

**NORTHWEST REGIONAL
EMERGENCY MEDICAL SERVICES & TRAUMA CARE COUNCIL**

BY-LAWS

ARTICLE I - NAME

The name of the council shall be the Northwest Regional Emergency Medical Services & Trauma Care Council, hereafter referred to as the Council. The Northwest Region shall be defined as: Clallam, Jefferson, Mason, Kitsap, West Olympic Peninsula Emergency Medical Services & Trauma Care Councils and Navy Region Northwest and Olympic National Parks. The Council is a non-profit corporation incorporated under the laws of the state of Washington and pursuant to RCW 24.03

ARTICLE II - COMPOSITION AND MEMBERSHIP

The Regional Council may be composed of forty representatives and thirty-four alternates. The State of Washington Department of Health shall appoint these representatives and alternates after endorsement from the applicant's local council or the Regional Council per RCW 70.168.120

Representation shall consist of six representatives and alternates from each council in the Region.

Two local council member representatives;

One Prehospital Representative;

One Healthcare Representative with hospitals determining the category of their representation;

One Communications Representative; and

One Rehabilitation Facility Representative.

Regional positions shall consist of:

Four Medical Program Directors, one from each county within the Region with no alternates;

One Local Elected Official Representative;

One Consumer Representative;

One National Park Service;

One Coast Guard Representative;

One Navy Region Northwest Representative; and

One Law Enforcement Representative

One Emergency Management Representative

The initial terms of appointment shall be variable in length from one to three years. Alternates must meet the same criteria as the representative's position they are applying for to be eligible. Acceptance of appointment shall constitute an Oath of Office upon receipt of approval from DOH.

If a member or alternate misses three consecutive regularly scheduled Council meetings, where the designated position has not been represented, and the member or alternate has not been excused by the Council for these absences, the Council may recommend to the local EMS/TC council to terminate that individual's membership, with documentation to support the request. Excused absences must be documented by the Regional Office to ensure compliance with the attendance rules as noted in the bylaws.

ARTICLE III - PURPOSE

The purpose of the council is:

- A. To assist the local Emergency Medical Services & Trauma Care councils in the Region and make recommendations as to improvements that should be made to provide the best emergency health care possible to the citizens of the Region as stated in Chapter 70.168.100 RCW and WAC 246-976-960
- B. To review the Emergency Medical Services & Trauma Care needs and establish priorities. To review and vote to accept funding priorities based on needs of member councils, excepting those funds raised by the counties per the contract specifications laid out by Washington State Department of Health.
- C. This organization is not organized for profit, and no part of the net earnings shall insure to the benefit of any private shareholder.
- D. The authority, duties and responsibilities of the Council are defined by WAC 246-976-960 Regional Emergency Medical Services and Trauma Care Councils

ARTICLE IV - OFFICERS

- A. The officers shall be Chairperson, Vice-Chairperson, and Secretary/Treasurer elected by the majority of the Council for a two-year period; with no two officers being from the same local council. The Nominating Committee will be activated thirty (30) days prior to the September meeting. The Nominating Committee's recommendation followed by nominations from the floor will be heard at the September Council meeting. Elections will be held in November.
- The Executive Committee consisting of the Chairperson, Vice-Chairperson, Secretary/Treasurer, immediate past Chairperson and two at-large members, ensuring a minimum of one representative from each local council has specific authority to act on behalf of the membership when so directed.
- B. The Chairperson shall preside at all regular meetings and special meetings of the Council. The Chairperson will conduct the meetings in accordance with the generally accepted standards of parliamentary procedure per Robert's Rules of Order and provide all members the opportunity to express their views.
- C. The Vice-Chairperson shall perform the duties of the Chairperson in the absence of the Chairperson, or other duties as assigned by the Chairperson.
- D. The Secretary/Treasurer shall oversee the validity of minutes of all Council meetings and monthly financial audit reviews.
- E. Vacancies in any of the offices shall be filled by temporary appointment by the Chairperson of a member in good standing subject to Executive Committee approval.
- F. A vacancy in the Chairperson's office will be filled by a majority vote of the Council for the unexpired term of the office.
- G. An Executive Committee member may be removed from office by a majority vote of the Membership when in their judgment the best interest of the Council will be served.
- H. There shall be a Financial Reconciliation conducted monthly by the Council's Treasurer and the Executive Director of invoices processed during the prior month. Two Council members that are not authorized signatories will audit the Bank reconciliation vouchers and supporting documentation. They will report their approval and note any unusual findings to the Executive Committee

ELECTION PROCESS

The Nomination Committee will be activated in May of every other year and information will be provided to all council members about the nomination process and who committee members are as appointed by the Chair.

In addition, the following will apply:

- Members can be nominated for more than one position.
- Members who are interested in running for office will need to inform a Nomination Committee Chairperson or member of their interest with a letter of intent prior to the September meeting.
- Nominations from the floor, as well as, the Nomination Committee recommendations will be taken by the September meeting.
- All nominees must be a Council member or alternate in good standing.
- Elections will be held each year at the November Council meeting for positions to take effect the following January 1.

Executive Officers may only be re-elected twice consecutively to the same position.

ARTICLE V - MEETINGS

- A. Regular public meetings of the council shall be scheduled for January, March, May, September and November on the second Thursday. If necessary, additional meetings shall be scheduled, with at least ten days' notice.
- B. A quorum shall consist of at least one representative from at least 3 of the five local councils.
- C. The Chair of the council, or a majority of Executive Board members may call a special meeting. Notice of the Special meeting and an agenda must be provided at least 72 hours (or 24 hours in emergency situations) prior to the meeting. Only such business as is identified on the notice may be conducted at the Special meeting. Delivery of notice may be by telephone, email, fax, mail, or other manner customarily used to notify council members of regular meeting and agenda items, provided such notice can reasonably be expected to arrive at least one working day prior to the Special meeting.
- E. All meetings of the Council, including committee meetings, shall be open to the public, except those Executive Sessions which are not required by law to be open to the public. A schedule of the time and location of all regular Council meetings

shall be filed with the DOH pursuant to RCW 42.30.075, as amended from time to time.

- F. Executive Sessions of the Council may be held during either a regular or special meeting. Such sessions shall be held in accordance with state law, RCW 42.30.110. The Chair or presiding Officer shall publicly announce the purpose for excluding the public from the meeting place, and the time when the executive session will be concluded.

ARTICLE VI - COMMITTEES

- A. Ad Hoc Committees may be appointed by the Chairperson as needed, with the approval of Council members. The Chairperson shall be an ex-officio member on all such committees. Standing committees shall consist of Pre-Hospital, Hospital/QI, Training & Education, Injury Prevention, Funding, Protocol and Communications.

ARTICLE VII – INDEMNIFICATION AND INSURANCE

- A. Indemnification of officers, directors, employees, and agents shall be allowed to the full extent provided by law for good faith errors and omissions (See the revised Code of Washington, 24.03.043, 23B.17.030 and 23B.08.510-23B.08-570)
- B. The Council may purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee, or agent of the council, or who, while a director, officer, employee or agent of the Council, is or was serving at the request of the Council against liability asserted against or incurred by the individual in that capacity or arising from the individual's status of the director, officer, employee, or agent whether or not the Council would have the power to indemnify the individual pursuant to law.
- C. The personal liability of a director shall be eliminated, but the liability of a director shall not be eliminated for acts or omissions that involve intentional misconduct by a director a knowing violation of law by a director, for conduct violating RCW 23B08.310, or for any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled.

ARTICLE VIII - AMENDMENTS

- A. By-Laws shall be reviewed annually in the month of October or as needed. The Chairperson may waive the review with a majority vote by the membership.
- B. The By-Laws may be repealed or amended upon recommendation of a majority of the members of the Council by a formal vote. Proposed changes will be posted publically on the N wrems website at least ten days prior to the meeting in which the vote is to be taken.

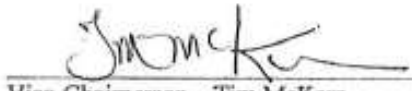
ARTICLE XI - DISSOLVEMENT

If this corporation is dissolved the assets shall be distributed to an organization, which has established its tax status under Section 501(c) (3) of the Internal Revenue Code.

ADOPTED THIS 10th of May, 2018



Chairperson – Brad Martin



Vice-Chairperson – Tim McKern



Secretary/Treasurer – Keith Bogues