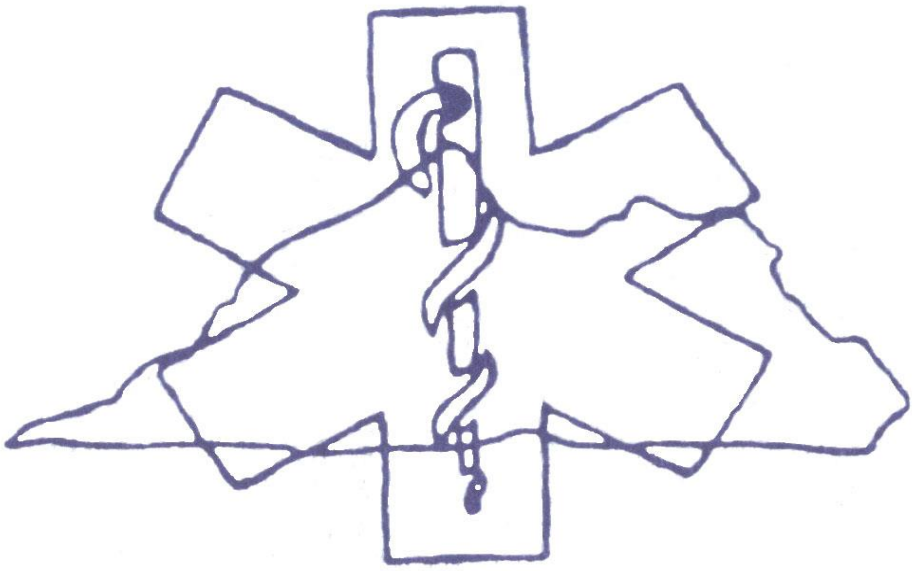
SOUTHWEST VIRGINIA EMERGENCY MEDICAL SERVICES COUNCIL, INC.



BYLAWS

Approved September 19, 2019

ARTICLE I – NAME

The name of this Corporation shall be the Southwest Virginia Emergency Medical Services Council, Inc.

ARTICLE II – PURPOSE

The purpose of this Corporation shall be those set forth in the Articles of Incorporation.

ARTICLE III – AREA TO BE SERVED

The Corporation shall serve the areas consisting of the following political subdivisions of the Commonwealth of Virginia within Planning Districts 1, 2, and 3, including the incorporated towns:

City of Bristol	Bland County	Scott County
City of Galax	Buchanan County	Smyth County
City of Norton	Carroll County	Tazewell County
	Dickenson County	Washington County
	Grayson County	Wise County
	Lee County	Wythe County
	Russell County	

The corporation may serve additional political subdivisions as may be authorized by the Board of Directors and designated by the Virginia Department of Health.

ARTICLE IV – LOCATION OF OFFICE

The principle office shall be located within the SWVAEMS region. The Corporation may have such additional offices at such other places and such times as may, from time to time, be designated by the Board of Directors.

ARTICLE V – BOARD OF DIRECTORS

Section 1 - Membership

Members of the Board of Directors, hereinafter referred to as the Board, shall serve in accordance with the Articles of Incorporation and the following provisions:

a. All members of the Board shall serve as representatives of the public and in the public interest. They shall represent the entire region served by this Corporation and shall vote for the best interest of the area as a whole.

b. The Council Board shall be constituted of persons who are broadly representative of the professional and non-professional disciplines involved with providing emergency medical services; local government representatives; and citizens.

c. The determination for representation allocated to a political subdivision, organization, or Council committee must be based upon the place of residence or place of employment, one of which must be within the area served by the Council. In the event a political subdivision or organization does not make an appointment to the Council, the Board may choose a representative for that position or may elect to leave that position vacant.

Section 2 - Powers

The Board shall have all powers inherent to corporate directors including but not limited to the following:

a. Manage and administer the affairs of the Corporation, each director being entitled to one vote.

b. Elect the Directors of the Board and officers of the Corporation as provided in the Articles of Incorporation and these Bylaws.

c. Appoint such committees as it may deem expedient for the carrying out of the objectives of the Corporation and as may be consistent with these Bylaws and to terminate the authority of any such committee at any time.

d. Arrange for the raising of funds to support the program of the Corporation and to control the disbursement of these funds.

e. Employ and authorize the employment of such persons as it may deem necessary or appropriate for the successful execution of the objectives of the Corporation.

f. Enter into such agreements with any government or private philanthropic agencies and public or private consulting organizations as, at its judgment, will further and be consistent with the objectives of this Corporation.

g. Otherwise perform such acts and functions which will further the objectives and purposes of the Corporation which are not inconsistent with the Articles of Incorporation or these Bylaws.

Section 3 – Composition

The Board of Directors shall be comprised of up to thirty-one (31) members allocated as follows:

a. Political Subdivisions (16)

There will be one director appointed by each political jurisdiction served by the Council. Members will be allocated as prescribed in Article V, Section 1.

The Board may make recommendation concerning appointments by political subdivisions.

b. At Large Professionals (7)

There will be one director appointed by each of the following professional organizations and agencies represented within the area served by the Council:

Cumberland Plateau Planning District Commission
Lenowisco Planning District Commission
Mount Rogers Planning District Commission
Virginia Association of Volunteer Rescue Squads, District 7
Virginia Association of Volunteer Rescue Squads, District 9
Emergency Nurse Representative
Southwest Virginia Critical Incidence Stress Management Team (Clinical Coordinator or designee)

The Board may make recommendation concerning appointments by professional organizations. Members will be allocated as prescribed in Article V, Section 1.

c. Directors At Large (7)

Regional Hospital Administrators (2)
Representative from Each Planning District (3)
Acting Regional OMD(s) (2)

e. The Regional Governor's EMS Advisory Board Representative (if Governor's appointee is not a already a member of the Board of Directors) (1)

e. The Executive Director shall serve as a non-voting member of the Board of Directors.

Section 4 - Term of Office

Directors, with the exception of the Executive Director and Medical Director, taking office at the re-organizational meeting shall serve a term as determined by a drawing of lots to establish staggered terms as follows:

Nine (9) to serve a three (3) year term
Ten (10) to serve a (2) year term
Ten (10) to serve a (1) year term

Thereafter, the term of office of directors, with the exception of the Executive Director and Medical Director, shall be three (3) years, beginning the first day of the month following the annual meeting of the Board. Directors may serve consecutives terms on the Board.

The Regional Medical Director(s) terms shall coincide with his/her appointment.

Section 5 – Vacancies/Reappointment

Vacancies shall be filled by the original appointing body for the unexpired portion of a director's term as described in Section 3. Notices of term expiration will be mailed to appointing bodies at least one month prior to the expiration of their term of office.

A. Political Subdivisions

Political subdivisions will notify the council of appointments in writing within one month of the expiration of the current director's term of office. In the event that a political subdivision does not appoint a director within two months of the expired term, the board will appoint a director to represent that political subdivision at its next regularly scheduled meeting and will notify the political subdivision of that appointment in writing.

B. At-Large Professionals

Appointing agencies will notify the council of appointments in writing within one month of the expiration of the current director's term of office. In the event that the organization does not appoint a director within two months of the expired term, the board will appoint a director to represent that political subdivision at its next regularly scheduled meeting and will notify the agency of that appointment in writing.

C. Directors At Large

The Board of Directors will reappoint at large directors at the meeting prior to the expiration of their term of office. Any vacancies will be filled at the next regularly scheduled meeting of the Board for the remainder of the term of office.

D. Regional Medical Director, Governor's Advisory Board Representative, and Executive Director.

The term of office for these positions will coincide with appointment to their respective positions.

Section 6 – Removal

A director failing to attend three (3) of any (4) regularly scheduled meetings in any twelve (12) month period shall be considered to have resigned, and their resignation will be subject to approval by the Board. That vacancy shall be filled as prescribed in Article V, Section 5. Any Council property in the possession of the resigned director shall be returned within 15 days of absence of the meeting resulting in the resignation. A notice

shall be sent by certified postal mail to any Director after the second absence in any twelve month period notifying them that further absence will result in dismissal from the Board. Such removal shall require a majority vote of the members present at the meeting at which the director accrues his or her third absence in the twelve-month period.

A director may be removed for malfeasance or conduct unbecoming a board member. Such removal shall require a majority vote of the members of the Board present and voting. Notice of a meeting to consider a removal shall be mailed to each director at least seven (7) days prior to the date of such proposed meeting, stating the purpose of such meeting.

Section 7 – Meetings

The annual meeting of the Board shall be held during the month of September each year. Regular meetings of the Board of Directors shall be held no less than quarterly, at dates, times, and places established by the President in consultation with the Executive Director. Special meetings may be called by the President upon the written request of any five directors of the Board.

Notice of annual, regular, and special meetings of the Board shall be communicated to each director at least seven days prior to said meeting. Notification by electronic means constitutes required notice.

In order to conduct business, a quorum will consist of at least five voting members. Business shall be conducted by majority vote of the members of the Board present through a method determined by the President. Proxy voting is not allowed.

Unless otherwise stated herein, meetings shall be conducted in accordance with Robert's Rules of Order Newly Revised, current edition.

All actions taken by the Board shall be by majority vote of the members present. Each Director present shall be entitled to one vote, and proxy voting is prohibited.

Written minutes of all meetings of the Board shall be kept or caused to be kept by the Secretary.

ARTICLE VI – OFFICERS

Section 1 – Election and Term of Office

The officers shall be elected by and from the directorship of the Board except as hereinafter states, and shall consist of the following:

a. President
b. Vice-President
c. Treasurer

d. Secretary
e. Executive Director

The Board shall elect officer for two-year terms of office. Elected officers shall take office on the first day of the month immediately following their election unless the position is vacant, whereupon the term shall begin immediately upon election. Officers shall serve no more than two consecutive terms with the exception that officers serving in September 2019 will be eligible for one additional two-year term. A board member may hold no more than one office at a time.

Section 2 - President

The President is the Chair of the Board of Directors of the Corporation and shall have the general powers and duties of supervision and management usually vested in the office of the President of a Corporation. The President shall preside at meetings of the Board and the Executive Committee. The President 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 Board. The President shall appoint the members of all committees of the Board (unless otherwise specified in the Bylaws or by the resolution of the Board), and shall have such other powers and duties as may be assigned by the Board. The President shall be an ex-officio member of all committees of the Board without voting privileges.

Section 3 – Vice-President

The Vice-President shall have such powers and shall perform such duties as shall be assigned by the President. The Vice-President shall exercise all of the powers and perform all of the duties of the President in the absence of the President, in the event of the President's inability to act, or if that office is temporarily vacant.

Section 4 – Treasurer

The Treasurer shall have general supervision over the care and custody of the funds and securities of the Corporation and shall be Treasurer of the Corporation, shall deposit the same or cause to be deposited in the name of the Corporation in such banks or other depositories as the Board directs, shall cause the funds of the Corporation to be disbursed by checks or drafts upon the authorized depositories of the Corporation, and shall cause to be taken and preserved proper vouchers for all funds disbursed.

The Treasurer shall keep or cause to be kept full and accurate accounts of all receipts and disbursements of the Corporation, and shall present to the Board quarterly and annual financial reports. The Treasurer shall perform such other duties as may be assigned by the Board.

Section 5 – Secretary

The Secretary shall keep or cause to be kept the minutes of all meetings of the Council and its committees, be responsible for the giving and service of all notices and meetings of the Council, and perform all duties incident to the office of Secretary. The Secretary shall have such powers and duties as may be assigned by the Board. Minutes of the Board of Directors and Executive Committee shall be posted on the organizational website.

Section 6—Executive Director

The Executive Director shall be the Chief Executive Officer of the Corporation and shall serve at the pleasure of the board. The Executive Director shall have the power to make and execute contracts in the ordinary business of the Corporation. The Executive Director shall be employed by contract approved by the Board. Upon any matter concerning his/her employment, the Executive Director shall have no vote.

The Executive Director shall have such powers and duties as from time to time may be assigned to him/her by the Council Board.

Section 7 – Other Officers and Agents

The Board may appoint such other officers and agents as it may deem advisable, who shall hold offices for such terms and shall exercise such power and perform such duties as shall be determined by the Board.

Section 8 – Vacancies

A vacancy in any office shall be filled for the unexpired term by the Board at any regular or special meeting by a majority vote of the members of the Board present and voting.

ARTICLE VII – COMMITTEES

Section 1 – Executive Committee

The Executive Committee shall conduct the necessary and routine business of the Council Board between meetings of the Board of Directors. The Executive Committee shall have the responsibility of the general supervision of the affairs of the Council, shall advise the Board on matters of personnel and budget, and shall have such powers and duties as assigned by the Board.

Membership of the Executive Committee shall be comprised of the President, Vice President, Treasurer, Secretary, Governor's Advisory Board Representative, Regional Medical Director(s), and three (3) members elected by the Board. The Executive Director will be a non-voting member of the Executive Committee.

The method of election of the three non-officer members of the Executive Committee will be determined by the Board of Directors in accordance with Robert's Rules of Order.

Regular meetings of the Executive Committee shall be set at dates, times, and places established by the President. The President shall preside over the Executive Committee. The President may call special meetings of the Executive Committee as needed.

Notice of regular and special meetings of the Executive Committee shall be communicated to each Committee member at least seven days prior to each meeting. Notification by electronic means shall constitute required notice. Meetings may be held in person or by electronic means.

To constitute a quorum at all meetings of the Executive Committee, at least five members must be present. Business shall be conducted with a majority vote of the members of the Executive Committee present and voting. Proxy voting will not be allowed.

Written minutes of all meetings of the Executives Committee shall be kept or caused to be kept by the Secretary.

Section 2 – Nominating Committee

The Nominating Committee shall be appointed by the President. The Nominating Committee shall be composed of not more than one director of the Board from any of the participating political subdivisions and shall have no fewer than five members. The Nominating Committee shall be appointed sufficiently in advance of the election date so as to perform their duties in an orderly manner. Prior to the annual meeting at which officers and directors will be elected, the Nominating Committee shall fulfill the following charges:

1) Prepare a slate for the election of directors for each position. The slate shall consist of individuals appointed as described in Article V.
2) Prepare a slate for the election of directors to serve as officers of the Board.
3) Prepare a slate for the election of directors to serve as at-large members of the Executive Committee.
4) Perform such other duties as may be appropriately delegated by the President or Board.

Section 3 – Standing Committees

The following are standing committees of the Council. Non-Board members may serve on standing or special committees of the Board, but the chair of each standing committee will be a Board director appointed by the President.

A) Financial Assistance Review Committee: The committee will review applications for EMS financial assistance programs and report findings. The committee will perform such other duties as prescribed by the Board. The committee will be comprised of the members of the Executive Committee and up to two representatives from each planning district in the Council's service

area. Planning district representatives may be members of the Board or public who have expertise in emergency medical services (including communications and transportation) and are appointed by the President.

B) Emergency Planning and Preparedness Committee: This committee will be tasked with developing plans and policies for emergency preparedness and response. The committee will include representatives from other planning/preparedness agencies (such as Virginia Department of Health Districts, Virginia Department of Emergency Management, and the Medical Reserve Corp). The committee will develop a regional MCI/WMD plan and participate in surge planning and hospital diversion planning activities. The committee will perform such other duties as prescribed by the Board.

C) Medical Direction Committee: The committee will consist of all active emergency medical directors in the region. The committee is exempt from the general committee quorum requirement. The committee has final authority to establish operational medical protocols and to set other policies and guidelines relating to medical direction, patient care, quality assurance, and related areas. The committee will perform such other duties as prescribed by the Board.

D) Trauma/Performance Improvement Committee: This committee will serve a central role in establishing performance improvement (quality assurance/quality improvement) guidelines for the region. The committee will develop, revise, and maintain region wide performance improvement plans and participate in PI projects and meetings as required. The committee will perform such other duties as prescribed by the Board.

E) Public Information and Outreach Committee: This committee will develop public outreach and membership programs for the region. The committee will select regional emergency medical services award winners and prepare nominations for the annual Governor's Emergency Medical Services Awards. The committee will perform such other duties as prescribed by the Board.

F) Stroke Triage Committee: This committee will serve a central role in establishing regional policies related to the triage and transport of stroke patients. The committee will develop, revise, and maintain a region-wide stroke triage plan and participate in stroke projects and meetings. The committee will perform such other duties as prescribed by the Board.

G) Cardiovascular Care Committee: This committee will serve a central role in establishing regional policies related to the triage and transport of cardiovascular patients. The committee will develop, revise, and maintain a region-wide cardiovascular care plan and participate in cardiovascular care projects and meetings. The committee will perform such other duties as prescribed by the Board.

Section 4—Subcommittees

Subcommittees may be appointed under the auspices of a standing committee to address as specific subset of the committee's charge. Recommendations of subcommittees require adoption by the parent committee prior to Board action.

Section 5 – Special Committees, Task Forces, and Workgroups

Special committees, task forces, and workgroups may be established by the Board to serve in a resource capacity and shall serve at the pleasure of the Board. A special committee is a committee appointed to perform a special function that is outside the authority or capacity of a standing committee. Special committees shall meet at least two times per year.

Task forces are established for a limited duration and for a specific purpose or to complete a specific task. They cease to exist upon fulfillment of the purpose or completion of the task.

Work groups are perpetual and function independently, although they may be organized by a committee. They are established to address specific elements of the EMS system such as MCI planning, communications and hospital relations. Recommendations of workgroups may require committee and/or Board action.

Section 6 – Committee Governance

Each committee may adopt its own administrative guidelines governing conduct of meetings.

Except for the chair of the committee, who is appointed, each committee may elect its own officers from among its members.

A quorum of members of any standing committee is necessary to conduct business. One-third of the members of the committee shall constitute a quorum unless otherwise stated herein.

All actions of standing committees are advisory in nature. Recommendations from standing committees will be brought before the Board of Directors for action. The Board and/or Executive Committee may give prior authorization to standing committees to take final actions.

All standing committees shall meet a minimum of one time during each 12-month period.

Committee members must attend at least one-half of that committee's scheduled meetings. Attendance via electronic means is acceptable to meet this requirement.

Regular and called meetings of standing committees require a minimum seven-day notice to members. Notification by electronic means shall constitute required notice.

ARTICLE VIII—ANNUAL AND OTHER REPORTS

The President, Vice-President, Secretary, and Treasurer will present an Annual Report, verified by them, to the Board at its Annual Meeting showing the whole amount of real and personal property owned by the Corporation, where located, and where and how invested, the amount and nature of the property acquired during the year immediately preceding the date of the report and the manner of its acquisition; the amount applied, appropriated or expended during such year and the purposes, objects and person to or for which such application, appropriations and expenditures have been made; and the names and addresses of the directors of the Board and officers of the Corporation, which report shall be filed with the records of the Corporation and an abstract thereof entered into the minutes of the proceedings of the Annual Meeting of the Council.

The Council shall also publish at least annually a report or reports adequately summarizing the activities of the Corporation and shall make such reports and the financial report specified above available to each director of the Board, the participating political subdivisions, and shall otherwise cause these reports to be given wide distribution in the member communities.

ARTICLE IX—REGIONAL MEDICAL DIRECTOR

The Regional Medical Director, by nature of the office, will serve as a Board Director. The Regional Medical Director will enter into contract with the Council which shall define roles and responsibilities. The Regional Medical Director will serve as chairman of the Medical Direction Committee.

ARTICLE X—EXECUTION OF INSTRUMENTS

All checks, bills of exchange, notes or other obligations or orders for payment of money shall be signed in the name of the Corporation by the treasurer or other officer or member as designated by the Board.

All persons authorized to execute the instruments set forth in the Articles of Incorporation or to otherwise deal with the receipts and payments of funds of this Corporation shall be bonded by the corporate surety bond in an amount not less than the annual budget of this Corporation.

ARTICLE XI—FISCAL YEAR

The fiscal year of the Corporation will be from the first day of July to the thirtieth day of June, inclusive, or such other twelve-month period as the Board may designate by resolution.

ARTICLE XII—BUDGET

Prior to the close of each fiscal year, the Board shall adopt a budget of income and expense to control the finances of the Corporation during the ensuing fiscal year. The

adopted budget for any year may be revised from time to time at any meeting of the Board in light of changing conditions.

ARTICLE XII—AMENDMENTS

These Bylaws may be amended by an affirmative vote of two-thirds of members present at any meeting of the Board provided notice of the intended amendment has been distributed with the meeting notice at least 14 days prior to such meeting. Notification and/or distribution by electronic means shall meet the requirements of this article.

ARTICLE XIII—INDEMNIFICATION OF OFFICERS AND DIRECTORS

A. CLAIMS OF THIRD PARTIES

The Corporation shall indemnify an officer or director who was, or is a party, or is threatened to be made, a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative, arbitrative or investigative (other than an action by or in the right of the Corporation) by the reason of the fact that he/she is, or was, a director, officer, employee or agent of the Corporation, or is, or was serving at the request of the Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amount paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceedings if he/she acted in good faith and in a manner he/she reasonably incurred by him in connection with such action, suit or proceedings if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, he/she had no reasonable cause to believe that his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he/she reasonable believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, he/she had no reasonable cause to believe that his/her conduct was unlawful.

B. CLAIMS OF CORPORATION

The Corporation shall indemnify any officer or director who was, or is a party, or is threatened to be made a party to any threatened, pending or competed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of he/she fact that he/she is, or was, a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), actually and reasonably incurred by him or her in connection with defense or

settlement of such action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect to any claim, issue or matter as to which such personal shall have been determined to be liable for gross negligence or willful misconduct in the performance of his/her duty to the Corporation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

C. INDEMNIFICATION UPON SUCCESSFUL DEFENSE

To the extent that any such person has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

D. DETERMINATION OF RIGHT TO INDEMNIFICATION

Any indemnification under Sections 1 and 2 (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because he/she has met the applicable standard of conduct. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who are not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, or, even if obtainable a legal counsel in a written opinion, or (iii) by a majority vote of the shareholders. Each such indemnity may continue as to a person who has ceased to have the capacity referred to above and may inure to the benefits of the heirs, executors and administrators of such a person.

E. ADVANCE PAYMENTS

Expenses (including attorneys' fees) incurred in defending an action, suit or proceeding, whether civil, criminal, administrative, arbitrative or investigative, may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Section 4, upon receipt of an undertaking by or on behalf of such person to repay such amount unless it shall ultimately be determined that he/she or she is entitled to by indemnified by the Corporation as authorized in this Article.

F. INSURANCE

The Corporation shall have power pursuant to resolution of the Board of Directors, to purchase and maintain insurance on behalf of any person who is or

was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or incurred in any such capacity or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE XIV—DISSOLUTION OF ASSETS

Upon dissolution of the organization, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the organization to the extent assets of the organization permit, distribute remaining assets for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, state, or local government for a public purpose. Equipment purchased under the Rescue Squad Assistance Fund Grant program shall be distributed as permitted by the Code of Virginia upon consultation with the Virginia Department of Health Office of Emergency Medical Services.

Adopted: December 13, 2006
Revised: September 17, 2009
Revised: September 19, 2019

J.C. Bolling, President _____
Name and Title

_____
Signature

_____
Date

_____
Witness Name/Title and Signature