

NORTH COUNTRY REGIONAL
EMERGENCY MEDICAL SERVICES
COUNCIL, INC.

BY-LAWS



Revised: April, 2023

North Country Regional Emergency Medical Services Council, Inc. (REMSCO)

Jefferson, Lewis, and St. Lawrence Counties

By-Laws

Mission Statement

"The mission of the North Country Regional Emergency Medical Services Council is to improve the delivery of pre-hospital Emergency Medical Services through coordinated oversight of personnel, recruitment and retention, training and resources."

Article I

Title: The name of the organization shall be the North Country Regional Emergency Medical Services Council, Inc. herein after referred to as "The Council".

Article II

Purposes:

1. The Corporation is formed and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as it now exists, or may be hereafter amended; including overseeing and coordinating an Emergency Medical Services System to provide prompt and effective emergency medical care for individuals in Jefferson, Lewis and St. Lawrence Counties; providing assistance in coordinating the activities of the North Country Regional Emergency Medical Services Council, Inc. for Jefferson, Lewis, and St. Lawrence Counties; training Emergency Medical Services personnel in the aforementioned counties pursuant to Article 30 of the New York State Public Health Law, and establishing goals and objectives for achieving better Emergency Medical Services in the aforementioned counties.

As a means of accomplishing, and in furtherance of the foregoing purposes, The Corporation shall have all of the general and special powers granted under Section 20 of the Not-for-Profit Corporation Law, subject however, to the limitation that it shall exercise only such powers, carry on any such activities, and make only such expenditures as may be carried on and made by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists, or as it may hereafter be amended. Nothing herein shall authorize The Corporation to undertake or carry on any of the activities described in Section 404(b) through (p), inclusive of the New York Not-for-Profit Corporation Law.

2. The Council has the responsibility to coordinate emergency medical services (EMS) Programs within the region including, but not limited to:
 - A. Recommend EMS course sponsor agreements;
 - B. Approval and coordination of EMS courses;
 - C. Serve as clearinghouse of information regarding EMS;
 - D. Serve as a conduit of information for the State EMS Council to and from the region;
 - E. Rule on Applications for Determination of Public Need;

- F. Assist and promote regional disaster preparedness;
 - G. Review pertinent local, State and Federal legislation and render appropriate input when necessary;
 - H. To fund the activities of the Council and support recognized needs identified by the Council, with such resources as may be allocated by the State or otherwise obtained;
 - I. Serve as liaison and facilitate between various EMS agencies and other related organizations in the region.
3. The Council is formed for the purpose of carrying out all of the objectives set forth in the By-Laws and State of New York State Public Health Law Article 30 in conjunction with New York State Bureau of Emergency Medical Services and Trauma Systems and for any other objectives which may be required to promote the establishment and operation of Emergency Medical Services Systems.

Article III

Membership and Term of Office:

1. Membership shall consist of members from each county based upon population (one seat for every 13,000 population) from the most current census data and shall be reviewed and adjusted as new census data is published. At no time can the total number of seats be greater than 30. Members shall be a resident of the region or work within the county of which they represent within the geographic areas serviced by the North Country Regional EMS Council, Inc.
2. Members who are representing organizations other than ambulances who are also involved in Ambulance Services will not be counted as to the number of ambulance people sitting on The Council. The membership shall consist of 10 members from each county unless a county agrees to forfeit a seat for a term and said county retains the right to reclaim the seat at the end of the term. The Council shall make every effort to maintain the diversity of the membership within The Council.
3. Three consecutive unexcused absences or failure to attend 50% of the meetings in The Council year (4/1 to 3/31) shall constitute grounds for automatic termination of active membership. Requests for an excused absence shall be submitted in writing to the Secretary and Program Agency prior to the scheduled meeting. Should an extenuating situation arise, the written request must be submitted within 24 hours after the meeting. Due to the nature of our deliverables, excused absences can't exceed 50% for the Council Year.
4. Non-voting membership (Ex-official Member) may consist of: County EMS Coordinators (unless they are a full member), Regional Medical Director and other members as needed.
5. Nominations for Membership: Nominations to the Council shall be made by the Membership Committee, consisting of one member from each county, as appointed by the Council Chair. When an opening exists, the position shall be advertised in the appropriate County newspaper(s), newsletter(s), and the Program Agency website requesting applications, which must include a letter of intent and a resume. The committee shall present applicants for review at the Council meeting, which first occurs following the application deadline. The committee shall present its recommendation for membership at the following Council meeting, at which time a vote shall be taken. Election to the Council shall be by a majority

vote of those Council members present. New members shall be seated immediately following the vote.

6. The term of office for members shall be four (4) years. There are no term limits for membership, and at the end of any members' four-year term he or she may request reappointment to the Council. If the person is a member of a designated County position, they shall automatically be appointed to or replaced by the Council upon receipt of written notification from the County. Members whose category has changed, may not be eligible to stay on the Council if the Council makeup does not meet our guidelines (Article III, Section 1). Three months prior to term expirations, the Membership Committee will advise those with expiring terms. Approval of Council Members shall be by two-thirds majority of the Council Members present and eligible to vote at its annual April meeting.
7. Prospective Members and current Council Members must be what the general community would consider to be a "good citizen". A misdemeanor or felony conviction may be grounds for immediate removal. The member will, in writing, notify the Chair within five (5) days of conviction.
8. A member who becomes abusive and/or the repeated use of offensive language can face disciplinary action by the Executive Committee or expulsion by The Council by a 2/3 vote of the members present.

Article IV

Officers:

1. The officers shall consist of: Chair, Vice-Chair, Secretary and Treasurer. Only members in good standing may be officers. The Chair and Secretary will be elected odd years and the Vice-Chair and Treasurer will be elected even years.
2. The Nominating Committee of three (3) members, one from each count shall be appointed by the Council Chair. Members of the Executive Committee may not serve on this committee.
3. The Nominating Committee shall announce its proposed slate of officers prior to the annual election.
4. Nominations from the floor will be accepted at the annual meeting, which shall be held in April, prior to the election of each position.
5. The newly elected officers will take office at the conclusion of the annual meeting for a term of two (2) years.

Article V

Duties of Officers:

1. The Chair shall be the Chief Executive Officer of the Council and shall have and exercise general charge and supervision of the affairs of the Council with respect to the development and implementation of its goals and policies. The Chair shall preside at all meetings of the Council and Executive Committee and shall perform such other duties as may be assigned by the Council. The Chair, together with such other officials as may be appointed by resolution of the Council for that purpose, shall have authority to sign checks. The Chair shall be an ex-

officio member of all committees, accept the Nominating Committee, and shall perform all other duties incidental to the office.

2. The Vice Chair shall, in the absence of the Chair, exercise all functions of the Chair and shall be vested with all his/her powers. The Vice Chair shall also have the authority to sign checks.
3. The Secretary shall keep records of Council action, taking minutes of Council Meetings and make such reports and perform such duties incidental to the office that are properly required of him/her by the organization. The original records of the Council shall be maintained in the office designated by the Council.
4. The Treasurer shall:
 - Report on the funds and securities of the Council and other valuable documents relating to its property.
 - When necessary or proper, the Treasurer may endorse on behalf of the Council for collection, notes, checks and other obligations and shall deposit the same to the credit of the Council at such bank or depository as the Executive Committee may designate.
 - Prior to payment of all bills, they will be approved by the Chair or Vice-Chair.
 - All financial records shall be maintained electronically on a Council owned computer. The Council owned computer will be backed up to a Council owned cloud account whenever data is input into the electronic program. The electronic format shall be approved/changed by the Executive Committee.
 - All attempts shall be made to pay outstanding invoices within fifteen (15) days. Exceptions must be approved by the Chair or Vice-Chair.
 - A background and credit check will be performed on the Treasurer after their election and prior to documentation being changed. The results will be considered confidential and reviewed by the Executive Committee and elected Treasurer. If the background and credit checks are found unfavorable, the current Treasurer will remain in office and an election will be held at the next regularly scheduled meeting. The decision of the Executive Committee is final.
 - The background check will be performed at a minimum of every two (2) years at election time.
 - The Treasurer shall have the authority to sign checks.
 - The original records of the Council shall be maintained in the office designated by the Council.
 - The Treasurer will work closely with the Audit Committee and provide them with requested information within a timely manner.
5. All records of The Council shall be maintained per current Council guidelines.
6. No officer shall serve more than two (2) consecutive terms in any office unless a majority of the elected members vote to approve a successive term (s).
7. In the event of a vacancy of any office, the members of the Council will be advised of the vacancy as soon as possible via electronic means, postal mail, or other acceptable method. Election to fill said vacancy will occur at the next scheduled meeting with nominations from the floor of those voting members in good standing. The newly elected officer will fill out the remainder of the term.

Article VI

Meetings and Voting:

1. The regular meetings of the Council shall be held at least quarterly, on the first Monday of the month unless otherwise ordered by the Council or Executive Committee. There will be no less than four (4) meetings per year.
2. The annual meeting shall be held each April. The operating year of the Council will be from April 1 to March 31.
3. The Council meetings shall be conducted according to simplified parliamentary procedure based on Robert's Rules of Order. All meetings shall be held in compliance with Article 7, Section 103 of the Public Officers Law.
4. Quorum. A quorum shall consist of a simple majority of the seated voting members. There shall be at least one (1) representative present from each county.
5. All statutory matters (Certificate of Need) that require a roll call vote must be passed by a majority vote of the membership roster of The Council at the time of the vote. There shall be at least one representative present from each county.
6. Each Council Member shall have one vote.
7. Routine votes. Unless otherwise stated in these by-laws, routine votes shall be decided by a majority of seated voting members present at the meeting (members may be considered present via teleconference, video conference, or other legal means). This may be voice vote, or a count of hands, or a roll call vote when requested by a voting member. Proxy votes will not be allowed.

Article VII

Council Ethics Guidelines:

1. Disclosure - Any conflict or perceived conflict of interest of any Council Member shall be disclosed to the other members of The Council and made a matter of record through an annual procedure.
2. Members of the Council shall comply with the following guidelines relating to ethical conduct.
 - A. No officer or member of the Council may vote on any matter in which he or she has a pecuniary interest. When an officer or member of the Council is uncertain as to whether a conflict of interest exists, he or she shall disclose the matter to the full Council, which shall decide whether a conflict of interest exists.
 - B. A Council Member shall endeavor to pursue a course of conduct, which shall not raise suspicion among the public that they are likely to be engaged in acts that are in violation of their trust as a Council member.

- C. A Council member shall not permit his or her employment to impair their independent judgement in the exercise of their duties as a Council member.
- D. A Council member shall not disclose confidential information acquired in the course of their duties as a Council member, nor use such information to further their own personal interests.
- E. A Council member shall not use or attempt to use their position as a Council member to secure unwarranted privileges or exemptions for themselves or others.
- F. A Council member shall not engage in any transaction as a representative or agent of a local governmental body with any business entity in which they have a direct or indirect financial interest that might reasonably tend to conflict with the proper discharge of their duties as a Council member.
- G. A Council member shall refrain from making personal investments in enterprises in which they may directly benefit from decisions made by the Council or which shall otherwise create a substantial conflict of interest.
- H. Suspected violations of Council members should be brought to the Chair or Vice Chair and reviewed by the Executive Committee. Substantiated violations would be grounds for dismissal from the Council.

Article VIII

A. Committee Principles:

1. The Council Chair may appoint representatives in the capacity of Operational Committees, Technical Advisory Groups (TAG's) and/or Ad-Hoc Committees of The Council. The Chair shall authorize aforementioned committees and/or groups, such powers to perform acts or duties, on behalf of The Council, as may be consistent with these By-laws, and to the extent authorized or permitted by law.
2. The Chair of all Operational Committees and Technical Advisory Groups (TAG's), and/or Ad-Hoc Committees shall be appointed by the Council Chair.
3. The Committee Chair and/or Council Chair may elect to solicit additional representative(s) to participate on any committee, or to offer input as deemed necessary. Representatives may be Regional Emergency Medical Advisory Committee (REMAC) members, Program Agency Director, Assigned Staff, other Council Members, or The Community at large or representatives who may offer additional resources or expertise.
4. All committees and/or Ad-Hoc committees shall perform other duties as assigned by the Council Chair.

B. Standing Committee Structure:

1. Executive Committee:

The Executive Committee shall act with the full authority of The Council as permitted by law and approved by The Council in between regular meetings of The Council. The Executive Committee shall consist of the Chair, Vice-Chair, Secretary, and Treasurer.

The Executive Committee may call on other members or Ex-Official Members as needed to assist in the duties of their office.

The Executive Committee shall monitor and review all activities performed by the EMS Program Agency. The Executive Committee will also review performances of the Program Agency in regards to the agreed upon deliverables and will provide input into the Program Agency annual review.

The Executive Committee shall assist The Council in the review and management of the Council's finances. An audit of the Council finances is to be conducted annually.

2. Certificate of Need Committee

The Certificate of Need (CON) Committee is for the purpose of receiving, reviewing for completeness, holding public hearings and making recommendations to The Council on matters of Certificate of Need of new operating territory, expansion of operating territory, transfer of ownership, change of name, the sale of more than 10% of stock of a corporation as determined by Article 30 and New York State Health Department Policies and Procedures and Council Policies and Procedures.

The CON Committee will collect deposits from applicants with the fee schedule to be reviewed annually by The Council. The Council Treasurer will hold collected deposits.

The CON Committee Chair will work closely with the Program Agency Director and New York State Department of Health and will take every precaution as directed by law and Council procedures to protect personal information of Social Security Numbers and Dates of Birth of any applicant.

Any CON appeal response papers/documents must be reviewed by the Council Chair and the CON Chair before being submitted to the representing party and/or parties.

The CON Committee will have at least 1 representative from each county.

3. Education and Training:

The Education and Training Committee shall advise The Council in all matters regarding education and training programs pertaining to Emergency Medical Services, including but not limited to, instructors, curricula, course sponsors and educational standards. The Committee shall monitor training needs on a regional basis and make recommendations to The Council that serve to assist planning and coordination of training needs. The Education and Training Committee shall review and bring forth a recommendation of all EMS Course Sponsor applications or renewals. The Education and Training Committee shall provide input for development and assistance in the preparation of the annual Training Plan and will review the completed plan prior to the submission to New York State Department of Health.

The Education and Training Committee shall consist of, at a minimum, a representative from each EMS Course Sponsor in the Region. The Education and Training Committee shall perform other duties as assigned by the Council.

4. Public Information, Education and Relations (PIER)/ Recruitment and Retention Committee:

The Public Information, Education and Relations (PIER) Committee shall be responsible for public relations, recruitment and retention, positive publicity via the media, awards (regional and state) and recognition of EMS activities, squads or providers. The PIER committee shall comprise of, at a minimum, one representation from each County.

5. Regional Emergency Medical Advisory Committee (REMAC):

The Regional Emergency Medical Advisory Committee (REMAC), pursuant to Article 30 Section 3004-A of the New York State Public Health Law, shall develop policies, procedures, triage, treatment and transportation protocols which are consistent with the standards of the State Emergency Medical Advisory Committee (SEMAC) which address specific local conditions. The REMAC may also approve Physicians to provide on-line medical control, coordinate the development of the Regional Medical Control System and participate in CQI/QA activities addressing system-wide concerns. EMS Program Agency Staff can provide administrative support as needed.

All members of the REMAC are approved by the Council following the application process described in the North Country REMAC guideline.

Decisions by the REMAC shall be reported to the North Country Regional EMS Council.

Decisions by the REMAC may be appealed by this Council to SEMAC as described in 3004A-4.

6. MEMBERSHIP COMMITTEE:

The Membership Committee shall advertise for, receive and review letters of intent, applications and resumes for filling Council vacancies. The Membership Committee shall present these applications to the Council and make its recommendations as specified in Article III. The Membership Committee shall review attendance records of each member prior to each regular meeting to determine if the requirements are fulfilled as specified in Article III. The Committee shall perform such other related duties as determined by the Chair.

7. BY-LAW COMMITTEE

The By-law Committee shall consist of a Chair and at least two members (one from each county) whom shall be responsible for maintaining current by-laws of the Council or anyone who wishes a copy. The By-law Committee shall provide an annual update or review of the By-laws at the annual meeting (April is the annual meeting). The By-law committee shall record any and all requests for changes to the By-laws that are presented either orally or in

writing and process them in a timely manner following the process in the most current version of the By-laws.

8. LEGISLATION COMMITTEE:

The Legislation Committee shall consist of a Chair and at least two members (one from each county) whom shall be responsible for the monitoring of legislation that relates to EMS issues, DOH issues Article 30 issues and other issues the committee feels are related to the local, state or national EMS communities of patient care. The Legislation Committee will assist or work with any other committee of the Council to enhance the communication of pending legislation. The Legislation Committee shall present any and all legislation that pertains to the operation of the Council or any EMS agency.

9. SAFETY COMMITTEE:

The Safety Committee shall consist of a Chair and at least two members (one from each county) whom shall be responsible for the education of all EMS providers in maintaining a safe environment to provide out of hospital patient care. The committee will assist or work with any other committees of the Council to enhance the communication of any pending or current safety issues. The Safety Committee will develop a process to enhance the safety of all EMS provider, this can be accomplished by working with other Council committees, other outside agencies or within the Safety Committee. The Safety Committee will offer presentations specifically addressing EMS safety or address issues warranting regulatory compliance.

10. AUDITING COMMITTEE:

The Auditing Committee shall consist of a Chair and at least two members (one from each county) whom shall be responsible for ensuring financial integrity of the Council. The Auditing Committee will review the financial statements of all accounts associated with the Council monthly. They will provide a written report at each meeting of their findings and they will become part of our meeting minutes. They will work closely with our Auditor/Accountant and ensure that their recommendations, when appropriate, are implemented and that our policies and procedures are in compliance with all State and Federal laws. Members of the Executive Committee may not serve on the Auditing Committee.

11. HEARING PANEL:

There shall be five (5) council members on the hearing committee. The Executive Committee who terminated the individual shall not participate. The person acting as hearing officer or prosecutor shall not participate as a council member. No person who was a witness to an event or who is a parent, child, spouse, brother, or sister of the accused may participate. Should there be fewer than five (5) council members remaining, the positions will be filled by REMAC committee members.

A. At the hearing, the council members shall present and examine witnesses and shall permit the accused to present witnesses and cross-examine witnesses. The accused may present a defense and may bring counsel. The council members may appoint a prosecutor to run the case or may appoint one of the council members as hearing officer.

- B. After the hearing, and regardless of whether the person appeared, the council may take the following actions, and shall take separate votes for the following:
 - a. Suspend the council member up to sixty (60) total days including the original suspension, which shall require a vote of a majority of the give (5) members present;
 - b. Terminate the council member, in the event that four of the five council members vote for termination.
- C. Appeal of the hearing. There shall be no appeal of the hearing. The decision of the council shall be final and binding.

12. AD-HOC Committees and TAG's:

Ad-Hoc Committees or Technical Assistance Groups (TAG's) may be appointed at the discretion of the Council Chair to address specific issues, and upon completion of the specific task, these groups are dissolved.

- 13. Each Council member is expected to serve on a minimum of one (1) committee.**

Article IX

Amendments:

The By-Laws may be amended at any regular meeting of The Council by two thirds (2/3) vote provided that the amendment has been submitted in writing at the previous regular meeting and distributed to all Council Members. No amendments shall be made to these by-laws which conflict with the policies of the State EMS Council with respect to Council activities.

3003-3-C “Make and alter By-Laws for its organization and internal management, and rules and regulations governing the exercise of its powers and the fulfillment of its purposes under this article; such rules and regulations must be filed with the Secretary of State and The State EMS Council;”

Article X

Indemnification

The Council shall indemnify any person made, or threatened to be made, a party to an action or proceeding other than one by or in the right of the Council to procure a judgment in its favor, whether civil or criminal, including an action by or in the right of any other Council of any type of kind domestic or foreign or any partnership, joint venture, trust, employee benefit plan or other enterprise, which any Executive Committee, officer, voting member, or employee of the Council served in any capacity at the request of the Council, by reason of the fact that he/she, his/her testator or interstate, was an Executive Committee, officer, voting or member or employee of the Council, or served such other Council, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, against judgements, fines, amounts paid in settlement and reasonable expenses, including attorney’s fees actually and necessarily incurred as a result of such action or proceeding, or

any appeal therein, if such purpose which he reasonably believed to be in or, in the case of service from any other Council or partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to, the best interests of the Council and in criminal actions or proceedings, in addition, had no reasonable cause to believe that his/her conduct was unlawful.

The Council shall also indemnify any person made, or threatened to be made, a party to any action by or in the right of the Council to procure a judgment in its favor by reason of the fact that he/she, his/her testator or intestate, or is or was an Executive Committee, officer, voting member or employee of the Council, or is or was serving at the request of the Council as an Executive Committee officer, voting member or employee of any other Corporation, Agency or State Council or any type of kind, domestic or foreign, or of any partnership, joint venture, trust, employee benefit plan or other enterprise, against amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred by him/her in connection with the defense or settlement of such action, or in connection with an appeal therein, if such Executive Committee, officer, voting member or employee acted in good faith, for a purpose which he/she reasonably believed to be in, or in the case of service for any other State or Regional Council or any partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to, the best interests of the Council, except that no indemnification under this paragraph shall be made in respect of:

- (1) a threatened action, or a pending action which is settled or otherwise disposed of, or
- (2) any claim, issue or matter as to which such person shall have been adjudged to be liable to the Council, unless and only to the end that the court in which the action was brought, or, if no action was brought any court of competent jurisdiction, determines upon application that, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such portion of the settlement amount and expenses as the court deems proper.

The foregoing right of indemnification shall not be exclusive of other rights to which the Executive Committee, officer, voting member or employee may be entitled.

Subject to the laws of New York, the Council may maintain insurance at its expense to protect itself and any Executive Committee, officer, voting member, employee or agent of the Council against any expense, liability or loss of the general nature contemplated by this Article, whether or not the Council would have the power to indemnify such person against such expense, liability or loss under the laws of New York.

It is the intent of this Council to indemnify its officers, Executive Committee voting members and employees to the fullest extent authorized by the laws of New York as they now exist or may be amended. If any portion of these indemnification provisions shall, for any reason be held invalid and unenforceable by judicial decision or legislative amendment the valid and enforceable provisions will continue to be given effect and shall be construed so as to provide the broadest indemnification permitted by law.

ARTICLE XI

Investments

The Council shall have the right to invest and reinvest any funds held by it, according to the judgment of the Executive Committee, without being restricted to the class of investments, which a trustee is or may hereafter be permitted, by law to make or similar restrictions.