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Article 1- Name, Purpose & Powers

Section 1: Name

The Genesee, Niagara and Orleans Counties area regional emergency medical services advisory group as provided for and established under Article 30, Section 3003 of the Public Health Law of the State of New York and designated as such on or about January 1971, shall be known as the Big Lakes Regional Emergency Medical Services Council.

Section 2: Purpose

The purpose of the Council is to improve the delivery of emergency medical services in accordance with the roles, responsibilities, powers, and privileges as set forth in Section 3003 of Articles 30 and 30A of the New York State Public Health Law.

Section 3: Powers

The powers of the Council are defined in Article 30, Section 3003 of the Public Health Law of the State of New York. Subject to the powers granted in Article 30, Section 3003 of the Public Health Law of the State of New York the Council may make rules and regulations, and prescribe policies and procedures, for the management, maintenance, operation, and control of the Council and to coordinate emergency medical services programs in the region.

Article II – Membership

Section 1: Members

Membership on the Council is subject to the provisions of Articles 30 and 30A, of the Public Health Law of New York.

Section 2: Membership Defined

The membership of the Council should reflect the diversity of the pre-hospital emergency medical services community of this region. Membership to the Council is based on five membership categories: Ex Officio, Ambulance Service, Organization Representative, At-large, and Special Interest. Each individual member must be elected to and fulfill the

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eligibility requirements of a membership category. The term of office shall be four years expiring on the last day of December of the fourth year except as specifically indicated.

A. Ex Officio:

1. Ex Officio members hold membership on the Council by virtue of their office.
2. An Ex-Officio member retains membership on the Council as long as the person remains in office.
3. On an annual basis the Secretary of the Council will confirm by letter that the Ex-Officio member is still in office and approved as the representative to the Council.
4. A membership vacancy on the Council of an Ex-Officio member is filled when the successor to the office is named.
5. Ex-Officio members of the Council are:
 - a. Genesee County EMS Coordinator/Administrator (or equivalent)
 - b. Niagara County EMS Coordinator/Administrator (or equivalent)
 - c. Orleans County EMS Coordinator/Administrator (or equivalent)
 - d. Big Lakes EMS System Medical Director
 - e. A representative from the organization contracted with the Council for Program Agency and Council Deliverables.

B. Ambulance Service:

1. Members in this category must be a member in good standing of an ambulance service operating in the region.
2. Memberships are assigned as follows:
 - A. Three Council memberships for individuals from Genesee County ambulance agencies
 - B. Three Council memberships for individuals from Niagara County ambulance agencies
 - C. Three Council memberships for individuals from Orleans County ambulance agencies
3. At least once each year, the Council Secretary will confirm the agency of each member in this membership category. Should the member no longer be affiliated with an agency from the same county, the seat is declared vacant.
4. An Ambulance Service member vacancy should be filled no later than three months after the vacancy is created. The Nominations, Elections, and Governance Committee shall submit a ballot of candidates for an election by the Council. The member elected will begin a new four-year term. The effective start date of the term of office will be January 1 of the year the member was elected by the Council.
5. Nominations for Council membership in this category will be solicited by the council from all eligible ambulance service agencies. The Council's Nominations, Elections, and www.biglakesremsco.org

Governance Committee will request each ambulance service to announce to their members that a Council membership vacancy exists and how nominations can be placed with the Council. The Nominations, Elections, and Governance Committee will accept all nominations and submit to the Council a slate of eligible candidates.

C. Organization Representatives:

1. Members in this category represent organizations with a particular resource or expertise in pre-hospital emergency medical services.
2. The members in this category are designated by the organizations they represent. Each representative is subject to confirmation by an affirmative vote of the Council.
3. On an annual basis the Secretary of the Council will affirm the representative from the organization in writing. Vacancies will be filled by the organizations and are subject to an affirmative vote of the Council.
4. The following organizations are assigned one Council membership each:
 - a. Niagara Falls, North Tonawanda, Batavia and Medina Fire Departments
 - b. Genesee, Niagara, Orleans County Representative appointed by the Legislature of each County.
 - c. Any other organization deemed to serve by the county sponsoring

D. At-Large:

1. This category of membership is to include individuals with special talents or resources who might not otherwise be eligible for Council membership in another category.
2. There shall be no more than four At-Large members.
3. An At-Large member vacancy should be filled no later than three months after the vacancy is created. The Nominations, Elections, and Governance Committee shall submit a ballot of candidates for an election by the Council. The member elected will begin a new four-year term. The effective start date of the term of office will be January 1 of the year the member was elected by the Council.

E. Special Interest:

1. Members in this category represent a particular perspective of emergency medical services.
2. There shall be seven members from this category.
3. Membership must include one each of:
 - a. A hospital appointed representative
 - b. An individual from an EMS non-transporting first response agency
 - c. An individual from an EMS advanced life support agency operating at the EMT-Critical Care level or above.

- d. A representative of a course sponsorship.
4. A special Interest member vacancy should be filled no later than three months after the vacancy is created. The Nominations, Elections, and Governance Committee shall submit a ballot of candidates for an election by the Council. The member elected will begin a new four-year term. The effective start date of the term of office will be January 1 of the year the member was elected by the Council.

Section 3: Residency Requirements

Members of the regional council shall be residents living within the geographic area to be served by the regional council.

Section 4: Attendance Requirements

Members are expected to attend all meetings of the Council. The Council Secretary will bring members who miss one-third of the Council's meetings held in a rolling twelve month period to the attention of the Council. A member who is absent from one-third of the Council's meetings shall have his or her voting rights suspended. The suspended member shall be notified by the Council of their suspended status and may request a meeting with the Council to explain their absences or explain their absences in writing. If the Council accepts the explanation in person or in writing, the suspended member shall be restored to voting status and a new rolling twelve-month period will commence, with the meeting at which the Council took action counting as the first meeting. If a suspended member fails to appear before the Council or fails to explain their absences in writing and subsequently misses an additional meeting the same twelve month period, then the Council may declare the member's position vacant by the affirmation of a two-thirds majority of the members present.

Section 5: Removal of an Officer or Member:

1. An officer or member may be removed from their position for cause, at any time, by two-thirds vote of the Council at any membership meeting of the Council. Any member may, at any time, file a petition for removal of an officer or member with the Council. The petition for removal must be signed by at least five members of the Council and shall be filed with the Secretary of the Council. The petition shall be tabled at the first meeting of the Council after its filing.
2. The petition shall then be forwarded in writing by registered mail to the officer or member whose removal is sought no later than 45 days before the vote on the petition. The officer or member shall be requested in writing to respond to the petition within 30 days of receipt of the registered letter. Thereafter, the Council shall vote to remove the petition from the table and, if successful, then vote on the petition and, if two-thirds of the Council votes in favor, the officer or member shall be removed and a vacancy in their position shall exist and be filled in accordance with the by-laws.
3. Under this section, "for cause" shall mean failure to abide by the by-laws, policies

procedures of the Council, including actions or conduct unbecoming an officer or member of the Council.

Section 6: Elections

A. General: Council or REMAC Membership:

Unless a special election is held to fill a vacancy, the general membership elections will be held at the December meeting preceding the year the members take office. All terms of office start on January 1. All terms end on December 31 of the year the term expires. All interested individuals must submit in writing their intent to be considered for the available positions at least five business days prior to the election in order to be considered for inclusion on the ballot presented by the Nominations, Elections and Governance Committee. The ballot may be modified by the majority vote of the Council.

B. Council Officers

A Slate of Council officer nominations will be presented by the Nominations, Elections, and Governance Committee at the December meeting. The terms of office shall be January 1 through December 31 **for two consecutive years.**

Article III- Board of Directors

Section 1: Officers and Directors Defined:

The corporate **officers** of the Council shall be elected from the active membership for the term commencing January 1 of the following year. The four council officers elected from the active membership comprise the corporate board of directors. These Officers shall serve as Officers for the Board of Directors in the same position that they serve on the Council. Their term of office will be for **two consecutive** years. No two officers shall represent a single agency. No officer shall serve more than **two** consecutive terms in the same office. Each County will have a representative on the Board of Directors with an At Large coming from one of the three counties in Big Lakes.

Section 2: Board of Directors Meeting:

The Board of Directors shall meet at least once each year for the purpose of conducting the Annual Meeting for the Council. Notice of such meeting will be sent by the Secretary no less than five days before the day of the meeting. Special meetings of the Board may be called in a similar manner as prescribed in Article V, Section 6.

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Section 3: Powers and Responsibilities:

The Board of Directors shall have and exercise all of the powers, duties and responsibilities prescribed in the Not-For-Profit Corporation Law of the State of New York for Boards of Directors and Directors and the Public Health Law as it applies to the Emergency Medical Services Council.

Article IV – Council Officer and State Council Representative

Section 1: Council Chairperson: (Two year term)

The Chairperson shall preside at all membership, Board of Directors, and Executive Committee meetings of the Council. The Chairperson shall appoint the chairs of all standing and ad hoc committees. The Chairperson will represent the membership, Board of Directors, and Executive Committee in all Council related activities. The Chairperson must have served a minimum of one year as a Council member prior to assuming the position of Chairperson.

Section 2: Vice-Chairperson: (Two year term)

The Vice Chairperson, in the absence of the Chairperson, shall preside at the general membership and Executive Board meetings of the Council, may represent the membership and the Board in Council related activities and other such duties as directed by the Chairperson. The Vice-Chairperson must have served a minimum of one year as a Council member prior to assuming the position of Vice-Chairperson.

Section 3: Secretary: (Two year term)

The Secretary is responsible for maintaining the records of the Council and its committees. The Secretary shall be responsible maintain the roll and attendance of the membership of the Council and REMAC, minutes of the meetings of the Council and its committees, carry out correspondence as required, and maintain the Seal for the Corporation.

Section 4: Treasurer: (Two year term)

The Treasurer shall be responsible for the financial affairs of the Council and submit monthly, quarterly and annual reports to the Council, and, as *required*, to the State of New York and Federal Government. The Treasurer shall coordinate the budget proposals for submission to the State Emergency Medical Services Council. This budget shall include anticipated expenditures for the Regional Emergency Medical Services Council operations including funding for the Regional Emergency Medical Advisory Committee and program agencies contracted by the Council. This submission shall also detail planned training costs.

SECTION 5: STATE COUNCIL REPRESENTATIVE AND ALTERNATE

The Council Chairperson shall appoint a representative to the State Council who must be a member of the Council. An alternate may be appointed by the State Council Representative and is also required to be a member of the Council.

SECTION 6: OFFICER VACANCY

If one of the Council's officer positions becomes vacant during a term of office, an election to fill that position will be held at the first meeting following the meeting the vacancy is announced by the Secretary. In the event the Council Chairperson is vacant the Vice Chairperson will temporarily assume the position of the Chairperson until the vote is held to fill the vacancy. If the Vice Chairperson, Secretary, or Treasurer position is vacant, the Chairperson will temporarily appoint a member of the Council to the position until a vote is held to fill the vacancy.

ARTICLE V – MEETINGS

SECTION 1: OPERATING YEAR

The operating year shall be from January 1 through December 31. The fiscal year shall be from April 1 through March 31.

SECTION 2: ANNUAL MEETING

The annual meeting of the Council will be held in conjunction with the first regularly scheduled meeting of the Council in each calendar year, and shall include: an operations report for the previous year, a year to date fiscal report, as well as other business that may come before the Board.

SECTION 3: MEETING SCHEDULE

The Council shall meet as frequently as its business may require. A schedule of meetings will be set at the annual meeting. The meetings will be open to the public and at a time and place as published in a schedule of meetings for that operating year. The schedule of meetings can only be changed by an affirmative vote of the majority of the members present and such changes shall be published in a place accessible by the public.

SECTION 4: QUORUM

A majority of the members of the Council shall constitute a quorum for the conducting any business of the Council. A majority vote of the members of the Council except in those situations in which a greater majority is required by these By-Laws, the Council's Rules of Order, applicable laws of the State of New York, and for elections.

SECTION 5: SPECIAL MEMBERSHIP MEETINGS

Special membership meetings may be called as prescribed in Section 603 of the Not-For-Profit Corporation law. The Board and/or the Chairperson thereof may also call a special meeting of the members by giving notice to the Secretary of the Corporation at which point the Secretary shall promptly give notice of such meeting in the same manner as prescribed in Section 603 in the Not-For-Profit Corporation law. Appropriate efforts must be made to post public notice of such special meetings as required by applicable laws and regulations.

SECTION 6: PROXY VOTES

Proxy votes will not be permitted.

SECTION 7: RULES OF ORDER

All meetings of the Council and its committees will operate under the Roberts Rules of Order established by these By-Laws. The Roberts Rules of Order will be established and amended by a two thirds affirmative vote of the Council members present and eligible to vote. The Rules of Order will be an attachment to these By-Laws but are not subject to By-Law amendment restrictions.

ARTICLE VI – STANDING COMMITTEES

SECTION 1: EXECUTIVE

The Executive Committee shall be comprised of the Officers elected by this Corporation. The Executive Committee is charged with establishing Council priorities and communicating them to the membership and committees. The Executive Committee is also charged with monitoring issues at the State level including Health Department and State Council proposals and activities. The committee shall facilitate the development of, clarify, disseminate and promote strategic planning for the Council.

SECTION 2: FINANCE & ADMINISTRATION

There shall be a Finance and Administration Committee which shall consist of no less than six members, chaired by the Treasurer, whose responsibilities will be to propose a long term and short term financial plan, review budgets and expenditures, bring fiscal recommendations to the Council, review and make recommendations regarding contracts, serve as the liaison with the Council's independent auditors and promote compliance with the State accounting regulations. The committee chair (person) will attend all Council meetings or be represented by a committee member. The committee will meet as frequently as its business may require. Members of the Finance and Administration Committee are not required to be a member of the Council. Members of this committee are appointed by the committee chair. This is a standing committee of the Council.

SECTION 3: TRAINING

There shall be a Training Committee whose responsibility will be to review New York State Department of Health EMS Certification Course Sponsors activities and make recommendations regarding the approval of Sponsors agreements and to develop a Regional Training Plan. The Chairperson of the committee will be appointed by the Council Chairperson and must be a member of the Council. The committee chair (person) will attend all Council meetings or be represented by a committee member. The committee will meet as frequently as its business may require. Members of the Finance and Administration Committee are not required to be a member of the Council. Members of this committee are appointed by the chair. This is a standing committee of the Council.

SECTION 4: SYSTEM OPERATIONS

The Systems Operations Committee is responsible to coordinate the Council's role in the ambulance service determination of need of process (NYS Public Health Law Article 30, Section 3003.5 & 3008), review and make recommendations to the Council regarding exemptions from staffing standards (NYS Public Health Law Article 30, Section 3003.5 & 3005-A), and to review and make recommendations regarding the provision of technical assistance (NYS Public Health Law Article 30, 3003.3m). Voting members of this committee must be members of the Council. The committee will meet as its business requires. The chair is appointed by the Council Chairperson and must be a member of the Council. The committee chair (person) will attend all Council meetings or be represented by a committee member. This is a standing committee of the Council. Members of this committee are appointed by the committee chair.

SECTION 5: NOMINATIONS, ELECTIONS & GOVERNANCE

The Nominations, Elections & Governance Committee is responsible for reviewing and making recommendations on the procedural operations of the Council and to coordinate the nominations and elections process. Included in the responsibilities are by-laws, policies & procedures review and proposed revision, review and recommendations for house rules for meetings, monitoring compliance with membership by-laws, and soliciting for nominees as required by the membership provisions of the by-laws. It is a duty of this committee to seek out appropriate candidates to fill positions on the Council, to publicize openings on the Council, and submit resumes and present a slate of candidates for these openings. All members of this committee must be members of the Council. The Council Chairperson appoints the chair. Members shall be appointed by the committee chair, the committee chair (person) will attend all Council meetings or be represented by a committee member. The committee will meet as frequently as its business may require. This is a standing committee of the Council.

SECTION 6: AD HOC COMMITTEES

The Chairperson may, from time to time, establish Ad Hoc Committees. Each committee

established shall be charged with a specific task by the Council Chairperson. Once such task has been completed, the ad hoc committee will discharge its duties and cease. The Council Chairperson will select an ad hoc committee chair and its members. The committee will meet as often as necessary to discharge the assigned duties. The committee chair will report directly to the Council Chairperson on the findings of the committee. Members of ad hoc committees of the Council may, but are not required to be, members of the council.

SECTION 7: REGIONAL EMERGENCY MEDICAL ADVISORY COMMITTEE

There shall be a Regional Emergency Medical Advisory Committee (REMAC) of the Council as established by Article 30 of the Public Health Law. It will operate as a committee of the Council except that the REMAC's actions and decisions regarding medical control and medical direction will be solely determined by the voting members of the committee and are not subject to approval by the Council. The committee chair (person) will attend all Council meetings or be represented by a committee member. The members of the Regional Council are responsible for the election of REMAC members to the committee.

ARTICLE VII – AMENDMENTS

SECTION 1: BY-LAW AMENDMENTS

A notice of proposal or intent to change by-laws must be provided to members of the Council. Sufficient notice is accomplished by announcing the proposed by-law change or a statement indicating the intent to modify them at the regular business meeting prior to the meeting at which the vote is taken, or by written notification of the proposal or intent to modify the by-laws to the members of the Council. Either method requires at least a twenty (20) day period elapse between the announcement and the vote. The notice must contain at least a statement of the proposed changes and the anticipated date of the vote. A motion to amend the by-laws must be approved by two-thirds of the membership of the Council eligible to vote.

SECTION 2: RELATION TO ARTICLES 30 & 30A

No amendment shall be made to the By-Laws which conflict with Articles 30 & 30A of NYS Public Health Law or the policies of the NYS Emergency Medical Services Council with respect to the Regional Council activities.

SECTION 3: SUBJECT TO LAW

Any change in the law under which this Council is formed which affect any subject embraced in these By-Laws shall be considered as so many amendments to the by-laws from the date thereof without formal action on the part of this council.

SECTION 4: AMENDMENT REPORTING REQUIREMENTS

Any amendments to these By-Laws will be forwarded to the NYS Emergency Medical Services Council and NYS Department of Health within sixty (60) days of the adoption of such amendments.

ARTICLE VIII – ADOPTION

These By-Laws shall become effective immediately upon approval by the affirmative vote by two-thirds of the total membership of the Council, provided that written notice of the proposed adoption of these By-Laws shall be mailed or delivered no later than one (1) week prior to the said vote. Upon adoption, a copy of these by-laws shall be entered in the minutes of the Council.