



THOMAS JEFFERSON  
EMERGENCY MEDICAL SERVICES  
COUNCIL, INC.

# BYLAWS

Amended July 2016

**BYLAWS OF THE  
Thomas Jefferson Emergency Medical Services Council, Incorporated**

**ARTICLE I  
Office and Registered Agent**

**Section 1. Principal Office**

The principal office of the Thomas Jefferson EMS Council, Incorporated (referred to as “the Corporation”) shall be in the Commonwealth of Virginia, at a location approved by the Board of Directors (referred to as the “Board”).

**Section 2. Registered Office and Agent**

The Corporation shall have and continuously maintain a registered office and a registered agent in the Commonwealth of Virginia, as required by the Commonwealth of Virginia’s Nonprofit Corporation Act. The registered agent shall be either an individual resident of the Commonwealth or a corporation authorized to transact business in the Commonwealth.

Appointment of the Registered Agent shall be made by the Board.

**ARTICLE II  
Purposes**

The Corporation is organized exclusively for charitable, scientific and education purposes, including, in the effectuation of such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code, which purposes are, more particularly, the following:

1. To develop and coordinate an emergency medical services system in Virginia, which provides for the arrangement of personnel, facilities and equipment for the effective and coordinated delivery of emergency health care services;
2. To coordinate and promote the implementation of the common purposes and to plan and coordinate the provision of emergency medical care services by provider entities;
3. To do anything necessary and proper for the advancement of the purpose herein set forth or which shall be recognized as proper and lawful purposes of nonstock corporation, all of which shall be consistent with the public interest, health and welfare.

## ARTICLE III Board

The Board shall be made up of the following representatives:

- Albemarle County
- Charlottesville/Albemarle Rescue Squad
- City of Charlottesville
- Emergency Nurses Association
- Fluvanna County
- Fluvanna County Rescue Squad
- Gladstone Fire and Rescue Squad
- Greene Rescue Squad
- Holly Grove Rescue Squad
- Lake Anna Rescue Squad
- Lake Monticello Rescue Squad
- Louisa County
- Louisa County EMS
- Louisa Rescue Squad
- Madison County
- Madison County EMS
- Madison Rescue Squad
- Mineral Rescue Squad
- Nelson County
- Nelson County Rescue Squad
- Pegasus Network
- Regional OMD
- Rockfish Volunteer Fire Department
- Roseland Rescue Squad
- Scottsville Rescue Squad
- Sentara Martha Jefferson Hospital
- Sentara Martha Jefferson Hospital Physicians
- Shenandoah National Park
- University of Virginia Medical Center
- Western Albemarle Rescue Squad
- Wintergreen Rescue Squad

Other agencies as approved by the Board

### **Section 1. Representation and Voting Rights**

During Board meetings, only Directors or designated proxies as stipulated below shall have the right to vote on those items specified in the agenda or on other issues as the Board may choose to consider. If the Director who represents the agency has a conflict and is unable to attend a Board meeting, that Director or the corresponding agency leader may designate another member of their agency to serve as a proxy representative for that agency at that Board meeting. If another member of the agency is not available to serve as the proxy, the Direction or agency leader may designate a Director who represents another agency on the Board to serve as the proxy. Such designations must be submitted to the President of the Board either in writing or electronically in advance or at the beginning of the Board meeting. All proxy representatives are subject to approval via vote of a majority of Board members present at the beginning of the meeting.

Following approval by vote of the Board, a proxy shall serve as a full representative for the designating agency with all attendant rights, responsibilities, and privileges of a regular Board member over the duration of the business or grant-review meeting (including executive sessions) for which the proxy is authorized to serve.

### **Section 2. Board Meetings**

- a. The Board shall meet to conduct Council business during each odd numbered month of the year.

Additional meetings shall be held in the months of October and April to review grant applications submitted by agencies within the region to the Rescue Squad Assistance Fund (RSAF).

b. The Board shall conduct an annual in conjunction with the business meeting during May of each year.

c. Special meetings of the Board may be called by the President of the Board or upon the written request of 20 percent of the Directors. Notice shall be given in the manner specified in Section 2.d. of Article III of these bylaws. The notice shall state the purpose(s) of the special meeting.

d. During any meeting, the Board may vote to go into executive session to address issues deemed to be of a sensitive nature including but not limited to those involving personnel, legal matters, and disputes among Directors or agencies. A motion to go into executive session must be approved by vote of a majority of Directors and proxies present. Only Directors, proxies and if deemed necessary by Board, specific invited guests are allowed to remain in the meeting room. At the beginning of an executive session, the President of the Board shall instruct all participants that the proceedings during executive sessions are confidential and should not be discussed or otherwise shared with anyone who is not a member of the Board.

e. Notice of date, time and place for each Board and/or committee meeting, together with an agenda and relevant supplemental materials (including minutes of the prior meeting), shall be delivered to each Director via e-mail with an e-mail delivery receipt and/or read notification no less than 10 days prior to the meeting.

### **Section 3. Quorum and Manner of Acting**

A quorum shall consist of 33 percent (1/3) of the total numbers of Directors and proxy representatives eligible to vote.

### **Section 4. Manner of Acting**

Except as otherwise expressly required by law, the Articles of Incorporation of the Corporation, or these Bylaws, the affirmative vote of a majority of the directors, either present or by proxy, at any meeting at which a quorum is deemed present shall be the act of the Board. Each director shall have one vote, except as specified in Sect. 1, proxy votes.

### **Section 5. Unanimous Written Consent in Lieu of a Meeting**

The Board may take action without a meeting if all of the Directors provide written or electronic consent to the action. After electronic confirmation of notification, lack of reply will be deemed consent.

### **Section 6. Notification and Removal**

A Director may be removed at any time, with or without cause, by the agency represented by that Director on the Board.

A Director who is unable to attend a Board meeting and who does not designate a proxy representative for that meeting should notify the President of the Board in advance of the cause for the absence. If a Director is absent for three consecutive business meetings without proxy representation or without what the President considers to be reasonable justification, the President shall notify the relevant agency and encourage it to consider designating a different member to represent that agency on the Board.

Should a Director be charged with a felonious act or any other act that would render him/her ineligible for EMS certification, that Director shall promptly notify the President of the Board and not participate in any Board functions or activities until a final disposition of the case by a court of law. Failure to notify the President of such a charge shall result in immediate dismissal from the Board.

Should a Director be convicted of a felonious act or any other act that would render him/her ineligible for EMS certification, that Director shall be removed from the Board effective the conviction date.

### **Section 7. Resignation**

Any Director may resign at any time by giving written or electronic notice to the President or Secretary of the Board. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Executive Committee of the Corporation.

### **Section 8. Vacancies**

The organization from which the vacancy occurs shall submit a new representative for approval at the next meeting of the Board. Directors will be accepted with a majority vote. An employee of TJEMS may not be a Director or hold a proxy.

## **ARTICLE IV**

### **Officers**

### **Section 1. Officers**

The officers of the Corporation shall consist of a President, a Vice-President, a Secretary, and a Treasurer.

### **Section 2. Election of Officers**

The Directors, at the annual meeting of the Board, shall elect the officers of the Corporation. The President and Secretary shall be elected in the odd numbered years. The Vice-President and Treasurer shall be elected in the even numbered years.

**Section 3. Term of Office**

The officers of the Corporation shall be installed at the July meeting and shall hold offices for two years or until their successors are installed to office. Officers are eligible to serve for three consecutive terms.

**Section 4. Resignation**

Any officer may resign at any time by giving written notice to the Executive Committee of the Board. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately.

**Section 5. Removal**

Any officer may be removed from such office, with or without cause, by a two thirds (2/3) vote of the total Board at any regular or special meeting of the members expressly for that purpose.

**Section 6. Vacancies**

The Board shall fill a vacancy in any office for the unexpired term at the next Board meeting.

**Section 7. President**

The President shall give active direction and have control of the business and affairs of the Corporation. He or she may sign contracts or other instruments, which the Board has authorized to be executed, and shall perform all duties incident to the office of President as may be prescribed by the Board. The President shall appoint committee members as deemed necessary to complete Corporation business.

**Section 8. Vice-President**

In the absence of the President, or in cases where the President is a party to a transaction, the Vice-President shall exercise the duties of the President. The Vice President shall perform duties as assigned by the President.

**Section 9. Secretary**

The Secretary shall keep, or cause to be kept, the minutes of the Board meetings and ensure their timely distribution to the Board; Minutes shall be submitted to the Executive Director electronically no later than 20 days after the completion of each meeting. The Executive Director shall cause the minutes to be posted to the council website no later than 30 days after the

completion of the meeting in accordance with OEMS regulations. The Secretary shall assure all notices are duly given in accordance with the provisions of these Bylaws, ensure staff members maintain appropriate corporate records; and in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board.

**Section 10. Treasurer**

The Treasurer shall be responsible for and oversee all financial administration of the Corporation. The Treasurer shall ensure that appropriate procedures and controls are in place for staff members to properly receive monies due and payable to the Corporation and to deposit all such monies in the name of the Corporation in appropriate banks, to ensure that appropriate records are kept, reports are provided to the Board for each meeting and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board.

**Section 11. Executive Director**

The Board may select and employ an Executive Director who shall serve solely at the pleasure of the Board. The Executive Director shall be responsible to the Executive Committee for implementing, supervising, coordinating and administering the day-to-day operations of the Corporation. The Executive Director shall manage all employees of the Corporation according to the Corporation's Personnel Manual.

**Section 12. Bonding**

Any person entrusted with the handling of funds or valuable property of the Corporation shall furnish, at the expense of the Corporation, a fidelity bond, approved by the Board.

**ARTICLE V**  
**Committees**

**Section 1. Committees of the Board**

The Board, by resolution adopted by a majority of the Directors, may designate and appoint one or more committees in addition to the standing committees specified below, each consisting of two or more Directors, which committees shall have and exercise the authority of the Board in the governance of the Corporation. However, no committee shall have the authority to amend or repeal these Bylaws, elect or remove any officer or director, adopt a plan of merger, or authorize the voluntary dissolution of the Corporation.

**Section 2. Executive Committee**

Shall consist of the President (Chair), Vice-President, Secretary, and Treasurer. The Executive Committee shall be responsible for the day-to-day affairs of the Corporation between meetings.

**Section 3. Finance Committee**

Shall consist of Treasurer (Chair), President, and one additional Director. The Finance Committee shall be responsible for overseeing the budget preparations, financial management, audit review and all other financial matters.

**Section 4. Personnel Committee**

Shall consist of Executive Committee and additional Directors. The Personnel Committee shall search, interview, complete background check(s) and recommend hire of the Executive Director as needed. The Personnel Committee shall review any employee matters that are brought to their attention from the Executive Director in accordance with the Personnel Manual and all matters where an employee has been terminated. The Personnel Committee shall review all grievances made about the Executive Director in accordance with the Personnel Manual.

**Section 5. By-laws Committee**

Shall consist of Treasurer (Chair), President, and one additional Director. The By-laws Committee shall review the By-laws yearly prior to the annual meeting. Any recommended Bylaw amendments shall be provided to the Board in written or electronic format within a minimum of 30 days prior to the Annual Meeting of the Board.

**Section 6. Nominating Committee**

Shall consist of Treasurer (Chair), President, and one additional Director. The Nominating Committee shall be responsible for providing a slate of candidates for each position in their respective voting year. The slate shall be presented in March of each year.

**Section 7. Other Committees and Task Forces**

The Board or President may create and appoint directors to such other committees and task forces, as they shall deem appropriate. Such committees and task forces shall have the power and duties designated by the Board or President, and give advice and make non-binding recommendations to the Board.

## **Section 8. Rules**

Each committee and task force should follow the Bylaws or any rules adopted by the Board.

# **ARTICLE VI**

## **Conflicts of Interest Policy**

### **Section 1. Purpose**

The purpose of the conflicts-of-interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable Corporations.

### **Section 2. Definitions**

1. Interested Person: Any director, principal officer, or member of a committee with board-delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person. If a person is an interested person with respect to any parent or subsidiary of the corporation, he or she is an interested person with respect to all entities in the system.
2. Financial Interest: A person has a financial interest if he or she has, directly or indirectly, through business, investment, or family:
  - a. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;
  - b. A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement; or
  - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration, as well as gifts or favors that are substantial in nature.

A financial interest is not necessarily a conflict of interest. Under Section 3, 2, a person who has a financial interest may have a conflict of interest only if the appropriate board or committee decides that a conflict of interest exists.

### **Section 3. Procedures**

1. Duty to Disclose: In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and must be given the opportunity to disclose all material facts to the directors and members of committees with board-delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest:

a. An interested person may make a presentation at the board or committee meeting, but after such presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that result in the conflict of interest.

b. The president of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the board or committee shall determine whether the corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest and for its own benefit, and whether the transaction is fair and reasonable to the corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

4. Violations of the Conflicts-of-Interest Policy:

a. If the executive committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, executive committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall recommend to the Board appropriate disciplinary and corrective action.

#### **Section 4: Records of Proceedings**

The minutes of the board and all committee with board-delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

#### **Section 5: Compensation**

1. Any voting member of the Board who receives compensation, directly or indirectly, from the corporation for services is precluded from discussing and voting on matters pertaining to that member's compensation. No director, either individually or collectively, is prohibited from providing information to the Board regarding director compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.
3. Officers and directors who receive compensation, directly or indirectly, from the corporation, whether as employees or independent contractors, are precluded from membership on any committee whose jurisdiction includes compensation matters. No officer or director, either individually or collectively, is prohibited from providing information to any committee regarding officer or director compensation.

#### **Section 6: Annual Statements**

Each director, principal officer, and member of a committee with board-delegated powers shall annually sign a statement that affirms that such person

1. Has received a copy of the conflicts-of-interest policy
2. Has read and understands the policy
3. Has agreed to comply with the policy
4. Understands that the corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax- exempt purposes

### **Section 7: Periodic Reviews**

To ensure that the corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable and are the results of arm's-length bargaining
2. Whether acquisitions of property and services from any person result in inurement or impermissible private benefit
3. Whether partnership and joint venture arrangements and arrangements with management service organizations (if any) conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further the corporation's charitable purposes, and do not result in inurement or impermissible private benefit
4. Whether agreements to provide charitable services and agreements with other service providers and third parties further the corporation's charitable purposes and do not result in inurement or impermissible private benefit

### **Section 8: Use of Outside Experts**

In conducting the periodic reviews provided for in Article VII, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted.

## **ARTICLE VII** Indemnification

The Corporation shall indemnify any person who was or is a party or is threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding, had no reasonable cause to believe that the person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which the person reasonably believes to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that the person's conduct was unlawful.

The Corporation shall indemnify any person who was or is a party or is threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interest of the Corporation and except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of the person's duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which such court shall deem proper.

To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to previously in section XII, or in defense of any claim, issue or matter therein, that person shall be indemnified against expenses (including attorney's fees) actually incurred by that person in connection therewith.

Any indemnification previously referred to in section XII (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon determination that indemnification of the director, officer, employee or agent is proper in the circumstances because that person has met the applicable standard of conduct set forth previously in section XII. Such determination shall be made (1) by the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the members.

Expenses (including attorney's fees) incurred in defending an action, suit or proceeding, whether civil, criminal, administrative or investigative, may be paid by the Corporation in advance of the final disposition of such action, suit or proceedings authorized in the manner provided in subsection (d) upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that the person is entitled to be indemnified by the Corporation as authorized herein.

The Corporation shall have the power to make any other or further indemnity, including criminal proceedings, to any person referred to in this BYLAW that may be authorized by the directors, except an indemnity against a person's gross negligence or willful misconduct. Each such indemnity may continue as to a person who has ceased to have the capacity referred to above and may insure to the benefit of the heirs, executors and administrators of such a person.

The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against that person and incurred by that person in any such capacity or arising out of that person's status as such, whether or not the

corporation would have the power to indemnify that person against such liability under the provisions of this BYLAW.

For the purposes of this BYLAW, references to “Corporation” include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving corporation so that any who is or was a director, officer, employee or agent of such a constituent corporation or is or was serving at the request of such constituent corporation as a director, officer, employee, or agent of another corporation. Partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this BYLAW with respect to the resulting or surviving corporation as that person would have if that person had served the resulting or surviving corporation in the same capacity.

## **ARTICLE VIII**

### **Financial Entities**

#### **Section 1. Checks**

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by the officer or officers, agent or agents of the Corporation and in such manner as shall be determined from time to time by resolution of the Board. Such officers or agents must be properly bonded as required by the Board.

#### **Section 2. Stocks and Dividends**

This Corporation shall not issue shares of stock and shall not pay dividends.

#### **Section 3. Books and records**

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board and committees thereof, and shall keep at its registered office or principal office in the Commonwealth of Virginia a record of the names and addresses of its directors entitled to vote. Any director or the director’s agent or attorney may inspect all books and records of this corporation for any proper purpose at any reasonable time.

**ARTICLE IX**  
Amendments to Bylaws

These Bylaws may be amended or new Bylaws adopted by a two-thirds (2/3) vote of a quorum of directors present at any regular or special meeting of the directors expressly for that purpose. The notice of the meeting shall be 60 days in advance with the proposed changes being given to the Board in written or electronic notice no later than 30 days prior to the meeting.