

SOUTHWEST REGION

EMERGENCY MEDICAL SERVICES AND TRAUMA CARE COUNCIL

BY-LAWS – REVISED

(Approved by the Regional Council, January 16, 1991)
(Amended by the Regional Council, September 6, 1995)
(Amended by the Regional Council, September 6, 2006)
(Amended by the Regional Council, November 4, 2009)
(Amended by the Regional Council, March 1, 2017)
(Amended by the Regional Council, March 2, 2022)

ARTICLE I: NAME

The name of the Regional Council is “Southwest Region Emergency Medical Services and Trauma Care Council,” referred to hereafter as the Council. The Council is a 501(c)(3) not-for-profit organization created pursuant to RCW 70.168.120.

ARTICLE II: PURPOSE

The purpose of the Council is to provide coordination, planning, and support emergency medical services and trauma care in Clark, Cowlitz, Klickitat, Skamania, South Pacific, and Wahkiakum counties, 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. Advise local, county, and other governmental agencies on issues relating to the provision of emergency medical services and trauma care.
3. Promote and support initial training, ongoing training, and evaluation programs (OTEP), and continuing education of basic and advanced life support for EMS personnel in the region.
4. Promote and support community injury, violence prevention, and public education programs through local County Council.
5. Develop, implement, and update as necessary, a regional emergency medical services and trauma care system plan in accordance with the

applicable provisions of the Washington State Emergency Medical Services and Trauma Care System Act.

6. Advise the Washington State Department of Health on matters relating to the delivery of emergency medical services and trauma care within the Southwest Region.
7. Promote and support data collection throughout the Southwest Region.
8. 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, for activities related to the design, maintenance, or enhancement of the EMS & trauma care system in the Southwest Region.
9. Provide representation to the Southwest Region Quality Assurance and Improvement program in the region.
10. Serve as a resource to EMS providers, agencies, and 9-1-1 communication centers in the Southwest Region.
11. Contract with the Department of Health and/or other agencies for other activities not specifically identified in these bylaws but compatible with the Council's purpose and aims
12. Notwithstanding any other provisions of these bylaws, the Council shall not engage in activities not permitted to be carried on by an organization exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue code.

ARTICLE III: BOARD MEMBERSHIP

Membership shall be as described in the Articles of Incorporation.

The board membership comprises the Board of Directors. There are no shareholding members.

All meetings shall be open to the public and abide by the Open Public Meetings Act of Washington State.

ARTICLE IV: OFFICERS

1. Officers of the council shall be Chair, Vice Chair, Secretary, and Treasurer. Officers shall be elected by a majority vote of the Council for a two (2) year term.

2. Officers may be removed by a majority vote of the Regional Council voting membership with a seven (7) days' notice.
3. Elections of officers shall take place on the first Wednesday in September of the even-numbered years beginning with September 1992.
4. Duties of the officers:
 - (a) The Chair shall preside at all 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. The Treasurer may delegate day to day financial matters in his or her discretion, including delegation to a bookkeeper or CPA if one is employed by the Council.
 - (e) Vacancies:
 1. A vacancy in the office of Chair shall be filled by the Vice Chair
 2. A vacancy in any other office of the Council shall be filled by appointment by the Chair, subject to the approval of the Board at the next regular meeting following appointment.
 - (f) The officers shall comprise the Executive Committee. In the event a meeting of the Board fails to achieve a quorum, but the Executive Committee is present in full or between regular meetings 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.
5. The Board of Directors is the voting membership of the Region Council. The directors shall be appointed by the Washington State Department of Health based upon recommendations submitted by the local County Council within the Southwest Region and in accord with the following criteria to insure balanced representation:

- (a) Six (6) hospital representatives, to-wit:
 - one (1) from Peace Health Southwest Medical Center (Vancouver)
 - one (1) from Legacy Salmon Creek (Vancouver)
 - one (1) from Peace Health St. John Medical Center (Longview)
 - one (1) from Ocean Beach Hospital (Ilwaco)
 - one (1) from Klickitat Valley Health (Goldendale)
 - one (1) from Skyline Hospital (White Salmon)

- (b) Six (6) prehospital representatives, to-wit:
 - one (1) from Clark County
 - one (1) from Cowlitz County
 - one (1) from Klickitat County
 - one (1) from Skamania County
 - one (1) from South Pacific County
 - one (1) from Wahkiakum County

- (c) Two (2) local elected officials, to-wit:
 - one (1) urban elected official from Clark or Cowlitz County
 - one (1) rural elected official from South Pacific, Wahkiakum, Klickitat, or Skamania County

- (d) One (1) consumer representative from any county in the region

- (e) One (1) local government agency representative from any county in the region

- (f) One (1) law enforcement representative from any county in the region

- (g) Two (2) medical program directors, to-wit:
 - one (1) urban MPD, from Clark or Cowlitz County; and
 - one (1) rural MPD, from South Pacific, Wahkiakum, Klickitat, or Skamania County

- (h) One (1) injury prevention representative from any county in the region

- (i) One (1) emergency communications / 911 PSAP representative from any county in the region

- (j) One (1) air medical representative from any county in the region

- (k) One (1) emergency management representative from any county in the region

6. Each Director shall have one vote on matters brought to the Regional Council. Each Director may appoint one alternate member, recommended by the County Council, and appointed by the Department of Health, to function in his or her place on matters brought before the Council. The alternate will not have a vote in matters brought before the Council, unless the director for whom the alternate is functioning is not present.
7. The Board of Directors shall possess all the powers granted by the laws of the State of Washington to directors of nonprofit corporations. The power to alter, amend or repeal bylaws or adopt new bylaws shall be vested in the Board of Directors. The Board of Directors may adopt such rules and regulations for the conduct of its meetings and management of the affairs of the council as it may deem proper and consistent with the laws of the State of Washington and the regulations of the Internal Revenue Service as they relate to tax-exempt organizations.
8. Directors shall serve for terms of three (3) years each. Directors may serve more than one term, subject to reappointment by the Department of Health. The corporation's Secretary shall maintain an accurate record showing the expiration date for each Director's term of office. Terms of office shall expire on September 30.
9. To the full extent authorized under the laws of the Washington State, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise. Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

10. Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE V: MEETINGS

1. The Annual meeting of the Corporation shall be held on the first Wednesday of September.
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. Members may attend meetings either in person or remotely.
3. Special meetings of the Council may be called by the Chair or by the Board of Directors with 24-hour notice of meeting and business to be transacted.
4. Notice of regular meetings other than the annual meeting shall be made by providing each member of the Board of Directors with the adopted schedule of regular meetings. Notice of the annual meeting and regular meetings shall be delivered not less than ten days before the date of the meeting via email or regular mail. If mailed, notice shall be deemed to be delivered when sent.
5. A vacancy shall automatically occur when any member of the board of Directors is absent for three (3) successive meetings without having been excused by the Chair. Any vacancy occurring shall be filled by appointment by the Department of Health, the appointee to serve during the unexpired term of the Director replaced.
6. Not less than seven (7) Directors shall constitute a quorum to conduct the business of the Board of Directors.
7. The Council will operate on a fiscal year basis, beginning July 1 of each year; except for IRS purposes which will be on a calendar year basis.

ARTICLE VI: CONFLICT OF INTEREST

All Board members will sign the Region Council Conflict of Interest policy.

ARTICLE VII: COMMITTEES

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

ARTICLES VIII: AMENDMENTS

These bylaws may be repealed or amended upon recommendation of a majority of the members of the Board of Directors present at a regular meeting upon a formal vote, provided written notice of any proposed alteration or amendment is sent to the Board of Directors thirty (30) days prior to such scheduled meeting.

ARTICLES IX: DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed 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 is the Amended By-Laws adopted by majority vote of the Board of Directors on the 16th day of January 1991, amended and adopted on the 6th day of September 1995, amended and adopted on the 6th day of September 2006, amended and adopted on the 4th day of November 2009, amended and adopted on the 1st day of March 2017. further amended and adopted on the 2nd day of March 2022.