

WAHKIAKUM COUNTY

EMERGENCY MEDICAL SERVICES AND TRAUMA CARE COUNCIL

BY-LAWS

ARTICLE I: NAME

The name of the Local Council is "Wahkiakum County Emergency Medical Services and Trauma Care Council, a non-profit corporation organized under the Washington Nonprofit Corporation Act.

ARTICLE II: PURPOSE

The purpose of the council is to monitor, plan, improve, and support emergency medical services and trauma care in Wahkiakum County and to actively promote improvements in the 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 and assist in development of legislation relative to emergency medical services and trauma care.
3. Promote community injury prevention and public education regarding emergency medical services and trauma care.
4. Review, evaluate, and provide recommendations to the Southwest Region Emergency Medical Services and Trauma Care Council regarding the provision of emergency medical services and trauma care in the region.
5. Provide recommendations to the Southwest Region Emergency Medical Services and Trauma Care Council on the Regional Plan for emergency medical services and trauma care.

6. In its discretion, 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 emergency medical services and trauma care system in the Wahkiakum County.
7. Take any other action which to the Council seems appropriate to maintain and improve the emergency medical services and trauma care system within Wahkiakum County.
8. Notwithstanding any other provisions of these Bylaws, the Council shall not carry on any other 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: MEMBERSHIP

- A. Membership shall be as described in the Articles of Incorporation.
- B. All meetings shall be open to the public and abide by the Open Public Meetings Law of Washington State. Any person may participate in the 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.

ARTICLE IV: OFFICERS

- A. Officers of the Council shall be: President, Vice-President, Secretary, and Treasurer to be elected by a majority vote of the Council for two (2) year terms. Officials may serve two consecutive terms of office, unless removed by a majority vote of the Council's voting membership.
- B. Elections of officers shall take place at the Annual Meeting in odd numbered years. Incumbent officers shall serve until said election.
- C. Duties of the officers:
 1. The President shall preside at all regular and special meetings of the council. The President will conduct the meetings in accordance with generally accepted standards of parliamentary procedure and provide all board members the opportunity to express their views.

2. The Vice-President shall perform the duties of the President in the absence of the President.
 3. The Secretary shall maintain accurate minutes of all council meetings and be responsible for general correspondence of the council.
 4. The Treasurer, or his or her delegate, shall keep charge of the funds of the council and shall report at regular meetings on the status of the funds.
 5. Any vacancies in the aforementioned offices shall be filled by appointment of the President subject to approval by the Board of Directors. A vacancy in the office of President will be filled by a majority vote of the Board of Director for the unexpired term of the office.
- D. The Board of Directors are the voting members of the Local Council. There shall be nine (9) directors appointed or designated as follows:
- (a) Two (2) prehospital representatives appointed by the Cathlamet Fire Department;
 - (b) Two (2) prehospital representatives appointed by the Grays River Fire Department;
 - (c) Two (2) prehospital representatives appointed by the Skamokawa Fire Department;
 - (d) One (1) law enforcement representative appointed by the Wahkiakum County Sheriff;
 - (e) The Medical Program Director for Wahkiakum County; and
 - (f) One (1) consumer representative appointed by majority vote of the Board of Directors.
- E. Each Director shall have one vote on matters brought to the Local Council. Each Director may appoint one alternate member 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.
- F. The Board of Directors shall possess all of 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 not inconsistent with the laws of the State of Washington and the regulations of the Internal Revenue Service as they relate to tax-exempt organizations.

- G. Directors shall serve for terms of three (3) years, **PROVIDED, THAT**, as to the initial Board of Directors, one-third will serve for one year, one-third will serve for two years, and one-third will serve for three years. Directors may serve more than one term, subject to reappointment by their appointing authority. 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 December 31.

ARTICLE V: MEETINGS

- A. The Annual meeting of the Corporation shall be held on the last regular meeting of each calendar year.
- B. Meetings of the Council shall be held on each fifth Wednesday of the year, unless a special meeting is called by the President. The time and location of each regular meeting shall be set by the President.
- C. Special meetings of the Council may be called by the President or by the Board of Directors.
- D. 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 any special meetings shall be delivered not less than ten days before the date of the meeting. If mailed, notices shall be deemed to be delivered when deposited in the United States mail.
- E. A vacancy shall automatically occur when any member of the Board of Directors shall be absent for three (3) successive meetings without having been validly excused by the President. Any vacancy occurring shall be filled by appointment in accord with Article IV of these By-Laws. The appointee shall serve during the unexpired term of the Board member he or she replaces.
- F. Not less than five (5) Directors shall constitute a quorum to conduct the business of the Board of Directors.
- G. The Council will operate on a calendar year basis, beginning January 1 of each year.

ARTICLE VI: COMMITTEES

- A. Committees may be appointed by the President as needed. Membership of committees, including Chairs of these committees, may include persons who are not members of the Board of Directors. The President shall be an ex-officio member of all committees. Committees may be either standing committees, *ad hoc* committees, or special task forces, as determined by the President.

ARTICLES VII: AMENDMENTS

- A. These By-Laws 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.

The foregoing are the ~~Amended~~ By-Laws adopted by majority vote of the Board of Directors on the 29th day of March, 2000.



President



Secretary