

VERMONT EMERGENCY MEDICAL SERVICES DISTRICT #3 BY-LAWS

ARTICLE I PURPOSE

Under the authority and rules of 24 V.S.A. Emergency Medical Service Statue, Dated July 1, 1984 Vermont Emergency Medical Services District No. 3 has been created.

Vermont Emergency Medical Services District No. 3. (here after called District 3). is a non-profit organization whose objectives are:

- A. To seek always to increase knowledge and abilities of its members in the emergency care of the sick and injured.
- B. To provide a central source of reference and union for its members
- C. To provide up to date training and training equipment for the members of District 3.

ARTICLE II DISTRICT 3

DISTRICT 3 shall include all of Chittenden County; the town of South Hero, Grand Isle, and North Hero in Grand Isle County; and the town of Ferrisburg and the City of Vergennes in Addison County.

ARTICLE III GOVERNMENT Section 1.

DISTRICT 3 shall be governed by a board of directors (here after called THE DISTRICT BOARD) composed of a representative (here after called the Directors) of each of the medical facilities, ambulance services and first responder services operating within DISTRICT 3.

Section 2.

The directors and their designated alternates, shall be selected by their services and this selection shall be certified to the commissioner of health and DISTRICT 3 upon any change. The Board shall be notified in writing of these changes within 30 days of their occurrence.

Section 3.

Each director (or their alternate) shall have one vote on each matter submitted to a vote of DISTRICT 3.

Section 4.

THE DISTRICT BOARD shall have the duty to:

A. Manage, control, and supervise the conduct of DISTRICT 3, and to exercise in the name of DISTRICT 3 all powers and functions belonging to DISTRICT 3 pursuant to Vermont State Law.

B. Formulate and implement policy, protocol or other rules and regulations and to settle any inter-organizational disputes which may arise within DISTRICT 3.

C. Foster and coordinate emergency medical services within the district.

ARTICLE IV MEETINGS

Section 1. Annual Meeting.

The annual meeting of the DISTRICT 3 BOARD Shall be held during the month of April each year. This meeting shall be considered the regular meeting for the month of April.

Section 2. Regular Meetings.

Regular meetings of the DISTRICT 3 BOARD shall be held the second Thursday of each month.

Section 3. Special Meetings.

Special meetings may be called by the clerk on the request of the Chairperson or any two (2) directors. Five (5) days written notice of all special meetings shall be given each director by the Clerk.

Section 4. Time and Place of Meetings.

The date, time, and place of all meetings shall be determined by the Chairperson.

Section 5. Quorum.

For the transaction of business, a quorum of fifty (50) percent of the voting members, or their alternates, must be present.

Section 6. Conduct of Meetings.

All meetings shall be conducted in accordance with "Robert's Rules of Order" except as otherwise herein provided.

ARTICLE V OFFICERS

Section 1. Officers.

The officers of DISTRICT 3 shall be a Chairperson, Vice-chairperson, Clerk, Treasurer and Training Committee Chair.

Section 2. Qualification for officer.

The Chairperson and Vice-Chairperson must be members of THE DISTRICT BOARD. The Clerk, Treasurer and the Training Committee Chair may be members of any of the organizations qualifying for membership on THE DISTRICT BOARD. If the Clerk, the Treasurer and/or the Training Committee Chair is so elected, they shall not be entitled to a vote.

Section 3. Election and Term of Officers.

The officers of the District shall be elected each year, from the slate proposed by the nominating committee and any persons nominated from the floor at the annual meeting, by a simple majority of the directors present at the annual meeting. Voting shall be by paper ballot. Each officer shall hold office for one year or until their successor shall have been duly elected.

Section 4. Removal.

Any officer elected by THE DISTRICT BOARD may be removed by THE DISTRICT BOARD whenever in its judgement, the best interest of DISTRICT 3 would be served thereby. Removal shall be accomplished by paper ballot with two-thirds (2/3) of the directors present at a meeting where a quorum is present voting for the removal.

Section 5. Vacancies.

A vacancy in any office shall be filled for the unexpired term at the next regular meeting. The office shall be filled in accordance with Section 2 & 3.

Section 6. Duties.

A. Chairperson. The chairperson shall:

1. Be the principal executive officer of the Board of Directors and shall, in general, supervise and control all of the business and affairs of THE DISTRICT BOARD.
2. Preside at meetings of THE DISTRICT BOARD.
3. Be an exofficio member of all committees except the nominating committee.
4. Submit an annual report to THE DISTRICT BOARD at the annual meeting.
5. Determine any additional duties of the vice-chairperson.

B. Vice-chairperson. The vice-chairperson shall:

1. Perform the duties in the absence or inability of the Chairperson to serve and shall be the liaison director to the training committee.

C. Clerk. The Clerk shall:

1. Record the minutes of all meetings of the DISTRICT BOARD and distribute these minutes to the membership prior to the next scheduled meeting with a proposed agenda of the next meeting.
2. Conduct such correspondence as THE DISTRICT BOARD may direct.
3. In general, perform all duties incident to the office of clerk and such other duties as from time to time may be assigned by the chairperson.

D. Treasurer. The treasurer shall:

1. Collect and record funds in accordance with the approved budget and/or upon direction of THE DISTRICT BOARD.
2. Present a financial report at each meeting and at other time as requested by the chairperson.
3. Present an annual financial statement at the annual meeting.
4. Disburse funds and pay bills by check when approved by THE DISTRICT BOARD.
5. Send dues notices.
6. Be bonded in amounts to be determined. The expense of these bonds shall be paid by DISTRICT 3.

E. Training Committee Chair:

1. Shall hold meetings of the Training Committee as require to conduct the necessary business to insure adequate training opportunities are available.

ARTICLE VI COMMITTEES

Section 1.

There shall be standing committees created to research and present certain types of business to the District Board for approval or action. No committee shall have less than three members appointed by THE DISTRICT BOARD.

Section 2. Standing Committees.

The standing committees are as follows:

A. Training Committee:

1. Comprised of the training officers from each member organization of District 3 (or designated alternates), the vice-chairperson of the District Board, Medical Direction, the course coordinator(s) of district sponsored EMT courses (any level), and such other persons (as appointed by the 2/3's majority of the District Board).
2. Chaired by the Training Coordinator, elected for a term of one year by the District Board.
3. Develop and implement training programs with approval of the District Board.
4. Observe the training of member organizations as necessary.
5. Report regularly to the District Board the proceedings of all training committee meetings and activities.
6. Submit to the District Board any recommendations the committee deems advisable.

B. Resource Management Committee:

1. Comprised of representatives from six services (three first responder and three ambulance) and is chaired by the Vice Chair of the District Board.
2. This committee will assume the responsibilities of the previous Logistics Committee:
 - a. Generally be concerned with the complexities of dispatching and response of emergency care vehicles, and the transportation of patients within District 3.
 - b. Periodically, and as requested, review the integrity of service areas within District 3.
 - c. Submit to the District Board any recommendations the committee deems advisable.

3. This committee will assume the responsibilities of the previous MCI Committee:
 - a. Coordinate District MCI drills
 - b. Develop educational programs to ensure all member organizations are up to date on the latest national standards.
 - c. Critique, with appropriate agencies all MCI drills.
4. Moreover, this committee will be responsible for examining District-wide issues relating to equipment and personnel resources.

C. Administration Committee:

1. Comprised of a representative from Medical direction and six services (three ambulance and three first responder); and is chaired by the Clerk of the District Board.
2. This committee will assume the responsibilities of the existing Policy and Procedure Committee:
 - a. Create and maintain the District policies & procedures book.
 - b. Type and distribute all information associated with the book.
 - c. Periodically review procedures utilizing new technologies and make recommendations for changes to the Board.
3. This committee will assume the responsibilities of the existing Finance Committee:
 - a. Assist the treasurer with setting a budget for each year.
4. In collaboration with Medical Direction, this committee will be responsible for developing and maintaining a Quality Assurance/Quality Improvement program.
5. In collaboration with Medical Direction, this committee will be responsible for collecting & reviewing annual service licenses; and communicating a recommendation to the District Board.

D. Public Information Committee:

1. Comprised of a representative from member services interested in public information. In the event that a member service has a Public Information Officer, he or she may serve as the representative for the member service.
2. This committee will assume the responsibilities of coordinating public events such as the District 3 representation at the annual Vermont EMS Conference and National EMS Week.

Section 3. Other Committees.

Other committees not having and exercising the authority of THE DISTRICT BOARD on the management of DISTRICT 3 may be designated by a resolution adopted by a majority of THE DISTRICT BOARD present at a meeting when a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be at least 2 directors. The chairperson shall appoint the members of any such committee.

A. Nominating Committee. The nominating committee shall:

1. Consist of three (3) directors, who shall be appointed by the Chairperson at the next regular business meeting following the annual meeting.
2. Select at least one nominee for each office, and present its slate a least one month prior to the annual meeting.

Section 4. Term of Office.

Each member of a committee shall continue as such until:

- A. The next annual meeting.
- B. Until their successor is appointed.
- C. The committee is sooner terminated.
- D. They are removed from the committee by THE DISTRICT BOARD, when in its judgement, the best interest of DISTRICT 3 shall be served by such removal.

Section 5. Chairpersons.

One member of each committee shall be appointed committee chairperson by the chairperson of the board unless otherwise specified by these by-laws.

Section 6. Vacancies.

Vacancies in the membership of any committee may be filled by appointment as prescribed in this article.

Section 7. Quorum.

Unless otherwise provided in the resolution of the board which forms any committee, a majority of the whole committee shall constitute a quorum and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 8. Rules.

Each committee may adopt rules for its own government which are not inconsistent with these by-laws or with rules adopted by THE DISTRICT BOARD.

ARTICLE VII
CONTRACT, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts.

The board may authorize any officer or director to enter into any contract or execute and deliver any instrument in the name and on behalf of DISTRICT 3. Such authority may be general, or confined to specific instances.

Section 2. Checks, Drafts, Etc.

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of DISTRICT 3 shall be signed by the treasurer or the Chairperson of The District.

Section 3. Deposits.

All funds of DISTRICT 3 shall be deposited to the credit of "VERMONT EMERGENCY MEDICAL SERVICES DISTRICT NO. 3" in such banks, trust companies, or other depositories as the DISTRICT BOARD may select.

Section 4. Gifts.

THE DISTRICT BOARD may accept on behalf of DISTRICT 3 any contributions, gift, bequest, or devise for the general purposes or for any special purpose of DISTRICT 3.

Section 5. Distribution of Assets.

In the event that it should become necessary to dissolve the assets of DISTRICT 3, such assets will be distributed to an organization exempt under Section 501 © (3) of the Internal Revenue Code of the United States of America, to a government unit or instrumentality of public purpose.

ARTICLE VIII
BOOKS AND RECORDS

DISTRICT 3 shall keep complete and accurate books and records of accounts and minutes of the proceedings of THE DISTRICT BOARD and committees having any of the authority of THE DISTRICT BOARD, shall keep at the registered office, a record of the names and addresses of directors, and committee members. All books and records of DISTRICT 3 may be inspected by any director, or his agent or attorney for any proper reason at any reasonable time.

FISCAL YEAR

The fiscal year of DISTRICT 3 shall begin on the first day of June and end on the thirty-first day of May in each year.

ARTICLE IX DUES/FEES

Section 1. Annual Dues.

THE DISTRICT BOARD may determine from time to time the amount of initiation fee, if any, and annual dues payable to DISTRICT 3 by member organizations of DISTRICT 3. Seasonal organizations will be pro rated. (ie. Ski Patrol)

Section 2. Payment of Dues.

Dues shall be payable within thirty days of notification. Dues of a new member organization shall be prorated from the first day of the month in which such new member organization is elected to membership, for the remainder of the fiscal year of DISTRICT 3.

Section 3. Fees.

The District may charge fees for courses/activities that use equipment, supplies and or any resources owned and maintained by the District.

Section 4. Payment of Fees.

The coordinator of a course/activity will pay according to policy and procedures adopted by the board.

ARTICLE X MEDICAL ADVISORS

Section 1.

The hospital emergency department shall annually appoint a physician(s) to act as Medical Advisor(s) to DISTRICT 3.

Section 2.

District Medical Advisors shall report directly to, and shall be available upon need for medical advice to the directors.

ARTICLE XI
AMENDMENT TO BY-LAWS

These by-laws may be altered, amended, or repealed and new by-laws may be adopted by a two-thirds (2/3) majority of THE DISTRICT BOARD present at any regular meeting or at any special meeting if at least sixty (60) day's written notice is given of intention to alter, amend, or repeal or adopt new by-laws at such meeting. Be it known to all people that these by-laws have been duly accepted by THE DISTRICT BOARD and we here by affix our signatures this 6th day of May, 2002

Deborah Baron
Chairperson
Lee Jones
Policy and Procedures Chair