

**BYLAWS OF THE NORTH CENTRAL CONNECTICUT  
EMERGENCY MEDICAL SERVICES COUNCIL, INC.**

Last revision June 26, 2012

**ARTICLE I NAME AND ORGANIZATION**

**Section 1. Name**

The name of the organization will be the North Central Connecticut Emergency Medical Services Council, Inc. (from now on called "Council").

**Section 2. Organization**

The Council is a non-stock, nonprofit corporation organized and incorporated under Chapter 600 of the Connecticut General Statutes.

**ARTICLE II PURPOSE AND OBJECTIVES**

**Section 1. Purpose**

The Council will develop, implement, evaluate and improve an efficient emergency medical services system in the North Central Region of Connecticut.

**Section 2. Objectives**

The Council will implement Chapter 368d, specifically, Sections 19a-182, 19a-184 and 19a-186 of the Connecticut General Statutes. The General Assembly may amend these duties from time to time.

**ARTICLE III BOARD OF DIRECTORS**

**Section 1. Membership**

Membership is open to individuals interested in emergency medical services in the North Central Region of Connecticut. Members will serve without compensation. They must live or work within the North Central Connecticut geographic boundaries.

The Board of Directors will consist of the Officers of the Council and the Chairperson of all Committees. In addition, there will be a representative(s) from each of the following categories:

- (a) Local and Regional Government,
- (b) Fire agencies and law enforcement agencies in the region,
- (b) Medical and nursing professions, including mental health in the region,
- (c) Providers of ambulance services,

- (d) Institutions of higher learning in the region,
- (e) Federal agencies involved in the delivery of health care in the region,
- (f) Hospitals in the region,
- (g) Consumers not associated with any of the above organizations or agencies,
- (h) First responder organization or Supplemental first responder organization, and
- (i) Connecticut State Police.

To assure adequate representation, the municipal and EMS providers may designate an alternate to vote on issues in the absence of the official representative.

**Section 2.           Members**

- A. Each Board of Director member may appoint an alternate and in their absence has the same rights and responsibilities. This includes, but is not limited to, attendance at assigned committee and task force meetings. It is the responsibility of the Board of Directors to notify the alternate of their intended absence at scheduled Council meetings. Alternates will be encouraged to attend all Council meetings.
- B. The Executive Committee will review the category of membership for each alternate. This will ensure that the category of membership corresponds to the appointed member.
- A. If a Board of Directors' position is vacated due to death, resignation or other causes the Council will fill it in the following manner:
  - C.1 An individual will fill a vacancy having qualifications according to the categories of membership specified in Article III, Section 1.
  - C.2 The Executive Committee of the Council will appoint said individuals under the advisement of the Nominating Committee. These appointments are subject to approval by the Board of Directors.
  - C.3 The appointment will be for the unexpired term of the individual whose resignation or death created such a vacancy. If an individual vacates the office of President, the Vice President assumes the office and a new Vice President will be elected.

**Section 3.           Number and Tenure**

- A. The minimum number of representatives will be thirty (30), or that sufficient to represent the categories described in Article III, Section 1. The maximum number will not exceed forty (40). Between annual meetings of the Council, the Executive Committee may establish representative positions up to the maximum number. Once the Executive Committee creates a position, it is considered vacant subject to appointment

as described in Article III, Section 2. In addition, one member may satisfy, by his/her qualifications, one or more of the required categories.

- B. Each Board of Directors' member will serve for two (2) years. The Executive Committee can make an appointment to fill a new position. If this occurs between annual meetings, the term of office will be two years from the last annual meeting.
- C. Each alternate will serve during the term of the appointed member. When a Board of Director vacates their position, the alternate may no longer represent that individual on any deliberations of the Board of Directors.

**Section 4.           Nominations to the Board of Directors and Elections**

- A. At least thirty days before the annual meeting of the Council, the Nominating Committee will contact the organizations and agencies representing the categories in Section 1 of this Article. They will obtain nominations of individuals to represent said organizations and agencies. If any organization or agency fails to nominate a representative that organization or agency will go unrepresented on the Council. That individual(s) designated by an agency or organization that failed to renew their representation, can continue their membership by applying to the Nominating Committee. They can be considered for a position as a consumer member. A majority of the outgoing members present must approve these appointments at the next regularly scheduled meeting of the Council.

The Nominating Committee will present a slate of nominees for the expiring membership positions.

- B. The Nominating Committee will select at least ten (10) of the nominees recommended by the chief elected officials of towns within the region.
- C. All nominees for the Board of Directors will be selected so that the membership of the Board of Directors is consistent with the representation, number and tenure as stated.
- D. The Council will withdraw membership from any Board of Director who fails to attend or send their alternate to any two consecutive meetings of the Board of Directors. The Council will send notice of the end of membership to any organization or agency that becomes unrepresented.

**Section 5.           Elections to the Board of Directors**

- A. At the Council's annual meeting, the members will be elected to fill the expiring terms

of the Board of Directors.

- B. The Nominating Committee will prepare a list that represents ballots of nominees for election, including any nominee received by the President from the Board of Directors. A majority of the Board of Directors members present must approve these nominees at the annual meeting.

#### **ARTICLE IV OFFICERS**

The Officers of this Council will be President, Vice President, Secretary, Treasurer, and Immediate Past President. They will form the nucleus of the Board of Directors and will be elected at the annual meeting and serve two years.

**Section 1. President**

The President will preside at all meetings of the Council. He/she will perform duties devolving upon the office by custom, preserve decorum, decide questions of order and appoint committees as provided herein.

**Section 2. Vice President**

The Vice President will work closely with the President. Lacking the President, the Vice President will perform the duties. The Vice President will be considered the President-elect and upon completion of the President's term or terms of office, the Vice President will assume the office of the President.

**Section 3. President Pro Tempore**

Lacking the President and Vice President, any active member may serve with the consent of the membership as President pro tempore.

**Section 4. Treasurer**

The Treasurer shall oversee and keep the Board of Directors advised with respect to the financial condition of the Corporation and shall perform such other duties as the Board or the Chair may assign from time to time.

**Section 5. Secretary**

The Secretary shall assist the Chief Executive Officer and administrative staff in maintaining the records and minutes of all meetings. The Secretary shall affix the seal of the Corporation to corporate documents certifying the President's signature.

**Section 6.           Election**

- A. All officers of the Council will be elected annually from the Council Board of Directors. Each officer will hold office until a successor has been elected.
- B. The term of office for the President, Vice President, Secretary and Treasurer will not exceed two full consecutive terms.

**ARTICLE V MEETINGS**

**Section 1.           Regular and Annual meetings**

- A. The Council will hold semiannual meetings of the Board of Directors. The Board of Directors will determine the place and time. The Council will send a notice to each member ten days before the meeting.
- B. Power to change the location of regular meetings will rest with the Board of Directors or the Executive Committee.
- C. Prior to the end of each fiscal year, the Council will hold the annual meeting of the Board of Directors. The Board of Directors will receive a notice of this meeting at least thirty days beforehand.

**Section 2.           Special meetings**

The Executive Committee or the Chief Administrative Officer may call special meetings. The Council must give at least 72 hours notice for special meetings. Telephones may be used to provide information regarding a notice of meeting.

**Section 3.           Voting Rights**

Voting rights will be limited to Board of Directors or Committee members and alternates for absent members. The presiding officer can receive *proxy votes on action items* before they call the meeting to order.

**Section 4.           Quorum**

- A. Board Quorum - A simple majority of the members present will constitute a quorum for a vote to become the formal action of the Board of Directors. Members will be counted as present when attending via conference call.
- B. Committee Quorum - A simple majority of the members present will constitute a quorum for a vote to become a formal action. Members will be counted as present when attending via conference call.

**Section 5.           Conduct of Meetings**

All meetings of the Council will follow Roberts Rules of Order unless specified in the bylaws.

**Section 6.           Public Meetings**

All general and committee meetings, including subcommittee meetings, of the Council will be open to the public. The presiding officer will allow the public to comment on any agenda item, as permitted.

**ARTICLE VI   COMMITTEES**

**Section 1.           Administrative Committees**

Committees will be standing or special as the bylaws provide or the membership approves. The Council's standing committees are Communications, Educational Standards and Medical Advisory. The President will appoint other committees as necessary for the proper conduct of the Council's business. The Committees will elect a Chairperson and submit their recommendation to the Nominating Committee.

The term of office for the Chair and Vice-Chair will expire at the close of each annual meeting, unless otherwise stated. All Committees will report to the Board of Directors through and at the deference of the President.

**Section 2.           Executive Committee**

The Council will form the Executive Committee of the Board of Directors. The Committee will be composed of the Officers and Chairpersons representing each Council committee. Committee Chairpersons who remain on the Board of Directors will continue to serve individually on the Executive Committee. They will serve until the newly appointed committee members elect new chairpersons. The Executive Committee will be responsible for the management of the Council's affairs between regular Board of Directors meetings.

They will perform other delegated functions as needed. Actions of the Executive Committee will be in effect until the Board of Directors recommends ratification at the next regular Board of Directors meeting.

**Section 3.           Nominating Committee**

- A.     The Nominating Committee will be composed of the President, Vice-President, Immediate Past President. They will be elected annually by the Board of Directors at

the Annual Meeting.

- B. If the member is absent, the appointed alternate may not assume the specific duties and responsibilities assigned to a member serving on the Nominating Committee.
- C. The Nominating Committee will serve until a new Nominating Committee is elected.

**Section 4. Audit Committee**

The Audit Committee will be responsible for assisting the Board in its oversight and monitoring of the Corporation's systems of internal controls and risk mitigation, in ensuring compliance with legal and regulatory requirements and ethical standards, in monitoring the qualifications, engagement, independence and performance of the Corporation's independent auditors and in ensuring the integrity of the Corporation's financial statements. The Audit Committee will consist of three voting members of the Board including a representative of the Communications Committee. The members of the Audit Committee will be elected by the Board and will not have a financial or other relationship with the Corporation that may interfere with the exercise of their independence from management and the Corporation. The members of the Audit Committee will have a basic understanding of financial management, accounting and financial statements. The Audit Committee will elect its own Chairperson who will be responsible for presiding over and calling its meetings. The Audit Committee will meet at least twice during each fiscal year and will meet with management and the independent auditor periodically in separate executive sessions. At least two (2) days advance notice, in writing or otherwise, of every meeting will be given to each member of the Audit Committee

**Section 5. Officers**

- A. Unless otherwise stated, committees will elect a Chair and Vice-Chair. They will be presented to the President for ratification at the Annual meeting.
- B. Lacking the committee Chair, the committee Vice-Chair will assume the responsibility for the conduct of the committee business. Lacking both the committee Chair and Vice-Chair, the committee will select a member to serve as Pro Tempore Chair of the committee.
- C. An alternate may not serve as the Chair or Vice-Chair, in the absence of the appointed member of any committee.

**Section 6.           Vacancies**

Unless otherwise stated, the President of the Board of Directors will make appointments to fill committee vacancies. Such appointments will run from the time of vacancy until the next annual meeting.

**ARTICLE VII   CHIEF EXECUTIVE OFFICER**

**Section 1.           Employment**

The Council will hire a Chief Executive Officer.(from now on called the “Executive Director”) The Executive Director shall be the principal officer of the Corporation under the direction of the Board of Directors. The Executive Director shall supervise and control all of the business affairs of the Corporation. The Executive Director shall be responsible for the daily operations of the Corporation in its provision of implementing Chapter 368d, specifically Sections 19a-182 and 19a-184 of the Connecticut General Statutes including maintaining the twenty-four hour emergency medical service communications through the coordinated medical emergency direction (CMED) Center. The Executive Director shall have all powers as may reasonably be construed to belong to the chief executive officer of a nonprofit corporation.

**Section 2.           Ex-officio Membership**

The Executive Director is an ex-officio, non voting member of the Board of Directors and Committees of the Council.

**ARTICLE VIII   REGIONAL COORDINATOR**

**Section 1.           Role and Responsibility**

The Regional Coordinator is defined in CGS 368d Section 19a-186. The regional emergency medical services coordinator shall be responsible for (1) facilitating the work of the emergency medical services council in developing the plan for the coordination of emergency medical services within the region (2) implementation of the regional plan formulated by the emergency medical services council pursuant to subsection (b) of section 19a-182, (3) continuous monitoring and evaluation of all emergency medical services in that region and (4) making a complete inventory of all personnel, facilities and equipment within the region related to the delivery of emergency medical services pursuant to guidelines established by the Commissioner of Public Health.

**Section 2.           Ex-officio Membership**

The Regional Coordinator is an ex-officio non voting member of the Board of Directors and



Committees of the Council.

## **ARTICLE IX GENERAL PROVISIONS**

### **Section 1. Records**

The Council will keep Minutes of Committee meetings. The registered principal office will have complete books and records of accounts. These records will include the names and addresses of Council members. Any member of the public, his agent or attorney, may inspect all books and records of the Council. This will be done within a reasonable time with reasonable notice.

### **Section 2. Termination**

In the event the Council should cease to function, it will pay the creditors. The Council will distribute the remaining assets to another 501 c (3) corporation. This organization will be composed of residents of the municipalities served by the Council and established for purposes that are similar to the Council's.

### **Section 3. Corporate Authority**

All checks, drafts and other instruments for the payment of money and all instruments of transfer of securities shall be signed in the name and on behalf of the Corporation by the Chief Executive Officer or by such other officer(s) as may from time to time be designated by the Board. All instruments of transfer of personal or real property, all instruments by which the Corporation purports to borrow monies in excess of \$25,000.00 and all instruments by which the Corporation mortgages, pledges or otherwise encumbers any personal or real property as security for monetary obligations shall be signed by the President and one (1) or more officers as the Board shall direct and authorize.

### **Section 4. Fiscal Year/Audit**

The fiscal year of the Corporation shall end on the last day of June in each year unless otherwise determined by the Board. The books of the Corporation shall be audited annually by a certified public accountant, who shall be appointed by the Board and the report of such accountant shall be filed with the records of the Corporation.

### **Section 5. Distribution of Assets**

None of the Corporation's income or assets shall be distributed to any of its officers, directors, employees, or any other individuals except as set forth in these bylaws; provided, however, that the Corporation may, in the discretion of the Board, make a non-liquidating distributions of its income and assets to organizations that are exempt from taxation under Section 501 ( c ) (3) of

the Internal Revenue Code 1986, as amended from time to time, is such distributions are in furtherance of the Corporation's charitable purposes. Nothing contained in these bylaws shall prevent the Corporation from reasonably compensating any of its officers or employees, for services performed by the Corporation, providing that the payment of such compensation is not deemed a conflict of interest.

## **ARTICLE X AMENDMENTS**

The Board of Directors may alter these bylaws, amend, or rescind at any regular or specially convened meeting of the Council. We will notify the Board of Directors in writing, including the proposed changes, at least twenty-one days prior to the meeting. Changes are subject to a majority vote of all voting members present. We will review the bylaws at the end of each Presidential term.