

VERMONT EMS DISTRICT 6 Bylaws

Article I: Purpose

Under the authority and rules of 24 V.S.A. 2652 Emergency Medical Service Statute, Vermont EMS District 6 was created. Vermont EMS District 6 (hereinafter “District 6” or “the District”) is a non-profit organization established to facilitate the provision of pre-hospital emergency medical treatment within a given area. It shall be the function and objectives of the District to:

- A. Strive to increase the knowledge, coordination, and abilities of its member organizations in the emergency care and transport of the sick and injured.
- B. To provide a governing body consisting of member agencies which can represent the District’s interests and provide a source of reference and union for its members.
- C. To provide quality oversight of training and delivery of emergency medical care within its borders.

Section 1:

Vermont EMS District 6 is organized exclusively for training purposes under section 501 (c) (3) of the Internal Revenue Code.

Section 2:

The District shall have powers that include, but are not limited to

- A. Buy, acquire or lease fixtures and equipment related to district activities;
- B. Apply for, receive and accept gifts, bequests, grants-in-aid; state, federal and local aid; and other forms of financial assistance;
- C. Enter into agreements and contracts for furnishing technical, educational or support services and credentialing related to the provision of emergency medical treatment;
- D. Appoint and employ agents and employees;
- E. Impose and collect reasonable charges and fees for its services;
- F. Monitor the provision of emergency medical services within the district and make recommendations to the State Board regarding licensure, re-licensure, and removal or suspension of licensure for ambulance vehicles, ambulance services, first responder services;

- G. Develop in conjunction with municipal officials, response plans for the provision of emergency medical treatment and transportation by ambulance services and first responder services within the district;
- H. Sponsor or approve courses of education approved by the Department of Health which lead to the licensure of emergency medical services personnel;
- I. Establish medical control within the district with physicians and representatives of medical facilities, including written protocols with the appropriate officials of receiving hospitals defining their operational procedures;
- J. Assist the Department of Health in testing for licensure of emergency medical services personnel;
- K. Assure that each affiliated agency in the district has implemented a system for the credentialing of all its licensed emergency medical personnel;
- L. Develop protocols for providing appropriate response times to requests for emergency medical services.

Article II: Membership

Section 1:

- A. Membership of the District Board shall be composed of a representative (hereinafter “Director”) of each of the medical facilities, ambulance services, and first responder services licensed to operate within the boundaries District 6.
- B. *The ambulance services and first responder services are outlined in Appendix I (membership)*
- C. Central Vermont Medical Center is the medical facility designated as “Medical Control within EMS District 6 and is a member of the board.

Article III: Governance

Section 1: District 6 shall be governed by a Board of Directors (hereinafter “the District Board”). The directors shall be composed of one representative from the hospital, each ambulance service, and first responder service, as outlined in Article II.

Section 2. A director, and if desired, an alternate representative, shall be chosen by each organization outlined in Article II and Appendix 1 to serve a term of two years before March 1st of each odd year. This selection shall be certified to the Commissioner of Health and District 6 before March 1st of each odd numbered year. The medical facility, ambulance service, or first

responder service may appoint a director to fill any vacancy on the board of directors for the balance for an unexpired term. Each director shall represent only one organization at any meeting of the District.

Section 3. Each District Board director shall have one vote on each matter submitted for a vote of District Six.

- A. In the absence of a director, the alternate representative may cast the vote of the agency.
- B. “Proxy” voting shall not be permitted in any affair of the District Board.

Section 4. The District Board shall have the following duties;

- A. Manage, control and supervise the conduct of District 6; exercise in the name of District 6 all powers and functions belonging to District 6 pursuant to Vermont State Law;
- B. Formulate and implement policy, protocol or other rules and regulations; negotiate inter-organizational disputes which may arise within District 6;
- C. Foster and coordinate emergency and non-emergency medical services within the District.

Article IV: Meetings

Section 1. The annual meeting of the District 6 Board of Directors 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. The Board of Directors at the annual meeting shall determine the date, time, and place of regular meetings. These regular meetings may be monthly, bimonthly, or other such regular occurrence as determined.

Section 3. With appropriate notification, the Secretary on request of the Chair or any three directors may call special meetings. Five (5) days written notice of all special meetings shall be given to each Director by the Secretary, which may be done by electronic means.

Section 4. A quorum for the transaction of business shall be a majority of the officers and directors, or their alternate representatives, at any annual, regular, or special meeting.

Section 5. All meetings shall be conducted in accordance with “Robert’s Rules of Order” except as otherwise provided herein.

Article V: Officers

Section 1. The officers of District 6 shall be a Chair; Vice-Chair; Secretary/Clerk; Treasurer; District Training Coordinator and District Medical Advisor.

- A. The District Board, by a simple majority at the annual meeting, shall elect a Chair and a Vice-Chair, which both must be a director of the District Board.
- A. The District Board, by a simple majority, shall elect a Secretary/Clerk and a Treasurer. If the Secretary/Clerk or Treasurer is not otherwise a director or alternate representative, (s)he must be a member of an organization qualified for membership on the District Board.
- B. If the Secretary or Treasurer is so elected, they shall not be entitled to a vote unless (s)he is a director or an alternate representative to the District Board.
- C. The District Board, by a two-thirds majority, shall elect a Training Coordinator, who, without regard to agency affiliation, shall be voting officer of the District Board.
- D. .The District Board, by a two-thirds majority, shall elect a Medical Advisor, who must be a physician of the Central Vermont Medical Center and shall be a voting officer of the District Board.

Section 2. The Officers of the Board, with the exception to the Training Coordinator, are not required to be certified EMS providers.

- A. The Training Coordinator must be a Vermont licensed Instructor Coordinator and must have and maintain Vermont licensure at the AEMT or Paramedic level.

Section 3. The officers of the District Board 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, or alternate representatives, present at the annual meeting where a quorum is present.

- A. The elected officers shall assume the duties on the first day of May following.
- B. Each elected officer shall hold office for one year or until his or her successor shall have been duly elected.
- C. Voting shall be by written ballot.

Section 5. Any officer elected by the District Board who is unable to fulfill their duties for the remainder of their term, will notify the District Chair in writing as soon as possible.

Section 6. Any officer elected by the District Board may be removed from the District Board whenever, in its judgment, the best interests of District 6 would be served thereby. Removal shall be accomplished by written ballot of the directors, or alternate representative, at a meeting where a quorum is present voting in two-thirds majority in favor of the removal.

Section 7. 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 and 3.

Section 8. Duties of the Officers.

A. The Chair shall:

- a. Be the principal executive officer of the Board of Directors and shall, in general, supervise and manage, function as the secondary signer, with approval of the District Board, for all the business and affairs of the District Board.
- b. Preside at meetings of the District Board.
- c. Serve as chair of the Executive Committee
- d. Determine any additional duties of the other officers.

B. The Vice-Chair shall:

- a. In the absence of the Chair shall perform the duties of the Chair.
- b. Perform such other duties as are assigned by the Chair.
- c. Be an ex-officio member of all committees.
- d. Assure District Board meetings are conducted according to Robert's Rules of Order and District Bylaws.

C. The Secretary shall:

- a. Record the minutes of all meetings of the District Board and distribute and publish the minutes to the membership prior to the next scheduled meeting in accordance to Vermont laws.
- b. Maintain electronic and printed records of all District Board minutes and attendance of officers, directors and alternate representatives.

- c. Conduct such correspondence, as the District Board shall direct.

D. The Treasurer shall:

- a. Collect and record all funds in accordance with accepted accounting methods and the direction of the District Board.
- b. Present a financial report at each meeting and other times as requested by the Chair.
- c. Disperse funds and pay bills by check.
- d. Bonding: the Treasurer and secondary signer(s) shall be bonded in amounts to be determined by the District Board; the District Board shall pay the expense of the bond.
- e. Responsible for reporting annual IRS reporting and Form 1099s

E. The Training Coordinator shall:

- a. Review course applications prior to presentation for approval by the District Board.
- b. Ensure all licensure courses comply with Vermont EMS rules and District 6 training policies.
- c. Coordinate EMS Certification Exams for Written and Skill Stations.
 - i. Completes all State required paperwork related to exam date;
 - ii. Assure qualified personnel to assist with practical sessions.
- d. Sets learning goals and develops own knowledge and skills through participation in the following:
 - i. Continuing education relating to EMS subjects;
 - ii. Continuing education relating to being an educator.
- e. Oversee and administer District 6 instructor preparation.
- f. Maintain communication and coordination with Vermont State EMS Training Administrator.
- g. Ensures compliance, administration, and application of the District Six Training Policy.

Article VI: Executive Committee

Section 1. There shall be established an Executive Committee over which the Chair is the presiding officer. The Executive committee shall consist of the District Board Officers as defined in Article V, Section 1.

Section 2. The term of the members of the Executive Committee shall be coincident with the terms of the officers.

Section 3. The duties of the Executive Committee shall be to conduct the business of the District Board in the absence of a regular scheduled meeting or in the instance of a matter for which a quorum of the District Board cannot be obtained.

Section 4. The Executive Committee shall have and exercise all authority to act on behalf the District in all matters upon which a meeting with a quorum cannot be scheduled and/or obtained.

Section 5. The Executive Committee shall act as the Education Advisory Board as outlined in the District 6 Training Policy.

Article VII: Conflict of Interest

Section 1. Every District Board director or alternate representative who has a direct financial interest in any matter which the District Board is concerned shall declare his or her interest and nature and extent of such interest, prior to any consideration thereof at a meeting.

Section 2. Any declaration of conflict of interest or any subsequent vote to exclude from voting those with declared interests shall not affect the quorum.

Article VIII: Committees

Section 1. There shall be a Nominating Committee, which shall:

- A. Consist of three directors appointed by the Chair and approved by the Board of Directors at a regular business meeting prior to the annual meeting.
- B. Select at least one nominee for each office and present its slate at least one month prior to the annual meeting.

Section 2. There shall be other committees as from time to time as formed at the discretion of the Chair or the District Board.

Section 3. Other committees, not having nor exercising the authority of the District Board in the management of District 6, may be designated by a resolution adopted by a majority of the

District Board present at a meeting when a quorum is present. Members of each committee shall be directors, officers, or alternative representatives, except as otherwise provided in such resolution.

Section 4. The Chair shall appoint the members of any such committees.

Section 5. Each member of a committee shall continue until:

- A. The next annual meeting;
- B. A successor is appointed;
- C. The committee is sooner terminated;
- D. S/he is removed from the committee by the District Board when in its judgment the best interest of District 6 shall be service by such removal;
- E. S/he resigns.

Section 6. Vacancies in the membership of any committee may be filled by appointment as prescribed in this article.

Section 7. A simple majority of the whole committee shall constitute a quorum, unless otherwise provided in the resolution of the District Board, which forms any committee, and the act of the majority of the members participating shall be the act of the committee.

Section 8. Committees are authorized to meet and/or conduct business by electronic means, to include voting and/or making recommendations as directed by the Chair or the Board of Directors.

Section 7. No committee shall adopt rules for governance, which are inconsistent with these bylaws or with rules adopted by the District Board.

Article IX: Contracts and Funds

Section 1. The District Board may authorize any officer to enter into any contract or execute and deliver any instrument in the name of the District Board on behalf of District 6. Such authority may be general or confined to specific instances.

Section 2. Any officer or officers, agent, or agents, of District 6 shall sign all checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of District 6 and in such manner as shall be determined from time-to-time by resolution of the District Board. In the absence of such determination by the District Board, the Treasurer and a secondary signer of District 6 shall sign such instrument.

Section 3. All funds of District 6 shall be deposited to the credit of Vermont EMS District 6 in such banks, trust companies, or other depositories, as the District Board may direct.

Section 4. The District Board may accept on behalf of District 6, any contribution, gift, bequest, or device for the general purposes or any special purpose of District 6.

Section 5. In the event it should become necessary to dissolve the assets of the District 6, such assets will be distributed as per Articles of Association paragraph 3 and as directed per the federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 6. District 6 Officers are authorized to make purchases of less than \$500.00 in coordination with the Treasurer. Approval by the District Board is required for any purchase, payment of money, notes, or other evidences of indebtedness issued in the name of District 6 greater than \$500.00.

Article X: Books and Records

Section 1. District 6 shall keep complete and accurate books and records of account, shall also keep minutes of the proceedings of the District Board (and committees having any of the authority of the District Board), and shall keep a record of the names and addresses of the officers, directors and alternative representatives. Any director, or his agent or attorney for any proper reason may inspect all books and records of District 6 at any reasonable time.

Section 2. The fiscal year of District 6 shall begin on the first day of May and end on the thirtieth day of April in each year.

Section 3. The books of the District Board shall be audited every odd numbered year. The District Board shall select a Certified Public Accountant, who is not a District Board member, to conduct the audit.

Article XI: Dues

Section 1. The District Board may determine from time-to-time the amount of initiation fee, if any, and annual dues, if any, payable to District 6 by member organizations. The District Board may by a majority vote exempt any organization from payment of dues.

Section 2. Dues shall be payable, in full as a single payment, within thirty days of notification. Dues of a new member organization shall be prorated from the first day of the month in which such a new member organization is elected to membership, for the remainder of the fiscal year of District 6.

Section 3. In the event an organization fails to submit dues within ninety days of election or the first day of May, the District Board will suspend voting privileges until the dues are paid.

- A. The Chair will direct the Treasurer to notify the organization after sixty days of non-payment and suspension of voting privileges will be effective on the ninety-first day of non-payment.
- B. The District Board may by simple majority vote to assess a penalty of 1½% monthly to the delinquent dues.

Article XII: Medical Direction

Section 1. The Medical Director of the hospital Emergency Department or a designee shall be nominated to act as the District Medical Advisor, as outlined in Article V, Section 1, Paragraph D.

Section 2. The District Medical Advisor shall be a voting member of the District Board. Article V, Section 1, Paragraph D shall apply to voting by the District Medical Advisor.

Section 3. In April of each year, the Board shall prepare and forward to the hospital Chief Operating Officer a written performance appraisal for the District Medical Advisor.

Section 4. Generally, the District Medical Advisor shall advise the District Board on matters involving medical practice; assist the District Board in the establishment of medical control; development of treatment protocols in coordination with Vermont Department of Health; medical oversight of EMS educational courses; review and critiques of calls; and serve as a liaison between the District Board and the medical community.

Section 5. Prior to commencement and in accordance with the District Training Policy, the District Medical Advisor shall, jointly with the District Board, approval all basic (EMR and EMT) and advanced (AEMT and EMT-Paramedic) licensure courses offered within District 6. Prior to commencement, and in accordance with District Training Policy, the District Medical Advisor shall approve all District wide continuing medical education topics for which re-licensure is sought.

Section 6. The District Medical Advisor shall have the authority to limit, restrict, suspend, or modify the ability of any licensed responder within District 6, subject to the policies, procedures, rules and statutes of the Vermont Department of Health, EMS Office.

Article XIII: Changes to the Bylaws

Section 1. These bylaws shall be reviewed at the January meeting of each odd numbered year.

Section 2. The bylaws may be altered, amended, or repealed and new bylaws may be adopted by a two-thirds majority of the District Board present at any regular meeting or at any special meeting, if notice is given at least thirty days of the intention to alter, amend, or repeal and adopt new bylaws at such meeting.

Appendix I (membership)

1. Barre City Fire Department Ambulance
2. Berlin Fast Squad
3. Cabot Emergency Ambulance
4. Capitol Police Department
5. Central Vermont Medical Center
6. Corinth/Topsham Emergency Response Team
7. Mad River Valley Ambulance Service
8. Montpelier Fire Department and Ambulance
9. East Montpelier Fire Department
10. Middlesex Fast Squad
11. Northfield Ambulance Service
12. Plainfield Fire Department First Response
13. Town of Barre, Department of EMS
14. Washington Fast Squad
15. Waterbury Ambulance
16. Williamstown Ambulance
17. Worcester Fast Squad