

Lord Fairfax Emergency Medical Services Council, Inc.

Amended & Restated Bylaws

Effective October 21, 2015

To the extent any provision of these bylaws conflicts with the Articles of Incorporation (as amended), the Articles shall control.

ARTICLE I - NAME

The name of this Corporation shall be the Lord Fairfax Emergency Medical Services Council, Inc. (the "Council").

ARTICLE II - PURPOSE

The purpose of the Council shall be to form a mechanism to bring together providers of emergency medical services, the public agencies involved with health and safety, and community leaders and citizens to plan and implement a comprehensive emergency medical services system in the area to be served.

The major objectives of this organization shall be, but not limited to, the following:

- a. To plan for and to implement a system which provides for the arrangement of personnel, facilities, and equipment for the effective and coordinated delivery of health care services in the area to be served under emergency conditions occurring either as a result of the patient's condition, or of local or regional disasters and similar situations.
- b. To coordinate and improve the delivery of emergency medical services in the region, and thereby seek to have the highest possible quality of emergency medical services available to residents within the region.
- c. To provide assistance in coordinating the emergency medical services system with other public services, institutions, and agencies in the area of service.
- d. To develop goals and to facilitate broad, regional comprehensive emergency medical services plans and priorities, and to stimulate

action, coordination and otherwise ensure maximum use of existing and future emergency medical facilities, services, and manpower compatible with health delivery systems within the area served.

- e. To serve as the principle advisory group to governments and non-governmental agencies within the area served on matters that require inter-jurisdictional coordination, collaboration, and cooperation concerning emergency medical services.

ARTICLE III - AREA TO BE SERVED

The Council shall serve the areas consisting of the following Virginia political subdivisions, including incorporated towns therein:

- a. City of Winchester
- b. Clarke County
- c. Frederick County
- d. Page County
- e. Shenandoah County
- f. Warren County

The Council may serve additional political subdivisions as may be authorized by the Board of Directors.

ARTICLE IV - LOCATION OF OFFICE

The principal office of the Council shall be located within the Council's region. The Council may have additional offices at such other places as designated by the Board of Directors.

ARTICLE V - BOARD OF DIRECTORS

Section 1. No Members.

The Council shall have no members; rather, the entire voting power of the Council shall be vested in the Board of Directors.

Section 2. Nomination of Directors.

- a. Goals/Objectives. All Directors shall strive to (1) serve as representatives of the public in the public interest, and (2) represent the entire region served by this Council and (3) vote for the best

interest of the area as a whole – and not necessarily such person’s geographic area. The Board is intended to be comprised of persons who are broadly representative of (1) professional and non-professional disciplines involved with providing Emergency Medical Services, (2) units of local government and citizens, and (3) those who make use of such services.

b. Min/Max Directors. There shall be a minimum of 8 directors and a maximum of 50 directors. However, the desire is to have, on average, 22 Directors, consisting of individuals from consumers, government representatives, hospital administration, physicians, nurses and fire/rescue departments from the following areas/positions:

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|--|---|
| 1. City of Winchester | 3 |
| 2. County of Clarke | 3 |
| 3. Frederick County | 3 |
| 4. Page County | 3 |
| 5. Shenandoah County | 3 |
| 6. Warren County | 3 |
| 7. Regional Medical Director, LFEMSC | 1 |
| 8. Chairperson, LFEMSC Medical Direction Board | 1 |
| 9. Valley Health Systems | 1 |
| 10. Consumer | 1 |

The Council shall strive to have each locality represented on the Board, with at least one being a volunteer and one a career EMS provider. It is anticipated the nominees for Board members from the various geographical areas will be provided by such areas local governing bodies (as provided below) – but Directors are always elected by the then sitting Board of Directors. The locality shall have no veto power or right of appointment/representation.

c. Nomination Process. At least 60 days prior to the annual meeting at which officers and directors will be elected, The Nominating Committee shall fulfill the following charges:

1. Prepare a slate for the election of the Directors for each position to which a political subdivision is entitled from nominees submitted by the political subdivisions.
2. Prepare a slate nominating Directors to serve as Officers of the Board.

3. Prepare a slate nominating one (1) Director to serve on the Executive Committee.
4. Ensure that such slates are submitted in writing to each Director of the Council at least thirty (30) days in advance of each election.
5. Board members may make nominations at least 120 days prior to the election of such position; provided, however, (1) such nominee meets the qualifications for such position, (2) such person meets with the Executive Director and President to discuss duties and responsibilities of a director, and (3) agrees to serve if elected. Upon completion of the above, then such person's name shall be submitted to the Nominating Committee and all other Board members at least 60 days prior to the election for such position. If the above requirements are met, the Board member who recommended such person may submit such person's name for consideration of being elected at the meeting for which such election is to occur.

Section 3. Election of Directors & Term of Office.

- a. Directors shall be elected at the Annual Meeting by a majority vote of the Directors or a special meeting held in lieu thereof for the specific purpose of electing one or more Directors.
- b. Directors shall be elected for a term of one year at the annual meeting. A Director shall continue to serve as such until the end of his/her term and until his/her successor is elected and qualifies. There shall be no term limits on Directors.
- c. As provided above, the Council shall strive to have the Chairperson of the Lord Fairfax EMS Medical Direction Board and the Regional Operational Medical Director of the Lord Fairfax EMS Council as Board members.

Section 4. Resignation/Removal/Vacancy

- a. Resignation. A Director may resign at any time. Resignation mid-term from the Board must be in writing and delivered to the President or Secretary to be effective.
- b. Removal. A board member may be removed at any time for any reason, with or without cause, by a two-thirds vote of the remaining

directors in office (not just a two-thirds vote of those present at such meeting).

- c. Vacancies. If there is vacancy during a Director's term, the Board (by majority vote) may replace such Director to fill such remaining term - at any regular or special meeting - notice of which indicates a successor Director is being elected. It is anticipated (but not required) the nomination of such replacement be by the Nominating Committee as provided herein.

Section 5. Powers.

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

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

Section 6. Voting & Quorum.

- a. Majority Vote. Except as otherwise provided herein requiring a higher vote, all decisions of the Board shall be majority vote of the Directors. A majority vote means more than 50% of Directors present at a duly called meeting at which a quorum is present.
- b. Vote In Person – No Proxies. Each member of the Board present at a meeting shall be entitled to one vote. No proxies are permitted – voting must be in person.
- c. Quorum. A quorum shall be present at a Board meeting if at least one-third of the then elected Directors are present. Less than a quorum may adjourn a meeting.

Section 7. Meetings & Notice.

- a. Annual and Special Meetings. The Annual Meeting of the Board shall be held in June of each year. The date, place, and exact time of each meeting shall be set by the Board. The Board shall have the power to set the date, time, and places of regular meetings of the Board. Special meetings of the Board shall be called by the President or by the Secretary on the written request of any five (5) Directors of the Council. Current income and expenditure statements shall be available at all governing Board meetings.

Nothing herein shall preclude action without a meeting as allowed under Virginia Code Section 13.1-865, as amended - unanimous written consent of all Directors.

- b. Notice. Notice of the time, place, and purpose of Annual or 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. Attendance at such meetings shall constitute waiver of notice, unless such attendance is for the sole purpose of objecting to the notice provisions therefore. Notice is permitted by any means allowed under Virginia law – but at this time, the Council anticipates all notices will be sent by email at the last email address provided by each director/officer. An email notice is deemed received at such time as it is sent by the Council (even if not read by the recipient) to the latest email address provided to the Council by such Director. All Board members shall immediately

notify the President, Secretary and the Executive Director of any change in one's email address in writing. Notice to Committee Members may be made in the same manner.

Section 8. Attendance.

- a. Attendance Required. Regular, in person, attendance is critical to the operation of the Board and each Director should make every effort to attend every meeting. In that light, the following rules shall apply: If any member shall not be in attendance at two (2) or more regularly scheduled consecutive meetings, the President shall direct correspondence (by mail or email) to any and all affected members and their appointing body advising them of such person's record and the potential for removal hereunder. Attendance must be in person. Attendance by conference call/internet communication is not considered attendance.
- b. Removal If Fail To Attend After Notice. If after such notice, the member misses any one of the next three regular meetings, the Board shall have the authority to remove said individual(s) from their seat(s) and notify the appropriate local governing bodies (if applicable) of the action. The Board shall consider, at their discretion, any extenuating circumstances of the affected member(s), under this section.

Section 9. Nominations for Governor's Advisory Board.

Only Directors can be appointed to the Governor's Advisory Board. If the Director expires on the Council prior to their expiration on the Governor's Advisory Board, the appointed representative will be allowed to fulfill the obligation to the Governor's Advisory Board (even though no longer a Director hereunder).

ARTICLE VI - OFFICERS

Section 1. Elected Officers.

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

- a. President

- b. Vice President
- c. Treasurer
- d. Secretary
- e. Such assistant treasurers and secretaries as the Board may elect.

Officers shall be elected for a term of office at the Annual Meeting of the Board. Officers shall serve until their successors are elected to and take office. An officer shall be eligible to serve unlimited consecutive terms. Officers may also be removed for any reason, with or without cause, at any time, by a majority vote of the Board.

Section 2. President.

The President of the Council shall preside at meetings of the Council and the Executive Committee. He/she shall have the power to make and execute contracts in the ordinary business of the Council and for and in the name of the Council 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. 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 duties as may be assigned to him/her from time to time by the Board.

Section 5. Secretary.

He/she shall keep the minutes of all meetings of the Council. He/she shall be responsible for the giving and serving of all notices of meetings of the Council 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 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.

It shall be the purpose of the Executive Committee to conduct the necessary and routine business of the Board between meetings of the Board of Directors.

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

- a. The President, who shall serve as Chairperson of the Executive Committee
- b. The Vice President
- c. The Treasurer
- d. The Immediate Past President
- e. Secretary
- f. The Chairperson of the Medical Direction Committee
- g. A Director at large (selected by the Board)
- h. The Executive Director, who shall serve in an ex-officio capacity without a vote (and the Executive Director may be asked to leave such meeting - by a majority vote of the other Directors present at that time - if the issue to be discussed is regarding such person's performance or compensation)

No more than two directors from any single political subdivision shall serve on the Executive Committee. A vacancy occurring on the Executive

Committee shall be filled at any regular meeting of the Board or at any special meeting called for that purpose.

Section 2. Nominating Committee.

The Nomination Committee shall be appointed by the President with the consent of a majority vote of the Board present at such meeting. The Nominating Committee shall be composed of not more than one (1) Director of the Board from any of the participating political subdivisions and shall have no fewer than three (3) members. The Nominating Committee shall be appointed sufficiently in advance of the election date so as to perform their duties in an orderly manner.

Section 3. Standing Committees.

The following Committees shall be standing Committees in existence at all times:

- a. There will be a Disaster Planning Committee whose mission is to provide guidance and coordination on a regional basis for a unified and immediate emergency medical services (EMS) mutual aid response by pre-hospital and hospital agencies to, and the effective emergency medical management of, the victims of any type of Mass Casualty Incident (MCI) or disaster.
- b. There will be a Performance Improvement Committee whose mission is to systematically review data of all agencies to improve the quality of patient care on an ongoing basis.
- c. There will be a Trauma Performance Improvement Committee whose mission is to systematically review trauma data of all agencies to improve the quality of trauma patient care.
- d. There will be a Stroke Triage Committee whose mission is to establish a uniform set of criteria for the pre-hospital and inter-hospital triage care and transport of acute stroke patients within the region.
- e. There will be a Regional EMS Instructor Network with the purpose of discussing regional educational performance improvement relating to EMS training, instructors, and Consolidated Test Sites (CTS).
- f. There will be a Medical Direction Board whose mission is to coordinate and oversee the medical direction function of the Council's EMS system.

- g. There will be a Training Committee whose mission is to develop and implement training programs for the various certification levels and specialty programs. The committee will be comprised of the Jurisdictional EMS Education Coordinators from each locality and/or agency represented within the Council region.

The President may appoint or authorize the appointment of such other committees as may be deemed necessary or appropriate to carry out the purpose of the Council.

Section 4. Committees at Discretion of the Board.

Each Committee shall be appointed by the Board, shall have at least two members, and shall serve at the pleasure of the Board. The Board may remove and replace committee members at any time for any reason by a majority vote.

The President shall have the power to name the committee chairpersons, who if possible, should be a member of the Board of Directors, and if not possible, should be a person who has expertise or knowledge in the committee's mission.

Section 5. Voting & Quorums.

- a. Vote In Person – No Proxies. Each Committee member at a meeting shall be entitled to one vote. No proxies are permitted – voting must be in person.
- b. Quorum Requirements.
 - 1. **Executive Committee Meetings.** A quorum shall be present if at least one-third of the Executive Committee Members are present.
 - 2. **Other Committee Meetings.** A quorum shall be present if at least one-half the committee members are present.

Less than a quorum may adjourn a meeting.

ARTICLE VIII – 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 estate and personal property owned by the Council, 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 Council, which report shall be filed with the records of the Council and an abstract thereof entered in the minutes of the proceedings of the Annual Meeting of the Board of the Council. The Council shall also publish at least annually a report or reports adequately summarizing the activities of the Council 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.

Audit Required Each Year. A financial audit will be performed annually and presented to the Board.

ARTICLE IX – EXECUTIVE DIRECTOR

The Board shall be empowered to employ an Executive Director and such assistance as it may deem necessary for the carrying out of the purposes of the Council, at such salary or salaries as may be set by the Board. The Executive Director is the Chief Executive Officer of the staff and is responsible to the Board for the maintenance and operation of the Council's offices and acts under the immediate direction of the Board. The Executive Director is responsible for carrying out the policies and programs of the Council in accordance with the Articles of Incorporation, Bylaws, and policies adopted by the Board. The Executive Director shall be bonded in an amount sufficient to cover his/her responsibilities with the cost of such bond to be borne by the Council. The Executive Director is responsible for supervising/coordinating all staff and consultant services provided to the Council, and for preparing and presenting a proposed budget and work program to the Board. It is expected the Executive Director will attend all board meetings, report on the progress of the organization, answer questions of the Board members and carry out the duties described in the job description. The board can designate other duties as necessary. The Board

may ask the Executive Director to leave any meeting at any time, but it is anticipated this will only be done if the discussions involve the Executive Director.

ARTICLE X - 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 Council by the Executive Director, President, Vice President or Treasurer or such other officer or officers as the Board may, from time to time, designate by resolution.

The Executive Director, President, Vice President, and Secretary shall have the authority to sign checks on behalf of the Council. All persons authorized to execute the instruments set forth in the Articles or to otherwise deal with the receipts and payments of funds of the Council shall be bonded by a corporate surety bond in an amount not less than the annual budget for this Council.

ARTICLE XI - FISCAL YEAR

Section 1. Period.

The fiscal year of the Council shall be from the first day 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 expenses to control the finances of the Council 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 XII - DISSOLUTION AND DISTRIBUTION OF ASSETS

Should it become necessary for the Council to dissolve its organization, it will be done by a vote of two-thirds of all Board of Directors in office (not

just those present at that meeting) and in accordance to State of Virginia and federal regulations.

Upon the dissolution of the Council, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the IRS code, or corresponding section of any future federal tax code, or shall be distributed to the federal, state or local government which is served by the Council. Any such assets not disposed of shall be disposed of by the Court of the county in which the principal office of the Council is then located, exclusively for such purposes or to such organization(s) as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE XIII - AMENDMENTS

These Bylaws may be amended or repealed at any meeting of the Board by an affirmative vote of two-thirds (2/3) of the Directors in office (not just those present) - but notice of the proposed change shall be sent out at least 15 days before the meeting at which such vote will occur.

ARTICLE XIV - INDEMNIFICATION

The Council may indemnify a director as allowed under Virginia Code Section 13.1-876, as amended.

The Council shall indemnify a director as required under Virginia Code Section 13.1-877, as amended.

The Council may pay for or reimburse reasonable expenses incurred by a director who is a party to a proceeding as allowed under Virginia Code Section 13.878, as amended.

A director may apply to the court for indemnification as provided for under Virginia Code Section 13.1-879.1

The determination and authorization of indemnification shall be made as provided for in Virginia Code Section 13.1-880, as amended.

Indemnification of officers shall be as provided for under Virginia Code Section 13.1-881, as amended.

The Corporation shall purchase a reasonable level of directors' and officers' liability insurance, the limits of which shall be determined by the Board.

Article XV - Virginia FOIA

The Council shall comply with the Virginia Freedom of Information Act (Chapter 37 of Title 2.2, as amended) as applicable when the requestor follows the outlined steps cited in the referenced document.

These amended and restated bylaws were adopted on October 21, 2015, to be effective as of that same date.

PRESIDENT, BOARD

SECRETARY, BOARD

Revision History

Description of Change	Change Effective Date
Revised & Approved by Board of Directors	10/2007
Revised & Approved by Board of Directors	5/2008
Revised & Approved by Board of Directors	9/2009
Approved by Board of Directors w/no revisions	12/2009
Approved by Board of Directors w/revisions	10/2015