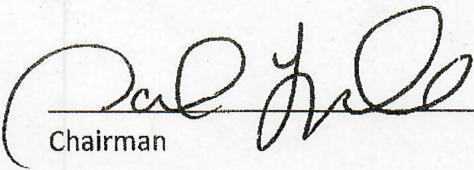
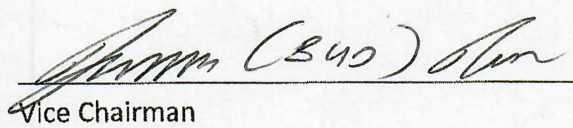
The Organization agrees to indemnify, defend and hold harmless the board members, its officers, directors and employees, from and against all liability, loss, cost or expense (including attorney's fees) by reason of liability imposed upon the Organization, arising out of or related to organization's activities, whether caused by or contributed to by the members or any other party indemnified herein, unless caused by the sole negligence of the member or any other party indemnified herein. RCW Chapter 23B.08 and its subchapters outline the indemnification guidelines to be followed by this organization. Organization shall maintain insurance, at its expense, to protect itself and any such person against any such liability, cost or expense.

Article VII Amendments

These bylaws may be repealed or amended upon recommendation of a majority of the members of the Board of Directors present at a regular meeting upon a formal vote, provided written notice of any proposed alteration or amendment is sent to the Board of Directors thirty (30) days prior to such scheduled meeting.

Article VII Certification

Section 1. Certification. The undersigned hereby certify that the foregoing Bylaws were approved by a majority vote of the directors.

 Chairman	<u>5/24/2024</u> Date
 Vice Chairman	<u>5/24/2024</u> Date