



**Mountain Lakes Regional EMS Council**  
120 Washington Street, Suite 230, Watertown, NY 13601  
fdrhpo.org/ems

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# **MOUNTAIN LAKES REGIONAL EMS COUNCIL**

## **MEMBERSHIP BY-LAWS**

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**ARTICLE I: NAME.**

**SECTION 1.** The name of the organization is Mountain Lakes Regional Emergency Medical Services Council.

**ARTICLE II: PURPOSE.**

**SECTION 1.** The purpose of this organization is to establish and maintain a regional emergency medical services council pursuant to Section 3003 of the New York Public Health Law within the region.

**ARTICLE III: REGION.**

**SECTION 1.** The region consists of the counties of Clinton, Essex, Franklin, Warren, and Washington in the State of New York.

**ARTICLE IV: MEMBERSHIP.**

**SECTION 1.** The council must have at least fifteen and no more than thirty members, counting the County EMS Coordinators. The council may change the number of the membership from time to time, but the number of members that may be appointed from each county in the region at any time must be equal.

**SECTION 2.** At least one-third of the members must be representatives of ambulance services. The remaining membership must consist of, but is not limited to, representatives of existing local emergency medical care committees, physicians, nurses, hospitals, health planning agencies, fire department emergency and rescue squads, public health officers and the general public.

**SECTION 3.** The County EMS Coordinator, established pursuant to Section 223-b of the New York County Law, of each county in the region serve as a member *ex officio* of the council. *Ex officio* means they are members by virtue of their appointment as county coordinators. In this region, the EMS Coordinators are voting members of the council. If no Coordinator has been appointed by a county, one additional appointed member from that county may be appointed instead.

**SECTION 4.** The elected chairperson of the Regional Emergency Medical Advisory Committee is a member, *ex officio*, of the Council, and has the right to vote in all proceedings before the Council.

**SECTION 5.** Appointed members of the council must be legal residents of the region and of the county they represent.

**SECTION 6.** The term of office of an appointed member is four years. An individual who has served as an appointed member for eight or more consecutive years cannot be reappointed for at least one year after the conclusion of his or her last term. A member serves until a successor is appointed and qualified.

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**SECTION 7.** An appointed member may be removed for cause by a three-quarters majority vote of the entire membership, counting any vacant membership slots.

**ARTICLE V: APPOINTMENT**

**SECTION 1.** Vacancies in the council caused by the death, resignation, removal, or expiration of term of a member are filled by majority vote upon nomination by a current member of the same county of residence as the nominee.

**SECTION 2.** The following information must be provided in writing to all council members at least ten days prior to any vote of appointment:

- (a) the name and address, including county of residency, of the nominee;
- (b) a statement of the nominee’s education and medical training;
- (c) a statement of the nominee’s medical credentials;
- (d) a statement of the nominee’s affiliation with any ambulance service, emergency medical care committee, hospital, health planning agency, fire department emergency and rescue squad, or office of public health;
- (e) two letters of recommendation, including one from an existing council member; and
- (f) a personal statement of the nominee reflecting upon the nominee’s interest in serving the council.

**SECTION 3.** The term of office of an appointed member is effective as of appointment and ends no later than June 30 in the fourth year following appointment.

**ARTICLE VI: POWERS**

**SECTION 1.** The council has all the powers granted to it pursuant to Section 3003 of the New York Public Health Law.

**ARTICLE VII: MEETINGS.**

**SECTION 1.** The council shall meet annually in May, and otherwise as frequently as its business shall require. The purpose of the annual meeting is to appoint members to any vacancies caused by the expiration of terms of members and to reconsider the council’s selection of the business entity through which it will conduct its business in the upcoming fiscal year.

**SECTION 2.** A special meeting may be called upon 10 days prior notice to fill any vacancies caused

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by the death, resignation, or expulsion of any member.

**SECTION 3.** A majority of members at any meeting constitutes a quorum.

**SECTION 4.** Each Member must be present to vote (no proxy vote). Members may be considered present via teleconference, video conference or other legal means.

**SECTION 5.** The Council meetings shall be conducted according to simplified parliamentary procedure based on Robert's Rules of Order.

**ARTICLE VIII: AMENDMENT.**

**SECTION 1.** These by-laws may be amended by a three-quarters majority vote of the entire membership. Whenever these by-laws are amended a copy of the by-laws must be filed with the New York State Department of Health, Bureau of Emergency Medical Services.

\* \* \*

Record of Amendment

- Adopted: November 21, 1994, by Resolution of the Membership
- Amended: March 11, 2002, by Resolution of the Membership
- Revised and Readopted: July 10, 2006, by Resolution of the Membership
- Revised address and logo only on July 26, 2022.
- Revised and Readopted: October 24, 2022, by Resolution of the Membership

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**MOUNTAIN LAKES  
REGIONAL EMS COUNCIL, INC.**

**CORPORATE  
BY-LAWS**



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**Section 1. Name.**

- 1.1 The name of the corporation is MOUNTAIN LAKES REGIONAL EMS COUNCIL, INC.
- 1.2 The corporation may conduct or transact business under other names if
  - (A) the Board of Directors designates another name for conducting or transacting of business; and
  - (B) the corporation complies with Section 130 of the New York General Business Law with respect to conducting or transacting business under such other name.

**Section 2. General Provisions.**

- 2.1 *Region.* The “Region” means all of the geographic territory within the counties of Clinton, Essex, Franklin, Warren and Washington Counties in the State of New York, or such other territory as may be designated as the region from time to time by the Commissioner of Health.
- 2.2 *Offices of the Corporation.* The principal office of the Corporation must be located within the Region. The Board may change the location of the principal office of the Corporation and may, from time to time, designate other offices within or without the State as the business of the Corporation may require.
- 2.3 *Notice.* Unless otherwise provided, notice under these By-laws must be in writing and is deemed given:
  - (A) if delivered personally, on the day and at the time of such delivery;
  - (B) if delivered by e-mail or facsimile, upon return of an electronic confirmation of delivery or transmission to the e-mail address or facsimile number provided by the recipient for the purpose of receiving notice under these By-laws;
  - (C) if delivered by overnight courier, on the next business day following the deposit of notice with the overnight courier in an envelope addressed to the recipient at the address provided by the recipient for the purpose of receiving notice under these By-laws; or
  - (D) if delivered by mail, on the third business day following the deposit of notice with the U.S. Postal Service in a postage pre-paid envelope addressed to the recipient at the address provided by the recipient for the purpose of receiving notice under these By-laws.
- 2.4 *Waiver of Notice.* Whenever notice of any meeting or of any action to be taken by the Corporation is required, the meeting may be held or the action may be taken without the giving of such notice if every person entitled to notice signs a waiver of the notice requirements.

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**2.5 Quorum.** Unless otherwise provided in the certificate of incorporation or these by-laws, or as required by law, the presence of a majority of voting members constitutes a quorum at any meeting of the Corporation.

**Section 3. Members.**

**3.1 Membership.** The Members of the Corporation are the members of Mountain Lakes Regional EMS Council.

**3.2 Compensation.** Members receive no compensation or reimbursement for their services as Members.

**3.3 Dissolution of the Council.** If Mountain Lakes Regional EMS Council is dissolved or ceases to serve the Region, the membership of the Corporation will be fixed as those Members holding membership as of the dissolution or cessation.

**Section 4. Board of Directors.**

**4.1** The Board of Directors consists of all of the Members of the Corporation.

**4.2** The Board is responsible for the control and management of the affairs and business of the Corporation.

**4.3** Directors receive no compensation for their services as Directors, but:

- (A) each will be reimbursed the necessary and actual expenses incurred in their performance of his or her duties; and
- (B) a director may enter into an arms' length employment or independent contractor relationship with the Corporation consistent with the Corporation's conflict of interest policy.

**4.4** The term of office of each Director is contemporaneous with his or her term as a Member, and termination of Membership for any reason automatically terminates the term of office of the Director.

**4.5** Directors shall in all cases act as a Board, regularly convened and a quorum present.

**4.6** The Directors may adopt procedural rules for the conduct of meetings and the management of the Corporation as long as the rules are consistent with the law and these By-laws.

**Section 5. Purposes and Powers.**

**5.1 Council Purposes and Powers.**

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- (A) Purposes. The Corporation is operated for the charitable and public purposes of functioning as the business entity through which the members of Mountain Lakes Regional EMS Council conduct business, including, but not limited to:
- (i) coordinating emergency medical services programs within the Region (as defined below) as provided in Section 3003(4) of the New York Public Health Law (“PHL”), including, but not limited to:
    - (a) the establishment of emergency medical technician courses; and
    - (b) the issuance of uniform emergency medical technician insignia and certificates; and
  - (ii) making determinations of public need for the establishment of additional emergency medical services and ambulance services with the Region as provided in PHL Sections 3003(5) and 3008;
  - (iii) granting exemptions, pursuant to PHL Section 3003(5-a), from the staffing standards for voluntary ambulance services set forth in PHL Section 3005-a;
  - (iv) recommending to the Department of Health the approval of training course sponsors within the Region pursuant to PHL Section 3003(3)(i);
  - (v) receiving and maintaining collaborative agreements for public access defibrillation providers as provided in PHL Section 3000-b(2);
  - (vi) receiving and maintaining collaborative agreements for eligible persons acquiring and possessing epinephrine auto-injector devices as provided in PHL Section 3000-c(2);
  - (vii) participating in the State Emergency Medical Services Council through a nominee recommended to the Commissioner of the Department of Health and nominated by the Commissioner;
  - (viii) assisting ambulance services operating in the Region with the quality improvement program described in PHL Section 3006;
  - (ix) authorizing mutual aid agreements, and reviewing and approving applications for the transfer of operating authority, as provided in PHL Sections 3010(1) and (2);
  - (x) contracting with the New York State Department of Health for the purpose of obtaining funding to carry out the responsibilities of a Regional Council, and carrying out such obligations of the Corporation as may arise under such contract; and

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- (xi) carrying out such additional functions and obligations which may be designated in amendments to PHL Section 3003 and elsewhere in the law.
  
- (B) Powers. In furtherance of the Council Purposes described above, the Corporation has the power to:
  - (i) acquire, lease, hold, and dispose of real and personal property or any interest therein for its purposes;
  - (ii) make and alter by-laws for its organization and internal management, and rules and regulations governing the exercise of its powers and the fulfillment of its purposes under applicable law;
  - (iii) enter into contracts for employment of such officers and employees as it may require for the performance of its duties; and to fix and determine their qualifications, duties, and compensation, and to retain and employ such personnel as may be required for its purposes; and private consultants on a contract basis or otherwise, for the rendering of professional or technical services and advice;
  - (iv) enter into contracts, leases, and subleases and to execute all instruments necessary or convenient for the conduct of its business, including contracts with the commissioner and any state agency or municipal entity; and contracts with hospitals and physicians for the purposes of carrying out its powers;
  - (v) undertake or cause to be undertaken plans, surveys, analyses and studies necessary, convenient or desirable for the effectuation of its purposes and powers, and to prepare recommendations and reports in regard thereto;
  - (vi) fix and collect reasonable fees, rents, and other charges for the use of its equipment and the provision of its services;
  - (vii) contract for and to accept any gifts or grants, subsidies, or loans of funds or property, or financial or other aid in any form from the federal or state government or any agency or instrumentality thereof; or from any other source, public or private, and to comply, subject to the provisions of this article, with the terms and conditions thereof; provided, however, that the Corporation may contract for payment of debt evidenced by bonds or notes or other evidence of indebtedness, either directly or through a lease purchase agreement;
  - (viii) recommend to the department approval of training course sponsors within its region, and to develop, promulgate and implement annually an EMS training plan which addresses the needs of its region.
  - (ix) enter into contracts or memoranda of agreement with other regional councils to provide services in a joint or cooperative manner.

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- (x) procure insurance against any loss or liability in connection with the use, management, maintenance, and operation of its equipment and facilities, in such amounts and from such insurers as it reasonably deems necessary;
- (xi) approve regional medical advisory committee nominees;
- (xii) provide focused technical assistance and support to those voluntary ambulance services operating under exemptions, to assist such services in progressing toward the uniform standards established pursuant to this section. Such assistance and support shall include, but not be limited to, volunteer recruitment and management training; and
- (xiii) do all things necessary, convenient, and desirable to carry out its purposes and for the exercise of the powers of the Corporation described above.

**5.2 Program Agency Purposes and Powers.**

- (A) Purposes. The Corporation is formed and operated for the charitable and public purposes of functioning as a “Program Agency” as defined in Section 3001(18) of the New York Public Health Law, and carrying out the responsibilities of a Program Agency as designated in PHL Section 3003-a, including but not limited to:
  - (i) facilitating quality improvement of emergency medical care in the Region;
  - (ii) providing administrative and staff support to the Regional Emergency Medical Advisory Committee (the “REMAC”);
  - (iii) providing prehospital education programs;
  - (iv) engaging in such other activities to support and facilitate regional emergency medical services systems;
  - (v) contracting with the New York State Department of Health for the purpose of obtaining funding to carry out the responsibilities of a Program Agency, and carrying out such obligations of the Corporation as may arise under such contract; and
  - (vi) carrying out such additional functions and obligations which may be designated in amendments to PHL Section 3003-a and elsewhere in the law.
- (B) Program Agency Powers. In furtherance of the Program Agency Purposes cited above, the Corporation has the power to:
  - (i) to sue and be sued in all courts and to participate in actions and proceedings, whether judicial, administrative, arbitative or otherwise, in like cases as natural persons;



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- (ii) to purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated;
- (iii) to sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage or pledge, or create a security interest in, all or any of its property, or any interest therein, wherever situated;
- (iv) to purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer, or otherwise dispose of, mortgage, pledge, use and otherwise deal in and with, bonds and other obligations, shares, or other securities or interests issued by others, whether engaged in similar or different business, governmental, or other activities;
- (v) to make capital contributions or subventions to other not-for-profit corporations;
- (vi) to accept subventions from other persons or any unit of government;
- (vii) to make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property or any interest therein, wherever situated;
- (viii) to lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;
- (ix) to conduct the activities of the corporation and have offices and exercise the powers granted by the New York Not-for-Profit Corporation Law in any jurisdiction within or without the United States;
- (x) to elect or appoint officers, employees and other agents of the corporation, define their duties, fix their reasonable compensation and the reasonable compensation of directors, and to indemnify corporate personnel. Such compensation shall be commensurate with services performed;
- (xi) to adopt, amend or repeal by-laws, including emergency by-laws made pursuant to subdivision seventeen of section twelve of the state defense emergency act, relating to the activities of the corporation, the conduct of its affairs, its rights or powers or the rights or powers of its members, directors or officers;
- (xii) to make donations, irrespective of corporate benefit, for the public welfare or for community fund, hospital, charitable, educational, scientific, civic or similar purposes, and in time of war or other national emergency in aid thereof;

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- (xiii) to be a member, associate or manager of other non-profit activities or to the extent permitted in any other jurisdiction to be an incorporator of other corporations, and to be a partner in a redevelopment company formed under the private housing finance law; and
- (xiv) to have and exercise all powers necessary to effect any or all of the purposes for which the corporation is formed.

**Section 6. Officers.**

- 6.1** *Officers of the Corporation.* The officers of the Corporation are the Chairperson, the Vice Chairperson, the Secretary, and the Treasurer.
- 6.2** *Election.* The officers of the Corporation are elected by the Members at the Annual Meeting of the Members.
- 6.3** *Tenure.* All officers hold office until their successors have been duly elected and have qualified, or until removed as hereinafter provided.
- 6.4** *Removal.* An officer may be removed either with or without cause, at any time, by a vote of the Directors at any meeting called in whole or in part for that purpose.
- 6.5** *Duties of the Chairperson.* The Chairperson:
  - (A) is elected from among the Members;
  - (B) presides at all meetings of the Board and at any meeting of the Members;
  - (C) appoints the members and respective chairpersons of all committees except the Nominating Committee and the REMAC; and
  - (D) performs all duties incident to the office of President and, generally, shall supervise the business and affairs of the Corporation.
- 6.6** *Duties of the Vice Chairperson.* The Vice Chairperson:
  - (A) is elected from among the Members;
  - (B) performs, in the absence or incapacity of the Chairperson, all of the duties of the Chairperson, and when so acting has all the powers and is subject to all the responsibilities of the office of Chairperson;
  - (C) performs such other duties and functions as the Board may prescribe; and
  - (D) is the Compliance Officer and Chair of the Compliance Committee.



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**6.7 Duties of the Secretary.** The Secretary:

- (A) need not be a Member;
- (B) keeps the minutes of all meetings of the Board of Directors and of the Members in appropriate books;
- (C) attends to the giving of notice of special meetings of the Board and of all the meetings of the Members of the Corporation;
- (D) is the custodian of the records of the Corporation;
- (E) keeps at the principal office of the Corporation a book or record containing the names, alphabetically arranged, of all persons who are Members of the Corporation, showing their places of residence and the dates when they became Members. At the request of the person entitled to an inspection thereof, the Secretary shall prepare and make available a current list of the officers and Directors of the Corporation and their resident addresses;
- (F) authenticates records of the Corporation or copies thereof whenever necessary; and
- (G) performs all duties incident to the office of Secretary of the Corporation.

**6.8 Duties of the Treasurer.** The Treasurer:

- (A) need not be a member;
- (B) has the care and custody of and is responsible for all the funds and securities of the Corporation, and shall deposit such funds and securities in the name of the Corporation in such banks or safe deposit companies as the Board may designate;
- (C) is responsible for the payment of the expenses of the Corporation;
- (D) Chairs the Finance Committee;
- (E) keeps at the principal office of the Corporation accurate books of account of all its business and transactions and shall at all reasonable hours exhibit books and accounts to any Member or Director upon application at the office of the Corporation during business hours;
- (F) renders a report of the condition of the finances of the Corporation at each regular meeting of the Board and at such other times as shall be required, and shall make a full financial report at the annual meeting of the Members;
- (G) establishes and periodically revises, upon the advice of legal or financial counsel, the process for the submission of and payment of reimbursement vouchers;

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- (H) performs all duties incident to the office of Treasurer of the Corporation, and in the performance of these duties shall have such assistance from the Executive Director and the staff of the Corporation as is required.

**6.9** *Executive Director.* The Board may appoint an Executive Director, to serve upon such terms and conditions as the Board may desire and to report to the Board at each regular board meeting. The Executive Director is also the Executive Secretary of the REMAC. The Executive Director supervises the day-to-day business affairs of the Corporation and assists the Officers of the Corporation in the satisfactory discharge of their duties and obligations, and in connection therewith (but subject to all limitations as provided elsewhere in these Bylaws) has the following powers:

- (A) to sign checks drawn on the accounts of the Corporation, the value of which may not exceed \$3,000.00, and to co-sign checks drawn on the accounts of the Corporation, the value of which is equal to or in excess of \$3,000.00, with one other of the Chairperson, the Vice Chairperson, or the Treasurer;
- (B) to enter into agreements on behalf of the Corporation, without prior approval of the Board or Membership, for utilities, or with other vendors or suppliers, when such agreements are necessary for the routine operation of the offices of the Corporation;
- (C) to enter into any other agreements and execute any other instrument on behalf of the Corporation when so directed by the Board of Directors or the Membership.

**6.10** *Support Officers.* The Board may create other officer positions and appoint individuals to such offices. Such other officers will perform the duties and have the powers delegated to them by the Board.

**6.11** *Vacancies.* Vacancies in any office will be filled promptly by the Board of Directors, either at regular meetings or at a special meeting called for that purpose.

**Section 7. Meetings.**

**7.1** *Frequency of Meetings.* Meetings are held as often as the business of the Corporation requires.

**7.2** *Regular Meetings.* Regular meetings of the Board are held from month to month on such day and time as the Chairperson may from time to time determine. The designation of the day and time in the minutes of the Corporation serves as notice to the Directors of all regular meetings, and no further notice of regular meetings is required.

**7.3** *Special Meetings.* Special meetings of the Board:

- (A) are called by the Chairperson whenever the Chairperson:

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- (i) determines in his or her discretion that such a meeting is necessary and desirable; or
  - (ii) receives a written request for a special meeting from any two Directors;
- (B) are subject to at least four days’ advance notice, which notice must include:
- (i) the date, place, and time of the meeting; and
  - (ii) the purpose or subject matter of the meeting; and
- (C) may not result in actions by the Board other than those that pertain to the purpose or subject matter for which the meeting was called.

**7.4** *Annual Meeting.* The Annual Meeting of the Members of the Corporation is held each year immediately following the Annual Meeting of the Mountain Lakes Regional EMS Council on a date specified by the Council when approving the annual calendar. The purpose of the Annual meeting is to approve the annual report of the Corporation and to elect the officers of the Corporation for the next fiscal year.

**7.5** *Place of Meeting.* Meetings of the Corporation shall be held either within or without the State of New York, at such place as may be designated in the notice of any such meeting, but the Chairperson shall endeavor to hold meetings within the Region unless special circumstances warrant otherwise.

**7.6** *Attendance.* Attendance at meetings is required unless excused. Except in emergencies, Council members must express either by phone call or in writing that they will not be attending a meeting.

**7.7** *Voting.* Each Member has one vote as to any matter before the Membership and each Director has one vote as to any matter before the Board. Voting by proxy is not permitted.

**7.8** *Action Without a Meeting.* Any action which may be authorized or taken at a meeting may be authorized or taken without a meeting in a writing or writings signed by all of the Directors, which writing or writings shall be filed with or entered upon the records of the Corporation.

**7.9** *Procedure.* Meetings will be conducted in an orderly manner as directed by the Chair. For all matters requiring a decision or action of the Board there shall be a motion and a second, and a vote recorded by the Secretary. Discussion of the subject of a motion is at the discretion of the Chair.

**Section 8. Committees.**

**8.1** *Committees in General.* The Board of Directors may by resolution establish one or more committees, each of which must consist of three or more Directors, and each of which, to the

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extent provided in the resolution, has such authority as is delegated to the committee by the establishing resolution, except that no committee may have the authority:

- (A) to submit to the Members any action requiring member approval under these By-laws or the Not-for-Profit Corporation Law;
- (B) to fill vacancies in the Board or any committee;
- (C) to amend or repeal by-laws or adopt new by-laws;
- (D) to award contracts; or
- (E) to amend or repeal any resolution which by its terms is not so amendable or repealable.

**8.2** *Executive Committee.* The Executive Committee is comprised of the Chairperson, the Vice Chairperson, the Secretary, the Treasurer, and one other Director appointed by the Chairperson promptly after the Annual Meeting.

- (A) Except as limited in Paragraph 8.1 and this subsection, the Executive Committee has all of the authority of the Board as to matters which may come before it between the regular meetings of the Board.
- (B) The Executive Committee exercises the powers of the Corporation in its capacity as a member of another corporation.
- (C) Meetings of the Executive Committee may be called on three hours notice by any member of the committee.

**8.3** *Finance Committee.* The Finance Committee comprised of the Treasurer and three others appointed by the Chairperson promptly after each Annual Meeting. The Finance Committee:

- (A) meets regularly with the Treasurer and the Executive Director;
- (B) prepares a budget for the fiscal year beginning the first day of July, and must submit the budget to the Board at or before the regular April meeting thereof, or the next meeting if there is no April meeting;
- (C) approves and recommends for approval to the Board all financial policies and procedures, and the proposed schedule of fees for Council services; and
- (D) approves all proposed capital expenditures. The Finance Committee may from time to time submit amendments to the budget for the current fiscal year, which may be adopted by a majority vote.

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- 8.4** *Personnel Committee.* The Personnel Committee is comprised of four Members appointed by the Chairperson promptly after each annual meeting. It is the duty of the Personnel Committee to periodically review the Corporation’s staffing levels and make recommendations for changes thereto, to review and approve job descriptions and performance criteria for each staff position within the Corporation, to annually review the performance of each key Corporation employee, and to make recommendations to the Membership regarding the salary and benefits packages of key Corporation employees.
- 8.5** *Compliance and Audit Committee.* The Compliance and Audit Committee consists of five (5) Members, one from each county within the Region, and must be composed only of individuals having no employment, consulting or other financial relationship with the Corporation or any of its related entities or any other relationship that may interfere with the exercise of their independence from the Corporation and its management. The Compliance and Audit Committee will meet at least one (1) time a year, or more frequently at the call of the Chair. The Compliance and Audit Committee will be responsible for:
- (A) administering the Corporation’s conflict of interest policy;
  - (B) reviewing and assessing the Corporation’s current corporate compliance program and reporting its findings and recommendations to the Board;
  - (C) reviewing and assessing the Corporation’s internal audit program, including evaluation of the Corporation’s accounting and financial reporting processes and internal controls, and reporting its findings and recommendations to the Board;
  - (D) providing evaluation and oversight of the Corporation’s external auditor and the auditing process; and
  - (E) making recommendations concerning the retention or dismissal of the Corporation’s external auditor.
- 8.6** *EMS Systems Committee.* The EMS Systems Committee:
- (A) Serves as the “certificate of need” committee pursuant to Policy Statement No. 06-06 of the New York State Department of Health, Bureau of Emergency Medical Services, as amended or revised;
  - (B) approves and recommends for approval to the Board all policies and procedures pertaining to the review of applications for determinations of need;
  - (C) conducts determination of need hearings as directed by the Board, and in all such cases makes or arranges for a record of the hearing for presentation to the Board, together with a statement of findings and a recommendation for action;
  - (D) reviews all matters relative to the implementation of a Region-wide EMS system; and

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(E) performs such other functions as assigned by the Chairperson.

**8.7 Regional Emergency Medical Advisory Committee.** The Regional Emergency Medical Advisory Committee (“REMAC”):

- (A) consists of the following members, nominated and approved by the Board:
  - (i) at least five physicians with interest and expertise in emergency medicine, such that each general hospital within the Region is represented by up to two physicians (but not every physician must represent a hospital); and
  - (ii) one or more non-voting member representatives of each of the following from within the Region:
    - (a) a general hospital;
    - (b) a basic life support provider;
    - (c) an advanced life support provider; and
    - (d) the medical director of an emergency medical services training course sponsor; and
  - (iii) the Chairperson of the Council, who is a non-voting member;
- (B) shall develop policies, procedures, and triage, treatment, and transportation protocols which are consistent with the standards of the state emergency medical advisory committee and which address specific local conditions;
- (C) approves physicians to provide on-line medical control;
- (D) coordinates the development of regional medical control systems, including:
  - (i) setting standards for the credentialing of advanced emergency medical technicians (“AEMTs”) who apply to practice within the region, including standards and procedures for continuing medical education (CME) of such AEMTs;
  - (ii) setting standards for original and continuing education for all levels of EMS providers who function within the Region;
  - (iii) considering and approving, jointly with the Council, applications from agencies proposing to provide advanced life support services; and
- (E) participates in quality improvement activities addressing system-wide concerns, including:

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- (i) setting standards for Regional and sub-regional quality improvement programs; and
- (ii) with the assistance of the Council, implementing such programs as resources permit;
- (F) shall act, if quorum consisting of a majority of voting members is present, upon the majority vote of:
  - (i) the physicians representing each general hospital, except that no more than one physician from each hospital will vote concurrently; and
  - (ii) each physician who is a service medical director; and
  - (iii) each physician who is the director of a local quality improvement program;
- (G) may elect, for a term of one year, a Chairperson of the REMAC to preside over REMAC meetings; and
- (H) may enact by-laws and policies and procedures not inconsistent with these provisions.

**8.8** *Nominating Committee.* The Nominating Committee is comprised of one Member from each county in the region for a total of five members, nominated by the Chairperson and appointed by the Board. The Chairperson may not be a member of the Nominating Committee. The Nominating Committee is charged with assembling a slate of nominees for each elected office for presentation at the Annual Meeting.

**8.9** *Other Committees; President's Ex Officio Committee Membership.* Such other committees, standing or special, shall be appointed by the Chairperson as the Membership shall from time to time deem necessary to carry on the work of the Corporation. The Chairperson shall be *ex officio* a member of all standing and special committees except the Nominating Committee, and as such must receive notice of all committee meetings and may attend them, but does not vote on matters before the committee.

**Section 9. Finance.**

**9.1** The Treasurer, the Chairperson, the Vice Chairperson, and the Executive Director shall have signatory authority on the accounts of the Corporation.

**9.2** The Executive Director, in conjunction with the Chairperson, the Vice Chairperson or the Treasurer, may sign checks, drafts, and notes as provided in Article IX.

**9.3** All other checks, drafts, notes or other orders for the payment of money must be signed by the Treasurer.

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- 9.4** The fiscal year of the corporation begins on the first day of July of each year and ends on the last day of June of the subsequent year.
- 9.5** In general, no funds of the Corporation may be disbursed unless a properly completed and approved voucher has been filed with the Treasurer. A voucher is not required for the payment of:
- (A) fixed salaries, compensation for services of officers or employees regularly engaged by the Council at approved wages by the hour, day, week, month or year;
  - (B) principal of or interest on notes, bonds or other obligations issued by the Corporation;
  - (C) rent and additional rent under any lease agreement for the lease of real estate, or pursuant to any capital lease authorized by the Board;
  - (D) for utilities (water, sewer, electricity), telephone, and postage (including courier or freight charges);
  - (E) matching payments paid to a retirement program or system authorized by the Board; or
  - (F) payments for health insurance benefits under an employee health benefit program authorized by the Board.

**Section 10. Indemnification and Insurance.**

- 10.1** *Indemnification.* The Corporation shall defend and indemnify any person who is, or was, a Member, Director, or Officer of the Corporation in accordance with, to the full extent permitted by, and subject to the limitations contained in, Article Seven of the New York Not-for-Profit Corporation Law or any successor provision of law.
- 10.2** Members, Directors, and Officers shall be entitled to such additional indemnification and/or advancement of expenses as may be authorized by a resolution of the Board subject to the approval of the Members of the Corporation or an agreement providing for indemnification, provided that no indemnification shall be made to or on behalf of any Member, Director, or Officer if a judgment or other final adjudication adverse to the Member, Director, or Officer establishes that his or her acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that he or she personally gained, in fact, a financial profit or other advantage to which such Member, Director, or Officer was not legally entitled.
- 10.3** *Insurance.* The Corporation shall be empowered to purchase and maintain insurance to indemnify the Corporation for any obligation which it incurs as a result of the indemnification of any Member, Director, officer, employee, or other person.
- 10.4** The Corporation shall purchase annually, at its own cost and expense, a fidelity bond or similar type of insurance coverage covering loss to the Corporation in the event of employee dishonesty.

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The positions covered shall at least be the Chairperson, the Vice Chairperson, the Treasurer, the Secretary, the Executive Director, and the Office Manager.

**10.5** *Other Rights.* The foregoing right of indemnification shall not be deemed exclusive of any other right to which such Member, Director, or Officer of the Corporation may be entitled apart from this Article.

**Section 11. Provisions Relating to Tax Exemption.**

**11.1** The purpose for which the Corporation is organized are limited to those that will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (the “Code”) including, for such purposes, the making of distributions to organizations that qualify as tax-exempt organizations under such code.

**11.2** The Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation. The Corporation shall not participate in or intervene in (including the publishing of or distributing of statements) any political campaign on behalf of any candidate for public office.

**11.3** No part of the net earnings, properties or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any Member or officer of the Corporation. Upon liquidation or dissolution of the Corporation, all properties and assets of the Corporation remaining after paying or providing for all debts and obligations shall be paid over to the regional Council, provided that one then exists and is qualified as a tax-exempt organization under the Code, and if not, then to such fund, foundation or corporation organized and operated for charitable purposes as the Corporation shall determine, and as shall at the time qualify as a tax-exempt organization under the Code.

**Section 12. Conflicts of Interest.**

**12.1** *Annual Disclosure.* Promptly after the Annual Meeting of the Corporation, each Member shall submit to the Chairperson a written statement, in a form provided by the Corporation, identifying each emergency medical services program or agency in which the member or his or her immediate family has an interest, financial or otherwise, whether as owner, consultant, or supplier of goods and services. For purposes of this Article XII, the immediate family of a member shall include a parent, spouse, parent-in-law, sibling, sibling-in-law, child (including step-children and adopted children) or child-in-law. The Chairperson shall review the statements, and shall deliver them to the Secretary, who shall make them available for review to any Member upon request.

**12.2** *Conflict of Interest.* A “conflict of interest” shall exist whenever an interest, financial or otherwise, held by a Member or Director or his or her immediate family

(A) is or could be adverse to the Corporation;

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- (B) compromises or could compromise the Member’s or Director’s judgment in the discharge of his or her duties as a Member or Director; or
- (C) is an interest that might give the appearance to the public that the Member or Director’s judgment in the discharge of his or her duties as a Member or Director has been or could be compromised.

**12.3** *Effect.* In any matter before the Membership, any committee thereof, or the Board of Directors, a Member having a conflict of interest shall identify such interest or interest during the discussion of the matter. The chairperson shall rule on whether the Member shall abstain from discussion, abstain from voting, or both, and the ruling of the chairperson shall be final. In the event the chairperson has a conflict of interest, the vice chairperson or, if a committee, the most senior Member, shall rule instead of the chairperson.

**12.4** *Other Matters.* When a Member or Director has an interest or association not otherwise described above that might reasonably be construed as tending to embarrass the Corporation or elicit public suspicion that the Member might be engaged in acts in violation of his or her trust as a Member or Director, the Member or Director shall disclose such interest or association in a manner such that the Membership, the relevant committee thereof, or the Board of Directors, as appropriate, is fully aware of such the Member’s or Director’s interest or association. A Member or Director who discloses such interest or association may, but shall not be required to, abstain from participation in the discussion of or vote of the matter.

**Section 13. Amendment.**

**13.1** *Manner of Amending.* These By-laws may be amended if:

- (A) a written notice specifying in detail the amendments to be made has been sent to each current Member of record at the Member’s last known post office address at least 10 days before the date of the meeting at which the changes are to be presented; and
- (B) the changes as specified in the notice are approved by the affirmative vote of a majority of all Members. Only such changes as have been specified in the notice may be made at the meeting.

\* \* \*

**Record of Adoption and Amendment:**

Adopted June 20, 2001, by Resolution of the Board of Trustees  
 Revised and Adopted September 10, 2001, by Resolution of the Members  
 Revised and Adopted July 10, 2006, by Resolution of the Members  
 Revised address and logo only on July 26, 2022.  
 Revised and Readopted: October 24, 2022, by Resolution of the Membership

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