



**NORTHERN ARIZONA EMERGENCY
MEDICAL SERVICES COUNCIL, INC.
BY-LAWS 2014**

ARTICLE I

NAME

The name of the Council shall be Northern Arizona Emergency Medical Services Council, hereinafter referred to as the NAEMS Council.

ARTICLE II

The purpose of the NAEMS Council shall be to serve as the prime sponsor for the comprehensive range of Emergency Medical Services for the Northern Arizona EMS Region. The council shall exercise the following specific and implied powers for the administration of Regional Emergency Medical Services (EMS) coordination and planning:

- A. To act as a central agency for the exchange of information among its members.
- B. To take action for mutual benefit of those agencies primarily engaged in emergency medical services in the Northern Region.
- C. To assist in planning and preparation of policies, programs and projects, including priorities.
- D. To advise in budgeting of all programs, including financial criteria, plans, conduct and administration.
- E. The members of the NAEMS Council may establish or adopt such rules for the proper operation of said Council as they deem expedient, which shall not be inconsistent with the laws of the State.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Representation

The Board of Directors shall be composed of representatives from the following membership categories:

- A. Four members (4) from Public Providers (CON) serving within the NAEMS region.
- B. Four members (4) from Private Providers (CON) serving within the NAEMS region,

- C. Two members (2) with EMS experience representing consumers within the NAEMS region.
- D. Three members (3) providing EMS education within the NAEMS region.
- E. Four members (4) from emergency receiving facilities within the NAEMS region.
- F. Four members (4) from cities involved in EMS within the NAEMS region.
- G. Four members (4) from special districts involved in EMS within the NAEMS region.
- H. Two members (2) providing Air ambulance service within the NAEMS region.
- I. One member (1) from a Federal Agency involved in EMS within the NAEMS region.
- J. Three Special Members-at-large (3) with experience in EMS.
- K. The past Chairman shall be a member of the Council.

Section 2. Seating of Directors

New Directors shall be selected from nominees submitted by the organizations and agencies listed in Article III, Section 1. New members shall be seated by a 2/3 (two-thirds) vote of members in attendance. The 2/3 affirming vote must represent at least a majority of the total membership of the Board of Directors. If the eligibility of any member of the Board of Directors is challenged by any member of the Council, the member may be affirmed or removed by a 2/3 vote of the Board of Directors in attendance. The 2/3 vote must represent at least a majority of the total members of the Board of Directors. Directors and their alternates can only represent one agency. If a Director is replaced due to attendance, there will be a two-year waiting period before he/she may hold a seat or Officer's position.

Section 3. Alternates

Each member of the NAEMS Board of Directors may designate an alternate in his/her absence. The alternate must represent the same area of interest and be the duly appointed representative. This designation must be documented in writing to the Chairman of the Board of Directors (or his/her designee)

Section 4. Voting

Each member (or alternate as described in Article III, Section 3 above) of the Board of Directors except the Chairman shall be entitled to one vote when present at a meeting of the council. The Chairman shall cast no vote except to break a tie. (Only Board of Directors are entitled to vote.)

Section 5. Membership

All agencies and organizations involved in EMS in the NAEMS region are eligible for membership in the NAEMS Council. Membership requires payment of annual dues. If the member is unable to pay the dues, they may petition the Board of Directors for a reduction or

waiver. Dues will be \$50/year for agencies and organizations, \$100/year for hospitals. Dues are payable by May 1st of each year.

Section 6. Associate Membership

An agency, individual or organization that desires participation with the NAEMS Council but does not qualify for membership may apply for associate membership. Applicants must be approved by a 2/3 majority vote of the Board of Directors as outlined in Article III, Section 2. Annual dues for Associate Membership are \$150.00 and payable by May 1st of each year. (An Associate Member has no voting right and is not eligible for grants, funding, or scholarships.)

ARTICLE IV

Officers

Section 1. Officers and their Duties

Officers of the council shall include a Chairman, Vice-Chair, Secretary, Treasurer and may include other officers at the discretion of the Board of Directors. The Chairman, Vice-Chairman, Secretary and Treasurer shall be members of the Board of Directors. Officers shall perform the duties delegated by the Council and those prescribed in these By-laws and by the parliamentary authority of the Board of Directors.

Section 2. Selection of Officers

Officers shall be selected by ballot from members of the Board of Directors of the NAEMS Council.

Section 3. Term of Officers

Officers shall be elected for a term of two (2) years, and their terms of office shall begin at the close of the meeting at which they are elected. Officers may be removed by a majority vote of the Board of Directors after serving at least ninety days in office.

ARTICLE V

Meetings

Section 1. Regular Meeting

Regular meetings of the Council shall be held at the time and place designated by the Chairman.

- A. The board shall meet at least twice in a calendar year.
- B. Special Meetings may be called by the Chairperson, or by written request of the Board.

Section 2. Annual Meeting

The first meeting of the calendar year shall be designated as the Annual Meeting. The Annual Meeting shall be reserved for the purposes of electing officers and committees, seating of new

members, and for any other business that may arise.

Section 3. Special Meetings

Special meetings may be called by the Chairman, or by written request of a majority of the Board of Directors.

Section 4. Notice

Council members shall be notified at least ten (10) days in advance of all special and regular meeting dates.

Section 5. Attendance

Regular attendance is expected of all Board of Directors or their alternates. If two consecutive absences are noted, the member will be required to respond to an inquiry concerning his/her continued participation on the Board of directors. The Chairman upon a majority vote of the Board of Directors may declare the seat open at the third consecutively missed regularly scheduled meeting of the NAEMS Council. It shall be the responsibility of the primary member to contact their alternate if he or she cannot attend.

Section 6. Quorum

One-third of the NAEMS Board of Directors shall constitute a quorum for the transaction of business. Vacancies, which have not been filled, shall not be considered in the determination of a quorum.

Section 7. Manner of Acting

The act of the members present at a meeting of the NAEMS Council, at which a quorum is present, shall be an act of the NAEMS Council.

Section 8. Action Between Meetings

In the event a matter arises which requires action before the next regular meeting of the Council, the Chairman may authorize a mail, electronic or telephone poll of the Board of Directors, and the results of such poll shall be ratified at the next meeting of the Board of Directors.

Section 9. Tuition Reimbursement

Tuition reimbursement utilizing NAEMS funds must be authorized by a vote of the Board of Directors. Eligibility requirements for tuition reimbursement are that the request must be from a current member or an employee or volunteer of the member, and contain supporting documentation for the request.

Should a dispute arise as to the eligibility of a tuition reimbursement request, the decision of the Board of Directors shall be final.

ARTICLE VI

Committees

Section 1. Establishment of Committees

- A. Standing and special committees may be established by the Board of Directors, or by the Chairman, with the approval of the Board of Directors. Unless otherwise provided by these By-Laws, members of committees shall be selected and approved by the Board of Directors. The Chairman of the Board of Directors shall appoint the Committee Chairman. All Committees shall be constituted with due concern for categorical and geographical representation appropriate to the specific duties of the particular committee. The Chairman shall be an ex-officio member of all committees.

- B. Membership on standing committees need not be limited to members of the Board of Directors. The Chair of each committee shall be a member of the Board of Directors. Each standing committee shall consist of a minimum of three (3) members. In addition, the committees may obtain advice from the membership of the Board of Directors.

Section.2 Standing Committees

Standing committees shall be established when committee effort is indicated to conduct specialized investigative and advisory activities. Such committees shall operate at the request of the Board of Directors and may be terminated by the Board of Directors at any time. The Board of Directors will develop general guidelines for committee operating procedures and will define the general scope of action of each committee. Each committee will report committee activity and recommendations to the Board of Directors for approval at each meeting of the Board of Directors. Standing committees may include, but not be limited to:

- **Steering Committee**

- **Special Education Fund**

- **Conference Committee**

Goal

To enhance Pre-Hospital Care in the Rural Communities within the NAEMS Region

Steering Committee

The Vice-Chair of the NAEMS Board of Directors shall serve as Chair of the Steering Committee.

Special Education Fund Committee

- A. The special education fund committee will be governed by Section 1 and Section 2 as found in Article VI.

- B. The special education fund committee will have a five (5) person board.
- C. Three members shall constitute a Quorum.

Voting

Each member of the committee except the Chairperson shall be entitled to one vote when present at a meeting. The Chairperson shall cast no vote except to break a tie.

Application

All funding requests and applications shall be screened by the NAEMS Steering Committee

Section 3. Executive Board

The Executive Board shall be five members comprised of the officers of the Board of Directors as in Article IV, Section 1 and one member at large. Term of office on the Executive Board shall coincide with terms of officers as described in Article IV, Section 3. Vacancies shall be filled by a majority vote of the Board of Directors. The Executive Board shall be responsible for the administration and disbursement of funds controlled by the Corporation. The Executive Board shall report on any financial activity at regular meetings.

ARTICLE VII

Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order newly revised shall govern the NAEMS Board of Directors in all cases to which they are applicable and in which they are not inconsistent with the By-laws and any special rules of order the NAEMS Board of Directors may adopt.

ARTICLE VIII

Minutes

Minutes of each Council and Council committee meeting will be recorded and Council members will have the right of review and correction of minutes of all meetings before such minutes become adopted as official proceedings.

ARTICLE IX

Amendments

Section 1. Procedure

Suggested changes in the By-Laws shall be submitted in writing to the Chairman (or his/her designee) of the Board of Directors no less than fifteen (15) days prior to the Council meeting at which discussion of the change is to take place.

Section 2. Voting Requirement for Passage of Amendment

The suggested change must receive an affirmative vote of a majority of the Board of Directors.

Section 3. Effective Date

The amendment shall become effective at the next meeting of the NAEMS Council.

Amended March 14, 2014