

BY-LAWS
OF
EASTERN CONNECTICUT EMERGENCY MEDICAL SERVICES COUNCIL, INC.
A CONNECTICUT NON-STOCK CORPORATION
[Approved May 24, 2013]

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ARTICLE I
NAME

1. Name. The name of this Corporation shall be Eastern Connecticut Emergency Medical Services Council, Inc. (hereinafter “the Corporation”).

2. Seal. The seal of the Corporation shall be circular in form and shall bear the words "Eastern Connecticut Emergency Medical Services Council, Inc.," which is the name of the Corporation; the word "Connecticut" which is the State of incorporation; the words "Corporate Seal"; and the year of incorporation. The Board of Directors may change the form of the seal or the inscription thereon at pleasure.

3. Offices. The principal office of the Corporation shall be located at One American Way, Norwich, Connecticut. The Board of Directors is granted full power and authority to change said principal office from one location to another. The Corporation may also have offices at such other places as the Board of Directors may from time to time appoint or as the purposes of the Corporation may require.

4. Purpose. The Corporation shall coordinate and perform the duties and responsibilities of regional emergency medical services councils as set forth in Title 19a of the Connecticut General Statutes, as may be amended from time to time, for the Eastern Region of the State of Connecticut, as that region has been determined by the Commissioner of the Department of Public Health for the State of Connecticut. Currently, the Eastern Region is comprised of those towns located in New London, Tolland and Windham counties. Within the

Eastern Region, the Southeast Sub-Region is comprised of those towns located in New London County, and the Northeast Sub-Region is comprised of those towns located in Tolland and Windham counties.

The ultimate purpose of the Corporation is to plan and implement the development of an efficient, effective total emergency medical service system in the Eastern Region for all residents regardless of age, race, color, religion, national origin or social condition.

It is further a purpose of the Corporation to provide a forum for the discussion of emergency medical services topics which are of interest to its Members and the public they serve.

It is further a purpose of the Corporation to serve as a local organization through which its Members and the public they serve may communicate with other local, state and national emergency medical service organizations.

5. Ethical and Professional Conduct Standards. All Members of the Corporation and all Members of the Board of Directors of the Corporation shall maintain a high standard of ethical and professional conduct, and shall adhere to ethical and professional standards of conduct as set forth in the Corporation's policy and procedures manual. Any Member or Director who acts unethically, unprofessionally or in violation of standards of conduct as established in said policy and procedures manual shall be sanctioned, censured or removed from the Corporation or Board of Directors, in accordance with the provisions set forth herein.

ARTICLE II

MEMBERSHIP

1. Members. The Corporation shall have as its Members those persons who are (1) interested in emergency medical services and reside in the Eastern Region, or (2) are members of any organization in Connecticut that responds to incidents in the Eastern Region as a primary or mutual aid EMS provider, and who have been approved for membership by the Board of Directors of the Corporation. Members shall be recruited from all towns in the Eastern Region.

2. Withdrawal. A Member may withdraw his or her membership at any time by giving written or e-mail notice thereof to the Secretary of the Corporation, but such withdrawal shall not relieve the member so withdrawing of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

3. Termination of Membership. Any Member of the Corporation may be removed for cause at any time by resolution adopted by an affirmative vote of the majority of the members of the Board of Directors present at a special meeting called for that purpose. Such a meeting may be called at the direction of the President, or upon written request of three (3) Members of the Board of Directors filed with the President. Any Member so removed may appeal the decision to the Board of Directors. Any Member wishing to appeal such removal must submit a written request for a hearing to the President within fifteen (15) days of the decision to remove said Member. The President must then call a special meeting of the Board of Directors within fifteen (15) days of receipt of said hearing request to reconsider such Member's removal. The action to remove the Member will only be reversed upon a vote of two-thirds (2/3) of the Board members present at such meeting at which a quorum is present favoring reversal.

4. Transfer of Membership. Membership in the Corporation is not transferable or assignable.

5. Meetings. Members of the Corporation are non-voting, and there will be no regular or annual meetings of the Membership. However, Members will be invited to attend, observe and provide comment at, and will receive notice of, all meetings of the Board of Directors.

ARTICLE III

BOARD OF DIRECTORS

1. Composition. The day-to-day business and property of the Corporation shall be managed by a Board of Directors, which shall consist of at least six (6) and not more than eighteen (18) Directors. Opportunities for membership on the Board of Directors shall be available to appropriate representatives who are actively involved in the provision and coordination of emergency medical services, including but not limited to, representatives from the categories described in Connecticut General Statutes Section 19a-183, as may be amended from time to time. The Board may choose annually the number of Directors that will serve, provided however, that the Board must consist of at least:

A. Three (3) Members from the Northeast Region; and

B. Three (3) Members from the Southeast Region.

2. Term. The term of each member of the Board of Directors shall be for three (3) years or until his or her successor is elected and qualified.

3. Election. Potential Directors shall be proposed by the Nominating Committee to the Board of Directors. Directors shall be elected by a majority of the Board of Directors at

the annual meeting of the Board of Directors. Each Director elected shall hold office until his or her successor is elected and qualified.

4. Powers. The Board of Directors shall have the powers provided in the Connecticut Non-Stock Corporation Act, the Certificate of Incorporation of Eastern Connecticut Emergency Medical Services Council, Inc., and these By-Laws.

5. Vacancies. Vacancies and newly created Directorships resulting from any increase in the authorized number of Directors may be filled by a majority of the Executive Committee of the Board of Directors, and the Directors so chosen shall hold office until the next annual election and until their successors are duly elected and shall qualify, unless sooner displaced.

6. Removal. The Board of Directors may remove any director with or without cause if the removal is approved by two-thirds (2/3) of the Directors then in office.

7. Place of Meeting. The Board of Directors of the Corporation may hold meetings, regular and special, either within or without the State of Connecticut.

8. Annual Meetings. The Board of Directors shall have its annual meeting in May of each year at a time and place designated by the President.

9. Special Meetings. Special meetings of the Board of Directors may be called by the President, on his or her own initiative, at any time or by written request of least three (3) Board of Directors members; provided at least two (2) days written or oral notice of the time and place be given to the members of the Board of Directors.

10. Regular Meetings. Regular meetings of the Board of Directors shall be held on the fourth Wednesday of each month, at One American Way, Norwich, Connecticut, or at

such time and at such place in the State of Connecticut as shall from time to time be determined by the Board of Directors with or without notice.

11. Notice. Notice of the time and place of any meeting, as required to be given under these Bylaws, shall be given to the Board of Directors either by oral notice, emailed notice or mailed notice which shall state the purpose thereof. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Director at his/her address as it appears on the records of the Corporation, with postage thereon prepaid. Meetings of the Board of Directors shall be open to the Membership of the Corporation and to the public to the extent required by the State of Connecticut Freedom of Information Act, as may be amended from time to time.

12. Quorum. At all meetings of the Board of Directors, five (5) members of the Board of Directors, at least one of which shall be an officer of the Corporation, shall constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by the Certificate of Incorporation or by these Bylaws. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present at said meeting may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

13. Meetings: Conference by Telephone. A Director or a member of a committee of the Board of Directors may participate in a meeting of the Board of Directors or of such committee by means of conference telephone or similar communications equipment enabling

all Directors participating in the meeting to hear one another. Participation in such a manner shall constitute presence in person at such meeting.

14. Parliamentary Rules. All meetings will be conducted under the Roberts Rules of Order, where not inconsistent with these By-Laws.

15. Action by Unanimous Written Consent. Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action taken or to be taken by the Corporation shall be valid as a corporate action as though it had been authorized at a meeting of the Board of Directors or of any committee thereof, as the case may be, if all of the Directors, or all members of a committee of the Board of Directors, as the case may be, severally or collectively consent in writing to any such action. The Secretary shall file such consents with the minutes of the meetings of the Board of Directors.

16. Committees of Directors. In addition to any Committee authorized and constituted under these By-Laws, the Board of Directors may, by resolution passed by a majority of the Board of Directors, designate one or more committees, each committee to consist of one (1) or more of the Directors of the Corporation, which, to the extent provided in the resolution, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it. The President of the Corporation shall be a member of all committees. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors. Each committee shall keep regular minutes of its meetings and report the same to the Board of Directors when required.

17. Ad Hoc Committees: The President of the Corporation may create such special or ad hoc committees as deemed necessary from time to time for the discharge of particular duties or tasks.

18. Compensation: All members of the Board of Directors shall serve without compensation for services provided to the Corporation in such capacity. However, the Board of Directors may reimburse any member for necessary and reasonable expenses incurred in the performance of the business of the Corporation. Upon approval of the Board of Directors, directors may be compensated for services provided to the Corporation in a capacity other than as director.

ARTICLE IV

WAIVER OF NOTICES

Whenever any notice is required to be given under the provisions of the Connecticut General Statutes or of the Certificate of Incorporation or by these By-Laws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto. The attendance of any person at a meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by him or her of notice of such meeting.

ARTICLE V

OFFICERS

1. Positions. The Officers of the Corporation shall be:
 - (a) President
 - (b) Vice-President

(c) Secretary

(d) Treasurer

2. Election. The Officers of the Corporation shall be elected annually by a majority vote of the Board of Directors at the annual meeting of the Board of Directors. New offices may be created and filled at any meeting of the Board of Directors. Two or more offices may be held by the same person, except that the offices of President and Secretary may not be held by the same person. Nominees for office must be members of the Board of Directors, except as otherwise expressly provided herein.

3. Term, Resignation, Removal and Vacancies. The term of office of each Officer shall be from the time of his or her election until said Officer's successor shall have been duly elected by the Board of Directors, or until his or her death, or until he or she shall have resigned or shall have been removed, as provided in these By-Laws. Any Officer elected or appointed by the members of the Board of Directors may be removed with or without cause, at any time by the affirmative vote of a majority of the Board of Directors. Any vacancy occurring in any office of the Corporation shall be filled by vote of the Board of Directors, (even if such remaining Directors are less than a quorum, if the number of Directors at a meeting is less than a quorum or if such majority is less than a quorum).

4. The President. The President shall be the Chief Executive Officer of the Corporation, shall preside at all meetings of the Board of Directors, shall be a member of all committees, shall have general and active management of the business of the Corporation, and shall see that all orders and resolutions of the Board of Directors are carried into effect. Except as expressly provided by law, by the Articles of Incorporation, or by these By-laws, the President

shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

5. The Vice President. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties and have such other powers as the Board of Directors or the President may from time to time prescribe.

6. The Secretary. The Secretary shall attend all meetings of the Board of Directors and all meetings of the members and record all the proceedings of the meetings of the Corporation and of the Board of Directors in a book to be kept for that purpose, and shall perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he or she shall act. The Secretary shall circulate the minutes of the annual meeting to the membership within a reasonable time following the annual meeting. The Secretary shall have the authority to affix the corporate seal to any instrument requiring it and when so fixed, it may be attested by the Secretary's signature. The Board of Directors may give general authority to any other Officer to affix the seal of the Corporation and to attest the affixing by the Officer's signature. The Secretary shall have responsibility for the corporate seal, books, records and papers of the Corporation relating to its organization as a Corporation. The Secretary shall maintain said corporate seal, books, records and papers of the Corporation at One American Way, Norwich, Connecticut, or at such other location as may be determined by the Board of Directors from time to time. The Secretary shall see that the reports, statements and other documents required by law are properly filed with the appropriate agencies and kept.

7. The Treasurer. The Treasurer shall supervise the collecting, disbursing and accounting for all funds of the Corporation under the direction of the Board of Directors, and shall cooperate with the Board of Directors in matters relating to the fiscal affairs of the organization. The Treasurer shall be the legal custodian of the funds of the Corporation, shall render bills and collect all dues, fees and assessments, if any, and shall make disbursements for payment of bills as approved by the President or the Board of Directors. The investment of all funds shall be made by the Treasurer. The books of the Treasurer shall be subject to annual audit, and the Treasurer shall regularly account to the Board of Directors regarding the collection and expenditure of funds. If a qualified candidate cannot be found among the Board of Directors to fill the office of Treasurer, the President shall have the right to appoint a Member of the Corporation to the office of Treasurer and grant full voting rights to said appointee as a member of the Board of Directors.

8. Compensation. All Officers shall serve without compensation. Upon approval of the Board of Directors, Officers may be compensated for services provided to the Corporation in a capacity other than as Officer.

ARTICLE VI

COMMITTEES

1. Executive Committee. There shall be an Executive Committee consisting of the President, Vice-President, Secretary and Treasurer of the Corporation, and such additional Directors as the Board of Directors may determine at the annual meeting. The Executive Committee shall possess and may exercise in the intervals between meetings of the Board of Directors all such powers of said Board of Directors as can be delegated.

The Executive Committee shall keep a record of the proceedings and shall report to the Board of Directors at the next regular or special meeting of the Board of Directors. The records of the Executive Committee's proceedings shall be open to the inspection of any Director during business hours within five (5) business days of a request by said Director to review said records, subject to reasonable delays caused by absences among the Executive Committee for vacations, emergencies, and other similar events causing reasonable delay.

The Executive Committee shall meet as often as necessary to fulfill its duties and responsibilities as determined by the President. An Executive Committee meeting shall be called by the President and Secretary upon the written request of two (2) members of the Executive Committee. Any Director may attend a meeting of the Executive Committee.

At any meeting of the Executive Committee, not less than four (4) of the members of the Executive Committee shall constitute a quorum for the transaction of business. The act of the majority of the committee members present at a meeting at which there is a quorum shall be the act of the Executive Committee.

2. Medical Advisory Committee. The Medical Advisory Committee shall consist of the EMS Directors, or their designee, of the four (4) sponsor hospitals in the Eastern Region (Lawrence & Memorial Hospital, William W. Backus Hospital, Windham Hospital and Day Kimball Healthcare. The Medical Advisory Committee shall be responsible for shall be responsible for advising the Council, with a diversity of perspectives, on matters relating to the provision of pre-hospital medical care, including but not limited to patient care guidelines, policy development, and program administration.

3. Training Committee. The Training Committee shall consist of five (5) representatives from each of the Northeast and Southeast Sub-Regions, at least three (3) of

whom in each such Sub-Region shall be active EMS instructors in good standing or professional educators in good standing; and one representative from each of the community colleges in the Eastern Region involved in EMS training. Membership on the Training Committee must be approved by a majority of the Board of Directors of the Corporation. The Training Committee shall be responsible for advising the Council on issues of certification and recertification of EMS providers, review course objectives, course curricula, conduct, clinical requirements, scope of practice and examination issues.

4. Public Information and Education Committee. The Public Information and Education Committee shall consist of at least one (1) representative from each of the Northeast Region and Southeast Region. The Public Information and Education Committee shall be responsible for promoting the public awareness of emergency medical services, conducting educational functions, community outreach, and communicating the activities of the Council to interested parties.

5. Southeast Sub-Region Committee. The Southeast Sub-Regional Committee shall consist of at least three (3) representatives from the Southeast Sub-Region, and shall be responsible for providing advice and recommendations to the Council, with a diversity of perspectives, on all applications, proposals, and matters pertaining to the emergency medical services system in the sub-region as requested or as brought forward from the membership.

6. Northeast Sub-Region Committee. The Northeast Sub-Region Committee shall consist of at least three (3) representatives from the Northeast Sub-Region, and shall be responsible for providing advice and recommendations to the Council, with a diversity of perspectives, on all applications, proposals, and matters pertaining to the emergency medical services system in the sub-region as requested or as brought forward from the membership.

7. Nominating Committee. The President or the Board of Directors may select a Nominating Committee as needed from time to time. The Nominating Committee shall consist of three (3) Directors, none of whom are serving as Officers of the Corporation. The Nominating Committee shall select a slate of Officers and Directors for presentation at the annual meeting. Nothing herein shall be construed as preventing the nomination of Officers and Directors from the floor at the annual meeting.

8. The Board of Directors may create such other committees as shall be necessary to conduct the business of the Board.

9. Authority. The Corporation may act through any Committees that the Board of Directors may appoint subject to the provisions of these Bylaws. Each Committee shall have such powers and authorities as may be provided in these Bylaws, in the resolution creating such committee, or in resolutions of the Board of Directors adopted from time to time at the suggestion of such Committee.

10. Appointment. Except as otherwise provided herein, the Board of Directors shall at the annual meeting appoint the chair of the Committees identified herein, and Committee members shall be appointed, and any vacancies on said Committees shall be filled, by said Chairperson of the Committee or the Board of Directors.

11. Limitations on Powers. Notwithstanding any provision of this Article or these By-Laws to the contrary, no Committee shall have any power to: (a) fill vacancies on the Board of Directors; (b) amend the Certificate of Incorporation; (c) adopt, amend or repeal the By-Laws; (d) approve a plan of merger, approve a sale, lease, exchange or other disposition of all, or substantially all, of the Corporation's property, other than in the usual and regular course of business; or (e) approve a proposal to dissolve the Corporation.

ARTICLE VII

AMENDMENTS

1. Amendments. These By-Laws may be amended or repealed or new By-Laws may be adopted at any regular or special meeting of the Board of Directors by resolution adopted by the affirmative vote of Directors holding a majority of the Directorships, or by the unanimous written consent of the Directors without a meeting, provided that in the event of action at a meeting the proposed action shall be stated in the notice of such meeting along with the full text of the proposed amendments.

2. Proposals to Amend. Proposals to amend these By-Laws shall be prepared by a Bylaws Committee, appointed by the President for the purpose of drafting necessary or desired changes, or may be submitted to the President by petition bearing the signature of at least four (4) members of the Board of Directors.

ARTICLE VIII

FISCAL AFFAIRS

1. Fiscal Year. The fiscal year of the Corporation shall begin on July 1 and shall end on June 30 of each year.

2. Authority to Execute Checks. The Board of Directors may provide by office or by individual name the persons who shall have authority to execute checks on the checking accounts of the Corporation and may provide that two signatures be required for the execution of checks above an amount selected by the Board of Directors; however, the Corporation may not

borrow funds except upon the signature of the President and Treasurer and upon direction of majority vote of the Board of Directors.

3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for any purpose of the Corporation.

ARTICLE IX

INDEMNIFICATION AND EXCULPATION

1. Indemnification. The Corporation shall indemnify and may insure each person who may serve or has served at any time as a Director, Officer, agent and/or employee of the Corporation in the manner and to the fullest extent permitted by law against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Corporation. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this section shall be in addition to and not exclusive of all other rights to which any person

may be entitled. No amendment or repeal of the provisions of this section which adversely affects the right of an indemnified person under this section shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal. This section constitutes a contract between the Corporation and the indemnified officers, directors, and employees.

2. Limitation of Liability. The liability of Directors and Officers shall be limited to the fullest extent allowed by law.

ARTICLE X

CONFLICTS OF INTEREST

1. “Conflict of Interest”. Conflicts of interests are those circumstances in which the personal or business interests of a director, officer or employee, or of one of their family members, may actually or potentially conflict with the interests of the Corporation. In the event that there is a question of whether a conflict exists, the issue shall be determined by a majority vote of the Directors, other than the affected Director, present and voting.

2. Compliance. The Board of Directors shall comply with the provisions of Sections 33-1127 through 33-1130 of the Connecticut General Statutes, as amended, regarding “conflicting interest” transactions. The Board of Directors may adopt appropriate policies and procedures to implement this Section, and such policies and procedures may only be amended by the same vote required to amend these By-laws.

3. Disclosure. Any Director for whom there may exist a conflict of interest shall disclose such possible conflict of interest to the Board of Directors.

4. Recusal of Interested Director. Any Director for whom there may exist a conflict of interest shall refrain from voting on any such matter and shall not be present in the room at the time of such vote.

Dated at _____ as of May 24, 2013.

President

Vice President

Secretary