

Bylaws of Kent County Emergency Medical Services, Inc.

ARTICLE I NAME, OFFICE, AND PURPOSE

Section 1: Name. The name of the Corporation shall be Kent County Emergency Medical Services, Inc.

Section 2: Office. The initial registered office of the non-profit Corporation in the State of Michigan shall be located at 425 Cherry Street SE, Suite 235, Grand Rapids, MI 49503. Thereafter, the registered office shall be located at Riverview Center, Suite 220, 678 Front Street NW, Grand Rapids, MI 49504 or at such address in Michigan as the Corporation may from time to time determine.

Section 3: Purpose. The purpose for which the Corporation is formed is:

- a) To function as the Medical Control Authority/Board responsible for assuring medical accountability within the Kent County Emergency Medical Services System in Kent County and contiguous counties through the promulgation of minimum standards of medical care, protocols, operating policies and procedures, consistent with the Public Health Code incorporated in Public Act 368 of 1978, as amended.
- b) To coordinate, monitor, evaluate, and plan for the Emergency Medical Services system in Kent County and contiguous counties, in conjunction with the EMS Advisory Council, local municipal and county governments or agencies, and life support agencies.
- c) To provide a program of community information and education designed to increase awareness of emergency medical services within the Kent County Emergency Medical Services System.
- d) To assure the availability and efficacy of training and continuing education programs; systems

telecommunication procedures; patient care quality review procedures; EMT Skills Assessment Testing; and vehicle and equipment placement to assure the efficacious delivery of an Emergency Medical Services response to the residents residing within the Kent County Emergency Medical Services System.

e) To act in an advisory capacity to the township, municipal, and county boards of commissioners on matters pertaining to the provision of emergency medical services within the Kent County Emergency Medical Services System.

ARTICLE II MEMBERSHIP

Section 1. Definition. For the purpose of these bylaws the following words or phrases are defined.

- a) "Corporate Member" means a participating hospital or hospital system with an acute care emergency department, actively involved in supporting the Kent County Emergency Medical Services System, pursuant to section 20918 of public act 179 of the laws of 1990.
- b) "Participating Agency" means a life support agency as defined in section 20906 (1) of Public Act 179 of the laws of 1990 actively involved in the supporting the Kent County emergency medical services system.
- c) "Designated Representative" means the individual(s) appointed by the member hospital or hospital system or other organization to represent them on the Governing Body of the Corporation, as specified in Article II, Section 2.
- d) "Prehospital Provider Agency" shall refer to any provider agency licensed under Public Act 179 of 1990, as amended, operating with the Kent County Medical Control Authority.
- e) The "Governing Body" shall be the group of individuals appointed as representatives as allowed herein.

Section 2. Eligibility. The Governing Body of the Corporation shall be composed of the following:

- a) The designated representatives of each of the corporate members. Each participating hospital or hospital system shall appoint one emergency department physician representative (Emergency Medicine specialty), an emergency department nurse representative and an administrative representative to the Governing Body of the Corporation.
- b) A representative of each of the participating transporting agencies.

- c) Three representatives of participating non-transporting agencies. The representatives shall be selected by the Advisory Council and must include at least one representative of a medical first response agency.

The corporate members may also appoint ex officio representatives by a vote of a majority of the corporate members for a period of time to be determined by the body. Corporate membership in the Corporation shall be perpetual provided the member maintains required hospital licensure, maintains an active emergency department, and remits to the Corporation all dues and assessments as determined by the Corporation. Representation shall be contingent upon the representative maintaining any required agency licensure, and remitting to the Corporation all dues and assessments as determined by the Corporation.

Section 3. Dues and Assessments. The dues and assessments of the Corporation shall be determined by the Executive Committee. The dues of each of the cooperating hospitals shall be a proportionate share of three-quarters (75%) of the total operating budget of the corporation. Each corporate member's obligation shall be determined by such method as may from time to time be approved by the Executive Committee.

Section 4. Membership Records. The Secretary of the Corporation shall keep a current list showing names and addresses of current corporate member and all representatives along with the prehospital provider agencies and their designated representative to the Kent County Emergency Medical Services Advisory Council as well as other standing committees.

Section 5. Voting Rights, Other Rights of Members, Resignation of Members. Each corporate member shall have one (1) vote. The right of a corporate member to vote and all right, title and interest in the Corporation shall cease on the termination of membership. Any corporate member may resign from the Corporation by delivering a written resignation to the President or Secretary of the Corporation.

Electronic voting on issues is allowed following the same rules outlined in this section.

Section 6. Annual, Governing Body and Advisory Council Meetings.

- a) Annual Meeting. The annual meeting of the Corporation shall be called during the month of March at a time and place to be designated by the Governing Body. Twenty days notice of the annual meeting shall be given by ordinary or electronic mail to each of the designated representatives at the last known address furnished to the Corporation.
- b) Order of Business at Annual Meeting. The order of business at the annual meeting of the members shall be as follows:
 - i. Calling of roll;

- ii. reading and disposing of any unapproved minutes of former meetings;
- iii. reports of officers and committees;
- iv. election of officers;
- v. approval of the budget
- vi. transaction of other business;
- vii. adjournment;

provided that, in the absence of any objection, the presiding officer may vary the order of business at his or her discretion.

- c) Delayed Annual Meeting. If, for any reason, the annual meeting shall not be held on the date noticed, such meeting may be called and held as a special meeting. In such event, notice of such adjourned or special meeting shall be given at least 10 days prior to the meeting in the manner as above provided.
- d) Special Meetings. Special meetings of the Corporation for a stated purpose may be called at any time by the President, or by a majority of the representatives. The method by which such meeting may be called is as follows: Upon receipt of a request in writing setting forth the date and objects of such proposed special meeting, signed by the President, or by a majority of the representatives, the secretary of the Corporation shall prepare, sign, and mail the notices requisite for such meeting.
- e) Notice of Special Meetings of Corporation. At least ten (10) days prior to the date fixed for the holding of any special meeting of the Corporation, written notice of the time, place, and purposes of such meeting shall be mailed (via ordinary or electronic mail), as hereinafter provided, to each designated representative entitled to vote at such meeting.
- f) Waiver of Notice. Notice of the time, place, and purpose of any meeting of the Corporation may be waived by letter, telegram, cablegram, or other writing, either before or after such meeting has been held. Attendance by a representative at any meeting of the corporation shall constitute a waiver by the representative of notice of the time and place thereof.
- g) Quorum of Members. For meetings of the Executive Committee, at least one Executive Committee member from each Corporate member plus one additional Executive Committee member shall constitute a quorum for the transaction of business.
- h) Procedure. The agenda and procedure of all meetings of the Corporation shall be governed by the procedures as described in Attachment "A", to the extent such "Procedures" shall not be in conflict with the statutes of the State of Michigan regulating non-profit corporations and these bylaws.
- i) Regular Meetings. Regular meetings of the Corporation may be held at such time, not less often than one (4) time a year, or as the Board shall determine.
- j) Notice of Meetings. Notice of all Corporation meetings, except as herein otherwise provided, shall be given by mailing the same at least ten (10) days before the meeting to

the usual email, business or residence address of the representative. Any business may be transacted at any regular Corporation meeting. At any special meeting at which every representative is represented, even though without any notice or waiver thereof, any business may be transacted.

Section 7. Power to appoint the EMS Medical Director, Deputy EMS Medical Director and Staff

The Executive Committee shall appoint a licensed physician to serve in the capacity of Medical Director for the Kent County Emergency Medical Services System for a period to be determined by the body, and with the advice of the advisory body. The qualifications, duties, responsibilities and the term of compensation of the Medical Director and shall be prescribed by the Executive Committee.

Section 8. Compensation/Expenses The designated representatives shall not receive any compensation for their services as such. The Executive Committee shall have the power, in its discretion, to reimburse the designated representatives for any expenses incurred by them in rendering of services as designated representatives on behalf of the Corporation.

Section 9. Powers All the corporate powers, except such as otherwise provided for in these bylaws and in the laws of the State of Michigan, shall be and are hereby vested in and shall be exercised by the Executive Committee. The Executive Committee may, by choice, delegate to committees, or to officers of the Corporation, such powers as they may see fit.

Section 10. Standing Committees

a) The Executive Committee shall consist of two Governing Body representatives from each corporate member. The President of the Corporation shall serve as Chairman. This committee shall deal with all matters relating to the Corporation, which warrant addressing prior to the next Governing Body Meeting. It shall have the power to make any or all decisions on behalf of the Corporation, or may make recommendations to the Governing Body.

b) The Finance and Personnel Committee shall be appointed by the President, from the representatives of the Governing Body subject to ratification by the Governing Body. Membership of the committee will include a designated representative of each of the corporate members. Additional representatives may be appointed from the representatives of the Governing Body subject to ratification by the Governing Body. The Treasurer of the Corporation shall serve as Chairman. This committee shall deal with all matters relating to the financial affairs and personnel management of the Corporation. It shall not, without specific grant of authority from the Governing Body, have the power to make decisions of

behalf of the Corporation, but shall act by making recommendations to the Governing Body.

- c) The Quality Review Committee shall be appointed by the President subject to ratification by the Governing Body. This committee shall deal with matters relating to consumer/provider complaints, incident reports, review of actions initiated by the EMS Medical Director, review of dispensation of discipline on providers within the Kent County Emergency Medical Services System, and the routine audit of patient treatment compliance and any other such activities as deemed by the Governing Body.
- d) The Protocol and Pharmacy Committee shall be appointed by the President subject to ratification by the Governing Body, and will include members selected from prehospital provider agencies. This committee shall deal with matters pertaining to the development and use of standardized treatment protocols and the content and exchange of drug boxes and other treatment equipment boxes between the hospitals and prehospital provider agencies and other such activities as deemed appropriate by the Governing Body.
- e) The Education Committee shall be appointed by the President, subject to ratification by the Governing Body and will include members selected from prehospital provider agencies or organizations or institutions that provide essential educational services to the Kent County Emergency Medical Services System.
- f) Kent County Emergency Medical Services Advisory Council This committee is established in compliance with Michigan statute 333.30918 and meets quarterly. Meetings may be combined with the annual and Governing Body meetings. Each type of life support agency and medical services personnel will be invited representatives to this committee. Attachment "B" describes purpose, composition, and roles of this committee.
- g) Medical Advisory Board This committee shall consist of:
 - 1. the three emergency physicians from the Advisory Council
 - 2. the physician medical directors of any acute care hospital emergency departments not represented by the three emergency physicians from the Advisory Council
 - 3. and the KCEMS Medical Director.

The KCEMS Medical Director shall chair the Medical Advisory Board. The purpose of the Medical Advisory Board is to serve as a resource to the

KCEMS Medical Director, facilitate collaboration between hospital emergency departments, and develop community-wide systems of care.

h) Specialty Advisory Panels Each of these panels shall consist of physicians, one from each corporate member, who represent their hospital network on matters pertaining to their particular medical specialties. Their purposes are to:

1. serve as a resource to the KCEMS
2. help facilitate development of community-wide systems of care for services pertaining to that medical specialty

These panels shall be formed at the discretion of the Medical Advisory Board. The KCEMS Medical Director shall be a member of and chair of each of these Panels.

i) Nominations Committee The Committee shall be composed of the president and immediate past president of the Corporation. It shall be responsible for determining a list of individuals, within the KCEMS Governing Body eligible for service as officers of the Corporation. The members shall compile a list of candidates to be disseminated at the Executive Committee meeting immediately prior to the Annual Meeting of the KCEMS Governing Body.

j) Other Committees The Executive Committee may from time to time authorize the President to appoint other committees and to define their responsibilities.

ARTICLE III OFFICERS

Section 1. Election. The Executive Committee shall select a President, one or more Vice Presidents, a Secretary, and a Treasurer. The office of Secretary and Treasurer may be combined, and, when so combined, the person filling the office shall appoint such other officers and agents as the Executive Committee may deem necessary for transaction of the business of the Corporation.

Section 2. Election. The officers shall be elected by the Corporation from among the representatives every two years at the annual meeting of the Corporation.

Section 3. President. The President shall preside at all meetings of the Corporation and Governing Body. He or she shall have and exercise general charge and supervision of the affairs of the Corporation and shall do and perform such other duties as may be assigned to him or her by the Corporation. The President shall be, ex-officio, a member of all committees.

Section 4. Vice President. At the request of the President, or in the event of his or her absence or disability, the Vice President shall perform the duties and possess and

exercise the powers of the President; and to the extent authorized by law, the Vice President shall have such other powers and duties as the Corporation may determine.

Section 5. Secretary. The Secretary shall have charge of such books, documents, and papers as the Corporation may determine. The Secretary shall be responsible for the minutes of all the meetings of the Corporation and its committees. He or she shall keep a record, containing the names, email, phone numbers and physical addresses of all organizational members and their designated representatives to the Corporation and the Kent County EMS Advisory Council, and records shall be available for inspection as prescribed by law. He or she may sign with the President or Vice President, in the name and on behalf of the Corporation, any contracts or agreements authorized by the Executive Committee, he or she shall, in general, perform all the duties incident to the office of the Secretary, subject to the control of the Executive Committee and shall perform such other duties as may be assigned by the Executive Committee. The Executive Committee may appoint an Assistant Secretary to perform or assist in the performance of such duties of the Secretary, as the Executive Committee deems advisable.

Section 6. Treasurer. The Treasurer shall have the responsibility for all funds and property of the Corporation, subject to such regulations as may be imposed by the Executive Committee. He or she may be required to be bonded for the faithful performance of their duties in such sum and with such assurances as the Executive Committee may deem necessary. When necessary or proper, he or she may endorse on behalf of the Corporation for collection, checks, notes, and other obligations, and shall deposit the same to the credit of the Corporation at such bank or banks or depository as the Executive Committee Board Body may designate. He shall sign all receipts and vouchers and, together with such other officer or officers, if any, as shall be designated by the Executive Committee, he or she shall sign all checks of the corporation and all bills of exchange and promissory notes issued by the Corporation, except in cases where the signing and execution thereof shall be expressly designated by the Executive Committee or by these bylaws to some other officer or agent of the Corporation. He shall make such payments as may be necessary or proper to be made on behalf of the Corporation. He shall enter regularly on the books of the Corporation, to be kept by him for the purpose, full and accurate account of all moneys and obligations received and paid or incurred by him for or on account of the Corporation, shall exhibit such books at all reasonable times to any member on application at the offices of the Corporation, and shall have prepared a financial report of the Corporation for presentation at the regular and annual meetings. He shall, in general, perform all the duties incident to the office of the Treasurer, subject to the control of the Executive Committee. The Executive Committee may appoint an Assistant Treasurer to perform or assist in the performance of such of the Treasurer's duties, as the Executive Committee deems advisable.

Section 7. Removal. Any officer may be removed from office by vote of a majority of those with voting rights as indicated in Article II Section 5 at any regular or special meeting called for that purpose. Nonfeasance, malfeasance, or misfeasance conduct detrimental to the interests of the Corporation, lack of sympathy with its objects, or purposes may be grounds for removal from office. Any officer proposed to be removed shall be entitled to at least ten (10) days notice in writing by mail of the meeting of the Executive Committee at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Executive Committee at such meeting.

ARTICLE IV DISSOLUTION

If for any reason this non-profit Corporation is dissolved, nothing contained herein shall be construed to authorize the allocation of assets or funds to any private individual or person. In the event of dissolution, all assets, real and personal, shall be distributed to such organizations as are qualified as tax exempt under §501(c), (3) of the Internal Revenue Code or the corresponding provisions of a future United States Internal Revenue Law.

ARTICLE V AMENDMENTS

The Executive Committee may (a) at any meeting amend, alter, or repeal any of these bylaws by vote of the majority of those with voting rights as indicated in Article II Section 5, provided the substance of the proposed amendment shall have been stated in the notice of the meeting; or in the event no notice of the meeting is required under these bylaws, in a separate notice mailed at least 10 days prior to the meeting; or, (b) by unanimous written consent of all of the members amend, alter, or repeal any of these bylaws.

ARTICLE VI CONFLICT OF INTEREST

Prior to taking any action on any proposal or issue, members of the Executive Committee shall declare whether they have a conflict of interest.

ARTICLE VII DESIGNATED PARTICIPANT

The President may designate individuals to be invited to regularly attend meetings of the Governing Body or its committees, subject to the ratification of the Executive Committee. Such individuals shall be granted the privilege of the floor for the purposes of discussion, but shall not have the privilege of making, supporting, or voting on motions.

ARTICLE VIII EFFECTIVE DATE

These bylaws shall become effective upon approval by the Corporation.

Adopted by the Kent County Emergency Medical Services Council on September 15, 1981, with amendments up to and including those approved on September 12, 2013.

- September 2012
- February, 2012
- December, 2009
- June 10, 2004
- October, 2003
- June, 1997
- June, 1994
- June, 1993
- October, 1991

ATTACHMENT A

Parliamentary Procedure Guidelines Adapted from Robert's Rules of Order

Introduction

Parliamentary procedure is a system of rules for maintaining order during the conduct of a business meeting. It facilitates orderly and expeditious discussion and decision making while allowing participation from all members. These guidelines are not intended to be overly restrictive or hinder the effectiveness of the organization, but instead to facilitate the work of the organization.

Agenda

- The agenda of each meeting should be set in advance by the chairperson/designee; however, any member can request to have an item added by contacting the chairperson/designee.
- At the beginning of each meeting, the agenda should be reviewed and members have a final opportunity to request additions to the agenda.

Motions

A motion is the method that members use to introduce items to the membership for consideration and action. All members may make motions and participate in discussion; however, only voting members are allowed to vote on the motion. The process for managing motions includes:

- Obtain the floor from the chairperson
- State the motion in a clear and concise manner. Motions should be in the affirmative.
- The motion must be seconded prior to discussion. The chair may ask if there is a second. If no second, the motion is lost and business proceeds according to the agenda.
- When the motion is seconded, the chairperson repeats the motion and then invites discussion. The originator of the motion should speak first.
- Everyone should be given the opportunity to participate and no one should speak more than once if others have not yet had the opportunity to speak.
- The author of a motion has the right to amend a motion. The person who seconded the motion initially may withdraw their second and another second must be obtained.
- The author of a motion may withdraw the motion at any time. No further action is taken unless another member restates the motion.
- When discussion has been completed or when the allotted time for discussion has passed, the chairperson will call for a vote.
 - At any point in the discussion, a member may also request to end discussion. If there is a second, this request must be voted on immediately without debate. If passed by a 2/3 or more majority, the chairperson restates the original motion and requests a vote as described below. If not passed, debate may resume on the original motion.

Voting

Only voting members, as designated by the bylaws, may participate in voting. Voting may be done by voice vote or by written ballot. Actually tally of the votes for, against, and abstentions

should be recorded. Any member including the chairperson may request that the vote be done by written ballot. Voting by voice or hand count on a motion should proceed as follows

- The chairperson states the motion
- The chairperson asks for all in favor to say “aye” or raise their hand, all opposed to say “no” or raise their hand, and all abstaining to raise their hand.
- A motion is approved by a majority of the eligible voting members present unless otherwise specified in the bylaws. (Note: abstentions are counted as an eligible voting member and are not counted as an affirmative vote).
- Following conclusion of the voting, the chairperson states that the motion has been approved or defeated.
- If voting occurs by paper ballot, a person who is not a voting member should count the ballots and inform the chairperson of the results. The ballots should be destroyed following the vote.

General considerations

- All members have rights, privileges, and obligations: rules must be administered fairly.
- Free and full discussion is the right of all members
- Only one question can be considered at a time
- Members must not question or attack the motives of others
- Side discussions are not appropriate during debate or discussion of a motion
- Most importantly, members must be courteous to one another.

ATTACHMENT B

PUBLIC HEALTH CODE (EXCERPT)

Act 368 of 1978

PART 209

EMERGENCY MEDICAL SERVICES

333.20918 Local medical control authority; designation; participating hospitals and freestanding surgical outpatient facilities; adherence to protocols; administration; appointment and membership of advisory body; medical director; operation of medical control authority; accountability of life support agencies and licensed individuals.

Sec. 20918. (1) Each hospital licensed under part 215 and each freestanding surgical outpatient facility licensed under part 208 that operates a service for treating emergency patients 24 hours a day, 7 days a week and meets standards established by medical control authority protocols shall be given the opportunity to participate in the ongoing planning and development activities of the local medical control authority designated by the department and shall adhere to protocols for providing services to a patient before care of the patient is transferred to hospital personnel, to the extent that those protocols apply to a hospital or freestanding surgical outpatient facility. The department shall designate a medical control authority for each Michigan county or part of a county, except that the department may designate a medical control authority to cover 2 or more counties if the department and affected medical control authorities determine that the available resources would be better utilized with a multiple county medical control authority. In designating a medical control authority, the department shall assure that there is a reasonable relationship between the existing emergency medical services capacity in the geographical area to be served by the medical control authority and the estimated demand for emergency medical services in that area.

(2) A medical control authority shall be administered by the participating hospitals. A medical control authority shall accept participation in its administration by a freestanding surgical outpatient facility licensed under part 208 if the freestanding surgical outpatient facility operates a service for treating emergency patients 24 hours a day, 7 days a week determined by the medical control authority to meet the applicable standards established by medical control authority protocols. **Subject to subsection (4), the participating hospitals shall appoint an advisory body for the medical control authority that shall include, at a minimum, a representative of each type of life support agency and each type of emergency medical services personnel functioning within the medical control authority's boundaries.**

(3) With the advice of the advisory body of the medical control authority appointed under subsection (2), a medical control authority shall appoint a medical director of the medical control authority. The medical director shall be a physician who is board certified in emergency medicine by a national organization approved by the department, or who practices emergency medicine and is certified in both advanced cardiac life support and advanced trauma life support by a national organization approved by the department, and who meets other standards set forth in department rules. The medical director is responsible for medical control for the emergency medical services system served by the medical control authority.

(4) No more than 10% of the membership of the advisory body of a medical control authority shall be employees of the medical director or of an entity substantially owned or controlled by the medical director.

(5) A designated medical control authority shall operate in accordance with the terms of its designation.

(6) Each life support agency and individual licensed under this part is accountable to the medical control authority in the provision of emergency medical services, as defined in protocols developed by the medical control authority and approved by the department under this part.

History: Add. 1990, Act 179, Imd. Eff. July 2, 1990;^{3/4}Am. 2000, Act 375, Imd. Eff. Jan. 2, 2001.
Popular name: Act 368