

**NORTHWEST COMMUNITY EMS SYSTEM
ADVISORY BOARD
BY-LAWS**

ARTICLE I: NAME

The official name of this body is the Northwest Community Emergency Medical Services System Advisory Board, hereafter referred to as the Board.

ARTICLE II: PURPOSE

- Section 1 The Board exists to provide a forum for shared System governance.
- Section 2 Members/alternates assist the EMS System in creating major policies and enable all System members an opportunity to have input through their designated representative.
- Section 3 The Board makes recommendations to the EMS Medical Director reflecting the interests and concerns of those they represent.
- Section 4 Members/alternates help to ensure that System policies are in accordance with State and National guidelines.

ARTICLE III: MEMBERS

Section 1 **Board members represent all System constituents and standing committees.**

- (1) Resource Hospital Administrator
- (1) Associate Hospital Administrator
- (1) Associate Hospital EMS Medical Director
- (1) Associate Hospital EMS Coordinator
- (1) Emergency Communications Registered Nurse (ECRN)
- (2) Fire Service Administrators, being either Chief or Deputy Chief
- (1) Paramedic Officer, rank of Lieutenant or above
- (1) Provider EMS Coordinator
- (4) Paramedic non-officers
- (1) Private ambulance representative
- (1) PBPI Committee representative
- (1) CARS Committee representative
- (1) Research and Development Committee representative
- (1) Education Committee representative

Section 2 **Ex-Officio Members**

- (1) EMS Medical Director
- (1) EMS Administrative Director
- (1) Past Chairperson

Section 3 **Alternate Members**

One alternate member is appointed or elected for each member position. That person shall be from the same representative constituency as the member and shall be elected/ approved in the same manner as the member position.

Section 4 **Eligibility**

A member/alternate of the Board shall be an active administrator, officer, educator, or licensed practitioner in good standing serving a hospital and/or EMS Agency belonging to the Northwest Community EMS System.

Section 5 **Board Member participation expectations**

- 5.1 **Duties:** Members/alternates are expected to fulfill the duties of care, disclosure, loyalty, service, and confidentiality during their service to the Board.

5.2 **Conflict of Interest**

Members/alternates have a duty to disclose actual or possible conflicts of interest. For example, a member must abstain from voting on matters affecting personal gain, gains for family members, or gains for organizations where members are employees. Members shall be given the opportunity to disclose all material facts to the Board. Members must sign a Conflict of Interest document at the start of each yearly Board cycle, and must immediately inform the Board of any pertinent changes that may occur as they arise.

- 5.3 Board members are expected to attend all regular and special meetings of the Board unless the absence is reported to and acknowledged by the Chair or EMS Administrative Director as excused in advance of the meeting.

Section 6 **Selection Process of Board Members and Alternates**

6.1 **Appointed members**

6.1.1 The Resource Hospital shall be responsible for appointing the administrator position and alternate.

6.1.2 The Board will review and confirm the names for members and alternates submitted by the Associate Hospital Administrators, EMS Medical Directors, EMS Coordinators; Fire Service Administrators; Provider EMS Coordinators; Private Providers; and standing Committees who are responsible for selecting their own representatives. They are encouraged to maintain an adequate geographic cross-representation of the System.

- 6.2 **Elected members:** Paramedic officers (rank of Lieutenant or above), paramedic non-officers, ECRNs, private provider, and their respective alternates

6.2.1 An ad hoc nominating committee shall be formed no later than September to review Board openings for the following year. An open canvas of all System provider agencies and hospitals will be made to solicit interested and eligible candidates. This canvas shall be made via the website, continuing education, or other applicable means. Once the information is posted, applications will be open until the first of December.

6.2.2 Paramedic officers and non-officers must have the signed endorsement of their EMS Agency Chief/CEO. ECRN members must have the signed endorsement of their nurse manager to assure administrative support for a member to attend meetings on their shift day.

6.2.3 Once the deadline has passed, all approved applications will be sent out to the committee by electronic mail or facsimile no later than the first week in January. The nominating committee shall prepare a slate of candidates including all eligible names submitted for a particular constituency and prepare a printed ballot listing all the names and System affiliations of each candidate, prior to the January election meeting. The ballot shall contain room for write-in candidates. Nominations from the floor shall be considered write-in candidates. The Board will review all applicants in open session.

6.2.4 A ballot vote for candidate selection shall be conducted at the January election meeting. If more candidates are nominated than there are open positions, members shall cast the same number of votes as the number of positions available. Members shall be elected based on a plurality vote. In the case of a tie such that there are still more candidates than open positions, the candidate(s) with the fewest votes shall be removed from the ballot and another election shall be held immediately. This tie-breaking procedure shall be repeated as many times as necessary to obtain the needed number of elected members. If there is a tie in those receiving the fewest votes and removing all of those who tied would create a situation of fewer candidates than the number of open positions, then the candidates who have been participants in the EMS System for longer periods shall be considered as being elected to the positions. An Administrative representative of the Resource Hospital and the Board secretary who shall serve as election tellers shall count ballots.

6.2.5 Final selection will be based upon the following criteria:

- The applicant is actively functioning within the EMS System;
- The applicant's qualifications;
- The applicant's years of service in the EMS System;
- Their extent of System participation;
- The geographical distribution of the sitting members and the applicants. The Board shall make all reasonable attempts to balance total membership among system participants.
- The stated reasons for applying for Board membership; and
- Submission of signed statements of approval from his or her department chief/ED supervisor.

6.3 All candidate recommendations from the Board are subject to approval by the EMS MD.

Section 7 Terms

7.1 Members shall hold office for two years. Terms begin with the first meeting in January of the calendar year of election and end with the January meeting of the calendar year of term expiration.

7.2 Term limits:

7.2.1 Elected Board members may hold office for two (2) consecutive two (2) year terms representing a single constituency, after which said Board members must relinquish membership on the Board for at least one (1) year.

7.2.2 Alternates may serve two consecutive terms and then apply for Board membership for two consecutive terms for a total of eight years of continuous service.

7.2.3 After a one-year hiatus, any former member or alternate who rotated off the Board due to term limits may re-apply for membership or alternate status.

7.2.4 Self-selecting constituencies (Chiefs, Associate Hospital representatives, Provider EMSCs, and committees) are encouraged, but not required, to rotate Board members after two consecutive terms to broaden System representation.

7.2.5 All members, alternates, and ex-officio members shall serve until their successors are approved.

7.3 Resignation

Any Board Member or Alternate may resign at any time by giving written notice to the Chair. 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 Chair

7.4 Removal from Office

7.4.1 The Board may remove an Officer or Member for cause by vote of two-thirds of the Board then in office, following reasonable notice from the Board. Cause may be defined to include, but shall not be limited to, an Officer's or Member's failure to attend meetings, fulfill the obligations of office, or malfeasance and/or misfeasance of office. The action of the Board shall be final.

7.4.2 The Officer or Member shall be notified, in writing, 30 days prior to the intended removal date, and be allowed 30 days to respond, in writing, to the Board.

7.5 Vacancies

7.5.1 The seat of any Board member who is absent without notice from 40 percent of all regularly scheduled meetings within one year may be declared vacant.

7.5.2 Vacancies of elected members will be filled by their alternates for the remainder of the original term. If an alternate is unable to fill the position, it will be filled by the departing member's constituents, a different alternate from the same constituency group or a special election will be conducted at the next regularly scheduled meeting to fill the remaining term.

ARTICLE IV: OFFICERS

- Section 1. The officers of the Board shall be a Chairperson, Vice-Chairperson, and Secretary elected from the Board members. Officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Board.
- Section 2. The **Chair** shall be elected by a plurality vote of the currently seated Board members at the January election meeting. The Chair shall be the presiding officer for all meetings, conducting the meeting in accordance with the Bylaws and the agenda. He or she shall also expedite Board business compatible with the rights of all members, respond to inquiries of members relating to the business of the Board, authenticate by his or her signature when necessary, all acts, orders, and proceedings of the Board, and serve as a liaison to the System in matters pertaining to the Board.
- Section 3. The **Vice-Chair** shall be elected by a plurality vote of the currently seated Board members at the January election meeting. He or she shall perform such duties as may be prescribed from time to time by the Chair and/or Board. The Vice-chair assumes the Chair's responsibilities if the Chair is absent, the Chairperson leaves the chair, or if a motion was being made that concerned only the Chairperson. The Vice-chair ascends to the Chair if the office is vacated for any reason. If the Vice-chair ascends to the Chair position, or vacates the position for any reason, a special election will be conducted for a new Chair-elect.
- Section 4. The **Secretary** shall be elected by a plurality vote of the currently seated Board members at the January election meeting. The secretary is the recording officer of the Board. They shall keep a record of all proceedings of the Board to be distributed by the EMS Office and call the meeting to order in the absence of the Chair and Vice-chair. If the secretary vacates the position for any reason, a special election will be conducted for a new secretary.
- Section 5. The EMS Administrative Director shall serve as the custodian of the Board's records except those specifically assigned to others and shall keep on file all reports and policies, keep the Board's official membership roll, notify members of their election or appointment, furnish Board members with required documents, maintain archives in which the bylaws and minutes are entered, send notices of each meeting, conduct the general correspondence of the Board, and prepare an agenda for the use of the Chairperson.
- Section 6. **Terms:** Officers shall hold office for a term of one year. The Chair and Vice-chair and may not serve more than two consecutive terms in each office. There is no limit on the number of terms a member may serve as the Secretary as long as they maintain Board membership. Terms begin with the first meeting in January of the calendar year of election and end with the January meeting of the calendar year of term expiration, when successor officers are placed.
- Section 7. No member shall hold more than one Board office at a time.

ARTICLE V: MEETINGS

- Section 1 All meetings are held in accordance with the Illinois Open Meetings Act. All Board meetings shall be open to any System member unless a meeting or portion thereof qualifies for a closed session in accordance with the Open Meetings Act. The Chair may recognize non-member attendees who wish to comment during the meeting.
- Section 2 The regular meetings shall be held on the third Thursday of every other month with no less than six meetings per calendar year unless otherwise ordered by the Board or by the EMS Medical Director. Standing meeting dates or times may be changed only with the majority approval of Board members present when a change is requested.
- Section 3 The regular meeting on the third Thursday of January shall be known as the annual meeting. This meeting is conducted in the same way as regular meetings, except that off-going and on-coming members shall all attend and officers shall be elected for the following term.

- Section 4 Special meetings may be called at the written request of two members or Ex Officio members. The purpose of the meeting shall be stated in the call. Except in cases of emergencies, there shall be a minimum of 10-business days notice prior to the scheduled meeting date. No business shall be transacted except that mentioned in the call.
- Section 5 Meetings shall be held at Northwest Community Hospital unless otherwise determined.
- Section 6 A quorum shall be present in order to convene the Board and conduct business. A quorum consists of a majority of current voting members or the presence of their designated alternate. It is the duty of all members or their alternates to be present at every meeting. **Any member who is not represented at three consecutive meetings is subject to removal by the Board.**
- Section 7 **Conduct of business**
- 7.1 Any action, recommendation, or decision of the Board shall be proposed by a Motion. All agenda items that may financially or procedurally impact any System member's operation will be pre-announced for discussion in the call to meeting and those Board votes must be ratified by the chiefs/administrators.
- 7.2 Motions must be adopted by majority vote. Only Board members are eligible to vote. An alternate may participate in all discussions or debate, but may only vote in the absence of their designated member or in the absence of another member of the same constituency whose alternate is also not present.
- 7.3 If voice votes are questionable, a hand vote shall be taken and recorded. Individual votes will be recorded in the minutes upon request.
- 7.4 All motions are adopted by a majority vote (except for amendments to the bylaws). Decisions that have passed by Motion shall stand for a minimum of six months before being brought to the floor for reconsideration unless the majority of Board members agree to reopen the issue.

ARTICLE VI: **SUBCOMMITTEES**

- Section 1 All subcommittees shall be formed by majority vote of the Board.
- Section 2 Ad hoc committees will receive charges from the Board and will be disbanded upon completion of their charters.

ARTICLE VII: **PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order shall govern the Board in all cases to which they are applicable and in which they are not inconsistent with these bylaws, any special rules of order the Board may adopt, or any statutes applicable to EMS operation.

ARTICLE VIII: **AMENDMENT OF BYLAWS**

- Section 1 These bylaws may be amended at any regular meeting of the Board by a two thirds vote, provided that the amendment has been submitted in writing at the previous regular meeting.
- Section 2 Amendments may be proposed by any member or ex-officio member of the Board or by a Northwest Community EMS System member with the written support of at least four other Board members.
- Section 3 Any proposal for change shall be submitted in writing to the Chairperson of the Board and to the EMS Medical Director.
- Section 4 Upon receipt of a written amendment proposal, the Chairperson will appoint a By-Laws special committee to research and prepare a written report within 30 days stating their recommendations concerning the proposal. This report shall be forwarded to each Board member at the next meeting.
- Section 5 An amendment to the bylaws shall go into effect immediately upon its adoption unless the motion to adopt specifies another time for its becoming effective, or the Board has set such a time by a previously adopted motion.