

**BYLAWS OF THE SOUTH CENTRAL REGION EMERGENCY MEDICAL SERVICES AND
TRAUMA CARE COUNCIL;
A NON-PROFIT CORPORATION**

Article I

Section 1. The principal name of the organization is the South Central Region Emergency Medical Services and Trauma Care Council (here after referred to as the Council), a non-profit corporation.

Section 2. Purposes. This corporation is organized for the following purposes:

- A. Beginning January 1991 and on-going develop and implement the regional emergency medical services (EMS) and trauma care strategic plan to:
- B. Beginning June, 1991 and ongoing, submit the regional emergency services and trauma care strategic plan to the DOH;
- C. Advise DOH on matters relating to the delivery of emergency medical services and trauma care within the region;
- D. Provide data required by DOH to assess the effectiveness of the emergency medical services and trauma care system within the region;
- E. May apply for, receive, and accept gifts and other payments, including property and service, from any governmental or other public or private entity or person, and may make arrangements as to the use of these receipts, for enhancement of the emergency medical services and trauma care system in the region.

Article II Membership and Meetings

Section 1. Members. The membership is comprised of the Board of Directors.

Section 2. Limitations. There are no shareholding members.

Section 3. Annual Meeting. The annual meeting of the directors of the Council shall be the first meeting of each year. The purpose of the annual meeting shall be to review the activities of the Council.

Section 4. Notice of Special or Annual Meetings. Written or electronic notice stating the place, day, and hour of the annual meeting shall be delivered no less than ten (10) days before the date of the meeting, by or at the direction of the chairman or by the secretary, to each Director entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Director as it appears on the records of the Council. If sent electronically a record of delivery will be maintained.

Reviewed and updated 9/11/2009

Reviewed and updated 7/28/2011

Reviewed and updated 9/25/2014

Reviewed and updated 9/28/2017

Section 5. Procedure. The chairman shall establish the order of business at all meetings of the Council. In case of a dispute regarding procedural matters, Roberts Rules of order shall be followed.

Section 6. Geographical Area. The geographical area served by the Council includes the counties of Benton, Columbia, Franklin, Kittitas, Walla Walla, and Yakima. Benton and Franklin have combined assets and mission and are considered as one area for the purpose of administration by this Council.

Article III General Powers

Section 1. General Powers. The business and affairs of the Council shall be managed by the Board of Directors or their agent.

Section 2. Board of Directors. All candidates appointed by the DOH shall automatically become Directors of the Board. The current number of twenty-six (26) Director positions consists of one each:

- A. Local Government Agency Representative, Pre-hospital Representative, and a Hospital Representative from each of the five (5) geographical areas.
- B. Designated Rehabilitation Centers may have one representative.
- C. The other ten (10) council directors will consist of five (5) mandatory positions from the categories of Local Elected Official, Law Enforcement, Service Providers, and Consumers. These five representatives may be rotated among the geographical areas based on available personnel.
- D. The remaining six (6) representatives may be selected from any optional combination of personnel from the categories of County Coordinator, Medical Program Director, Physician, Education, or other categories as selected by the Council and approved by the DOH. All geographical areas are authorized, but not required to have an equal number of positions.

Section 3. Tenure. The Board of Directors shall be appointed by the DOH for a term of three (3) years. Any vacancy occurring due to removal or resignation may be filled by the DOH. The Council may vote to recommend to the DOH and the respective EMS & Trauma Care Council that a Director be removed if three (3) consecutive regularly scheduled Council meetings are missed, and has not been excused by the Council for these three (3) absences.

Section 4. Vote and Quorum. Each Director shall possess one vote. Voting shall be by each director in person or by proxy from a representative designated in writing. A majority of all appointed Board of Directors shall constitute a quorum for the transaction of business.

Section 5. Meetings. Regular meetings shall be held at such dates and times as directed by the Council.

Section 6. Special Meetings. Special meetings may be called at any time by the chairman or by twenty-five (25%) percent of the current Directors. Notice of all special meetings shall be mailed by the secretary or assistant-secretary not less than three (3) days before each meeting, or by direct telephone call or electronic messaging at least one (1) day before any special meeting.

Reviewed and updated 9/11/2009

Reviewed and updated 7/28/2011

Reviewed and updated 9/25/2014

Reviewed and updated 9/28/2017

Section 7. Action Between Meetings. Action may be taken on behalf of the Council by the executive committee, with ratification by vote at the next regular meeting. A special meeting may be called using telephone conference call or similar electronic communication equipment by means of which all persons participating in the meeting can hear each other at the same time if due notice has been provided to the public.

Section 8. Telephone/Electronic Participation. Meetings may be held by means of a conference telephone or similar electronic communication equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such meeting shall constitute presence in person at a meeting.

Article IV Officers

Section 1. Officers. The officers shall be Chairman, Vice-Chairman, Secretary, and Treasurer. The Council may appoint such other officers as deemed necessary. Officers will be chosen from the Board of Directors.

Section 2. Election and Term of Office. All officers shall be elected every two years by the Council at the first regular meeting of even numbered years.

Section 3. Authority of Officers. Officers shall execute all deeds, bonds, contracts, and other instruments essential to the completion of programs, council records, custody of funds and securities, and administrative management, and the budget. The Council will review all transactions completed under this authority at regularly scheduled meetings unless special meeting requirements are activated. The Council retains sole authority for approval of changes to all instruments of planning, budget and management.

Section 4. Chairman. The chairman shall be the senior officer of the Council and shall preside at all meetings. The chairman shall appoint all committees not otherwise provided for and shall be an ex-officio member of each committee. The chairman may sign any deeds, bonds, contracts, or other instruments which the Council has authorized to be executed and shall otherwise perform all other duties usually inherent in such office.

Section 5. Vice Chairman. The vice-chairman shall assume the duties and obligations of the chairman in his or her absence.

Section 6. Secretary. The secretary shall ensure minutes of the meetings are kept and see that all notices are duly given as required by law. The secretary shall perform such duties as required by the office.

Section 7. Treasurer. The treasurer shall be responsible for the custody of the funds and securities of the Council, and shall advise the Council of its financial condition and the handling of its monies and investments. Such person shall sign the documents of the Council from time to time as required and perform such other duties as required by the office.

Reviewed and updated 9/11/2009

Reviewed and updated 7/28/2011

Reviewed and updated 9/25/2014

Reviewed and updated 9/28/2017

Section 8. Executive Director. The Council may elect or employ an executive director who shall serve as the Council's chief executive officer and shall be delegated the responsibility for overall administrative management of the Council. Such person shall have the necessary authority to effect this responsibility, subject to such policies as may be adopted by the Council or any committee to which the Council has delegated power for such action. Such person shall, unless otherwise expressly provided, be an ex-officio member of all management committees and shall act as a duly authorized representative in all matters except those in which the Council has formally designated some other person or group to act.

Section 9. Removal of Officers. Any officer may be removed by a majority vote of the Council when deemed in the best interest of the Council.

Article V Committees of the Board of Directors

Section 1. Standing Committees. The standing committees shall be as follows:

- A. Executive
- B. Such other ad hoc committees as the Council may from time to time authorize

Section 2. Appointment and Term. All standing committees and other ad hoc committee as may be appointed by the chairman.

Section 3. Executive Committee. The executive committee shall consist of those individuals who hold the offices of chairman, vice-chairman, executive director, secretary, and treasurer. The executive committee shall, possess and exercise all of the authority in the management of the Council, excluding amending, altering, or repealing the Bylaws; electing, appointing, or removing any member of such committee, or any director or officer of the Council, amending the Articles of Incorporation, adopting a plan of merger or adopting a planned consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Council; authorizing the voluntary dissolution of the Council and revoking proceedings therefore; adopting a plan for the distribution of the assets of the Council; or amending, altering, or repealing any resolution of the Council which by its terms provides that it shall not be amended, altered or repealed by such committee. A majority of the executive committee shall constitute a quorum of the executive committee.

Article VI Indemnification and Insurance

Section 1. Indemnification.

- A. Director Liability.

1. Pursuant to RCW 23B.17.030 and RCW 23B.08.510, the corporation shall indemnify an individual made a party to a proceeding because the individual was an employee, official representative, or a director, against liability incurred in the proceeding if:
 - a. the individual acted in good faith, and
 - b. the individual reasonably believed:
 1. In the case of conduct in the individual's official capacity with a corporation, that the individual's conduct was in its best interest; and
 2. In all other cases, that the individual's conduct was at least not opposed to its best interest; and
 - c. In the case of any criminal proceeding, the individual had no reasonable cause to believe the individual's conduct was unlawful.
 2. A director's conduct with respect to an employee benefit plan for a purpose the director reasonably believed to be in the interest of the participants in and beneficiaries of the plan is conduct that satisfies the requirement of subsection (1)b.(i) of this section.
 3. The termination of a proceeding by judgment, order, settlement, conviction, or upon the plea of nolo contendere or its equivalent is not, of itself, determinative that the director did not meet the standard of conduct described in this section.
 4. The corporation shall not indemnify a director under this section;
 - a. In connection with a proceeding by or in the right of the corporation in which the director was adjudged liable to the corporation; or
 - b. In connection with any other proceeding charging improper personal benefit to the director, whether or not involving action in the director's official capacity, in which to director was adjudged liable on the basis that personal benefit was improperly received by the director.
 5. Indemnification permitted under this section in connection with a proceeding by or in the right of the corporation is limited to reasonable expenses incurred in connection with the proceeding.
- B. Mandatory Indemnification. Pursuant to e RCW 23B.08.520 the SCREMSTC Council shall indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because of being a director of the corporation against reasonable expenses incurred by the director in connection with the proceeding.

Section 2. Advance for Expenses. Pursuant to RCW 23B.08.530:

- A. The SCREMSTC Council may pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding if:
 1. The director furnishes the corporation a written affirmation of the director's good faith belief that the director has meet the standard of conduct described in Article VI, Section 1, (RCW 23B.08.510); and
 2. The director furnishes the corporation a written undertaking, executed personally or on the director's behalf, to repay the advance if it is ultimately determined that the director did not meet the standard of conduct.

Reviewed and updated 9/11/2009

Reviewed and updated 7/28/2011

Reviewed and updated 9/25/2014

Reviewed and updated 9/28/2017

- B. The undertaking required by subsection A. (2) of this section must be an unlimited general obligation of the director that need not be secured and may be accepted without reference to financial ability to make repayment.
- C. Authorization of payments under this section may be made by resolution adopted by the Council, or by contract.

Section 3. Determination and Authorization of Indemnification. Pursuant to RCW 23B.08.550:

- A. A corporation may not indemnify a director under Article VI, Section 1 unless authorized in a specific case after a determination has been made that indemnification of the director is permissible in the circumstances because the director has met the standard of conduct set forth in Article VI, Section 1.
- B. The determination shall be made:
 - 1. By the Council by a majority vote of a quorum consisting of directors not at the time parties to the proceeding;
 - 2. If a quorum cannot be obtained under Article VI, Section 3B by a majority vote of a committee duly designated by the Council, in which designation directors who are parties may participate, consisting solely of two (2) or more directors not at the time parties to the proceeding;
 - 3. By special legal counsel:
 - a. Selected by the Council or its committee in the manner prescribed in Article VI, Section 3B (1) and (2);
 - b. If a quorum of the Council cannot be obtained under Article VI, Section 3B(1) and a committee cannot be designated under Article VI, Section 3B(2) selected by majority vote of the full Council, in which selection of directors who are parties may participate; or
 - c. Authorization of indemnification and evaluation as to reasonableness of the expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those entitled under Article VI, Section 3B(3) to select counsel.

Section 4. Court-Ordered Indemnification. Pursuant RCW 23B.08.540, a director of the corporation who is a party to a proceeding may apply for indemnification or advance of expenses to the court conducting the proceeding or to another court of competent jurisdiction. On receipt of an application, the court after giving any notice the court considers necessary may order indemnification or advance of expenses if it determines:

- A. The director is entitled to mandatory indemnification under Article VI, Section 1B (RCW 23B.08.520), in which case the court shall order the Council to pay the director's reasonable expenses incurred to obtain court-ordered indemnification;
- B. The director is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not the director met the standard on conduct set forth in Article VI, Section 1A (1) and (2) (RCW 23B.08.510 (1) (2) or was adjudged liable as described in Article

Reviewed and updated 9/11/2009
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VI, Section 1A(4) (RCW 23B.08.510(4), but if the director was adjudged so liable, the director's indemnification is limited to reasonable expenses incurred unless a contract or a resolution approved by the Council provides otherwise; or

- C. In the case an advance of expenses, the director is entitled pursuant to any applicable resolution or contract, to payment or reimbursement of the director's reasonable expenses incurred as a party to the proceeding in advance of final disposition of the proceeding.

Section 5. Insurance. Pursuant to RCW 23B.08.580, the Council may purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee, or agent of the Council, or who, while a director, officer, employee, or agent of the Council, is or was serving at the request of the Council as director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against liability asserted against or incurred by the individual in that capacity or arising from the individual's status of the director, officer, employee, or agent, whether or not the Council would have power to indemnify the individual against the same liability under Article VI, Section 1.

Section 6. Indemnification of Employees, Officers, and Agents. Pursuant to RCW 23B.08.570:

- A. An officer of the corporation who is not a director is entitled to mandatory indemnification under Article VI, Section 1B. (RCW 23B.08.520) and is entitled to apply for court-ordered indemnification under Article VI, Section 4 (RCW 23B.08.540), in each case to the same extent as a director;
- B. The corporation may indemnify and advance expenses under Article VI, Section 1 through Section 4 (RCW 23B.08.510 through RCW 23B.08.560) to an officer, employee, or agent of the corporation who is not a director to the same extent as to a director; and
- C. The corporation may also indemnify and advance expenses to an officer employee or agent, who is not a director to the extent, consistent with law, that may be provided by the Articles of Incorporation, Bylaws, general or specific action of the Board of Directors, or contract.

Section 7. Indemnification and Insurance Definitions. For purposes of Article VI, the following definitions apply:

- A. "Expenses" shall include counsel fees;
- B. "Liability" means the obligation to pay a judgment, settlement, penalty, fee, including an excise tax assessed with respect to an employee benefit plan, or reasonable expenses incurred with respect to such a proceeding;
- C. "Official capacity" means:
 - 1. when used with respect to a director, the office of director of the Council;
 - 2. when used in respect to an individual other than a director, as contemplated under Article V, Section 6, the office of the SCREMSTC Council held by the officer or the employment or agency relationship undertaken by the employee or agent on behalf of the corporation."Official capacity" does not include service for any other foreign or domestic corporation or any partnership, joint venture, trust, employee benefit plan, or other enterprise;

Reviewed and updated 9/11/2009
Reviewed and updated 7/28/2011
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Reviewed and updated 9/28/2017

3. "Party" includes an individual who was or is threatened to be a named defendant or respondent in a proceeding;
4. "Proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal.

Article VII Amendments

These bylaws may be repealed or amended upon recommendation of a majority of the members of the Board of Directors present at a regular meeting upon a formal vote, provided written notice of any proposed alteration or amendment is sent to the Board of Directors thirty (30) days prior to such scheduled meeting.

Article VIII Certification

Section 1. Certification. The undersigned hereby certify that the foregoing Bylaws were approved by a majority vote of the directors.

Chairman

Date

Vice Chairman

Date