



# **Bylaws of Susquehanna Regional Emergency Medical Services Council, Inc. (SREMSC)**

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## Document History

Date Adopted	Section(s) Amended	Brief Description
16 Dec 2010	All	Complete Revision
05 May 2011	Section 2.4 (7)	Revised representation criteria
05 May 2011	Article VII	Revised to permit voice but no vote in cases of substantial conflict of interest
10 Sep 2015	Section 1.4 (8)	Updated for 2 SEMSCO reps
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# **Article I: Corporation information and organization**

## **1.1 Name**

The Corporation is the Susquehanna Regional Emergency Medical Services Council, Inc. herein referred to as SREMSC. SREMSC is a tax exempt organization pursuant to Internal Revenue Code §501(c)(3). SREMSC is a New York State incorporated not for profit Type “B” organization.

## **1.2 Mission**

SREMSC was created pursuant to New York State Public Health Law Article 30, Section 3003, “Regional Emergency Medical Service Councils.” It serves as the regional emergency medical service council for the Susquehanna Emergency Medical Services Region, whose territory is outlined below. The mission of SREMSC is to plan, administer and carry out Article 30 of the Public Health Law and the regulations that pertain to the coordination of emergency medical services within the region. Further, the mission is to inform the various EMS agencies within the region of current updates on laws and regulations concerning the emergency medical community.

## **1.3 Territory**

The Corporation conducts activities primarily in Broome, Chenango and Tioga Counties, New York. Unless otherwise specified, the term “region” used throughout in this document refers to the aforesaid counties.

## **1.4 Purpose**

SREMSC shall do all things necessary, convenient and desirable to carry out a Regional Council’s purposes and for the exercise of the powers granted in New York State Public Health Law (PHL) Article 30. The purposes of this corporation are outlined in PHL §3003. In this context there are several duties that include, but are not limited to:

1. Reviewing applications for course sponsorships and making recommendations to the Department of Health;
2. Reviewing educational programming in the region and developing, promulgating and implementing annually an EMS training plan which addresses the needs of the region;
3. Making determinations of public need as stated in PHL Article 30, Sections 3003 and 3008;
4. Conducting surveys and analysis, as needed, to perform Council functions;
5. Granting staffing exemptions to volunteer ambulance agencies and provide technical assistance and support to the same;
6. Providing focused technical assistance and support to those voluntary ambulance services operating under exemptions, to assist such services in progressing toward the

uniform standards established pursuant to PHL §3003; such assistance and support shall include, but not be limited to, volunteer recruitment and management training;

7. Approving nominations to the Regional Medical Advisory Committee and supervising the activities of said committee; and
8. Nominating at least two candidates to fill the Susquehanna Region's seat on the State EMS Council.

## **1.5 Office**

In accordance with its certificate of incorporation, the principal office of the Corporation shall be located in the County of Broome, State of New York. This principal office shall be the center of Corporation activities and be the repository for all Corporation records. The Corporation may also have offices at such other places within the state as the board may from time to time determine or the business of the Corporation may require.

## **1.6 Non-member Corporation**

SREMSC shall be a non-member corporation. The SREMSC Board of Directors shall be solely responsible for all aspects of governance. The Board of Directors shall be a self-perpetuating board.

## **1.7 Corporation Dissolution**

### **1.7.1 Dissolution Plan**

Should it be deemed necessary, the Executive Committee, with legal counsel, shall develop a plan for dissolution of SREMSC. Subsequent to said dissolution plan being submitted by the Executive Committee in writing to the Board of Directors, SREMSC, may be dissolved by a two-thirds (2/3) vote of a quorum of the Directors at an Annual Meeting or a Special Meeting convened for this purpose.

### **1.7.2 Residual Assets**

Upon dissolution of the organization, any residual assets shall be donated to one or more not-for-profit organizations with purposes not unlike those of SREMSC. Such donation(s) shall be specified in the plan for dissolution.

## **Article II. Board of Directors (Council)**

The members of the SREMSC, Inc, serve as its board of directors.

## **2.1 General Management**

The general management of the affairs of SREMSC shall be vested in the Board of Directors. The Board of Directors shall have control of the property of the Corporation and shall determine its policies with the advice of its various committees except as otherwise provided in these bylaws. It shall have power to employ necessary staff and other help, authorize expenditures and take all necessary and proper steps to carry out the purposes of this Corporation and to promote its best interest.

## **2.2 Number**

In accordance with PHL §3003(2), there shall be at least fifteen (15), but no more than thirty (30), seats on the Board of Directors, including Officers. This is further specified under “Board Composition” below.

## **2.3 Qualifications**

Each member of the Board of Directors must be at least eighteen (18) years of age.

## **2.4 Board Composition**

1. There shall be 27 voting seats on the Board of Directors. At times some seats may be unoccupied. The voting seats will be distributed as follows:
2. Eighteen (18) seats will be designated for residents of particular counties: six (6) seats for each of the three (3) counties in the Region. Among these 18 seats, 6 will be designated for representatives of ambulance services.
3. Five (5) seats shall be designated as “at large,” not designated for residents of any particular county. Among these 5 seats, 2 will be designated for representatives of ambulance services.
4. Three (3) seats will be designated for county EMS coordinators as established pursuant to Section 223-b of the New York State County Law, one seat for the EMS coordinator of each county within the Region. These will not count as designated county seats under item 1 above.
5. One seat will be designated for the chair of the REMAC, who by default will be a member of the Council.
6. No more than four (4) seats may be occupied simultaneously by members who have greater than 5% ownership, or management responsibility, or employment over 20 hours per week (averaged over the previous 12 months) in the same organization or entity.
7. Directors and Alternates shall be residents living within the geographic area served by SREMSC.

## **2.5 Director Alternates**

Each seat may be occupied by a Director and an Alternate. An Alternate must meet the requirements of the seat as specified in “Board Qualifications” above. An Alternate must be nominated by their corresponding Director and then undergo the same application and ratification process as a Director. An Alternate’s demographics must not distort the Board Composition requirements. An Alternate’s term coincides with, and does not extend beyond, the term of the represented Director. An Alternate can be removed unilaterally by their corresponding Director.

An Alternate will be expected to attend meetings at least when the corresponding Director is absent and is encouraged to attend all meetings. In the presence of the Director, an Alternate may participate in debate but has no other powers or duties and cannot vote. In the absence of the corresponding Director, an Alternate shall be counted as a Director and may act fully as a Director.

## **2.6 Director Compensation**

Members of the Board of Directors shall receive no compensation for their services but may be reimbursed for the expenses reasonably incurred by them in the performance of their duties.

## **2.7 Election of Directors**

Each seat in SREMSC, other than those designated for county EMS coordinators or the REMAC chair, shall be filled by a vote of the Board of Directors.

## **2.8 Director Vacancy**

A vacancy in office shall arise upon the death, resignation, or removal of a Director. Except in the cases of the office of President, a vacancy occurring before a term has expired shall be filled by the Alternate for that seat. If there is no Alternate, then an interim successor may be elected by the Board of Directors. An interim successor must meet the requirements of the seat as specified in “Board Qualifications” above.

If a “county” Director vacancy occurs, the replacement shall be from the county from which the vacancy was created. If an “at-large” Director vacancy occurs, the intent will be to expand the Directorship to include such areas of interest as business, labor, finance, education, etc., within two (2) meetings.

## **2.9 Director or Alternate Resignation**

A Director or Alternate may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary. Unless otherwise specified in the notice, the

resignation shall take effect upon receipt thereof by the Board of Directors, the President, or the Secretary.

## **2.10 Director Suspension**

Any member, or Alternate, of the Board of Directors may be suspended for cause by two-thirds (2/3) majority vote of the occupied seats present at a meeting of the Board. A suspension is by definition time-limited, and the motion for suspension must specify its duration. Before that specified time elapses, the suspension must be either extended by the above process, or resolved into one of the following states: Reinstatement, Removal, or Resignation.

At any meeting where a vote is to be taken to suspend a member of the Board, the Director in question shall be given written notice in a timely manner so said Director may attend that meeting and at that meeting said Director shall be given a reasonable opportunity to argue in his or her defense.

During the period of suspension, the suspended Director shall not have any vote in any matter coming before the Board. However, that Director maintains a Duty of Loyalty to SREMSC and must continue to report conflicts of interest until such time as the Suspension is resolved.

### **2.10.1 Automatic Suspension**

If a seat is unoccupied for three (3) consecutive regularly scheduled meetings or for a majority of regularly-scheduled meetings in a year, the Director (and Alternate, if any) shall be asked to resign. Whoever does not resign shall be suspended with no vote of the Board being required. Immediately after one of the criteria for automatic suspension is met, the President, or the President's designee, shall notify in writing the offending Director (and Alternate, if any) of their suspension and include a warning of impending removal. The period of suspension can last only until such time as the next regularly scheduled meeting of the Board, at which removal shall be considered.

## **2.11 Director Reinstatement from Suspension**

A suspended Director may be reinstated by majority vote of those Directors (or their representing Alternates) present at a meeting of the Board.

## **2.12 Director Removal**

Any Director (Active or Suspended) may be removed for cause by a two-thirds (2/3) majority vote of those Directors attending a meeting of the Board. Removals are permanent.

At any meeting where a vote is to be taken to remove a member of the Board, the Director in question shall be given written notice in a timely manner so said Director may attend that



meeting and at that meeting said Director shall be given a reasonable opportunity to argue in his or her defense.

### **2.12.1 Automatic Removal**

Any Director (and their Alternate, if any) who has been automatically suspended more than once in three years shall be asked to resign. Whoever does not resign shall be removed with no vote of the Board being required. Removals are permanent.

## **2.13 Meetings**

Meetings of the Board of Directors and its committees are public meetings as defined in the New York State Open Meetings Law. They will be advertised and conducted accordingly.

### **2.13.1 Regular Meetings**

The Board of Directors shall convene Regular Meetings at a frequency sufficient to conduct the business SREMSC. Regularly scheduled meetings of the Board of Directors shall be held at such times as fixed by a resolution of the Board of Directors.

### **2.13.2 Special Meetings**

Special Meetings of the Board of Directors shall be held whenever called by the President or a majority vote of the Executive Committee. Notice of Special Meetings, including date, time, location, and topic(s), shall be given directly to Directors and Alternates. Whenever possible, notice will be given at least 5 days in advance.

### **2.13.3 Annual Meeting**

The Board of Directors shall convene an Annual Meeting in November. The Annual Meeting may coincide with a scheduled Regular Meeting. In addition to any other scheduled topics the Annual Meeting agenda shall include:

1. Establishing the schedule for Regular Meetings for the following year
2. Reviewing and accepting the Annual Financial Report
3. Reviewing Conflict of Interest statements
4. Approving new or replacement REMAC physician members
5. Electing officers
6. Appointing Standing Committees

### **2.13.4 Quorum**

A quorum shall be required for the legal and proper conduct of the business of the Board of Directors. A majority of the total number of members occupying seats on the Board of Directors

shall constitute a quorum for the transaction of any business. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any Board Members.

#### **2.13.5 Chairperson**

At all meetings of the Board of Directors, the President, or, in the President's absence, the Vice President or, in the Vice President's absence, another member of the Executive Committee shall preside.

#### **2.13.6 Secretary**

At all meetings of the Board of directors, the Secretary, or, in the Secretary's absence, a person designated by the Chairperson, shall act as secretary of the meeting.

#### **2.13.7 Recess**

A majority of directors present at a meeting of the Board of Directors, whether or not a quorum is present, may recess any meeting to another time and place. Notice of the recess shall be given to all Directors who were absent at the time of the recess, and unless such time and place are announced at the meeting, to the other Directors.

#### **2.13.8 Adjournment**

A majority of directors present at a meeting of the Board of Directors, whether or not a quorum is present, may adjourn any meeting.

#### **2.13.9 Minutes**

All meetings of the Board and of Standing Committees shall have attendance and minutes recorded and, if not recorded by the Secretary, delivered to the Secretary. Minutes will be recorded in a way that satisfies the requirements of the New York State Open Meetings Law.

#### **2.13.10 Majority Rule**

Unless otherwise provided by these Bylaws, a majority vote of the Directors present at a meeting, provided a quorum exists at that meeting as defined in Section 2.13.4, shall be sufficient on any proposition presented and acted upon at a meeting of the Board or committee.

#### **2.13.11 Parliamentary Procedure**

The conduct of meeting of the Board or committees, if not addressed in these Bylaws or by a written policy, procedure, or practice adopted by the Board, shall be determined by Robert's Rules of Order. The chairperson of a meeting may act as parliamentarian or may appoint a

parliamentarian. The parliamentarian shall resolve questions or disputes as to that meeting's procedure.

## **2.14 Voting**

Each seat on the Council shall have one vote, except that the Chair shall only vote to break a tie.

## **2.15 Action by the Board of Directors**

### **2.15.1 Action Defined**

Except as otherwise provided by law or in these Bylaws, an "action" or "act" of the Board of Directors shall mean an action at a meeting of the Board authorized by vote of a majority of the Directors present at the time of the vote, provided there is a quorum as defined in Section 2.13.4.

### **2.15.2 Annual Financial Report**

The Treasurer on behalf of the Finance Committee shall present at the Annual Meeting a report, certified by a firm of independent public accountants selected by the Board, showing in appropriate detail, the following:

1. The assets and liabilities, including the trust funds, if any, as of the end of the prior fiscal year;
2. The principal changes in assets and liabilities, including trust funds, if any, during said fiscal period;
3. The revenue or receipts both unrestricted and restricted to particular purposes, during said fiscal period, and;
4. The expenses or disbursements, both general and restricted to particular purposes, during said fiscal period.

This report shall be filed with the records of SREMS and a copy thereof entered in the minutes of the proceedings of the Annual Meeting.

## **Article III: Officers**

### **3.1 Officers, Election, Term**

From among its members, the Board shall elect by majority vote a president, vice president, secretary and treasurer, and such other officers as it may determine, who shall be given such duties, powers and functions as hereinafter provided. Officers shall be elected to hold office for two (2) years from the date of election. An officer's term shall begin at the start of the next Board meeting following their election.

An officer's term shall end should that officer cease to be a Director. No officer may serve in the same office more than two (2) consecutive terms. Any two or more offices may be held by the same person, except the offices of President and Secretary.

### **3.2 Removal, Resignation**

Officers serve at the discretion of the Board of Directors. Any officer elected by the Directors may be removed from his/her office by a two thirds (2/3) vote of the Directors present at a regular or Special meeting. In the event of the death, resignation or removal of an officer, the President may appoint an interim successor to fill the unexpired term until a special or regular election is held. Said special or regular election shall be held no later than the second regular meeting after a vacancy. If the officer who resigns or is removed is the President, the Vice President shall assume the presidency.

### **3.3 Duties**

#### **3.3.1 Designated Authorities**

Any officer of SREMSC, when and as authorized by the Board of Directors, may sign any deeds, mortgages, bonds, contracts or other instruments that the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other Officer or agency of the Corporation.

#### **3.3.2 President**

The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of SREMSC on behalf of the Board of Directors. The President shall preside as Chairperson at all meetings of the Board of Directors. In general the President shall be the spokesperson for SREMSC and the Board of Directors and shall perform all duties as may be prescribed by the Board of Directors from time to time.

For other than a particular meeting's procedure, the President shall resolve any question or issue regarding interpretation of these Bylaws.

#### **3.3.3 Vice President**

In the absence of the President, or in the event of the President's removal or resignation, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned by the President or the Board of Directors.

### **3.3.4 Secretary**

The Secretary shall keep the minutes of the meetings of the Board of Directors, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, and be custodian of the corporate records of SREMSC. The Secretary shall keep a register of Board member's contact information (e.g. post office address, electronic mail address, phone number, etc.), and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or the Board of Directors. In addition, the Secretary shall notify members of their election to office or their appointment to committees and keep a record of the transactions of the Corporation and of the Executive Committee.

### **3.3.5 Treasurer**

The Treasurer shall be responsible for the supervision, on behalf of the Board of Directors, of all monies received or expended by the by SREMSC and shall keep the Board informed on all pertinent financial matters. The Treasurer shall provide a financial report at all regular meetings of the Board of Directors in a format prescribed by the Board and shall present the Annual Financial Report at the Annual Meeting; shall serve as the Board's liaison with the independent auditor; and shall serve as a member of the Finance Committee. In general, the Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors.

### **3.3.6 Executive Director (Program Agency Director)**

The Board of Directors may employ a person, who is not a Board member, as an Executive Director (chief administrative officer). Subject to the overall control and direction of the Board, the Executive Director shall have general charge, oversight, and direction of the business and affairs of the Program Agency, and sole responsibility for the employment and discharge of Program Agency staff in accordance with Board established policies.

The Executive Director shall be the principal administrative officer of SREMSC, charged with the duties of effectuating the purposes of SREMSC, carrying out the directives of the Board of Directors in performing any and all functions necessary and proper to ensure that the policies, objectives and aims of SREMSC are carried out.

## **Article IV: Committees**

All Board members are expected to serve on at least one committee, and do so actively. Members may choose their committee(s); those not doing so will be assigned by the President. Annually, the chairperson of each committee will report to the Executive Committee on the quality of committee service provided by each of their committee members.

## **4.1 Standing Committees**

Unless membership is otherwise provided in these Bylaws, the President shall, subject to approval of the Board of Directors, appoint members to the following standing committees:

1. Executive Committee
2. Board Development Committee
3. Finance Committee
4. Education Committee
5. Certificate of Need (CON) Committee
6. Regional Emergency Medical Advisory Committee (REMAC)
7. Operations Committee

## **4.2 Ad Hoc Committees**

Additional committees may be created and appointed by the President, with the consent of or by action of the Board of Directors, as needed for special purposes.

## **4.3 President as Committee Member**

Except for the Board Development Committee, the President shall be an ex officio member of all committees.

## **4.4 Executive Committee**

### **4.4.1 Executive Committee Composition**

The Executive Committee shall be comprised of the President; Vice President; Secretary; Treasurer; immediate past President, if currently serving as a Board Member or Alternate; the chairs of all standing committees; and one member from each of the counties of the region, if not already represented by an officer or committee chairperson position. Additional members of the Board of Directors may be appointed to serve on the Committee at the discretion of the Board. The President shall serve as the Chair of the Executive Committee.

### **4.4.2 Executive Committee Duties and Responsibilities**

The Executive Committee shall maintain surveillance of the business and affairs of the Corporation and shall be empowered to transact only such business as may be necessary between meetings of the Board of Directors, unless authorized otherwise by the Board of Directors. The Committee shall be responsible for overseeing the personnel affairs of the Corporation, including, but not limited to developing and reviewing personnel policies and evaluating, at least annually, the Corporation's Executive Director. The Executive Committee cannot, without specific authorization by the Board of Directors, purchase real property, borrow money, amend the bylaws, or hire or terminate the Executive Director.

The Executive Committee shall oversee the Program Agency, including but not limited to:

1. Monitor community EMS needs and developments as well as the implementation of ongoing programs and evaluation activities. With this background information, make recommendations to the Board regarding new program initiatives.
2. Provide oversight and make recommendations to the Program Agency staff with respect to Board directed advocacy, activities, positions, and contractual obligations.
3. Provide quality assurance and improvement recommendations to the Program Agency staff with regards to program products, efficiency, implementation, etc.
4. Provide human resources oversight to matters concerning the Program Agency staff, and work cooperatively with the Executive Director in this regard.
5. Provide resources to REMAC.

#### **4.4.3 Executive Committee Meetings**

Meetings of the Committee may be called by the Chair or by any three (3) members of the Committee.

#### **4.4.4 Executive Committee Reporting Requirements**

The Committee shall submit to the Board a written report of all its interim actions at the next regular meeting or special meeting of the Board.

#### **4.5 Board Development Committee**

The Board Development Committee shall consist of at least three members of the Board of Directors and shall not include officers of SREMSC. The Board Development Committee shall be responsible for:

1. Ensuring that the composition of the Board of Directors and Committees accurately reflects the requirements of these Bylaws;
2. Monitoring Board member participation and attendance;
3. Monitoring Board member compliance with Article VII. Code of Ethics and Conflict of Interest and presenting to the Board of Directors any significant lapse;
4. Regularly assessing the composition and function of the Board;
5. Recruiting and nominating Officers to be presented to the Board of Directors for the purpose of election;
6. Recruiting and nominating Directors to be presented to the Board of Directors for the purpose of election;
7. Coordinating orientation for new Directors and assuring the continued development and training of the Board.

## **4.6 Finance Committee**

The Finance Committee shall be comprised of appointed members of the Board of Directors; however, in no circumstances is the Independent Auditor, or an employee or relative of the Independent Auditor's firm to serve on the Committee. The Treasurer shall chair the Committee. The Finance Committee shall be responsible for:

1. Developing a budget for approval by the Board of Directors;
2. Proposing policies governing the finances of the Corporation for adoption by the Board;
3. Reviewing any and all audits of the Corporation or any of its programs or contracts performed; and
4. Responding in writing, subject to approval of the Board of Directors, to such audits, including the management letter, stating any and all remedies to cited deficiencies or recommended improvements in fiscal policies and procedures.

## **4.7 Education Committee**

The Education Committee shall consist of at least three members of the Board of Directors. Each Course Sponsor in the region shall have an ex officio seat on the Committee. The Committee shall be chaired by a Board member. The Education Committee shall be responsible for:

1. Reviewing applications for course sponsorships and making recommendations to the Department of Health on behalf of the Board;
2. Reviewing educational programming in the region and developing, promulgating, and implementing annually an EMS training plan which addresses the needs of the region;
3. Conducting surveys and analyses, as needed, to fulfill Board education or training responsibilities and functions;
4. Making recommendations to the Board regarding granting staffing exemptions to volunteer ambulance agencies and provide technical assistance and support to the same;
5. Making recommendations to the Board regarding providing focused technical assistance and support to those voluntary ambulance services operating under exemptions, to assist such services in progressing toward the uniform standards established pursuant to PHL §3003; such assistance and support shall include, but not be limited to: volunteer recruitment, education, and training; and management education and training;
6. Coordinating education needs with REMAC;
7. Providing, when requested, appropriate letters of recommendation for CLI and CIC candidates; and
8. Recommending candidates for Regional Faculty.



## **4.8 Certificate of Need (CON) Committee**

The Certificate of Need (CON) Committee shall consist of at least three members of the Board of Directors. Each County within the Region shall have on the Committee at least one Board Member who is a resident of that County. The CON Committee shall be responsible for:

1. Reviewing and proposing changes to the definition of public need to the Susquehanna Regional EMS Council for adoption
2. Reviewing CON applications for completeness and clarity
3. Assisting CON applicants with advice regarding deficiencies within an application
4. Interfacing with New York State officials regarding the CON process as well as individual CON applications
5. Implementing the background tasks of the New York State prescribed CON process as it applies to regional EMS councils
6. Recommending to the Board of Directors acting as the Susquehanna Regional EMS Council a prudent course of action regarding each complete CON application.

## **4.9 Regional Emergency Medical Advisory Committee (REMAC)**

The REMAC is promulgated under the auspices of Section 3004-a of the New York State Public Health Law and is staffed pursuant to the provisions specified within this Section. It exists to develop policies; procedures; and protocols for triage, treatment and transportation which are consistent with the standards of the State Emergency Medical Advisory Committee (SEMAC) and which address specific local conditions. In addition, the REMAC, with the advice and approval of the Board of Directors, shall:

1. Approve physicians to provide on line medical control,
2. Coordinate the development of regional medical control systems within the region, and
3. Participate in quality improvement activities addressing system-wide concerns
4. Address issues regarding the care provided by an individual or an agency within the region.

The REMAC's charge is to provide physician leadership and medical expertise to the regional emergency medical services systems for optimal patient care and outcome within this region. It is the duty of the REMAC to gather and receive information pertaining to the region and subsequently develop policies and protocols within the specific areas described above and below.

The REMAC has no independent authority to set policy outside the authority granted to it by the Board of Directors of SREMSC and New York State law. All recommendations regarding matters specified within these Bylaws or by statute must be forwarded to the Board of Directors of SREMSC for approval prior to promulgation and implementation as policy or protocol for the region.

#### **4.9.1 REMAC Duties**

The REMAC, with the Board of Directors of SREMSC providing ratification of the decisions of same:

1. Shall develop, review and/or implement triage, treatment, and transportation protocols, specific to the needs of this region. Such protocols shall delineate care to be provided under standing orders and/or on-line medical control.
2. May develop protocols, including but not limited to the following:
  - a. Determining patient destination.
  - b. Procedures to be followed when no transport of a patient occurs.
  - c. Circumstances under which care may be transferred from one level of non-physician provider to another.
  - d. Utilization of aero-medical transportation resources.
3. May develop policies and procedures to optimized medical control of all pre-hospital patient care activities for all EMS services providing care within this region. Such policies and procedures shall include, but are not limited to:
  - a. Initial and continuing qualifications for physicians providing on-line medical control.
  - b. Minimum staffing, equipment and documentation requirements for medical control locations.
  - c. Qualifications and responsibilities for agency medical directors and EMS providers within the region.
  - d. Approval of EMS services, indicating they have met the requirements of the REMAC to provide a level or care, upon initial application and subsequent changes in the level of service offered.
  - e. Guidelines for inter-facility transport
  - f. Initial and continuing medical and educational qualifications of all prehospital care providers in the region.
  - g. Medical requirements for and approval of EMS systems and services.
  - h. Approval and use of inter- (in addition to intra-) regional protocols.

- i. Operational aspects of the provision of EMS related to improving patient care or outcome.
4. May develop, implement and shall participate in a region wide quality improvement plan which addresses regional and system wide issues, and which facilitates the integration of emergency medical services with hospital quality improvement activities.
5. Shall review and make recommendations to the SREMSC for any demonstration projects developed pursuant to section 800.19 of New York State Public Health Law.
6. Shall designate a member to act as Regional Medical Director, who if appointed and approved by the Board of Directors of SREMSC shall have written duties, authorities and responsibilities defined by the REMAC.
7. May develop procedures for the review and approval of prehospital EMS research/evaluation activities.
8. Shall address, in consultation with the Board of Directors, all pertinent EMS issues brought before it by the Board or any EMS provider or agency.
9. Shall nominate to the commissioner a physician with demonstrated knowledge and experience in emergency medical services to serve on the state emergency medical advisory committee.
10. The REMAC owns and controls DOH/Regional Prehospital Care Report (PCR) Data and will disseminate the data in a confidential manner.

Additional non-voting members shall be provided as described below. The Regional Medical Director shall serve as the Chairperson of the REMAC.

The Regional Emergency Medical Advisory Committee (REMAC) shall meet at a minimum of six (6) times annually, but is empowered to meet more often if necessary.

#### **4.9.2 REMAC Membership**

1. Healthcare professional members

Membership in the Regional Emergency Medical Advisory Committee (REMAC) shall be open to healthcare professionals. There will be a minimum of three (3) and a maximum of (15) members. The Chairperson of REMAC shall be a physician. Three members, one of which must be a physician, shall constitute a quorum.

Healthcare professionals may apply for REMAC membership. Prospective members must complete an application and forward it as instructed, along with supporting documentation.

The applicant must attach to the application the following:

- a. Photocopy of license or certification to practice their profession in the State of New York

- b. A copy of their curriculum vitae or resume
- c. A letter of recommendation that documents the applicant's commitment to EMS
- d. The following may also be submitted but are not required:
  - Copy of current American Heart Association (AHA) Advanced Cardiac Life Support (ACLS) provider card or acceptable equivalent
  - Copy of American College of Surgeons (ACS) Advanced Trauma Life Support provider card or acceptable equivalent
  - Copy of current AHA Pediatric Advanced Life Support (PALS) provider card or acceptable equivalent

All prospective members shall be subject to REMAC and then Board Development committee and then full SREMSC Board approval.

No single financial entity or organization shall have a majority representation on REMAC. When considering applicants, REMAC shall be cognizant of their affiliations. The Board Development committee will review applicants tentatively approved by the REMAC, to ensure this non-majority balance is maintained.

An applicant approved for a seat on the REMAC is not required to be a Director of SREMSC; neither is a REMAC member prohibited from holding a seat on the Board.

REMAC members shall serve four (4) year terms. Terms are renewable with the same approvals as describe above.

## 2. Ex-officio members

The SREMSC Executive Director, as well as the chairs of the Education Committee and the Executive Committee, shall sit as non-voting ex officio members if REMAC.

### **4.9.3 REMAC Compensation**

Participants on REMAC shall serve without financial compensation from SREMSC.

### **4.9.4 REMAC Member Removal and Vacancies**

Any member of REMAC may be suspended for cause by two-thirds (2/3) majority vote of the occupied seats at a meeting of the Board. A suspension is by definition time-limited, and the motion for suspension must specify its duration. Before that specified time elapses, the suspension must be either extended by the above process, or resolved into one of the following states: Reinstatement, Removal, or Resignation.

At any meeting where a vote is to be taken to suspend a member of the REMAC, the member in question shall be given written notice in a timely manner so said member may attend that

meeting, and at that meeting said member shall be given a reasonable opportunity to argue in their defense.

If the REMAC member under consideration for suspension is also a member of the Board, they will have no vote in any decisions or motions regarding their suspension, removal, or reinstatement.

During the period of suspension, the suspended REMAC member shall not have any vote in any matter coming before the REMAC. However, that member maintains a Duty of Loyalty to REMAC and SREMSC and must continue to report conflicts of interest until such time as the Suspension is resolved.

#### **4.9.5 Automatic Suspension**

A REMAC member must attend at least half of the REMAC meetings (of any kind) during a calendar year. Any member failing to do so shall be asked to resign. Whoever does not resign shall be suspended with no vote of the Board being required. Immediately after one of the criteria for automatic suspension is met, the President, or the President's designee, shall notify in writing the offending REMAC member of their suspension and include a warning of impending removal. The period of suspension can last only until such time as the next regularly scheduled meeting of the Board, at which removal shall be considered.

#### **4.10 Operations Committee**

The Operations Committee shall consist of at least three members of the Board of Directors. Each County within the Region shall have on the Committee at least one Board Member who is a resident of that County. The Committee shall be chaired by a Board member. The Operations Committee shall be responsible for issues as assigned by the Chair of Council including but not limited to:

1. Reviewing and approving written mutual aid plans for each county.
2. Other issues regarding EMS system operations as needed to meet the requirements of Article 30 or by DOH policies.

### **Article V: Audit**

The accounts of SREMSC shall be audited each year by an independent certified public accountant (CPA). Neither said CPA, nor a member of said CPA's firm, nor a member of said CPA's family shall be an officer, Board member, employee, or volunteer of SREMSC. Said CPA and said CPA's firm together with any related entities shall perform only audit-related business, and no other business whatsoever, with SREMSC.

## **Article VI: Indemnification of Directors and Officers**

### **6.1 Derivative Actions**

SREMSC, by virtue of Section 22 of the Not-for-Profit Corporation law, shall indemnify any person made party to an action by or in the right of the corporation to procure a judgment in its favor by reason of the fact that (s)he, her/his testator, or intestate, is or was a director or officer of SREMSC, against the reasonable expenses, including attorney's fees, actually and necessarily incurred by her/him in connection with the defense of such action, or in connection with an appeal therein, except in relation to matters as to which such director or officer is adjudged to have breached her/his duty to the corporation under Section 717 of the Not-for-Profit Corporation Law. Such indemnification shall in no case include amounts paid in settling or otherwise disposing of a threatened action, or a pending action with or without court approval, or expenses incurred in defending a threatened action, or a pending action which is settled or otherwise disposed of without court approval.

### **6.2 Other Actions**

SREMSC, by virtue of Section 723 of Not-for-Profit Corporation Law, 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 SREMSC to procure a judgment in its favor, whether civil or criminal, including an action by or in the right of any other corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust or other enterprise, which any director or officer of SREMSC served in any capacity at the request of SREMSC, by reason of the fact that (s)he or her/his testator, or intestate, was a director, or officer of SREMSC, or served such other corporation, partnership, joint venture, trust or other enterprise in any capacity, against judgments, fines, amount paid in settlement and reasonable expenses, including attorney's fees actually and necessarily incurred as a result of such action and proceeding, or any appeal therein, if such director, officer or employee acted in good faith for a purpose that (s)he reasonably believed to be in the best interests of SREMSC or that (s)he had no reasonable cause to believe that her/his conduct was unlawful. The termination of any such civil or criminal action or proceeding by judgment, settlement, conviction, or upon a plea of nolo contendere, or its equivalent, shall not in itself create a presumption that any such Director or officer did not act in good faith for a purpose that such Director reasonably believed to be in the best interests of the corporation or that such Director had reasonable cause to believe that the subject conduct was unlawful.

### **6.3 Nonexclusively**

Section 6.1 and Section 6.2 of this article shall be exclusive but shall include, by implication, any and all rights and remedies available to SREMSC, the directors, and officers by statute or otherwise, including but not limited to the purchase and maintenance of insurance to fund the aforementioned indemnification pursuant to Section 727 of the Not-for-Profit Corporation Law.

# **Article VII: Code of Ethics and Conflict of Interest**

## **7.1 Code of Ethics**

SREMSC recognizes that there are rules of ethical conduct for Council Directors and Alternates that must be observed for public confidence to be maintained in SREMSC. Directors and Alternates shall comply with the following guidelines relating to ethical conduct. The rules of ethical conduct of this Code, shall not conflict with, but shall be in addition to, any admonition or prohibition of applicable New York State Law and/or Rules and Regulations or any other general or special law relating to ethical conduct and interest in contracts of officers and Directors of SREMSC Each Director and Alternate elected or appointed shall be furnished a copy of this Code of Ethics before entering office.

### **7.1.1 Definitions**

“Interest” of a person in an entity shall mean significant:

- Employment (compensated or uncompensated), or
- Monetary impact (real or foreseeable), or
- Material benefit or detriment (real or foreseeable), or
- Fiduciary responsibility (such as would be incurred by an owner, partner, shareholder, officer, director, manager, supervisor, or board member), or
- Benefactor relationship.

“Family” shall mean; whether by blood, marriage, or adoption; any direct ancestor, spouse, child or subsequent descendant, or any first degree relative.

### **7.1.2 Potential Conflict of Interests Disclosure**

Due to types of issues which Council must address and due to potential conflict of interests which may be present among Council Directors and Alternates who may have to make decisions as they relate to said issues, each Director and Alternate shall submit to the President a written statement in the form provided to that Director or Alternate identifying each Emergency Medical Services program or agency of which that Director or a member of that Director’s family:

1. Has an interest as defined in Section 7.1.1;
2. Is a director (volunteer or otherwise);
3. Is a fiduciary employee;
4. Is a (part or full time) volunteer (in any capacity);
5. Is a consultant; or
6. Is a supplier of goods or services.

The potential conflict of interest statement shall be submitted at the following times:

1. With the prospective Director's application to become a Council Director
2. Annually at or before the Annual Meeting of the Council
3. Whenever a Council Director develops an interest as defined in Section 7.1.1.

At the Annual Meeting of the Council, all copies of the potential conflict of interest statements for each of the Directors or Alternates shall be available for review. All Directors and Alternates are encouraged to review the potential conflict of Interests statements on file.

### **7.1.3 Standards of Conduct**

No Director, nor Alternate, of SREMSC shall have any interest, or engage in any business or transaction or professional activity; or incur any obligation of any nature; which is in substantial conflict with the proper discharge of his or her duties as a Council Director.

Each Director and Alternate shall exercise their SREMSC duties and responsibilities in the public interest of the inhabitants of the State, regardless of their affiliation with, or relationship to, any emergency medical service program, facility, agency or provider, or interest group. The principles which should guide one's conduct include, but are not limited to, the following:

1. Conducting oneself in a manner that instills confidence among the public that one's acts as a SREMSC Board member are in the public's interest and consistent with the public trust.
2. Not permitting his or her employment to impair his or her independent judgment in the exercise of his or her SREMSC duties.
3. Holding in confidence confidential information acquired by him or her in the course of his or her SREMSC duties or by reason of his or her SREMSC position and refraining from using such information to further his or her personal interests, or the interests of his or her employer.
4. Neither using nor attempting to use his or her SREMSC position to secure unwarranted privileges or exemptions for himself or herself or others.
5. Refraining from engaging in any transaction that might reasonably tend to conflict with the proper discharge of his or her SREMSC duties, either directly with any business entity in which he or she has an interest, or indirectly as a representative or agent of a third party.
6. Making no personal investments in enterprises which he or she has reason to believe may be directly involved in decisions to be made by him or her as a Council Director or which will otherwise create substantial conflict between his or her SREMSC duty to act in the public interest and his or her private interest.

### **7.1.4 Disclosure**

When a Director or Alternate or a member of a Director's or Alternate's family has:



1. An interest in an emergency medical services program governed by Article 30 of the Public Health Law, the status of which might reasonably be affected by another emergency medical services program, the application of which is before the Council, or a committee of the Council, and which serves, or is proposed to serve, the same community or service area as does the emergency medical service, facility, agency or program in which the Director or his or her family has an interest; or
2. Any other interest or association which might reasonably be construed as tending to embarrass the Council or elicit public suspicion that he or she might be engaged in acts in violation of his or her trust as a Council Director, that Director, at the time of formal consideration of such application by the Council or committee, shall disclose such interest or association so that the Chairperson and if necessary, the Council or committee can then determine whether his or her participation in the vote of the Council or committee thereon would be proper.

#### **7.1.5 Meeting Procedure**

After a motion is made concerning some matter (including an application) and prior to discussion or vote, and with or without the request of the Chairperson, the Council Directors and Alternates shall disclose all conflicts of interests and when appropriate, explain the conflicts. In addition, any Council member or committee member who knows of a conflict of interests of another member shall disclose that knowledge.

A disclosure having been made, the Chairperson shall rule upon each situation as whether substantial conflict of interests exists. Such ruling is subject to appeal by motion to the Council or committee which may override the Chairperson's decision by an affirmative vote of a majority of those present excluding that Director who is the subject of the vote.

In the case of determination of a substantial conflict of interests, those Directors and Alternates with a substantial conflict of interests shall abstain in any vote of the Council or committee on that matter.

An Alternate without a substantial conflict of interests and without objection may act for a Director with a substantial conflict of interest. Should an objection be raised, the Chairperson shall rule upon such objection subject to appeal by motion to the Council or committee which may override the Chairperson's decision by an affirmative vote of a majority of those present excluding that Alternate who is the subject of the vote.

#### **7.1.6 Penalties**

In addition to any penalty contained in any other provision of law, any person who shall knowingly and intentionally violate any of the provisions of this Article may be suspended, removed, removed from office, have employment terminated, or receive another penalty as the case may be, in the manner provided in these Bylaws.

## **Article VIII: Harassment Prohibited**

Harassment of any kind is not productive and will not be tolerated by SREMSC. Any individual, bound by these Bylaws, who is subjected to:

- Physical violence;
- Threat of physical violence;
- Verbally abusive language relating to gender, race, religion, age, or sexual orientation; or
- Sexually-oriented physical touching or suggestive language;

is required to report such action immediately to the President of the Board of Directors. In the event that the allegation involves the Board President, the report is to be made to the Vice President. Any individual bound by these Bylaws who is aware of such verbally or physically abusive actions should report such activity immediately.

The Officer to whom such a report is given is obligated in a timely manner to cause an impartial investigation and bring to the Board the allegation and facts regarding the allegation for the Board's deliberation and disposition.

This general policy will be reflected in the personnel policies, procedures, or practices promulgated by SREMSC to cover its employees as appropriate. However, nothing in this Article will bind the employees of SREMSC, who will instead be covered by the applicable SREMSC personnel policies, procedures, or practices.

In case of conflict between this section and applicable laws, those laws will take precedence.

## **Article IX: Policies, Procedures, and Practices**

From time-to-time, the Board may adopt a written policy, procedure, or practice for the purpose of uniformly regulating the routine activities of SREMSC and its committees. All such policies, procedures, and practices shall be maintained by the Secretary and shall be made available to Directors for reference at the SREMSC corporate office. These Bylaws supersede any policy, procedure, or practice.

## **Article X: Construction**

If there is any conflict between the provisions of the Certificate of Incorporation and these Bylaws, provisions of the Certificate of Incorporation shall govern.

## **Article XI: Amendments**

Proposals for amendments shall be acted upon at a regular meeting or special meeting called for this purpose provided that the text of the proposal shall have been included in a notice to the Directors not less than 28 calendar days prior to the meeting. Amendments shall be adopted by a two-thirds (2/3) majority vote of a quorum.

No amendments shall be made to these bylaws which are in conflict with Chapter 1053 and Chapter 1054 of the New York State Public Health Law or the policies of the New York State EMS Council.

The President shall cause these bylaws to be reviewed annually or as needed.