

Peninsulas Emergency Medical Services Council, Inc.
Bylaws
Revised March 16, 2022

ARTICLE I - Name

The name of this Corporation shall be the Peninsulas Emergency Medical Services Council, Inc.

ARTICLE II - Governance

The Corporation shall be governed by its Articles of Organization, by these Bylaws, and by the Corporation's Policies and Procedures. The powers of the Corporation and of its directors and members, and all matters concerning the conduct and regulation of the affairs of the Council shall be subject to such provisions as are set forth in these documents as from time to time are amended, provided they remain consistent with the Corporation's 501 (c) (3) designation of the Internal Revenue Code.

ARTICLE III – Mission Statement

The primary mission of the Peninsulas Emergency Medical Services Council, Inc. is to assist local emergency medical services components and to assess, identify, coordinate, plan and implement an efficient and effective regional emergency medical services delivery system in partnership with the Virginia Office of EMS and the Virginia EMS Advisory Board.

ARTICLE IV – Area to be served

The Corporation shall serve the areas consisting of the following political subdivisions of the Commonwealth of Virginia:

- Essex County
- Gloucester County
- Hampton City
- James City County
- King & Queen County
- King William County
- Lancaster County
- Mathews County
- Middlesex County
- City of Newport News
- Northumberland County
- City of Poquoson
- Richmond County
- Westmoreland County
- City of Williamsburg
- York County

The corporation may serve additional political subdivisions as may be authorized upon a majority vote of the Board of Directors.

ARTICLE V - Board of Directors

Section 1 - Membership

Members of the Board of Directors, hereinafter referred to as the Board, shall be elected in accordance with the Articles of Incorporation and the following provisions. All members of the Board shall serve as representatives of the public and in the public interest. They shall represent the entire region served by this Corporation and shall vote for the best interest of the area as a whole.

Section 2 - Powers

The Board shall have all powers inherent to corporate directors including but not limited to the following:

- Manage and administer the affairs of the Corporation, each director being entitled to one vote.
- Elect the members of the Board and officers of the Corporation as provided in the Articles of Incorporation and these Bylaws.
- Appoint such committees as it may deem expedient for the carrying out of the objectives of the Corporation and as may be consistent with these Bylaws and to terminate the authority of any such committee at any time.
- Arrange for the raising of funds to support the program of the Corporation and to control the disbursement of these funds.
- Employ and authorize the employment of such persons, as it may deem necessary or appropriate for the successful execution of the objectives of the Corporation.
- Enter into such agreements with any government or private philanthropic agencies and public and private consulting organizations as, in its judgment, will further the objectives of this corporation.
- Otherwise perform such acts and functions which will further the objectives and purposes of the Corporation which are not inconsistent with the Articles of Incorporation or these Bylaws.

Section 3 - Composition, Election, Terms of Office and Vacancies

The Board shall be composed of up to twenty-nine (29) voting members nominated by the cities and counties, licensed emergency medical services agencies, operational medical directors, and hospital facilities within the region served by the Peninsulas Emergency Medical Services Council, Inc, and the Board as follows:

- Licensed Emergency Medical Services Agencies - 4
Four directors shall be nominated by the EMS Operations Committee representing the designated emergency response agencies from the cities and counties within the region served by the Peninsulas Emergency Medical Services Council, Inc.; two directors shall serve from the Virginia Peninsula (Cities of Hampton, Newport News, Poquoson and Williamsburg, and the Counties of James City and York), one director shall serve from the Middle Peninsula (the Counties of Gloucester, King and Queen, King William, Mathews, Middlesex and Essex), and one director shall serve from the Northern Neck Peninsula (the Counties of Lancaster, Northumberland, Richmond and Westmoreland).
- Operational Medical Directors -1
One director shall be nominated by the Medical Advisory Committee.

- Hospital Facilities - 8

One Director shall be nominated by each regional hospital: Riverside Regional Medical Center, Riverside Walter Reed Hospital, VCU Tappahannock Hospital, Sentara Careplex Hospital, Bon Secours Mary Immaculate Hospital, Sentara Williamsburg Regional Medical Center, Bon Secours Rappahannock General Hospital, and Riverside Doctor's Hospital Williamsburg.

- City/County Government – 3

Three directors shall be nominated by the Board to represent local governments from cities and counties within the region served by the Peninsulas Emergency Medical Services Council, Inc. One director each shall be nominated from the Peninsula, the Middle Peninsula and the Northern Neck.

- Business – 3

One director from each Peninsula shall be nominated by the Board to represent businesses located within the region served by the Peninsulas Emergency Medical Services Council, Inc.

- Financial Institution – 1

One director shall be nominated by the Board who is representative of financial institutions located within the region served by the Peninsulas Emergency Medical Services Council, Inc.

- At Large – up to 6

Any Board member may nominate At Large Members. The Board may appoint up to six (6) At Large members.

- State EMS Advisory Board – 1 (Non-Voting)

The Council representative appointed by the Governor to the State EMS Advisory Board shall serve as a non-voting member unless that member is concurrently serving on the Board as a voting member.

- Regional Medical Director – 1

Directors shall normally serve three-year terms of office, beginning on the date of election, and may serve consecutive terms. The Advisory Board representative's term shall be concurrent with the Governor's appointment.

Vacancies shall be filled for the unexpired portion of the term at any regular or special meetings, on receipt of a nomination by the appropriate committee or agency.

A Director may be removed from office, for cause, at any meeting of the Board of Directors duly called and at which a quorum is present, by a majority of the Directors then in office. The Board of Directors shall have the power to remove a Director from office for absence from meetings of the Board. The Board of Directors shall provide written notice to a hospital or committee should its director be absent from two (2) consecutive meetings of the Board. Such written notice shall specify that the director who has been absent from two (2) consecutive meetings of the Board shall be removed from office if he/she is absent from a third consecutive meeting of the Board without sufficient justification.

ARTICLE VI - Officers

Section 1 - Membership

The officers shall be elected annually by and from the directors, except as hereinafter stated, and shall consist of the following members:

- President
- Vice-President
- Treasurer
- Secretary (Corporation's Executive Director)

The Board shall elect officers other than the Secretary for one-year terms of office at the organization meeting, and at annual meetings, which are held in 1st quarter of the financial year. They shall serve until their successors are elected and take office, and may serve consecutive terms. The secretary holds office at the Board's pleasure.

Section 2 - The President

The President shall preside at meetings of the Board, have the power to make and execute contracts in the ordinary business of the Corporation and for and in the name of the Corporation to execute other legal instruments when authorized by the Board. The President shall appoint the members of all committees of the Board (unless otherwise specified in these Bylaws or by the resolution of the Board), and shall have such other powers and duties as may be assigned by the Board.

Section 3 - The Vice-President

The Vice-President shall exercise all of the powers and perform all of the duties of President during the latter's absence or inability to act, or should the office of President be vacant.

Section 4 - The Treasurer

The Treasurer shall have general supervision over the care and custody of the funds and securities of the Corporation and shall be Treasurer of the Corporation, shall deposit the same or cause to be deposited in the name of the Corporation in such banks or other depositories as the Board directs, shall cause the funds of the Corporation to be disbursed by checks or drafts upon the authorized depositories of the Corporation, and shall cause to be taken and preserved proper vouchers for all funds disbursed.

The Treasurer shall keep or cause to be kept full and accurate accounts of all receipts and disbursements of the Corporation, and shall present to the Board, whenever requested, a complete report of receipts and disbursements and of financial conditions. Additionally, the Treasurer shall perform such other duties as may be assigned from time to time by the Board.

Section 5 - The Secretary

The Secretary (who is also the Corporation's Executive Director) shall keep minutes of all meetings of the Board and its Executive Committee, be responsible for giving and serving all notices of meetings of the Board and perform all other duties incident to the office of Secretary. The Secretary shall have such powers and duties as may be assigned by the Board.

Section 6 Vacancies

A vacancy in any office shall be filled for the unexpired term by the Board at any regular or special meeting.

ARTICLE VII - Committees

Section 1 - Executive Committee

Membership of the Executive Committee shall be comprised of the President, Vice President, Secretary (Non-voting), Treasurer, the Regional Medical Director and any two directors elected by the Board. The Executive Committee shall have such powers and duties as assigned by the Board.

Section 2 - Standing Committees

The Standing Committees of the Council shall include:

- The EMS Operations Committee

The EMS Operations Committee is a standing committee of the board of directors representing the emergency medical leadership throughout the PEMS region. The committee promotes communication and cooperation among the members of the EMS community and with system partners. The committee provides general regional coordination and collaboration using compromise and consensus, which neither oppress the minority nor sacrifice delivery of quality patient care.

The EMS Operations Committee membership shall include:

- One individual from each of the cities and counties within the region served by the Peninsulas Emergency Medical Services Council, Inc, representing. The individuals shall represent all of the designated emergency response agencies from their city or county.
- One representative from each of the main hospital systems within the region served by the Peninsulas Emergency Medical Services Council, Inc.
- One representative from each of the Virginia licensed helicopter emergency medical services agencies regularly serving the region served by the Peninsulas Emergency Medical Services Council, Inc.

The EMS Operations Committee shall nominate four directors representing the designated emergency response agencies from the cities and counties within the region served by the Peninsulas Emergency Medical Services Council, Inc.; two directors shall serve from the Virginia Peninsula (Cities of Hampton, Newport News, Poquoson and Williamsburg, and the Counties of James City and York), one director shall serve from the Middle Peninsula (the Counties of Gloucester, King and Queen, King William, Mathews, Middlesex and Essex), and one director shall serve from the Northern Neck Peninsula (the Counties of Lancaster, Northumberland, Richmond and Westmoreland). The Committee selects a Chairman and Vice Chair annually. Only those individuals representing licensed EMS agencies are voting members.

- Medical Advisory Committee

The Medical Advisory Committee shall develop, maintain, implement, expand and improve programs of medical control and accountability; coordinate the development and maintenance of regional medical treatment protocols. Additionally, the Medical Direction Committee shall develop, maintain, and implement medical oversight of EMS education, training and testing for all levels of EMS certification within the region. The policies and protocols established by the Committee represent a major part of the legal "standard of care" for the provision of prehospital

emergency medical services within the geographic boundaries of the Peninsula, Middle Peninsula and Northern Neck.

The Medical Advisory Committee membership shall include:

- all active Operational Medical Directors of licensed EMS agencies located within the region served by the Peninsulas Emergency Medical Services Council, Inc.;
- any other licensed Physicians the Chair deems to designate who shall serve in an At-Large capacity.
- An Emergency Nurses Association representative
- A Registered Pharmacist;
- Three EMS representatives selected by the EMS Operations Committee.

The Committee shall nominate one Operational Medical Director Member to the Board of Directors. The committee selects a Chairman and Vice Chair annually. Only Physicians are voting members of the Medical Advisory Committee.

- **Peninsulas Inter-facility Cooperation Organization**

The PICO shall coordinate and support a regional system for the EMS Supply Exchange Program as well as to coordinate and support a regional trauma system; system hospital MCI support a system for hospital diversion and other hospitals activities related to EMS care.

The Peninsulas Inter-facility Cooperation Organization (PICO) membership shall include:

- One hospital administrator, or designee, from each of the region's hospitals with full-service emergency departments;
- One emergency department directors or designee from hospitals with full-service emergency departments located within the region served by the Peninsulas Emergency Medical Services Council, Inc,
- And an EMS Representative from the EMS Operations Committee.

The Committee selects a Chairman and Vice Chair annually. Only hospital representatives are voting members of the Peninsulas Inter-facility Cooperation Organization.

Section 3 - Other Committees

Other committees will be established by resolution of the Board as required to carry out the purposes of the Corporation.

Section 4 - Meetings of the Standing Committees

Meetings of the Standing Committees will be held at least quarterly, at dates, times and places established by the Committee Chair. The Chair may call special meetings of the Standing Committees. Notice of regular and special meetings shall be sent by the Chair of each Standing Committee at least seven days before each meeting. Such notice will include an agenda for the meeting.

ARTICLE VIII – Meetings

Section 1 - Meetings of the Board of Directors

Meetings of the Board will be held at least quarterly, at dates, times, and places established by the President. The President may call special meetings of the Board, and a special meeting of the Board may be called on the written request of any four directors.

Section 2 - Notice of Meetings

Notice of annual, regular, and special meetings of the Board of Directors shall be sent by the Secretary to each director at least seven days before each meeting. Such notice will include an agenda for the meeting.

Special meetings, by their very nature, may be announced without agenda. However, every reasonable effort will be made to appropriately apprise Directors of the subject matter and available background information. The Secretary is responsible for providing written minutes for each meeting within 10 working days of the meeting.

Section 3 - Quorum

One-third of the filled Board positions constitutes a quorum. Three members of the Executive Committee, which includes either the President or the Vice President, constitute a quorum. For all Standing Committees, a minimum of 3 voting members constitutes a quorum. Less than a quorum may adjourn a meeting of the Board.

Section 4 - Voting

Each Director is entitled to one vote at Board meetings, and each voting member of a committee is entitled to one vote at committee meetings. A majority vote of those voting members present is required on all actions by the Board and the Committees. Directors and committee members may only be considered present and able to vote by one of the following methods: (A) Being physically present at a meeting; (B) Participating in consideration of a matter via teleconference.

ARTICLE IX - Annual and other Reports

The President, Secretary and Treasurer shall present to the Board annually a report, verified by them, showing the whole amount of real and personal property owned by the Corporation, where located, and where and how invested, the amount and nature of the property acquired during the year immediately preceding the date of the report and the manner of its acquisition;

- the amount applied, appropriated or expended during such year, and the purposes, objects and persons to or for which such application, appropriations and expenditures have been made;
- and the names and addresses of the directors of the board and officers of the Corporation.

This report shall be filed with the records of the Corporation and an abstract thereof entered in the minutes of the proceedings of a meeting of the Corporation.

The Board shall also publish at least annually a report or reports adequately summarizing the activities of the Corporation and shall make such reports and the financial report specified above available to each director of the Board, the participating political subdivisions served, and shall otherwise cause these reports to be given wide distribution in the member communities.

ARTICLE X - Executive Director

The Board shall be empowered to employ an Executive Director at compensation levels established by the Board who will be granted the authority, within budgetary limitations approved by the Board of Directors, to employ other staff as necessary for conducting the business of the Corporation. The Executive Director shall serve at the pleasure of the Board.

ARTICLE XI - Conflicts of Interest

- Section 1 - Conflict of Interest

A conflict of interest on the part of a Director, Officer, or member of an ad hoc or standing committee (henceforth called "committee member") with respect to an issue means the Director, Officer, or committee member has a material and direct personal or financial interest on the issue that is not common to Members generally, and includes, but is not limited to, a personal relationship with a person involved in the issue (spouse, ancestor, lineal descendant, the spouse of lineal descendant, and any other person who resides in the same household); a material business relationship (contractual or professional) with a person involved in the issue; current employment by the organization, association, or other such entity or person involved in the issue; or a financial interest in the issue.

- Section 2 - Announcement

A Director, Officer, or committee member shall announce the existence of a Conflict of Interest or possible Conflict of Interest on his or her part with respect to an issue before the Executive Committee or any of its committees prior to the beginning of discussion of such issue or as soon thereafter as the Director, Officer, or committee member determines that there may be a Conflict of Interest.

- Section 3 - Determination

If a Director, Officer, or committee member is uncertain whether a Conflict of Interest exists, he or she shall bring the matter to the attention of the Executive Committee, who shall determine if a Conflict of Interest exists.

- Section 4 - Recusal

A Director, Officer, or committee member with a Conflict of Interest may not vote on the issue, and the minutes of the meeting shall reflect the existence of a Conflict of Interest and any vote of such Director, Officer, or committee member shall be recorded as an abstention.

- Section 5 - Violation

Violation of these provisions shall be grounds for immediate expulsion from the organization, pending review by the Board.

- Section 6 - Political Activities

The Peninsulas Emergency Services Council shall not participate or intervene in any political campaign on behalf of any candidate for public office without offering an equal opportunity to other candidates. Any member of the Peninsulas Emergency Services Council who engages in the above activities as a representative of or in the name of the Peninsulas Emergency Services Council shall be subject to immediate expulsion from the organization by the Board.

ARTICLE XII - Indemnification of Officers and Directors

The Peninsulas Emergency Services Council shall indemnify its officers and directors for civil or administrative actions, suits, proceedings, or investigations to which they are made or threatened to be made a party by any person other than the Council itself. As used herein the term “person” includes any individual, artificial entity, government agency, or government officer. To be entitled to indemnification by the Council, as the terms are defined below, the: 1) officer or director must be a qualified officer or director, 2) amount to be indemnified must be for a qualified cost, and 3) officer or director must give timely notice to the Council.

Section 1: Qualified Officers and Directors - A person is a qualified officer or director when:

- He/She was, is, or is threatened to be made a party, to any threatened, pending, or completed civil or administrative action, suit, proceeding, or investigation,
- Such civil or administrative action, suit, proceeding, or investigation is brought, threatened, or conducted by a person other than the Council,
- Such civil or administrative action, suit, proceeding, or investigation is brought, threatened, or conducted against an existing or former officer or director of the Council by reason of the fact that such existing or former officer or director is or was a director or officer of the Council, and
- In connection with the conduct, which is the basis or subject of the pending or threatened civil or administrative action, suit, proceeding, or investigation, the existing or former officer or director acted in good faith and in a manner reasonably believed by him/her to be in or not opposed to the best interests of the Council. The termination of any civil or administrative action, suit, proceeding, or investigation by judgment or settlement shall not, of itself, create a presumption that the officer or director did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Council.

Section 2: Qualified Costs - A qualified cost includes:

- All expenses, including attorney’s fees, court costs, expert witness fees, and court reporter fees paid or reasonably incurred by a qualified officer or director as a result of or in connection with any civil or administrative action, suit, proceeding, or investigation,
- All judgments, fines, and amounts paid in settlement of or incurred by a qualified officer or director as a result of or in connection with any civil or administrative action, suit, proceeding, or investigation, and
- All expenses actually and reasonably incurred by a qualified officer or director in connection with the successful defense, whether on the merits or otherwise, of any civil or administrative action, suit, proceeding, or investigation.

Section 3: Timely Notice –

As soon as reasonably practicable after an existing or former officer or director becomes aware that he/she was, is or is threatened to be made a party to any civil or administrative action, suit, proceeding, or investigation by reason of being an existing or former officer or director of the

Council, the said officer or director shall notify the President or Secretary of the Council in writing.

Section 4: Exclusions –

The indemnification policy of the Council does not nor shall it be construed to cover or apply to any actions, suits, proceedings, or investigations brought or conducted by the Council against any existing or former officer or director or to any type of criminal investigation or prosecution.

Section 5: Failure to Give Timely Notice –

In the event that an existing or former officer or director fails to give notice to the Council as provided in paragraph Article XII (3) hereof, the Council may, in its discretion, deny indemnification for any or all qualified costs.

Section 6: Advance Payments –

The Board may, in its discretion, authorize the payment of qualified costs incurred in defending any civil or administrative action, suit, proceeding, or investigation in advance of the final disposition of such action, suit or proceeding.

Section 7: Creation of Reserve –

The Board shall establish a reserve of \$10,000 to satisfy its obligations under this policy.

Section 8: Applicability of Policy Determined by When Conduct Occurred –

Without regard to when a civil or administrative action, suit, proceeding, or investigation is actually commenced against an officer or director and notwithstanding that at the commencement of such civil or administrative action, suit, proceeding or investigation such officer or director is no longer a qualified officer or director, this policy shall be applicable if the conduct of the officer or director that gives rise to or is the subject of such civil or administrative action, suit, proceeding, or investigation occurred or was engaged in while this policy was in effect.

Section 9: Policy as Consideration for Service –

This policy shall be deemed consideration by the Council to its officers and directors for their service to the Council and as such a contract between them and the Council. Any changes or amendments to this policy shall be prospective only and shall not affect rights accrued or obligations incurred hereunder prior to the date of any change.

ARTICLE XIII - Execution of Instruments

All checks, bills of exchange, notes or other obligations or orders for payment of money shall be signed in the name of the Corporation by both the Treasurer and the President of the Board, or such other officer or officers as the Board may, from time to time, designate by resolution.

The Treasurer and the President of the Board is are authorized to execute the instruments set forth in these Articles or to otherwise deal with the receipts and payments of funds of this Corporation shall be bonded by the corporate surety bond in an amount not less than the annual budget for this Corporation.

ARTICLE XIV - Fiscal Year

Section 1 - Fiscal Year

The fiscal year of the Corporation shall be from the first of July to the thirtieth day of June, inclusive or such other twelve-month period as the Board may designate by resolution.

Section 2 - Budget

Prior to the close of each fiscal year, the Board shall adopt a budget of income and expense to control the finances of the Corporation during the ensuing fiscal year. The adopted budget for any year may be revised from time to time at any meeting of the Board.

ARTICLE XV – Dissolution and Distribution of Assets

Should it become necessary for Peninsulas Emergency Medical Services Council, Inc to dissolve its organization, it will be done by two-thirds votes of all members and in accordance to State of Virginia and federal regulations.

Upon the dissolution of the Peninsulas Emergency Medical Services Council, Inc, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the IRS code, or corresponding section of any future federal tax code, or shall be distributed to the federal, state or local government which is served the by the Peninsulas Emergency Medical Services Council, Inc. Any such assets not disposed of shall be disposed of by the Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization(s) as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE XVI - Amendments

These Bylaws may be amended or repealed at any meeting of the Board by an affirmative vote of two-thirds of those directors present provided notice of all proposed amendments shall have been emailed to the directors of the Board at least 15 days prior to such meetings.

ARTICLE XVII – Effective Date of the Amended Bylaws

The Board shall review and implement Bylaw changes to ensure the Corporations continuous effectiveness in fulfilling the purposes for which it was created. A review of the Bylaws shall be made each year and their effectiveness reported on in the Annual Report.

Adopted 22 September 1976

Revisions:

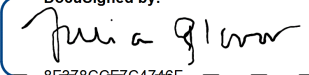
10 April 1970, 22 July 1980, 27 October 1981, 14 January 1986, 29 November 1988, 24 June 1991, 17 March 1998, 31 May 2002, 14 January 2003, 10 December 2008, 16 September 2009, 27

January 2012, 21 March 2012, 16 December 2015, 21 June 2017, September 19, 2018, September 18, 2019, December 15, 2021.

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the Peninsulas Emergency Medical Services Council, Inc. and those Bylaws were duly revised by the Board of Directors of the Peninsulas Emergency Medical Services Council, Inc. on the date set forth below.

Dated: March 16, 2022

DocuSigned by:
 3/18/2022
8F378CCF7C4746F... - - - -

Julia Glover, President