

*Delaware County*  
***E***mergency ***H***ealth ***S***ervices  
*Council, Inc.*  
*By-Laws*



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**ARTICLE ONE - INTRODUCTORY**

**SECTION 1.01**

**DEFINITION OF BYLAWS**

These Bylaws constitute the code of rules adopted by the DELAWARE COUNTY EMERGENCY HEALTH SERVICES COUNCIL, INC. (hereinafter referred to as the "CORPORATION") for the regulation and management of its affairs. For the conduction of corporate meetings, Roberts Rules of Order shall be consulted as reference to proper procedure.

**SECTION 1.02**

**PURPOSES AND POWERS**

The CORPORATION will have the purposes and powers as stated in its Articles of Incorporation. The CORPORATION was formed as an "Emergency Health Services Council" pursuant to the definition of the same in the "Emergency Medical Services Systems Act, 35 P.S. §§ 6901 et seq."; and it is therefore declared to be the intent of these Bylaws that the CORPORATION shall have all such powers and purposes as are now or may hereafter be granted by the said "Emergency Medical Services Systems Act" or any successor legislation; all such powers and purposes as are now or may hereafter be granted to an "Emergency Health Services Council" by duly promulgated rules of regulations of the Pennsylvania Department of Health; and all such powers as are now or may hereafter be granted by the "Corporation Not-for-Profit Code." 15 Pa. C.S. §§ 7101 et seq., or any successor legislation.

**ARTICLE TWO - OFFICES AND AGENCY**

**SECTION 2.01**

**PRINCIPAL OFFICE**

The principal place of business of this CORPORATION in Pennsylvania will be located at the OFFICE OF THE INTERCOMMUNITY HEALTH COORDINATOR, c/o Delaware County Court House, Media, Pennsylvania 19063.

**SECTION 2.02**

**LOCATION OF REGISTERED OFFICE**

The location of the registered office of this CORPORATION is stated in the Articles of Incorporation. Such office will be continuously maintained in the Commonwealth of Pennsylvania for the duration of this CORPORATION. The Board of Directors may from time to time change the address of its registered office by duly adopted resolution and amend its Articles or file the appropriate statement with the Pennsylvania Department of State.

**ARTICLE THREE - MEMBERSHIP**

**SECTION 3.01**

**DEFINITION OF MEMBERSHIP**

The members of this CORPORATION are those persons having membership rights in accordance with the provision of these Bylaws.

**SECTION 3.02**

**CLASSES OF MEMBERS**

This CORPORATION will have four (4) classes of members, which shall be designated as "Organizational Members," "Hospital Members," "Volunteer Members," and the "COUNTY OF DELAWARE."

**SECTION 3.03**

**QUALIFICATIONS OF MEMBERS**

The qualifications and rights of the Members of the membership classes of this CORPORATION are as follows:

(1) The Organization Members shall consist of the following organizations, corporations, or associations: the Delaware County Local Boards of Health Association; the Delaware County Medical Society; the Delaware County Chapter of the Emergency Nurses' Association; the Delaware County Community College; the Delaware County Firemen's Association; and the Southeastern Pennsylvania Affiliation of the American Heart Association, Inc.

(2) The Hospital Members shall consist of the following organizations, corporations, or associations: Crozer-Chester Medical Center; Delaware County Memorial Hospital; Mercy Fitzgerald Hospital; Springfield Hospital; Taylor Hospital, and Riddle Memorial Hospital.

(3) The Volunteer members shall consist of each of the municipally endorsed Pennsylvania Licensed Volunteer Fire/Ambulance ALS services providing 911 responses within the County of Delaware and located within the County of Delaware boundaries.

(4) Other service members shall consist of each of the municipality endorsed Pennsylvania Licensed ALS Services providing 911 responses within the County of Delaware and located within the County of Delaware boundaries.

(5) The COUNTY OF DELAWARE, a Home Rule County of the Second Class A, organized and existing under and by virtue of the laws of the Commonwealth of Pennsylvania, shall be a member of the CORPORATION.

**SECTION 3.04**

**BOARD OF DIRECTORS**

The Board of Directors of this CORPORATION shall consist of one (1) individual appointed by each of the organizational, hospital, and volunteer Members. The COUNTY OF DELAWARE shall be represented on the Board of Directors by six (6) individuals, one of whom shall be the INTERCOMMUNITY HEALTH COORDINATOR of the COUNTY OF DELAWARE. The remaining five (5) individuals to be appointed to the Board of Directors by the COUNTY OF DELAWARE shall be appointed by the DELAWARE COUNTY COUNCIL. It is the intent of these Bylaws that representation on the Board of Directors shall be accorded to consumers as well as to volunteer fire/ambulance companies located within the County of Delaware which provide only Basic Life Support (BLS) service. Accordingly, the CORPORATION requests that the DELAWARE COUNTY COUNCIL, in appointing said five (5) individuals to the Board of Directors, attempt to appoint two (2) individuals who have no association or affiliation with any of the organizational, hospital, or volunteer members and who, furthermore, have no association or affiliation with any volunteer fire or fire/ambulance company located within the County of Delaware; the CORPORATION also requests that the DELAWARE COUNTY COUNCIL, in consultation with the DELAWARE COUNTY FIREMEN'S ASSOCIATION, attempt to appoint two (2) Volunteer Ambulance Personnel to the Board of Directors who have no association or affiliation with any of the Organizational, Hospital, or Volunteer Members but who are members of volunteer fire/ambulance companies located within the County of Delaware and who will be broadly representative of such volunteer companies which provide only Basic Life Support (BLS) service; and the CORPORATION requests that the DELAWARE COUNTY COUNCIL, in consultation with appropriate professional groups, appoint one (1) individual who is either an emergency room physician or experienced in the delivery of emergency health service.

**SECTION 3.05**

**ANNUAL DIRECTOR'S MEETINGS**

The annual meeting of the Board of Directors will be held at such time and location as the President shall specify in the notice of the meeting. The President shall attempt to schedule the annual meeting of the Board of Directors at some time during the month of January of each year.

**SECTION 3.06**

**REGULAR DIRECTOR'S MEETINGS**

Regular meetings of the Board of Directors will be held at such times and locations as the President shall specify in the notices of the meetings. The President shall attempt to schedule regular meetings of the Board of Directors at some time during the months of March, May, September, and November of each year.

**SECTION 3.07****SPECIAL DIRECTORS' MEETING**

Special meetings of the Board of Directors may be called by the President, who shall in any event have the duty to call such a special meeting upon written request of not less than twenty five percent (25%) of the Directors who would be entitled, under section 3.09 of these Bylaws, to cast a vote at such a special meeting: provided, however, that any written request by such Directors for a special meeting shall specify the purpose or purposes for which such a special meeting is to be called.

**SECTION 3.08****NOTICE OF DIRECTORS' MEETINGS**

Written notice stating the place, day, and hour of the annual and regular and of any special meetings of the Board of Directors shall be mailed to all of the Directors not less than ten (10) days before the date of the meeting. In case of an emergency, however, the President may direct that notice of a special meeting be given by telephone or e-mail.

**SECTION 3.09****VOTING RIGHTS OF DIRECTORS**

Each Director, regardless of the membership class which he/she represents shall be entitled to one (1) vote on each matter submitted to a vote of Directors: any Director who has been absent from three (3) consecutive meetings of the Board of Directors shall have voting privileges revoked. After he/she has attended two (2) consecutive meetings the voting privilege will be restored at the conclusion of the 2nd meeting. Presence of the alternate satisfies the attendance requirements of the Directors.

**SECTION 3.10****DIRECTORS' PROXY VOTING**

A Director may vote either in person or by proxy executed in writing by the Director. A proxy may instruct the Director's designee as to the manner in which such designee is to vote on any one or more matters coming before the Board of Directors or it may leave such decision to the designee's discretion. A proxy may, furthermore, specify the particular meeting or meetings of the Board of Directors at which it shall be valid or it may authorize the Director's designee to cast the Director's vote by proxy at any meeting which the Director is unable personally to attend.



**SECTION 3.11**

**PUBLIC ATTENDANCE AT DIRECTORS' MEETINGS**

This CORPORATION, as the recipient of public funds, shall be subject to all of the provisions of Act No. 175 of July 19, 1974, P.L. 486, 65 P.S. §§ 261 et seq., popularly known as the "Sunshine Law." The term "public agent," as defined in Section 3 (1) of said Act, 65 P.S. § 263 (1) shall be deemed to include any physician, registered nurse, or other health care professional; any hospital or other organization engaged in the delivery of health care services; any professional association; and any volunteer fire, ambulance, or rescue company or member thereof.

**SECTION 3.12**

**QUORUM OF DIRECTORS**

A quorum at meetings of the Board of Directors will be 50% of the Directors so entitled to vote in person or by alternate at the particular meeting of the Board of Directors. A majority of those voting in person or by alternate at a meeting at which a quorum is present is necessary for the adoption of any matter voted upon by the Directors, unless a greater proportion is required by law. An abstention is not considered a vote.

**SECTION 3.13**

**TERMINATION OF MEMBERSHIP**

Membership in this CORPORATION will terminate on any of the following events, and for no other reason.

- (1) Receipt by an Officer of this CORPORATION of the written resignation of a Member;
- (2) Upon the removal of the Member under Article Nine of these Bylaws.

**SECTION 3.14**

**TERMS OF DIRECTORS**

The Directors appointed by the organizational, hospital, and volunteer members shall serve as Directors for indefinite terms, subject solely to the pleasure of the Member by whom the Director was appointed. The INTERCOMMUNITY HEALTH COORDINATOR of the COUNTY OF DELAWARE shall serve as a Director for however long he/she shall be INTERCOMMUNITY HEALTH COORDINATOR of the COUNTY OF DELAWARE. The remaining five (5) Directors appointed by the DELAWARE COUNTY COUNCIL shall serve for terms of two (2) years or until their successors shall have been appointed by the DELAWARE COUNTY COUNCIL: provided, however, that the DELAWARE COUNTY COUNCIL may remove any Director appointed by it during any period in which said Director has forfeited his voting rights under Section 3.09 of these Bylaws. Any Director appointed by the DELAWARE COUNTY COUNCIL shall be entitled to succeed himself for however many terms as it shall please the DELAWARE COUNTY COUNCIL to re-appoint him/her.

**SECTION 3.15**

**VOTING RIGHTS OF SUCCESSOR DIRECTORS**

Any Director appointed by an organizational, hospital, or volunteer member whose predecessor forfeited his voting rights under Section 3.09 of these Bylaws shall have no voting rights until he/she shall first have attended two (2) successive meetings of the Board of Directors.

**SECTION 3.16**

**POWERS OF DIRECTORS AND MEMBERS**

The Members of this CORPORATION shall have no control over the business and affairs of this CORPORATION other than through the individual or individuals which the particular Member has appointed to the Board of Director: provided, however, that this section shall not be construed so as to limit any power granted to or duty imposed upon the DELAWARE COUNTY COUNCIL by any law or regulation of the United States or of the Commonwealth of Pennsylvania.

**ARTICLE FOUR - EXECUTIVE COMMITTEE**

**SECTION 4.01**

**DEFINITION OF EXECUTIVE COMMITTEE**

The Executive Committee is that group of persons vested with the day- to-day management of the business and affairs of this CORPORATION. The Executive Committee shall have full authority to delegate any or all of its powers and duties to the Executive Director.

**SECTION 4.02**

**STRUCTURE OF EXECUTIVE COMMITTEE**

The Executive Committee shall consist of two (2) classes, the names and functions of which are designated as follows:

(a) The Voting Members of the Executive Committee shall consist of the four (4) Officers of this CORPORATION, The INTERCOMMUNITY HEALTH COORDINATOR and the Medical Director of this CORPORATION, and one (1) of the five (5) Directors appointed by the DELAWARE COUNTY COUNCIL, said latter Voting Member to be appointed by the President at the annual meeting of the Board of Directors, subject to the confirmation of majority of the Directors present and voting at said annual meeting. Each Voting Member of the Executive Committee shall be entitled to one(1) vote on each matter coming before the Executive Committee.

The non-voting members of the Executive Committee shall consist of this CORPORATION's Solicitor, a Paramedic representative, and a BLS representative. The Paramedic representative and the BLS representative shall be appointed by the President and shall be confirmed by the EHS Council at the annual meeting.

**SECTION 4.03**

**MEETINGS OF THE EXECUTIVE COMMITTEE**

The Executive Committee shall hold regular meetings, at such places, days, and hours as shall be specified by the President, prior to each meeting of the Board of Directors, for the purpose of discussing the proposed agenda for such meeting of the Board of Directors and for any other purpose which the Executive Committee shall deem proper. The President shall cause notice to be given to the other members of the Executive Committee, by telephone or otherwise, at least forty eight (48) hours prior to such regular meetings. The President may at any time he/she deems proper, and shall upon the written or verbal request of any two (2) Voting Members of the Executive Committee, call special meetings of the Executive Committee at such places, days, and hours as he/she shall deem proper.

The President shall cause notice to be given to the other members of the Executive Committee, by telephone or otherwise, at least forty-eight (48) hours prior to such special meetings. To the extent that any formal action is taken at a meeting of the Executive Committee, such meeting shall be conducted in conformity with the "Sunshine Law."

**ARTICLE FIVE - OFFICERS**

**SECTION 5.01**

**OFFICERS OF THE CORPORATION**

The Officers of this CORPORATION shall consist of a President, a Vice-President, a Secretary, and a Treasurer.

**SECTION 5.02**

**PRESIDENT**

The President of this CORPORATION shall preside at all meetings of the Board of Directors and of the Executive Committee; he/she shall appoint the chairman and members of all regular and ad hoc committees; he/she shall represent this CORPORATION, personally or by designee, at all appropriate functions; and he/she shall have all other powers and duties customarily vested in the President of a Non-profit Corporation or Emergency Health Services Council.

**SECTION 5.03**

**VICE-PRESIDENT**

The Vice-President of this CORPORATION shall, in the absence or disability of the President, exercise all of the powers and duties of the President. He/she shall also perform such other duties as may from time to time be assigned to him/her by the President of the Executive Committee.

**SECTION 5.04**

**SECRETARY**

The Secretary of this CORPORATION shall coordinate and oversee the recording and distribution of the minutes of all meetings of the Board of Directors and the Executive Committee; he/she shall assist the President in giving notice of meetings of the Board of Directors and the Executive Committee; and he/she shall perform such other duties as may from time to time be assigned to him/her by the President or the Executive Committee.

**SECTION 5.05**

**TREASURER**

The Treasurer of this CORPORATION shall certify the financial condition of the CORPORATION; he/she shall assist in the development of the CORPORATION's budget and shall perform such other duties as may from time to time be assigned to him/her by the President or the Executive Committee.

**SECTION 5.06 QUALIFICATIONS OF VOTING MEMBERS OF THE EXECUTIVE COMMITTEE**

(a) Eligibility to Vote. No Director shall be eligible to be a Voting Member of the Executive Committee if, at any time during the one (1) year immediately preceding his/her assuming a Voting Membership on the Executive Committee, he/she shall have forfeited his/her voting rights as a Director under Section 3.09 of these Bylaws. In the event that any Voting Member of the Executive Committee shall forfeit his/her right to vote as a Director, under section 3.09 of these Bylaws, during his/her term of Voting Membership on the Executive Committee, he/she shall cease to be a Voting Member of the Executive Committee.

(b) Dual Representation. No Director shall be eligible for Voting Membership on the Executive Committee if:

(1) There is another Voting Member of the Executive Committee who is employed by or is a trustee of the same hospital by which such Director is employed or of which he/she is a trustee.

(2) There is another Voting Member of the Executive Committee who belongs to the same volunteer fire or fire/ambulance company to which such Director belongs.

The intent of this subsection is to insure that no hospital, volunteer fire, or volunteer fire/ambulance company will be able to influence the vote of more than one (1) Voting Member of the Executive Committee, and this subsection shall be liberally construed to prevent such a result. No physician, however, shall be deemed to be employed by a hospital merely because he/she has staff privileges at that hospital.

**SECTION 5.07****ELECTION OF OFFICERS**

The Officers of this CORPORATION shall be elected at the annual meeting of the Board of Directors for terms of one (1) year or until their successors shall have been elected. Any Officer shall be eligible to succeed himself/herself for any number of terms. In the event of a vacancy among any of the Officers, the remaining Voting Members of the Executive Committee shall appoint his/her successor, who shall, upon confirmation by a majority of the Directors voting at the next meeting of the Board of Directors, serve for the unexpired remainder of the term. In the event of a vacancy in the office of the Voting Member of the Executive Committee appointed by the President under 4.02 (a) of these Bylaws, the President shall appoint his/her successor, who shall, upon confirmation by a majority of the Directors voting at the next meeting of the Board of Directors, serve for the expired remainder of the term.

**SECTION 5.08****NOMINATING COMMITTEE**

The President shall appoint a Nominating Committee, to be composed of five (5) members, at the regular meeting of the Board of Directors immediately preceding each annual meeting, subject to the confirmation of a majority of the Directors present and voting at said regular meeting of the Board of Directors. The President shall make an effort to insure that each class of Members, as set forth in section 3.03 of these Bylaws, has at least one (1) representative on the Nominating Committee. The Nominating Committee shall accept nominations for Officers of this CORPORATION until twenty (20) days prior to the annual meeting of the Board of Directors. Seconds to nominations are permitted but not required, and a Director may nominate himself/ herself. If any nomination or nominations would result in dual hospital or volunteer representation, as set forth in section 5.06 (b) of these Bylaws, the Nominating Committee shall promptly notify the nominees concerned. In the event that the nominees cannot resolve such problem of dual representation between or among themselves, the Nominating Committee shall include none of such nominees on the ballot.

The Nominating Committee shall prepare for inclusion with the notice of the annual meeting of the Board of Directors a list of all nominees for each office and shall prepare ballots for the election of Officers at said annual meeting. The vote for the election of Officers shall be by secret ballot.

A Member alternate is not eligible to be nominated to hold an Officer position.

**ARTICLE SIX - COMMITTEES**

**SECTION 6.01**

**STANDING COMMITTEES**

The Standing Committees of this CORPORATION are the Executive Committee, the Nominating Committee, the Publicity Committee, the Bylaws Committee, the Hospital Committee, and the EMS Planning Committee.

**SECTION 6.02**

**EXECUTIVE COMMITTEE**

The membership, powers, and duties of the Executive Committee shall be as set forth in Article Four and in any other applicable sections of these Bylaws.

**SECTION 6.03**

**NOMINATING COMMITTEE**

The membership, powers, and duties of the Nominating Committee shall be as set forth in Section 5.08 and in any other applicable sections of these Bylaws. It is the intent of these Bylaws that the Nominating Committee serve a merely ministerial function in planning and preparing for elections of Officers and that the Nominating Committee have no substantive powers other than those necessary and proper for insuring compliance with Section 5.06 (b)(Dual Hospital or Volunteer Representation) of these Bylaws.

**SECTION 6.04**

**BYLAWS COMMITTEE**

The Bylaws Committee shall be composed of such Directors of this CORPORATION as are from time to time appointed thereto by the President, subject to the confirmation of a majority of the Directors present and voting at the next meeting of the Board of Directors: Provided however that no Director shall be eligible to serve on the Bylaws Committee during any period in which his/her voting rights have been forfeited under Section 3.09 of these Bylaws. The President shall endeavor to include representatives on the Bylaws Committee from each membership class as defined in Section 3.03 of these Bylaws.

The Solicitor shall be an ex officio, nonvoting member of the Bylaws Committee. The Bylaws Committee shall be responsible for periodically reviewing the Bylaws and recommending any necessary amendments thereto. The Bylaws Committee shall also be responsible for commenting on any amendment proposed by a Director or Directors, as set forth in Section 12.01 of these Bylaws.

**SECTION 6.05****HOSPITAL COMMITTEE**

The Hospital Committee shall be composed of those Directors of this CORPORATION appointed Directors by the hospital members, as defined in Section 3.03 (2) of these Bylaws. The Hospital Committee shall be responsible for periodically reviewing all policies, procedures, and guidelines of this CORPORATION to determine their effect on the Hospital Members, and to comment thereon to the Executive Committee, the Executive and Medical Directors, and the Directors of this CORPORATION.

**SECTION 6.06****AD HOC COMMITTEES**

Ad hoc committees may from time to time be appointed by the President, as he/she shall deem necessary and proper. Such ad hoc committees shall be advisory only and shall report to the President, the Executive or Medical Directors, the Executive Committee, or the Directors of the CORPORATION, as the President shall direct.

**SECTION 6.07****EMS PLANNING COMMITTEE**

The EMS Planning Committee shall be composed of such Directors of this Corporation as are from time to time appointed thereto by the President, subject to the confirmation of a majority of the Directors present and voting at the next meeting of the Board of Directors provided however, no Director shall be eligible to serve on the EMS

Planning Committee during any period in which his/her voting rights have been forfeited under Section 3.09 of these Bylaws. The President shall endeavor to include representatives on this Committee from each membership class as defined in Section 3.03 of these Bylaws.

The EMS Planning Committee shall have the objective to develop criteria that will be used by this CORPORATION in the evaluation of existing and/or proposed emergency services, for the purposes of ambulance licensure, local EMS System development and planning.

**SECTION 6.08****COMMITTEE CHAIRMEN**

The President shall appoint one member of each regular and ad hoc committee to be chairman of the committee. The principal duty of the chairman shall be to call meetings of his/her committee and to serve as a channel of communication between his/her committee and the President, the Executive and Medical Directors, the Executive Committee, and the Directors of this CORPORATION. It is the intent of these Bylaws that the various committees shall be free to determine their own manner of proceeding and be free to operate in a spirit of informality, unless otherwise specifically provided in these Bylaws.

**ARTICLE SEVEN - MEDICAL DIRECTOR**

**SECTION 7.01**

**APPOINTMENT AND TENURE**

The Medical Director shall be appointed by the Delaware County Council, which shall also have the power to remove her/him.

**SECTION 7.02**

**POWERS AND DUTIES**

The Medical Director shall have the power, and it shall be his/her duty, to take any and all actions necessary and proper to insure maintenance of sound medical standards and practices in any area whatsoever associated with the delivery of Advanced Life Support (ALS) services within the County of Delaware. The Medical Director's powers shall include the power to remove any paramedic from certified status, the power to remove any volunteer or hospital-based Advanced Life Support (ALS) unit from "on line" status, and the power to disqualify any physician or hospital from exercising "medical command" authority, such enumeration of powers being by way of illustration of and not by way of limitation upon the powers of the Medical Director.

**SECTION 7.03**

**QUALITY ASSURANCE/QUALITY IMPROVEMENT COMMITTEE**

The Regional Quality Assurance/Quality Improvement Committee will consist of members representative of the Regional EMS community. The primary mission of the Committee is to evaluate the quality of EMS care being rendered, and make recommendations to the EMS Regional Office. The membership will be selected by the Chairpersons and will (to the maximum extent possible) consist of:

- |                   |                                |
|-------------------|--------------------------------|
| Two ALS providers | Two BLS providers              |
| One QRS provider  | One private ambulance provider |
| One ER nurse      | One emergency dispatcher       |
| One consumer      | One Medical Command Physician  |

The Committee will be co-chaired by the Regional Medical Director and a member of the EMS Regional Office.

The Quality Assurance/Quality Improvement Committee is ADVISORY in nature and may review any and all charts, standards and policies that are brought before it.

Problems identified will be referred to the Regional EMS Office for review and action.

Recognizing the sensitivity of the information discussed, all members will be required to sign a Statement of Confidentiality.



**SECTION 7.04:**

**MEDICAL ADVISORY COMMITTEE**

The Medical Director shall have the authority to constitute and appoint a Medical Advisory Committee to advise him/her regarding any issue of medical command affecting physicians or hospitals. The Medical Advisory Committee shall be advisory only.

**ARTICLE EIGHT - CONFLICTS OF INTEREST**

**SECTION 8.01**

**"CONSCIENCE" TEST AND DISCLOSURE**

It is expressly recognized by these Bylaws that the vast majority of the Directors of this CORPORATION are and will be individuals affiliated with at least one provider of emergency health care. Strict "conflict of interest" provisions could, given the composition of the Board of Directors, result in certain cases, in barring a large majority of the Directors from voting. Consequently, no Director shall in any case be barred from voting because of his/her affiliation with any organization, association, or corporation, other than by the dictates of his/her own conscience. All Directors shall, however, file a written "conflict of interest" statement with the Secretary, disclosing any and all health care providers, including volunteer fire/ambulance companies, with which they are in any way affiliated and shall amend such "conflict of interest" statements whenever appropriate. The Secretary shall make said "conflict of interest" statements available for inspection by any Director of the CORPORATION upon request.

**ARTICLE NINE - EXPULSION OF MEMBERS**

**SECTION 9.01**

**GROUND FOR EXPULSION**

No Member shall be expelled from this CORPORATION other than for good cause, which shall consist only of actions detrimental to the maintenance of an effective system of emergency health and prehospital care within the County of Delaware. Mere forfeiture of voting rights under Section 3.09 by a Director appointed by a Member shall never constitute good cause for expulsion of a Member.

**SECTION 9.02**

**PROCEDURE FOR EXPULSION**

A Member may be expelled only by affirmative vote of two-thirds (2/3) of all of the Directors (not merely those present and voting) who have not forfeited their voting rights under Section 3.09 of these Bylaws. A Member may be expelled, moreover, only with the prior affirmative recommendation of the Executive Committee. A Member whose expulsion is recommended by the Executive Committee shall be entitled to a particularized statement of charges against it at least thirty (30) days prior to the meeting of the Board of Directors at which the expulsion vote is to be taken; and said Member shall be entitled to a full and adequate opportunity to defend itself against such charges before the Board of Directors.

**ARTICLE TEN - MISCELLANEOUS**

**SECTION 10.01**

**LEGAL COUNSEL**

This Corporation's Solicitor may be the County Solicitor of the COUNTY OF DELAWARE or his/her designee. The Solicitor shall be a non-voting Member of the Executive Committee and an ex officio member of the Bylaws Committee. He/she shall advise the CORPORATION, its Officers, Executive and Medical Directors, Board of Directors, and all committees concerning any legal matters including litigation.

**SECTION 10.02**

**VOTING PROCEDURE**

All votes (except for elections of officers, which shall be by secret ballot) shall be by roll call, with the yeas and nays recorded by the Secretary, unless a vote by "show of hands" is agreed to by unanimous consent. The Secretary shall call the roll and record the vote of each Director, except in the case of elections of officers, in which case the Secretary shall call the roll and hand to each Director his/her ballot. Any Director may challenge the right of any person to vote by making his/her objection and the grounds therefore known at the time that the Secretary calls said person's name on the roll; and any person claiming a right to vote whose name has not been called by the Secretary shall assert his/her claim and his/her grounds therefore immediately upon the conclusion of the roll call. The right of any person to vote shall be decided by the President upon advice of the Solicitor; but the decision of the President shall be subject to reversal by a simple majority of the Directors present and voting.

**ARTICLE ELEVEN - AMENDMENTS**

**SECTION 11.01**

**PROCEDURE FOR AMENDMENTS**

These Bylaws shall be amended only upon a two-third (2/3) affirmative vote of the Directors present and voting at a meeting of the Board of Directors, which vote shall be taken only if the text of the amendment and the comments of the Bylaws Committee shall have been made known to the Directors in writing at least thirty (30) days prior to said meeting of the Board of Directors. Amendments to these Bylaws may be proposed by the Bylaws Committee, which shall provide the requisite notice to the Directors as set forth above. Amendments to these Bylaws may also be proposed by any Director. A Director proposing any amendment to these Bylaws shall provide the Bylaws Committee with the text of his/her proposed amendment and the reason and need therefore. The Bylaws Committee shall, within thirty (30) days of receipt of such a proposed amendment from a Director, transmit the same, along with the Committee's own recommendations thereon, to all of the Directors.

**SECTION 11.02**

**LIMITATIONS ON AMENDMENTS**

No amendment to these Bylaws which would affect the substantive rights of the County of Delaware shall be effective unless and until approved by the DELAWARE COUNTY COUNCIL.

Adopted: 1/82  
Revised: 1/90/ijc/rmh  
Revised: 8/01/ijc/rmh  
Revised: 9/03/ijc/rmh