

**SOUTHEASTERN MASSACHUSETTS
EMERGENCY MEDICAL SERVICES
COUNCIL
REGION V

BY-LAWS**

Revised 11/20/2016

SECTION I
Articles of Organization

ARTICLE 1.1: Name

The name of the organization shall be: The Southeastern Massachusetts Emergency Medical Services Council; and shall be referred to in these by-laws as "the Council."

ARTICLE 1.2: Purpose

Pursuant to M.G.L. c. 111C, §1, the term "Emergency Medical Services" (EMS) means the pre-hospital assessment and treatment and other services utilized in responding to an emergency or provided during the transport of patients to appropriate health care facilities as defined in regulations promulgated by the Massachusetts Department of Public Health (hereinafter, "Department). The term "EMS system" is defined by the same statute to mean all EMS providers including, without limitation, personnel, EMS first response services, ambulance services, hospitals, including, without limitation, trauma center and equipment; communications systems linking them to each other; training and education programs; the regional EMS councils and all of their operations; EMS plans, protocols, statutes, regulations and guidelines; and all other components of such system, and their interaction with each other and with patients, providing equally for all patients quality care, operating under the leadership and direction of the Department. The purposes for which the Council is formed are as follows:

- 1.2.1 The Council is organized exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, and any subsequent amendments thereto; and in furtherance of, and not in limitation of, the foregoing.
- 1.2.2 The Department's designated Regional EMS Council for the region in southeastern Massachusetts, to assist and support the Department in carrying out the provisions of MGL. c. 111C and 105 CMR 170.104, and to plan, guide and coordinate the components of the EMS system serving its region:
 - 1.2.2.1 by engaging in activities for the purpose of improving the delivery of prehospital emergency medical care to the people of southeastern Massachusetts;

- 1.2.2.2 by working with the other regions of the Commonwealth of Massachusetts in planning and implementing a statewide EMS system;
 - 1.2.2.3 by appropriately integrating the Southeastern Massachusetts EMS System into the statewide system;
 - 1.2.2.4 by working with appropriate prehospital care provider services towards the development and implementation of Advanced Life Support for all communities in southeastern Massachusetts;
 - 1.2.2.5 and that nothing in this article shall be construed to mean that the administration and operation of individual facilities and services shall not remain the exclusive province of their respective governing and/or administrative bodies.
- 1.2.3 To acquire, obtain or receive by way of gift, grant, or otherwise, and to hold, manage, mortgage, pledge, disburse, assign, transfer, alienate or convey, such real property, personal property, or monies and/or credits of any kind whatsoever, either within or outside the Commonwealth of Massachusetts, as may be convenient or necessary for the carrying out of the Council's activities and the attainment of its purposes.
- 1.2.4 To enter into and perform contracts and agreements of every kind and description; to issue bonds or other obligations for any lawful purpose or objective; to mortgage, pledge, sell or assign stocks, bonds, obligations, chooses of action, or any real property or personal property which may be acquired by it; to secure or acquire any bonds, guarantees, or other obligations issued or incurred by it; and, in carrying out its corporate activities, or for the purpose of attaining or furthering its objectives and purposes, to do any and all things which a natural person could do or exercise, which are now, or which may hereafter, be authorized by law.
- 1.2.5 In addition to the powers and authority herein stated for the accomplishment of its objectives and powers, the Council shall have any and all of the powers and authority provided for in the

General Laws of the Commonwealth of Massachusetts, and any amendments thereto.

- 1.2.6 To conduct any other activities which may seem directly or indirectly to facilitate any of the aforesaid objectives and purposes, wheresoever such activities may be transacted or its property may be located.
- 1.2.7 The Council is not organized for pecuniary profit or financial gain. No part of the assets, income, or net earnings of the Council shall inure to the benefit or be distributed to its members, directors, officers, or other private persons, except that the Council shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the Council shall be the carrying on of propaganda or otherwise attempt to influence legislation; and the Council shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the Council shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Laws).
- 1.2.8 Upon the dissolution or termination of the Council, all assets of the Council may be transferred only to duly qualified, tax exempt, non profit corporations, county, governmental and municipal entities and sub-divisions thereof recognized as such under both State and Federal Law as approved by the Council.
- 1.2.9 In general to perform and do, either directly or indirectly, and either alone or in conjunction or cooperation with other persons and organizations of every kind and nature, as a partner or joint venture or otherwise, any other acts and things incidental to and in the furtherance of the purposes of the Council, and to use and exercise all powers conferred from time to time by the laws of the Commonwealth of Massachusetts upon corporations organized under MGL. c. 180; provided, however, that the Council shall not engage in any activity not permitted to

exempt organizations under Section 501 (c) (3) of the Internal Revenue Code, as now in force or hereafter amended or supplemented.

ARTICLE 1.3: Other Lawful Provisions

Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the Council, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the Council or of its members are as follows:

- 1.3.1 All meetings of the members of the Council shall be within the Commonwealth of Massachusetts.
- 1.3.2 The Council may authorize, at a meeting duly called for the purpose, by vote of a majority of its members legally qualified to vote in meetings of the Council, any amendment of its Articles of Organization permitted by law.
- 1.3.3 The power to make, amend, or repeal these By-Laws shall be vested in the members of said Section II (membership) of these By-Laws. All By-Laws shall be consistent with the General Laws of the Commonwealth of Massachusetts.
- 1.3.4 Each officer and member of the Council shall, in the performance of his/her duties, be fully protected in relying in good faith upon the books of account of the Council, reports, opinions, and advice to the Council by any of its officers or employees or by counsel, accountants, appraisers, or other experts or consultants selected with reasonable care, or upon other records of the Council.
- 1.3.5 Except as may be otherwise required by law, the Council may at any time, by vote of a two-thirds (2/3) majority of two thirds of the Council's complete membership legally qualified to vote, as defined in article 2.2 in meetings of the Council, authorize a petition of its dissolution to be filed in the Supreme Judicial or Superior Court, setting forth in substance the grounds of the application as required by law.

SECTION II Membership

ARTICLE 2.1: Region Membership

The members of the Region V Emergency Medical Services Council shall include representatives from the areas, institutions and organizations as follows:

- 2.1.1 The Region is divided into three (3) Geographic areas:
 - I. Area I: Fall River/New Bedford Area
 - II. Area II: Old Colony EMS Area
 - III. Area III: Cape & Islands EMS Area
 - 2.1.1.1 Each area shall be equally represented on the Council by six (6) voting members.
- 2.1.2 Two (2) members of the Council shall be interested parties/at large nominated by the President and approved by the Council. One such member shall be an Emergency Medical Technician practicing in Southeastern Massachusetts.
- 2.1.3 There shall be one (1) voting governmental member nominated by the president approved by the Council.
- 2.1.4 The Southeastern Massachusetts Police Association shall have one (1) voting member.
- 2.1.5 The Regional Medical Director shall have one (1) vote.
- 2.1.6 The Massachusetts Fire Chiefs Association shall have one (1) voting member. Such member shall be a fire chief from Southeastern Massachusetts.
- 2.1.7 The Region V Nursing Committee shall have one (1) voting member.
- 2.1.8 The Region V Hospital Consortium, or an organization that meets regularly and represents the majority of Region V hospitals, shall have one (1) voting member.
- 2.1.9 One (1) voting member shall be a consumer nominated by the president approved by the Council.
- 2.1.10 One (1) voting member shall be designated by a fire suppression service selected by the Professional Firefighters

Association of Massachusetts. Member must be employed within Region V

- 2.1.11 One (1) voting member shall be designated by a primary ambulance service nominated by the president and approved by the Council
- 2.1.12 One (1) voting member shall be designated by an EMS first response service nominated by the president and approved by the Council
- 2.1.13 Three (3) voting members shall be nominated by the president and approved by the Council to be equally represented by the regions defined geographic areas.
- 2.1.14 One (1) voting member shall be designated by an accredited Region 5 EMS training facility nominated by the president and approved by the council.
- 2.1.15 One (1) voting member shall be designated by the Massachusetts Ambulance Association.

ARTICLE 2.2: Membership

A member of the Council appointed by a geographic sub-area or by a participating organization is legally qualified to vote in matters brought before the Council.

- 2.2.1 Each membership area shall have adequate representation from the hospital and pre-hospital arena.
- 2.2.2 Each membership area shall review their members annually and submit a letter to the Regional office thirty (30) days prior to the March meeting regardless of whether changes are made.
- 2.2.3 Each duly appointed member shall designate an alternate within thirty (30) days of approved membership to the Council. Such designation shall be made in writing to the Regional office. An alternate is considered as duly authorized upon receipt of the letter of designation by the Regional office.
- 2.2.4 In the absence of the duly appointed council member, the duly authorized Alternate is authorized to vote on matters brought before the Council.

Each membership area shall have adequate members from the hospital and pre-hospital arena. Each membership area shall review their members annually. On or before January 15th, the Region office shall send notice requesting review of membership to each membership area. A letter must be submitted to the Regional office 30 days prior to the March meeting regardless of whether or not changes are being made. Membership positions still vacant by the March meeting may be filled by a nomination of the President and approval of the council. Each member shall designate an alternate within 30 days of approved membership to the council and should be submitted to the Regional Office.

ARTICLE 2.3: Hospital Committees

Each Region V based hospital is encouraged to designate an Emergency Medical Services Committee that shall have representatives of the Medical Staff, Nursing, and Administration.

ARTICLE 2.4: Regional Council Committees

Sub-committees may be created as needed upon a simple majority vote of the Council. Sub-committee chairs will be appointed by the President of the Council. Sub-committee chairs shall be members or alternates of the Regional Council, however subcommittee members may consist of interested parties who work within Region V. Sub-committee membership shall be reviewed annually.

2.4.1 The following committees shall be formed as standing committees:

2.4.1.1 Executive committee. Made up of the officers plus three (3) at-large members, legally qualified to vote appointed by the President of the Council, geographically distributed within the Region.

2.4.1.2 Finance and Personnel committee. Chaired by the Secretary-Treasurer, and made up of the current members of the Executive Board. Secretary-Treasurer shall present financial report to the Regional Council at the annual meeting.

- 2.4.1.3 Medical Advisory Committee. Made up of the Medical Director from each emergency department in Southeastern Massachusetts (or his/her designee) and the Area Medical Directors, if different from above.
- 2.4.1.4 Community Care and Education – made up of at least one representative from each sub-geographical area.
- 2.4.1.5 Nursing. – Made up of emergency room nurses from each hospital in Region V.
- 2.4.1.6 Training.
- 2.4.1.7 Prehospital Services (Trauma/Communications/Mass Casualty Incident): Made up of representatives from each Region V C-MED operations, a physician, a nurse, and member from each subgeographic area
- 2.4.2 The President shall be a member ex-officio of the committees except the nominating committee in which the presidency is concerned.
- 2.4.3 The Regional Medical Director shall be the Chairperson of the Medical Advisory Committee.
- 2.4.4 The sub-committees, as listed in 2.4.1, should meet regularly with no fewer than two (2) meetings annually. The time and place of these meetings are to be determined by the Chairperson. Reasonable notice of such meetings shall be given to each member. Meetings may be held via conference call or other electronic means. Committee reports shall be submitted to the Regional Office bimonthly.
- 2.4.5 The President shall designate a three to five member Nominating Committee at least sixty (60) days prior to the Annual Meeting of the Council. The purpose of the committee will be to suggest a new slate of officers for election at the Annual Meeting. This committee will have equal representation from each of the areas.

ARTICLE 2.5: Non-Assignment of Membership

Membership in the Region V EMS Council or any other interest therein shall not be assignable, unless approved by a majority of the Council, nor shall membership or any other interest in the Council pass by operation of the law or otherwise to anyone other than the member.

ARTICLE 2.6: Resignation

A member may resign from membership by a resignation in writing and signed by the member, delivered to the regional office and will become effective upon receipt or upon the date specified therein if an effective date is stated.

ARTICLE 2.7: Termination

Membership may be terminated by the Council for failure to maintain the requirements of membership, for non-compliance with any pertinent provisions of the By-Laws and any rules and regulations promulgated pursuant thereto, or for conduct detrimental to the best interests of the Region. Failure to attend three (3) consecutive meetings, or to be represented at same, may result in removal from the Council.

ARTICLE 2.8: Emergency Appointments

The Council President shall have the authority to nominate any vacant position within the council to be approved by the Council.

SECTION III Meetings of the Members

ARTICLE 3.1: Meetings

There shall be, at least, quarterly meetings of the Council.

ARTICLE 3.2: Annual Meeting

The Annual Meeting shall be held at the May meeting of the Council. The purposes for which the Annual Meeting is to be held, additional to those prescribed by law, by the Articles of Organization, or by these By-Laws, may be specified by the President or a simple majority of the Council then in office and of which as to any business so specified notice is given in the notice of the meeting.

ARTICLE 3.3: Quorum

At any scheduled meeting of the members, a quorum shall consist of one-third (1/3) of the members duly authorized to vote.

ARTICLE 3.4: Actions by Vote

Council meetings with one-third (1/3) of its members or alternates present is sufficient to conduct Council business.

ARTICLE 3.5: Parliamentary Procedure

The business of the Council shall be conducted in accordance with Robert's Rules of Order.

ARTICLE 3.6: Special Meetings

A special meeting of the members may be called at any time by a simple majority of the Council membership, a request by the Executive Committee, or as otherwise provided by law.

ARTICLE 3.7: Notice of Meetings

- 3.7.1 Except as otherwise provided herein, written notice stating the place, day, hour and agenda of all meetings shall be posted not less than seven (7) days before the time of such meeting by the person or persons calling the meeting. Meeting notices and agendas shall be posted on council website and sent out via electronic mail.
- 3.7.2 Thirty (30) calendar days written notice of the intent to alter, amend or appeal in whole or part these Articles of Organization and By-Laws is necessary. This notice shall state the date, time, and place of such meeting and shall include the proposed changes and shall be given by mail or electronic mail.
- 3.7.3 Emergency meetings of the Council or any of its Committees may be held at the direction of the President or Chairperson of same provided that all reasonable effort is made to notify each member of the Council or Committee at least forty-eight (48) hours prior to the meeting time.

ARTICLE 3.8: Voting

At each meeting of the members, each member, or their duly authorized alternate, shall be entitled to cast one vote.

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SECTION IV
Officers

ARTICLE 4.1: Enumeration

Officers of the Region V EMS Council shall be a President, Vice President, Secretary-Treasurer and Medical Director.

ARTICLE 4.2: Elections

- 4.2.1 All nominees for officer positions will hold current seats on the council. Officers will serve no more than two (2) consecutive two (2) year terms in the same office, unless they have no opposition for a subsequent term. Newly elected officers will assume office at the start of business on July 1 after the annual meeting and shall remain in office until a successor is chosen.
- 4.2.2 The President shall be elected by the council at the Annual Meeting held on odd numbered years from a slate of candidates offered by the Nominating Committee. The Medical Director shall be elected by the Medical Advisory Committee at the Annual Meeting held on odd numbered years. The Vice President and Secretary – Treasurer shall be elected by the Council at the Annual Meeting held on even numbered years from a slate of candidates offered by the Nominating Committee.

ARTICLE 4.3: President

The President shall be a member ex-officio of all standing committees; shall preside at all meetings of the members and Council at which he/she is present, except as otherwise voted by the Council. He/she shall have any other duties and powers as shall be designated, from time to time, by the Council.

ARTICLE 4.4: Vice-President

The Vice-President shall succeed to the office of the President in the event of death, resignation or removal from the office of the President. The Council shall elect a successor at the next ensuing meeting as the first order of business following approval of the minutes. In addition, the Vice President shall have such duties and powers as may be designated, from time to time, by the Council or President.

ARTICLE 4.5: Secretary – Treasurer

The Secretary-Treasurer shall certify and keep at the principal office of the council the original or a copy of these by-laws as amended or otherwise altered to this date; keep or cause to be kept at the principal office of the Council or at such other place as the Council may order, a book of minutes of all meetings of the Council and the Executive Committee, recording therein the time and place of meetings, whether regular or special, and if special, how authorized, notice thereof given, names of those present at the meetings of the Council and Executive Committee, and the proceedings thereof; see that all the notices are duly given in accordance with the provisions of these bylaws, unless otherwise required by law; be custodian of the records of the Council; keep or cause to be kept at the principal office of the Council a membership list containing the names and address of each member and, in any case where membership has been terminated, he/she shall record such fact with the date on which membership ceased; exhibit at all reasonable times to any Council member, on request therefore, the bylaws, membership list, and the minutes of the proceedings of the Council, oversee the financial status of the Council and verify that the existing policy (ies) for management of the Council's assets are being followed.

Each year the accounts of the Treasurer and the securities of the Council shall be examined and reported upon by a certified public accountant designated by the Council.

SECTION V Special Limitations

- 5.1.0 The Council shall be exclusively charitable, educational and scientific within the meaning of Section 501 (c)(3) of the United States Internal Revenue Code of 1954, as newly enacted and hereafter amended. Except as compensation for services, including those of staff or consultant, no person, individual or corporation shall profit from the work of the Council; and when and if the Council is liquidated, no funds shall be paid or distributed to any person directly or indirectly except to a charitable corporation also qualifying as exempt from federal taxation under said Section 501 (c)(3); preferable such may have contributed to the operating funds of the Council. If liquidation cannot be achieved in this manner, the funds on hand at the time of liquidation shall be paid over to the First Judge of Probate for the County in which the Region office is

located, for distribution at his/her order in accordance with the then stated purpose of the Council.

- 5.2.0 The Council shall operate entirely on a non-profit basis and shall make no charge for any activity or services which it performs, except reasonable charges to reimburse it for any expenses incurred; and the Council shall not engage in any activities other than those necessary to carry on its purposes; and all of its activities shall be conducted in a manner consistent with the requirement of said Section 501 (c)(3) and other related sections of the law so as to qualify and remain qualified as exempt from income taxation pursuant thereto.
- 5.3.0 The Council may receive contributions under Section 170 (c) of the said code as now enacted or hereafter amended.
- 5.4.0 No incorporator, member or officer shall receive any compensation for his/her individual services, whether full or part-time, rendered to the Council, or otherwise profit directly or indirectly, from dealings with the Council, unless and until the Council Membership shall determine and vote that such services or dealings may be rendered or undertaken and compensated without violating said Section 170 (c) and any regulations promulgated with respect thereto. The Regional Medical Director may be paid a stipend recommended by the finance and personnel committee and approved by the council provided that it does no violate said Section 170 (c) and any regulations promulgated with respect thereto.

SECTION VI

Indemnification of Members and Officers

The Region V EMS Council shall, to the extent legally permissible and only to the extent that the status of the organization as one exempt from Federal income taxation under Section 501 (c) (3) of the Internal Revenue Code as now in force or as hereafter amended or supplemented is not affected thereby, indemnify each of its members and officers (including persons who serve at its request as Directors, Officers or Trustees of another organization in which it has any interest as a member, creditor or otherwise) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise, or as fines and penalties, and counsel fee, reasonably incurred by him/her in connection with the defense or disposition of any action, suit or other proceeding, whether civil or

criminal, in which he/she may be involved or with which he/she may be threatened, while in the office or thereafter, by reason of his being or having been such a member or officer, except with any proceeding not to have acted in good faith in the reasonable belief that his/her action was in the best interest of the association; provided, however, that as to any matter disposed of by a compromise payment by such member or officer pursuant to a consent decree or otherwise, no indemnification either for said payment or for other expenses shall be provided unless such compromise shall be approved as in the best interests of the Council, after notice that it involved such indemnification: (1) by a disinterested majority of the Council then in office; or (2) by a majority of the disinterested members of the Council then in office, provided these has been obtained an opinion in writing of independent legal counsel to the effect that such member or officer appears to have acted in good faith in the reasonable belief that his/her action was in the best interest of the Council. Expenses including counsel fees, reasonably incurred by any member or officer in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the Council in advance of the final disposition thereof upon receipt of an undertaking by such member or officer to repay the amounts so paid to the Council if it is ultimately determined that the indemnification for such expenses it not authorized under this section. The right to indemnification hereby provided shall not by exclusive of or affect any other rights to which any member or officer may be entitled. As used in this section the terms "member" and "officer" include their respective heirs, executors, and administrators, and an "interested" member or officer is one against whom in such capacity the proceeding on the same or similar grounds is pending. Nothing contained in this section shall affect any rights to indemnification to which Council personnel other than the members and officers may be entitled by contract or otherwise under the law. In no event shall the Council payment make payment to a member, officer, employee or other agent if such payment would constitute a taxable expenditure under Section 4945 of the Internal Revenue Code as now in force or as hereafter amended or supplemented. The Council will keep in effect appropriate professional liability insurance to protect officers and staff of the council.

SECTION VII

Amendments

- 7.1.0 These Articles of Organization and By-Laws may be amended at any annual or special meeting of the Council by a majority vote of the membership present, provided that written notice setting forth the substance of the amendment has been duly sent to each Council member as provided for in Section III Article

3.7.2 thereof. To be adopted, an amendment shall require a two-thirds (2/3) vote of the members present.

7.2.0 At any regular or special meeting of the EMS Council any member may submit a proposed amendment to these Articles of Organization and By-Laws. The proposed amendment shall be referred to the By-Laws Committee which shall report on it at the next regular meeting of the EMS Council or at a special meeting called for such purposes

SECTION VIII Principal Offices

The principal office of the Council shall be 12 Wareham Street, Suite C2, Middleborough, Massachusetts 02346. The official mailing address of the Council shall be P.O. Box 686, Middleborough, Massachusetts 02346.