

MID-COAST EMERGENCY MEDICAL SERVICES COUNCIL, INC.
BY-LAWS

ARTICLE I
NAME, SEAL, AND OFFICERS

1. NAME

The name of this corporation shall be Mid-Coast Emergency Medical Services Council, Inc. (The Mid-Coast Emergency Medical Services Council has been designated a governmental entity pursuant to MRSA Title 32, Chapter 2-B , 1982 (as further amended) by State of Maine Emergency Medical Services and Maine EMS Rules (as further amended).

2. PURPOSE

It shall be the purpose of the Corporation to perform the following functions:

- A. to promote the development of and provide for an emergency medical service delivery system that operates on a regional basis for Lincoln, Knox, and Waldo counties in the State of Maine (hereinafter known as the "Region");
- B. to continually assess the needs of emergency medical services within the Region;
- C. to determine the priority and administer expenditures through the administration of grants and other funds derived from federal, state, public and private sources in order to most effectively meet those needs;

ARTICLE II
MEMBERSHIP

1. MEMBERSHIP

The Corporation shall have no members.

2. ANNUAL PUBLIC MEETING

Interested members of the region's general public shall be invited to meet annually at a time and place to coincide with the annual organizational meeting of the Board of Directors. members of the general public shall be invited to discuss problems which relate to the Corporation's purposes. All persons present will be entitled to examine the books of the Corporation.

The president shall present an annual report of the Corporation's activities for the preceding year. The president shall present a report, verified by the Corporation's treasurer or majority vote of the Board of Directors that reviews the financial status of the Corporation; said report to include the following:

- A. the assets and liabilities, including any trust funds, certificates of deposits, etc., controlled by the Corporation as of the end of the fiscal year immediately preceding the annual meeting;
- B. the principle changes in assets and liabilities, including trust funds, certificates of deposit, etc., during the year immediately preceding the date of the report;
- C. the revenue or receipts of the Corporation, both unrestricted and

restricted to particular purposes, for the year immediately preceding the date of the report;

- D. and the expenses or disbursements of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report.

The reports of the president shall be made part of the records of the Corporation and shall be entered into the minutes of the annual meeting of the Board of Directors.

ARTICLE III BOARD OF DIRECTORS

1. ESTABLISHMENT

The business and property of the Corporation shall be managed and controlled by a Board of Directors.

2. BOARD SIZE

The Board of Directors shall consist of no less than three (3) and not more than thirty (30) members. The membership of the Board shall be set for a given annual period by resolution adopted at least thirty (30) days prior to the annual meeting by the sitting Board of Directors.

3. MCEMS COUNCIL BOARD OF DIRECTORS COMPOSITION

The board shall, at least, provide adequate representation for ambulance and rescue services, emergency physicians and nurses, each hospital and the general public. The board shall be structured to adequately represent each geographical part of its region. The board will identify and publicize names of representatives and their countenances in order that constituents are able to effectively communicate with their representatives.

MRSA: Title 32, Chapter 2-B, §84.1.D (1); §89.1.
MEMS: Rules Chapter 15

The Board of Directors shall have equal representation from all or part of the counties bordered by the Region (Knox, Lincoln, and Waldo), being three (3) in number from each county. County representatives must maintain a Maine EMS license, reside in the county that they represent and actively provide emergency medical services. The Board of Directors shall seek representation from specific areas of EMS as well as related professions to include Municipal Services, two (2) Non-municipal services, Non-transport Services, EMT-Paramedic providers, Emergency Nurses, Pharmacy, Dispatchers, Islands, and Consumerism. The Board of Directors shall consider other representation in the form of At Large Directorships. At Large Directorships shall include representation from the regional hospitals as well as additional licensed regional providers. The board shall include in its membership ex officio members with rights and responsibilities as described under committees. Ex officio members shall not have voting privileges.

The current sitting Board of Directors shall establish the number of ex officio and At Large directorships, the combined total of directors not to exceed the maximum number stated in part 2 of this article.

4. NOMINATION PROCESS

- A. Members of the Board of Directors representing the counties forming the mid-coast region as well as specific EMS areas or related fields shall serve standard terms of three (3) years; said terms to be staggered to promote consistency in board activities. Members of the Board of Directors representing at large constituencies and ex officio positions shall serve standard terms of one (1)

year. When a member's term has completed, the Board of Directors shall declare the member's position to be vacant.

- B. The Board of Directors shall at least ninety (90) days prior to the annual meeting appoint one (1) director from each county to an ad hoc committee. The committee shall review existing by-laws and develop a proposal for suggested adjustments; and initiate a process that will result in the development of a list of nominations for declared Board of Director vacancies. The committee shall review existing by-laws and develop any proposal(s) for suggested adjustments; and initiate a process that will result in a list of nominations submitted to the full board no later than thirty (30) days prior to the annual meeting.

The goal of the nomination process is to obtain nominations of individuals who shall actively participate in and promote the mission of the Council and the function of the board. The committee shall perform the following functions:

1. Ascertain whether or not the director whose term has been completed and seat declared vacant is still eligible for and wishes to exercise the standing option to be nominated for that seat;
2. Cause the regional coordinator to communicate in writing to the services of the region an explanation of the nomination process, a list of the declared Board of Directors vacancies, and the process for submission of nominations. Said communication will be forwarded to all county wide organizations, if any, EMS agencies, EMS related agencies, and individuals via appropriate local publications. Nominations must be submitted no later than forty-five (45) days prior to the annual meeting;
3. Members of the current sitting Board of Directors may submit nominations to the ad hoc committee for seats representing (at large constituencies and ex officio positions no later than thirty (30) days prior to the annual meeting;
4. A list of nominations for declared Board of Directors vacancies shall be presented by the ad hoc committee to the full board at the annual meeting in Australian Ballot format.

- C. New directors elected at the annual meeting shall assume their duties upon adjournment.

- D. An organizational chart describing the composition of the Board of Directors and their terms shall be attached to these by laws.

5. ATTENDANCE

The Board of Directors is charged with all matters of governance for the Mid-Coast Emergency Medical Services Council, Inc., Region VI. In order to discharge this function efficiently and effectively, it is essential that each of its members participate to the fullest extent possible in all board deliberations. While attendance at all board activities may not be possible, an attendance level of seventy-five percent (75%) at board meetings must be maintained. Missing three (3) consecutive meetings annually will result in formal notification, and missing four (4) meetings, the member will be removed from the board, as referred to in Article VI, unless extenuating circumstances.

A record of attendance shall be maintained by the secretary for each regular or special meeting of the board of directors throughout the fiscal year. A summary of attendance for all board members shall be provided by the secretary to the executive committee semiannually in December and June.

A record of attendance shall be maintained by a recorder of each committee of the board pertaining to its members who are also members of the board of directors. All records of attendance shall be forwarded to

the secretary through the regional coordinator in order that the requirements of paragraph one may be met.

Regular council meetings are held on the third Wednesday of each month. If the scheduled meeting is changed to another date, inability to attend the rescheduled meeting will not be considered an absence.

6. RESIGNATION

Any director may resign at any time by giving written notice of intentions to the secretary of the Board of Directors.

7. FILLING OF VACANCIES

Should a Board of Directors seat be declared vacant during the fiscal year, the board shall authorize the regional coordinator to publish the vacancy and establish a nomination process to fill the seat. A director elected to fill a vacancy shall have the opportunity to be nominated for that seat when it is declared open as described in Part 4.

8. ANNUAL MEETINGS

The Board of Directors shall meet at least once annually for the purpose of electing candidates to vacancies, electing officers, and transacting business.

9. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called at the discretion of the president, or the vice-president when acting in place of the president. Special meetings shall be called by the president, or vice-president when acting in place of the president whenever a written request signed by at least four (4) directors is received in the Corporation's office.

10. NOTICE OF MEETING

Notice of meetings shall be considered and given to members of the Board of Directors when committed to written form, deposited with the U.S. mail service, and / or via internet e-mail, and forwarded to the last known residence or business address of the director. Notice must be mailed, or e-mailed, at least seven (7) business days in advance of the meeting date in the case of regular meetings and five (5) business days in the case of special meetings. Notice of regular meetings shall be published in each of the counties served by the board, forwarded by U.S. mail, or via internet e-mail, to the groups of constituencies served by the board, or other interested parties. Notice of meeting shall contain an agenda and all other information pertinent to the meeting. Any and all business may be transacted at a regular Board of Directors' meeting. ONLY that business so stated in the notice of special meetings may be conducted therein. At least one meeting will be held annually in each county, represented by the Council, and with notice of location change posted at least one month in advance.

11. QUORUM, VOTING, AND ADJOURNMENT

No business may be conducted without a quorum present. A majority of the board members elected and currently in attendance constitutes a quorum for the purpose of conducting Board of Directors business.

While a quorum is required in order to conduct business, an emergency may prohibit a timely convening of the board. Therefore, the board may take any action authorized by telecommunications conference or by any other means authorized by these by laws.

The majority of the directors present at any publicized regular or special meeting may adjourn a meeting from time to time without further notice to any director. (taken from cited law for Board of MEMS as noted herein).

12. POWERS

The powers of the Corporation except as otherwise provided for in law, statute, rule, or these by-laws shall be vested in and exercised by the Board of Directors. The Board of Directors may be general resolution delegate to the officers, staff, committees, representatives, or agents such powers as they may deem appropriate.

13. ACTION BY UNANIMOUS CONSENT

Any action or vote required to be taken by the Board of Directors may be taken without calling a meeting if unanimous consent is obtained from all directors.

**ARTICLE IV
CONTRACTS AND AGENTS**

The Board of Directors, except as otherwise provided herein, may authorize any officer, or agent, to enter into any contract or execute and deliver any instrument in the name of and on the behalf of the Corporation. Such authority may be general or confined to a specific interest. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have the power or authority to bind the Corporation by any contract or engagement, pledge its credit, or render it liable pecuniary for any purpose or to any amount.

**ARTICLE V
OFFICERS**

1. OFFICERS

The officers of the Corporation shall be the president, vice-president, secretary, and treasurer, and shall be imbued with such powers and duties, which are consistent with these by-laws. The Board of Directors may appoint other such agents as deemed appropriate. The Board may authorize any combination of officers except President-Treasurer.

2. ELECTION

The ad hoc committee established in Article 4, Part 4, shall also submit to the Board of Directors at least thirty (30) days prior to the annual meeting, a slate of officers. This slate of officers shall be acted upon at the annual meeting. Length of term shall be for one (1) year or until their successors are duly qualified and elected to their respective office.

3. VACANCY

In the event that an office of the Corporation becomes vacant due to death, resignation, retirement, disqualification, or other cause, the majority of the Board of Directors then in office and sitting in regular meeting, may elect a replacement to serve until the next annual meeting of the Board of Directors, or until the qualification and election of a successor.

4. BOARD PRESIDENT

The president of the Board shall preside at all meetings of the Board of Directors. The office shall hold and exercise the general charge and supervision of the affairs of the Corporation and shall be responsible for the performance of such duties as may be assigned by the Board of Directors.

5. BOARD VICE PRESIDENT

The vice-president, in the event that the president is unable to discharge the duties of the office due to absence or incapacitation or at the president's request, shall perform the duties and possess and exercise the powers of president. The vice-president may perform, to the extent allowed by these by-laws, any duties that he/she may deem appropriate as well as any other duties assigned by the Board of Directors.

6. BOARD SECRETARY

The secretary shall be responsible for attending all meetings of the Board of Directors. The secretary shall: cause all actions of the Board of Directors to be recorded, published, and included with the records of the Corporation; succeed to the duties of the president or vice-president in the event of absence or incapacitation or at the request of either office holder; and perform all other duties commensurate with the office or as the Board of Directors shall direct. The secretary shall be responsible for the security of the Corporation seal on the premises of the registered offices, the custody of which to reside with the secretary or a designee.

7. BOARD TREASURER

The treasurer shall be responsible for general oversight of the Corporation's continuing financial status. This responsibility includes: reporting to the executive committee of the board and to the board at each regular meeting, regarding the Corporation's financial status; the periodic review of the Corporation comptroller's procedures for daily financial management; succession to the duties of the president, vice-president, or secretary in the event of absence, incapacitation, or at the request of any of the office holders; and performance of all other duties commensurate with the office or as the Board of Directors shall direct.

ARTICLE VI REMOVAL

1. Any director or officer may be removed from office by a two-thirds affirmative vote of the directors present at any regular or special business meeting called for that purpose. Cause for removal is based on incidences of conduct detrimental to the interests of the Corporation, lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes, including attendance.
2. Any director or officer eligible for removal shall be entitled to written notice to be received at least ten (10) business days prior to the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at said meeting. Receipt of said notice to conform to Article III section 10.
3. Upon an affirmative vote of removal, the Board of Directors shall declare the directorship or office vacant and shall seek a replacement subject to Article III section 3, 4, and 7. Removal from an office does not necessarily constitute removal from the Board of Directors.

ARTICLE VII DIRECTORS AND OFFICERS INTERESTS IN CONTRACTS

The directors and officers of the Corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the Corporation, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the Corporation in a matter in which the directors or officers are personally interested. Such actions, however, shall be kept at arms length and not violate the proscriptions of its funds for private benefit. Each director and officer shall be required to make full disclosure to the Board of Directors of all personal interest matters which might create a conflict of interest with respect to the performance of the responsibilities as a director or officer, as soon as possible

after becoming aware of the possible conflict. In no event, however, shall any person or other entity dealing with the directors or officers be obligated to inquire into the authority of the directors and officers to enter into and consummate any contract, transaction, or action.

**ARTICLE VIII
SALARIES OF DIRECTORS AND OFFICERS**

Directors and officers shall not receive any stated salary for their services as such, but by resolution of the board, a fixed reasonable sum or expenses of attendance, if any, or both may be allowed for attendance at each regular or special meeting of the board. The Board of Directors shall have discretionary power to contract for, and pay to, directors and officers rendering unusual or exceptional services to the Corporation special compensation appropriate to the value of such services.

**ARTICLE IX
BOARD OF DIRECTORS APPOINTMENTS**

The Board of Directors shall have the authority to designate or appoint individuals to such positions as required by statute or rule or deemed necessary to fulfill the mission of the corporation.

1. REGIONAL COORDINATOR

A regional coordinator shall be employed by the Board of Directors to manage the daily affairs of the Corporation and to advise the board on such matters as the board may wish or need to entertain. The regional coordinator is directly responsible to the full Board of Directors. The regional coordinator shall serve as comptroller of the Corporation. The custody of all funds, property, and securities of the Corporation, subject to such regulations as may be imposed or delegated by the Board of Directors, shall reside with the individual in this position. A bond for faithful performance may be required in such sum and with such sureties as the Board of Directors may require. Duties to be performed include the signing of all receipts and vouchers, maintenance of all fiscal records which detail a full and accurate accounting of monies and obligations received and paid for or incurred by or for the Corporation, and provide for the exhibition or such records at all reasonable time to any director upon request at the registered offices of the Corporation. The regional coordinator acting in this role is directly responsible to the treasurer of the board of Directors. The regional coordinator shall, with the Board of Directors' approval, employ staff as necessary to fulfill the Corporation's mission as established by the Board of Directors. Such staff shall be directly responsible to the regional coordinator and ultimately to the Board of Directors. The regional coordinator shall serve as a member of all standing and ad hoc committees.

2. EVALUATION AND COMPENSATION

There shall be a job description generated for the regional coordinator and such staff as may be supervised by him or her. An evaluation process shall be established reflecting the job description upon which all compensation for services rendered shall be based.

3. DESIGNATION OF MEDICAL CONTROL DIRECTOR

The Board of Directors shall designate a regional medical control director whose relationship shall be set forth by the State Board of Emergency Medical Services.

**ARTICLE X
COMMITTEES**

The Board of Directors shall appoint any and all committees either standing or ad hoc. Committee membership shall consist of directors and/or advisory persons appointed by the board. The membership of such committees shall serve at the pleasure of the board and shall have full authority to act on its behalf within the scope of charter in all matters other than policy, which are reserved unto the full board.

However, all acts of committees are subject to review by the Board of Directors, which retains ultimate authority. Members of committees are recognized by the Board of Directors as advisors representing concerns and interests of the Corporation's constituents.

Members of committees may be removed from that committee by a two-thirds vote of the Directors present at a regular or special meeting called for that specific purpose at which a quorum has been established.

The functions of each committee shall be accomplished through the joint efforts of the regional coordinator and the committee membership. Notification will be given to all Council officers five days prior to committee meetings.

1. EXECUTIVE COMMITTEE

An executive committee shall be established whose membership shall consist of one director from each county and the officers of the Board of Directors. The regional coordinator shall be required to be present at all meetings of the committee as an ex officio member without voting privileges. It shall be the purpose of this committee to review the general operation of the Corporation including its financial status, and to offer direction to the full board pertaining to all matters of Corporation business. The committee shall meet monthly, at least, prior to the full Board of Directors meeting unless directed otherwise by the full board. The Executive Committee shall have the specific responsibility for initiating procedures pertaining to the selection and retention of personnel. The Committee shall submit recommendations regarding all personnel issued to the full Board of Directors. The Executive Committee shall have the specific responsibility for submitting recommendations to the full Board of Directors pertaining to all matters involving the fiscal management of Council funds.

2. STANDING COMMITTEES

- A. A Quality Assurance Committee (Medical Control Committee) shall be established for the purpose of promoting and monitoring the quality of patient care throughout the region. Its membership shall consist of the regional medical control director, who shall serve as chair, and the medical control directors of each medical facility located within the region. The chair of this committee shall be a standing ex officio member of the Board of Directors. The chair may delegate segments of authority to local medical directors. A meeting schedule shall be established by the committee membership.
- B. An Educational Programs Committee shall be established for the purpose of providing education to citizens of the region in all aspects of emergency medical services. The committee shall be responsible for the scheduling of courses, programs, and activities; the recruitment, training, assignment, and evaluation of instructor; and the submission of recommendations to the Board of Directors regarding all matters of education. A meeting schedule shall be established by the committee membership. The chair of this committee is appointed by the Board of Directors.
- C. A Critical Incident Stress Management Team shall be established for the purpose of providing Critical Incident Stress Management services to any emergency agency and/or hospital within the region requesting assistance. The CISM Team shall be responsible for developing operational guidelines, promoting and making available CISM services, working with the Council and other regional Teams to assure standardized CISM services throughout the state, maintaining a qualified Team through an established approval process with training criteria, an evaluating process for CISM quality assurance, and the submission of recommendations to the Board of Directors regarding specific matters of CISM. A meeting schedule shall be established by the Team membership. The coordinator of this Team is appointed by the Board of Directors.
- D. A Fund Raising Committee shall be established for the purpose of developing fund raising strategies and projects that are designed to assist the Board of Directors in meeting its fiscal

budgetary goals as defined by the board and as not met by other means. The committee shall make recommendations to the executive committee as necessary for consideration. Its membership shall consist of, but not limited to, board representation from each county. A meeting schedule shall be established by the committee membership. The chair of this committee is appointed by the Board of Directors.

- E. An Annual Seminar Committee shall be established for the purpose of the coordination and carrying forth of an annual seminar at the Samoset Resort, Rockport, Maine; or at a site approved by the board. The committee shall be responsible for the planning of the seminar. The membership shall consist of no more than fifteen members and the seminar coordinator. A meeting schedule shall be established by the membership. The chair of the committee is approved by the Board of Directors.

3. AD HOC COMMITTEES

The Board of Directors shall from time to time establish such committees and their membership as is necessary to perform specific tasks that further the mission of the Corporation. The committee chair is to be established by the committee membership. The function of the committees is to submit recommendations to the Board of Directors as pertain to their charter. Ad hoc committees shall be disbanded upon completion of the task assigned.

ARTICLE XI FISCAL YEAR

The fiscal year of the Corporation shall be as determined by the Board of Directors.

ARTICLE XII PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS DISSOLUTION

No director, officer, employee, appointee, representative, person connected with the Corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors; no such person or persons shall be entitled to share in the distribution of any of the Corporate assets upon the dissolution of the Corporation. All directors of the Corporation shall be deemed to have expressly consented and agreed that upon dissolution or resolving the affairs of the corporation, whether voluntary or involuntarily, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable religious, scientific, agencies for public safety testing, literary or educational organizations which would then qualify under the provisions of Section 501 (c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may be hereafter amended.

ARTICLE XIII EXEMPT ACTIVITIES

Notwithstanding any other provision of these by-laws no director, officer, employee, or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation that is denied by an exempted organization under Section 501 (c)(3) of the Internal Revenue Code and its Regulations as they may hereafter be amended or by an organization's contributions to, which are deductible under Section 170 (c)(2) of said Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE XIV AMENDMENTS

The Board of Directors shall have the power to make, alter, amend, or repeal the by-laws of the Corporation. Adoption of any proposed adjustments to the by-laws may occur at either of the publicized regular meetings held in the month of December, or June, provided that any proposal to adjust the by-laws must be presented to a regular or special meeting, or a special meeting called for that purpose prior to either of those regular meetings.

These by-laws ARE adopted by VOTE of the Board of Directors of the Mid-Coast Emergency Medical Services Council, Inc. on July 16, 2008; and supersede all previous by-laws.

Seal

FY 09 DIRECTORS & OFFICERS
MID-COAST EMERGENCY MEDICAL SERVICES COUNCIL, INC.
(Current)
COUNTY REPRESENTATION

<u>County</u>	<u>Term Exp.</u>
<u>Waldo County</u>	
Valerie Sanborn, EMT	2011
Joanne Ames, EMT	2009
Paul Lawrence, EMT-I	2010
 <u>Knox County</u>	
Rodney Gibbs, EMT-P	2011
Sandra Savage, EMT	2009
Joseph Moore, EMT-P	2010
 <u>Lincoln County</u>	
Roland Abbott, EMT-P	2011
Glenn Tilton, EMT	2010
Michael Monck, EMT-P	2009

AREA REPRESENTATION

Municipal Srv.:	Scot Sabins, EMT	Union	2011
Non-Municipal:	Jane Moore, EMT-P	CFAA	2009
Non-Municipal:	Christopher Knight, EMT-P	CFAA	2010
Non Trans.Srv.:	Eva Murray, WEMT-B	Matinicus	2010
Paramedic Rep.:	Steve Leach, EMT-P		2010
Emerg.Nurse Rep.:	Cathy Dove-Adams, RN (Denise Lindahl Subst.)		2011
Pharm.Rep.:	Venessa Reed		2009
Consumer Rep.:	vacant		2011
Dispatcher:	Stephanie Gibbs, EMT-I	Knox Comm. Center	2010
Island:	vacant		2010

AT-LARGE REPRESENTATION (Annual Appointment)

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|----------------------------|-------------------------------|
| 1. Cara Moore, RN | Penobscot Bay Medical Center |
| 2. Greg Coyne, RN | Miles Memorial Hospital |
| 3. Susan Dupler, RN | Waldo County General Hospital |
| 4. Steve Juchnik, RN | St. Andrews Hospital |
| 5. Christina Pasquini, EMT | |
| 6. Leah Arbour, EMT-P | |
| 7. Chris Ferguson, EMT-I | |

EX-OFFICIO REPRESENTATION (ex-officio)

David Ettinger, M.D.	Regional Medical Director
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CURRENT OFFICERS FY 09

Steven Leach, EMT-P	President
Rodney Gibbs, EMT-P	Vice-President
Sandra Savage, EMT	Treasurer
Jane Moore, EMT-P	Board Secretary