

**BY-LAWS
REGION 4 – NORTH CENTRAL KANSAS
EMERGENCY MEDICAL SERVICES
COUNCIL, INC.**

As conditionally approved on April 13, 2010

ARTICLE I

Section 1: Name:

The name of this Corporation shall be Region 4 – North Central Kansas, Emergency Medical Services Council, Inc., hereafter referred to as the Council.

Section 2: Office:

The principal office of this Council shall be located as established or designated by action of the Board of Directors.

Section 3: Auspices Authority:

The Council operates in compliance with local EMS organizations, agencies and individuals as well as with the Kansas Corporation law and in cooperation with the Kansas Board of Emergency Medical Services, Kansas Advisory Committee on Trauma and other Emergency Services oversight agencies.

Section 4: Service Area:

The Council's geographical area shall consist of the following twelve (12) counties:

Clay	Jewell	Ottawa
Cloud	Lincoln	Republic
Dickinson	Mitchell	Saline
Ellsworth	Osborne	Smith

ARTICLE 2

Mission, Purpose, Goals, Restrictions, and Limits of Liability

Section 1: Mission:

The Region 4 EMS Council is a non-profit 501 (c) (3) corporation representing 12 Counties in the North Central Region of Kansas. The Regional Council's mission is to assist with training, consulting, and technical assistance to EMS agencies and personnel, with the express purpose of ensuring the delivery of quality pre-hospital care throughout the Region.

Section 2: Purpose:

To develop a network of EMS providers and ancillary agencies in North Central Kansas that through cooperation, assist with furthering the advancement of pre-hospital care within the Region.

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Section 3: Goals:

- To promote quality emergency patient care.
- To promote quality emergency medical training.
- To provide technical assistance to those entities responsible for delivery of pre-hospital care.
- To assure quality emergency medical delivery systems across the region by promoting quality improvement/quality assurance initiatives.
- To promote research and data collection relevant to EMS.
- Manage, utilize, and distribute funds received in a fair and equitable manor throughout the region.
- To ensure a conduit exists between the regional partners and local, regional, and state entities.
- To promote a planned and coordinated response to disaster situations throughout the region.

Section 4: Restrictions:

No part of the assets of the corporation shall inure to the benefit of, or be distributable to, its members, officers, or other persons, except as the corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article II hereof. No part of the activities of the corporation shall be to disseminate propaganda, or otherwise attempt to influence legislation and the corporation shall not participate in any political campaign on behalf of any candidate for public office. Notwithstanding any other revision of these Articles, the corporation shall perform any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954. (If the Articles of Incorporation of the Council are amended in the future, this paragraph shall be included in the restrictions.)

Section 5: Limits of Liability:

The Corporation hereby expressly agrees to save harmless its members, the officers of the Corporation, the members of the Council, the members of its various committees, its employees and agents from all claims, suits, actions, damages, and costs of every name and description arising out of, or resulting from, performance of their duties in accordance with the Corporation's policies and by-laws. In the absence of fraud, bad faith, or malfeasance, said members, officers, committee members, employees or agents shall not be personally liable for any obligation or claim arising out of their various activities in the Corporation.

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ARTICLE 3
Membership

Section 1: General Membership:

Membership in the council shall be open to all interested parties.

Section 2: Council voting membership:

All certified EMS technicians residing in the Council's area will be allowed voting privileges for the purpose of electing new Board Officers and ratification of by-laws.

Section 3: Board of Directors:

The Board of Directors shall consist of the Service Director and/or their designee, from each tax based, licensed ambulance service located within the region, submitted in writing to the Officers of the Board.

ARTICLE 4
Board of Directors, Officers and Meetings

Section 1: Powers, Duties, and Responsibilities:

The Board of Directors, also referred to as the Board, shall exercise the powers of the Council, control its property, and conduct its affairs. It shall be the duty of the Board to:

- A. Be responsible for achieving the Mission, Purpose and Goals of Region 4-North Central Kansas, Emergency Medical Services Council.
- B. Be responsible for setting policy, preparing and authorizing budgets and grant applications.
- C. Enter into contracts, working agreements, or statements of agreement with such agencies and organizations as may be necessary or useful to carry out the functions, plans, and purposes of the Council.
- D. Serve as the fiscal agent for all grant monies and other monies that become available for the purposes of the Council.
- E. Authorize the employment of Administrative and / or other staff to realize the objectives and purposes of the Council and manage the Council's affairs.
- F. Meet at least quarterly as required herein.
- G. Register their addresses with the Regional Coordinator of the Council. Notices of meetings to them at that address shall be deemed valid notices thereof.

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Section 2: Compensation:

Board and Committee members shall serve without compensation. They may be reimbursed for reasonable costs incurred in attending meetings of the Board or Committee when funds are deemed available.

Section 3: Vacancies:

Vacancies on the Board of Directors shall exist by death, resignation, removal, or relocation outside the geographical area of Region 4 and shall be filled by appointment approved by a quorum of the Board present at any regular or special meeting of the Board or Council. The Board may choose to fill the vacancy by special election.

Section 4: Officers and Committees:

The duly elected Officers of the Council shall be chosen from the Board of Directors and shall be the President, Past President, Vice-President, and Secretary/Treasurer.

A. Tenure of Term of Office:

The term of office for the Council's Officers is July 1 through June 30 for two consecutive years. An officer may hold only one office at a time, and shall be ineligible to serve more than two full consecutive terms in the same office. An officer may finish an unexpired term and then serve two full consecutive terms thereafter. Exceptions may be made in situations where no interested individual(s) have been nominated to fill open positions. Individuals nominated or seeking nomination should be active in Council functions. At least ninety (90) days prior to the Annual Meeting, the President shall appoint a Nominations Committee to seek nominations for Board Officer positions which will expire

B. Duties of Office:

President: Chief Executive Officer of the Board. This position shall conduct the business of the Board and Council.

Past President: Be available to the new President for advice and counsel. Ensure the new President is updated and presented with all information related to ongoing issues and projects.

Vice-President: Perform the duties of the President in the President's absence.

Secretary / Treasurer: Oversee and assist the administrative activity of the Regional Coordinator including; preparation and dissemination of meeting notices, member lists, Council records and meeting minutes; budget development and maintenance throughout the year.

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C. Committees

Definition and Organization:

“Ad Hoc” Committees and Steering Committees, may be appointed at the discretion of the Board to address specific issues or projects as needed. Each Committee chair or appointee shall report on its activities, plans, and accomplishments at each regularly scheduled meeting. In the event that the committee chair or appointee is unable to attend, reports may be made by ground mail, email, or fax to the administrative secretary no later than the day prior to the meeting.

Section 5: Board Meetings:

A. Board of Director’s Meetings:

Board Meetings will be held at least quarterly. Attendance at Board meetings is mandatory for all Board members. Any Board member with greater than 50% unexcused absence rate for scheduled meetings, in a calendar year, may be subject to the removal/replacement process. This will be determined by majority vote of the board at any regularly scheduled meeting or special meeting. Subsequent to removal, notification will be made to the agency in question and/or to their governing body requesting replacement appointee.

B. Proxy:

Proxies shall only be permitted for “issues” related items. Board members voting a proxy may vote only one proxy plus their own vote. Written proof of the proxy must be available at the meeting for presentation prior to a vote.

C. Quorum:

A quorum at any Board of Directors meeting shall be members present at a meeting unless otherwise required by law or Council by-laws.

D. Notice:

At least ten (10) days notice shall be given to Board of Director members prior to convening of Board meetings. This same ten-(10) day notice will be given to Council members prior to convening a Council meeting. Emergency meetings may be called on shorter notice. Items for the agenda and other available pertinent materials will be distributed with the meeting notice. In Special Meetings, only the business stated in the notice or clearly on the agenda may be considered.

Section 6: General Council Meetings

A. General Council Meetings:

General Council meetings will be held at least annually for the purpose of election of Officers.

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B. Proxy:

Proxies shall only be permitted for “issues” related items. Council members voting a proxy may vote only one proxy plus their own vote. Written proof of the proxy must be available at the meeting for presentation prior to a vote.

C. Quorum:

A quorum at any General Council meeting shall be members present at a meeting unless otherwise required by law or Council by-laws.

D. Notice:

At least ten (10) days notice shall be given to General Council members prior to convening of Board meetings. This same ten-(10) day notice will be given to Council members prior to convening a Council meeting. Emergency meetings may be called on shorter notice. Items for the agenda and other available pertinent materials will be distributed with the meeting notice. In Special Meetings, only the business stated in the notice or clearly on the agenda may be considered.

ARTICLE 5

Fiscal Year

The fiscal year for Region 4, North Central Kansas, Emergency Medical Services Council, Inc. shall begin on July 1st and end the following June 30th.

ARTICLE 6

Robert’s Rule of Order

The General rules of procedure for the conduct of business at all meetings of the Board and its Committees shall be Robert’s Rules of Order, as revised.

ARTICLE 7

Corporate logo

The Region 4, North Central Kansas, Emergency Medical Services Council, Inc. shall have an official logo, and shall bear the incorporated name of the Council.

ARTICLE 8

These By-laws may be amended by a majority affirmative vote of the Council membership present at any regular or special meeting when written notice of the amendment has been given or published, via official communication methods adopted by the Board of Directors, to all members at least ten (10) days prior to that meeting.

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ARTICLE 9 - DISSOLUTION

The members may vote for dissolution of this Association at a meeting provided written notice is given of such meeting and agenda to all members no less than 60 days prior to the meeting. Such dissolution requires two-thirds vote of the members present at the meeting.

In the event of dissolution, consolidation or other liquidation, the assets of the Association shall be applied and distributed to the extent possible as follows:

Liabilities

All liabilities and obligations of the Association shall be paid and discharged, or adequate provisions made according to law.

Assets Held

Assets held by the Association upon condition requiring return, transfer or conveyance, which condition occurs by reason of the conditions enumerated in this Article, shall be returned, transferred or conveyed in accordance with such requirements.

Remaining Assets

Remaining assets, if any, shall be transferred or conveyed for the purposes of the Association, to such organizations formed and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as exempt organizations under Section 501-C, 26 United States Code, Internal Revenue Code of 1986 (or the future corresponding codes) as the Executive Board shall determine. Any assets not so disposed of shall be disposed of in accordance with the laws of the state of Kansas.

Note regarding Gender and Number: *The masculine, feminine and neuter gender as used in these Bylaws import one another and the singular shall include the plural whenever applicable.*

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Article 9: Approval of by-laws

APPROVED: This 13th day of April, 2010

President

Vice-President

Secretary/Treasurer