

MINUTES

Executive and Nominating Committee – Joint Meeting

November 5, 2018, 10:00 AM

WVEMS Roanoke Office, Haas Conference Room and Conference Call

Attendance:

Carey Harveycutter, Chair, Nominating Committee
Steve Simon, President
Dale Wagoner, Vice President
Joe Trigg, Secretary
Joe Coyle, Treasurer
Val Tweedie
Jason Ferguson
Mike Jefferson
Jim Cady, Sr.
Rob Logan, Executive Director

The meeting was called to order at 1:30 PM by Nominating Committee Chairman Harveycutter.

Mr. Harveycutter explained the attached proposal to amend the bylaws to impose term limits upon officers and executive committee members, and elected directors. Several revisions were suggested.

He also explained the attached proposal to add an Assistant Regional Medical Director to the board. After discussion, it was decided to instead add a provision whereby the Regional Medical Director could appoint up to two Assistant Regional Medical Directors subject to the board's approval.

The amendments also included some housekeeping amendments at the request of the executive director.

It was the consensus of the committee members that the revised proposals be presented to the board for consideration at its December 13, 2018 meeting. The executive director will issue the required notice to the board.

Being no further business, the meeting was adjourned at 1:55 PM.

Respectfully submitted,

/s Robert Logan

Executive Director

Proposed Bylaw Changes - WVEMS

December 13, 2018

The intent of the proposed changes is as follows:

- Second, the proposal applies term limits to the officers and other members of the executive committee, and to the elected members of the board.
- Officers and other members of the board would be subject to a limit of **three** two-year terms. Such term limits would be effective with the terms that begin on January 1, 2019.
- Elected board members (three at-large non-ems members, one at-large ED physician) would be subject to **two** three year terms. Such term limits would be effective with the member's most recent election to the seat.
- All officers and executive committee members: Eligible for terms beginning 1-1-19, 1-1-21, and 1-1-23.
- Elected board members:
 - ED Physician at-large – (Now Stanley, eligible for two three-year terms beginning 1-1-19 and 1-1-22)
 - Fourth PD at-large – (Now Tweedie, eligible for two three-year terms beginning 1-1-19 and 1-1-22)
 - Fifth PD at-large – (Now Flora, eligible for two three-year terms beginning 1-1-17 and 1-1-20)
 - Twelfth PD at-large – Wagoner, eligible for two three-year terms beginning 1-1-17 and 1-1-20)
- Officers' terms expire concurrently with board terms should the board term limit be reached while serving as an officer.
- Any partial board or office term created by election to fill an unexpired term shall count as a full term for purposes of term limits.
- Add an Assistant Regional Medical Director as a director nominated by the Nominating Committee and elected by the board.
- Other housekeeping amendments:
 - Clarify that the board members representing professional organizations are appointed by those organizations rather than elected. This has been the custom since the 2012 revisions, but the effort to fix the language to show those directors as "appointed" was not acted upon when proposed along with other changes in 2014 that were deferred.
 - Update committee structure.
 - Update full board roster from 27 to 28 members.
 - Correct date of annual meeting.
 - Update formatting and terminology, correct typographical errors.

WESTERN VIRGINIA EMERGENCY MEDICAL SERVICES COUNCIL, INC.

As amended December 13, 2012

BYLAWS

ARTICLE I - NAME

The name of this Corporation shall be the Western Virginia Emergency Medical Services Council, Inc.

ARTICLE II - PURPOSES

The purposes of this Corporation shall be those set forth in the Articles of Incorporation.

ARTICLE III - AREA TO BE SERVED

The Corporation shall serve the areas consisting of the following political subdivisions of the State of Virginia:

City of Roanoke	Alleghany County*	Patrick County*
City of Salem	Roanoke County*	Floyd County*
City of Covington	Botetourt County*	Pulaski County*
City of Radford	Giles County*	Craig County*
City of Danville	Montgomery County*	Pittsylvania County*
City of Martinsville	Franklin County*	Henry County*

(* Including incorporated towns therein)

The corporation may serve additional political subdivisions as may be authorized upon a majority vote of the Board of Directors.

ARTICLE IV - LOCATION OF OFFICE

The principal office of the Corporation shall be located in the City of Roanoke, Virginia. The Corporation may have such additional offices at other places and such times as may, from time to time, be designated by the Board of Directors.

ARTICLE V - BOARD OF DIRECTORS

Section 1 - MEMBERSHIP

Directors of the Corporation, hereinafter referred to as the Council Board, shall be elected or appointed in accordance with the Articles of Incorporation and the following provisions:

Section 3 - ELECTIONS, TERM OF OFFICES AND VACANCIES

The Council Board shall be comprised of twenty-~~seven-eight~~ (28~~7~~) members allocated as follows:

A. Among Political Jurisdictions (18)

At least one director from each of the following political jurisdictions:

City of Roanoke	Alleghany County
City of Salem	Roanoke County
City of Radford	Botetourt County
City of Covington	Craig County
Pulaski County	Montgomery County
Floyd County	Giles County
City of Danville	Franklin County
City of Martinsville	Henry County
Pittsylvania County	Patrick County

Directors allocated to political jurisdictions shall include residents of the area served and representatives of organizations, including rescue squads and medical societies, engaged in the emergency medical services system as prescribed in Article V, Section 1. Directors representing localities shall be appointed by the locality represented.

B. At Large Professional (4~~5~~)

Emergency Nurses Association	1
Virginia Association of Volunteer Rescue Squads	1
Near Southwest Preparedness Alliance	1
Regional Medical Director	1
<u>Assistant Regional Medical Director</u>	<u>1</u>

One at-large from each of the above professional organizations shall be ~~elected~~ appointed from among names of persons submitted by each organization ~~to the Council Board~~. In the case of the Regional Medical Director and Assistant Regional Medical Director, nominations shall be provided by the nominating committee.

C. At-Large Other (4)

Three directors, one from Fourth Planning District, one from the Fifth Planning District, and one from the Twelfth Planning District, shall be chosen with out regard to professional organization affiliation or political jurisdiction, and shall be elected by the board. One board-certified emergency physician affiliated with a hospital-based emergency department in the region shall be chosen, and shall be elected by the board.

D. The Council's Executive Director, who shall serve without vote.

Of the foregoing twenty ~~seven-eight~~ directors, not less than ten percent (10%) shall be persons whose vocational or professional activities do not directly involve them as emergency health care providers.

- E. Directors, (with the exception of the Executive Director and Regional Medical Director) shall serve a term of three (3) years in office, measured beginning the first day of the month following the annual meeting of the Council Board. The Executive Director's term shall coincide with his/her employment. The Regional Medical Director's and Assistant Regional Medical Director's terms shall coincide with ~~his/her~~ their appointments.

Elected directors are eligible to serve no more than two consecutive three-year terms.

All directors whether elected or appointed ~~annually~~ shall take office on the first day of the month following their election or appointment.

- F. Vacancies on the Council Board shall be filled for the unexpired portion of the term by the Council Board or the appointing authority at any regular meeting or at a Special meeting called for that purpose. For elected directors, any partial term shall be considered a full term for purpose of calculating term limits.

- G. A director shall serve until the expiration of the term to which elected or until replaced by the appointing authority, and until a successor has been appointed or qualified, or until the prior resignation, death or removal of such director.

- H. An elected director who shall be absent from three (3) consecutive Board Meetings shall be considered to have resigned from the Board, subject to acceptance of the resignation by the Board of Directors.

- I. Removal of a director for cause, other than absence, shall require a vote of two-thirds (2/3) of the members of the Board present and voting. Notice of a meeting to consider a removal shall be mailed to each director at least seven (7) days prior to the date of such proposed meeting, stating the purpose of such meeting.

Vacancies resulting from the above shall be filled according to the membership and election and appointment requirements of the Bylaws.

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ARTICLE VI

Section 1 - OFFICERS

The officers shall be elected by and from the directorship of the Council Board except as hereinafter stated, and shall consist of the following:

- A. President, who shall serve as the Chairman of the Board of Directors.
- B. Vice President

- C. Secretary
- D. Treasurer
- E. Executive Director

Officers, except the Executive Director, shall be elected for two-year terms of office at the annual meeting of the Council Board ~~of the in odd~~even-numbered years. The Executive Director shall serve a term consistent with his/her employment. Officers shall serve until their successors are elected to and take office. An officer shall be eligible to serve no more than three consecutive two-year terms.

Assistant treasurers and secretaries may from time to time be elected, as desired by the Council Board.

A person shall hold no more than one office in the Corporation.

Section 2 - PRESIDENT

There shall be the President, who shall be the Chairman of the Board of Directors and will preside at all of its meetings and shall be the Chairman of the Executive Committee. The President shall appoint the members of all committees of the Council with the approval of the Council Board. The President shall be an ex-officio member of all committees and task forces of the Board.

Section 3 - VICE PRESIDENT

In the absence of the President, or in the event of his/her inability to act, or if that office is temporarily vacant, the Vice President shall exercise all the powers and perform all the duties of the President.

Section 4 - SECRETARY

The Secretary shall keep the minutes of all meetings of the Council. He/she shall be responsible for the giving and serving of all notices of meetings of the Council and, in general, shall perform all duties incident to the office of Secretary and shall have such other powers and duties as may be assigned to him by the Council Board.

Section 5 - TREASURER

The Treasurer shall have general supervision over the care and custody of the funds and securities of the Council and shall be Treasurer of the Council. He/she shall deposit the same or cause the same to be deposited in the name of the Council in such banks or other depositories as the Council Board may direct. He/she shall cause the funds of the Council to be disbursed by checks or drafts upon the authorized depositories of the Council and shall cause to be taken and preserved proper vouchers for all funds disbursed. He/she shall keep or cause to be kept full and accurate accounts of all receipts and disbursements of the Council and shall present to the Council Board, whenever requested, a complete report of receipts and disbursements and of financial conditions. He/she shall perform such other duties as may be assigned to him from

time to time by the Council Board.

Section 6 - EXECUTIVE DIRECTOR

The Executive Director shall be the Chief ~~Professional-Executive~~ Officer of the Corporation. The Executive Director shall have the power to make and execute contracts in the ordinary business of the Corporation in the sum of up to \$5,000 or binding the Corporation for up to twelve months and for and in the name of the Corporation to execute other legal instruments as authorized by the Council Board. The Executive Director shall be employed by contract approved by the Board. Upon any matter concerning his/her employment, the Executive Director shall have no vote.

The Executive Director shall have such powers and duties as from time to time may be assigned to him/her by the Council Board.

Section 7 - VACANCIES

A vacancy in any office, except of the Executive Director, shall be filled for the unexpired portion of the term by the Council Board at any regular meeting, or at a special meeting called for that purpose. Any partial term shall be considered a full term for purpose of calculating term limits.

ARTICLE VII - COMMITTEES

Section 1 - EXECUTIVE COMMITTEE

It shall be the purpose of the Executive Committee to conduct the necessary and routine business of the Council Board between meetings of the Board of Directors.

The Executive Committee shall consist of the following members of the Council Board:

- A. The President, who shall serve as the Chairman of the Executive Committee.
- B. The Vice President
- C. The Secretary
- D. The Treasurer
- E. The Executive Director, who shall not vote.
- F. Three (3) members from the Council Board, one from the Fourth Planning District, one from the Fifth Planning District, and one from the Twelfth Planning District.

The at-large members elected from the Council Board shall serve for a term of two (2) years and are eligible to serve two consecutive two-year terms. A vacancy occurring on the Executive Committee shall be filled at any regular meeting of the Council Board or at any special meeting called for that purpose. Any partial term shall be considered a full term for purpose of

calculating term limits.

Functions of the Executive Committee shall include, but not be limited to the following:

- A. Budget and Finance
- B. Human Resources
- C. Strategic Planning
- D. Audit
- E. Bylaws and Policies

Section 2 – STANDING AND SPECIAL COMMITTEES, TASK FORCES AND WORK GROUPS

Committees have broad responsibility to address ongoing issues affecting the provision and coordination of EMS within the region. Committees shall be chaired by a WVEMS board member. Recommendations of committees typically require board action for adoption and implementation.

Subcommittees exist under the auspices of a committee, and address a specific subset of the committee's charge. Recommendations of subcommittees require adoption by the parent committee prior to board action.

Work Groups are perpetual and function independently, although they may be organized by a committee. They are established to address issues related to specific elements of the EMS system such as MCI planning, communications and hospital relations. Recommendations of work groups may require committee and/or board action.

Task forces are established for a limited duration and for a specific purpose or to complete a specific task. They cease to exist upon fulfillment of the purpose or completion of the task.

Committee and Work Group members are appointed by the president with concurrence of the board. Subcommittee members are appointed by the parent committee. Task force members are appointed by the president with concurrence of the executive committee.

- A. The Nominating Committee shall be appointed by the President with the concurrence of the Council Board. The Nominating Committee shall be composed of not more than one director of the Council Board from any of the participating political jurisdictions and shall have no fewer than three members. Prior to the annual meeting at which officers and directors will be elected, the Nomination Committee shall fulfill the following charges:
 - i. Prepare a slate for the election of directors for each elected position.

- ii. Prepare a slate nominating directors to serve as officers of the Council Board.
- iii. Prepare a slate nominating directors to serve as at-large members of the Executive Committee.
- iv. Ensure that such slates are submitted in writing to each director of the Council at least ten (10) days in advance of such election.
- v. Perform such other duties as may be appropriately delegated by President or the Council Board.

B. There shall be an established Medical Direction Committee, comprised of all active Operational Medical Directors of Emergency Medical Services Agencies within the WVEMS region. The committee will also include at least two career and two volunteer ALS-certified EMS providers. The Regional Medical Director shall be the chair.

The Medical Direction Committee is responsible for oversight of the following three work groups:

- i. Education which shall consist of no less than 7 members broadly representing EMS education in the region.
- ii. Pharmacy which shall consist of the Pharmacist in Charge of each hospital pharmacy in the region(s) included (or their designees). In the event that the Blue Ridge EMS Council's pharmacy group is established jointly with the WVEMS pharmacy group, there will be co-chairs, one from each region. The pharmacy group will include at least two pre-hospital EMS providers who shall serve without vote.
- iii. Allied Resources which shall consist of one representative from the administration of each hospital within the WVEMS region, and at least four pre-hospital EMS providers. This work group may be established jointly with the Blue Ridge EMS Council, in which case it will include similar representation from hospitals in the Blue Ridge EMS region.

C. There shall be established Performance Improvement Committee which shall consist of members broadly representing hospitals, trauma centers, stroke centers, volunteer and career prehospital EMS agencies, and others. The committee ~~shall~~ may establish subcommittees including, but not limited to the following:

- i. Trauma Performance Improvement and/or Trauma Triage
- ii. Stroke Performance Improvement and/or Stroke Triage
- iii. General and Medical Performance Improvement

D. There shall be established a Communications Work Group which will provide guidance and advice on interoperable communications systems and on operation,

licensure and maintenance of any EMS radio systems owned and/or operated by WVEMS.

- E. There ~~shall~~ may be established an Mass Casualty Incident Planning Work Group (to be consistent with any contractual language in the MOU or contract with the Virginia Department of Health) which shall consist of emergency management officials from each locality in the WVEMS region, hospital emergency managers, pre-hospital EMS providers and others with expertise in emergency management and MCI planning. This Work Group may operate jointly with the Blue Ridge EMS Council, in which event it shall include similar representation from the Blue Ridge EMS region

The President, with the concurrence of the Council Board may establish other work groups and task forces as deemed necessary and appropriate.

ARTICLE VIII - MEETINGS

Section 1 - SCHEDULING AND CALL OF MEETINGS

The Annual Meeting of the Council Board shall be ~~held in January of each year~~ the last regular meeting of the calendar year. The date, place and exact time of such meetings shall be set by the Council Board. The Council Board shall have the power to set the date, times and places of regular meetings of the Council Board. Special meetings of the Council Board shall be called by the President or by the Secretary on the written request of any five (5) directors of the Council.

Section 2 - NOTICE OF MEETINGS

Notice of the time, place and purpose of annual and special meetings of the Council Board shall be served as provided by law, but in no case shall such notice be less than five (5) days unless agreed upon by all directors of the Council Board. Attendance at such meetings shall constitute waiver of notice, unless such attendance is for the sole purpose of objecting to the notice provisions therefore.

ARTICLE IX - QUORUM

To constitute a quorum at all meetings of the Council and its Executive Committee, one-third of each body shall constitute a quorum for the transaction of business, but less than a quorum may adjourn any meeting without further notice until a quorum may be present. On matters of personnel employment, the Executive Director shall not vote, but his/her presence shall be included in the quorum.

ARTICLE X - VOTE

Each director of the Council Board shall be entitled to one vote, with the exception of the Executive Director, who serves without vote. All actions taken by the Council Board shall require a majority vote of those directors present and voting at any meeting. The same procedure shall apply to all meetings of the Council.

ARTICLE XI - ANNUAL AND OTHER REPORTS

The President, Secretary, Treasurer and Executive Director shall present to the Council Board at its Annual Meeting a report, verified by them, showing the whole amount of real and personal property owned by the Corporation, where located, and where and how invested, the amount and nature of the property acquired during the year immediately preceding the date of the report and the manner of its application, appropriations and expenditures have been made; and the names and addresses of the directors of the Council Board and officers of the Corporation, which report shall be filed with the records of the Corporation and an abstract thereof entered in the minutes of the proceedings of the Annual Meeting of the Council.

The Council shall also publish at least annually a report or reports adequately summarizing the activities of the Corporation and shall make such reports and the financial report specified above available to each director of the Council Board, the participating political sub-divisions, and shall otherwise cause these reports to be given wide distribution in the member communities.

ARTICLE XII - EXECUTIVE DIRECTOR

The Council Board shall be empowered to employ an Executive Director for the carrying out of the purposes of this Corporation at such salary as may be set by the Council Board. The Executive Director shall be the Chief Professional Officer.

ARTICLE XIII

Section 1 - EXECUTION OF INSTRUMENTS

All checks, bills of exchange, notes or other obligations or orders for payment of money shall be signed in the name of the Corporation by the Treasurer or such other officer or officers as the Council Board may, from time to time, designate by resolution.

All persons authorized to execute the instruments set forth in the Articles or to otherwise deal with the receipts and payments of funds of this Corporation shall be bonded by the corporate surety bond in an amount not less than the annual budget for this Corporation.

ARTICLE XIV

Section 1 - FISCAL YEAR

The fiscal year of the Corporation shall be from the first day of July to thirtieth day of June, inclusive, or such other twelve-month period as the Council Board may designate by resolution.

Section 2 - BUDGET

Prior to the close of each fiscal year, the council board shall adopt a budget of income and expense to control the finances of the Corporation during the next ensuing fiscal year. The

adopted budget for any year may be revised from time to time at any meeting of the Council Board in light of changing conditions.

ARTICLE XV - SEAL

The seal of the Corporation shall be circular in form with the name of the Corporation and figures, "1975", an impression of which the Secretary shall impress upon or otherwise display upon the margin of these Bylaws.

ARTICLE XVI - AMENDMENTS

These Bylaws may be amended or repealed at any meeting of the Council Board by an affirmative vote of two-thirds of those directors present provided notice of all proposed amendments shall have been mailed to the directors of the Council Board at least fifteen (15) days prior to such meetings.

ARTICLE XVII - 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/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/she acted in good faith and in a manner he/she reasonably incurred by him in connection with such action, suit or proceedings if he/she acted in good faith and in a manner he/she 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/she had no reasonable cause to believe that his/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/she reasonable believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, he/she had no reasonable cause to believe that his/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 competed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of he/she fact that he/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/she acted in good faith and in a manner he/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/her 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/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him 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/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 a legal counsel in a written opinion, or (iii) by a majority vote of the shareholders. 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/she 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 incurred in any such capacity or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

Section 7 - DEFINITION OF "CORPORATION"

For the purposes of this Article, references to "Corporation" include all constituent Corporations

absorbed in a consolidation or merger as well as the resulting or surviving Corporation so that any person who is, or was, an officer or director of such a constituent Corporation or is, or was, serving at the request of such constituent Corporation as director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this Article with respect to the resulting or surviving Corporation as he/she would if he/she had served the resulting or surviving Corporation in the same capacity.

Article XVIII - DISTRIBUTION OF ASSETS UPON DISSOLUTION OF THE CORPORATION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, or another 501(c)(3) organization, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of the Commonwealth of Virginia.

PRESIDENT, COUNCIL BOARD

SECRETARY, COUNCIL BOARD