

BYLAWS
WHATCOM COUNTY EMERGENCY MEDICAL SERVICES/TRAUMA CARE COUNCIL

Revised: December 2010
Approved: January 10, 2011

ARTICLE I

MISSION STATEMENT

The mission of the Whatcom County Emergency Medical Services/Trauma Care Council (WCEMS/TCC) is to help reduce the morbidity and mortality associated with trauma and acute illness.

ARTICLE II

GOALS AND OBJECTIVES

Subject to the specific and general purposes stated in the Articles of Incorporation, the goals and objectives of this Corporation are as follows:

- To serve as an emergency medical services (EMS) advisory board to the community, the North Region EMS and Trauma Care Council (NREMSTCC) and the Department of Health, Office of EMS and Trauma Care Systems (DOH);
- To assist in the coordination of emergency medical training, including, but not limited to, C.P.R., and basic and advanced life support education;
- To promote public awareness of EMS/TC through education and prevention programs;
- To improve communication and coordination between providers of emergency medical care and related agencies through regularly scheduled meetings, for the benefit of these agencies and ultimately the public they serve;
- To develop a source of funding for emergency medical services through both public and private resources, and to control the disbursement of these funds as consistent with the Council's goals;
- To anticipate community needs in the area of emergency medical services, and to work to address those needs;
- To otherwise do and perform all acts consistent with the mission of the Council, and not inconsistent with these bylaws;
- To meet any and all applicable RCWs and WACs.

ARTICLE III

GENERAL PROVISIONS

Section 1:

The principal office of the Corporation shall be located within the County of Whatcom in the State of Washington.

Section 2:

The fiscal year of the Corporation shall be from July 1 to June 30 unless otherwise designated by Council resolution.

Section 3:

The Corporation shall annually cause a compilation to be conducted of the books and accounts of the Corporation by a certified public accountant. Federal Income Tax will also be filed. These responsibilities shall lie with the Treasurer, and shall be completed within 90 days after the close of the fiscal year.

Section 4:

No loans shall be made of any moneys outside of the Corporation.

Section 5:

The seal of the Corporation shall be: Whatcom County Emergency Medical Services/Trauma Care Council -- Incorporated 1972.

Section 6:

Parliamentary procedures for all meetings shall be conducted in accordance with the latest edition of Robert's Rules of Order.

Section 7:

All meetings will be held in accordance with the Open Public Meetings Law.

Section 8:

No action of this Corporation shall in any way affect a patient's free choice of hospital or physician.

Section 9:

A paper ballot will be called for at any time more than one person is slated for office, or at any time a member of the Council so requests. Paper ballots must include voters name in order to be valid.

ARTICLE IV

DEFINITIONS

Consumer: Shall mean an individual who is not associated with the EMS/TC system, either for pay or as a volunteer, except for service on the Steering Committee, Licensing and Certification Committee, or Regional or Local EMS/TC Councils.

Corporation: Shall mean the Whatcom County Emergency Medical Services/Trauma Care Council, incorporated as a private, non-profit corporation in the State of Washington.

Council: Shall mean the eligible voting membership of this Council.

Medical Program Director: Shall mean the Emergency Medical Program Director for Whatcom County, who is a licensed physician appointed to the position by the Department of Health upon recommendation of the Whatcom County Medical Society and the Whatcom County Emergency Medical Services/Trauma Care Council. This Director is responsible for medical control under the provisions of WAC 18.71.020 and 18.73.030.

ARTICLE V

COUNCIL MEMBERSHIP

Section 1: **Membership**

Any resident of Whatcom County may be nominated to fill an authorized position on the Council and become a voting member of the Council. Approval is by a simple majority of voters present at the meeting. A non-resident who is a member of a licensed agency must be approved as a voting member by a 2/3-majority vote of the members present.

- A. The following agencies, persons, companies, and organizations involved in the delivery of pre-hospital emergency services, may nominate for council approval, a maximum of two representatives to serve as voting members of the Council.

Agencies licensed with the Washington State Department of Health to provide ambulance services or aid services.

St. Joseph Hospital

- B. Other agencies, persons, companies, and organizations involved in the delivery of prehospital emergency services, may nominate for council approval, one representative to serve as a voting member of the Council.
- C. A voting member of the Emergency Medical and Ambulance Advisory Board to serve as a voting member of the council.
- D. The Whatcom County MPD to serve as an advisory member of the council.
- E. A maximum of five consumers from the community at-large may, with Council approval, serve as voting members of the Council.

Section 2: **Membership Application and Agency Appointment Process**

- A. Application for membership to the Council and its standing committees shall be made in writing on forms provided by the Council. Applications will be reviewed by the Executive Board at the first meeting following receipt of the application. The Executive Board shall present the application and Executive Board recommendation for approval or denial to the General Council at the next meeting following the review.
- B. As part of the application approval process, potential members must attend one meeting of the full council, or seek an exemption from the Executive Board before being allowed to vote on Council matters. For application approval purposes, the “one meeting of the full council” may be the same meeting as when the application is presented. If approved for membership, the individual may vote beginning with the NEXT regularly scheduled meeting of the council.

Section 3: **Conditions of Membership**

- A. Approved members shall serve without time limits provided they remain in good standing.
- B. A member is considered to be in good standing if approved for membership as provided in these bylaws; and attends three out of the last four of the regularly scheduled meetings of the WCEMS/TCC or receives an approved excuse from the President, and conducts himself or herself in an appropriate manner to promote the organization’s goals as determined by the full Whatcom County Emergency Medical Services/Trauma Care Council.
- C. Inactivity on the part of members is reviewed quarterly by the Executive Board and may result in a loss of voting privileges. A letter will be sent to the agency of the members who do not satisfy the attendance requirement inquiring if they are still the agencies representative. *Voting privileges will be reinstated after the second consecutive meeting attended.* Membership may be revoked by 2/3 vote of the full council if the member fails to meet the conditions of membership, or promote or represent the organization in an appropriate manner as determined by the Council.

ARTICLE VI

COUNCIL GUIDELINES

Section 1: **Council Meetings**

Regular meetings of the council shall be held no less than every three months at a place announced in advance. Written notice of the time and place of the regular and annual (April) meetings will be delivered to each Council member at least seven days in advance at the address shown on the records of the Corporation. Special meetings of the Council may also be held at such place as may be designated by the Executive committee. A special meeting of the Council members will have at least 48 hours notice for such meetings.

Section 2: **Quorum for Council Meetings**

The presence of a simple majority of the Council, one of which shall be either the Council President, Vice-President, or a majority of the Executive Board shall constitute a quorum for the transaction of business.

Section 3: **Voting**

Each member in good standing shall have one vote. Proxy voting shall not be allowed. A simple majority vote is required for approval or failure of motions, except as noted in other sections of these bylaws.

ARTICLE VII

OFFICERS AND ADVISORY MEMBERS

Section 1: **Direction**

The officers of the Corporation shall be members and consist of a President, 1st Vice-President, 2nd Vice-President, Secretary and a Treasurer. The Immediate past president and Treasurer are non-voting or ex-officio members. All positions are to be elected by a vote of the membership with the exception of the position of Treasurer which shall be by appointment of the Executive Board with ratification by majority vote of the membership present at the meeting when the name is presented.

Section 2: **Eligibility**

Prior to election a candidate for office must have served on the Council for a minimum of 1 year and attended at least 75% of the meetings during that year.

Section 3: **Election of Officers**

The Council shall elect all corporate officers at the annual meeting in April from a slate prepared by the Nominating Committee. Nominations from the floor will be accepted with prior consent of the nominee. A paper ballot shall be called for any time more than one person is slated for office. The ballot must include the name of the person voting in order to be counted.

Section 4: **Term of Office**

All officers shall be elected for a 2-year term with the President, & 2nd Vice-President elected on the even years and the 1st Vice-President & Secretary elected on the odd years. No elected officer shall serve in the same capacity for more than 3 consecutive 2-year terms with the exception of the Treasurer position, which shall have no term limits. The Treasurer position will be reviewed every two years and presented to the general membership as a recommendation of the executive board to be reaffirmed.

Section 5: **Vacancies in Office**

Any vacancy in any office shall be filled for the unexpired portion of the term of such office upon recommendation of a Nominating Committee with the confirmation of the general membership, at any regular meeting or at a special meeting called for this purpose.

Section 6: President

The President shall be the chief executive officer of this corporation and shall have the power to make and execute contracts in the ordinary business of the corporation, and for and in the name of the Corporation to execute other legal instruments when authorized by the Council. The President or designee shall preside at all meetings of the Council or Executive Committee, and shall appoint all committees and chairpersons with Council confirmation, unless otherwise provided for in these bylaws and set council meeting agendas. He/she shall have such other powers and perform any other duties as may be assigned by the Council. Committees and chair appointments shall be reviewed at least annually.

Section 7: 1st Vice-President

In the absence of the President, or if that office is vacant, the 1st Vice-President may exercise all powers of the President. The 1st Vice-President shall have such other powers and perform such other duties as assigned by the Council, or the President.

Section 8: 2nd Vice-President

In the absence of the President and 1st Vice-President, or if both offices are vacant, the 2nd Vice-President may exercise all powers of the President. The 2nd Vice-President shall serve as the Chair of the Nominating Committee in odd numbered years. The 2nd Vice-President shall have such other powers and perform such other duties as assigned by the Council, or the President.

Section 9: Secretary

The Secretary shall cause a record of each Council meeting to be kept and review the minutes of all meetings of the Council and Executive Committee. The Secretary shall serve as the Chair of the Nominating Committee in even numbered years and shall ensure that ballots are prepared and counted in accordance with Roberts Rules of Order. The Secretary shall also be prepared to advise the President (or individual conducting the meeting) regarding proper meeting etiquette.

Section 10: Treasurer

The Treasurer shall be responsible for receiving and disbursing funds in accordance with the policies set by the Executive Board. The Treasurer shall present a monthly cash flow report to the Council including a budget comparison. He/she shall ensure an annual compilation of the books is done by a certified public accountant. Results will be presented to the Council. Any tax reporting is the responsibility of the Treasurer. The Treasurer shall be familiar with and comply with all Federal, State, and local laws. This is an advisory position with no executive board voting privileges.

Section 11: Immediate Past President

The Immediate Past President shall assist the president with duties when appropriate, and acts in an advisory capacity. The Immediate Past President reports to the President and the Executive Board and is accountable to the membership for her/his responsibilities and performance by virtue of election. This is an advisory position with no executive board voting privileges.

ARTICLE VIII

EXECUTIVE BOARD

Section 1: Composition

The Executive Board shall consist of the elected officers, Treasurer, Immediate Past President and standing committee chairs. Treasurer and Immediate Past President are advisory only positions with no voting privileges.

Section 2: Authority

The Executive Board shall conduct the business of the organization as outlined in Section 3 below, between meetings of the Council, and shall report its actions fully to the Council at its next regular meeting.

Section 3: Responsibilities

The Executive Board shall have the following responsibilities with full reporting to, and approval from, the Council membership:

- A. To manage and administer the affairs of this Corporation;
- B. To employ and authorize the employment of such persons as are necessary or appropriate for the successful execution of the objectives of the Corporation;
- C. To enter into such agreements with any funds, governments, philanthropies, or other agencies which in its judgment will further and be consistent with the objectives of the Corporation;
- D. To submit to the Council for their approval, policies governing officers and employees of the Corporation.
- E. To prepare the annual budget of the organization for approval at the annual meeting.
- F. To monitor the expenses of the organization.
- G. Adhere to all Whatcom County EMS/TC Council policies and procedures.

ARTICLE IX

OTHER COMMITTEES AND APPOINTMENTS

Section 1: Ex-Officio Committee Member

The President shall be an ex-officio member of all committees.

Section 2: Standing Committees

- A. Stipends: Standing committee chairs may, per decision of the executive board, receive quarterly stipends.
- B. Membership: Membership of a standing committee does not require membership on the general council, but does require application and approval by a vote of the general council.
- C. Chairs: Standing committee chairs are voting members of the Executive board. Standing committee chairs will be reviewed by the elected officers at least every two years with recommendations prepared for the annual meeting.
- D. Standing Committees:

Education Committee: The Education Committee shall be responsible for all areas of provider education. The committee chair minimum requirements are: current EMT, state recognized BLS evaluator, CE/OTEP instructor, and have a minimum of 5 years field experience as an EMT or higher

Conference Committee: The Conference Committee shall be responsible for the planning, design, and implementation of the annual conference and work within parameters established by the Council.

CQI: The CQI committee shall monitor, improve and address challenges in the quality of pre-hospital care in Whatcom County. The MPD is a permanent Co-Chairperson whose term does not expire.

Section 3: Membership

All committee members are subject to the guidelines stated in Article V, Sections 2 & 3.

Section 4: Responsibility to the Council

Each committee shall conduct business as directed by the Council and shall report on its activities and recommendations at regular or special meetings of the Council.

Section 5: Ad-Hoc Committees

Ad-Hoc Committees may be appointed by the President to serve for a specified time or as needed. The President shall appoint a chairman for each committee that is established.

Section 6: Nominating Committee

- A. Composition: The Nominating Committee shall consist of no less than three members appointed by the President in January of each year. The current Secretary shall serve as chair of this committee in even years, with the 2nd Vice President serving as chair in odd years.
- B. Responsibilities: The Nominating Committee has the following responsibilities:
 - 1. Submit a slate of recommended officers for the following positions: Even years - President, and 2nd Vice-President, Odd years - 1st Vice-President and Secretary.
 - 2. In the event of any vacancy in office, a Nominating Committee will be activated by the President to select a replacement for Council approval.
 - 3. The report of this committee shall be filed at the offices of the Corporation, and copies shall be sent to all members of the Corporation, not less than seven days in advance of the annual meeting. Nominations from the floor will be received with prior consent of the nominee at the annual meeting.

Section 7: Regional Representation

Representatives to the North Region EMS/TC Council shall be endorsed by the WCEMS/TCC. Specific position recommendations to the NREMSTCC are: Prehospital, Hospital, At-Large, Consumer and Elected Official. The Council President may appoint representatives to regional sub-committees. All Regional Council appointments shall be reviewed at the Annual Meeting.

ARTICLE X

ANNUAL MEETING

Section 1:

The annual meeting of the corporation shall be in April of each year. At the annual meeting:

- The officers shall be elected,
- The president will present a brief overview of the past year,
- Committee chairs will present a brief annual review.
- The budget will be presented and approved for the upcoming fiscal year.

Section 2: Advance Notice

Notice of this meeting shall be emailed at least seven days in advance to each Council member at his/her recorded address. The report of the Nominating Committee shall also be emailed to each member seven days prior to the meeting.

Section 3: Representation Notification

Each agency that has, or is authorized to have representation on the Council shall be notified of the Annual Meeting. The Council Secretary shall also advise each agency as to who the Council believes is representing that agency and offer them an opportunity to update their representation.

ARTICLE XI

COUNCIL STAFF

Section 1:

The designated staff position is EMS/TC Council Operations Manager.

Section 2:

The appointment of this person will be reviewed and approved by the Executive Committee.

Section 3:

The President shall be the direct supervisor of the EMS/TC Council Operations Manager. All directives to guide the work activities of the staff will be through the President.

Section 4:

At the annual (April) meeting, the EMS /TC Council Operations Manager shall present a report of the year's activities.

Section 5:

The EMS/TC Council Operations Manager may incur expenses within budget and approved items and report to the Executive Committee.

ARTICLE XII

AMENDMENTS

Section 1:

These bylaws may be amended by an affirmative vote of a two-thirds majority of members present at the annual meeting or any special meetings of the Corporation, provided that a full presentation of such proposed amendments shall have been published in the announcement of the meeting, via mail or electronic means at least seven days in advance to all members of the Corporation.

Section 2:

Amendments of these bylaws shall become effective at the time of passage unless a later effective date is established in the motion to amend.