



April 26, 2018

Re: Full Council Meeting

There will be a meeting of the full BREMS Council and BREMS Board of Directors on Thursday, June 14, 2018. The meeting will be held at City View by the James; 828 Main Street, Suite #2002, Lynchburg, Va. The BREMS Board of Directors will meet at 5pm and the full BREMS Council will meet at 6pm. The Regional Awards Program will begin at 6:30pm.

The main purpose of the meeting will be to report on:

- The activities of the council,
- the proposed items of interest for the upcoming year,
- the updated Bylaws need to be voted on, and
- elect membership for the Board of Directors.

The BREMS Council is a representation of persons and agencies involved in EMS within the 11th planning district. The BREMS Executive Board is the governing board of the Council and the BREMS office. Each EMS agency in the BREMS region has one position on the full Council and one vote per agency on all items for vote.

Please RSVP your attendance by June 4th along with the agency you are representing. If you would like to nominate someone for the Board, please fill in and return by email (mkallen@vaems.org), fax (434) 947-3987, or via mail by June 4, 2018.

Name: _____

Agency: _____

Nominee for Board: _____

Respectfully,

Mary Kathryn Allen, Executive Director



By-Laws

Updated: February 2014
Approved: April 2014
Reviewed: October 2016

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.
- 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.

3.2 Major Objectives. 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 **training of** personnel, **procurement of equipment and resources** for the effective and coordinated delivery of Emergency Medical Services?

To coordinate and improve the delivery of Emergency Medical Services in the region providing the highest possible quality of emergency medical treatment and transport to the citizens we serve.

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

To develop goals and to facilitate broad comprehensive emergency medical service plans, compatible with health delivery systems within the region.

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

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

Section 4: Council Meetings

4.1 Membership. Membership shall consist of each EMS agency, as defined by the Commonwealth of Virginia, and its members.

Voting Members. Each agency, within the region is entitled to have one appointed member to vote in full Council meetings.

4.1 Meetings. The full Council will meet annually.

4.3 Special Meetings. The President of the BREMS Board of Directors may call a special meeting at any time of the full Council.

4.4 Notice of Meetings. Notice of any 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. The notice shall be posted on the BREMS Website and distributed electronically.

4.5 Quorum. At any meeting a quorum of simple majority shall be required to conduct Council business.

4.6 Voting. At every full Council meeting, each agency shall be entitled to one (1) vote. Decisions on any question shall be by a majority of those present and voting.

Section 5: Board of Directors and Committees

5.1 Board of Directors. The BREMS Council shall have a Board of Directors, consisting of 15 voting members, each of who shall serve without compensation for his or her services. No employee of the BREMS staff may serve as a Board member. The Board shall have such powers as are delegated to it by these Bylaws.

5.2 Meetings. The BREMS' Board of Directors shall have 4 meetings per year, 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.

5.3 Nominations. The Board shall establish procedures for nominations to the Board of Directors.

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

5.5 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.

5.6 Term. Board members will serve a term of four (4) years. No member may serve more than three (3) consecutive terms. Each position will be reviewed and will come back for review. A letter to be sent.

5.7 Special Meetings. The President of the BREMS Board of Directors may call a special meeting at any time.

5.8 Notice of the Board of Directors meetings. Notice of any 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. The notice shall be posted on the BREMS Website and distributed electronically.

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

5.10 Removal of a Board of Directors member. The Board may remove any Director for conduct deemed detrimental to the BREMS Council or Board by a simple majority vote. Members who do not attend 50% of the annual meetings will be reviewed for Board membership.

5.11 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.

5.12 Nominating Committee. Annually the President of the Board shall appoint two (2) members from the Board.

5.13 Finance Committee. The Board of Director's 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.

5.14 Additional Committees. The Board of Director's 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.

5.15 Authority of Committees. Committees may exercise any subordinate power, authority, or function delegated to them by the Board or these bylaws.

Section 6: Officers of the Board

6.1 Officers. The officers of the BREMS Board of Director's 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 full Council, the Board of Directors, and its 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 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, 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 accurate recording of all meeting minutes of the full Council, the Board, the Executive Committee, and all other Committees. The Secretary shall provide for the identification of the full Council 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 their 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 of Directors. The Executive Director shall maintain compliance with EMS Regulations, policies and programs adopted or approved by the Board.

Section 8: Finance and Audits

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

8.2 Audits and 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 BREMS' office 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' office must be in accordance with the BREMS' Financial policy.

The financial statements of the BREMS' office must include all funds and property received by or coming into the custody of the office. 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 office and to facilitate the preparation of periodic reports to the Board of Directors.

No person is authorized to commit funds of the office or otherwise to obligate the BREMS' office, except in accordance with BREMS' policies and to the extent funds are available to the office for discharging such commitment.

Section 9: Indemnification

9.1 Indemnification. 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 member jurisdictions, the BREMS Council may be voluntarily dissolved. Voluntary dissolution shall be by vote of the full Council at a meeting called expressly for such purpose. Should the full 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, all funds and property in its custody or control and its books and records shall be transferred and delivered promptly into the custody of the BREMS' Council legal agent, to receive such property on its behalf.

Section 11: Amendments

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