

# **SOUTHWESTERN REGIONAL EMERGENCY MEDICAL SERVICES COUNCIL**

## **BY-LAWS**

### **ARTICLE I NAME**

This organization shall be known as the Southwestern Regional Emergency Medical Services Council, and shall serve the region of Chautauqua, Cattaraugus and Allegany Counties.

### **ARTICLE II PURPOSE**

This organization has been created for, and is responsible to, coordinate emergency medical services programs within the region, to make determinations of public need for the establishment of additional emergency medical services and ambulance services within the region and to perform all other duties in accordance with Article 30, section 3003, of the New York State Public Health Law and Chapter VI of Title 10 of the Official Compilation of Codes, Rules and Regulations of the State of New York.

### **ARTICLE III MISSION**

The mission of the Southwestern Regional Emergency Medical Services Council shall be to; enable the various emergency medical service agencies to provide quality care and assistance to the residents of our region; to provide emergency medical services leadership within our three county region; to utilize our strengths through the efficient application of our most important resources- our members, volunteers, physicians, hospitals and the program agency office staff; to provide ongoing support for educational programs; and to encourage a commitment to prehospital services for the residents of our region.

### **ARTICLE IV MEMBERS**

- A. Active Membership. Active membership shall consist of not more than thirty (30) appointed voting members; six (6) recommended from each county's EMS council, the remainder shall consist of four (4) at large members per county. Any new members will be approved by a majority of voting members after recommendation by the membership committee. Not less than one third of the membership shall be representatives of ambulance services and the remaining membership shall consist of, but not be limited to, representatives of existing local emergency medical care committees, physicians, hospitals, health planning agencies, fire department emergency and rescue squads, public health officers and the general public. All members must reside within the geographic area to be served by the regional council.
- B. Ex-officio Members. Constituent county EMS Coordinators shall serve as ex-officio members of this council however nothing shall prevent a county EMS Coordinator from serving as a duly appointed voting member. Other ex-officio members may be appointed at the discretion of the Chairperson.
- C. Term of Membership.
  - 1) Members shall serve for a term of four (4) years and may be reappointed. The term shall commence on January 1st and terminate on December 31st.

- 2) Members appointed to serve the remaining portion of unexpired term of membership shall serve for a time equal to the remaining years from the original term of the predecessor.
- D. Removal
- 1) Three (3) absences in an official business year (Jan 1- Dec 31) shall constitute grounds for the appointed member to be removed from membership on the recommendation of the Membership Committee and voted on by the Council.
  - 2) A member may be removed for conduct unbecoming a Regional Council member, by a two-thirds (2/3) vote of those present and voting, and providing that the proposed action was referred to in the notice for such a meeting.
- E. Vacancies. Vacancies of county council representatives shall be filled with the recommendation of the appropriate county council. Vacancies of at large members shall be filled recommendation of the membership committee and approved by the majority of voting members.
- F. Alternates. A duly appointed member may appoint an alternate who may attend and vote at the Regional Council meetings on behalf of the member if the member is unable to attend. If the alternate is present, the member is not considered absent for the purpose of continued membership on the Council. The member must designate in writing who the alternate is and must also submit in writing if the alternate is changed.

## **ARTICLE V OFFICERS**

- A. Titles. The officers of this council shall be Chairperson, Vice-Chairperson, Secretary and Treasurer and Immediate Past Chairperson. The Chairperson, Vice-Chairperson and Secretary must each reside in separate counties unless approved by a two-thirds majority of the Council of those present. One member may hold both the Secretary and Treasurer offices.
- B. Term of Office. The term for each office shall be two years. It shall commence on January 1st. and terminate on December 31st. No member may be elected to a specific office for more than two (2) consecutive terms.
- C. Nominations. Nomination of officers shall be made by the nominating committee from among the current membership of the council, at the first regular meeting occurring after the first day of October, the second term year. Nominations for any office may be made from the floor by any member of the council up to and including the time set aside for voting.
- D. Election. Election of officers shall be made by the current members of the council at the next regularly scheduled council meeting following the meeting at which the nominations were made. Election shall require a majority vote of the members present.
- E. Vacancy. A vacancy in the office of Chairperson shall be filled by the Vice-Chairperson for the unexpired balance of term. Vacancies in the offices of Vice-Chairperson, Secretary and Treasurer shall be filled by election from nominations received from the floor at a scheduled council meeting, for the unexpired balance of term. Replacement time shall not count for paragraph B above.
- F. Duties.
- 1) The Chairperson shall preside at all meetings, empower ad-hoc committees, appoint committee members and chairpersons, serve as a director to the Program Agency, perform other duties as requested by the council or by appropriate statute of law, and to act as official spokesperson for the council. The Chairperson shall preside over the executive committee and be an ex-officio member of all committees, with the exception of the nominating committee.

- 2) The duties of the Vice-Chairperson shall be to assist the Chairperson, to perform the duties of Chairperson in their absence and to perform such other duties as the council may establish.
  - 3) The duties of the Secretary shall be to issue notices of meetings to all members and as required by law; to maintain all records, policies and documents of the council over their signature; to attend all meetings and keep minutes thereof; and to perform such other duties as the council may establish.
  - 4) The duties of the Treasurer shall be to take care and custody of all monies and securities of the council; to keep full and accurate accounts of all monies received and disbursed on behalf of the council and to perform such other duties as the council may establish.
  - 5) All checks must be signed by the Treasurer and the Chairperson.
- G. Bonding of Officers. The Chairperson and the Treasurer shall be bonded. The expenses incurred in furnishing this bond will be borne by the council.

## **ARTICLE VI MEETINGS**

- A. The official business year shall be January 1st through December 31st.
- B. Regular meetings of the council shall be held as often as its business may require, no less than four (4) times per year.
- C. The annual business meeting of the council shall be the first regularly scheduled meeting of the year.
- D. Special meetings may be called by the Chairperson, the Vice-Chairperson in the absence of the Chairperson or by written petition of five (5) or more council members.
- E. Meetings may be of the teleconference, or electronically enhanced type providing that each member is able to participate in discussion and voting.
- F. A quorum shall consist of the presence of a majority of the appointed members and is necessary to conduct any business of the council
- G. An affirmative majority vote of the council members present shall be required to pass any motion, unless otherwise indicated within these by-laws.

## **ARTICLE VII EXECUTIVE COMMITTEE**

- A. The executive committee shall assist the council in managing its affairs between official council meetings.
- B. They shall have the authority to recommend action to the full council, and to disburse funds not exceeding two hundred (\$200.00) dollars.
- C. The members of the executive committee shall be the elected council officers and the immediate past chairperson. A quorum of the executive committee shall consist of three members and is necessary to conduct business.
- D. Financial Review. The executive committee shall have the power to examine or cause to be examined, the books and accounts of any office of committee and may report on the same to the council. The executive committee shall have the accounts of all monies received and disbursed by the council reviewed by an outside independent firm on an as needed basis or when the treasurers are changed. The results of this review shall be reported to the council when completed. The expenses incurred in conducting this review will be borne by the council.

## **ARTICLE VIII COMMITTEES**

- A. The standing committees of this council shall be:
  - 1) EMS Service Committee
  - 2) Training Committee
  - 3) Membership Committee
  - 4) Community Relations Committee
  - 5) Legislative Committee
  - 6) Nominating Committee
- B. Ad-hoc committees are appointed at the direction and discretion of the council Chairperson.
- C. Duties of all committees will be upon the charge of the Chairperson, made at least yearly at each annual meeting.
- D. An affirmative vote of a majority of the committee members present shall be required to carry any motion.
- E. All actions of a committee must come before the full council for review, action or adoption, with the exception of purely medical decisions of the Medical Advisory Committee.
- F. The Medical Advisory Committee will serve as an advisory committee on medical issues as outlined in Article 30.

## **ARTICLE IX PROCEDURE**

- A. Except as directed within these by-laws, the most currently published edition of Roberts Rules of Order shall govern the conduct of all meetings.
- B. ORDER OF BUSINESS
  - Call to Order
  - Roll Call
  - Reading and Approval of Previous Minutes
  - Secretary's Report
  - Treasurer's Report
  - Chairperson's Report
  - Vice-Chairperson's Report
  - State Council Representatives Report
  - Program Agency Report
  - Report of Committees
  - Unfinished Business
  - Elections
  - New Business
  - Adjournment

## **ARTICLE X AMENDMENTS**

- A. These by-laws may be added to, amended or repealed via the following procedure:
  - 1) At the direction of the Chairperson, or upon the written request of five (5) or more members, the Chairperson will empower a by-laws change committee.
  - 2) This committee shall report to the full council a synopsis of discussion, and then if appropriate, a text of proposed changes in the form of a motion. This motion shall be tabled until the next regularly scheduled meeting.

- 3) The secretary shall then send written notice of a proposed by-laws change, along with the text of the change to all current council members and to the three respective county EMS councils, no less than thirty (30) days prior to the next regularly scheduled meeting.
  - 4) At the next regularly scheduled meeting, under unfinished business, the motion shall be taken from the table, the text of change re-read and the matter open for debate.
  - 5) A two-thirds (2/3) affirmative vote of members present shall be required to adopt.
- B. No amendment shall be made which is conflict with Article 30 of the New York State Public Health Law or the New York State Emergency Medical Services Code.

#### **ARTICLE XI CODE OF ETHCS**

- A. Conduct. All members shall endeavor to pursue a course of conduct which will not raise suspicion among the public that they are engaging or likely engaging in acts that are in violation of the public trust.
- B. Conflict of Interest. Any member of this council who has an apparent conflict of interest, or any member who perceives a conflict of interest with another member, pecuniary or otherwise, in any matter before the council shall declare the nature and extent of the perceived interest prior to discussion on the matter, and such member in question shall abstain from voting if so directed by the council.

#### **ARTICLE XII DISSOLUTION**

In the event of dissolution of the council, the net assets of the council shall be applied and distributed as follows:

- A. All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made thereof.
- B. Distribution of remaining assets received from the State, or purchased with state funds, shall be returned to the New York State Bureau of Emergency Medical Services.
- C. Any assets remaining shall be evenly distributed among the three constituent county EMS councils as directed by the full council.

Effective Date – March 29, 1995

Amended – March 29, 1995

Reviewed – August 26, 1998

Amended – 1999

Amended – 2006

Amended – 2008

Amended – 2020