

**CHESTER COUNTY
EMERGENCY MEDICAL SERVICES COUNCIL
A Pennsylvania Non-Profit Corporation
By-laws**

**ARTICLE 1
Name and Status**

- 1.1 The name of the Corporation is "Chester County Emergency Medical Services Council, Incorporated," herein referred to as Council.
- 1.2 The Council shall not act in any way so as to impair its eligibility for exemption under Section 501 (c) (3) of the Internal Revenue Code of 1954 as amended and such Pennsylvania statutes governing not for profit corporations.

**ARTICLE II
Purpose and Objectives**

- 2.1 The purpose of the Council is to serve as a unified "Voice of Emergency Medical Services (EMS)" providing advice and recommendations to local and county governments, EMS agencies, consumers, and other emergency service entities to promote the Department of Health, Department of Emergency Services, maintenance and improvement of E.M.S. system and public safety in Chester County, Pennsylvania.
- 2.2 The Council is a voluntary organization comprised of EMS agencies, EMS consumers, hospitals and other allied health and public safety agencies having a vested interest in the provision of E.M.S.; and is established to bring together the various elements of E.M.S. serving Chester County, Pennsylvania.
- 2.3 The Council shall provide impetus and support for improvement of E.M.S. in Chester County under both normal operating conditions and man-made or natural disasters.
- 2.4 The Council shall provide advice and recommendations regarding planning, coordinating, developing, expanding, facilitating, implementing and improving the following aspects of E.M.S.:
 - A. Availability of qualified E.M.S. personnel
 - B. Training and continuing education
 - C. Communications
 - D. Safe, effective, and appropriate transportation of the ill and injured
 - E. Facilities of emergency care
 - F. Access to specialized facilities for critical care
 - G. Cost effective utilization of E.M.S.
 - H. Consumer involvement
 - I. Equal access to care, regardless of ability to pay
 - J. Transfer to follow-up care and rehabilitation
 - K. Data collection
 - L. Public education and information
 - M. System review and audit

- N. Medical care during disasters
- O. Inter-system mutual aid
- P. Active physician involvement and medical oversight of the E.M.S. system

ARTICLE III
Office

- 3.1 The principal office of the Council shall be at 601 Westtown Road, Suite 012, West Chester, PA 19382, or such other location as the Board of Directors, herein referred to as Board, may from time to time determine.
- 3.2 The Council may also have subsidiary offices at such other places as the Directors may select.

ARTICLE IV
Seal

- 4.1 The corporate seal of the Council shall be in circular form and shall bear the name of the corporation and the words "Corporate Seal, Pennsylvania."
- 4.2 The corporate seal of the Council shall be maintained by the Secretary.

ARTICLE V
Membership

- 5.1 Membership in the Council shall be comprised of Active, Associate and Honorary memberships.
 - 5.1.1 **Active Membership** – Active membership of the Council may be granted to any of the following:
 - 5.1.1.1 Every licensed EMS agency in Chester County (agencies with an assigned Chester County affiliate number) shall be considered to have an Active membership with the Council. EMS agencies which do not have a Chester County affiliate number but which provide primary 911 response within Chester County may also apply for an Active Membership. Each EMS agency will be required to designate a primary and alternate representative to the Council.
 - 5.1.1.2 The Chester County Director of Emergency Services shall be an active member during his/her term of office.
 - 5.1.1.3 The Deputy Director of Field Services shall be and active member during his/her term of office.
 - 5.1.1.4 Each EMS medical command facility within Chester County shall appoint a representative who will be an active member during her/her term of office.

- 5.1.1.5 Each trauma center within Chester County shall appoint a representative who will serve as an active member during his/her term of office.
- 5.1.1.6 The Chester County Fire Chief's Association shall appoint a representative who will be an active member during his/her term of office.
- 5.1.1.7 The Chester County Police Chief's Association shall appoint a representative who will be an active member during his/her term of office.
- 5.1.1.8 The Chester County Association of Township Officials shall appoint a representative who will be an active member during his/her term of office.
- 5.1.1.9 Any Chester County EMS provider (any EMS Provider who resides within Chester County or works for licensed EMS agency of Chester County per 5.1.1.1) may apply for Active Membership with the Council. Said application will be reviewed and voted on by the Board of Directors.

5.1.2 **Associate Membership** – Any organization or individual who does not meet the requirements for Active membership may apply for an associate membership with the Council. Said application will be reviewed and voted on by the Board of Directors. This membership allows for an individual or representative of the organization to attend and participate in the general meetings of the Council, but this membership will not have voting rights in any Council business.

5.1.3 **Honorary Membership** – Any person, who because of some meritorious act or outstanding service to the Chester County EMS system or this Council, may be elected at any regular meeting as an Honorary member. That person shall have all rights and privileges as may be due an Associate member.

5.2 **Termination** – Membership in this Council will end by;

5.2.1 Voluntary withdrawal

5.3 **Elimination** – A member whose conduct has been of such a manner as to be unfavorable to the good name or best interests of the Council, may be dropped from membership by a vote of the Council Board of Directors. The President shall convene an investigation to be held before the elimination vote is taken. The member in question shall have the right to present his/her case during the investigation.

5.4 **Member in Good Standing** – Any member of the Council who is absent for two

(2) consecutive Council meetings shall have his/her voting privileges suspended. The individual shall be notified in writing and/or electronically of this action within fifteen days after the second missed Council meeting by the Secretary of the Council. Voting privileges shall be restored after the member attends two (2) consecutive council meetings. Failure to maintain active voting privileges may be cause for the Board to consider revoking membership on the Council or a transition to an Associate level membership.

- 5.5 The Council office shall maintain a list of current members and voting status. Any changes in membership or representation must be reported to the Council office in writing, within thirty (30) days of the change in representation.
- 5.6 Requests for membership in the Council shall be made in writing to the Council office at least thirty (30) days prior to the Board meeting at which time the application for membership will be considered. Requests may be from individual applicants, or in the case of an organization or community group, the request may be from the presiding officer of the organization or institution. Upon receipt of the membership request, the Council office shall confirm the applicant meets the membership requirements. At the next regular meeting of the Board, the application shall be presented to the Board for consideration.
- 5.7 The Board, by a majority vote of the Board members in attendance, may approve or reject the application for membership.
- 5.8 Each Active member shall have one (1) vote. There will be no proxy voting. However, an organization can designate a single alternate to attend Council meetings and vote when the primary representative cannot be present.

ARTICLE VI
Board of Directors

- 6.1 Government of the Council shall be vested in the Board of Directors. Members of the Board must be active, voting members of the Council.
- 6.2 The Board shall have supervision and direction of the affairs of the Council, and shall have the power and authority to perform all acts and functions consistent with these By-laws.
- 6.3 The Board shall consist of 17 members:
 - 6.3.1 One voting director, elected by Council membership, upon nomination by the Chester County Police Chiefs organization who is an active Police Officer.
 - 6.3.2 One voting director appointed by the Chester County Board of Commissioners.
 - 6.3.3 Two voting directors, elected by Council membership, who are certified Advanced Life Support (ALS) providers.

- 6.3.4 Three voting directors, elected by Council membership, who are certified Basic Life Support (BLS) providers.
- 6.3.5 Four voting directors, elected by Council membership, from the general voting membership of Council.
- 6.3.6 One voting director, elected by Council membership, who is a licensed physician that practices within Chester County. This individual may be the regional EMS medical director or the Council's medical director.
- 6.3.7 One voting director, elected by the Council membership, upon nomination by the Chester County Fire Chief's Association.
- 6.3.8 One voting director, elected by the Council membership, upon nomination by the Chester County Chapter of the Emergency Nurses Association.
- 6.3.9 One voting director, elected by the Council membership, who meets the qualifications of a consumer as defined in 5.1.12.
- 6.3.10 Two voting directors, elected by the Council membership, upon nomination by the Chester County Association of Boroughs, Chester County Association of Township Officials, and the Chester County Municipals Managers Association.
- 6.3.11 The Board members shall serve for three year terms and shall be elected/appointed at the annual meeting in November of each year with terms staggered as follows for the first three years:

<u>Year 1</u>	<u>Year 2</u>	<u>Year 3</u>
BLS	BLS	BLS
ALS	ALS	At Large
At Large	At Large	At Large
Fire Chief	Police Chief	ENA Rep
Physician	Consumer	Commissioner's Rep
Boro/Twp	Boro/Twp	

- 6.3.12 To appear on the preprinted Council ballot, nominations shall be made in writing to the Nominating Committee thirty (30) days in advance of the annual meeting. Each nomination shall state the name of the person nominated, organizational affiliation (if applicable) and the qualifications of the nominee. The Nominating Committee shall evaluate the qualifications of the nominees except for the Commissioners appointee. The Nominating Committee shall nominate qualified individuals, if a nomination(s) for a particular category is not received in the stipulated time frames. Upon determination that the nominee meets the qualifications, the Nominating Committee shall place the nominee's name on the pre-printed ballot.

- 6.3.13 The Chairman of the Nominating Committee shall conduct the actual election process at the annual meeting and the Nominating Committee shall serve as the ballot counting committee.
- 6.4 Should an individual vacancy occur on the Board, the remaining Board members, by a two-thirds favorable vote, shall elect a member of Council from the representative category in which a vacancy occurs to serve the remainder of the unexpired term for the vacancy.
- 6.5 Should an organizational vacancy occur on the Board, the Board will request that organization to appoint another qualified person prior to the next scheduled Board meeting – when possible.
- 6.6 The regular meetings of the Board will be held on the second Wednesday of the month unless otherwise ordered by the Board President. The Board shall schedule at least six (6) regular meetings per year. Failure to attend at least three (3) meetings per year, without excuse from the Board President, shall result in removal of that person from the Board.
- 6.7 Special meetings of the Board may be called at the discretion of the Board President or upon written request of seven (7) Board members. Notification of special meetings shall be made in writing and/or electronically to each Board member at least ten (10) days in advance of any such special meeting. This notice shall state the business to be transacted at the special meeting. No business other than that appearing in the meeting notice may be transacted.
- 6.8 Five (5) members of the Board shall constitute a quorum.
- 6.9 The Board shall have the authority to establish such committees as it determines necessary to aid in carrying out the purpose of the Council.
- 6.10 The Board shall appoint all committees with the exception of the Nominating Committee of the Council.
- 6.11 The Board may appoint a representative from Council to the Pennsylvania Emergency Health Services Council or any other statewide or regional advisory groups.
- 6.12 The Board shall annually submit to the members of the Council, at the time of the annual meeting, a complete report on all activities of the Council during the previous year. The report shall include fiscal data as well as projects completed and progress.

ARTICLE VII **Officers**

- 7.1 There shall be four (4) officers of the Council. These officers shall be a President, Vice-President, Secretary and Treasurer. The officers shall be members of the Board and shall have the powers and shall perform the duties assigned to their respective offices for the Council and the Board. They shall hold office for one year or until their successors have been duly elected.

- 7.2 The officers shall be elected by majority vote of the Board members present at the conclusion of the Council's annual meeting.
- 7.3 Newly elected officers of the Council shall assume their duties immediately upon election.
- 7.4 Duties of the President:
 - 7.4.1 The President shall be the chief executive officer of the Council.
 - 7.4.2 He shall preside at all meetings of the Board and Council.
 - 7.4.3 He shall have general management oversight of the business of the Council.
 - 7.4.4 He shall see that all orders and resolutions of the Board are carried into effect, subject however to the right of the Board to delegate any specific persons, except such as may be by status conferred exclusively upon the President, to any other officer(s) of the Council.
 - 7.4.5 He shall execute bonds, mortgages, and other contracts requiring a seal under the seal of the corporation.
 - 7.4.6 He shall be an ex-officio member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of President of a corporation.
- 7.5 Duties of the Vice-President:
 - 7.5.1 The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. He shall, in addition, perform such other duties as may from time to time be designated by the President.
- 7.6 Duties of the Secretary:
 - 7.6.1 It shall be the duty of the Secretary to certify a quorum of the Council and of the Board and to perform such other duties as may from time to time be designated by the President.
 - 7.6.2 He shall be responsible for the official minutes of all Council and Board meetings, in addition, the Secretary shall verify and record the results of any official vote taken at a Council or Board meeting.
- 7.7 Duties of the Treasurer:
 - 7.7.1 It shall be the duty of the Treasurer to certify the financial condition of the Council and to report thereon to the Board at each Board Meeting.

- 7.7.2 The Treasurer shall keep full and accurate accounts of receipts, disbursements, and securities in the books belonging to the Council, and shall keep the monies of the Council in a separate account to the credit of the Council.
- 7.7.3 He shall disburse the funds of the Council as may be ordered by the Board, take proper vouchers for such disbursements, and shall render to the President and the Board at the regular meeting of the Board or whenever they may require an account of all his transactions as Treasurer, and shall give such bond as the Board shall require.
- 7.8 Vacancies: If the position of any officer shall become vacant, such vacant office may be filled by a majority vote of the Board until the next annual meeting.

ARTICLE VIII
Council Committees

- 8.1 Nominating Committee:
 - 8.3.1 The Nominating Committee will be appointed by the Board.
 - 8.1.2 The Nominating Committee will consist of five Council members.
 - 8.3.3 The Nominating Committee Chairman will be named by the Board, and forwarded to Council members prior to the annual meeting.
 - 8.3.4 The Nominating Committee shall perform the duties as outlined in Articles 5.3, 6.3.15, and 6.3.16.
 - 8.3.5 No member of the Nominating Committee shall be up for election during their term on the committee.
- 8.4 Medical Advisory Committee (MAC):
 - 8.4.1 The MAC shall assist the Regional EMS Medical Director with matters related to medical oversight, and ensuring that the medical treatment provided by the EMS system is done so in a safe and effective manner in accordance with established statewide and/or regional polices, procedures, and protocols.
 - 8.4.2 It shall comply with applicable requirements as set forth by the Pennsylvania Department of Health-Bureau of EMS.
 - 8.4.3 Membership shall consist of:
 - A. The Regional Medical Director, who shall serve as Chairperson.
 - B. The medical command facility physician medical director (or physician designee) for each accredited medical command facility within Chester County.

- C. The EMS agency medical director (or physician designee) for an EMS agency licensed as a Chester County affiliate.
 - D. The EMS agency medical director (or physician designee) for any EMS agency that is not licensed as a Chester County affiliate but has primary response area within Chester County.
 - E. The EMS agency ALS Coordinator (or designee) from each licensed Chester County affiliate ALS service (ground or air).
 - F. Two members appointed by the Operations Committee representing BLS EMS agencies.
 - G. The medical director (or physician designee) of any accredited trauma center within Chester County.
 - H. One member of the Chester County Department of Emergency Services-Field staff, ex-officio.
 - I. The Council medical advisor (if not the Regional EMS Medical Director).
- 8.4.4 Each committee member shall have one (1) vote and can represent only one (1) organization.

8.5 Operations Committee:

- 8.5.1 The Operations Committee shall be concerned with the integration of ALS, BLS and QRS services into a quality pre-hospital care system; including all aspects and operations that affect these services and the system.
- 8.5.2 Membership of the Operations Committee shall consist of:
- A. One representative from each licensed E.M.S. agency that provides a Quick Response Service (QRS) within Chester County.
 - B. One BLS representative from each licensed E.M.S. agency that provides BLS within Chester County.
 - C. One ALS representative from each licensed E.M.S. agency that provides ALS within Chester County.
 - D. One member of the Chester County Department of Emergency Services-Field Services Staff – ex officio.
 - E. The Regional E.M.S. Medical Director and/or Council Medical Advisor – ex officio.
- 8.5.2 Each committee member shall have one (1) vote and can represent only one (1) member organization.

- 8.6 Additional special committees shall be appointed by the Council, the Board or the President, as deemed necessary to carry out the purpose of the Council, and shall continue to exist at the pleasure of the appointing authority.

ARTICLE IX
Meetings

- 9.1 The Council shall meet at least six (6) times annually. Additional meetings shall be held at such times, as the Council President shall deem necessary. The Annual Meeting of the Council shall be the last regularly scheduled meeting of the calendar year and shall be the election of the Council Board. All meetings of the Council are open to the members of the public.
- 9.2 All meetings of the Council will be officially called by the Council's President, in writing and/or electronically to the membership at least fourteen (14) days prior to the date of the meetings.
- 9.3 It shall be necessary for one quarter (1/4) of the Council members, who are eligible to vote, to be present to conduct an official vote. Any decisions made shall be binding if approved by a simple majority (50% plus one vote) of membership present. It shall be the function of the Council Secretary to verify that a quorum is present and the Council Secretary shall verify any election and vote and shall record the results.
- 9.4 In the event that there is no quorum present, a meeting may be conducted at the discretion of the Council President, but no resolutions resulting from such meeting shall be binding but shall be reported and considered under the heading of old business at the next regular meeting of the Council.
- 9.5 Any member having personal or financial interest in business under discussion or consideration which requires a vote of the Council may, at the discretion of the Council's President, be asked to leave the room at the time of the vote or during debate. Should there be a tie vote, it will be considered that the individual in question will vote according to his stated position, and a ballot will be recorded accordingly.
- 9.6 Special meetings of the Council may be called at the discretion of the President or upon written request of ten (10) Council members. Notice of special meetings shall be made in writing and/or electronically to each Council member at least ten (10) days in advance of any such special meeting. This notice shall state the business to be transacted at the special meeting. No business other than that appearing in the meeting notice may be transacted.

ARTICLE X
Council Medical Advisor

- 10.1 The Board shall appoint at its annual meeting of each year a Council Medical Advisor. This Medical Advisor shall be the primary medical spokesman and medical advisor to the Council.

- 10.2 The Council's Medical Advisor may or may not be the Regional E.M.S. Medical Director.
- 10.3 If not the Regional E.M.S. Medical Director, the Council's Medical Advisor shall be a licensed physician who has interest in and knowledge of the Chester County E.M.S. system.

ARTICLE XI
Execution of Instruments

- 11.1 All checks shall be signed by two officers of the Council.
- 11.2 No contracts or instruments may be signed unless pre-approval is obtained from the Board.

ARTICLE XII
Amendments

- 12.1 Proposed amendments to these By-Laws must be submitted to the Board at least 30 days prior to next regular or special meeting of the Board. After approval by the Board, the proposed By-laws amendments shall be submitted to all Council members at least 30 days in advance of the next regular or special meeting of the Council. Amendments to these By-laws shall be by two-third's affirmative vote of the members present at the specified Council meeting.

ARTICLE XIII
Indemnification

- 13.1 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 or investigative) by reason of the fact that he was or is a Director, officer, employee or agent of this Corporation, or of any other corporation, partnership, joint venture, trust or other enterprise (herein after collectively referred to as an "other corporation") which he serves or served as such at the request of this Corporation, shall, subject to the provisions of Section 13.2 hereof and except as prohibited by law, be indemnified by this Corporation against expenses and liabilities actually and reasonably incurred by him in connection with such action, suit or proceeding (whether brought by or in the right of this Corporation or such other corporation or otherwise); provided that:
- 13.1.1 No indemnification shall be made in respect to any claim, issue or matter in any action, suit or proceeding by or in the right of this Corporation as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to this Corporation except to the extent that any court of appropriate jurisdiction in the Commonwealth of Pennsylvania or elsewhere in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonable entitled to indemnity for such expenses as the court of appropriate jurisdiction in the Commonwealth or elsewhere shall deem proper.

13.2 Indemnification under the foregoing Section 13.1 shall be subject to the following additional provisions:

13.2.1 Except in the cases of indemnification to be made on the bases and to the extent that the person to be indemnified has been successful on the merits or otherwise in defense of an action, suit or proceeding, or a claim, issue or matter therein, any indemnification under said Section 13.1 shall be made only if a Referee, who shall be independent legal counsel, and who may be solicitor for this Corporation, selected and compensated by the Board of Directors (whether or not acting by a quorum consisting of Directors who are not parties to such action, suit or proceeding), shall deliver to this Corporation his written opinion that the person claiming indemnification acted in good faith and in a matter he reasonably believed to be in or not opposed to the best interest of this Corporation and, with respect to any criminal action or proceedings, had no reasonable cause to believe his conduct was unlawful. This termination of any claim, action, suit or proceeding by judgment, order, settlement, or conviction, or on a plea of "nolo contendere" or its equivalent, shall not, of itself, create a presumption that a person did not meet the foregoing standards of conduct. When indemnification hereunder requires and opinion of a Referee, the person to be indemnified shall, at the request of the Referee, appear before him and answer questions which the Referee deems relevant and shall be given ample opportunity to present to the Referee evidence upon which he relies for indemnification. This Corporation shall, at the request of the Referee, make available to him the facts, opinions or other evidence in any way relevant for his finding which are in the possession or control of this Corporation.

13.2.2 Any indemnification under said Section 13.1 of a Director, officer, employee or agent of this Corporation (in his status as such) against his liabilities in connection with an action, suit or proceeding by or in the right of this Corporation to procure a judgment in its favor, and any indemnification under said Section 13.1 of a Director, officer, employee or agent of any other corporation (in his status as such) against his expenses and liabilities in connection with any action, suit or proceeding, whether or not he has been successful on the merits or otherwise in defense thereof or of a claim, issue or matter therein, shall (unless ordered by a court) be made by this Corporation only if and to the extent authorized by the Board of Directors of this Corporation only if and to the extent authorized by the Board of Directors if this Corporation, in its discretion, after receipt of a written opinion of a Referee when required in accordance with paragraph (a) above, and acting either (1) by a majority vote of a quorum consisting of Directors who are not parties to such action, suit or proceeding or (2) if such a quorum is not obtainable, by a majority vote of quorum which may include Directors who are not parties, to such action, suit or proceeding.

13.3 Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by this Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors acting either by a majority

vote of a quorum consisting of Directors not parties to the action, suit or proceeding, or if such a quorum is not obtainable, by a majority vote of quorum which may include Directors who are parties to such actions, suit or proceeding, upon receipt of an understanding by or on behalf of the person to be indemnified to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation.

13.4 The rights of indemnification provided in this Article VII shall be in addition to any rights to which any person referred to in Section 13.1 of this Article VII may otherwise lawfully be entitled and shall be available whether or not the claim asserted against such person is based on matters which antedate the adoption of this Article VII.

13.5 The indemnification provided or authorized by this Article shall continue as to a person who has ceased to be a Director, officer, or employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE XIV **Parliamentary Procedure**

14.1 The rules contained in “Robert’s Rules of Order Revised” shall govern the Council in all cases in which they are applicable and consistent with these By-laws provisions.

Revised

8/5/87

Council approval

10/27/87

Revised

12/12/90

Council approval

1/30/91

Proposed Revisions

9/7/94

Revised

3/10/95

Council Approved with changes

9/26/95

Draft 5 Submitted for Consideration by Consultant – December 9, 2001

Board Approval

3/13/02

Council Approval

5/8/02

Draft Revisions

12/13/10

Proposed Revisions to Article V

9/13/17

Board/Council Approval of Revision to Article V

11/8/17