

GREATER MIAMI VALLEY EMERGENCY MEDICAL SERVICES COUNCIL, INC
(A Non-Profit Organization)

CODE OF REGULATIONS

Amended November 18, 1987
Amended 18 November 1992
Amended 23 March 1994
Amended 22 March 1995
Amended 24 May 1995
Amended 29 November 1996
Amended 26 May 1999
Amended 24 September 2003
Amended 23 March 2005
Amended 23 October 2012
Amended 22 January 2013
Amended 18 November 2014

Section 1: AUTHORITY

- 1.01 **Authority** The authority of the Council shall be vested in its membership and shall be determined by vote of the members at any regularly scheduled or specially called membership meetings.

Section 2: GENERAL

- 2.01 **Name** The name of the organization shall be the Greater Miami Valley Emergency Medical Services Council, Inc. (GMVEMSC, a non-profit organization). The organization was originally incorporated as the Montgomery County Emergency Medical Services Council, Inc. 20 January 1977. The organization name change was filed with the Ohio Secretary of State's office on 2 December 1992.
- 2.02 **Definition** For the purposes of definition, the Greater Miami Valley Emergency Medical Services Council shall include, but is not limited to EMS, Fire and law enforcement agencies in the following Ohio counties: Butler, Clarke, Champaign, Darke, Greene, Miami, Montgomery, Preble, Shelby and Warren.
- 2.03 **Gender** The use of one gender in this document is for convenience and clarity.
- 2.04 **Purpose** The purpose of this organization is (1) to provide and organize an emergency medical services council in the Greater Miami Valley; (2) to work toward the maintenance/improvement of emergency care in the Greater Miami Valley; (3) to serve as a central coordinating body for emergency medical services in the Greater Miami Valley; (4) to cooperate with the state and regional emergency medical services organizations.
- 2.05 **Fiscal Year** The fiscal year of the Council shall be January 1 to December 31.
- 2.06 **Rules of Order** The rules contained in the most recent Robert's Rules of Order Revised shall govern the Council in all cases where they are applicable and not in conflict with these regulations.

GREATER MIAMI VALLEY EMERGENCY MEDICAL SERVICES COUNCIL, INC
(A Non-Profit Organization)

CODE OF REGULATIONS

- 2.07 **Dues** Membership fees or dues shall be determined by majority vote of membership of Council. Dues for voting members must be current. Executive Committee shall determine the date of invoice mailings and due date.
- 2.08 **Council Records** Any individual desiring access to Council files, tapes or records must request so in writing which must be approved by the Executive Committee.
- 2.09 **Conflict of Interest** A conflict of interest is defined as a situation or transaction which compromises the relationship between the representative or designated alternate of a voting member and the Council. Representatives and designated alternates of voting members must disclose known or potential conflicts of interest to the Executive Director. Each representative and designated alternate of voting members must read and pledge adherence to the Statement on Ethical Behavior and Conflicts of Interest.

Section 3: MEMBERSHIP

- 3.01 **Voting Membership** Membership of the Greater Miami Valley Emergency Medical Services Council, Inc. will be open to, but not limited to, the representative or designated alternate of the following: Physicians (one from each hospital emergency department); EMS Coordinators (one from each hospital emergency department); Administrators (one from each hospital emergency department); one person from each Fire, EMS/Rescue and private ambulance service; one person from each accredited EMS training institution; one person from each university school of medicine; one person from any organization or association with a **vested interest** and concern in emergency medical services. Wright Patterson Air Force Base Hospital representatives will abstain from voting in accordance with federal law.
- 3.02 **Alternate Representation** Each voting member, except At-Large Members, shall designate an alternate (through their official departmental channels) who will have voting privileges in the absence of the representative.
- 3.03 **At-Large Membership** Individuals that have demonstrated concern with emergency medical services in the Greater Miami Valley (total not to exceed **15**).
- 3.04 **Non-voting Membership** Non-voting members will consist of vendors or suppliers to the emergency medical services industry. This category will be termed Sponsoring membership.
- 3.05 **Application** Application for membership shall be made in writing by completing an application form. Applications for membership will be approved by the governing body or authorized officer of the organization being represented.

Applications for membership will be presented for review and approval during a regular membership meeting. An applicant must receive a majority vote of the members present and voting at the regular membership meeting.

GREATER MIAMI VALLEY EMERGENCY MEDICAL SERVICES COUNCIL, INC
(A Non-Profit Organization)

CODE OF REGULATIONS

- 3.06 **Duties** The voting members of Council: shall have supervision and control of the property, affairs and funds of the Council; have the power and authority to perform all acts and functions consistent with these regulations; shall make such rules and regulations as may be deemed appropriate; and shall annually approve the budget of Council. Any member of a member agency/organization or any at-large member of Council is eligible for committee membership.
- 3.07 **Termination of Membership** Voting members will be terminated for non-payment of dues. Any membership in question will be reviewed by the Executive Committee and then be presented to Council for review with Executive Committee recommendations.
- 3.08 **Vacancies** Membership vacancies of the Council shall be filled by election by the remaining members in accordance with sections 3.01 through 3.05.

Section 4: MEETINGS

- 4.01 **Time, Date and Location** Regular Council membership meeting dates, times and locations shall be determined by Council and will be held no less than every 2 months or as otherwise approved by the Council.
- 4.02 **Committee Meetings** Committee meetings of the Council shall be scheduled as needed by the committee's chair.
- 4.03 **Special Meetings** Special meetings of the Council may be called by the President or at the written request of one-third of the membership. Written notice (electronically or otherwise) of special meetings shall be sent to each member of the Council at least seven calendar days in advance. This notice shall state the business to be transacted at the special meeting.
- 4.04 **Quorum** A quorum for any meeting of the Council or its committees shall consist of a majority of the voting members present. The vote of the majority of the members present and voting at such a meeting shall constitute a rule.
- 4.05 **Mail Ballot** A majority of the members present at a regular or special meeting of Council may request that the issue presented for approval be submitted to the full membership for approval by mail ballot. A quorum for a mail ballot is the same as Section 4.04.

Section 5: OFFICERS

- 5.01 **Principle Officers** The principle officers of the Council shall be a President, President-Elect, Secretary/Executive Director and a Treasurer.
- 5.02 **Elections** The **President-Elect** and **Treasurer** shall be elected in even-number years by the membership at the November meeting, based on the recommendations of the Nominating Committee.

GREATER MIAMI VALLEY EMERGENCY MEDICAL SERVICES COUNCIL, INC
(A Non-Profit Organization)

CODE OF REGULATIONS

The **Secretary/Executive Director** shall be the representative form the Council's management group.

- 5.03 **Terms of Office** The newly elected officers shall take office on January 1 of the year following their election. The officers shall hold office at the pleasure of the Council for **two years** and until their successors are elected. The President-Elect shall become the President at the end of the normal 2 year President-Elect term (January 1 of odd years) or earlier if the President vacates the office.
- 5.04 **Vacancies** In the event of a vacancy in the office of President, the President-Elect shall also assume the responsibilities of the President for the remaining unexpired term. Any vacancy among the other officers shall be filled by the Council for the unexpired terms, based on the recommendations of the Nominating Committee. The membership shall also be provided the opportunity to present nominations for the principle officers. If the unexpired term is less than 6 months, the President shall appoint someone from the membership to fill the vacancy.
- 5.05 **President** The President shall preside at all meetings of the Council. The President shall also preside at all meetings of the Executive Committee and shall be a member ex-officio of all other committees of the Council. Except as provided in Section 6.11 thereof, the President may sign and execute all authorized contracts and other obligations and undertakings in the name of and on behalf of the Council. The President shall appoint the chair of each committee except as stated in 6.02 and 6.11. The President shall be the principle officer of the Council, shall have general charge and supervision of the Council's affairs, and shall perform other duties as may be designated or as otherwise provided by this Code of Regulations.
- 5.06 **President-Elect** The President-Elect shall succeed to the Presidency at the time or manner stated in Sections 5.02 and 5.04. At the request of the President, or in the event of President's absence or disability, the President- Elect shall perform any and all duties of the President. The President-Elect shall serve as the chair of the Code of Regulations committee. The President-Elect shall have such other powers and perform such duties as may be designated.
- 5.07 **Secretary/Executive Director** The Secretary/Executive Director shall attend and keep the minutes of all meetings of the Council. The Secretary/Executive Director shall also keep or provide for the keeping of the minutes of all meetings of the committees of the Council including the Executive Committee. The Secretary/Executive Director shall issue notices of all meetings of the Council and Executive Committee at least seven calendar days in advance, and shall, in general, perform all duties incident to the office of Secretary/Executive Director, subject to the control of the Council. The Secretary/Executive Director shall keep a list of the membership of the Council and shall complete information with respect thereto, which list or information shall be available to the Council membership. Required notifications or mailings listed throughout the Code of Regulations may be made by postal mail or electronic mail.
- 5.08 **Treasurer** The Treasurer shall have the control of all funds of the Council subject to such regulations as may be prescribed by the Executive Committee. The Treasurer shall promptly deposit or cause the prompt deposit of any receipts of cash or otherwise

GREATER MIAMI VALLEY EMERGENCY MEDICAL SERVICES COUNCIL, INC
(A Non-Profit Organization)

CODE OF REGULATIONS

in such banks or other depositories as the Executive Committee shall designate. The Treasurer shall serve as a regular non-voting member of the Executive Committee. The Treasurer shall incur no expense in the name of the Council, nor shall s/he honor any expense incurred by any officer or member, except as provided by the Executive Committee's policies and procedures regulating the duties of the Treasurer. The Treasurer shall, in general, perform all the duties incident to the office of treasurer.

- 5.09 **County Representatives** Each county will have one representative and an alternate to the Executive Committee. For the counties with an EMS Council, the EMS Council will be asked to select candidates for the ballot. A candidate for county representative to the Executive Committee shall be a member of GMVEMSC and be willing to serve. For those counties without an EMS Council, the Nominating Committee will solicit at least two candidates from that county. Ballots will list each candidate from the county and will be distributed to members in that county. The candidate receiving the highest number of votes will become the county representative; the candidate receiving the second highest number of votes will become the county alternate. Each county is expected to be represented at each Executive Committee meeting. The County Representatives are responsible for bringing issues and concerns from their counties to the Executive Committee and for communicating the information and decisions made by the Executive Committee to their counties EMS Councils. Each County Representative will be elected for a two-year term. Representatives for Butler, Champaign, Clark, Darke, and Greene Counties will be elected in November of even-numbered years, and representatives of Miami, Montgomery, Preble, Shelby, and Warren Counties will be elected in November of odd-numbered years.
- 5.10 **Impeachment** The impeachment process for any elected position will follow the Robert's Rules of Order.

Section 6: COMMITTEES

- 6.01 **Standing Committees** Standing committees for Code of Regulations, Education, Drug Bag Exchange Program, Quality Assurance, Standing Orders, Executive Committee, and others listed below shall be established and their chairs appointed by the President, or as otherwise indicated by these Code of Regulations. Membership for the Standing Committees or any other committee established by Council shall include 1) broad-based representation of members from Fire/EMS/Private ambulance services, medical professionals, and as applicable, hospital administrators. A committee shall consist of no less than three members. Vice Chairs may be appointed by the Chair to serve in the Chair's absence during committee meetings. Unless otherwise defined in the Code of Regulations, a quorum for a Committee of the Council is defined as the number of persons present who are eligible for membership in the Committee. Committees may meet in person or by electronic means at the discretion of the chair, provided that Committee members are notified. For Committees without defined membership, such notice is generally via electronic notification to the GMVEMSC membership. Unless

GREATER MIAMI VALLEY EMERGENCY MEDICAL SERVICES COUNCIL, INC
(A Non-Profit Organization)

CODE OF REGULATIONS

otherwise specified, Council Committees have open membership, defined by those participating or submitting comments or materials, and is open to any member of a member agency of Council or any at-large member.

- 6.02 **Code of Regulations Committee** The chair shall be the President-Elect of the Council. The Code of Regulations committee shall be responsible for regularly (at least annually) examining the Code of Regulations and proposing needed amendments to the Council. The membership must be advised of the proposed changes in writing at least seven calendar days prior to the meeting at which the changes are to be discussed and voted upon.
- 6.03 **Education Committee** The chair shall be appointed by the President of Council. The Education committee shall be responsible for developing and recommending for Council approval, training requirements for pre-hospital care providers in the Greater Miami Valley, including Standing Orders testing.
- 6.04 **Drug Bag Exchange Program Committee** The chair shall be appointed by the President of Council. The Drug Bag Exchange Program committee shall be responsible for: monitoring problems relating to the Drug Bag Exchange Program; monitoring and evaluating the need to increase the number of drug bags in area hospitals; replacing and/or repairing damaged drug bags; assisting Fire, EMS/Rescue, and private ambulance services in the purchase and stocking of additional drug bags; and monitoring the overall program effectiveness and recommending changes for Council approval to the existing program.
- 6.05 **Quality Assurance Committee** The chair shall be appointed by the President of Council. The responsibilities of this committee are: a bimonthly audit of run review reports on selected topics; preparation of an audit report; dissemination of the report to appropriate Council members or others; preparation of educational articles for publication; identifying educational needs to the Education Committee.
- 6.06 **Standing Orders Committee** The chair shall consist of two co-chairs, a physician member and one other, each appointed by the President of Council. The physician co-chair is the Medical Director for Council. This committee shall be responsible for reviewing the Greater Miami Valley EMS Council Standing Orders for Adults and Pediatrics at a minimum of once every year, and recommending additions or deletions. All substantive changes to the Standing Orders require ratification by the Regional Physicians Advisory Board (RPAB), except that Just in Time Standing Orders (JITSO) may be promulgated when needed by the physician co-chair of the Standing Orders Committee or a designee, provided that the designee is also a member of the RPAB.
- 6.07 **Infection Control Committee** The chair shall be appointed by the President of Council. The responsibilities of this committee are to: monitor Federal, State and local regulations regarding infection control; develop operational guidelines to comply with said regulations; and identify educational needs to the Education Committee.
- 6.08 **Communication Committee** The chair shall be appointed by the President of Council. The responsibilities of this committee are: to monitor Federal, State and local regulations regarding EMS communications; develop operational guidelines to comply with said

GREATER MIAMI VALLEY EMERGENCY MEDICAL SERVICES COUNCIL, INC
(A Non-Profit Organization)

CODE OF REGULATIONS

regulations; recommend methods and training to ensure concise, clear EMS communications.

- 6.09 **Research Committee** The chair shall be appointed by the President of Council. The responsibilities of this committee are to: evaluate current and/or new EMS procedures or medications; conduct research and/or field studies; recommend changes to Standing Orders based on results of research and/or field studies; prepare educational articles for publication; identify educational needs to the Education committee.
- 6.10 **Public Relations/Marketing Committee** The chair shall be appointed by the President of Council. The Treasurer shall be a regular voting member of this committee. The Public Relations/Marketing committee shall be responsible for: supporting the purposes of the Council by communicating information about its functions to all residents of the Greater Miami Valley; supporting fund raising activities of the Council by communicating information about the activities of the Council to those who benefit from its services and who can provide funding for its efforts; and evaluating the above goals.
- 6.11 **Executive Committee** The Executive committee of the Council shall consist of the officers of the Council, namely, the President, President-Elect, Secretary/Executive Director, Treasurer, County Representatives, the immediate past president, and the chairs all committees of the Council. A representative from the Greater Dayton Area Hospital Association or its successor shall be a regular non-voting member of this committee. Seven members of the Executive Committee including one Council officer shall constitute a quorum, but a lesser number may convene the meeting from time to time. No voting by proxy shall be permitted, except for Vice Chairs. The Executive Committee shall at all times be subject to the control and direction of the Council. The Executive Committee shall have the power to transact all business of the Council in the interval between regular membership meetings, except power to purchase or sell real property. All action of the Executive Committee shall be reported to the Council at its next regular membership meeting and shall be subject to revision and alteration by the Council, provided that no rights of third parties shall be adversely affected by any such revision or alteration.
- 6.12 **Nominating Committee** This committee shall consist of three members appointed annually by the President with the approval of the Council. The Nominating Committee shall present to the Council at its regular or special membership meetings names of persons recommended and deemed eligible (according to the Secretary/Executive Director's records) for nomination as members of Council. In November of each year, the Nominating Committee shall present names of persons recommended for nomination as Council officers and representatives to the Executive Committee from counties without an EMS Council. In the event of any vacancy among the membership or officers, the Nominating Committee shall submit names of persons recommended to fill such vacancies unless otherwise stated in Section 5. The Nominating Committee is also responsible for establishing and maintaining an experience profile of current and prospective Council members for Council and committee activities. The committee shall assist in the recruitment and selection of these members and make the appropriate recommendations to the President for approval.

GREATER MIAMI VALLEY EMERGENCY MEDICAL SERVICES COUNCIL, INC
(A Non-Profit Organization)

CODE OF REGULATIONS

- 6.13 **Social Media Committee** Co-chairs shall be appointed by the President of Council. The responsibilities of this committee are to: evaluate effective means of communicating with personnel of Council member agencies; prepare educational information materials for distribution; and operate social media and like resources for Council, under direction of the President and Executive Committee.
- 6.14 **Special Committees** Ad hoc or other special committees/subcommittees shall be appointed by the President; however, no ad hoc committee/subcommittee shall be permitted to function on behalf of the Council until its purpose and responsibilities are established, or until listed as a Standing Committee by amendment to the Council Code of Regulations.

Section 7: AMENDMENTS AND REVISIONS

- 7.01 **Amendments and Revisions** The Code of Regulations may be revised by a two-third majority vote of the members of the Council present and voting at a regular or special membership meeting. The membership must be advised of the proposed changes in writing at least fourteen calendar days prior to the meeting at which the changes are to be discussed and voted upon.

Section 8: INDEMNIFICATION AND DISSOLUTION

- 8.01 **Indemnification** The Council shall indemnify any member, officer or employee of the Council against any costs or expenses (including amounts paid in settlement) reasonably incurred by him/her in connection with the settlement or defense of any actions, suit or proceeding to which s/he is made a party by reason of his/her being or having been a member, officer or employee of the Council (whether or not s/he is a member, officer or employee at the time of incurring such costs and expenses); provided, however, that no person shall be entitled to such indemnification if the action, suit or proceedings determine that s/he has been guilty of gross neglect or willful misconduct in the performance of his/her duties, or in the event a final adjudication is not made in such action, suit or proceedings, if the Council specifically considers the matter and reasonably determines that such person is guilty of gross neglect or willful misconduct in the performance of his/her duties. The foregoing rights of indemnification shall not be exclusive of any other rights to which any member, officer, or employee may be entitled as a matter of law.
- 8.02 This version of the GMVEMSC Code of Regulations supersedes all previous versions.
- 8.03 **Dissolution** Upon dissolution of the Greater Miami Valley Emergency Medical Services Council, Inc., the Executive committee shall, after paying or making provision for the payment of all of the liabilities of the Council, dispose of all the assets of the Council exclusively for the purpose of the Council in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Executive committee shall determine.