

**BYLAWS
SOUTHEASTERN ARIZONA
EMERGENCY MEDICAL SERVICES COUNCIL**

**ARTICLE I
Name**

Emergency Medical Services Coordinating Council of Southeastern Arizona

The name of this Council shall be the Emergency Medical Services Coordinating Council of Southeastern Arizona, an Arizona domestic Nonprofit Corporation, and shall hereby be known as the Southeastern Arizona Emergency Medical Services Council (SAEMS); the Corporation hereinafter referred to as the Regional Council, and/or the Corporation.

**ARTICLE II
Purpose**

This Regional Council is established for the purpose of meeting the following objectives:

- a. To have a regional body, representative of Cochise, Graham, Greenlee, Pima and Santa Cruz counties (to include the emergency medical service (EMS) providers of those counties and the EMS providers outside those counties whose base hospital is in one of those counties) focusing its attention upon the emergency medical care needs of the population in Southeastern Arizona.
- b. To have a regional EMS body through which federal, state, local and other outside resources can be most effectively channeled into support of the EMS System(s) in Southeastern Arizona.
- c. To have a mechanism to enhance the ability of the operators of EMS system components to operate efficiently and effectively through consultation, coordination and medically prudent EMS policy.

- d. To establish quality assurance/improvement criteria and standards for monitoring and improving the performance and quality of emergency medical services throughout the region.

ARTICLE III
Function(s) of the Regional Council

The function(s) of the Regional Council, relative to the EMS system(s) in Southeastern Arizona, will include those items specified in ARS 36-2208, 36-2210, 36-2218, and:

- a. Coordination among sub-regional systems as appropriate.
- b. Planning of a total regional system made up of its component sub-regional systems.
- c. Education of the public regarding EMS.
- d. Advocacy for the system(s) and their components with community and governmental organizations.
- e. Informing the components of the system(s) of available resources and assisting in acquiring those resources and assisting in acquiring those resources when requested.
- f. Assisting in the establishment and distribution of quality assurance/improvement indicators and serve as the support organization of in-service training regarding these improvement processes throughout the region and state, where applicable.

ARTICLE IV

Regional Responsibilities

The intent of this Article is to define the responsibilities of the Regional Council. The following are the primary responsibilities of the Regional Council.

- a. Establish and maintain liaison between the operators of components of the EMS System(s) and the Regional Council.
- b. Recommend an individual from within the membership of the Regional Council to represent the Southeast Region on the State Emergency Medical Services Council.
- c. Serve as a continuing forum regarding the implementation, in the Southeastern Arizona Region, of Basic and Advanced Life Support systems.
- d. Develop and implement a provider assistance program to aid local EMS systems where possible and upon request.
- e. Advise local, public, and private organizations, including providers of emergency services on issues impacting emergency medical service delivery in the Southeastern Arizona.
- f. Assist in the development and continuation of sub-regional EMS Councils for the purpose of development and implementation of sub-regional EMS plans.
- g. Encourage participation of all constituent EMS providers in ongoing, voluntary, quality assurance/improvement monitoring.
- h. Encourage evaluation and promulgation of state-of-art training and continuing education.

ARTICLE V Organizational Structure

The organizational structure of the Southeastern Arizona EMS Council shall be comprised of a Board of Directors and as many Sub-Regional EMS councils as are formed pursuant to the provisions of the Bylaws.

Section A. - Establishment of Board of Directors

The Board of Directors is a multi-county, multi-disciplinary board established to oversee the regional EMS system. The Board of Directors shall act on the regional EMS plans, programs, and policies prepared and forwarded by the Sub-Regional Councils.

Although the Board of Directors adopts plans and policies, the decisions to implement lie within the jurisdiction/agency in which the activity is to take place. The Board of Directors may seek and acquire funds for operating the Regional Council. The Board of Directors may apply for other funds, which may be used for regional and sub-regional projects. Funds will be expended in accordance with contractual relationship between the Regional Council and the Bureau of EMS and Trauma Systems, Arizona Department of Health Services.

Section B. - Membership of the Board of Directors

The Board of Directors of the Regional Council will be composed of the following members:

A representative from each:

1. Cochise County
2. Graham County
3. Greenlee County
4. Pima County
5. Santa Cruz County
6. Public Health Officer
7. Regional Native American Nation
8. Southeastern Arizona Fire Districts
9. Public EMS Provider (Urban)
10. Public EMS Provider (Rural)

11. Private EMS Provider
12. Protocol Review and Development
13. Base Hospital Managers
14. Base Hospital (Rural)
15. Base Hospital (Urban)
16. EMS Medical Directors
17. Physicians-at-Large: Regional Emergency Physicians (TWO: [one] Urban and [one] Rural)
18. Recognized Sub-Regional Councils
19. Air Medical Providers
20. Regional Trauma Committee
21. Emergency Preparedness
22. Regional EMS Providers Committee
23. Immediate Past-Chair (Ex-Officio)

Section C. - Appointment of Board of Directors

The members of the Regional Council Board shall be appointed by the political jurisdiction/agency designated for membership.

Section D. - Voting of the Board of Directors

Voting members of the Regional Council Board members are appointed by the political jurisdiction/agency designated for membership, except for the Physicians-at-Large who will be elected by the Regional Council, upon nomination from members of the Regional Council. Each member can represent only one jurisdiction and is entitled to one vote, when present at meetings of the Board of Directors. Voting by proxy will not be allowed.

Section E. - Officers of Board of Directors

1. Officers and Their Duties- Executive Committee

Officers of the Regional Council shall include a Chair, Vice-Chair, Secretary/Treasurer, and the Chairs of the sub-regional councils and shall be known as the Executive Committee. Additional officers may be elected at the discretion of the Board of Directors. Officers shall perform the duties delegated by the Board and those prescribed by these Bylaws and by the parliamentary authority adopted by the Board.

2. Executive Director

The Board of Directors shall appoint and employ an Executive Director who shall be the Corporation's Chief Executive Officer and referred to as the Executive Director of the Corporation. The Executive Director shall plan, administer, direct and coordinate the affairs of the Corporation that are not reserved to the Board. The Executive Director shall monitor the actions of the Corporation in accordance with the policies and objectives established by the Board. The Executive Director shall ensure that the Corporation carries out predetermined plans and projects. The Executive Director shall be responsible for the employment of all personnel and consultants under guidelines set forth in the personnel policies of the Corporation. The Executive Director shall, in collaboration with the Chairperson of the Board of Directors, sign all deeds and conveyances, all contracts and agreements, and all other instruments requiring execution on behalf of the Corporation. The Executive Director shall annually prepare and present budget reports: (a) of the Corporation in collaboration with the Corporations named Certified Public Accountant, and: (b) the work plan and operational objectives of the Corporation in collaboration with the Chairperson of the Board. The Executive Director shall be responsible for carrying out the daily activities of the Corporation. The Executive Director, at the request of the Chairperson of the Board, may act as the chief spokesperson of the Corporation, and represent the Corporation before all public and/or private agencies and the legislature, and do so in a fashion consistent with the policy of the Board.

3. Nominations/Elections

Nominations for the Chair and Vice-chair shall be solicited from the full Regional Council at the last meeting of the calendar year (typically October) and the election shall take place at the first meeting on the next calendar year (typically January).

4. Officer Terms (Chair and Vice-Chair)

The Chair and Vice-Chair shall be elected by ballot to serve a two-year term or until their successors are elected, and their terms of office shall

begin at the meeting following the election. The Chair and Vice-Chair shall be elected during alternative years.

5. Secretary/Treasurer

The position of Secretary/Treasurer of the Regional Council shall be held by the Chief Executive Officer (Executive Director) of the Regional Council who is appointed and employed by the Board of Directors unless otherwise determined by the Board.

Section F. - Meetings of the Regional Council

1. Regular Meetings

Regular meetings of the Regional Council shall be held at a time and place designated by the Chair. Meetings shall be held no less than four (4) times per calendar year.

2. Annual Meeting

The regular meeting in January shall be known as the Annual Meeting and shall be for the purpose of receiving reports of officers and committees, election of officers, and other business that may arise.

3. Executive Committee

The executive committee shall meet at the discretion of the Chair to conduct business as needed between regular meetings. Decisions made by the executive committee shall be ratified at the next regular Council meeting. If necessary, the executive committee may authorize a special vote of the Council that may be conducted by telephone, e-mail (electronic), video or facsimile.

4. Special Meetings

Special meetings may be called by the chair, or by written request of five (5) members of the Regional Council. Regional Council members shall be notified at least twenty-four (24) hours in advance of all special

meetings with a published agenda. Voting shall be on items of agenda only.

5. Attendance

Regular attendance is expected of all Regional Council members. Members and/or alternates are allowed a total of two (2) absences during a calendar year. After second absence contact will be made with member and/or alternate to determine continuation on the Board of Directors.

6. Quorum

Fourteen (14) members of the fully appointed Regional Council (in person) shall constitute a quorum. For purposes of voting, any motions may be carried by a simple majority of those members present and voting after a quorum has been established. Members may attend either in person or electronically, if available. A meeting of the Board shall not be formal, nor will the meeting be allowed to convene, without a quorum in attendance.

7. Action Between Meetings

In the event a matter arises which requires action before the next regular meeting of the Regional Council, the Chair may authorize a mail, electronic, fax, telephone or video poll of the Regional Council Officers, provided that the results of such poll be ratified at the next meeting of the Regional Council.

ARTICLE VI

Section A. Sub-Regional Councils - Establishment and Area Designation

The sub-regional Councils are charged with monitoring local plans and programs. The sub-regional Councils may formulate plans and policies for inclusion in the Regional EMS Plan. They may also implement and/or coordinate various sub-regional EMS projects.

Section B. Sub-Regional Councils - Designation, Eligibility, and Status

1. Upon qualified petition to the Board of Directors by a Sub-Regional Coordinating Council, the Regional Council shall designate that Sub-Regional Council as the local coordinating entity of the Region, provided that such petition is accompanied by (a) resolution(s) representing the Sub-Regional area.
2. To be eligible for designation as a Sub-Regional Coordinating Council, such Council should demonstrate the following representation from its area: local governments, fire districts, public and private sector emergency health care service professionals, hospitals, and consumers. Additionally, an eligible Sub-Regional Council shall have an operational set of Bylaws and the ability to maintain a written record of activity.
3. A Sub-Regional EMS Coordinating Council receiving designation from the Region shall maintain a status of independence from the Region and may undertake activities not endorsed by the Regional Council. However, the Sub-Regional Councils shall not adopt plans or policies in conflict with those of the Regional Council. Where applicable, the Sub-Regional Council plans, policies or protocols shall meet or exceed the minimum standard guidelines of the Regional Council.

Section C. Sub-Regional Council - Responsibilities, Relationship

1. The primary responsibility of a designated Sub-Regional Council shall be to represent the collective interest of its geographic area in the planning, coordinating and implementation of activities of the Southeastern Arizona EMS Council. The Sub-Regional Council shall participate in recommending individuals for membership on Regional Council Task Forces. The Sub-Regional Council shall participate in the regional planning process, including area data development, system design, and the conduction of area public hearings and plan review prior to ratification by the Regional Council.

2. The relationship between a Sub-Regional Council and the Regional Council shall be defined by a written agreement entered and approved by the Sub-Regional Council and the Southeastern Arizona EMS Council.
3. Each Sub-Regional Council shall meet no less than four (4) times per calendar year.

ARTICLE VII

Section A. - Establishment of Committees and /or Task Forces

Committees are established by the Regional Council for the express purposes of conducting relevant business that may be brought forward for regional discussion and/or approval. Each recognized committee of the region shall have Bylaws that will be approved by the Council.

Recognized committees include:

1. Sub-Regional Councils: (Pima, Cochise, Santa Cruz and Graham-Greenlee)
2. EMS Medical Directors
3. Base Hospital Managers
4. Air Medical
5. Regional Trauma
6. Protocol Review and Development

Task Forces are standing committees for the formulation of components of a regional EMS plan and recommendation of programs and the review of Sub-Regional EMS plans and programs. The Council will establish Task Forces as necessary, however, they will not be a recognized committee but may report to either a committee or directly to the Council as required.

Section B. - Membership of Committees and Task Forces

Each committee's Bylaws shall indicate its membership. The Council shall appoint the Task Force members. Membership on Task Forces may include representatives from the Region, associated professionals, and other interested persons from the Region.

Section C. Responsibilities of a Committee and a Task Force

It will be responsibility of each Committee and Task Force to carry out the charge of the Council and report orally or in writing in a timely manner the results of the Committee reports or Task Force initiative.

Article VIII Indemnification of Members, Officers, Employees and Agents

The Corporation shall indemnify every member, officer, employee, agent or other person for which the Corporation is authorized to extend indemnification, and said indemnification shall be limited as set forth in A.R.S. 10-1005.

Article IX

Section A. Adoption of Rules and Regulations

The Board of Directors may, from time to time, make rules and regulations governing the way the Corporation shall conduct business with its members. Such rules and regulations may only be adopted, repealed or amended as the result of at least a two-thirds (2/3) majority vote of the Board during any regularly scheduled or special meetings of the Board.

Section B. Rules and Regulations

Adoption of Rules and Regulations. The Board of Governors may, from time to time, make rules and regulations governing the way The Corporation shall conduct business with its members. Such rules and regulations may only be adopted, repealed or amended as the result of at least a majority vote of The Board during any regularly scheduled or special meeting(s) of The Board.

Notice of Rules and Regulations. All rules and regulations, and any amendments thereto, adopted by the Board of Directors shall be placed in writing and furnished to each member of the Board.

ARTICLE X
Amendment of Bylaws

These Bylaws may only be repealed or amended at any regular meeting of the Council by a two-thirds (2/3) majority vote, provided that the amendment has been submitted in writing at the previous regular meeting or by presentation to Council members at least fourteen (14) days prior the next scheduled Council meeting. Presentation may be made by mail, electronic, video, or facsimile.

ARTICLE XI
Definitions

Regional - the geographical area including Pima, Santa Cruz, Graham, Greenlee and Cochise Counties and Regional Indian Nations. For practical purposes, any provider agency that has a base hospital with the geographical boundaries of the region is considered within the Region.

Regional Plan - those plans and programs adopted by the Council, which affect the region, and/or which benefit the population of the Region.

Sub-Regional Plan - those plans and programs that are adopted by a designated Sub-Regional Council are included in the regional plan. Financial and operational responsibility for the implementation of Sub-Regional plans lies within the operational components of the Sub-Regional EMS system.

ARTICLE XII
Minutes

Minutes of each Council meeting will be notated and/or recorded, and the Council shall have the right of review and correction of minutes of all meetings before publication and distribution.

ARTICLE XIII
Open Meeting Law

Arizona's Open Meeting Law, A.R.S. § 38-431.01, shall apply to meetings of the Council and its committees.