

BY-LAWS
OF
CENTRAL NEW YORK REGIONAL EMERGENCY MEDICAL SERVICES COUNCIL,
INC.

ARTICLE I
Name and Offices

Name. The name of the Corporation is **CENTRAL NEW YORK REGIONAL EMERGENCY MEDICAL SERVICES COUNCIL, INC.**, hereinafter referred to as the “Council”.

Offices. The principle office of the Council shall be in the County of Onondaga, State of New York. The Council may also have offices in such other places as the Board of Directors may, from time to time, appoint or the purposes of the Council may require.

ARTICLE II
Purpose

1. Area of Representation. The Council represents the five counties of Cayuga, Cortland, Onondaga, Oswego and Tompkins.
2. The Council has the responsibility to coordinate emergency medical service (EMS) programs within the region including, but not limited to:
 - A. Approval of EMS course sponsor agreements;
 - B. Approval and coordination of EMS courses;
 - C. Serve as clearinghouse of information regarding EMS;
 - D. Serve as a conduit of information for the State EMS Council to and from the region;
 - E. Rule on Applications for Determination of Public Need;
 - F. Assist and promote regional disaster preparedness;
 - G. Review pertinent local, State and Federal legislation and render appropriate input when necessary;
 - H. To fund the activities of the Council and support recognized needs identified by the Council, with such resources as may be allocated by the State, or otherwise obtained;
 - I. Serve as a liaison and facilitate between various EMS agencies and other related organizations in the region.

ARTICLE III
Members

1. Membership.

A. Classes. The Council shall have two classes of members: voting and associate. There shall be no fewer than fifteen (15) and no more than (30) voting members. Each voting and associate member shall be a resident of the county of which they represent. A minimum of one third of the voting members shall be representatives of ambulance services. The members shall be drawn from the following five counties with a minimum of three voting members from each county. Voting membership shall be allocated as follows:

Voting Membership shall be allocated as follows:

Cayuga:	4 voting members
Cortland:	3 voting members
Onondaga:	14 voting members
Oswego:	5 voting members
Tompkins:	4 voting members

One seat from each of the counties shall be reserved for the present County EMS Coordinator.

In addition to the members representing ambulance services, the remaining voting members shall consist of, but not limited to: physicians, representatives of hospitals, nurses, individual EMS providers, health planning agencies, fire departments, public health officers, police officers, representatives from local utilities, consumers, and others. The member from each County EMS office shall be selected by the appropriate authority of that County and typically is the County EMS Director.

Each member can render only one vote, with the exception of properly designated proxies.

Associate Membership shall be allocated as follows:

Cayuga:	3 associate members
Cortland:	3 associate members
Onondaga:	3 associate members
Oswego:	3 associate members
Tompkins:	3 associate members

B. Term. The term of voting membership shall be indefinite so long as the member is in good standing with attendance requirements. If the person is a member by virtue of a County position, they shall automatically be appointed to or replaced on the Council upon

receipt of written notification from the County.

C. Nominations for Membership. Nominations to the Council shall be made by the Membership Committee, consisting of one member from each county, as appointed by the Council President. When an opening exists, the position shall be advertised in the appropriate County newspaper(s) and newsletter(s), requesting applications which must include a letter of intent, and a resume. The committee shall present applicants for review at the Council meeting which first occurs following the application deadline. The Committee shall present its recommendation for membership at the following Council meeting, at which time a vote shall be taken. Election to the Council shall be by a majority vote of those Council members present. New members shall be seated immediately following the vote.

D. Meeting Attendance. All members are expected to attend all regularly scheduled meetings of the Council. Any member with more than three un-excused absences during a calendar year may be terminated from membership in accordance with these by-laws. Attendance may be excused by the President upon presentation of acceptable reason by the following guidelines:

1. Conflict with meeting times due to attendance in EMS refresher or upgrade classes;
2. Temporary full-time work assignment that conflicts with Council meeting no more than three times in any year;
3. Discretion of the President.

E. Removal of a seated member for the failure to adhere to attendance requirements shall require a motion from the Membership Committee. A member shall be removed by a majority vote of the voting members, but only so long as a quorum is present.

2. Monthly Meetings. The Council shall meet at least monthly, except for August and December, on dates determined by the President and approved by the majority vote of members present. Council meetings may be canceled at the discretion of the President with notice to all members. Special meetings shall be called at the discretion of the President. The place of meeting shall be determined by the President.

3. Annual Meetings. The annual meeting of the Council shall be held at the location chosen by the Executive Board of Directors, during the month of July every other year, or such other time as shall be acceptable by a majority of the Board of Directors for the purpose of electing officers and for the transaction of such other business as may properly come before the meeting.

4. Notice of Annual Meeting. Notice of the time, place and purpose or purposes of the annual meeting shall be served either personally or by email or mail not less than 10 days nor more than 50 days before the meeting upon each person who appears on the books of the Council as a Director or Member thereof, and, if mailed, such notice shall be directed to the Director and Member at his/her address as it appears on the books of the Council unless he/she shall have filed with the secretary of the Council a written request that the notices intended for him/her be mailed to some other address,

in which case it shall be mailed to the address designated in such request.

5. Exercise of Authority by Council. The exercise by the Board and of the Members of their rights hereunder shall be in accordance with and subject to its certificate of incorporation and by-laws.

6. If any By-law regulating an impending election of directors is adopted, amended or repealed by the Board, there shall be set forth in the notice of the next meeting of the Council for the election of directors the By-law so adopted, amended or repealed, together with a concise statement of the changes made.

7. Notice of meeting. Council meeting dates, times and locations shall be publicized in such place, time and manner as the President shall deem sufficient, such that interested members of the public may attend to observe. Notice of meeting need not be given to any Member or Director of the Council who submits a signed waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any Member or Director of the Council at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by such Director or Member of the Council.

8. Quorum. A quorum shall consist of a simple majority of the seated Voting Members.

9. Routine Votes. Unless otherwise stated in these by-laws, routine votes shall be decided by a majority of seated voting members present at the meeting by a voice vote, or a count of hands, or a roll call vote when requested by a voting member.

10. Roll Call Votes. The following issues require a quorum and a roll call vote. Unless otherwise specifically provided in these by-laws, no vote shall be taken without a quorum present.

- A. Ratification of by-laws and amendments;
- B. Determination of Public Need for Certification
- C. Excluding a member from voting for conflict of interest;
- D. Removal of a member from the Council;
- E. Any other issue as determined by a motion with a majority approved by the Council.

11. President Voting. The Council President shall not vote except in instances to make or break a tie vote.

12. Proxy Voting. Any Council member not attending a Council meeting may designate a proxy to act on that member's behalf in all matters before the Council, upon the Secretary's receipt of a properly executed proxy statement. A proxy may be a seated member of the Council or any person of the member's choosing. A proxy, however, does not relieve a Council member of annual attendance requirements.

13. Associate Membership Voting. An associate member shall not vote on any issue before the Council unless they are a designated proxy of an absent Council member.

14. Meeting Conduct. Council meetings shall be conducted in accordance with the New York State Public Officer's Law, General Construction Law and Articles 30 and 30A of the New York State Public Health Law. When not specified by these State laws and rules of the Council, the Council shall be conducted according to the simplified parliamentary procedures based on Roberts Rules of Order.

15. Audio Records. Meetings shall be audio taped for the sole purpose of the convenience and accuracy of the secretary and shall be retained until such time as the written minutes are approved and accepted by the Council. Audio tapes are not intended to be maintained for public record and will be erased after the minutes are approved and accepted by the Council.

ARTICLE IV Directors

1. Management. Management of the affairs of the Council shall be vested in the Executive Board of Directors. The Board of Directors shall have control of the property of the Council and shall fix its policies. It shall have the power to employ necessary staff and other help, authorize expenditures, and take all necessary and proper steps to carry out the purposes of this Council and to promote its best interest.

2. Qualification. Each Director shall be at least 18 years of age, a citizen of the United States and a resident of the State of New York and be a voting member in good standing of the Council.

3. Number of Directors. The number of Directors constituting the entire Board of Directors shall be no less than 3 Directors and no more than 31 Directors. The number of Directors may be increased or decreased by action of a majority of the members subject to the limitation that no decrease shall shorten the term of any incumbent Director. The total number of Directors shall, at all times, be an odd number.

4. Election and Term of Office. The Directors of this Council shall be elected by majority vote of the Voting Members for the term of two years or, if after that two year term has expired, until their successors are elected and qualified at the annual meeting of the Council, except as hereinafter otherwise provided for filling vacancies.

5. Resignation. Any Director may resign at any time by giving written notice of such resignation to the Board of Directors.

6. Newly Created Directorships and Vacancies. Newly created Directorships resulting from an increase in the number of Directors and vacancies among such Directors for any reason, may be filled by vote of a majority of the Voting Members. A Director elected to fill a vacancy shall hold office until the next annual meeting at which the election of Directors is in the regular order of business, and until his successor is elected or appointed and qualified.

7. Removal of Directors. Any or all of the Directors may be removed for cause by the Voting Members. A quorum and roll call vote is required for such vote.

8. Annual Meetings. Immediately after the annual election of Directors, the newly elected Directors shall meet forthwith at the location of the annual meeting for the purpose of organization and the transaction of other business, and if a quorum of Directors be then present, no prior notice of such meeting shall be required to be given. The place and time of such first meeting may, however, be fixed by written consent of all the Directors.

9. Special Meetings. Special meetings of the Board of Directors may be called by the President and must be called on the written request of any member of the Board of Directors.

10. Quorum. At all meetings of the Board of Directors, at least a majority of the entire number of Directors shall be necessary and sufficient to constitute a quorum for the transaction of business.

11. Notice of Meetings. Written notice of all meetings of Directors, whether regular or special meetings shall be signed by the Secretary, and shall be mailed to the last recorded address for each Director at least five days or by telegraphing the same at least one day before the day appointed for the meeting. All notices of meetings shall set forth the place, the date, the time and the purpose of the meeting.

The five day written notice of the meeting provided for herein may be waived by a written waiver signed by all the Directors. The meeting of the Directors may then proceed without said notice and without lapse of the five day period necessary when such notice is given.

A majority of the Directors present, whether or nor a quorum is present, may adjourn any meeting to another time and place. In such event, notice shall be given to the Directors who were not present at the time of the adjournment, and, unless such time and place are announced at the meeting, to the other Directors.

12. Place of Meetings. Annual and regular meetings of the Board may be held at any place within the State of New York. Special meetings of the Board may be held at any place within or without the State of New York. The time and place for holding annual, regular or special meetings of the Board shall be fixed by the President.

13. Ex-Officio Directors. Any person may be appointed by the Board as an ex-officio member of the Board of Directors. The number of persons so appointed shall not be limited and shall not be counted in determining the number of Directors specified in Section 3 hereof or the quorum of the Board under Section 10 hereof. An ex-officio Director shall be entitled to attend all meetings of the Board of Directors with the full right to participate in discussion, but without the right to vote upon its deliberations.

14. Compensation. Directors, as such, shall not receive any salary for their services as Directors, but by resolution by the Board of Directors, a fixed sum and expenses of attendance, if any, may be

allowed for attendance at each regular or special meeting of the Board and of any committee of the Board of Directors; provided that nothing herein contained shall be construed to preclude any Director from serving the Council in any other capacity and receiving compensation therefore. Such compensation shall be reasonable and commensurate with services performed.

ARTICLE V Officers

1. Number. The officers of this Council shall consist of a President a Vice President, Secretary and a Treasurer and such other officers with such power and duties not inconsistent with these by-laws as may be appointed and determined by the Board of Directors. Only voting members may be officers.

2. Election, Term of Office and Qualifications. All officers shall be elected every two years by the Voting Members during the same meeting as the Board of Directors are elected and shall serve until their successor is elected and qualified.

3. Vacancies. In case any office of the Council becomes vacant by death, resignation, retirement, disqualification or other cause, the Voting Members may elect an officer to fill such vacancy, and any officer so elected shall hold office and serve until the election and qualification of his or her successor at the next annual meeting where such vote would regularly occur.

4. President. The President shall be the chief executive officer of the Council and shall have and exercise general charge and supervision of the affairs of the Council with respect to the development and implementation of its goals and policies. The President shall preside at all meetings of the Board of Directors and the Council and shall perform such other duties as may be assigned by the Board of Directors. The President shall sign all documents in the name of the Council when authorized to do so by the Board of Directors. The President, together with such other officials as may be appointed by resolution of the Board of Directors for that purpose, shall have authority to sign checks. The President shall be an ex-officio member of all committees, and shall perform all other duties incidental to his office. The President shall also serve as the Council's Delegate to the State Council. The Alternate to the State EMS Council shall be a member of the Council in good standing and appointed by the President.

5. Vice President. The Vice President shall, in the absence of the President, exercise all the functions of the President.

6. Secretary. The Secretary shall keep a record of all meetings of the Council and of the Board of Directors and shall attend to the mailing, posting and publication of all notices of such meetings and of nominations of candidates for election. In the absence of any contrary direction, the Secretary shall conduct all correspondence on behalf of the Board of Directors and Council. The Secretary shall have charge of the seal of the Council and of such books, records and other papers as the Board of Directors may direct. The Secretary, when so authorized or ordered by the Board of Directors, may affix the seal of the Council, execute contracts, agreements or other documents on behalf of the Council and perform such other duties as may be assigned to him by the Board of Directors.

7. Treasurer. The Treasurer shall have the care and custody of all the funds and securities of the Council and of all deeds, insurance policies and other valuable documents relating to its property and shall deposit the same in the name of the Council in such depository as may be designated by the Board of Directors. The Treasurer shall make no investments of monies without the express approval of the Board of Directors and shall disburse no funds except upon order of the President or other duly authorized official. The Treasurer may be required to give bond for the faithful performance of his duties, in such sum and with such securities as the Board of Directors may require. When necessary or proper, the Treasurer may endorse on behalf of the Council for collection, notes, checks and other obligations and shall deposit the same to the credit of the Council at such bank or depository as the Board of Directors may designate. The Treasurer shall sign all receipts and vouchers and, together with such other officer or officers, if any, as shall be designated by the Board of Directors, he shall sign all checks of the Council and all bills of exchange and promissory notes issued by the Council, except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors or by these By-laws to some other officer or agent of the Council. The Treasurer shall enter regularly on the books of the Council to be kept by him for the purpose, full and accurate account of all monies and obligations received and paid or incurred by him for or on behalf of the Council and shall exhibit such books at all reasonable times to any Director on application at the offices of the Council.

8. Salaries. The salaries of all officers, if any, shall in the future be appropriate, shall be fixed by the Board of Directors, provided, however, that the amount of such salary shall be in all respects reasonable in light of the services rendered.

9. Expenses. Reasonable expenses, including travel expenses, determined by the Board of Directors, may be payable to any officer incurring such expenses in the performance of his or her official duties on behalf of the Council.

10. Ex-Officio Board Membership. All officers if not also Directors, shall be ex-officio members of the Board of Directors and shall retain such Board membership during the term of their office.

ARTICLE VI Agents, Representatives and Committees

1. Agents and Representatives. The Board of Directors may appoint such agents and representatives of the Council with such powers and to perform such acts or duties on behalf of the Council as the Board of Directors may see fit, so far as may be consistent with these By-laws, to the extent authorized or permitted by law.

2. Standing Committees. The Council shall have an Executive Committee and six other standing committees which shall be the EMS Program Agency Committee, Membership Committee, Regional Emergency Medical Advisory Committee (REMAC), Review and Comment Committee, and Training and Education Committee. Other committees may be established at the discretion of the President.

A. Executive Committee. The Executive Committee shall act with the full authority of the Council in between regular meetings of the Council. The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, and the Chairpersons of the six standing committees.

B. EMS Program Agency Review Committee. The EMS Program Agency Review Committee shall review the activities at the Program Agency and the distribution of its funds. The committee shall also review performances of the Program Agency in regards to the agreed upon deliverables. This committee shall perform such other related duties as may be determined by the President.

C. Membership Committee. The Membership Committee shall advertise for and receive letters of intent for Council openings. The Membership Committee shall present these applications to the Council and make its recommendations as specified in Article III, Section 3. The Membership Committee shall review attendance records of each member prior to each regular meeting to determine if the requirements are fulfilled as specified in Article III, Section 4. The Committee shall perform such other related duties as may be determined by the President.

D. Regional Emergency Medical Advisory Committee (REMAC). The REMAC, pursuant to Article 30, Section 3004-A of the New York State Public Health Law, shall develop policies, procedures, and triage, treatment, and transportation protocols which are consistent with the standards of the State Emergency Medical Advisory Committee and which address specific local conditions. The REMAC may also approve physicians to provide on-line medical control, coordinate the development of the regional medical control system, and participate in quality improvement activities addressing system-wide concerns.

E. Review and Comment Committee. The Review and Comment Committee shall review all appropriate correspondence received and to pass it on with comment to the Council meetings. The Review and Comment Committee has the initial responsibility to receive applications for determination of public need for new or expanded ambulance or other EMS certificates. The committee shall review the application for its completeness and either accept or reject for resubmission based on the requirements. The Review and Comment Committee shall review any EMS operational issues and complaints that are brought to the Council.

F. Training and Education Committee. The Training and Education Committee shall review all course sponsor agreements and made recommendations to the Council. In addition, the Training and Education Committee shall continuously monitor training needs on a regional basis and make recommendations to the Council that serve to assist planning and

coordination. The Training and Education Committee may inspect course sponsors and their courses to investigate complaints, shall provide input for the development of the annual training plan, and shall perform such other related duties as determined by the President.

G. Program Agency Committee.

Members:

There shall be a maximum of ten (10) members of the committee and no fewer than five (5) members. Every Committee member must be a voting director of the Corporation. The President, Vice-President, Treasurer and Secretary of the Corporation shall each sit on the Committee. The members from each county represented in the Corporation shall gather at or soon after the annual meeting, or upon the occurrence of a vacancy on the Committee, and shall elect from its county's representatives one director to serve on the Program Agency Committee. Should no person be willing to serve from one or more counties, the President shall select a member from any of the Corporation's board members to serve for the term of the appointment. Should a vacancy later occur in that seat, the county shall first be given the opportunity to appoint a new committee member. The Executive Director shall serve as staff to the Committee and shall be permitted to attend the Committee without the need for invitation, but shall not be a voting member of the Committee.

Powers:

The Committee shall have the following powers, strictly reserved to it, and excepted as noted, without the ability of the full board of directors to reverse the Committee's decisions:

1. Power to create, revise, administer, spend and save from the budget created for the Central New York Program Agency Committee. However, the Board shall initially approve the line items proposed by the Committee and no line item shall be increased or decreased without approval of the corporation's board.
2. Power to hire, fire, promote and fund staff within the budget of the Program Agency, so long as the salary or expenditure is within an approved line item;
3. Establish bank accounts, but only if approved by the corporation board;
4. May maintain its own bank accounts for non-state funds;
5. May spend funds granted to it from the corporation's board;
6. May conduct fundraisers, with the approval of the corporation's board, to be retained in a committee account not to be spent by the corporation upon non-program agency expenditures.

Committee officers:

A Chairperson and Vice Chairperson of the Committee shall be selected from among its members.

Removal:

The Committee, by majority vote of the entire number of seated Committee

members, may remove a member of the Committee for cause only.

Voting:

All votes shall only be approved by a majority vote in favor of those in attendance, with a quorum present. A quorum shall consist of a majority of the then seated members of the Committee.

Attendance Requirement:

Any Committee member that misses five (5) meetings in an annual year, regardless of reason, shall automatically be removed from the Committee, without the ability of the Committee or Corporation to cure the matter or reappoint such person to the Committee.

Committee Officers:

There shall be officers of the Program Agency Committee, consisting of a Chair and Vice-Chair.

3. Other Committees. The Board of Directors or the Council may establish standing committees from time to time as it determines by resolution adopted by a majority of the entire Board or the Voting Members and may designate from among its members standing committees, each consisting of one or more Voting Members and each of which, to the extent provided in the resolution of the Board of Directors shall have all authority of the Board, except that no such committee shall have authority as to the following matters:

- A. The submission to members of any action requiring members approval pursuant to these By-laws or the laws of the State of New York.
- B. The filling of vacancies in the Board of Directors or in any committee.
- C. The fixing of compensation of the Directors for serving on the Board or on any committee.
- D. The amendment or repeal of the By-laws or the adoption of new By-laws.
- E. The amendment or repeal of any resolution of the Board, which by its terms shall not be so amendable or repealable.

4. Alternates. The Board may designate one or more Directors or Voting Members as alternate members of any standing committee, who may replace any absent member or members at any meeting of such committee.

5. Special Committees. The Board may create special committees by resolution adopted by a majority of the entire Board. The Voting Members shall also be permitted to create special committees by majority vote of the membership. The members of such special committee shall be appointed by the President, with the consent of the Board. Special committees shall have only the powers specifically delegated to them by the Board and in no case shall have powers which are not

authorized for standing committees under these By-laws.

6. Service. Each committee of the Board or the Council shall serve at the pleasure of the Board or of the Council. The designation of any such committee and the delegation thereto of authority shall not alone relieve any Director of his duty to the Council.

ARTICLE VII Telephone Conference Calls

Whenever these By-laws provide for or require a meeting, such meeting, at the call of the President or committee Chairperson thereof, may be held by conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting for all purposes.

ARTICLE VIII Action without a Meeting

Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board of Directors or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board of Directors or committee shall be filed with the minutes of the proceedings of the Board of Directors or the committee.

ARTICLE IX Council Ethics Guidelines

Members of the Council shall comply with the following guidelines relating to ethical conduct.

1. No member of the Council should have any interest, financial or otherwise, direct or indirect, or engage in any business or transaction or professional activity or incur any obligation of any nature, which is in substantial conflict with the proper discharge of his or her duties as a Council member. Members should exercise their duties and responsibilities as Council members in the public interest of the inhabitants of the State, regardless of their affiliation with or relationship to any emergency medical service program, facility, agency, provider, or interest group. The principles which should guide the conduct of Council members include, but are not limited to, the following.

2. A Council member shall endeavor to pursue a course of conduct which shall not raise suspicion among the public that they are likely to be engaged in acts that are in violation of their trust as a Council member.

3. A Council member shall not permit his or her employment to impair their independent judgment in the exercise of their duties as a Council member.

4. A Council member shall not disclose confidential information acquired in the course of their duties as a Council member, nor use such information to further their own personal interests.

5. A Council member shall not use or attempt to use their position as a Council member to secure unwarranted privileges or exemptions for themselves or others.

6. A Council member shall not engage in any transaction as a representative or agent of a local governmental body with any business entity in which they have a direct or indirect financial interest that might reasonably tend to conflict with the proper discharge of their duties as a Council member.

7. A Council member shall refrain from making personal investments in enterprises in which they may directly benefit from decisions made by the Council or which shall otherwise create a substantial conflict of interest.

ARTICLE X Conflicts of Interest

1. Annual Statement. Prior to the January meeting of the Council, each member shall submit to the Chairperson a written statement in form provided by the Council identifying each EMS program or agency in which they or a member of their family has an interest, financial or otherwise, whether as owner, consultant or supplier of goods or services. For purposes of this Article, “family” shall include spouse, children under 21 years of age, and any other relative living in the member’s household. At the January Council meeting, the President shall make available for review all such annual statements submitted.

2. Pending Applications. This section applies to both activities of the full Council and activities of the committees of the Council.

A. Absolute Disqualifications. When a member of their family has an interest as a principal owner, consultant or supplier of goods or services regarding emergency medical services whose applications under Article 30 of the Public Health Law is before the Council or a committee of the Council for consideration or determination, that member shall:

1. Identify such interest to the Council or committee at any meeting when such applications is to be considered.
2. Shall not participate in any vote of the Council or committee on that application.

B. Disclosure and Possible Disqualification. When any other interest or association might reasonably be construed as tending to embarrass the Council or elicit public suspicion that they might be engaged in acts in violation of their trust as a Council member they shall, at the time of formal consideration of such application by the Council or committee, disclose such interest or association so that the President and, if necessary, the Council or committee can then determine whether their participation in the discussion of such application or vote of the Council or committee thereon would be proper.

C. Procedure. After a motion is made concerning an application and prior to discussion or vote, and at the request of the President, the Council members shall disclose all actual or potential conflicts and, when appropriate, explain the conflicts. In the case of conflicts

constituting possible disqualification, the President shall rule upon such conflicts, subject to appeal by motion to the Council or committee which may override the President's decision by the affirmative vote of a majority of the seated members, excluding those members who are the subject of the vote.

3. Pending Regulation and Policy Matters - Committees

- A. Disclosure at Committee Meetings. When a member of a committee of the Council or their family have any interest noted in Section 2 of this Article in an emergency medical service under Article 30 of the Public Health Law, the status of which might reasonably be affected by a regulation or policy matter which is before the committee, or when a member has an interest or association which might reasonably be construed as tending to embarrass the Council or committee or elicit public suspicion that they might be engaged in acts in violation of their trust, they shall, at the time of formal consideration of such regulation or policy matter by the committee, disclose such interest or association to the committee so that the committee is fully aware of such member's interest or association. A committee member who discloses such interest or association may, but shall not be required to, abstain from participation in the discussion of or vote on such regulation or policy matter at the committee meeting.
- B. Disclosure at Council Meetings. When the Chairperson of any committee which considered a regulation or policy matter reports the committee's deliberation and recommendations to the Council, the committee Chairperson shall indicate in the report all interests or associations disclosed by committee members and state how such members voted with respect to the committee's recommendations. A committee member who disclosed such interest or association may, but shall not be required to, abstain from participation in the discussion of or vote on such regulation or policy matter at the Council meeting.
- C. Enforcement. Violations of the Article IV (Ethics) of the Council by-laws could subject the member to sanctions, suspensions, or removal from membership as voted by a 2/3 vote of all seated members.

ARTICLE XII

Prohibition against Sharing in Corporate Earnings

No member, Director, officer or employee of or member of a committee of or person connected with the Council, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Council, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Council in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Council. The Council shall be deemed to have expressly consented and agreed that, upon such dissolution or winding up of the affairs of the Council, whether voluntary or involuntary, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future Federal

Tax Code, or shall be distributed to such Council or organization as is then recognized by the Internal Revenue Service as qualifying under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or shall be distributed to the Federal Government or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the County of Onondaga, State of New York exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII Conflicts of Interest

1. Declaration of policy and purpose. The proper operation of the Council requires that Council directors, officers and members be impartial and responsible to their members and the public. They must not have interests that would be incompatible with the proper discharge of their responsibilities or tend to impair their independence of judgment or action in the performance of their official duties and responsibilities. Decisions and policies must be made in the proper channels of Council structure and free from undue influence. Positions with the Council must not be improperly used for personal gain. Directors, officers and members must strive to avoid even the appearance of impropriety. Each of these ideals is to ensure that the public has confidence in the integrity of this Council. The purpose of this Code of Ethics is to maintain and enhance a tradition of responsible and effective public service by setting forth standards of ethical conduct to guide members, directors and officers in the conduct of their responsibilities.

2. Definitions.

A. "Confidential Information" means any information, however transmitted or maintained, that is obtained, possessed or controlled by such Council member, director or officer by reason of his position with the Council, and by its nature is such that it is not known to the general public or is not a matter of public record.

B. "Financial benefits" include promotions, commissions, rewards, raises and direct compensation. An "interest" shall include a direct or indirect, pecuniary or material benefit accruing to such person as the result of a contract with the Council.

C. "Prohibited interests" shall not include a contract or business advantage where no direct or indirect financial gain may be obtained, such as where a person is merely an employee that will not receive any financial benefit from the result of a decision of the Council.

D. "Officers" shall include executive/civil and line officers.

E. "Members" shall include all active members and other types of members, except for Honorary Members when such members have no vote or voice before the membership.

3. Prohibited gifts. A prohibited gift, as addressed by this policy, shall include a gift of more than \$75.00 in value. Such a gift includes, but is not limited to, entertainment, food, beverage, travel and lodging to the extent that the gift value exceeds \$75.00 for any one occasion and \$150.00 total in any

one year from the same person or business entity. A gift also includes a loan that is not commercially reasonable. Prohibited gifts do not include the following:

A. A loan made on terms that is commercially reasonable and not more favorable than loans made in the ordinary course of business.

B. Any gift regardless of value from a family member.

C. Certificates, plaques or other ceremonial awards costing less than \$75.00, except for any award given by a municipality or fire district, not-for profit corporation, another fire Council or ambulance service or this Council for service as a Council member, director or officer.

D. Honorary degrees.

E. A meal, ticket, beverages, and lodging costing less than or equal to \$75.00, but only if the total of all such gifts from a particular person or business does not exceed \$150.00 in one year.

3. Principles of the Council. The principles which must guide the conduct of Council members, directors and officers include, but are not limited to, the following:

A. Council members, directors and officers shall endeavor to pursue a course which shall not raise suspicion among the public that they are likely to be engaged in acts that are in violation of their trust as Council members, directors or officers;

B. No Council member, director or officer shall engage in, accept employment or render services when the employment or services: (1) are incompatible with the proper discharge of the official duties of such person; or (2) would tend to impair independence of judgment or action by such person in the performance of that person's official duty.

C. Council members, directors and officers shall not disclose confidential information acquired in the course of their duties as a Council member, director or officer, nor use such information to further their own personal, family or present or known future business interests. This shall not prohibit revealing information known to the public at large;

D. Council members, directors and officers shall not use or attempt to use their positions or influence to secure unwarranted privileges or exemptions for themselves or others, either before the Council or otherwise;

E. Council members, directors and officers shall not engage in any transaction as a representative of the Council or municipality which contracts with the Council or with any business entity in which they have a direct or indirect financial interest that might reasonably tend to conflict with the proper discharge of their duties as a Council member, director or officer;

F. Council members, directors and officers shall not accept a gift, as defined above, from any person or business which has any pending business transactions or has an interest in a decision of the Council, including but not limited to decisions involving purchases, provisions of supplies, construction, hiring and legislation. Council members shall not accept

privileges unavailable to the general public which are offered in order to gain favor from such individual regarding a decision of the Council.

G Council members shall comply with the Council's "Prohibition of Financial Interests" policy.

ARTICLE XII

PROHIBITION OF FINANCIAL INTERESTS

1. Application of Policy. This policy shall regulate the conduct of members, directors and executive and officers. It shall apply to such person's financial and business interests.

Persons regulated by this policy shall be deemed to have an interest in a contract or business of:

- A. His or her spouse, minor children and dependents;
- B. A firm, partnership or association of which such individual is a partner, member or employee;
- C. A corporation of which such individual is an officer, director or employee; and
- D. A corporation, any stock of which is owned or controlled directly or indirectly by such individual, except that a prohibited interest shall not include an investment interest in a business in which such person owns or controls less than five (5%) percent of the business or outstanding shares.

This policy shall not apply to a contract in which a member, director or officer has an interest if the total consideration payable under that contract, when added to the aggregate amount of all consideration payable under contracts in which such person had an interest during the fiscal year, does not exceed the sum of seven hundred fifty (\$750.00) dollars.

2. Prohibitions. No interested member, director or officer of the Council may:

- A. Vote or speak on any matter in which he has any interest, financial or otherwise, direct or indirect;
- B. Vote to do business with any entity in which he has a prohibited interest;
- C. Attempt to implement, prevent or change any legislation before the controlling municipality (including a fire district), which is in substantial conflict with the proper discharge of his duties as a Council member, director or officer or would obtain a financial advantage or himself, family, or business; or
- D. Represent a client before the Council or appear before the Council on behalf of a client;
- E. Express an opinion on any matter in which such person has a prohibited or conflict of interest.

3. Required conduct upon conflict arising. Prior to any vote, any duality of interest or possible conflict of interest on the part of any member, director or officer shall be disclosed to the other persons voting on the matter and shall be noted in the minutes. Such interested person may be

counted in determining the quorum for the meeting. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting and the quorum situation. No member, director or executive or line officer having a duality of interest or conflict of interest on any matter shall vote or use his personal influence on the matter. No conflict may be waived, even by vote of the members, directors or officers. A person accused of having an interest but disagreeing with the accusation may vote by secret ballot. Such person's vote shall be sealed. Should the vote of such person affect the outcome of the matter, the Council may seek an opinion from the Comptroller, the Attorney General, the Council's attorney or the Code of Ethics Committee, or from any other trusted and non-interested source as to whether a conflict exists. Every new member of the Council or board of directors, or a new executive officer or line officer must be advised of this policy upon entering on the duties of his office. Forms acknowledging this policy must be executed by every new member, director or officer. This policy shall be reviewed at least annually with every member, director and officer. Members, directors and officers shall be required to disclose annually, in writing, all financial interests in which they or family members may have before the Council, and any other information as required by the Council. Members, directors and officers must exercise their duties and responsibilities in the public interest of the inhabitants of the municipality(s) served.

A sample (brief) form is as follows:

Name: _____

Date of acknowledgement: _____ for the calendar year of _____.

Position held: member director executive officer

List all potential businesses with which the Council presently does business in which any personal, family or business interest exists, as defined by the code of ethics policy. _____

Do you now or in the next year expect to represent any person or business entity before the Council?
 Yes No

Do you now or in the next year expect to solicit any business from the Council? yes no. If yes, state in full such disclosure.

ACKNOWLEDGMENT

I acknowledge that I have read the Council's conflict of interest policy and code of ethics and I agree to abide by such policies at all times. I have made a full disclosure of all interests and shall make an additional written disclosure should such a conflict arise.

[name]

ARTICLE XIII Indemnification

The Council shall indemnify any person made, or threatened to be made, a party to an action or proceeding other than one by or in the right of the Council to procure a judgment in its favor, whether civil or criminal, including an action by or in the right of any other Council of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise, which any Director, officer, Voting or Associate Member or employee of the Council served in any capacity at the request of the Council, by reason of the fact that he, his testator or intestate, was a Director, officer, voting or associate member or employee of the Council, or served such other Council, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, if such Director, officer, voting or associate member or employee acted, in good faith, for a purpose which he reasonably believed to be in, or, in the case of service for any other Council or partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to, the best interests of the Council and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that his conduct was unlawful.

The Council shall also indemnify any person made, or threatened to be made, a party to any action by or in the right of the Council to procure a judgment in its favor by reason of the fact that he, his testator or intestate, is or was a Director, officer, voting or associate member or employee of the Council, or is or was serving at the request of the Council as a Director, officer, voting or associate member or employee of any other Corporation, Agency or State Council of any type or kind, domestic or foreign, or of any partnership, joint venture, trust, employee benefit plan or other enterprise, against amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such Director, officer voting or associate member or employee acted, in good faith, for a purpose which he reasonably believed to be in, or, in the case of service for any other State or Regional Council or any partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to, the best interests of the Council, except that no indemnification under this paragraph shall be made in respect of (1) a threatened action, or a pending action which is settled or otherwise disposed of, or (2) any claim, issue or matter as to which such person shall have been adjudged to be liable to the Council, unless and only to the extent that the court in which the action was brought, or, if no action was brought, any court of competent jurisdiction, determines upon application that, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such portion of the settlement amount and expenses as the court deems proper.

The foregoing right of indemnification shall not be exclusive of other rights to which the Director, officer voting or associate member or employee may be entitled.

Subject to the laws of New York, the Council may maintain insurance at its expense to protect itself and any Director, officer, voting or associate member, employee or agent of the Council against any

expense, liability or loss of the general nature contemplated by this Article, whether or not the Council would have the power to indemnify such person against such expense, liability or loss under the laws of New York.

It is the intent of this Council to indemnify its officers, Directors, voting and associate members and employees to the fullest extent authorized by the laws of New York as they now exist or may be amended. If any portion of these indemnification provisions shall, for any reason, be held invalid and unenforceable by judicial decision or legislative amendment, the valid and enforceable provisions will continue to be given effect and shall be construed so as to provide the broadest indemnification permitted by law.

ARTICLE XIV
Amendments

These By-laws may be amended, altered or repealed and new By-laws may be added only upon a majority vote of a quorum of the Voting Members. Such vote may be taken at a regular meeting providing that the text of the proposed amendment shall have been included in a notice to the members one month prior to the meeting. No amendment shall be made to these by-laws which conflict with the policies of the State EMS Council with respect to the Council Activities.

ARTICLE XV
Fiscal/Operating Year

The fiscal year of the Council shall commence on the first day of July of each year and shall end on the 30th day of June.

ARTICLE XVI
Investments

The Council shall have the right to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a trustee is or may hereafter be permitted by law to make or similar restrictions.