

CLAY COUNTY EMERGENCY MEDICAL SERVICES ASSOCIATION BY-LAWS

ARTICLE I NAME AND GEOGRAPHICAL AREA

Section 1. The name of this agency, incorporated under the laws of the state of Iowa, shall be the Clay County Emergency Medical Services Association, hereafter referred to as CCEMSA

Section 2. This corporation shall serve an area, consisting of the county of Clay within the state of Iowa, hereafter referred to as the CCEMSA region.

ARTICLE II PURPOSE AND OBJECTIVES

CCEMSA exists to help local EMS services build a system to reduce suffering, disability, and death from injury and illness while ensuring access, quality, and affordable out-of-hospital EMS for all citizens. Emergency medical services shall unite with local law enforcement, firefighters, and emergency management to save lives. The council shall ensure:

1. Access to quality EMS by evaluating the structure, process, and outcome of EMS events.
2. Fiscal responsibility.
3. Appropriate resource utilization.
4. Reduction of the burden on the volunteer EMS provider.
5. Integration of EMS into the existing healthcare system.

ARTICLE III

Section 1. Authority and functions

CCEMSA shall act on behalf of, and as the official advisor to, the Clay County Board of Supervisors regarding the planning, implementation, enhancement and evaluation of all EMS activities that serve the consumers of emergency medical services within Clay County, Iowa.

The authority to govern CCEMSA and establish the policies shall be vested in the Advisory Council, hereafter referred to as the council.

General functions of the council:

1. On-going EMS system strategic planning, implementation and monitoring.
2. Annually define and adopt the budget based on approved strategic planning goals.
3. Hire, support and manage the EMS system employees.
4. Council members shall ensure the organizations they represent are consistently educated regarding the business of CCEMSA.

Section 2. Selection of the CCEMSA Advisory Council Members

1. Members shall be officially appointed by the organization they represent.
2. The council members shall consist of:
 - a. One EMS physician medical director
 - b. Chiefs group recommends representatives from:
 - i. 1-Chief of the Chief's organization
 - ii. 1-Ambulance service program
 - iii. 1-Non-transport service program
 - iv. 1-Volunteer EMS provider
 - v. 1-Paid EMS provider
 - c. One firefighter
 - d. Law Enforcement

- e. Communications Center
- f. County Board of Supervisors:
 - i. 1-Board Member
 - ii. 1-County Board of Health
 - iii. 1-Emergency Management/911 Board
- g. Spencer Hospital Administration
- h. Spencer Hospital Emergency Services Coordinator or designee
- i. Lay person consumer
- j. EMS educator

Section 3. Terms of Council Members

1. Initially, ½ the membership (selected by random) will serve 2-years and the other ½ will serve 3-years to stagger membership.
2. Thereafter, all members will serve 2-year terms.
3. There shall be no limit to the number of terms served.
4. In the case of an unexpected or midterm vacancy the Vice –President can appoint and approve the representative from the organization that has a vacancy.

Section 4. General Membership

1. General membership shall consist of emergency medical care providers employed by the Spencer Hospital, members of authorized EMS service programs and certified providers who reside in the CCEMSA region that wish to contribute to the mission of CCEMSA.
2. Membership will be documented in the following manner:
 - a. Service Program Membership forms filed annually with CCEMSA coordinator including a roster of current staff.
3. Each state authorized EMS service program Chief or designee member shall sit on a council subcommittee that will, as a minimum, officially advise the council on the day-to-day operations of EMS, fiscal needs, and appoint members to the council per these bylaws.

ARTICLE IV

Section 1. Officers

1. The officers of the council shall be President, Vice President.

Section 2. Qualifications

1. The officers of the council shall be elected from the officially seated membership of the council.

Section 3. Election of Officers

1. The election of all officers shall take place at the first council meeting and then annually at the first scheduled meeting of the calendar year.
2. Election shall be held by secret ballot unless there is only one candidate for an office and that person agrees to assume the duties of that office.

Section 4. Terms of Officers

1. All officers shall serve one year terms.

Section 5. Vacancies

1. A vacancy in the office of the President shall be filled by the Vice President.

2. Vacant offices shall be filled by a vote of the council at the next regular scheduled council meeting.

Section 6. Duties of the Officers

1. The President of the council shall:
 - a. Preside over council meetings
 - b. Orientate new members to the purpose and function of the council.
 - c. Appoint ad-hoc committees as deemed necessary to accomplish the mission and goals of CCEMSA.
 - d. Act as the EMS Coordinator a temporary basis if there is a vacancy.
2. The Vice President of the council shall:
 - a. Preside over council meetings in the absence of the President.
 - b. Take minutes of the council proceedings in the absence of the coordinator.
 - c. Chair an employee oversight committee, appointed by the president, to:
 1. Advertise, interview and make recommendations to the council for employee selection.
 2. Appoint and approve the representative from an organization that has an unexpected or mid-term vacancy.

Section 7. Role of the EMS Coordinator (referred to as the coordinator)

1. Promptly complete tasks as defined in the CCEMSA Coordinator Job Description with excellence.
2. Be the official liaison and spokesperson to ancillary organizations, the press and the public regarding EMS within Clay County.
3. Be directly responsible to the VP of the council for day-to-day operations.

Section 8. Fiscal Accountability

1. The coordinator will provide a detailed fiscal report, in writing, at each council meeting. Report will include county funds, checking account and savings account.
2. All checks are drawn through the Clay County Auditor's Office upon approval of the Coordinator and the Board of Supervisors and then reviewed at the next meeting of the Clay County EMS Advisory Council.

Section 9. Voting

1. Each council member shall be entitled to one vote.
2. The President, or the member presiding over the council meeting, shall retain voting privileges.
3. If during the General Membership meetings a voting process is required, each CCEMSA member present shall be entitled to one vote. Absentee Ballots will be allowed under the following parameters. A CCEMSA member who is unable to attend the general membership meeting may cast an absentee ballot at the Clay County Administration Building during hours of operation not less than three (3) days prior to the election. Absentee ballots will be opened and counted the day of the election.

Section 10. Council Meetings

1. Special meetings of the council may be called by the President, Medical Director or Coordinator.
2. The coordinator will document formal notification of all council members at least 72-hours prior to the special meeting.

Section 11. General Membership Meetings and Training

1. A general membership meeting shall be held in conjunction with the annual education conference before April of each year. Annual elections will take place during the general membership meeting.
2. The coordinator shall ensure that, if possible, continuing education hours are provided at every General Membership meeting.
3. The coordinator or designee will provide council updates at the training sessions.
4. CCEMSA General Membership will sponsor additional training programs as needed.

Section 12. Annual Meetings

1. The General Membership will meet annually for the Appreciation Banquet hosted by the council.

Section 13. Quorum

1. A quorum at the council meeting shall consist of 5 persons, of the council membership.

Section 14. Parliamentary Procedure

1. Unless otherwise stated in these bylaws, all regular, special and committee meetings shall be conducted by Robert's Rules of Order, Revised.

ARTICLE V CONFLICT OF INTEREST

Should a member of the council or appointed committee have cause to believe that voting on a given issue could possibly prove to be a conflict of interest, that member shall make public that possibility. The majority vote (of the rest of the council) shall determine if the member shall be allowed to vote on the issue.

ARTICLE VI AMENDMENTS

These bylaws may be amended by quorum vote of the members of the council at any two consecutive board meetings.

ARTICLE VII LIQUIDATION AND DISSOLUTION

Upon the dissolution of this corporation, the corporation's property shall not be conveyed to any organization created or operated for profit. Any sale of property to an individual will be no less than fair market value. All assets remaining after the payment of outstanding debts shall be conveyed or distributed only to those organizations that are deemed non-profit under the provisions section of current or any future United States Internal Revenue law.

ARTICLE VIII CONFLICT RESOLUTION

Complaints will be made in writing, address the concern, and include a resolution. The complaint review committee comprising of the President, Vice President, Coordinator, Medical Director & Spencer Hospital Administration Representative will review and respond to the complainant in writing utilizing the Conflict Resolution Policy & Procedure. Should a member of the complaint review committee have a conflict of interest or a complaint filed against them the remaining committee shall choose an additional member to fill that vacancy.