

BYLAWS OF THE NORTH CENTRAL REGION EMERGENCY MEDICAL SERVICES AND TRAUMA CARE  
COUNCIL, a nonprofit corporation

ARTICLE I

OFFICES

The principal office of the North Central Region Emergency Medical Services and Trauma Care Council (hereinafter “the Council”), a nonprofit Washington corporation, shall be located in the city of Wenatchee, County of Chelan. The Council shall have other such offices as the Board of Directors (hereinafter “the Board”) may designate or as the business of the Council may require from time to time.

The registered office of the Council required by the Washington Nonprofit Corporation Act to be maintained in the State of Washington may be but need not be, identical with the principal office of the Council in the State of Washington and the address of the registered office may be changed from time to time.

ARTICLE II

PURPOSES OF THE COUNCIL

The Council has been organized to carry out the purposes of the Emergency Medical Services and Trauma Care System Act (hereinafter the “Act”) by assisting Washington State Department of Health (hereinafter “the Department”) within the counties of Chelan, Douglas, Grant and Okanogan in establishing an efficient and well-coordinated, state-wide emergency medical services and trauma care system.

ARTICLE III

MEMBERSHIP AND ANNUAL MEETING

Section 1. MEMBERS. The Council shall have no members.

Section 2. LIMITATIONS: The Council shall not have or issue shares of stock and no dividends shall be paid and no part of the income of the Council shall be distributed to its directors or officers.

Section 3. ANNUAL MEETING: The annual meeting of the directors of the Council shall be held on the 1<sup>st</sup> Wednesday of June in each year at the hour of 7:00 p.m. If the day fixed for the annual meeting shall be a legal holiday in the state of Washington, such meeting shall be held on the next succeeding business day.

The purpose of the annual meeting shall be to review the activities of the Council and to elect officers to serve beginning the new fiscal year as appropriate per term limits.

Section 4. NOTICE OF ANNUAL MEETING. Written or printed notice stating the place, day and hour of the annual meeting shall be delivered not *less* than seven (7) days nor more than fifty (50) days

before the date of the meeting, either personally or by mail, by or at the direction of the president of the Board or by the secretary, to each director entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail to each director's address as it appears on the records of the Council, with postage thereon prepaid.

Section 5. PROCEDURE. The president of the Board shall establish the order of the business at all meetings of the Board. All procedural matters pertain to meetings of the Board and shall be governed by Roberts Rules of Order.

#### ARTICLE IV

##### BOARD OF DIRECTORS

Section 1. GENERAL POWERS. The business and affairs of the Council shall be managed by the Board.

Section 2. BOARD OF DIRECTORS - NUMBER. The number of the directors of the Council shall not be more than twenty-four. The Department, pursuant to the Act appoints members to the regional emergency medical services and trauma care councils (hereinafter "regional councils"). The regional council members appointed by the Department shall automatically become directors of the Council, and shall continue in that capacity until such time as their appointment to the regional council expires, or is withdrawn by the Department or is terminated by death or resignation. The number of directors may be increased, if the Department appoints additional Council members.

Section 3. COMPOSITION OF THE BOARD. Pursuant to the Act, the directors of the Council shall consist of a balance of hospital providers, local elected officials, consumers, local law enforcement representatives, and local government agencies involved in the delivery of trauma care and emergency medical services recommended by the local emergency services and trauma care councils. The local emergency medical services and trauma care councils, under the Act, make recommendations of persons to serve on the regional councils to the Department. The Department makes the final appointments to the regional councils. The Department appoints the members for three year terms to the regional councils. The initial appointments in 1990 had one, two and three year terms, so that one-third of the seats is up for appointment each year. For each membership position, the Department of Health shall appoint an alternate who shall have all the rights, privileges, and protections of the member during his/her absence (whether excused or unexcused). Section 4. VACANCY. Any vacancy occurring in the Board shall be filled by the party designated by the Department to the regional council. The Council's Board may vote to recommend to the Department that an appointee be removed if that director has missed three consecutive regularly scheduled Council meetings, and has not been excused by the Council for these three absences.

Section 5. VOTE AND QUORUM. Each member of the Board shall possess one vote in matters coming before the Board. All voting at meetings of the Board shall be by each director in person and voting by proxy shall not be allowed. One-third of all directors in office shall constitute a quorum for the

transaction of business. Votes cast by an alternate in the member's absence shall have the same value as if cast by the primary member. If the member is present, the alternate abstains from voting.

Section 6. BOARD MEETING. The Board shall hold regular meetings at such times as the Board shall have, from time to time, established by resolution.

Section 7. SPECIAL MEETINGS. Special meetings of the Board may be called at any time by the President of the Board or by twenty-five per cent (25%) of the current Board Members. Notice of all special meetings shall be mailed by the secretary not less than three (3) days before each special meeting, or by direct telephone call at least one (1) day before any special meeting.

Section 8. ACTION WITHOUT MEETING. Any action that may be taken by the Board at a meeting may be taken, without a meeting if a consent in writing, setting forth the action so to be taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

Section 9. TELEPHONE PARTICIPATION. Except as may be otherwise restricted by the Articles of Incorporation or Bylaws, members of the Board or any committee by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time and participation in such meeting shall constitute presence in person at a meeting.

Section 10. SALARIES. The salary of the Executive Director and other Council employees shall be established by the Board.

## ARTICLE V

### OFFICERS

Section 1. OFFICERS. The officers of the Board shall be a president, vice-president, a treasurer and a secretary. The Board may appoint such other officers, including one or more assistant secretaries, and one or more assistant treasurers, as it shall deem necessary. The president, vice-president, treasurer, and secretary shall be elected from the members of the Board.

Section 2. ELECTION AND TERM OF OFFICE. All officers of the Board shall be elected bi-annually by the Board at their annual meeting. Each officer shall hold office for a two (2)-year term. Each elected officer will provide a three (3) year commitment to serve a two (2) year officer term, with the third (3<sup>rd</sup>) and final year providing mentorship to the newly elected officer. This final year of commitment is without Executive Committee rights or responsibilities.

Section 3. PRESIDENT OF THE BOARD. The president of the Board shall be the senior officer of the Council and shall preside at all meetings of the Board and the executive committee. The president shall appoint all committees of the Board not otherwise provided for and shall be ex-officio, a member of each committee. The president of the Board may sign with the secretary and other proper officers of the Council authorized by the Board, any deeds, bonds, contracts, or other instruments which the Board has authorized to be executed and shall otherwise perform all other duties usually inherent in such office.

Section 4. VICE-PRESIDENT. The vice-president of the Board shall assume the duties and obligations of the President to the Board in his or her absence.

Section 5. SECRETARY. The secretary shall record or cause to be recorded the minutes of the meetings of the Board and the executive committee in one or more books provided for that purpose and shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. The secretary shall be the custodian of the Council records and of the seal of the Council and shall see that the seal of the Council is affixed to all documents as required. The secretary shall sign all documents as required by the office, and shall perform such duties as may be assigned to him or her by the President of the Board.

Section 6. TREASURER. The treasurer shall be responsible for the custody of the funds and securities of the Council, and shall advise the Board respecting its financial condition and the handling of its monies and investments. Such person shall sign the documents of the Council from time to time as required to perform such other duties as may be specifically assigned to him or her by the President of the Board.

Section 7. REMOVAL/VACANCIES OF OFFICERS. Any officer elected or appointed by the Council may be removed for misconduct, dereliction of duties or in the best interests of the Council, as determined by the Council at a special meeting called for such purpose or at a regular meeting by a majority vote of the Council members. (RCW 24.03.130). Any vacancy in an officer position may be filled by the affirmative majority vote of a quorum of the Council for the unexpired portion of the term of the vacated office.

## ARTICLE VI

### DUTIES OF THE EXECUTIVE DIRECTOR

The Board shall elect and employ an Executive Director who shall serve as the Council's Chief Executive Officer and shall be delegated the responsibility for overall administrative management of the Council. Such person shall have the necessary authority to effect this responsibility, subject to such policies as may be adopted by the Board or any committee to which the Board had delegated the power of such action.

## ARTICLE VII

### COMMITTEES OF THE BOARD OF DIRECTORS

Section 1. CLASSIFICATIONS. The committees of the Board shall be the standing or special committees.

Section 2. STANDING COMMITTEES. The standing committees of the Board shall be as follows.

- A. Executive Committee
- B. Such other standing committees as the Board may from time to time authorize.

Section 3. APPOINTMENT AND TERM. All standing committees shall be constituted as herein provided and shall be appointed by the president of the Board subject to ratification in resolution form by the

Board. Each member of a standing committee duly appointed shall serve for a one-year term of office commencing immediately following his or her appointment and shall continue until his successor is appointed and qualifies. All standing committees shall consist of not less than two (2) members of the Board and may include other persons who are not members of the Board. The chair of all committees, except the finance committee which shall be chaired by the treasurer, shall be selected by the president of the Board and approved by the Board unless otherwise provided.

Section 4. EXECUTIVE COMMITTEE. The executive committee shall consist of those individuals who hold the offices of president, vice-president, secretary, treasurer and the chair of each of the standing committees. The executive committee shall, to the extent provided in the resolution adopted by the majority of the directors in office pursuant to RCW 24.03.115, possess and exercise all of the authority of the Board in the management of the Council, except as follows: The executive committee shall not have the authority (1) to appoint or remove the Executive Director; (2) to approve the regional emergency services and trauma care plan as defined in the Act to the Department, or to undertake any of the statutory duties assigned to the regional councils pursuant to the Act; (3) to amend, alter or repeal the Bylaws; (4) to elect, appoint, or remove any member of the executive committee, or director or officer of the Council; (5) to amend the Articles of Incorporation, (6) to adopt a plan of merger or consolidation with another corporation; (7) to authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Council; (8) to authorize the voluntary dissolution of the Council; (9) to adopt a plan for the distribution of the assets of the Council, or (10) to amend, alter, or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered, or repealed by the executive committee. A majority of the executive committee shall constitute a quorum of the executive committee. The Executive Committee shall fulfill its duties through bi-monthly meetings and retains the right to schedule and hold meetings to manage the business and affairs of the Council.

Section 6. SPECIAL COMMITTEES. Special committees may be appointed by the president of the Board with the concurrence of the Board for such special tasks as circumstances warrant. A special committee shall limit its activities to the accomplishment of the task for which appointed, a special committee shall stand discharged. Any proposed members for special committees must be approved by the Board. Membership on special committees shall not be limited to members of the Board.

## ARTICLE VIII

### INDEMNIFICATION AND INSURANCE

Section 1. INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS. Indemnification of officers, directors, employees, and agents shall be allowed to the full extent provided by law for good faith errors and omissions. (See the Revised Code of Washington, 24.03.043, 23B.17.030 and 23B.08.510-23B.08-570).

Section 2. INSURANCE. The Council may purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee, or agent of the council, or who, while a director, officer, employee or agent of the Council, is or was serving at the request of the Council as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against liability asserted against or incurred by the individual in that capacity or arising from the individual's status of the director, officer, employee, or agent whether or not the Council would have the power to indemnify the individual pursuant to law.

Section 3. LIMITATION OF LIABILITY. The personal liability of a director shall be eliminated, but the liability of a director shall not be eliminated for acts or omissions that involve intentional misconduct by a director or a knowing violation of law by a director, for conduct violating RCW 23B.08.310, or for any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled.

## ARTICLE IX

### OPEN MEETINGS AND RECORDS

Section 1. OPEN PUBLIC MEETINGS. All meetings of the Board and its committees shall be open to the public. The Board may, from time to time, adjourn to Executive Session.

Section 2. The Council shall, to the extent required by the Department, allow inspection of its books and financial records by duly authorized personnel of the Department and by the Washington State Auditor.

## ARTICLE X

### AMENDMENTS

Section 1. The Bylaws of the Council may be amended, in all or any part, by a favorable vote of the Board at a meeting upon receiving the vote of a majority of the directors then in office. In addition, the Council may repeal the Bylaws, provided that any such repeal shall require a favorable vote of a majority of the directors in office.

CERTIFICATION. The undersigned hereby certify that the foregoing Bylaws were approved by adoption of a resolution approved by a favorable vote of a majority of the directors in office.

Adopted this 3<sup>rd</sup> day of April, 1991      President: Richard W. Paris      Secretary: Mary I. Baechler

Bylaws amended December 2, 2009 to reflect Administrator title change to Executive Director.

Bylaws amended April 4, 2012 to reflect change in Article III, Sections 3 & 4; Article V, Section 2.

Bylaws amended June 7, 2017 to reflect changes in Article IV, Section 3 & 5; Article V, Section 7; Article VII, Section 2 & 4.