

BY-LAWS
OF THE
SOUTH CENTRAL CONNECTICUT EMERGENCY MEDICAL SERVICES COUNCIL,
INC.
A CONNECTICUT NON-STOCK, NON-PROFIT CORPORATION

Adopted: April 19, 2017

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ARTICLE I

NAME

1. Name. The name of this Corporation shall be South Central 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 "South Central 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 (1976).



3. Purpose. The Corporation shall coordinate and perform the duties and responsibilities of regional emergency medical services councils as set forth in Connecticut General Statutes, Chapter 368d, § 19a-182 and 183, as may be amended from time to time, for the South Central Connecticut 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 South Central Connecticut Region is comprised of Department of Emergency Management and Homeland Security (DEMHS) Region 2.

4. Mission. The mission of the Corporation is to plan and implement the development of an efficient, effective emergency medical service system in the South Central Connecticut Region for all residents regardless of age, race, color, religion, national origin or social condition.

It is further a mission 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 and 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 and governmental entities.

5. Ethical and Professional Conduct Standards. All members of the Corporation shall maintain a high standard of ethical and professional conduct. Any member or Director who acts unethically, unprofessionally, or in violation of any state or governmental laws 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. Board Members. The Corporation shall have as its Board Members those persons who are (1) interested in emergency medical services and reside in the South Central Connecticut Region, or (2) are members of any organization in Connecticut that responds to incidents in DEMHS Region 2 as a primary or mutual aid EMS provider, and (3) who have been approved for membership by the Board of Directors. Members shall be recruited from all towns in DEMHS Region 2.

Note: All members of the Corporation are considered to be members of the Corporation's Board of Directors. The terms "members", "Board Members", and "members of the Board of Directors" may be exchanged equally.

In addition to the members, a set of officers are elected from among the membership of the Board. Collectively, these are known as the Executive Committee, comprised of the Officers of the Corporation.

2. Withdrawal. A member may withdraw his or her membership at any time by giving written or e-mail notice thereof to the Secretary.

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 regular or special meeting called for that purpose. A special 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 a simple majority of the Board members present at such meeting at which a quorum is present favoring reversal.

4. Termination of Membership Due To Lack of Participation. Any member of the Corporation may be removed if they attend four or fewer regularly scheduled meetings during one calendar year (January 1st through December 31st). Members with extenuating circumstances must contact the Corporation's Secretary in writing if they anticipate they will need an extended absence.

- a. The Corporation's Secretary shall monitor attendance at meetings and shall advise the President when a member has been absent for three (3) meetings during a calendar year. The President may direct the Secretary to send a notice in writing, either via US Postal Service or electronic, to the member to inform them of their memberships status.

- b. Upon absence from a fourth (4th) meeting during the calendar year, the Secretary shall inform the President who may direct the Secretary to notify the person of their termination of membership.
 - i. All property of the Corporation is to be returned to the Corporation with thirty (30) days.
 - ii. If the terminated member was appointed by their Town, The Secretary shall send notice to the Chief Elected Official notifying them of the action and requesting they appoint a replacement representative.
 - iii. If the terminated member was an officer of the Corporation at the time of termination, the vacancy shall be handled as noted in Article V, Item 3.

5. Transfer of Membership. Membership on the Board of Directors is not transferable or assignable.

ARTICLE III

BOARD OF DIRECTORS

1. Composition. The day-to-day business and property of the Corporation shall be managed by the Executive Committee. 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, one representative from each of the following: (1) Local governments; (2) fire and law enforcement officials; (3) medical and nursing professions, including mental health, paraprofessional and other allied health professionals; (4) providers of ambulance services, at least one of which shall be a member of a volunteer ambulance association; (5) institutions of higher education; (6) federal agencies involved in the delivery of health care; and (7) consumers. Currently, there is no maximum limit to the number of members of the Board of Directors.

2. Term. The term of each member of the Board of Directors shall be for three (3) years.

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

4. Voting. As business comes before the Board of Directors which requires a vote for approval or rejection, each member will be allowed one vote. Unless otherwise stated in this document, confirmation of a motion requires a simple majority approval by those members present and voting. Guests who may be present are not allowed to vote.

5. Place of Meeting. The Board of Directors of the Corporation may hold meetings, regular and special, either within or outside the State of Connecticut. Meetings will be held at locations considered to be convenient to members. Locations may change to allow participation of members from throughout the Region.

6. 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.

7. 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 or electronic request of at least three (3) Board of Directors members; provided at least five (5) business days written, or (2) days electronic or oral notice of the time and place be given to the members of the Board of Directors.

8. Regular Meetings. Regular meetings of the Board of Directors shall be held at least once every quarter at a place and time determined by the President.

9. 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. Appropriate notice shall be assumed provided at least five (5) business days for written, or two (2) days electronic or oral notice of the time, place, and purpose be given to the members of the Board of Directors. 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.

10. Quorum. At all regular 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. 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.

11. Meetings: Conference by Telephone. When requested and available 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.

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

13. 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.

14. 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 simple majority of the Board of Directors present, 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 except the nominating committee. 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.

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

16. Compensation: All members of the Board of Directors shall serve without compensation for services provided to the organization 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 organization. Upon approval of the Board of Directors, directors may be compensated for services provided to the organization 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. No person may hold more than one office. 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 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 or the Executive Board in the event a quorum of the full Board of Directors has not been attained for (3) consecutive meetings.

4. The President. The President shall be the Chief Executive Officer of the Corporation, shall preside at all meetings of the Board of Directors when present, shall be a member of all committees, except the nominating committee, 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 carry on the correspondence and maintain the records of the board as required. The Secretary shall keep, or cause to be kept, attendance records of the Directors and shall report to the Board.

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 audit, and the Treasurer shall regularly account to the Board of Directors regarding the collection and expenditure of funds. The President and Vice-President shall have electronic access to financial accounts. 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 may be called by the President or 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 three (3) 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 Medical Directors, or their designee, of the four (4) sponsor hospitals/sponsor hospital organizations in the South Central Connecticut Region (Griffin Hospital, Milford Hospital, Yale-New Haven Hospital, Mid-State Medical Center). The Medical Advisory Committee shall be responsible for advising the council on medical practices and medical quality assurances.

3. Training Committee. The Training Committee shall consist of a minimum of three (3) representatives. At least 50% of whom shall be active EMS instructors in good standing or professional educators in good standing; 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 promoting and sponsoring EMS education within the region.

4. 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.

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

6. 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.

7. Appointment. Except as otherwise provided herein, the Board of Directors shall at the annual meeting appoint the chair of all current Committees.

8. Limitations on Powers. Notwithstanding any provision of this Article or these By-Laws to the contrary, no Committee except the executive 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 altered, amended, or rescinded at any meeting of the Board of Directors by a two-thirds (2/3) majority of those present, provided a

minimum of 21 days written or electronic notice, including proposed changes, is given of the intent to alter, amend, or rescind these bylaws at any such meeting.

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 President, Vice President, and Treasurer shall have authority to execute checks on the checking accounts of the Corporation and that two signatures be required for the execution of checks.

3. Deposits. All funds of the Corporation shall be deposited 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 provide insurance for any member who may serve or has served at any time as a Board Member, Officer, agent and/or

employee of the Corporation in the manner and to the fullest extent permitted by law against all expenses, including advance expenses, and liabilities, including, without limitation, any and all counsel fees including advance fees as well as costs of appearing as a witness or responding to a subpoena on matters involving the corporation, judgments, court costs, fines, any type of taxes, including excise, sales, or use tax, 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. If there is any question regarding indemnification, it shall fall upon independent counsel at the corporation to determine if a director or former director is entitled to such indemnification.

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.

Voted upon and approved by the Members of the Corporation on April 17, 2017.

Official version has
signatures signed in
blue ink.

William Fitzmaurice, President of the Corporation

Christopher J. Bernier, Secretary of the Corporation