

BYLAWS OF

SOUTHERN REGION EMERGENCY MEDICAL

SERVICES COUNCIL, INC.

Original Bylaws November 12, 1986

Revision Dates:

February 8, 1991

November 1996

November 7, 2000

February 13, 2007

November 10, 2009

December 1, 2017

WORKING TOGETHER TO SAVE LIVES

SREMSC BYLAWS

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BYLAWS OF
SOUTHERN REGION EMERGENCY MEDICAL
SERVICES COUNCIL, INC.

ARTICLE I - OFFICES

Section 1. REGISTERED OFFICE

The corporation shall maintain a registered office in the State of Alaska, as required by law. The principal office of the corporation shall be located in Anchorage, Alaska.

ARTICLE II - BOARD OF DIRECTORS

Section 1. POWERS

Except as otherwise provided by the Articles of Incorporation or these Bylaws, the powers of the corporation shall be exercised, its property controlled, and its affairs conducted by or under the authority of the Board of Directors and in accordance with the laws of the State of Alaska.

Section 2. NUMBER AND COMPOSITION

The geographical area within the State of Alaska over which the corporation exercises its corporate purposes shall be determined by the Board of Directors annually in connection with the annual grant application submitted to the State of Alaska, Department of Health and Social Services, pursuant to AS 18.08.010 (2). The geographical area within the State of Alaska over which the corporation exercises its corporate purposes shall be divided into subareas. While the geographical boundaries of the subareas may remain the same from year to year, particular subareas which are to be included within the corporation's overall geographical limits may change from year to year.

Each year the Board shall be composed of the following persons:

- (a) At least one (1) but not more than two (2) persons from each designated subarea included within the overall geographical limits within which the corporation exercises its corporate purposes. One (1) of the two (2) persons from each subarea receiving operating grant funds through the regional grant shall be the EMS Coordinator or EMS Program Manager from the entity receiving operating grant funds through the regional grant, except in the case where that coordinator is an employee of SREMSC.

(b) Up to five (5) persons at large, one to represent a Native nonprofit corporation exercising health care powers in villages of the Cook Inlet region, one to represent a major Anchorage hospital, and one to represent a Level 1 first responder service. (Level 1 reference from Alaska EMS Goals document, April 2003).

(c) In addition to the voting members, up to six (6) liaison representative members may be appointed for the purpose of advising the SREMSC and maintaining liaison with key public agencies, which should be providing input on a regular basis to the SREMSC. The liaison representatives may include the following entities:

Alaska Department of Public Safety
210th Air Rescue Group and/or US Coast Guard
Alaska Native Medical Center – Trauma / EMS Program
Alaska Regional Hospital or Providence Alaska Medical Center,
whichever is not represented by an At-Large position.
Other programs or initiatives deemed of interest to the Board of Directors

Liaison membership should be reevaluated every two years for interest in, and value to, the SREMSC program.

(d) No reduction of the number of directors shall have the effect of removing any director prior to the expiration of his or her term of office.

(e) Membership in SREMSC is a privilege, not a right, and is contingent upon continuing compliance with the Bylaws and policies of SREMSC.

Section 3. QUALIFICATIONS

A director must be a person who resides within the subarea he or she represents or the State of Alaska, as the case may be, without regard to age, race, creed, sex, national origin, marital status, pregnancy, or physical handicap. The persons who serve as directors shall represent the interests of consumers and providers of emergency medical care within the geographical area served by the corporation as well as interests of local government within that area.

One (1) of the two (2) persons from each subarea receiving operating grant funds through the regional grant shall be the designated EMS Coordinator or EMS Program Manager from the entity receiving operating grant funds through the regional grant, except in the case where that coordinator is an employee of SREMSC. At least one (1) of the two (2) persons from each subarea must either directly represent a native nonprofit corporation exercising the health care powers of that subarea, or represent an EMS agency.

Section 4. NOMINATION, ELECTION, VACANCIES

(a) Nomination. In the case of a subarea vacancy where a subarea EMS Council exists, nominations will be solicited from the subarea council and only the Executive Committee may consider those nominations.

In the case of all other vacancies, nominations will be solicited from consumers and providers of emergency medical services within each subarea or specific agencies within the State or the overall geographical area served by the corporation as the case may be. Any director may submit suggestions for possible nominees for directors to the Executive Committee for its consideration. The Executive Committee shall not be limited to those persons suggested for nomination.

Prior to the annual meeting each year, the Executive Committee shall meet and nominate at such meeting at least one person for each vacancy that will arise at the conclusion of the annual meeting for that year.

(b) Election. At its annual meeting in November of each year the Board of Directors shall consider the nominations of the Executive Committee and any other nominations which may be made for the office of director. The directors shall at such meeting vote upon the nominations that have been made. Each director shall be entitled to one vote for each vacancy. Those nominees that receive the greatest number of votes cast for their respective position shall be declared elected to the Board of Directors effective at the conclusion of the annual meeting.

(c) Vacancies. In the event of any vacancy on the Board of Directors caused by death, removal, resignation, or otherwise, the remaining members of the Board of Directors shall elect a new director for the remainder of the unexpired term.

Section 5. REMOVAL OF DIRECTORS

The Board of Directors may remove any director with or without cause by affirmative vote of a two-thirds (2/3) majority of all members of the board (not just those members present) at any regular meeting or at any special meeting called for that purpose. If a director who is elected to the board under Article II, Section 2(a) ceases to become a representative of the subarea he or she is representing, upon receipt of written advice to that effect from the appropriate subarea organization, the director's office shall be deemed vacant as of the first meeting of the Executive Committee following the receipt of such advice.

Section 6. TERM

The term of office for each director shall be three (3) years beginning immediately after the annual meeting of the corporation and terminating at the conclusion of the annual meeting three (3) years later, or if longer, when the director's successor is elected. Directors may serve multiple consecutive terms.

Section 7. ABSENCES

Adequate representation requires regular attendance at board meetings. Upon the failure to attend two (2) out of any three (3) consecutive meetings, notice shall be sent to the director advising of the substance of this bylaw, and a copy shall be sent to the appropriate nominating agency, subarea EMS Council and/or the executive officer of the subarea native health corporation. In addition, the director shall be required to appear before the Executive Committee for a review of his or her status and commitment to the Board. The Executive Committee may recommend removal from the Board.

Upon failure to attend three (3) consecutive meetings, a director's office shall be deemed vacant.

Section 8. COMPENSATION

Directors shall serve without compensation; but the Board may reimburse them for expenses incurred in performing their duties as directors upon approval.

Section 9. ANNUAL MEETING

The Board of Directors shall hold an annual meeting in November of each year at a time and place designated by the Board. All directors shall be given a notice of the time, place, and agenda in writing or electronically no less than thirty (30) days prior to the date of the meeting.

Section 10. OTHER MEETINGS

a) The Board shall meet on a regular periodic basis as often as funding permits at a place within the geographical area served by the corporation as may be designated by the Board at its immediately previous meeting. In the absence of any such designation, any such regular meetings will be held at the principal office of the corporation. Notice shall be given no later than fifteen (15) days before the date of the meeting and shall contain an agenda for the meeting.

b) Special meetings of the Board shall be held whenever called by the President, the Executive Committee, or ten or more directors of the Board. The authority calling the meeting shall so advise the Executive Director who shall then issue the required notification to the directors. For special meetings directors may be notified in person, electronically, or by telephone, but such notice must be received no less than five (5) days prior to the time of the holding of the meeting. The notice shall also specify the purpose of the special meeting.

c) All meetings of the corporation whether annual, regular or special shall be opened to the public to the extent required by law for governmental agencies.

d) All written notices provided for herein to directors shall be deemed given when deposited in the United States mail in an envelope addressed to the director at the address shown on the

records of the corporation, with postage prepaid for first class mail, or when sent via electronic mail with a copy maintained on file.

e) Without the unanimous consent of all directors present at any meeting where a quorum is present, no matter may be considered by the Board that has not been reasonably described in the agenda in the notice of the meeting.

f) The transactions of any special meeting of the Board of Directors, however called and noticed or wherever held, shall be valid as though a meeting was duly held after regular call and notice, and if a quorum is present. Either before or after the meeting, each of the directors not present must sign a written waiver of notice, or a consent to holding such a meeting, or an approval of the minutes thereof at the next regular Board Meeting. All such waivers, consents, or approvals shall be filed with the corporation records or made a part of the minutes of the meeting.

g) Board Action by Electronic Means: Action on business items of the Executive Committee and/or the full board that present time-sensitive urgency and cannot be delayed for a regular or special meeting may be conducted telephonically and/or electronically, by following the established policy approved by the Board of Directors.

Section 11. QUORUM

The presence of a majority of all directors (not including vacant seats), shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the directors present at a meeting duly held and noticed at which a quorum is present shall be the act of the Board of Directors, unless a greater number be required by law, these bylaws, or by the articles of incorporation.

Section 12. ADJOURNMENT

A quorum of the directors may adjourn any meeting of the Board of Directors, annual, regular or special, to meet again at a stated day and hour; provided, however, that in the absence of a quorum a majority of the directors present at any meeting, annual, regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the board.

Section 13. ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if a two-thirds majority of the Board membership consent in writing or electronically to the action and the consents are filed with the minutes of the next regular meeting of the Board of Directors.

ARTICLE III - COMMITTEES

Section 1. COMMITTEES

The Corporation shall have the following standing committee(s):

- (a) Executive Committee
- (b) Other standing committees as deemed necessary by the Board of Directors.

Section 2. EXECUTIVE COMMITTEE

(a) Composition. The Executive Committee shall be composed of the six members: Four (4) corporation officers, one (1) other At Large member of the Board who is elected by the Board of Directors, and the immediate past chairman. The Chair of this committee shall not have voting rights on this committee, except in the event of a tie, when the chair shall cast the deciding vote.

(b) Duties and Powers. The Executive Committee may exercise the full authority of the Board of Directors in the management of the corporation when the Board of Directors is not in session, except that it may not amend the articles of incorporation or the bylaws, adopt a plan of merger or consolidation, recommend a sale, lease, or exchange or other disposition of all or substantially all of the property of the corporation, recommend a voluntary dissolution, obligate the expenditure of funds, or approve expenditures not in the ordinary course of carrying out the corporation's purposes, or take any other action that would be contrary to the policies of the corporation as established by the articles of incorporation and the Board of Directors. The Executive Committee shall also solicit funds for the corporation, cause to be issued a quarterly report of the financial status of the corporation as well as of the activities of the various committees, and act as a nominating committee for the nomination of candidates for the office of director. No later than June 30 of each even-numbered year the Executive Committee shall appoint an ad hoc nominating committee of at least two directors to nominate candidates to be officers of the corporation and present such candidates at the annual meeting. The committee may from time to time appoint other committees.

(c) Meetings. The Executive Committee shall meet prior to each regular meeting of the Board, on request of either the chairman or a majority of the members of the Executive Committee, and in no event less than three (3) times a year. Notices of meetings shall be given in writing not less than ten (10) days before the date of the meeting. A waiver of any notice required to be given, filed by a member of the Executive Committee entitled to such notice, whether before or after the time stated for the meeting, shall be equivalent to the giving of such notice. At all meetings, attendance of a simple majority of the Executive Committee shall be necessary to constitute a quorum. The act of a majority of those present at any meeting at which a quorum exists shall be the act of the Executive Committee. If at any meeting there is less than

a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent member of the Executive Committee. Minutes of the Executive Committee meeting shall be delivered to each director attending the next regular board meeting.

Section 3. OTHER COMMITTEES

The Chairman of the Board and the Executive Committee, with the approval of the Board, may appoint other standing or special committees for any purpose and delegate to such committees such powers and authorities as may be necessary, appropriate, or convenient. Such committees shall at all times be subject to the control of the Board of Directors. Such committees may conduct hearings, perform studies, and make written reports to the Board of Directors. Any such written reports shall be directed to the Board of Directors and shall not be authorized for disclosure, dissemination, or publication outside of the corporation until approved by the Board of Directors.

When creating a new committee, the board or committee creating it shall specify with respect to each such committee its:

- (a) purpose;
- (b) goal;
- (c) objectives;
- (d) work projects;
- (e) relationship to other committees and to the board;
- (f) staffing;
- (g) term;
- (h) number of members;
- (i) reports required, if any; and
- (j) the dates by which any such reports are to be submitted and to whom.

A majority of the members of any committee shall constitute a quorum of the committee and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. All committee meetings shall be opened to the public to the extent that the law requires such for governmental agencies.

ARTICLE IV- OFFICERS

Section 1. OFFICERS

(a) Nomination. The officers of the corporation shall be a Chairman of the Board, a Vice-Chairman of the Board, a Secretary, a Treasurer, and a President/Executive Director. The President/Executive Director may not be a member of the Board of Directors. On or before October 15 of each even numbered year the Nominating Committee shall nominate a candidate for each office of the corporation except for the office of President/Executive Director.

(b) Election. At the November annual meeting the Board of Directors shall consider the nomination report of the Nominating Committee and any other nominations which may be made for the offices of the corporation. The directors shall at said annual meeting vote upon the nominations that have been made. Each officer, except for the President/Executive Director, must be a member of the Board of Directors. That director nominated for each office receiving the greatest number of votes cast shall be declared elected to that respective office. Each officer shall hold office until he or she resigns, is removed or is otherwise disqualified to serve, or his or her successor is elected and takes office, whichever occurs first. The term of office shall be two (2) years. No person may serve more than two (2) consecutive two year terms in the same office.

Section 2. REMOVAL AND RESIGNATIONS

(a) The Board of Directors may remove either with or without cause any officer except President/Executive Director at any regular or special meeting called for that purpose upon a two-thirds majority vote of all members of the Board of Directors.

(b) Any officer may resign at any time by giving written notice to the Board of Directors, to the Chairman, or to the Secretary of the corporation.

Section 3. VACANCIES

A vacancy in an office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to such office, provided that the Chairman of the Board may appoint a person temporarily to fill a particular office until the next regular meeting of the Board of Directors, at which time the Board of Directors shall elect a person to fill the unexpired portion of the vacated term.

Section 4. COMPENSATION

The Chairman of the Board, Vice Chairman, Secretary, and Treasurer shall serve without compensation except that they may be reimbursed for expenses incurred in performing their duties as officers as may be approved by the Board of Directors.

Section 5. CHAIRMAN OF THE BOARD

The Chairman of the Board shall, if present, preside at all meetings of the Board of Directors. The Chairman of the Board shall be the chief executive officer and ex officio member of all committees. The Chairman of the Board shall also be chairman of the Executive Committee. The Chairman shall appoint all committee members as herein provided. The Chairman of the Board shall also provide overall leadership, guidance, and direction to the corporation and the Board of Directors.

Section 6. VICE CHAIRMAN

The Vice Chairman, in the absence or disability of the Chairman of the Board, and except as specially limited by vote of the Board of Directors, shall perform the duties and exercise the powers of the Chairman of the Board. The Vice-Chairman shall perform such other duties and shall have such other powers as prescribed by the Board of Directors.

Section 7. SECRETARY

(a) The Secretary shall keep, or cause to be kept, at the principal office or such other place as the Board of Directors may order, the articles of incorporation, the original bylaws with all amendments, and a book of minutes of all meetings of directors with the time and place of holding, whether regular or special, and if special, the stated purpose and notice thereof given, the names of those present at Directors' meetings, and the proceedings thereof.

(b) The Secretary shall give, or cause to be given, notice of all the meetings of the Board of Directors required by the bylaws or by law to be given. He or she shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the board of Directors or the bylaws.

(c) The Secretary shall be responsible for making all corporate records available for inspection as may be required of the corporation by law or by these bylaws.

Section 8. TREASURER

(a) The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books of account shall at all reasonable times be open to inspection by any member of the Board of Directors.

(b) The Treasurer shall cause to be deposited or shall cause to be disbursed in accordance with procedures approved by the Board of Directors all monies and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall render to the Chairman and the Board of Directors whenever they request it, an account of all transactions and the financial condition of the corporation and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

(c) The Treasurer shall prepare, or cause to be prepared, an annual audit and certification of the financial statements, which shall be included in the annual report to the directors. He or she shall present at the annual meeting a summary of the financial status of the corporation, which shall be attached to the minutes of the annual meeting.

Section 9. PRESIDENT/EXECUTIVE DIRECTOR

(a) The President/Executive Director shall be the chief operating and administrative officer of the corporation and shall have general supervision, direction and control of the business and

affairs of the corporation. He/she shall have all the general powers and duties of management usually vested in the office of president of a corporation and shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws. The President/Executive Director shall be an ex officio member of all committees, but without vote. The President/Executive Director shall have the authority to act on behalf of the corporation in all matters in accordance with the policies, procedures, programs and budgets approved or established by the Board of Directors including the employment, supervision, and dismissal of all other employees.

(b) The President/Executive Director shall be appointed and employed by the Board upon such terms as are agreeable to the Board and the President/Executive Director. The President/Executive Director shall serve at the pleasure of the Board subject to the terms of any express contract of employment. The Executive Committee shall annually evaluate the performance of the President/Executive Director, the results of which will promptly be made available to the President/Executive Director.

(c) The President/Executive Director shall also present at the annual meeting a written report of the activities of the corporation for the preceding year, a copy of which report should be attached to the minutes of the annual meeting.

ARTICLE V - MISCELLANEOUS

Section 1. SUBAREA EMS COUNCILS

The Board may help establish and support subarea EMS councils representing designated areas of the regions served by the corporation.

Section 2. CONFLICT OF INTEREST

Situations may arise that are not expressly covered by this policy or where the proper course of action is unclear. Directors and committee members should immediately raise such situations in writing to the Executive Committee via email, letter, etc. to the Executive Committee. If appropriate, the Executive Committee may seek guidance from the corporation's legal counsel.

No director shall vote upon or otherwise use his or her personal influence to affect the outcome of Board action with respect to any matter as to which such director has any conflict of interest.

When any director or committee member has any financial interest in a matter being considered by the Board or committee, that director or member may not participate in the discussion of the matter except to answer questions on specific facts nor may he or she vote on it. When the merits of any such matter are being voted upon by the Board of Directors or the committee as the case may be, the minutes shall reflect the vote of each person voting. In the case of annual subarea budgets, the subarea coordinator whose salary is paid in any portion by the grant, that coordinator shall abstain from voting on approval of the subarea grant and it shall

be noted in the minutes. If any question arises as to whether a director or member of a committee has a direct or indirect financial interest in the matter being considered, the matter should be determined by a majority of the Board members or committee members present at the meeting, which vote shall also be recorded by name and vote.

Violations of Policy. Directors and committee members who violate the corporation's ethic's policy are deemed to be acting outside the course and scope of their authority. Anyone in violation of this policy may be subject to disciplinary action, including, but not limited to:

- censure,
- removal from committees,
- removal as an officer of the board,
- request for resignation from the board,
- recall by the membership, and
- legal proceedings.

Prior to taking any of the actions described above, the Executive Committee will investigate the violation. If the director in alleged violation is a member of the Executive Committee, they shall be removed from the committee to investigate the alleged violation. The Executive Committee shall review the evidence of violation, endeavor to meet with the director/committee member believed to be in violation, may confer with the corporation's legal counsel, and present its findings and recommendations to the board for appropriate action. The Executive Committee shall endeavor to meet with the director/committee member in executive session prior to imposing disciplinary action against that person.

Section 3. Conduct and Ethics

The purpose of this statement is to achieve and maintain the highest standards of personal integrity, truthfulness, honesty and fairness in discharging their public duties, and never abuse their positions or powers for improper or personal gain. Refer to the Ethics Policy For Directors and Committee Members in the Appendices to these Bylaws.

Section 4. INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHERS

(a) To the full extent permitted by law and in the manner provided by law, the corporation shall indemnify any person who was or is a party to or is threatened to be a party to or is otherwise involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director, officer, employee, or agent of the corporation. The foregoing right of indemnification shall not be deemed to be exclusive of any other rights to which such person may be entitled under applicable law, the Articles of Incorporation, any insurance purchased by the corporation or any agreement, vote of disinterested directors, or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the estate, executors, administrators, heirs, legatees or devisees of such a person.

(b) The corporation may pay expenses, including attorneys' fees, incurred in defending any action, suit or proceeding referred to in this section in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case and as permitted by law.

(c) 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 against any liability asserted against such person and incurred in any such capacity, or arising out of such person's status as such, whether or not the corporation would be required or would have the power to indemnify such person against such liability under this section or otherwise.

(d) No director, officer, or employee shall be entitled to reimbursement or indemnity as described above if the claims, liability or losses to the director, officer, or employee are the result of the person's own willful misconduct, bad faith, gross negligence, or reckless disregard of his or her duties to the corporation.

Section 5. FINANCE: CHECKS, DRAFTS, AND NOTES

- (a) All checks over \$1,000 (except on regular biweekly payroll checks) drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of the corporation shall be signed by at least one Director authorized by the Board of Directors and either the Executive Director or other SREMISC employee(s) who is/are authorized by the Board of Directors and who is also an authorized check signer for the bank accounts. The SREMISC Finance Manager shall not be a check signer.
- (b) Financial obligations of the Corporation dealing with grants and contracts will be done in accordance with a policy established and approved by the Board of Directors.

Section 6. REPRESENTATION OF SHARES OF OTHER CORPORATIONS

The Chairman of the corporation, or, if he or she is unable to act, the President/Executive Director, is authorized to vote, represent and exercise on behalf of the corporation all rights incident to any and all shares of any corporation or corporations standing in the name of the corporation. The authority herein granted to said officers to vote or represent on behalf of the corporation any and all shares held by the corporation in any corporations may be exercised either by such officers in person or by any other person authorized to do so by proxy or power of attorney duly executed by said officers.

Section 7. INSPECTION OF BYLAWS

The corporation shall keep in its principal office for the transaction of business, the original or a copy of the Bylaws as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the Directors at all reasonable times during normal office hours.

Section 8. AMENDMENT OF BYLAWS

These bylaws and appendices to the bylaws of the corporation may be made, altered, amended, or repealed by a majority vote of all directors present at any annual, regular, or special meeting called for that purpose, provided that

- (a) All Directors of the Corporation are given notice of the exact wording of the proposed change no less than thirty (30) days prior to the date of the particular meeting at which the action is taken; and
- (b) A quorum is present.

ARTICLE VI - GENERAL PROVISIONS

Section 1. FISCAL YEAR

The fiscal year of the corporation shall be July 1 to June 30.

Section 2. SEAL

The corporate seal shall be circular in form, and shall have inscribed thereon the name of the corporation and the words "Corporate Seal" and "State of Alaska".

Section 3. CONTRACTS

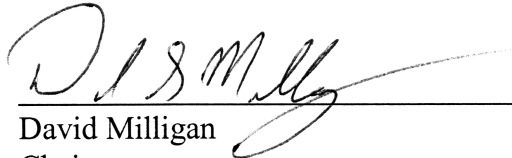
No contract or other transaction between this corporation and any other corporation or concern shall be invalid or avoidable merely by reason of the fact that one or more directors or officers of this corporation are interested in or are directors or officers of such other corporation or concern. Any director or officer of this corporation may be a party to, interested in, or profit from any contract or transaction with this corporation, provided that the relationship, interest or profit is disclosed to the Board of Directors of this corporation and the contract or transaction is duly approved by action of a majority of the directors present when such action is taken, or consented to by a majority of the directors (without counting the vote of any director so interested or related; provided, that such director may be counted for the purposes of determining the existence of a quorum). No such member, director or officer shall be disqualified from acting as such, nor be liable for any loss incurred under or by reason of such contract or transaction, merely by reason of such relationship or interest. Where such a contract or transaction is entered, the contract or transaction shall not be void or voidable if it is fair to the corporation at the time it is authorized or approved.

Section 4. RULES OF ORDER

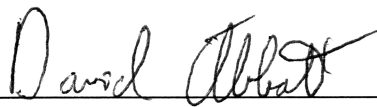
At all meetings of directors and committees, procedures shall be governed by the most recent revision of Roberts Rules of Order.

BYLAWS SIGNATURE PAGE:

DATED this 1st Day of December, 2017



David Milligan
Chair

Attest: 

David Abbott
Secretary



Southern Region EMS Council Anchorage, Alaska

Mission: Improve the quality, availability and sustainability of emergency patient care

6130 Tuttle Place, Suite B, Anchorage, AK 99507-7102
(907) 562-6449 FAX: (907) 562-9893 www.sremsc.org

APPENDIX 1.0 TO BOARD B LAWS

CONFIDENTIALITY POLICY FOR BOARD / COMMITTEE MEMBERS ADOPTION DATE: December 1, 2017

The Board of Directors of Southern Region EMS Council, Inc. / SREMSC of Anchorage, Alaska manages and has access to confidential information that must stay within the organization.

The following policy applies to members of the SREMSC Board of Directors and to members of committees authorized by the Board who may not be seated Board members.

Confidential information includes, but is not limited to, our directors, supporters, partners, employees, marketing processes, as well as our financial and scope of work information, which includes current and future grants, business plans, computer and software systems and processes, personnel information, intellectual information and associated documents. Organization Records shall mean any document or record concerning the business and affairs of the organization.

To protect the confidentiality of fellow directors, employees and the organization, no information concerning other directors, employees or SREMSC business is to be discussed with anyone except when necessary for the purpose of Board meetings, information and daily business. Care shall be exercised to be certain that unauthorized individuals do not overhear discussion of confidential information.

Directors of SREMSC understand and agree that during their term of office, they may obtain information and documents which are confidential and/or privileged and proprietary in nature and which must be kept confidential both during and after their term of office.

Executive sessions: The minutes of either a Board meeting or Executive Committee meeting shall indicate the reason according to AS 42.40.170 for going into executive session, the time the body goes into executive session, when the body reconvenes back into the meeting and any decisions and/or action(s) taken following the executive session. No action can be taken during executive session. The Secretary will provide any such text that is to be included in the official minutes of the meeting.

Executive session meeting content is confidential and shall not be disclosed to anyone that was not present in the executive session. NOTE: The State of Alaska Open Meetings Act, AS 44.62.310.310 - Government Meetings Public does apply to SREMSC Board meetings.



Southern Region EMS Council Anchorage, Alaska

Mission: Improve the quality, availability and sustainability of emergency patient care

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APPENDIX 2.0 TO BOARD BYLAWS

ETHICS POLICY FOR BOARD OF DIRECTORS & COMMITTEE MEMBERS ADOPTION DATE: December 1, 2017

The Board of Directors has adopted the following ethics policy for its board members and committees. This policy is intended to provide guidance with ethical issues and a mechanism for addressing unethical conduct.

A. BOARD RESPONSIBILITIES

The general duties for directors are to enforce the corporation's governing documents, collect and preserve the corporation's financial resources, insure the corporation's assets against loss, and keep the common areas in a state of good repair. To fulfill that responsibility, directors must:

- regularly attend board meetings,
- review material provided in preparation for board meetings,
- review the association's financial reports, and
- make reasonable inquiry before making decisions.

B. PROFESSIONAL CONDUCT

In general, directors and committee members must conduct all dealings when representing Southern Region EMS Council with honesty and fairness, and safeguard information that belongs to the corporation.

1. Self-Dealing. Self-dealing occurs when directors or committee members make decisions that materially benefit themselves or their relatives at the expense of the corporation. "Relatives" include a person's spouse, parents, siblings, children, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law and anyone who shares the person's residence. Benefits include money, privileges, special benefits, gifts or other item of value. Accordingly, no director or committee member may:
 - Solicit or receive any compensation from the corporation for serving on the board or any committee,
 - Make promises to vendors unless with prior approval from the board,
 - Solicit or receive, any gift, gratuity, favor, entertainment, loan, or any other thing of value for themselves or their relatives from a person or company who is seeking a business or financial relationship with the corporation,
 - Seek preferential treatment for themselves or their relatives,
 - Use corporation property, services, equipment or business for the gain or benefit of themselves or their relatives, except as is provided for all members of the corporation.

2. Confidential Information. Reference Appendix to Bylaws 1.0

3. Misrepresentation. Directors and committee members may not knowingly misrepresent facts. All corporation data, records and reports must be accurate and truthful and prepared in a proper manner.

4. Interaction with Employees. To ensure efficient management operations, avoid conflicting instructions from the board to management and avoid potential liability, committee members and directors shall observe the following guidelines:
 - The president of the board shall serve as liaison between the board and management and provide direction on day to day matters.
 - Except for the president, committee members and directors may not give direction to management, employees or vendors.
 - Directors may not contact management after hours unless there is an emergency representing a threat of harm to persons or property.
 - If directors or committee members are contacted by employees with complaints, the employees shall be instructed to contact management or the board as a whole.
 - No director may threaten or retaliate against an employee who brings information to the board regarding improper actions of a director or committee member.
 - Directors and committee members are prohibited from harassing or threatening other directors, committee members, employees, and other stakeholders, whether verbally or physically.

5. Proper Decorum. Directors and committee members are obligated to act with proper decorum. Although they may disagree with the opinions of others on the board or committee, they must act with respect and dignity and not make personal attacks on others. Accordingly, directors and committee members must focus on issues, not personalities and conduct themselves with courtesy toward each other and toward employees, managing agents, vendors and members of the corporation. Directors shall act in accordance with board decisions and shall not act unilaterally or contrary to the board's decisions.

C. WHEN CONFLICTS OF INTEREST ARISE

Situations may arise that are not expressly covered by this policy or where the proper course of action is unclear. Directors and committee members should immediately raise such situations with the board. Reference Bylaws Article V, Section 2.

D. PLEDGE

I have read the Ethics Policy and pledge to act in accordance with my obligations as described above.

Signature: _____ Date: _____

Print name: _____



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APPENDIX 3.0 TO BOARD BYLAWS

BOARD OF DIRECTORS SELF-EVALUATION ADOPTION DATE: December 1, 2017

Performance accountability for the Board of Directors can only be maintained at a high level through regular self-evaluation of the Board's work. Therefore, the Board will conduct a self-evaluation of the Board's performance for the time period specified through a survey or other means as deemed appropriate. The evaluation will be performed at a minimum of every two years. It will be the responsibility of the Board Chair to initiate the Board Self-Evaluation.

The evaluation will include, but not be limited to:

- Quality of meetings
- Committee performance
- Progress on the strategic multi-year plan
- Fiscal monitoring
- Cohesiveness of the Board
- Quality of the relationship with the Executive Director
- Mission/Vision alignment and performance
- Level of participation in Board activities by all Board members
- Internal and external relationships

Approved by Executive Committee 6/26/17 (from Draft #4)

Approved by Board of Directors 12/1/2017

APPENDIX 4.0 TO BOARD BYLAWS

**SOUTHERN REGION EMS COUNCIL, INC.
BOARD ACTION BY ELECTRONIC MEANS**

ELECTRONIC BALLOT
Adopted November 10, 2009

Date of Electronic Vote: _____

Date information received: _____

(Must be at least five (5) working days prior to vote)

Board Member Name _____

Vote:

Yes

No

Abstain (must state reason for abstention)

(Place issue to be voted on here or reference to attached information)

Voting Process. Any eligible voting member of the board shall complete the ballot form and return it by regular mail or email, or deliver it in person to the SREMSC Office where votes shall be counted. Whatever the choice of delivery, the ballot must be physically present or electronically received at the SREMSC Office on or before the closing date in order for the vote to be counted.



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APPENDIX 5.0 TO BOARD BYLAWS

BOARD GIVING POLICY ADOPTION DATE: December 1, 2017

A. Purpose:

Various granting entities have imposed a requirement that board members of non-profits who seek their funding have a plan in place to ensure each board member makes a “meaningful” contribution to the nonprofit. This policy will ensure that Southern Region EMS Council, Inc. meets this requirement for those granting entities that have that requirement.

B. Scope:

This Policy applies to all Southern Region EMS Council, Inc. seated Board members.

C. Policy:

Each seated member of the Southern Region EMS Council, Inc. Board of Directors shall annually make a “meaningful” contribution to a board administered Board Giving fund to be used as directed by the Board. This contribution may be given at any time during the fiscal year defined as July 1 through June 30.

D. Definitions:

- “Board” means the Southern Region EMS Council, Inc. Board of Directors.
- “Board identified fund” means a Designated Fund account established in Southern Region Emergency Medical Service Council’s financial accounting system available exclusively for use by the Board of Directors to fund projects that support the Corporation or the mission of the Corporation.
- “Meaningful” contribution is determined by each individual Board member at the time of donation.

E. Responsibilities:

A report for the Board Giving Fund shall be presented annually to the Board of Directors listing contributors, the balance contained in the fund, and collective amounts paid out from the fund to support projects authorized by the Board.