



W e s t c h e s t e r
R e g i o n a l
E m e r g e n c y
M e d i c a l
S e r v i c e s
C o u n c i l

*** BY-LAWS ***

Adopted: June 2001
Amended: March 2002
January 2003
March 2004

WESTCHESTER REGIONAL E.M.S. COUNCIL, INC.

ARTICLE I NAME AND POWER

SECTION 1 (NAME)

The name of this organization shall be the Westchester Regional E.M.S Council, Inc. It shall hereinafter be referred to as the "Council".

SECTION 2 (POWER and AUTHORITY)

The Council shall have the power to:

- A. Coordinate emergency medical services programs within Westchester County;
- B. Have a seal and alter the same at pleasure;
- C. Acquire, lease, hold, and dispose of real and personal property or any interest therein for its purposes;
- D. Make and alter by-laws for its organization and internal management, and rules and regulations governing the exercise of its powers and the fulfillment of its purposes under NYS PHL Article 30; such rules and regulations must be filed with the Secretary of State and the New York State EMS council;
- E. Enter into contracts for employment of such officers and employees as it may require for the performance of its duties; and to fix and determine their qualifications, duties, and compensation, and to retain and employ such personnel as may be required for its purposes; and private consultants on a contract basis or otherwise, for the rendering of professional or technical services and advice;
- F. Enter into contracts, leases, and subleases and to execute all instruments necessary or convenient for the conduct of its business, including contracts with the commissioner and any state agency or municipal entity; and contracts with hospitals and physicians for the purposes of carrying out its powers under this article;
- G. Undertake or cause to be undertaken plans, surveys, analyses and studies necessary, convenient or desirable for the effectuation of its purposes and powers, and to prepare recommendations and reports in regard thereto;

- H. Fix and collect rents, fees and other charges for the use of its equipment and the use of its services;
- I. Contract for and to accept any gifts or grants, subsidies, or loans of funds or property or financial or other aid in any form from the federal or state government or any agency or instrumentality thereof, or from any other source, public or private, and to comply, subject to the provisions of the public health law, with the terms and conditions thereof; provided, however, that the Council may contract for payment of debt evidenced by bonds or notes or other evidence of indebtedness, either directly or through a lease purchase agreement;
- J. Recommend to the appropriate state agency approval of training course sponsors within Westchester County, and to develop, promulgate and implement annually an EMS training plan which addresses our needs;
- K. Enter into contracts or memoranda of agreement with other regional councils to provide services in a joint or cooperative manner;
- L. Establish a Program Agency either on its own or in contract with another organization as defined in NYS PHL Article 30;
- M. Procure insurance against any loss or liability in connection with the use, management, maintenance, and operation of its equipment and facilities, in such amounts and from such insurers as it reasonably deems necessary;
- N. Appoint a regional EMS medical director;
- O. Approve regional medical advisory committee nominees and appoint the chairperson of said committee;
- P. Provide focused technical assistance and support to those voluntary ambulance serviced operating under exemptions, to assist such services in progressing toward the uniform standards established pursuant to this section. Such assistance and support shall include, but not be limited to, volunteer recruitment and management training;
- Q. Do all things necessary, convenient and desirable to carry out its purposes and for the exercise of the powers granted to it by NYS PHL Article 30.
- R. Make determinations of public need for the establishment of new or additional emergency medical services as provided in NYS PHL Article 30. Such determinations shall be made by an affirmative vote of a majority of all of those members consisting of voting members;
- S. Make determinations of transfer of operating authority certificates of ambulance services and advanced life support first response services;

- T. Interface with the Departments of Health, the New York State Emergency Medical Services Council, and with interacting agencies of various federal and state programs pertaining to emergency medical services;
- U. To grant an exemption from the staffing standards as outlined in NYS PHL Article 30.
- V. To perform such other duties and functions as may be promulgated in the public health law or in the state emergency medical services code.

ARTICLE II MEMBERSHIP

SECTION 1 (DISTRIBUTION and RESIDENCY)

- A. The Council shall consist of not less than 15 and not more than 30 members
- B. At least one-third of the Council members shall represent ambulance services and the remaining membership of the Council shall consist of, but not limited to, representatives of existing local emergency medical care committees, physicians, nurses, hospitals, health planning agencies, fire department emergency and rescue squads, public health officers and the general public.
- C. The county EMS coordinator established pursuant to section two hundred twenty-three-b of the county law of any county in the region shall serve as an ex-officio member of the Council. A county EMS coordinator can serve as a voting member if so nominated in accordance with Article II, Section 1, paragraph 2 above.
- D. The chairperson of the Regional Emergency Medical Advisory Committee, as established pursuant to NYS PHL Article 30, shall serve as an ex-officio member of the Council. The REMAC chairperson can serve as a voting member if so nominated in accordance with Article II, Section 1, paragraph 2 above.
- E. All Council members and alternates shall reside in Westchester County.

SECTION 2 (VOTING)

- A. Each Council member is entitled to one vote on any issue brought before the Council whereupon a vote is necessary. The member must be present and accounted for at the Council meeting to exercise the voting privilege. Proxy votes are not allowed.
- B. Each Council member shall be entitled to designate one alternate member, preferably from his or her constituency. An alternate member

may not hold office, nor chair a standing committee. Alternates may vote on Council matters in the absence of a Council member.

SECTION 3 (APPOINTMENTS and TERMINATION)

- A. Appointments to Council membership shall be for a term of four (4) years. In the first four (4) years of the council's existence, the Executive Committee will develop a method of staggering the terms of the Council's membership. This system will stagger the terms so that no more than eight (8) Council Members will expire in any given year. The resulting terms for membership will expire at the end of the stated calendar year.
- B. Each Council member sits on the Council at the pleasure of the Executive Committee and the Council as a whole. The Executive Committee may request termination of a delegate's membership. Concurrence by the member may be evidenced in writing or by failure to respond within ten days after notification by certified mail of the right to be heard. At the member's request, exercise of the appeal procedure shall follow timely notification to the member by certified mail of a hearing before the Executive Committee. Resultant findings and recommendations of the Executive Committee shall be reported for Council action at its next regular or special meeting.
- C. In the event of a member's unexcused absence from three consecutive regularly scheduled Council meetings, the Secretary shall so notify the Executive Committee and may request the nomination of a replacement. In the event of a member's excused absence from four consecutive regularly scheduled Council meetings, the Secretary shall so notify the Executive Committee and may request the nomination of a replacement. An excused absence is recorded when a delegate notifies the Chair or his designee about the intended absence at least three hours prior to the scheduled meeting.
- D. A Council member may resign by submitting a letter of such resignation to the Secretary and to the Executive Committee, allowing thirty days for appropriate action.
- E. Vacancies attributable to uncompleted Council membership terms shall be filled, for the duration of the term, by designation of the Executive Committee. Nominations may be made in writing, signed by a sponsoring Council member and/or an official from a constituency agency listed in Article 2, Section 1, B, and shall be considered at the next Executive Committee Meeting immediately following receipt by the Council Secretary.
- F. Nominations for annually expiring Council membership terms shall be made in writing, signed by a sponsoring Council member and/or an official from a constituency agency listed in Article 2, Section 1, B. Current Nominations must be submitted thirty (30) days prior to the last Council

meeting of each calendar year. Appointments shall be voted upon at the last meeting following receipt by the Council Secretary and determination of the nominee's eligibility as per Article 2, Section 1, by the Executive Committee. Notice of qualification shall be mailed within ten (10) days to each new member and the sponsoring Council member and/or constituency agency. Voting rights shall become effective immediately upon Council approval of nominees.

- G. All Council Members are required to actively participate on at least one (1) standing committee. Selection of a committee affiliation will be expected by the next meeting following appointment. The Executive Committee shall assign Council members to committee work as is necessary and will assess committee membership annually.

ARTICLE III OFFICERS

SECTION 1 (ELECTED OFFICERS)

Elected officers of the Council shall be the Chair, Vice Chair, Secretary and Treasurer. Each officer shall be a member of the Council and represent a different sponsoring agency. They shall hold office for a term of one year, or until their successors shall be duly elected.

SECTION 2 (OFFICER DUTIES)

- A. The Chair shall call and preside at all Council meetings and shall be an ex-officio member of all committees. In addition to specific references contained in the Council By-Laws, the Chair's duties shall follow Roberts Rule of Order, under the section entitled "Chairman or President".
- B. The Vice Chair shall assist the Chair in the discharge of duties of office and shall preside in the absence of the Chair. When so presiding, the Vice Chair shall have all the authority of the Chair.
- C. The Secretary shall act as secretary of the Council and shall be responsible for the accurate recording and reporting of the minutes of the Council and for the maintenance of records pertaining to Council business.
- D. The Treasurer shall be bonded in an amount commensurate with the responsibility of the office, shall have custody of all funds, shall present a true and accurate accounting of all financial transactions to the Council and shall be accountable for the proper management of fiscal obligations.

SECTION 3 (SUCCESSION)

- A. In the event of a vacancy in the office of Chair, the Vice Chair shall assume that office for the remainder of the term. A special election to fill the office of Vice Chair shall be called within (30) thirty days.
- B. Election to remedy a vacancy in any other office shall take place no later than the second succeeding regular meeting of the Council, following the creation of that vacancy.
- C. Tenure to appointed office holders shall continue until their successors have been appointed.

ARTICLE IV
COMMITTEES

SECTION 1 (EXECUTIVE COMMITTEE)

- A. The Executive Committee shall consist of the following Council members:
 - i. The elected Council officers;
 - ii. Chairpersons of all standing committees;
 - iii. The Council's delegate to the New York State EMS Council.
- B. The Executive Committee shall oversee all standing committee functions, shall be aware of the continuing needs of the Council and the services to be performed, and shall facilitate implementation of Council action. Between meetings of the Council, the Executive Committee shall have authority to attend to the routine affairs of the Council.
- C. The Executive Committee shall serve as the Personnel Committee of the Council. Action taken by the Executive Committee shall be reported to the Council at its next regular meeting and shall be subject to approval. Denial of ratification shall require the vote of two-thirds of those members present and voting.
- D. A quorum of the Executive Committee must be present to conduct business. The presence of a majority of the Executive Committee shall constitute a quorum.
- E. The Chair shall preside at meetings of the Executive Committee.

SECTION 2 (REPRESENTATION and CHAIRPERSON APPOINTMENT)

- A. The Chair shall appoint the chairpersons of all standing and special committees, subject to the approval of the Council's general membership.

- B. Chairpersons of all standing committees shall be current regular or ex-officio members of the Council. Chairpersons of special committees need not be Council members, as may be determined by the Chair.
- C. Committee membership is not restricted to Council members. Interested parties, who may significantly enhance committee expertise, may be appointed by the Executive Committee.
- D. Reports of committee activity shall be made in writing to the Council Secretary at regular Council meetings for inclusion in the minutes. Verbal reports shall be limited to matters that may require Council action.
- E. Standing committees shall formulate plans, policies and procedures for their areas of concern and shall submit proposals and recommendation to the Council for approval prior to implementation.

SECTION 3 (STANDING COMMITTEES)

The standing committees of the Council shall be as follows:

A. Communications

The Communications Committee shall receive, formulate and evaluate plans for the advancement of emergency medical services communications in the region. The committee shall present plans to the Council and to the appropriate agencies as required and shall act in behalf of the Councils in communications development.

The committee shall also assist the Executive Director in the development, publishing and distribution of a newsletter on a periodic basis, but not less than annually.

B. Training and Education

The Training and Education Committee shall coordinate and supervise training and skill maintenance of pre-hospital EMS personnel within the region. This committee shall be responsible for the implementation of training programs in compliance with government and regional requirements.

C. Public Information and Education

Preparation and distribution of information concerning emergency medical services and Council activity will be a primary responsibility of the Public Education and Information Committee, which shall represent the Council in its relationship with the news media and the public. The Public Information and Education Committee shall have the primary responsibility of preparing and distributing information concerning emergency medical

services on behalf of the Council. The committee shall represent the Council in its relationship with the news media and the public.

D. Legislative and By-Laws

The Legislative and By-Laws Committee shall present to the Council its analysis and recommendations concerning Federal, State and local proposed or enacted legislation, rules or regulations concerning emergency medical services. As directed, the committee shall act in the Council's best interest in with regard to regulatory matters. This committee shall prepare a legislative agenda for the Council annually. This committee shall also prepare and present by-laws amendments for Council approval as required.

E. Transportation

The Transportation Committee shall develop programs in anticipation or recognition of needs for emergency medical response and transportation in the region. The committee shall recommend to the Council on issues concerning the interface of Transportation with Communications and Medical Control. In accordance with governing criteria, the Transportation Committee shall review and report to the Council on applications for new or expanded ambulance services and applications for the transfer of operating authority within the region.

F. Regional Emergency Medical Advisory Committee (REMAC)

REMAC shall develop and implement a Regional Medical Control Plan that incorporates the following:

- i. Develop policies, procedures and triage, treatment and transportation protocols which are consistent with the standards of the State Emergency Medical Advisory Committee (SEMACE) and which address specific local conditions;
- ii. Review the credentials of physicians and approve those, as appropriate, to provide on-line medical control;
- iii. Review the credentials of pre-hospital EMS personnel and approve those, as appropriate, to provide pre-hospital care;
- iv. Develop a fair process to remove the practice privileges of pre-hospital and hospital EMS care-givers;
- v. Coordinate the development of regional medical control systems;
- vi. Participate in quality improvement activities addressing system-wide concerns;

- vii. Make recommendations to the Council on proposed new pre-hospital or hospital ALS providers;
- viii. Nominate to the New York State Commissioner of Health a physician with demonstrated knowledge and experience in emergency medical services to serve on SEMAC;
- ix. Annually, nominate to the Council, for the Council's consideration and approval, a physician to serve as REMAC Chairperson.

G. Finance

The Finance Committee shall be responsible for the tracking of revenues and expenditures against the Council's operating budget. Annually, it will prepare and recommend to the Council an operating budget. The committee shall be chaired by the Council Treasurer.

H. Policies and Procedures

The Policies and Procedures Committee will be responsible for developing and recommending to the Council a manual of all policies and procedures relevant to Council operation and function. This manual will include all policies and procedures of both the Council and Program Agency.

I. Nominating Committee

- i. Annually, at the March meeting, the Chair shall designate three (3) representatives to the Nominating Committee, each of whom shall be a Council member in good standing. Said delegates shall each have one vote. The committee shall elect its own chairperson. It shall be the responsibility of the committee to prepare a slate of officers for submission at the May meeting. A report of this slate shall be sent with written notice of the May meeting to all Council members by the Council Secretary.
- ii. Additional nominations may be made from the floor at the May meeting for any office being voted upon, provided consent of the nominee has been expressed in writing prior to the meeting. A report of the entire slate of candidates shall be sent with written notice of the annual June meeting to all Council members by the Council Secretary.
- iii. Voting for the officer positions shall take place at the annual meeting in June. In the event that no contest for an office exists, the Secretary shall cast one ballot for the candidate following a motion to that effect duly made and seconded and acted upon. Voting on contested offices shall be by secret ballot. It shall be the responsibility of the Nominating Committee to assure voting compliance with Article II, Sections 1, 2 and 3 of the By-Laws.

SECTION 4 (SPECIAL COMMITTEES)

The Chair may appoint special committees to accomplish specific purposes that are not included in or are foreign to the scope of activity or responsibility of existing committees as designated by the By-Laws. Upon completion of the task for which formed, said committees shall be discharged.

ARTICLE V
MEETINGS

SECTION 1 (REGULAR MEETINGS)

- A. Regular meetings of the Council shall be held at least during the months of September, November, January, March, May and June at such time and at such place as the Council may from time to time determine. Notice of all regular meetings shall be given by mail or delivered personally to each member of the Council not less than (10) days but not more than (30) days before the meeting.
- B. The established order of business for regular meetings of the Council shall be:
 - i. Call to order and roll call;
 - ii. Reading and approval of minutes;
 - iii. Communications and announcements;
 - iv. Officer reports;
 - v. Committee reports;
 - vi. Unfinished business;
 - vii. New business;
 - viii. Adjournment.

SECTION 2 (ANNUAL MEETING)

- A. The annual meeting of the Council shall be held during the month of June at such time and place as the Council shall determine. Written notice of the annual meeting shall be sent to all members not less than ten (10) days, but not more than thirty (30) days before the meeting.
- B. The established order of business for the annual meeting of the Council shall be:
 - i. Call to order and roll call;
 - ii. Annual report of the Chair;
 - iii. Annual report of the Treasurer;
 - iv. Election of officers;
 - v. Other business of the meeting;
 - vi. Adjournment.

SECTION 3 (SPECIAL MEETINGS)

Special meetings of the Council may be called at the discretion of the Chair or upon a request in writing of one-third of the members of the Council. Notice of the time and place of such special meeting shall be given to all Council members at least (5) days prior to such meeting.

SECTION 4 (COMMITTEE MEETINGS)

- A. Committee meetings shall be held at the request of the committee chairperson, the Chair or the Executive Committee.
- B. Notice of committee meetings shall be given by mail or delivered in person to each committee member not less than ten (10) but not more than thirty (30) days before the meeting.

SECTION 5 (MEETING NOTICES)

- A. Notification of all committee meetings shall be the responsibility of the Executive Director.
- B. The mailing postmark date of any meeting notice shall represent the receipt date of the meeting notice.

SECTION 6 (QUORUM)

- A. A majority of the members of the Council shall constitute a quorum.
- B. Each member shall be entitled to cast one vote. No absentee or proxy vote shall be honored. A majority of votes cast shall be required to decide any issue unless specifically stated otherwise in the By-Laws.

**ARTICLE VI
AMENDMENTS**

These By-Laws may be amended at any regular meeting of the Council by a two-thirds vote of the members present and voting provided that the proposed amendment has been submitted in writing to the Secretary and read at the previous meeting. A copy of the proposed amendment shall have been provided to each member at least ten days prior to the meeting at which it is to be voted upon.

Amendments become effective upon adoption unless otherwise stated in the motion to adopt.

ARTICLE VII
RULES OF ORDER

The parliamentary authority for guidance of the Council shall be “Robert’s Rules of Order, Revised” which shall govern as applicable and as consistent with the By-Laws.

ARTICLE VIII
CONFLICT OF INTEREST

No officer or member of the Council may vote on any matter in which he or she has a pecuniary interest.

When an officer or member of the Council is uncertain as to whether a conflict of interest exists, he or she shall disclose the matter to the full Council, which shall decide whether a conflict of interest exists.

ARTICLE IX
REPRESENTATIVE TO THE STATE EMS COUNCIL (SEMSCO)

The members of the Council shall choose a delegate to represent the Council at all state EMS Council (SEMSCO) meetings. Nominees shall be identified from the membership at large. If more than one nominee exists, a paper-ballot vote shall be held.

The delegate shall designate an alternate to the SEMSCO upon the occasion that he or she is unable to attend.

If no delegate has been named, or both the delegate and alternate are unable to attend a SEMSCO meeting, the Chair shall function as the delegate for the Council.