

CLARK COUNTY

EMERGENCY MEDICAL SERVICES AND TRAUMA CARE COUNCIL BY-LAWS – REVISED

Amended by Council vote on March 3, 2010
Amended by Council vote on November 6, 2013
Amended by Council vote on March 2, 2016

ARTICLE I: NAME

The name of the Council is “Clark County Emergency Medical Services and Trauma Care Council (Clark County EMS & TCC),” as provided for in RCW 70.168.20.

ARTICLE II: PURPOSE

This corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

The purpose of the council is to monitor, plan, and support emergency medical services (EMS) and trauma care in Clark County and to actively promote improvements in this system of care so that all citizens will have the best possible emergency medical and trauma care in their time of need. In pursuit of this end the council shall:

1. Promote and sustain a cooperative environment among all prehospital and hospital providers of emergency medical and trauma care.
2. Assist local communities to develop various methods of funding EMS and trauma care.
3. Advise local, county, and other governmental agencies on issues relating to the provision of EMS and trauma care and assist in development of legislation relative to EMS and trauma care.
4. Promote and support initial training, on-going training and evaluation programs (OTEP), continuing education of basic and advanced life support personnel.
5. Promote and support community injury prevention and public education.

6. Participate in the development, implementation, and update, as necessary, of the Regional EMS and Trauma Care System plan in accordance with the applicable provisions of the Washington State EMS and Trauma Care System Act.
7. Advise the Southwest Region EMS and Trauma Care Council on matters relating to the delivery of EMS and trauma care within Clark County.
8. Promote and support data collection throughout Clark County.
9. Apply for, receive, and accept gifts, grants, and other payments, including property and services, from any governmental or other public or private entity or person, and make arrangements as to the use of these receipts, including any activities related to the design, maintenance, or enhancement of the EMS and trauma care system in Clark County.
10. Provide representation to the Southwest Region Quality Assurance and Improvement program in the region.
11. Serve as a resource to EMS and trauma care providers, and 9-1-1 communication centers in Clark County.
12. Contract with other entities for activities not specifically identified in these bylaws.
13. Notwithstanding any other provision hereof, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future federal tax code), or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future federal tax code).
14. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided by Section 501(h) of the Code), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.
15. Maintain active participation in the Southwest Region EMS and Trauma Care Council.

ARTICLE III: MEMBERSHIP

The Membership is comprised of representative positions as outlined in the WAC. There are no shareholding members.

1. Each agency/organization may hold up to one primary representative position and one alternate representative position. The appointed representatives for the following positions comprise the voting membership of the Clark County EMS & TCC. The representatives shall be recommended in writing by their sponsoring agency,

submitted to the Clark County EMS & TCC and in accordance with the following criteria to ensure balanced representation:

- a) Two (2) hospital representatives, to-wit:
 - one (1) from Peace Health Southwest
 - one (1) from Legacy Salmon Creek
 - b) Nine (9) prehospital representatives, to-wit:
 - one (1) from City of Camas/Washougal Fire Department
 - one (1) from Clark County Fire District # 3 Brush Prairie
 - one (1) from Clark County Fire District # 6 Hazel Dell
 - one (1) from Clark County Fire District # 10 Amboy
 - one (1) from Clark County Fire District # 13 Yacolt
 - one (1) from Clark County Fire & Rescue
 - one (1) from East County Fire Rescue
 - one (1) from North Country EMS Yacolt
 - one (1) from Vancouver Fire Department
 - c) One (1) Clark County Ambulance Contractor
 - d) One (1) local elected official, to-wit:
 - one (1) from County, City
 - e) One (1) law enforcement representative, to-wit:
 - one (1) from Sheriff, Police
 - f) One (1) consumer representative:
 - g) One (1) Air Medical Service representative, to-wit:
 - one (1) involved in the delivery of EMS & trauma care
 - h) One (1) medical program director, to-wit:
 - one (1) from Clark County
 - i) One (1) injury prevention representative
 - j) One (1) 911 representative, to-wit:
 - one (1) from CRESA
2. Each Council Member shall have one vote on matters brought to the Clark County Council. Each position may have one alternate representative, recommended in writing by their sponsoring agency. The alternate will not have a vote in matters brought before the Council, unless the representative member for whom the alternate is functioning is not present. Council members may only represent one agency in any capacity.
 3. The Council Members shall possess all of the powers granted by the laws of the State of Washington to representative members of nonprofit corporations. The power to alter, amend or repeal bylaws or adopt new bylaws shall be vested in the Clark County EMS & TCC. The Council members may adopt such rules and regulations for

the conduct of its meetings and management of the affairs of the council as they may deem proper and consistent with the laws of the State of Washington as they relate to tax-exempt organizations.

4. Council Members shall serve terms of three (3) years each. Council Members may serve more than one term, subject to reappointment by recommendation in writing by their provider group or if no provider group, then sponsoring agency. Terms shall begin when the application is approved by the Council. The Secretary shall maintain an accurate record showing the expiration date for each Council Members' term.
5. No part of the net earnings of the Corporation shall inure to the benefit of any trustee, director, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no trustee, director or officer shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

ARTICLE IV: OFFICERS

1. Officers of the council shall be: Chair, Vice Chair, Secretary, and Treasurer to be elected by a majority vote of the Council for a two (2) year term. Officers may serve consecutive terms of office.
2. Officers may be removed by a majority vote of the voting membership.
3. Elections of officers shall take place during the January meeting of odd-numbered years.
4. Duties of the officers:
 - a. The Chair shall preside at regular and special meetings of the council. The Chair will conduct the meetings in accordance with generally accepted standards of parliamentary procedures and provide all board members the opportunity to express their views.
 - b. The Vice Chair shall perform the duties of the Chair in the absence of the Chair.
 - c. The Secretary shall ensure accurate minutes of all council meetings and be responsible for general correspondence of the council.
 - d. The Treasurer shall keep charge of the council funds and shall report at regular meetings the status of the funds.
 - e. Any vacancies in the aforementioned offices shall be filled by appointment of the Chair subject to approval by vote of the council. A vacancy in the office of Chair will be filled by the Vice Chair.

- f. The Executive Committee shall be comprised of the Officers. The Executive Committee is authorized to conduct the normal business of the Council with decisions to be ratified at the next Council meeting where a quorum is present.

ARTICLE V: MEETINGS

1. All meetings shall be open to the public and abide by the Open Public Meetings Act of Washington State. Any person may participate in discussion of the Council leading to a vote. Board members shall weigh and consider the concerns of non-voting participants prior to casting their vote.
2. Meetings of the Council shall be held on the first Wednesday of every other month beginning in January, unless a special meeting is called by the Chair. The time and location of each regular meeting shall be set by the Chair.
3. The January meeting of the Council shall also serve as the annual meeting of the Corporation.³
4. Notice of regular meetings other than the annual meeting shall be made by providing each Council Member with the adopted schedule of regular meetings. Notice of the annual meeting and any special meetings shall be delivered not less than ten calendar days before the date of the meeting. If mailed, notice shall be deemed to be delivered when deposited in the United States mail.
5. A vacancy shall automatically occur when any Council Member is absent for three (3) successive meetings without having been excused by the Chair, prior to the meeting. Any vacancy occurring shall be filled by appointment by the recommendation of the agency. The appointee to serve during the unexpired term of the Council Member replaced.
6. A quorum shall consist of seven (7) voting members present at any regularly scheduled meeting to conduct the business of the Clark County EMS & TCC.
7. The Council will operate on a calendar year basis.

ARTICLE VI: COMMITTEES

Committees may be appointed by the Chair as needed. Committees may include persons who are not members. The Chair shall be an ex-officio member of all committees. Committees may be either standing, ad hoc, or special task forces, as determined by the Chair.

There shall be two (2) standing Committees:

1. Training and Quality Improvement Committee: Provide and coordinate ALS and BLS education, training, and EMS quality improvement programs for Clark County.

2. Public Safety Educators Committee: Organize and offer public education on safety issues for Clark County. Reduce the frequency and impact of emergencies and improve the community's quality of life.

ARTICLES VII: AMENDMENTS

These By-Laws may be repealed or amended upon recommendation of a majority of the Council Members present at a regular meeting upon a formal vote, provided written notice of any proposed alteration or amendment is sent to the Council Members twenty-five (25) calendar days prior to such scheduled meeting.

ARTICLES VIII: DISSOLUTION

A two-thirds vote of the membership shall be required to sell or mortgage assets of the corporation not in the regular course of business or to dissolve the corporation. Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The foregoing are the Amended By-Laws adopted by majority vote of the Council Members on March 2, 2016.

Chair, Mike Hollingsworth Date

Vice Chair, Ben Peeler Date