

1 **BYLAWS**
2 **Central Region Emergency Medical Services and Trauma Care Council**
3 **Revised -9-11-13**
4

5
6 **Article I: Name**

7 1.1 Name

8 The name of this corporation is **Central Region Emergency Medical Services and Trauma Care Council**.
9

10 **Article II: Vision & Mission**

11 **Vision:** The Central Region will be part of a well-coordinated statewide emergency care system which reduces
12 death, disability, human suffering and costs due to injury and medical emergencies.
13

14 **Mission:** The Central Region EMS & Trauma Care Council's mission is to provide coordination of emergency care
15 system community partners to ensure provision of high-quality emergency medical and trauma care.
16

17 **Article III: Board of Trustees**

18 3.1 Number of Trustees

19 The Board of Trustees shall consist of at least four (4) persons and no more than (7) persons.
20

21 3.2 Composition.

22 The Board of Trustees shall be composed of:

- 23 a. Officers of the Corporation shall number four (4).
- 24 b. There shall be at least two at-large Trustees, drawn from the Membership of the Council and the past
25 Chair.
26

27 3.3 Duties of Trustees

28 Subject to limitations of the Articles of Incorporation, other sections of these Bylaws and Washington law, all
29 corporate powers of the corporation shall be exercised by or under the authority of, and the business and affairs
30 of the corporation shall be controlled by, the Board of Trustees. Without limiting the general powers, the Board
31 of Trustees shall have the following powers:

- 32 a. To select and remove all of the officers, agents, and employees of the corporation, prescribe such
33 powers and duties for them as may not be inconsistent with law, the Articles of Incorporation or the
34 Bylaws, and require from them security for faithful service.
- 35 b. To conduct, manage, and control the affairs and business of the corporation, and to make rules and
36 regulations not inconsistent with the law, the Articles of Incorporation, or the Bylaws.

37 3.4 Election

38 Members of the Board of Trustees shall be elected by a majority vote of the full Council Membership present at
39 the Corporation's Annual meeting or at a regularly scheduled meeting of the Membership.
40

41 3.5 Term

42 Each Trustee will serve for a term of two (2) years, with an option to renew upon Board and Council approval.
43 Terms of office shall commence with the Corporation's fiscal year, which commences July 1 of the current
44 calendar year.

45

46 3.6 Liabilities of Trustees and Officers

47 No person who is now, or later becomes, a member of the Board of Trustees shall be personally liable for any
48 indebtedness, or liability or obligation of the corporation, and any and all creditors of this corporation shall look
49 only to the asset or security of the corporation for payment.

50

51 3.7 Removal

52 A Trustee may be removed from office by a majority vote of the Membership. Absence of a Trustee without a
53 valid excuse from three consecutive regular meetings of the Board shall be considered a resignation.

54

55 3.8 Vacancy

56 Any vacancy occurring on the Board of Trustees shall be filled by appointment by the remaining Trustees. The
57 appointee shall serve during the unexpired vacated term, or until replaced by the Membership.

58

59 3.9 Compensation

60 The Trustees shall receive no compensation for their services as such, but may be reimbursed for their expenses.

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62 3.10 Quorum of the Board

63 A majority of the Board of Trustees shall constitute a quorum, which is required for the transaction of business.
64 Decisions made by a majority of the Trustees present at a meeting shall be incumbent upon the Corporation.
65 Each Trustee shall possess one vote and no Trustee may vote by proxy.

66

Article IV: Meetings

67 4.1 Meetings of the Board

68 Regular meetings of the Board shall be held at least 4 times a year and shall be open to the public. A special
69 meeting may be called by the Chair (or upon written request of one third of the sitting Trustees,) at any time on
70 at least five days notice, by regular mail, e-mail, or telephone, to the Trustees. Action may be taken without a
71 meeting if written consent, including by e-mail supported by a signed hard copy, setting forth the action to be
72 taken, is given by a majority of the Board of Trustees.

73

74 Annual Meeting

75 The first meeting after the start of the new fiscal year shall be the Annual Meeting of the Board. At this
76 meeting, newly elected officers and Trustees shall take office.

77

78 **Article V: Officers:**

79 5.1 Officers
80 Officers of the Corporation shall consist of the Chair, Vice Chair, Secretary, and Treasurer and such other officers
81 as the Membership may elect. One person may hold more than one office, except the Chair, who may only hold
82 one. One or more of the offices of Vice Chair, Secretary and Treasurer may be combined.
83

84 5.2 Chair
85 Subject to the control of the Board of Trustees, the Chair shall have general supervision, direction, and control
86 of the business and affairs of the corporation. The Chair shall preside at all meetings of the Members and
87 Trustees, and shall have such other powers and duties as may be prescribed from time to time by the Board of
88 Trustees. The Chair shall monitor projects funded by the Corporation. The Chair shall submit an annual report
89 to the Membership and donors.
90

91 5.3 Vice Chair
92 In the absence or disability of the Chair, the Vice Chair shall perform all the duties of the Chair and in so acting
93 shall have all the powers of the Chair. The Vice Chair shall have such other powers and perform such other
94 duties as may be prescribed from time to time by the Board of Trustees, or the General Membership.
95

96 5.4 Secretary
97 The Secretary shall keep a written record of the proceedings of the Board of Trustees, shall make service of such
98 notices as may be necessary or proper, shall supervise the keeping of the records of the corporation, and shall
99 discharge such other duties of the office as are prescribed by the Board of Trustees. The Corporation shall have
100 no corporate seal.
101

102 5.5 Treasurer
103 The Treasurer shall safely monitor all funds of the Corporation. Those funds shall be paid out only in accordance
104 with the approved annual budget or as may be authorized from time to time by the Board of Trustees. The
105 Board of Trustees shall adopt an annual budget. Extra budget expenditures of the Corporation shall require
106 individual approval by the Board of Trustees. The Treasurer shall have such other powers and perform such
107 other duties as may be prescribed from time to time by the Board of Trustees.
108

109 5.6 Election
110 Officers shall be elected by the Board of Trustees at its Annual Meeting for a two-year term corresponding to
111 the Corporation's fiscal year.
112

113 5.7 Vacancy
114 A vacancy in an office for any reason may be filled by the Board of Trustees for the unexpired term.
115

116 5.8 Removal
117 Any officer may be removed by a majority vote of the Board whenever in its judgment the best interest of the
118 Corporation would be served.
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120 **Article VI: Committees**

121 122 6.1 Committee Structure

123 The Corporation shall have the following standing committees: Executive Committee and Finance Committee.
124 The Board of Trustees shall appoint the Chair of each Committee. The chair of each Committee shall appoint
125 the other committee members in consultation with the Chair of the Board and appropriate management staff.
126 At least one member of the management staff of the Corporation shall be a participating member of each Board
127 Committee but without a vote. In addition, the Board of Trustees may from time to time create and dissolve ad
128 hoc committees, and appoint such Trustees and other persons, as the Board of Trustees deems advisable.
129 Each committee shall determine and schedule the number of regular meetings it will hold each year. Meetings
130 of committees will be called by their respective chairs, or any four members of the committee.
131

132 Unless otherwise provided for in these Bylaws, a majority of the members then serving on a committee
133 constitutes a quorum for the meeting of the committee and the vote of a simple majority of those present at a
134 meeting at which a quorum is present, constitutes an action of the committee.
135

136 A person on any committee may be removed from the committee, either with or without cause, at any time, by
137 resolution of the Board of Trustees. The Board of Trustees in the manner prescribed by these Bylaws for the
138 original appointment to the committee shall fill any vacancy in a committee.
139

140 Emergency meetings of any committee may be held by telephone call or any other means of communication by
141 which all persons participating in the meeting are able to speak with and hear each other, upon at least twenty-
142 four hours notice by telephone or e-mail.

143 Each committee shall keep minutes of the proceedings and report to the Board of Trustees at each of their
144 regular meetings. Each committee shall prepare reports for the Membership as shall be appropriate for the
145 work of the Council.
146

147 6.1.1 Executive Committee

148 An Executive Committee, consisting of the Officers of the Corporation, is hereby established with full power and
149 authority to transact the business and affairs of the Corporation between meetings of the Board of Trustees.
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151 The Executive Committee shall select a chair from among their number. They shall be responsible for
152 nominating Officers and Trustees for election at the next Annual Meeting of the Membership.

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6.2 Finance Committee

A Finance Committee consisting of three (3) members, one of whom shall be a Board Member, shall be appointed annually by the Board to review the accounting records of the corporation and submit their findings to the Board for its approval.

6.3 Other Committees

The Board of Trustees, or the Membership as may be desirable shall establish such other committees.

Article VII: Membership

The Regional Council shall have membership representing the continuum of care across the system. To further the work of the Council and to meet the requirements of Statute and Administrative Code, this Corporation shall have general membership which will reflect the major providers of emergency medical services and trauma care in King County and other interested individuals (reference Central Region EMS and Trauma Care Council Membership Roster). Membership shall consist of those entities specified in RCW 70.168.120 (2). Members shall be recommended by the Council and appointed by the Secretary of the Washington State Department of Health.

7.1 Application for membership

Those applying for membership, shall be recommended to the Secretary of the Department of Health by the Board of Trustees. Application letters and replacement letters will request designation of an alternate and stress need for all representatives to have authority to act and vote on behalf of the organization which they represent.

7.2 Meetings of the Membership

The Membership shall meet at least quarterly. Special Meetings may be called by the Chair upon request of 40% of the membership, or upon order of the Board of Trustees. Notice must be delivered at least 24 hours prior to such special meeting.

The first meeting of the Membership after the start of a new fiscal year, shall be designated the Membership's Annual Meeting.

7.3 Attendance Requirements

Attendance is strongly encouraged at a minimum of 80% of Council meetings. However due to the nature of member work duties it is understandable that an unanticipated absence may occur. If unable to attend, members are encouraged to review minutes and provide an alternate.

190 7.4 Voting:
191 Each position, as defined by the Central Region EMS and Trauma Council Structure that is represented at the
192 meeting is entitled to a single vote.

194 **Article VIII: Administration**

195 8.1 Fiscal Year
196 The fiscal year of the Corporation is from July 1, to June 30.

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198 8.2 Loans
199 The Corporation shall make no loans to any officer or Trustee, or Member.

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201 8.3 Parliamentary Authority
202 The rules contained in the current edition of Robert’s Rules of Order (Revised) shall govern the meetings of the
203 Membership and the Board of Trustees in all cases in which they are applicable and in which they are not
204 inconsistent with these Bylaws or any specials rules of order the meetings shall adopt.

205
206 8.4 Amendments
207 These Bylaws may be amended by a vote of two-thirds of the General Membership of the Corporation at any
208 regular meeting of the Council, provided that notice of intent to amend, and a copy of the proposed
209 amendment are provided to each member, in writing, at least thirty (30) days prior to the meeting at which a
210 vote may take place.

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214 Adopted this _____ day of _____, 20_____.

215
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217 _____
218 Chair