

Tidewater Emergency Medical Services Council, Inc.



BYLAWS

As Amended, December 9, 2010

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ARTICLE I - NAME

The name of this Corporation shall be the Tidewater Emergency Medical Services Council, Incorporated.

ARTICLE II - PURPOSES

The purposes of this Corporation shall be those set forth in the Articles of Incorporation.

ARTICLE III - AREA TO BE SERVED

The Corporation shall serve the areas consisting of the following political subdivisions of the Commonwealth of Virginia:

Accomack County	Northampton County
City of Chesapeake	City of Portsmouth
City of Franklin	Southampton County
Isle of Wight County	City of Suffolk
City of Norfolk	City of Virginia Beach

The Corporation may serve additional political subdivisions as may be authorized upon a majority vote of the Board of Directors.

ARTICLE IV - LOCATION OF OFFICE

The principal office of the Corporation shall be located initially in the City of Norfolk, Virginia. This shall not preclude the Corporation from relocating the principal office elsewhere in the TEMS region. The Corporation may have such additional offices at such other places and such times as may, from time to time, be designated by the Board of Directors.

ARTICLE V - BOARD OF DIRECTORS

Section 1 - Membership

Directors of the Board of Directors, hereinafter referred to as the Board, shall be elected in accordance with the Articles of Incorporation and the following provisions:

- a. All Directors of the Board shall serve as representatives of the public and in the public interest. They shall represent the entire region served by this Corporation and shall vote for the best interest of the area as a whole.
- b. The Board shall be constituted of persons who are engaged in the emergency medical services system as well as residents of the area served who have no professional training or financial interest in the provision of health care. For this purpose, the determination for representation allocated to a political subdivision will be based upon the location of the

organization engaged in the emergency medical services system where the representative is gainfully employed. In the case of representatives who have no professional training or financial interest in the provision of health care, the determination for representation allocated to a political subdivision will be based upon place of residence.

Section 2 - Powers

The Board shall have all powers inherent to corporate directors including but not limited to the following:

- a. Manage and administer the affairs of the Corporation, each director being entitled to one vote.
- b. Elect the Directors of the Board and officers of the Corporation as provided in the Articles of Incorporation and these Bylaws.
- c. Appoint such committees as it may deem expedient for the carrying out of the objects of the Corporation and as may be consistent with these Bylaws and to terminate the authority of any such committee at any time.
- d. Arrange for the raising of funds to support the program of the Corporation and to control the disbursement of these funds.
- e. Employ and authorize the employment of such persons as it may deem necessary or appropriate for the successful execution of the objects of the Corporation.
- f. Enter into such agreements with any government or private philanthropic agencies and public or private consulting organizations as, at its judgment, will further and be consistent with the objects of this Corporation.
- g. Otherwise perform such acts and functions which will further the objectives and purposes of the Corporation which are not inconsistent with the Articles of Incorporation or these Bylaws.

Section 3 - Elections, Term of Offices and Vacancies

The Board of Directors shall be comprised of:

- a. One director for each population unit of 100,000 or part thereof from each of the following political subdivisions:

Accomack	Northampton
Chesapeake	Portsmouth
Franklin	Southampton
Isle of Wight	Suffolk
Norfolk	Virginia Beach

At least one Director from each political subdivision shall be elected from among the names of persons presented by the respective governing bodies or chief executive officers of the political subdivisions. Additional Directors allocated to political subdivisions shall include residents of that political subdivision or persons employed within that political subdivision. These additional Directors shall be elected from names of persons presented by the governing body of the political subdivisions or by any other person and should represent a range of professional talents to help enhance the governance of the Board. The determination of population shall be based on the latest published population statistics from the Weldon Cooper Center for Public Service at

the University of Virginia, formerly the Tayloe Murphy Institute, with allocations for each political subdivision determined prior to the annual meeting when elections will occur.

b. At-Large Organizations (5):

Virginia College of Emergency Physicians	1
Eastern Virginia Medical School	1
Emergency Nurses Association	1
Hampton Roads Regional Policy Council, VHHA	1
Special Operations	1

One At-Large director shall be elected from among the names of persons presented by each the above professional organizations.

c. At-Large Individual (1):

One At-Large individual shall be elected from among the names of persons presented by any person. This At-Large individual should represent a professional talent to help enhance the governance of the Board.

The term of office of directors shall be two (2) years. Directors may serve consecutive terms on the Board. All members shall take office on the first day of the month following their election and shall serve until their successors are elected to and take office.

Vacancies on the Board shall be filled for the unexpired portion of the term by the Board at any regular meeting or at a special meeting called for that purpose.

ARTICLE VI - OFFICERS

Section 1 - Election, Term of Office

The officers shall be elected by and from the directorship of the Board except as hereinafter states, and shall consist of the following:

- a. President
- b. Vice-President
- d. Treasurer
- e. Secretary, who shall be the Executive Director of the Corporation and shall serve in an ex-officio capacity without vote.

Officers, except the Secretary (who shall hold office at the pleasure of the Board), shall be elected for two (2) year term of offices. Officers shall serve until their successors are elected to and take office. An officer shall be eligible to serve consecutive terms.

Section 2 - President

The President of the Council shall preside at meetings of the Board and the Executive Committee. He/she shall have the power to make and execute contracts in the ordinary business of the Corporation and for and in the name of the Corporation to execute other legal instruments

when authorized by the Board. The President shall have such powers and duties as from time to time may be assigned to him/her by the Board.

Section 3 - Vice-president

In the absence of the President, or in the event of his/her inability to act, or if that office is temporarily vacant, the Vice-President shall exercise all the powers and perform all the duties of the President of the Council.

Section 4 - Treasurer

The Treasurer shall have general supervision over the care and custody of the funds and securities of the Council and shall be Treasurer of the Council. He/she shall deposit the same or cause the same to be deposited in the name of the Council in such banks or other depositories as the Board may direct. He/she shall cause the funds of the Council to be disbursed by checks or drafts upon the authorized depositories of the Council and shall cause to be taken and preserved proper vouchers for all funds disbursed. He/she shall keep or cause to be kept full and accurate accounts of all receipts and disbursements of the Council, and shall present to the Board, whenever requested, a complete report of receipts and disbursements and of financial conditions. He/she shall perform such other duties as may be assigned to him from time to time by the Board.

Section 5 - Secretary

The Secretary of the Council shall be the Executive Director of the Council. He/she shall keep the minutes of all meetings of the Board. He/she shall be responsible for the giving and serving of all notices of meetings of the Board, and in general shall perform all duties incident to the office of Secretary, and shall have such other powers and duties as may be assigned to him/her by the Board.

Section 6 - Vacancies

A vacancy in any office, except of the Secretary, shall be filled for the unexpired portion of the term by the Board at any regular meeting, or at a special meeting called for that purpose.

ARTICLE VII - COMMITTEES

Section 1 - Executive Committee

The purpose of the Executive Committee is to conduct the necessary and routine business of the Board between meetings of the Board of Directors.

The Executive Committee shall comprise the following members of the Board:

- a. The President, who shall serve as Chair of the Executive Committee.
- b. The Vice-President
- c. The Treasurer
- d. The Immediate Past President, who shall serve in an advisory capacity without vote, if not a Director of the Board.
- e. The Executive Director, who shall serve in an ex-officio capacity without vote.

- f. Four (4) members elected at large with not more than one Director from each of the participating political subdivisions.

The Executive Committee shall advise the Board on matters of personnel and budget.

The Executive Committee periodically will evaluate the participation of directors, contact such directors whose Board meeting attendance is less than 50%, and obtain assurance of increased participation or request the submission of a letter of resignation as appropriate.

Section 2 - Governance Committee

The President shall appoint the Governance Committee with the concurrence of the Board. The Governance Committee shall be composed of not more than five directors of the Board and shall have no fewer than three members.

The Governance Committee shall be responsible for recruiting prospective Board members, nominating Board members, orienting new Board members and conducting ongoing Board member development. The Governance Committee shall also conduct ongoing evaluations of Board structure and organization to ensure that it continues to meet the needs of the organization.

Prior to the annual meeting, at which officers, at large members and directors will be elected, the Governance Committee shall fulfill the following charges:

- a. Prepare a slate for the election of directors for each position to which a political subdivision and organization is entitled. The slate for the election of directors shall be constituted of persons who are engaged in the emergency medical services system as well as residents of the area served who have no professional training or financial interest in the provision of health care.
- b. Prepare a slate nominating directors to serve as officers of the Board.
- c. Prepare a slate nominating directors to serve in the four (4) at large positions on the executive committee.
- d. Ensure that such slates are submitted in writing to each director of the Board at least ten (10) days in advance of such election.
- e. Perform such other duties as may be appropriately delegated by President or the Board.

Section 3 – Audit and Finance Committee

The Audit and Finance Committee shall be composed of the Treasurer and two additional members appointed by the President with the concurrence of the Board. Of these two additional members, one shall be a director of the Board, who is not a member of the Executive committee, and one shall be a person who is not a board member, but has knowledge and experience in accounting or financial matters. The Treasurer shall serve as the committee chair.

The Audit and Finance Committee shall be responsible for reviewing and ensuring the Board receives accurate and complete financial statements; helping the Board understand financial statements; verifying that local, state and federal financial reporting takes place; proposing policies and procedure which safeguard organization assets; periodically performing internal audits ensuring compliance with the organization's financial and risk management policies and

procedures; selecting an independent CPA to perform annual audit of financial statements; maintaining an ongoing advisory relationship with the independent CPA; and, ensuring a presentation of audit findings to the Board.

Section 4 - Other Committees

The Board may establish committees to assist the Board in accomplishing its mission and goals. These committees may be standing or temporary, as determined by the Board. The Chairs of such committees shall provide quarterly updates on goals, activities and accomplishments to the Board. The Chairs of such committees shall have the authority to commission subcommittees to accomplish specific tasks as they may relate to the committees goals and objectives.

The Board may establish the scope and membership of committees they commission.

ARTICLE VIII- MEETINGS

Section 1 - Meeting Schedule

The Annual Meeting of the Council shall be held during the first quarter of each calendar year. The date, place and exact time of such meetings shall be set by the Board. The Board shall have the power to set the date, times and places of regular meetings of the Board that shall be not less frequent than every third month. Special meetings of the Board shall be called by the President or by the Secretary on the written request of any five directors of the Council.

Section 2 - Notice of Meetings

Notice of the time, place and purpose of annual and special meetings of the Board shall be served as provided by law, but in no case shall such notice be less than five (5) days unless agreed upon by all directors of the Board.

ARTICLE IX- QUORUM

To constitute a quorum at all meetings of the Council and its Executive Committee, one-third of each body shall constitute a quorum for the transaction of business, but less than a quorum may adjourn any meeting without further notice until a quorum may be present.

ARTICLE X - VOTE

Each director of the Board shall be entitled to one vote. All actions taken by the Board shall require a majority vote of those directors present and voting at any meeting. The same procedure shall apply to all meetings to the Council.

ARTICLE XI- ANNUAL AND OTHER REPORTS

The President, Secretary and Treasurer shall present to the Board at its Annual Meeting a report, verified by them, showing the whole amount of real and personal property owned by the Corporation, where located, and where and how invested, the amount and nature of the property acquired during the year immediately preceding the date of the report and the manner of its acquisition; the amount applied, appropriated or expended during such year, and the purposes, objects and persons to or for which such application, appropriations and expenditures have been made; and the names and addresses of the directors of the Board and officers of the Corporation,

which report shall be filed with the records of the Corporation and an abstract thereof entered in the minutes of the proceedings of the Annual Meeting of the Council.

The Council shall also publish at least annually a report or reports adequately summarizing the activities of the Corporation and shall make such reports and the financial report specified above available to each director of the Board, the participating political subdivisions, and shall otherwise cause these reports to be given wide distribution in the member communities.

ARTICLE XII - EXECUTIVE DIRECTOR

The Board shall be empowered to employ an Executive Director and such assistants as it may deem necessary for the carrying out of the purposes of this Corporation at such salary or salaries as may be set by the Board.

ARTICLE XIII - EXECUTION OF INSTRUMENTS

All checks, bills of exchange, notes or other obligations or orders for payment of money shall be signed in the name of the Corporation by the Treasurer or such other officer or officers as the Board may, from time to time, designate by resolution.

All persons authorized to execute the instruments set forth in the Articles or to otherwise deal with the receipts and payments of funds of this Corporation shall be bonded by the corporate surety bond in an amount not less than the annual budget for this Corporation.

Article XIV - INDEMNIFICATION

Section 1 - Claims of Third Parties

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitative or investigative by reason of the fact that such person is or was an officer, director, employee or agent of the Corporation, or is or was serving at the request of the Corporation, against expenses, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action, had no reasonable cause to believe that his conduct was unlawful. Each such indemnity shall inure to the benefit of the heirs, executors and administrators of such person.

Section 2 - Claims of Corporation

The Corporation shall indemnify any person who was or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person was or is an officer, director, employee or agent of the Corporation, or is or was serving at the request of the Corporation, against expenses actually and reasonable incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought

shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonable entitled to indemnity for such expense which such court shall deem proper.

Section 3 - Indemnification Upon Successful Defense

To the extent that any such person has been successful on the merits or otherwise in defense of any action, suite or proceeding referred to in Sections 1 and 2, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses actually and reasonably incurred by him in connection therewith.

Section 4 - Determination of Right to Indemnification

Any indemnification under Sections 1 and 2 (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because he has met the applicable standard of conduct. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who are not parties to such action, suit or proceeding or (ii) if such quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section 5 - Advance Payments

Expenses incurred in defending an action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Section 4 upon receipt of an undertaking by or on behalf of such person to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized by this Article.

ARTICLE XV - FISCAL YEAR

Section 1 - Period

The fiscal year of the Corporation shall be from the first of July to the thirtieth day of June, inclusive, or such other twelve-month period as the Board may designate by resolution.

Section 2 - Budget

Prior to the close of each fiscal year, the Board shall adopt a budget of income and expense to control the finances of the Corporation during the next ensuing fiscal year. The adopted budget for any year may be revised from time to time at any meeting of the Board in light of changing conditions.

ARTICLE XVI- SEAL

The seal of the Corporation shall be circular in form with the name of the Corporation and the words and figures "Incorporated, 1974."

ARTICLE XVII - AMENDMENTS

These Bylaws may be amended or repealed at any meeting of the Board by an affirmative vote of two-thirds of those directors present provided notice of all proposed amendments shall have been

mailed to the directors of the Board at least 15 days prior to such meetings.

Revised and Adopted (date): December 9, 2010

President (print): Stewart W. Martin, MD (signature): _____

Secretary (print): James M. Chandler (signature): _____