

Blue Ridge EMS Council

BY-LAWS

Section 1. General

1.1 Authority.

These bylaws have been adopted this 22 day of December 2003.

1.2 Conflicting Provisions to Yield. In the event any provision of these bylaws conflicts or is inconsistent with any provision of the Commonwealth of Virginia EMS Regulations as now or hereinafter in effect, the conflicting or inconsistent provisions of these bylaws shall yield to the EMS Regulations and be of no force or effect.

1.3 Prior Bylaws. These bylaws replace all previously adopted agency bylaws.

Section 2. Name, Jurisdiction, and Offices

2.1 Name. This organization shall be known as the Blue Ridge Emergency Medical Services Council, Inc. (hereinafter called "BREMS Council").

2.2 Jurisdiction. The jurisdiction of the BREMS Council shall include Central Virginia Planning District 11 and catchments of other jurisdictions as deemed appropriate to provide the Commonwealth with EMS Regional coverage.

2.3 Offices. The headquarters and principal office of the BREMS Council shall be located at 1900 Tate Springs Road, Suite 14, in the City of Lynchburg, Commonwealth of Virginia, or at such other location as may be determined by the Board of Directors.

Section 3. Purposes and Responsibilities

3.1 Purpose. The primary purpose of this organization is to form a mechanism to bring together the providers of emergency medical services, the agencies involved with health and safety and community leaders and citizens to plan and to implement a comprehensive emergency medical services system in the area to be served consistent with the BREMS Council's mission and goals and the Commonwealth of Virginia's Rules and Regulations.

Major Objective. The major objectives of this organization shall be, but shall not be limited to, the following:

To plan for and to implement a system which provides for the arrangement of personnel, facilities, and equipment for the effective and coordinated delivery of Emergency Medical Services

To coordinate and improve the delivery of Emergency Medical Services in the region, and thereby seek to have the highest possible quality of emergency medical service.

To provide assistance in coordinating the Emergency Medical Services System with other public services, institutions, and agencies in the area of services.

To develop goals and to facilitate broad, comprehensive emergency medical services plans and priorities and to stimulate action, coordination and otherwise ensure maximum use of existing and future emergency medical facilities, services and manpower compatible with health delivery systems within the area served.

To serve as the principal advisory body to governments and nongovernmental agencies within the area served on matters that require inter-jurisdictional coordination, collaboration and cooperation concerning emergency medical services.

3.3 Responsibilities. In addition to its other responsibilities stated herein or in EMS Regulations, the BREMS Council shall serve as the supervisory unit of all BREMS employees and volunteers and shall have responsibility for its financial condition.

Section 4. Council Meetings

4.1 Membership. For the purposes of these Bylaws, references to the members or membership shall mean members of the Council who are eligible to vote in the elections of The BREMS Council.

4.2 Meetings. The BREMS Council/Board shall have 3 meetings per year, one of which shall be held in the month of January, at a convenient location within the BREMS Council's jurisdiction. All meetings are for the purpose of providing information to the EMS system and for transacting such business as may properly come before the meeting. Elections will be held during the January meeting.

4.3 Special Meetings. The BREMS Council's Board of Directors by a majority of voting Board members may call special Council meetings at any time.

The membership of the Council may petition the Board for a special called meeting of the Council with 25 signatories and the board shall schedule such meeting within 45 days of the receipt a valid petition.

4.4 Notice of Meetings. Notice of any membership meeting shall be made at

least ten days in advance of the meeting. The notice shall outline, as far as practical, the matters to be considered at the meeting, including specific notice as to any elections to be conducted. This notice will be mailed to Council members and posted on the BREMS Website.

4.5 Quorum. At any annual, quarterly or special membership meeting, 15 members shall be a quorum, but in the absence of a quorum, a lesser number may adjourn the meeting.

4.6 Voting. At every Council meeting each member shall be entitled to one vote. Voting by proxy shall be permitted. Decisions on any question shall be by majority vote.

4.7 Termination of Membership. The Board may, by a majority vote of all Board members, terminate an individual's or an agency's membership.

4.8 Granting of Membership. The Board and/or the Council may add new members to the Council by a majority vote.

Section 5. Board of Directors and Committees

5.1 Board of Directors. The BREMS Council shall have a Board of Directors, consisting of 12 voting members, each of who shall serve without compensation for his or her services as such. No employee of the BREMS Council or any of its units may serve as a Board member. The Board shall have such powers as are delegated to it by these Bylaws.

5.2 Nominations. The Board shall establish procedures for nomination of Directors.

5.3 Election of Directors. At least 50 % of the directors shall be members of the BREMS Council. Directors shall be elected at the Council's annual membership meeting. Terms shall be staggered so that no more than one-third of the Board will be elected per year.

5.4 Non-Voting Classes of Directorship. The Board may create non-voting classes of directorship (such as advisory and honorary) and may elect or appoint persons to serve in such capacities.

5.5 Rotation. Any current director at the time of the enactment of these by-law changes shall be eligible to serve a maximum of nine additional years as a voting member. Directors may not serve more than twelve years.

5.6 Vacancies. The Board may fill any vacancy among the voting Directors temporarily. A person so appointed shall serve until the next annual meeting of the Council, at which time a successor shall be elected to fill the vacancy for the remainder, if any, of the unexpired term.

5.7 Regular Meetings. Regular meetings of the Board shall be held four times per year, according to a schedule determined by the Board.

5.8 Special Meetings. Special meetings of the Board may be called by the President or by the request of five voting Directors.

5.9 Notice. Notice of all meetings of the Board shall be given by any means reasonably calculated to notify the Directors at least ten days before the meeting. Any Director may waive notice in writing. Notices of all meetings shall advise Board members of the general nature of business to be transacted at such meeting.

5.10 Quorum. Fifty (50%) percent of the voting membership, including proxies, of the Board shall constitute a quorum, but a lesser number may adjourn the meeting.

5.11 Removal of Directors. The Board may remove any Director for conduct deemed detrimental to the BREMS Council or Board by a simple majority vote of the entire voting Board. The Council, by a two-thirds vote, may remove any or all members of the Board.

5.12 Executive Committee. There shall be an Executive Committee of the Board, consisting of the President, the Vice President, the Secretary, and the Treasurer.

The Executive Committee shall have and may exercise all of the powers and responsibilities of the Board when the Board is not in session, and shall meet at such times and upon call, as the Executive Committee shall prescribe. All actions of the Executive Committee shall be reported at the next regularly scheduled meeting of the Board.

Three members of the Executive Committee shall constitute a quorum, but a lesser number may adjourn the meeting.

5.13 Nominating Committee. The Board shall elect two members from the Board and the Council shall elect three Council members to serve on the Nominating Committee. The term shall be from annual meeting to annual meeting.

5.14 Finance Committee. The Board shall appoint a Finance Committee. It shall oversee the preparation of the annual budget and financial statements and the administration, collection, and disbursement of the financial resources of the BREMS Council. It shall advise the Board with respect to the making of significant financial decisions. The Finance Committee shall also select an auditor and review the auditor's report.

5.15 Additional Committees. The Board may appoint or provide for the appointment of such additional standing or other committees as it sees fit and shall determine their duties, functions, and authorities.

5.16 Voting. Except as otherwise specifically prescribed in these bylaws, all decisions at any meeting of the Board or a committee shall be by majority vote unless otherwise prescribed by these by laws.

5.17 Authority of Committees. Any/each committee may exercise any subordinate power, authority, or function delegated to it by the Board or these bylaws.

Section 6. Officers of the Board

6.1 Officers. The officers of the BREMS Board shall be the President, a Vice President, a Secretary, a Treasurer, and such additional officers as the Board may choose. The Board shall elect each of the officers annually. The officers shall receive no compensation from the Council for their services.

6.2 President. The President shall preside at all meetings of the membership, the Board of Directors, and it's Executive Committee. The President shall be an ex-officio member of all committees of the Board of Directors. He or she shall be the senior volunteer leader and principal officer of the Council and shall perform such other duties as may be assigned to him or her by the Board of directors.

6.3 Vice President. At the request of the President, or at the request of the Executive Committee in the event of the President's absence or disability, the Vice President shall perform any and all duties of the President. The Vice President shall perform such other duties as the Board may assign.

6.4 Secretary. The Secretary shall provide for the keeping of the minutes of all meetings of the membership, the Board, and the Executive Committee. He or she shall also provide for the keeping of the minutes of all meetings of the committees of the Board. He or she shall cause to be issued notices of all meetings of the membership and of the Board and shall, in general, perform all the duties incident of the office of the Secretary, subject to the control of the Board. The Secretary shall provide for the identification of the members who are eligible to vote in elections.

6.5 Treasurer. The Treasurer shall provide for the care and custody of all BREMS Council funds. He or she shall provide for the keeping of the financial records of the BREMS Council and the preparation of the BREMS financial statements as required by the Board. The Treasurer shall be a member of the finance committee.

6.6 Officer Vacancies. In the event of death or resignation of any officer prior to the expiration of the annual term for which such officer was elected, the Board may fill the vacancy.

6.7 Removal of Officers. The Board may remove any officer for conduct

deemed detrimental to the BREMS Council.

Section 7. Staff

7.1 Chief Executive Officer. The BREMS Council shall have a designated Chief Executive Officer, who shall be known as the Executive Director, who shall be separate from and directly accountable to the Board. The Executive Director shall be responsible for carrying into effect EMS Regulations and the policies and programs adopted or approved by the Board.

7.2 Staff. The Council may create paid and volunteer staff positions with such duties and functions as prescribed by the BREMS Council and State office of EMS.

Section 8. Finance and Audits

8.1 Fiscal Year. The fiscal year of the Council Office shall commence on July 1 and end on June 30 of the following year.

8.2 Audits/Reviews. The Council shall engage the necessary services, as required, to conduct audits, compilations, or reviews of its annual financial statements. All such reports shall be delivered, as required, to the Board of Directors, Executive Director, and Audit Committee.

8.3 Deposits and Withdrawals. All funds received by or for the account of the Council shall be properly receipted and deposited timely in banks or depositories in the name of the Council. All withdrawals from such accounts shall be made in accordance with Board policy.

8.4 Funds. All funds and property received by or coming into the custody of the BREMS Council belong to the Council and are entrusted to the Council to be expended only in accordance with, and for purposes authorized by, Council Policies. Acceptance, reporting, and transmittal of proceeds of gifts made by will, trusts, or similar instruments will be in accordance with the Council Policies.

The financial statements of the Council must include all funds and property received by or coming into the custody of the Council. Such statements shall be prepared in accordance with generally accepted accounting guidelines. The records shall be kept in such a manner to readily show the accurate financial condition of the Council and to facilitate the preparation of periodic reports to the Board of Directors.

No person is authorized to commit funds of the Council or otherwise to

obligate the Council, except in accordance with BREMS Council policies and to the extent funds are available to the Council for discharging such commitment.

Section 9. Indemnification

9.1 Indemnifications. The BREMS Council shall offer indemnification to all of its directors and officers or former directors and officers.

Section 10. Dissolution

10.1 Voluntary Dissolution. After written public notice to the jurisdiction, the BREMS Council may be voluntarily dissolved. Voluntary dissolution shall be by vote of the membership at a meeting called expressly for such purpose. Should the Council be unable to convene a meeting of the membership, it may be voluntarily dissolved by a vote of the Board.

10.2 Disposition of Funds and Property .Upon Dissolution of the BREMS Council. Upon dissolution of the BREMS Council, all funds and property in its custody or control and its books and records shall be transferred and delivered promptly into the custody of such custodian as shall be designated by the Council to receive such property on its behalf.

Section 11. Amendments

11.1 Amendments. Amendments shall be adopted by a majority vote of the Board or Council at any meeting provided that the proposed amendment is provided for review and listed on the agenda.