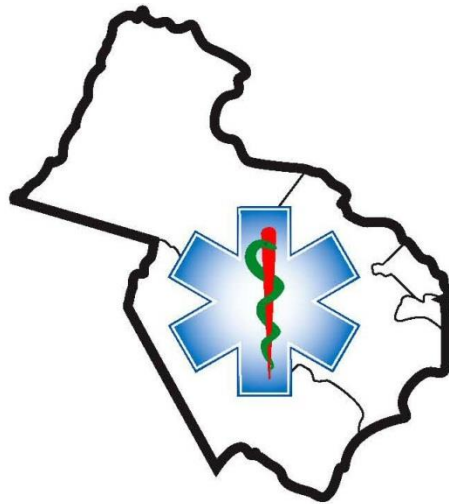


**NORTHERN VIRGINIA
EMERGENCY MEDICAL SERVICES
COUNCIL**



BYLAWS

Adopted 07/17/80

Amended or Revised

10/01/80	02/21/91	04/10/03
09/09/82	04/16/92	04/06/06
07/15/85	06/13/96	02/14/08
12/18/85	02/11/99	12/11/08
12/13/90	06/17/99	04/09/09
06/21/90	02/10/00	12/10/15
06/06/19	04/18/24	

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ARTICLE I - NAME

The name of the organization shall be the Northern Virginia Emergency Medical Services Council, Inc., hereafter referred to as the NVEMSC.

ARTICLE II - AUTHORITY

The establishment of the NVEMSC derives from recognition by the local political subdivisions in the Northern Virginia area and the Commonwealth of Virginia, pursuant to the Code of Virginia 32.1 - 113 Regional Emergency Medical Services Councils.

ARTICLE III - GEOGRAPHIC AREA INCLUDED IN THE NVEMSC REGION

The Counties of Arlington, Fairfax, Loudoun, and Prince William. The Cities of Alexandria, Fairfax, Falls Church, Manassas, and Manassas Park.

ARTICLE IV – PURPOSE

The Corporation shall be organized and operated exclusively for charitable purposes as a non-profit organization within the meaning of Section 501 (C) (3) of - the Internal Revenue Code of 1954 (or any succeeding statute), and shall seek tax exempt status from all appropriate federal, state and local governments and shall so conduct its business so as to assure, to the best of its ability, that it shall preserve any tax exempt status so obtained.

- A. To provide a means and a forum by which the Northern Virginia emergency medical services interests can be appropriately represented in the NVEMSC region.
- B. To coordinate and enhance the delivery of emergency medical services in the Northern Virginia region and ensure the highest possible quality of emergency medical service is provided.
- C. The NVEMSC, through its appointed representatives, shall serve on the appropriate committees of the Metropolitan Washington Council of Governments (hereafter referred to as COG) on matters that require inter-jurisdictional and/or inter-state collaboration and cooperation concerning emergency medical services in the Metropolitan Washington region.
- D. The NVEMSC shall advise the governing bodies of local jurisdictions through the local EMS agency administrator, Virginia Department of Health, Northern Virginia Emergency

Response System (NVERS), and COG region EMS members on all matters related to emergency medical services within the region.

- E. The NVEMSC shall serve as a channel of communication between the Commonwealth (including the Governor’s EMS Advisory Board) and the various local jurisdictions on matters pertaining to emergency medical services.
- F. The NVEMSC will encourage and provide, when requested and to the extent possible, assistance in the development of, and cooperation in support of State, local and regional council(s) initiatives.

ARTICLE V - COMPOSITION OF BOARD

Section I - DIRECTORS

There shall be four (5) categories of membership on the NVEMSC Board of Directors:

Category	# seats	Fee
Primary 911 EMS first response agencies within a political subdivision	3 voting Directors and 3 alternate Directors	Membership fee
Healthcare system partner	1 voting Director and 1 alternate Director	Membership fee
Affiliate Member	1 voting Director and 1 alternate Director	Membership fee
Associate Member	Non-voting Director	No membership fee
Ex-Officio	Non-voting Director	No membership fee

The appointing authority (agency head or designee) shall determine the Directors for the political subdivision and healthcare system partner positions. New membership agencies considered for the Board of Directors shall serve in the capacity of ex-officio representative for a period of one year. Once they have served in this role for a year, membership will be considered by their level of participation at Board and committee meetings. An agency may only be considered for membership in one category.

The membership fee shall be reviewed and approved by a majority vote of the Board of Directors during the calendar year in which the Regional Council Designation process is

completed by the Virginia Office of EMS (every 3 years) during the annual meeting. See Appendix A for more information.

Political Subdivisions

Primary 911 EMS first response agencies which fall under the following political subdivisions of the Commonwealth of Virginia (includes incorporated towns therein) shall be eligible for political subdivision membership:

City of Alexandria	Arlington County
City of Fairfax	Fairfax County
Loudoun County	City of Manassas
City of Manassas Park	Metropolitan Washington Airports Authority
Prince William County	

The NVEMSC may include additional political subdivisions as authorized by a simple majority vote of the Board of Directors.

Healthcare System Partners

The following categories of individuals, organizations, and professions will be eligible as Healthcare System Partners:

Aeromedical (fixed and rotary)	Commercial Ground Licensed EMS Transport Agency
Consumer of EMS Agencies	Federal or Military Agency
Governmental Representative	Hospital
Nurse or Nurse Practitioner	Physician
Physician Assistant	Training Institution
Commercial Ground Licensed EMS Transport and Non-Transport Agency	

Affiliate Member

Affiliate Membership allows agencies primarily affiliated with another Virginia Regional EMS Council to have additional membership with the NVEMSC. Affiliate Membership will allow the geographic benefits of aligning with the NVEMSC, such as the regional blood program, patient care initiatives, and resources, affiliation with the AHA Training Center, CARES, etc. Affiliate Members are not permitted to submit RSAF grants except to their primary Council and may not vote on RSAF grants for the NVEMSC. Affiliate Members are initially considered for membership as an Ex-Officio member for one year, which affords them all membership rights except for voting. After one year as an Ex-Officio member, the agency may request full Affiliate

Membership and be granted one voting Director and one alternate Director for voting as an Affiliate Member.

Associate

The following categories of individuals, organizations, and professions will be eligible as Associate Partners:

- Past Director or Officers of the Board
- Additional EMS and/or Fire Agencies not falling in other categories
- Others – as deemed appropriate by the Board

Any current Director may nominate an Associate Director and the Board shall authorize this nominee as a Director with a simple majority vote.

Ex-Officio

The Executive Director and staff of the NVEMSC shall serve as Ex-Officio Directors. Full-time employees of the NVEMSC may not serve in any other capacity as a representative to a political subdivision or other Healthcare System Partner.

Section II - TERM

The term of office for each Director shall be determined by the appointing authority.

Section III - ALTERNATES

Any appointing authority may designate an Alternate Director for each voting Director to attend and vote at a meeting at which the Director cannot be present.

Section IV - ABSENCES

Attendance at committee and Board meetings shall be noted in the minutes. In the event of excessive absences, the appropriate appointing authority shall be duly notified.

Section V - VACANCIES

The appointing authority shall be advised of any vacancy and asked to appoint a replacement.

ARTICLE VI– OFFICERS

Section I - ENUMERATION

Officers of the NVEMSC shall be the President, Vice President, Secretary/Treasurer, and the Immediate Past President, all who shall be Directors of the NVEMSC, and who shall have the usual duties of office and serve until the close of the meeting at which their successors are selected.

Section II - DUTIES

PRESIDENT - The President shall provide leadership for the Council. He/she shall act as Chairperson of all Board meetings, serve as the official representative and spokesperson of the Council, and discharge other duties assigned to the office of President by the Board of Directors of the Council.

VICE-PRESIDENT - The Vice-President shall preside over meetings in the absence of the President, serve as the liaison to outside agencies at the direction of the President, perform other duties assigned to the office by the President, assist the Executive Director in workshops, planning sessions, or other Board development programs.

SECRETARY/TREASURER - The Secretary/Treasurer shall maintain and oversee all records of the Council meetings, maintain a current list of Board of Directors, maintain full and accurate financial reports and submit them to the Board; submit a written annual audit performed by a Certified Public Accountant, assist the Executive Director with the preparation of the annual budget and regional purchasing contracts.

IMMEDIATE PAST-PRESIDENT - The Immediate Past-President shall serve on the Executive Committee, serve as parliamentarian of the Council, and perform other duties assigned to the office by the President.

MEMBER AT LARGE - The Member at Large will be filled by another Board Member appointed by the President, will serve on the Executive Committee, and will perform other duties assigned to the office by the President.

Section III - NOMINATION

- A. During a year in which elections are to be held, a nominating committee consisting of three (3) Directors shall be designated by the President at the October meeting and shall submit nominations for officers of the Corporation to the full Board of Directors. The nominations shall be submitted to the President, by the committee, at least one week prior to the annual meeting.

- B. Whenever the NVEMSC receives a request from the Office of EMS for representation on the State EMS Advisory Board, the Board of Directors shall, nominate three (3) voting Directors at the next regularly scheduled meeting.
- C. If a representative is needed for any State Advisory committee or workgroup before the next regularly scheduled meeting, the Executive Board shall have the authority to make a selection. This may be conducted electronically.

Section IV – ELECTION

At the annual meeting, the officers shall be elected by a simple majority of the Board of Directors. The candidate for each position, who receives the highest number of votes shall be elected to the position of which they were nominated. The President and Vice President shall not be from the same agency.

The position of President shall be filled by automatic succession of the Vice President; however, the Board of Directors may block this automatic succession if they feel it is in the best interest of the Council. The vote to block the succession can only be done during the October or December Board of Directors meeting. If the Board of Directors chooses to block this succession, nominations shall be made for all officer positions.

Section V - TENURE OF OFFICE

The tenure of office shall commence at the end of the elections of the Board of Directors. These elections shall be the last order of business of the annual meeting. The tenure of office shall be for two consecutive years.

Section VI - VACANCIES

Vacancies on the Executive Committee shall be appointed by the President until the next annual meeting, when the position shall be filled by election. In the event the President resigns or is unable to serve for any reason, the Vice-President shall serve as President.

ARTICLE VII - MEETINGS

Section I - ANNUAL MEETING

Annual meeting of the NVEMSC shall be held during the month of December of each year.

Section II - REGULAR MEETINGS

Regular meetings of the full NVEMSC Board of Directors shall be no less than quarterly.

Section III - SPECIAL MEETINGS

Special meetings may be held upon call by the President or at the request of any two NVEMSC Directors.

Section IV - NOTICE

Written notice shall be provided of all NVEMSC meetings at least ten (10) working days prior to the meeting date. In the case of a special meeting, such notice shall state the purpose of the meeting.

Section V - QUORUM

One third ($\frac{1}{3}$) of the number of Directors shall constitute a quorum for transaction of business at the annual meeting, as well as regular or special meetings.

Section VI - VOTING

At any meeting having a quorum, action may be taken by a simple majority of those Directors and Alternates acting in their stead, who are present.

Section VII - OPEN MEETINGS

Meetings shall be open to the public. The public will be allowed to address the NVEMSC with the permission of the President.

Section VIII - EXECUTIVE (CLOSED) MEETINGS

The Board of Directors may meet in executive session once the actual matter to be discussed has been cited. Examples: Personnel matters, real estate, or to consult with legal counsel on legal matters affecting the NVEMSC. Any action items taken in executive session shall be recorded in the minutes of the NVEMSC.

Section IX – ELECTRONIC MEETINGS

The President or member of the Executive Board may allow any Council meeting to be held virtually. In order to meet by electronic means, a board of directors (1) ensures persons accessing the meeting are authorized to do so and (2) persons entitled to participate in the meeting have the opportunity to participate.

Electronic voting at meetings or conducting meetings/committee business is also expressly authorized, and members must provide their associated email address as a means of ensuring the member is eligible to vote.

Should an in person meeting occur and electronic participation is needed, the following policy is established for members' remote electronic participation in meetings due to:

1. A personal matter
 - a. On or before the day of a meeting, the member shall notify the Executive Director or appropriate Council Staff that the member is unable to attend the meeting due to a personal matter. The member must identify with specificity the nature of the personal matter.
 - b. A quorum of the committee must be physically assembled at the primary or central meeting location.
 - c. The President, Executive Director, or Committee Chair may approve or disapprove the request for electronic participation. If the absent member's remote participation is disapproved because such participation would violate this policy, the basis for the disapproval shall be recorded in the committee minutes. The decision shall be based solely on the criteria in this policy, without regard to the identity of the member or matters that will be considered or voted on during the meeting.
 - d. The committee shall record the specific nature of the personal matter and the remote location from which the absent member participated in the committee minutes.
 - e. Participation by the absent member due to a personal matter shall be limited in each calendar year to: (1) two (2) meetings or (2) 25% of the meetings held rounded up to the next whole number, whichever is greater, of the committee.
2. A member's temporary or permanent disability or other medical condition or a family member's medical condition that requires the member to provide care for such family members, thereby preventing the member's physical attendance.
 - a. On or before the day of a meeting, the member shall notify the Executive Director or appropriate Council Staff that the member is unable to attend the meeting due to the member's temporary or permanent disability or other medical condition that prevents his or her physical attendance or a family member's medical condition that requires the member to provide care for such family members, thereby preventing the member's physical attendance.
 - b. A quorum of the Board must be physically assembled at the primary or central meeting location.
 - c. The committee shall record the fact of the member's disability or other medical condition or a family member's medical condition that requires the member to provide care for such family members, thereby preventing the member's physical attendance, and the remote location from which the absent member participated in the committee minutes.

3. For any remote participation, the committee shall make arrangements for the voice of the absent member or members to be heard by all persons in attendance at the meeting location.

ARTICLE VIII - COMMITTEES

Section I - STANDING COMMITTEES

- A. Each standing committee shall meet as often as determined by the respective chairperson of the committee. Each Chairperson shall be required to attend the Board meetings and present a committee report. The standing committees are as follows:
 1. EXECUTIVE COMMITTEE - The Executive Committee of the Council shall be composed of the elected officers of the Council, the Immediate Past-President, and one Director appointed by the President to serve as an At-Large Member of the Executive Committee. The Executive Committee shall have full power and authority during intervals between scheduled Council meetings to manage the business and affairs of the Council, except to amend these Bylaws. The President shall preside over the Executive Committee. Initial points of contact shall be for the following responsibilities:
 - a. Finance – Secretary/Treasurer
 - b. Bylaws – Vice President
 - c. Personnel – Executive Committee
 2. PERFORMANCE IMPROVEMENT Committees – Trauma, Medical, VHAC/STEMI and Stroke. These committee shall be responsible for assuring and improving the quality of prehospital patient care within the Northern Virginia region and shall meet quarterly to:
 - a. Monitor/assess adherence to patient care protocols
 - b. Monitor/assess EMS system issues
 - c. Identify educational needs of EMS providers,
 - d. Identify best practices for resolving patient care and system issues
 - e. Report how identified performance issues will be resolved or improved.
 3. PHARMACY GROUP – This committee meets regularly to monitor controlled substance administration and discuss drug shortages and agency medication restocking processes.
 4. OPERATIONAL MEDICAL DIRECTORS/EMS LEADERS – This committee meets regularly to monitor system performance measures and discuss regional issues.

Committee membership, objectives and methodology shall be designated in the Regional Trauma and EMS Performance Improvement Plan.

- B. Each of the standing committees shall have a Chairperson as designated herein or appointed by the Committee or President.

Section II - OTHER COMMITTEES

The Board of Directors of the Council may designate additional committees or workgroup from time to time and any such committee shall be governed as if it were a standing committee during its existence. The Chairperson shall be appointed by the President.

ARTICLE IX - FISCAL YEAR

The fiscal year of the Council shall begin on July 1 of each year and end on June 30 of the following year.

ARTICLE X - EXECUTIVE DIRECTOR

The Board of Directors shall employ an Executive Director (Chief Executive Officer) upon the terms and conditions determined in a written contract between the Board of Directors and the Executive Director.

The Executive Director shall administer the affairs of the Council in accordance with the Articles of Incorporation, Bylaws and Policies of the Board, and shall report directly to the President. The Executive Director shall have complete authority for employing and supervising a staff adequate to carry out the operations of the Council as determined by the Board of Directors.

The Executive Director shall develop and recommend plans of work, conduct the day-to-day business of the Council, support, administer and maintain the policies established by the Board, keep accurate and true records of financial reports, minutes and personnel files, authorize the expenditure of funds for the normal operation of the Council if provided for in the budget; prepare an annual budget and report, and cause an annual audit.

The Executive Director shall be an ex-officio member of the Executive Committee and is responsible for carrying out their instruction. The Executive Director shall represent the Council at the Regional EMS Director's meetings; shall promote Northern Virginia regional EMS issues and serve as a liaison but not limited to the Northern Virginia Emergency Response System (NVERS), Office of EMS and Metro Council of Governments; and perform other duties as assigned by the Board of Directors.

The Executive Director shall not serve in a policy-making position which would represent any single EMS agency, hospital emergency department or EMS training organization in the Northern Virginia region or the Commonwealth of Virginia.

Whenever there is a change in personnel in the Executive Director position, there shall be a full audit of the financial records of NVEMSC performed by a Certified Public Accountant for the protection of the outgoing and incoming individuals, and the organization. The results of the audit will be made available to the incoming and outgoing individuals upon request.

ARTICLE XI - PARLIAMENTARY PROCEDURE

Parliamentary procedure for all meetings of Directors and committees shall be conducted in accordance with the latest edition of Roberts' Rules of Order, and not in conflict with these Bylaws.

ARTICLE XII - CONFLICTS OF INTEREST

Section I

Whenever any NVEMSC Director has cause to believe that a matter to be voted upon would involve him/her in a conflict of interest, he/she shall disclose that conflict of interest. A conflict of interest shall be deemed to be any issue, the outcome of which shall affect the interested Director in a personal manner and as may be further defined, from time to time, by corporate resolution.

Section II

Whenever any NVEMSC Director has cause to believe that a matter to be voted upon would involve other Directors of the NVEMSC in a possible conflict of interest, the Director shall suggest that such possible conflict of interest exists, and the questions of whether an actual conflict exists shall be decided by majority vote of the NVEMSC. No Director affected by the question may vote on this issue.

Section III

Whenever a conflict of interest is disclosed or found to exist with respect to any NVEMSC Director, such Director shall physically remove themselves from the room following discussion, until the voting on the matter is completed. No other business may be undertaken while the NVEMSC Director is absent unless the Director is recalled and fails to return within a reasonable period as determined by the Chairperson.

ARTICLE XIII - INDEMNIFICATION

Section 1 - CLAIMS OF THIRD PARTIES

The Corporation shall indemnify an officer or director who was, or is a party, or is threatened to be made, a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative, arbitrative or investigative (other than an action by or in the right of the Corporation) by the reason of the fact that he or she is, or was, a director, officer, employee or agent of the corporation, or is, or was serving at the request of the Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amount paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceedings if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, he or she had no reasonable cause to believe that his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, he or she had no reasonable cause to believe that his or her conduct was unlawful.

Section 2 - CLAIMS OF CORPORATION

The Corporation shall indemnify any officer or director who was, or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is, or was, a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), actually and reasonably incurred by him or her in connection with defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been determined to be liable for gross negligence or willful misconduct in the performance of his duty to the Corporation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 3 - INDEMNIFICATION UPON SUCCESSFUL DEFENSE

To the extent that any such person has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2, or in defense of any claim, issue

or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 4 - DETERMINATION OF RIGHT TO INDEMNIFICATION

Any indemnification under Sections 1 and 2 (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because he or she has met the applicable standard of conduct. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who are not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, or even if obtainable, and a quorum of disinterested directors so directs, by independent legal counsel in a written opinion. Each such indemnity may continue as to a person who has ceased to have the capacity referred to above and may inure to the benefits of the heirs, executors and administrators of such a person.

Section 5 - ADVANCE PAYMENTS

Expenses (including attorneys' fees) incurred in defending an action, suit or proceeding, whether civil, criminal, administrative, arbitral or investigative, may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Section 4, upon receipt of an undertaking by or on behalf of such person to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article.

Section 6 - INSURANCE

The Corporation shall have power pursuant to resolution of the Board of Directors, to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her or incurred in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article.

ARTICLE XIV - AMENDMENTS

These Bylaws may be amended at any Board meeting of the NVEMSC by a two-thirds (2/3) majority vote of the membership present provided that each Director has received a copy of the amendments thirty (30) days prior to such meeting. Prior to the voting process, such proposed amendments may be amended for clarity and consistency.

All amendments or revisions shall take effect immediately upon adoption by the membership unless otherwise provided.

ARTICLE XV - DISSOLUTION

In the event the NVEMSC is disbanded, all its assets, funds, equipment, etc., shall be disposed of by the Board of Directors of the Corporation as stated in the Articles of Incorporation. In accordance with the plan of distribution of the Internal Revenue Code of 1954 and the Virginia Non-Profit Corporation Act, said assets shall be used to further emergency medical services in the Northern Virginia region.

Appendix A

Council Assessment Fee Schedule

- Political Subdivision members of the Board will be invoiced at a rate of \$0.018 per capita up to 500,000 population and then \$0.008 per capita over 500,000 population.
 - If the formula produces an invoice amount of less than \$650, the Political Subdivision will be invoiced \$650.
- Affiliate Members will be invoiced \$650.
- Hospitals will be invoiced \$5000; other Healthcare System Partners will be invoiced \$650.

Population estimates are obtained from the University of Virginia Weldon Cooper Center for Public Service <https://www.coopercenter.org/demographics>