

BY-LAWS

SEVEN MOUNTAINS EMERGENCY MEDICAL SERVICES COUNCIL, INC

ARTICLE I-NAME AND LOCATION

Section 1. The name of this Pennsylvania non-profit corporation shall be the SEVEN MOUNTAINS EMERGENCY MEDICAL SERVICES COUNCIL, INC. (SMEMSC) hereinafter referred to as "COUNCIL".

Section 2. The principle office of the COUNCIL shall be located at 523 Dell Street, Bellefonte, Pennsylvania.

ARTICLE II-PURPOSE

Section 1. The COUNCIL is organized exclusively for charitable, educational and scientific purposes as defined and limited by Section 501(c) (3) of the Internal Revenue Code of 1954. (or the corresponding provisions of any future United State Internal Revenue Law), including but not limited solely to:

- A. Develop and implement a coordinated, comprehensive plan for emergency medical services for the Counties of Centre, Clinton, Columbia, Juniata, Mifflin, Montour, Northumberland, Snyder and Union.
- B. Provide for a coordinated system of services which can respond in a predicted manner when activated by an individual in need of emergency medical services;
- C. Assist providers of emergency medical services to plan for improved effectiveness, quality and efficiency, and to share in the contributions of Statewide and National activities devoted to emergency medical care programs.

Section 2. Additional statements of goals and specific objectives when approved by an official vote

of COUNCIL shall become part of this Article of the By-Laws.

Section 3. Non-Limitation of Purpose. This Organization shall not engage in any activities or exercise any powers that are not in furtherance of its purposes enumerated in or authorized by Sections 1 and 2, above. Notwithstanding the foregoing, these Bylaws do not limit or restrict the activities, powers, or authority of the Organization to deal with people, nor are they restricted to stated purposes not specifically mentioned, provided, however, that the Organization shall not engage in activities that would disqualify it as a nonprofit corporation under the Pennsylvania Nonprofit Corporation Law of 1988, or any subsequent version thereof, or as an exempt organization under the federal Internal Revenue Code.

Section 4. Non-Distribution of Net Earnings. No part of the net earnings of the Organization shall be distributed to its member organizations, officers, or other private persons with the exception that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes. Except as otherwise provided by Section 501(h) of the Internal Revenue Code (or the corresponding section of any future federal tax code), no substantial part of the activities of the organization shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation. The organization shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

Section 5. Prohibited Activities of the Organization. Notwithstanding any other provision of these Bylaws, the organization shall not carry on activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(a) of the Internal Revenue Code as being to an organization referred to in Section 170(c)(2) of the Code.

ARTICLE III-MEMBERSHIP

Section 1. Membership on the COUNCIL will consist of the following representatives:

- A. Each EMS Receiving Facility within the Region – one (1)
- B. Each Licensed/Recognized EMS Agency (having Regional Affiliate Number) – one (1),
excluding Seven Mountains EMS Council itself.
- C. Fire-one (1) per county – Appointed by that county’s EMA Director
- D. Law Enforcement – one (1) per county – Appointed by that county’s District Attorney
- E. Emergency Management Agency-one (1) per county
- F. County Government-one (1) per county – Appointed by county commissioners
- G. Consumer at Large – one (1) per county appointed by the county commissioners.
- H. County PSAPs – One per county appointed by the 9-1-1 center Director
- I. Seven Mountains EMS Council, Regional Medical Director
- J. University(s) located within regional boundaries -one (1) per institution
- K. Emergency Nurses Association – one (1)) assigned jointly by chapters located within the
region
- L. Pennsylvania State Police (PSP) – one (1) assigned jointly through Troops located within the
Region.
- M. American Heart Association-ECC Programs-one (1) jointly appointed by chapters serving
within the region.
- N. American National Red Cross – one (1) jointly appointed by chapters serving within the
region.

O. Other organizations as approved under Article V.

Section 2. Appointment of Representatives

- A. Unless otherwise specified, representatives for the above mentioned organizations shall be forwarded by that organization.
- B. Letters of appointment shall be on company letterhead/stationary; dated; signed by the chief executive officer of the organization; indicate the name, address, & other appropriate contact information (telephone, e-mail) for the representative and should indicate both a representative & alternate.
- C. Letters of appointment shall be reaffirmed periodically as per Board policy.
- D. No Letter of Appointment will be accepted that could cause a conflict of interest by designating a single individual as the delegate and/or alternate of more than one member organization. The Letter of Appointment causing the potential conflict will be returned to that organization for ratification and resubmission.

Section 3. Proxy voting will not be permitted. COUNCIL members shall designate an alternate, in writing, to attend COUNCIL meetings in their absence, with right to vote. New delegates or new alternates will only be seated and have full privileges of the member if the Secretary/Treasurer is informed, in writing, 48 hours in advance of the meeting.

Section 4. The Bureau of Emergency Medical Services, Pennsylvania Department of Health, must be informed in writing of any modification or change in the membership of the COUNCIL.

Section 5. Member organizations, as listed in Section 1 - excluding 'J' through 'O' - who fail to attend three (3) consecutive meetings of the COUNCIL will be considered inactive and will lose voting privileges within the COUNCIL until the COUNCIL meeting following the first COUNCIL meeting they attend subsequent to the three (3) misses.

Section 6. Member organizations “J” through “O” (Article III, Section I) who fail to attend three (3) consecutive meetings of the COUNCIL shall be dropped from Council membership. These organizations may re-apply for membership as outlined in ARTICLE V.

Section 7. Character and Fitness for Membership. All representatives and alternate representatives shall be of good moral character and they, along with their member organizations, must actively support the objectives of the Organization. Any representative or alternate representative (or member organization) who engages in any action (or inaction) which can be considered to be of questionable moral character, is unable to actively support the objects of the organization or who denigrates the organization or any of its member organizations, officers, directors, or employees may be reprimanded, suspended or expelled as a representative or alternate representative according to procedures set forth by the Board of Directors from time to time. The Board of Directors has the authority to further define not just the method by which membership or a specific representative or alternate representative may be terminated pursuant to this Section, but also to further define any of the terms set forth in this Section or elsewhere required of member organizations and their representatives in the Bylaws.

Section 8. Non-Discrimination. No organization shall be denied membership or the privileges of membership and no person shall be denied the ability to serve as a representative or alternate representative because of the person’s age, race, color, religion, creed, national origin, military status, disability, or any other characteristic protected by law.

Section 9. Resignation of Member Organizations and/or Their Representative(s). Any member organization or person serving as a representative or alternate representative of a member organization may resign at any time by giving such notice of his resignation in writing to the President or Secretary at the Organization’s principal place of business. Such notice shall be

effective upon receipt by the Organization. Such resignation shall not relieve the member organization or representative so resigning of the obligation to return all property of the Organization in such member organization's or individual's possession at the time of resignation and shall also not relieve such member organization or individual of the obligation to pay any charges accrued and unpaid by such organization or representative.

ARTICLE IV - MEETINGS

Section 1. The COUNCIL shall meet annually during the month of October at a place and time as established by the Board of Directors.

Section 2. All meetings of COUNCIL and Board of Directors will be open to the public and called by the Board of Directors President.

Section 3. Business required of the COUNCIL – such as review/approval of the annual report, committee report(s), election of officers, other matters which arise – shall be conducted at the annual meeting.

Section 4. Special meetings of the COUNCIL shall be called by the President upon written request of seven (7) members of COUNCIL.

Section 5. COUNCIL, through resolution, shall determine by what means a delegate may participate in a meeting (ie. Use of technology) and will also, through resolution, determine acceptable voting methods.

Section 6. Notice of and agenda for the meetings of COUNCIL, along with minutes of the previous meeting shall be distributed in time to give COUNCIL'S membership fourteen (14) days' notice of the exact date, time and place of meeting.

Section 7. A quorum for COUNCIL meetings shall consist of eighteen (18) or more COUNCIL

members (or designated alternates). Quorum is calculated by “participation” – physical attendance as well as remote attendance, using technology, is included.

Section 8. When a quorum is lacking, a meeting may be conducted at the discretion of the presiding officer, but no actions from that meeting may be acted upon until ratified at a subsequent meeting of COUNCIL when a quorum is present.

Section 9. Manner of Acting. The COUNCIL may act by simple majority, except where a greater vote is required by these By-laws.

ARTICLE V – PETITION FOR MEMBERSHIP

Section 1. Organizations (other than those specifically listed in Article 3, Section 1) physically located and/or providing services within the geographic boundaries of Seven Mountains EMS Council may petition COUNCIL for membership. Said petition shall be forwarded to the Secretary/Treasurer of the Board of Directors on a form provided by the COUNCIL.

Section 2. Petitions for membership shall be read, discussed, and voted upon at the next annual meeting of the COUNCIL.

Section 3. Organizations that are approved for membership shall forward the required delegate/alternate information to the Council office within 30 days of election onto the COUNCIL. The appointed delegate shall receive voting privileges at the next regular/special meeting of the COUNCIL following the annual meeting where they were approved for membership.

ARTICLE VI-BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Council shall be vested in its Board of Directors, which may exercise all such powers of the Council.

Section 2. Number and Composition. The Board of Directors shall be elected by and from the Council membership during the annual meeting. The Board will consist of up to 20 individual representatives, to be elected as follows:

- A. Two (2) delegates per county representing organizations from within each county (Article III, Section 1 – ‘A’ through ‘H’). A maximum of eighteen (18) delegates will be elected.
- B. Two (2) delegates representing all organizations that cross county lines and/or conduct business on a region-wide basis (Article III, Section 1 – ‘J’ through ‘O’). The Regional Medical Director is ineligible to hold this position.

Section 3. Term of Office. Directors will be elected for a two-year term of office.

Section 4. Elections. Elections will be held during the annual Council meeting. One Director from each county will be elected annually.

Section 5. Vacancies. Board of Director positions that become vacant due to inactivity, resignation or removal from Council, will be filled by majority vote of the Board until the next annual meeting, at which time the position will be filled following the normal nomination and election process for the remainder of the unexpired term.

Section 6. Nominations and Elections. The President shall appoint a nominating committee of one (1) representative from each county, selected from within the Council membership, to submit a slate of candidates for election to the Board of Directors. The slate must be received at Council offices a minimum of thirty (30) days in advance of the annual Council meeting. Additional nominations may be made from the floor at the annual meeting by any voting representative. Successful candidates must receive a majority of the votes cast by the eligible Council members present. Voting will continue until all vacant positions are filled. Results of said election shall take effect immediately prior to the close of the annual meeting.

Section 7. Board of Director Membership. Election to the Board of Directors constitutes election of the representative (person) not the agency (member organization); consequently, the designated alternate for that organization does not receive voting privileges in the absence of the board member nor does that individual automatically assume the Director position upon resignation or removal of the elected board member.

Section 8. Duties of the Board of Directors. The Board of Directors shall:

- A. Conduct an annual re-organization meeting immediately following the annual Council meeting. Business conducted at this meeting shall include:
 - 1. Election of their own officers, from the Board of Directors membership, consisting of President, Vice-President, and Secretary/Treasurer.
 - 2. Establishment of a meeting schedule for the upcoming year.
 - 3. Any other business needing Board of Director action.
- B. Manage the property, affairs, and funds of the Council and shall have the power to do and perform all acts and functions consistent with these By-laws, the Articles of Incorporation, the laws of the Commonwealth of Pennsylvania and laws of the United States.
- C. Establish and authorize salaries and position requirements for all staff members.
- D. Appoint an Executive Director of the Council and prescribe for him/her such duties and powers as may be necessary.
- E. Establish, with Presidential appointment, standing and other committees as it sees fit to carry out the duties and business of the Council.
- F. Submit annually to all participating Council members a report on activities of the Council during the previous year, including fiscal data and reports on projects.
- G. Execute a conflict of interest statement annually on a form provided by Council.

Section 9. Regular Meetings. The Board of Directors shall hold at least three (3) regular meetings per year at a time and place specified. Notification of said meetings shall be provided to all Board and Council members in writing a minimum of thirty (30) days in advance.

Section 10. Special Meetings. Special meetings of the Board of Directors may be called at the request of the President or upon written request of five (5) or more Directors. Notice of any special meeting shall be provided to all Board and Council members in writing at least five (5) days in advance.

Section 11. Quorum. A simple majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a quorum is present, a majority of those present may adjourn the meeting without further notice. Quorum is calculated by “participation” – physical attendance as well as remote attendance, using technology, is included.

Section 12. Alternate Meeting/Voting Methods.

- A. Official board and/or committee meetings may be conducted ‘face-to-face’; ‘using technology’; or a combination of both as deemed appropriate by board policy.
- B. If for any reason, other than election of officers and board members, the President deems that Board action is needed, or is at issue, the President may authorize a polling of the Board of Directors by an alternate voting method. The method used must be documented and include a written record of how the polling was conducted and the vote received from each Director.

Section 13. Manner of Acting. The Board may act by simple majority, except where a greater vote is required by these By-laws.

Section 14. Compensation. Directors shall serve without compensation, unless authorized by the Department of Health for official duties.

Section 15. Resignation of Director/Organization. Any Director and/or organization may resign at any time, provided such resignation is made in writing to the Board of Directors and shall take effect at the time specified, or immediately upon receipt if no time was specified.

Section 16. Removal of Director. A Director may be removed from the Board of Directors for 1) non-attendance at one-third (1/3) or more of the meetings within the preceding twelve (12) month period or 2) other cause shown. Recommendations for removal will be upon recommendation of the Board of Directors (by majority vote); presented to the Council – at a regular or special meeting - where it requires a two-thirds (2/3) vote for passage. The President shall advise the Director and their sending Organization of his/her removal.

Section 17. Interested Board Members and Representatives of Member Organizations; Quorum. No contract or transaction between the Council and one or more of its Board members or representatives of member organizations, or between the Council and any other company or organization in which one or more of its officers or representatives are members, officers or directors of the other organization, or have a financial interest in the other organization, or if the other organization is controlled by or employs an individual with whom a member or officer of this Company maintains a family, personal or other significant personal relationship, shall be void or voidable solely for such reason if:

A. The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to Board or the Council (as the case may be) and the Board or the Council representatives (as the case may be) in good faith authorizes the contract or transaction by the affirmative vote of a majority of disinterested Board members or Council representatives, even though the disinterested Board members or representatives may be less than a quorum, and the interested Board member(s) or representative(s) removes him/her/themselves from any meeting

wherein the contract or transaction shall be discussed, refrains from discussing the contract or transaction with any other Board members or representatives and does not vote on the approval or disapproval of the contract or transaction; and

- B. The transaction is fair to the Council as of the time it is authorized, approved or ratified by the Council.

Interested Board members and representatives may be counted in determining the presence of a quorum at a meeting of the Board or Council that authorizes a contract or transaction specified in this Section.

ARTICLE VII-OFFICERS

Section 1 President

- A. The President of the Board of Directors shall be the chief executive officer of the Corporation.
- B. Essential functions of the President include:
 - 1. Preside at all meetings of the Council and Board and shall be an ex-officio member of all committees, excluding the Nominating Committee.
 - 2. Appoint, with the consent of the Board, all standing committees and designate the chairperson of each.
 - 3. Appoint any and all ad-hoc committees deemed desirable or necessary, with the right to remove or substitute.
 - 4. Appoint any ad-hoc committee recommended by at least three (3) Board Members.
 - 5. Perform all duties incident to the office and any other duties that may be required by the Bylaws or prescribed by the Board of Directors.

Section 2. Vice President

- A. The Vice-President shall succeed to the office of President in the event of a vacancy therein, at which time the Board of Directors shall elect a successor to the office of Vice President.
- B. Essential functions of the Vice-President include:
 - 1. The Vice-President will act in place of the President in his/her absence.
 - 2. Perform such duties as the President may delegate.

Section 3. Secretary/Treasurer

- A. The Secretary/Treasurer shall be the official custodian of all records and shall have charge of all funds of the Council. Funds shall be deposited in a depository institution approved by the Board of Directors.
- B. Essential functions of the Secretary/Treasurer include:
 - 1. Keep the minutes of the proceedings of the Council and/or Board and generally keep a record of actions of the Council.
 - 2. Ensure that meeting agenda & draft, previous meeting minutes are distributed to all appropriate parties a minimum of 14 days in advance of regularly scheduled meetings.
 - 3. Give or cause to be given all notices as required by law or by the Bylaws or as directed by the Board of Directors or the Council.
 - 4. Oversee efforts to collect all monies due the Council
 - 5. Ensure that all bills owed by the Council are accurately remitted, after having been assured that bills were properly authorized for payment.
 - 6. Keep and maintain adequate and correct accounts of the Council's income, expenses, and business transactions. Said records are to be kept for a minimum of seven (7) years.
 - 7. Maintain a checking account and oversee any and all investments as the Board of

Directors may authorize. All checks, notes, bills of exchange or other orders in writing shall be signed by a minimum of two (2) persons. The Board shall, from time to time, designate three to four unrelated persons who are authorized to be one of the two or more authorized signatories on checks of the Organization. Notwithstanding the foregoing, the Board may authorize one or more individuals to utilize electronic banking to pay certain regularly occurring monthly bills that have been approved for payment by the Board, and such electronic banking will not be viewed as a violation of this Section.

8. File or cause to be filed all required information returns (990s), and all other federal, state and local tax forms with all proper tax authorities within the required filing periods and see that an audit or financial review is conducted annually, and a report made to the Organization at each annual meeting and to the Board at the next Board meeting following the results of the audit.
9. Prepare or cause to be prepared itemized written reports of all sums expended, monies received, and outstanding obligations of the corporation, to be presented at meetings of the Council and/or Board, and on any other occasion as directed by the Board.
10. Ensure that an annual report is prepared and presented to the Council within sixty (60) days of the end of the Council's fiscal year which contains the elements required by these Bylaws and by the Pennsylvania Nonprofit Corporation Law.
11. Perform such duties incident to the office of Secretary/Treasurer as prescribed in parliamentary authority or as the President may delegate.

Section 4. Newly elected officers of the Board of Directors shall assume their duties immediately prior to the adjournment of the meeting at which they are elected and shall serve for a period of one (1) year unless otherwise removed or resigned. An individual may serve not more than four (4)

consecutive terms in any one officer position. No officer may hold more than one office at the same time.

Section 5. Any officer may resign at any time, provided such resignation is made in writing to the Board of Directors and shall take effect at the time specified, or immediately upon receipt if no time was specified.

Section 6. Any officer may be removed by a two-thirds (2/3) vote of a quorum of the Board present and voting at a regular or official meeting of the Board, provided prior notice and appropriate proceedings are conducted in accordance with established protocols set forth in Roberts Rules of Order, Newly Revised (10th Edition).

Section 7. Vacancies. Officer positions that become vacant due to inactivity, resignation or removal from Council, will be filled by majority vote of the Board at their next meeting.

ARTICLE VIII-BOOKS AND RECORDS

The books, records and papers of COUNCIL shall, at all times during reasonable business hours, be subject to inspection by any member of the COUNCIL and/or the general public as specified by public right-to-know laws. The Articles of Incorporation and the By-Laws of COUNCIL shall be available for inspection by any member at the principal office of COUNCIL, where copies may be purchased at reasonable cost.

ARTICLE IX-AMENDMENT AND RULES OF ORDER

Section 1. Amendments-These By-Laws may be amended or repealed by a two thirds (2/3) vote at a regularly scheduled meeting provided that the text of the proposed amendment is placed in writing and in the hands of the officially delegated COUNCIL members at least fourteen (14) days in advance of

the meeting.

Section 2. Rules of Order-Except as otherwise provided herein, all matters of procedure shall be governed by Roberts Rules of Order Newly Revised (10th Edition).

ARTICLE X-GENERAL

COUNCIL is formed in and is subject to the laws of the Commonwealth of Pennsylvania relating to non-profit corporations, all of which laws, as the same may be promulgated and amended from time to time and except as set forth definitely in these By-Laws, shall constitute Rules of Conduct applicable to COUNCIL.

ARTICLE XI-DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall; pay or make provisions for the payment of all liabilities of the Corporation, and dispose of all assets of the Corporation exclusively for the purposes of the Corporation. Disposition of assets may be directly determined by the Board of Directors or designated by the Board of Directors to such organization(s) organized and operated exclusively for charitable, educational, religious or scientific purposes and qualifying as tax exempt under Section 501 (c) (3) of The Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). Any assets not so disposed of shall be likewise disposed of by the Court of Common Pleas of the County in which the principle office of the Corporation is then located, as provided by law.

ADOPTED this _____ day of _____, 2014.

SEVEN MOUNTAINS EMERGENCY MEDICAL SERVICES COUNCIL, INC.

PRESIDENT _____

SECRETARY _____