

**SAGINAW-TUSCOLA MEDICAL CONTROL AUTHORITY
BYLAWS**

**ARTICLE I
ORGANIZATION, NAME AND PURPOSES**

- Section 1. Name.** The name of the corporation is "SAGINAW-TUSCOLA MEDICAL CONTROL AUTHORITY," and is referred to herein as the "AUTHORITY." The members of the AUTHORITY may change the name of the Corporation, or register any assumed names for the corporation, at any time.
- Section 2. Organization.** The AUTHORITY is a Michigan nonprofit corporation incorporated on a membership basis under the Michigan Nonprofit Corporation Act ("NCA"). The AUTHORITY is also a tax exempt entity under Section 501(c)(3) of the Internal Revenue Code ("IRC").
- Section 3. Purposes.** As stated in the Articles of Incorporation of the AUTHORITY, the primary purpose for which the AUTHORITY is formed is to function as a Medical Control Authority ("MCA"), as designated by the Michigan Department of Community Health ("MDCH") Office of EMS and Trauma Systems pursuant to Section 20910(l)(k) of Michigan Public Health Code ("PHC"). Notwithstanding the primary purpose for which the AUTHORITY was formed, it is authorized to engage in any activity permitted by a nonprofit corporation under the NCA that is not contrary to its tax exempt status or the Articles of Incorporation. In its capacity as an MCA, and in its MCA Region (as defined below), the purposes of the AUTHORITY include providing all of the services and carrying out all of the duties and responsibilities of an MCA under Michigan law, including, but not limited to, the following:
- A.** Provide medical control for emergency medical services ("EMS") under the Michigan EMS system, and make each licensed life support agency ("LSA") and individual accountable to the AUTHORITY in the provision of EMS, as defined in protocols approved by the MDCH;
 - B.** Promulgate, adopt, implement and enforce protocols adopted by the Board of Directors and approved by the MDCH and standards of medical care, operating policies and procedures, as authorized under the PHC;
 - C.** Coordinate, monitor, evaluate and plan for EMS in conjunction with local county and municipal governments and other agencies functioning within the EMS system;
 - D.** Assure the availability and efficacy of training and continuing education programs, systems telecommunication procedures, patient care quality review procedures, personnel skills assessment testing, and vehicle and equipment standards of operation, maintenance and inspection;
 - E.** Establish a professional standards review organization ("PSRO") for the purpose of improving the quality of medical care;
 - F.** Act in an advisory capacity to township, municipal and county governing bodies on matters pertaining to the provision of EMS;
 - G.** Assist in efforts to maintain and enhance the EMS system and provide quality EMS to residents; and
 - H.** Establish the protocols, boards and committees, and appoint a medical director, as called for under these Bylaws, the PHC, the administrative rules promulgated by the MDCH, and protocols adopted by the Board of Directors and approved by the MDCH.

Section 4. MCA Geographic Region. The AUTHORITY's MCA geographic region as designated by the MDCH consists of all of Saginaw County and most of Tuscola County in Michigan (as it currently designated, and as it may be re-designated from time to time by the MDCH, the "AUTHORITY's MCA Region").

ARTICLE II MEMBERSHIP AND DUES

Section 1. Membership. Each hospital, as defined in Part 201 and licensed under Part 215 of the MPHC, and each freestanding surgical outpatient facility ("FSOF"), as defined in Part 201 and licensed under Part 208 of the PHC, that operates a service for treating emergency patients 24 hours per day, 7 days per week, and that meets such standards as may be established by a protocol adopted by the Board of Directors and approved by the MDCH, is eligible to become a member of the AUTHORITY upon paying the dues established by the members from time to time. The present members of the AUTHORITY are: Saint Mary's of Michigan, Inc., Covenant Healthcare, Inc., McLaren Caro Region, and Hills & Dales General Hospital.

Section 2. Termination of Membership. Except as otherwise stated in these Bylaws, membership in the AUTHORITY shall be perpetual; provided, that, the member satisfies the requirements for becoming a member as set forth in Section 1 above. However, the right of a member hospital to vote and appoint a member representative or a director as provided in these Bylaws shall cease upon a member's withdrawal or termination of membership, and during any period such member fails to pay the member dues established by the members from time to time. Any member may resign or withdraw from membership in the AUTHORITY by delivering a written letter of resignation or withdrawal to the Chairman of the AUTHORITY.

Section 3. Member Dues. The members shall have the right to establish and assess dues or fees to be paid by, and/or contributions to be made by, the members on an annual or other periodic basis, and to change such dues, fees or contributions from time to time, to help cover the cost of operating the AUTHORITY. To remain in good standing and have voting rights, a member must pay the dues or fees established and assessed by the members from time to time.

Section 4. Member Voting and Appointment Rights. Each member who has paid the dues established by the members shall have one vote on all matters to be voted on by the members, and shall have the right to appoint a member representative and a director to the Board of Directors. Unless otherwise specifically stated to the contrary elsewhere in these Bylaws, any action or decision of the members shall only require the vote or consent of a simple majority of the members entitled to vote at a meeting of the members.

Section 5. Member Representative. Each member who has paid the dues established by the members shall have the right to appoint, and may remove and replace at any time, one representative (who must be a senior official or management level individual employed by such member), who will represent such member in all matters relating to the AUTHORITY, including but not limited to attending member meetings and functions, casting a vote or consenting on behalf of such member, granting or voting a proxy on behalf of such member, and appointing (and removing) a director to the Board of Directors.

ARTICLE III OPEN MEETINGS ACT AND PROCEDURAL RULES

- Section 1. Michigan Open Meetings Act.** When acting as an appointed MCA, the AUTHORITY is subject to the Michigan Open Meetings Act, Public Act 267 of 1976, MCL § 15.261 et. seq. (the "OMA"). Therefore, where applicable, notification for meetings of the members, directors and certain advisory boards and committees shall comply with the OMA, and such meetings shall be open to the public, and the decisions of the members, directors and certain advisory boards and committees shall be made at a meeting open to the public. However, all such meetings shall also be subject to the exception for closed sessions under the OMA, and other applicable exceptions to compliance with the OMA. In the event of a conflict between an applicable provision of the OMA and a provision of these Bylaws, the applicable OMA provision shall apply. In the event the AUTHORITY engages in an activity that is not subject to the OMA, this section shall not apply to such activity. The failure to follow the OMA with respect to any meeting or matter shall not affect the validity of any action taken or business conducted at such meeting or with respect to such matter.
- Section 2. Roberts Rule of Order.** In general, the members, Board of Directors, the Medical Control Advisory Board and all committees created pursuant to these Bylaws or the Board of Directors shall endeavor to follow Roberts Rule of Order, Revised (latest edition), but only to the extent that such rules of order are not contrary to or in conflict with applicable law. However, the failure to follow Roberts Rule of Order at any meeting or with respect to any matter shall not affect the validity of any action taken or business conducted at such meeting.

ARTICLE IV MEMBER MEETINGS

- Section 1. Annual Meeting.** The members shall hold an annual meeting of the members in May of each year for the purpose of appointing the directors to the Board of Directors as provided for in Article V of these Bylaws, unless such action is taken by written consent as provided for below. The annual meeting of the members shall take place on a date, and at time and place, to be designated in the notice of such meeting or by the members. If, for any reason, the annual meeting of the members shall not be held on the date noticed, or by written consent, then the members shall cause such meeting to be held as soon thereafter as convenient.
- Section 2. Special Meetings.** The Chairman or any member may call a special meeting of the members at any time and for any purpose. Special meetings of the members shall take place on a date, and at time and place, to be designated in the notice of such meeting or by the members.
- Section 3. Notice.** Notice of the time, place and purpose(s) of a meeting of the members shall be given by written notice, given personally, by mail or by electronic transmission, not less than three (3) nor more than thirty (30) days before the date of the meeting to each member entitled to vote at the meeting, and shall comply with the OMA when applicable. Notwithstanding the preceding sentence, a member may waive the right to notice in writing or by electronic transmission; and attendance at a meeting by a member shall constitute a waiver of objection to lack of notice or defective notice of the meeting, unless such member, at the beginning of the meeting, objects to the holding of the meeting or transacting business at the meeting. If a member is permitted to participate in and vote at a meeting by remote communication under Section 5 below, the notice of such meeting shall include a description of the means of remote communication by which a member may participate.

- Section 4. Quorum.** A majority of the members present and entitled to vote at a meeting of the members shall constitute a quorum at any meeting of the members; and the members present at a meeting (in person or by proxy) may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum; and, regardless of whether or not a quorum is present at a meeting of the members, the meeting may be adjourned by the affirmative vote of a majority of the members who are present at such meeting.
- Section 5. Participation by Remote Communication.** A member may participate in a meeting of the members by a conference telephone or other means of remote communication by which all persons participating in the meeting may hear each other; provided, that, all participants are advised of the means of remote communication in use, and the names of the participants in the meeting are divulged to all participants. Participation in a meeting pursuant to the preceding sentence constitutes presence in person at the meeting.
- Section 6. Required Vote.** The affirmative vote of a majority of the members present and entitled to vote at a meeting of the members, at which a quorum was present at the beginning of such meeting, shall be required to transact business at such meeting, unless the Articles of Incorporation of the AUTHORITY or these Bylaws require a super majority vote of the members. The affirmative vote of at least seventy-five percent (75%) of the members entitled to vote is required to amend the Articles of Incorporation of the AUTHORITY or these Bylaws.
- Section 7. Order of Business.** The order of business at the annual meeting of the members of the AUTHORITY shall be as follows: call to order, approval of the agenda, attendance, introductions, solicitation of public comments, approval of any unapproved minutes of prior meetings, old and new business, closed session (where applicable), then adjournment. However, in the absence of any objection from a member in attendance at the meeting, the presiding officer may vary the order of business at any meeting of the members, in his/her discretion.
- Section 8. Consent Without Meeting.** Subject to compliance with the OMA, if applicable, any action required or permitted by the NCA to be taken at an annual or special meeting of the members may be taken without a meeting, without prior notice, and without a vote, if consents in writing, setting forth the action taken, are signed and dated by the member representatives having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all member representatives entitled to vote on the action were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to member representatives who have not consented in writing.
- Section 9. Electronic Transmission.** An electronic transmission waiving notice or consenting to an action transmitted by a member, or by a person authorized to act for the member, is considered to be written, signed and dated for the purposes of Sections 3 and 8 above, if the electronic transmission is delivered with information from which the AUTHORITY can determine that it was transmitted by the member, or by a person authorized to act for the member, and the date on which it was transmitted. The date on which an electronic transmission is considered transmitted is the date on which the waiver or consent is considered to be signed for purposes of this section. A waiver or consent given by electronic transmission is not considered to be delivered until it is reproduced in paper form, and the paper form is delivered to the AUTHORITY by delivery to its registered office or its principal office, or by delivery to an officer or agent of the AUTHORITY having custody of the official Minute Book in which proceedings of meetings of members are recorded.

ARTICLE V BOARD OF DIRECTORS

Section 1. Board of Directors. The property, business and affairs of the AUTHORITY shall be managed by a Board of Directors which shall also have the final authority in the administration of the AUTHORITY as an MCA (the "Board of Directors" or "Medical Control Authority Board of Directors"). The Board of Directors shall consist of one (1) director appointed by each member entitled to vote at the annual meeting of the members. Each appointed director shall hold office until removed from office by the member who appointed such director. In the event of a vacancy, the member who appointed the director who vacated shall have the authority to fill such vacancy.

Section 2. General Powers. The Board of Directors shall have the power and authority to do all things authorized by law, the Articles of Incorporation of the AUTHORITY and these Bylaws to carry-out the authority, responsibilities, business and affairs of the AUTHORITY; provided, however, only the members shall have the authority to (a) amend the Articles of Incorporation of the AUTHORITY or these Bylaws; (b) merge, dissolve or reorganize the AUTHORITY; or (c) approve the addition of a new member. Without limiting the authority of the Board of Directors granted in the preceding sentence, and subject to such limitations and conditions as are now or may be prescribed by law, the Articles of Incorporation of the AUTHORITY or elsewhere in these Bylaws, including any restrictions imposed on (i) an organization exempt under IRC § 501(c)(3) and the treasury regulations promulgated thereunder, as the same now exists or may hereafter be amended, and (ii) on an organization the contributions to which are deductible under IRC § 170(c)(2) and the treasury regulations promulgated thereunder as the same now exists or may hereafter be amended, the Board of Directors shall have the power and authority to do or delegate all of the following:

- A.** Appoint an advisory body as required by Section 333.20918(2) of the PHC and appoint members thereto, subject to the limitations of Section 333.20918(4) of the PHC, which shall include, at a minimum, a representative of each type of LSA and each type of EMS personnel functioning within the AUTHORITY's MCA Region. The advisory body will be known as the "Medical Control Advisory Board", and will be governed by the provisions of Article IX of these Bylaws;
- B.** Appoint a Medical Director, with the advice of the Medical Control Advisory Board, as further provided for in Article VIII of these Bylaws;
- C.** Appoint a Professional Standards Review Organization (PSRO) for the purpose of improving the quality of medical care in the AUTHORITY's MCA Region, as further provided for in Article X of these Bylaws;
- D.** Execute such powers which now are or hereafter may be conferred by law, administrative rule or regulations upon a MCA or a nonprofit, tax exempt corporation organized for the purposes stated above, or necessary or incidental to the powers so conferred, or conducive to the furtherance of the purposes of the AUTHORITY as stated above;
- E.** Authorize the Chairman, the Medical Director, the EMS Manager, or any officer, representative or agent of the AUTHORITY to enter into any agreement, settlement, compromise or arrangement, and to execute or deliver any agreement, application, form, conveyance, contract or other document, in the name of the AUTHORITY; and
- F.** Develop, comment on, establish, adopt, implement and enforce any protocol, standards, operating procedure, policy or rule for the provision of medical control and EMS in the AUTHORITY's MCA Region.

Section 3. No Compensation. No director shall receive any remuneration, pay or compensation for his/her services as a director. However, the preceding sentence shall not prohibit a director from being reimbursed for any expense authorized by the Board of Directors and incurred by a director in his/her capacity as a director, and shall not prevent a director from being paid for services rendered in any capacity other than as a director.

ARTICLE VI MEETINGS OF DIRECTORS

Section 1. Regular Meetings. The Board of Directors shall meet regularly at such intervals and at such locations within the State of Michigan as may from time to time be determined by the Board of Directors. The Board of Directors may authorize the Chairman to fix the specific date and place of each regular meeting of the Board of Directors.

Section 2. Special Meetings. The Chairman or any two (2) directors may call a special meeting of the Board of Directors at any time and for any purpose. Upon receipt of a request in writing setting forth the date and purpose for a special meeting pursuant to the preceding sentence, a notice of such special meeting shall be sent to each director.

Section 3. Notice. Notice of the time and place of a regular or special meeting of the Board of Directors shall be given by written notice, given personally, by mail or by electronic transmission, not less than two (2) nor more than thirty (30) days before the date of the meeting to each director, and shall comply with the OMA where applicable. Notwithstanding the preceding sentence, a director may waive the right to notice in writing or by electronic transmission; and attendance at a meeting by a director shall constitute a waiver of notice of the meeting, unless such director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not properly called or convened. If a waiver of notice is provided by electronic transmission, it shall comply with rules similar to those set forth in Article III, Section 9 of these Bylaws. If a director is permitted to participate in and vote at a meeting by remote communication under Section 5 below, the notice of such meeting shall include a description of the means of remote communication by which a director may participate. Neither the business to be transacted at, nor the purpose of, a regular or special meeting of the Board of Directors need be specified in the notice of the meeting or a waiver of notice of the meeting.

Section 4. Quorum Requirements. A majority of the directors then in office and present shall constitute a quorum at any meeting of the Board of Directors; and the directors present at a meeting (in person or by proxy) may continue to do business until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum; and, regardless of whether or not a quorum is present at a meeting of the Board of Directors, the meeting may be adjourned by the affirmative vote of a majority of the directors who are present at such meeting.

Section 5. Participation by Remote Communication. A director may participate in a meeting of the Board of Directors by means of conference telephone or other means of remote communication by which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to the preceding sentence constitutes presence in person at the meeting.

Section 6. Required Vote. The affirmative vote of a majority of the directors present at a meeting of the Board of Directors shall be required to transact business at a meeting of the Board of Directors, unless the vote of a larger number is required by law, the Articles of Incorporation of the AUTHORITY or elsewhere in these Bylaws. In the event there is an even number of directors, and a vote is taken at a meeting of the Board of Directors, and the votes in favor and against the action being voted on are equal, then, if present at the

meeting, the Medical Director of the AUTHORITY may cast the tie breaking vote. Except as provided for in the preceding sentence, the Medical Director shall not otherwise have a vote at a meeting of the Board of Directors.

Section 7. Order of Business. The order of business at a meeting of the Board of Directors shall be as follows: call to order, approval of the agenda, attendance, introductions, solicitation of public comments, approval of any unapproved minutes of prior meetings, election of officers (if applicable), old and new business, closed session (where applicable), then adjournment. However, in the absence of any objection from a director in attendance at the meeting, the presiding officer may vary the order of business at any meeting of the Board of Directors, in his/her discretion.

Section 8. Consent Without Meeting. Subject to compliance with the OMA, if applicable, any action required or permitted to be taken under authorization voted at a meeting of the Board of Directors may be taken without a meeting if, before or after the action, all directors then in office consent to the action in writing or by electronic transmission. If consent is provided by electronic transmission, it shall comply with rules similar to those set forth in Article III, Section 9 of these Bylaws. The written consents shall be filed with the minutes of the proceedings of the Board of Directors. A written consent has the same effect as a vote of the Board of Directors or at a duly constituted meeting thereof, for all purposes.

ARTICLE VII OFFICERS AND DUTIES

Section 1. Election. At the annual meeting of the Board of Directors, the directors shall elect a President and a Vice President from among the directors, and may elect such additional officers as the Board of Directors may from time to time deem appropriate for the efficient functioning of the AUTHORITY. The directors may change the appointment of officers at any meeting of the Board of Directors.

Section 2. Term of Office. The President, Vice President and all other officers will be appointed for a two (2) year term, but will serve at the pleasure of the Board of Directors, and may serve consecutive terms without limitation.

Section 3. President. The President shall serve as the Chairman of the Board of Directors, shall preside at all meetings of the members and Board of Directors, shall have the authority to supervise and control all of the day-to-day business and affairs of the AUTHORITY, and shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

Section 4. Vice President. At the request of the President, or in the event of the absence or inability of the President to act, the Vice President shall perform the duties and possess and exercise the powers and authority of the President; and shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

Section 5. EMS Manager. The EMS Manager will be responsible for such duties as may be assigned or delegated by the President or the Board of Directors, and will have such custody and keep such account of all money, funds and property of the AUTHORITY as instructed by or delegated by the President, unless otherwise determined by the Board of Directors, and will render such accounts and present such statements and reports to the Board of Directors and the President, as may be requested by the Board of Directors or the President. The EMS Manager will also be an ex-officio member of the Medical Control Advisory Board, and of each committee established by these Bylaws or the

Board of Directors, unless otherwise determined by the Board of Directors or the President.

Section 6. Removal and Vacancies. The Board of Directors may remove and replace the any officer, and may fill a vacancy in any office, at any time.

ARTICLE VIII OFFICE OF MEDICAL DIRECTOR

Section 1. Appointment of Medical Director. With the advice of the Medical Control Advisory Board having been considered, the Board of Directors shall appoint a licensed physician who meets the eligibility requirements stated below to serve as the Medical Director of the AUTHORITY. The Board of Directors shall have the authority to hire or contract for the services of the Medical Director on such terms that it determines reasonable. The Board of Directors shall also have the authority to appoint, hire and/or contract for the services of an Alternate Medical Director to fulfill the function and responsibilities of the Medical Director when the Medical Director is unable to serve.

Section 2. Role and Authority. The Medical Director shall be a member of, and shall serve as the Chairman of, the Medical Control Advisory Board. The Medical Director shall be responsible for medical control within the AUTHORITY's MCA Region, as provided for in the PHC.

Section 3. Eligibility Requirements. To be eligible for appointment to the position of Medical Director, an individual must be a physician licensed to practice in Michigan and be board certified in emergency medicine, and shall also satisfy the qualifications established by the MDCH, the PHC and the administrative rules promulgated thereunder. In addition, the Medical Director shall satisfy all of the following additional requirements:

- A.** Participate every two (2) years in not less than one (1) MDCH approved education program relating to medical control issues;
- B.** Be responsible for the supervision, coordination, implementation and compliance with the protocols adopted by the AUTHORITY;
- C.** Receive input from, and be responsive to, the Medical Control Advisory Board; and
- D.** Complete within one (1) year of initial appointment, a Medical Director's education program provided by the MDCH.

Section 4. General Responsibilities. The Medical Director shall have such duties and responsibilities as shall be prescribed by the Board of Directors and/or the PHC and the administrative rules promulgated thereunder, including, but not limited to the following:

- A.** Serve as a patient advocate;
- B.** Develop and implement the process for provision of concurrent medical direction;
- C.** Ensure the appropriateness of initial qualification of out of hospital personnel involved in patient care and dispatch;
- D.** Ensure the qualification of out of hospital personnel involved in patient care and dispatch are maintained on an ongoing basis through education, testing and credentialing;
- E.** Maintain liaison with the medical community served by the AUTHORITY, including, but not limited to, hospitals, emergency departments, physicians, out-of-hospital providers and nurses;
- F.** Interact with state, regional and local EMS authorities to ensure that standards, needs and requirements are met, and the resource utilization is optimal;

- G. Be involved in coordination of mutual aid, disaster planning and management, and hazardous material response;
- H. Maintain knowledge levels appropriate for an EMS Medical Director through continuing education; and
- I. Establish a medical practice as an EMS physician to include providing on-scene medical control/direction and provide direct patient care.

Section 5. Additional Responsibilities. The Medical Director shall also have the authority over all clinical and patient care aspects of the EMS system served by the AUTHORITY as a MCA, including, but not limited to, the following:

- A. Hold all licensed EMS agencies and personnel accountable for compliance with the protocols and policies adopted by the AUTHORITY and for compliance with applicable requirements of the PHC;
- B. Recommend certification, recertification and decertification of non-physician out-of-hospital personnel;
- C. Remove a provider from medical care duties for due cause using an appropriate review and appeals process; and
- D. Provide definitive medical control over all EMS system personnel regarding individual patients or situations either by on-scene presence or via radio/cellular communication or other secure means.
- E. Appoint additional physicians to perform as an Assistant Medical Director to assist with providing routine medical direction during times when the Medical Director is unavailable. Physicians performing as EMS Fellows shall be considered an Assistant Medical Director during the period of their training.

ARTICLE IX MEDICAL CONTROL ADVISORY BOARD

(An Advisory Body of the Board of Directors)

Section 1. Establishment and Purpose. The Board of Directors shall establish a Medical Control Advisory Board to function as the advisory body referenced in Section 333.20918 of the PHC and Administrative Rule 202 (R 325.22202), and assist the Board of Directors with medical control accountability within the EMS system served by the AUTHORITY as a MCA and with the promulgation and adoption of minimum standards of medical care, protocols and operating procedures.

Section 2. Authority and Responsibilities. The Medical Control Advisory Board shall have the authority granted, and shall fulfill the responsibilities imposed, by the PHC; and shall have the authority granted or delegated, and carryout the responsibilities assigned or delegated, by the Board of Directors; including, but not limited to the following:

- A. Establish, propose, revise and implement system wide protocols, policies and procedures relating to medical control within the AUTHORITY's MCA Region, subject to the applicable provisions of the PHC;
- B. Develop, establish and implement an effective Quality Assurance Program for continuous system and patient care improvement;
- C. Establish criteria for level of initial emergency response (MFR, Basic EMT or Paramedic);
- D. Establish criteria for determination of patient destination;

- E. Ensure the competency of personnel who provide concurrent medical direction to out of hospital personnel including, but not limited to, physicians, nurses, and EMTs;
- F. Establish policies under which non-transport of patients may occur; and
- G. Require education and testing to the appropriate level of proficiency for all personnel within the system including: MFR, Basic EMT, Specialist, Paramedic, Nurses involved in out-of hospital care, Dispatchers, Educational Coordinators, Physicians involved in concurrent, prospective and retrospective medical control.

Section 3. Medical Control Advisory Board Composition. The Medical Director shall serve as both a voting member and the Chairman of the Medical Control Advisory Board. The Board of Directors shall appoint the other members of the Medical Control Advisory Board using the following guidelines:

- A. Two (2) designated representatives from each member hospital's emergency services department (*i.e.*, ER Medical Director or ER Manager);
- B. A licensed representative from each level of EMS within the EMS system served by the AUTHORITY;
- C. The Chairman of each standing committee and sub-committee of the Medical Control Advisory Board;
- D. The Director of Central Dispatch for each county within the AUTHORITY's MCA designated region, or his/her designee;
- E. The Director of Emergency Management for each county within the AUTHORITY's MCA designated region, or his/her designee; and
- F. Such other individuals as the Board of Directors from time to time deems appropriate.

Section 4. Removal and Vacancies. The Board of Directors shall have the authority to remove and replace any member of the Medical Control Advisory Board. The member of the Medical Control Advisory Board shall be entitled to at least ten [10] days' notice in writing by mail of the meeting of the AUTHORITY at which such removal is to be voted upon and shall be entitled to appear before and be heard by the AUTHORITY at such meeting prior to the vote on his proposed removal. In addition, the Board of Directors shall have the authority to fill any vacancy on the Medical Control Advisory Board.

Section 5. Meetings. The Medical Control Advisory Board shall meet at least bi-monthly or as deemed necessary by the Chairman. Special meetings of the Medical Control Advisory Board for a stated purpose may be called at any time by the Chairman, or by three (3) members of the Medical Control Advisory Board. Upon receipt of a request in writing setting forth the date and objectives of such proposed special meeting, signed by the Chairman or by at least three (3) members of the Medical Control Advisory Board, the Chairman shall prepare, sign and mail a notice of the proposed special meeting to each Medical Control Advisory Board member entitled to vote at such meeting. Unless the Chairman deems the nature of the special meeting urgent, the notice should be sent at least ten (10) days prior to the date fixed for the holding of any such special meeting. No advance notice is required if the Chairman deems the nature of the special meeting to be urgent.

Section 6. Waiver of Notice. Notice of the time, place and purpose of any meeting of the Medical Control Advisory Board may be waived in writing or by facsimile or electronic transmission. Attendance by a member at any meeting of the Medical Control Advisory Board shall constitute a waiver by the member of notice of the time and place thereof.

Section 7. Quorum Requirements. A majority of the members of the Medical Control Advisory Board then in office shall constitute a quorum at any meeting of the Medical Control

Advisory Board. The members present at any meeting of the Medical Control Advisory Board may continue to conduct business at such meeting until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. Regardless of whether or not a quorum is present at a meeting may be adjourned by the affirmative vote of a majority of the members who are present at such meeting.

Section 8. Participation by Remote Communication. A Medical Control Advisory Board member may participate in a meeting of the Medical Control Advisory Board by means of conference telephone or other means of remote communication by which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to the preceding sentence constitutes presence in person at the meeting.

Section 9. Required Vote. Each member of the Medical Control Advisory Board shall have one (1) vote. The affirmative vote of a majority of the members present at a meeting of the Medical Control Advisory Board at which a quorum was present at the beginning of the meeting shall be required to transaction business at a meeting of the Medical Control Advisory Board.

Section 10. Order of Business. The order of business at a meeting of the Medical Control Advisory Board shall be as follows: call to order, approval of the agenda, attendance, introductions, solicitation of public comments (if such meeting is open to the public), approval of any unapproved minutes of prior meetings, election of officers (if applicable), old and new business, closed session (where applicable), and adjournment. However, in the absence of any objection from a member in attendance at the meeting, the presiding officer may vary the order of business at any meeting of the Medical Control Advisory Board, in his/her discretion.

ARTICLE X

COMMITTEES OF THE MEDICAL CONTROL ADVISORY BOARD

The following committees shall be established by and report to the Medical Control Advisory Board. The Medical Director shall serve as the chairman of each committee, or shall appoint one of the members of each committee to serve as chairman of the committee, and may remove and replace any appointed committee chairman at any time. The Medical Director will be a member of each committee so established.

Section 1. Professional Standards Review Organization (PSRO) Committee.

- A. Composition.** The PSRO Committee shall be composed of: (i) the Medical Director; (ii) the EMS Manager; (iii) a broad representation of field level providers licensed to operate in the AUTHORITY's MCA Region; (iv) a pharmacy representative; and (v) such other individuals as may be appointed by the Medical Director.
- B. Meetings.** The PSRO Committee shall meet monthly, and the Medical Director may call for a meeting at any time and as often as the Medical Director deems necessary.
- C. Function.** The PSRO Committee's primary function is to review provided information or data regarding the physical or psychological condition of an individual; the necessity, appropriateness or quality of the services rendered to an individual; the qualifications, competence or performance of a licensed provider operating in the AUTHORITY's MCA Region; and to improve the quality of medical care in the community served by the AUTHORITY.

Section 2. All Agencies Committee.

- A. Composition.** The All-Agencies Committee shall be composed of: (i) the Medical Director; (ii) the EMS Manager; (iii) one (1) representative from each licensed MFR,

- BLS, ALS and Rotary Winged (transporting and/or non-transporting) agency approved in the AUTHORITY'S MCA Region; and (iv) such other individuals as may be appointed by the Medical Director.
- B. Meetings. The All-Agencies Committee shall meet at least quarterly, and the Medical Director may call for a meeting at any time and as often as the Medical Director deems necessary.
- C. Function. The All-Agencies Committee's primary function is to address matters relating to the provision of services provided in the AUTHORITY'S approved agencies. The committee may conduct routine audits of the activities of the agencies within the AUTHORITY'S MCA Region and advise the Medical Control Authority Advisory Board on suggested actions to improve care delivery and outcomes.

Section 3. Pharmacy and Therapeutics Committee.

- A. Composition. The Pharmacy and Therapeutics Committee shall be composed of: (i) a Pharmacist (or his/her designee) appointed from each member hospital's EMS drug system, (ii) a representative from each agency within the community served by the AUTHORITY that is eligible to participate in the delivery of field medications, and (iii) such other individuals as may be appointed by the Medical Director.
- B. Meetings. The Pharmacy and Therapeutics Committee shall meet at least tri-annually to coincide with regular recertification of system-wide medication resources, and the Chairman of the Pharmacy and Therapeutics Committee may call for a meeting at any time and as often as the Chairman deems necessary.
- C. Function. The Pharmacy and Therapeutics Committee's primary function is to oversee all matters pertaining to the development and use of standardized pharmaceutical protocols and the content and exchange of drug boxes between the participating hospitals and pre-hospital provider agencies within the EMS system served by the AUTHORITY, and handle such other duties and activities prescribed by the Medical Control Advisory Board or the Medical Director.

Section 4. Dispatch and Communications Committee.

- A. COMPOSITION. The Dispatch and Communications Committee shall be composed of: (i) the Medical Director, (ii) a representative from each transporting ground ALS agency licensed to operate within the AUTHORITY's MCA Region, (iii) two (2) representatives from each County Fire Chiefs Association within the AUTHORITY's MCA Region that provides Medical First Response, (iv) the Director of each County 911 Center within the AUTHORITY's MCA Region, or his/her designee, (v) a representative of each County Medical Communications Center within the AUTHORITY's MCA Region that is separate from its 911 Center, (vi) a law enforcement representative appointed by the Chairman of the Medical Control Advisory Board, (vii) two (2) representatives from each hospital located within the AUTHORITY's MCA Region; and (viii) such other individuals as the Medical Director may appoint.
- B. Meetings. The Dispatch and Communications Committee shall meet at least quarterly, and the Chairman of the Dispatch and Communications Committee may call for a meeting at any time and as often as the Chairman deems necessary.
- C. Function. The Dispatch and Communications Committee's primary function is to continually review all aspects of the dispatch and communications process in an effort to improve efficiency and efficacy of system resources; and to ensure that resources are allocated properly to meet demand. For agencies that require them, the Dispatch and Communications Committee will establish selective response criteria. Additionally, when required, this Committee shall report system response

time and resource availability to governmental entities to verify contractual compliance.

Section 5. Other Committees. Other committees, either standing or ad hoc, may be established from time to time by the Board of Directors for such purposes as it deems warranted.

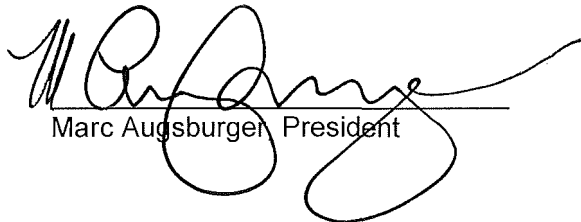
ARTICLE XI AMENDMENTS TO GOVERNING DOCUMENTS

Section 1. Proposal. The President, the Board of Directors, or any member of the AUTHORITY may propose an amendment to these Bylaws or to the Articles of Incorporation of the AUTHORITY at any time by submitting the proposed amendment or a description of the desired change to the members with a copy to the Board of Directors.

Section 2. Required Vote. Proposed amendments to these Bylaws or to the Articles of Incorporation of the AUTHORITY must be approved by the affirmative vote of at least seventy-five percent (75%) of the members of the AUTHORITY entitled to vote.

Section 3. Effective Date. Upon such approval, the approved amendment(s) shall become effective as provided for in the written amendment or as determined by the members, and will become effective immediately if no effective date is stated.

These restated Bylaws were approved by the members and became effective on:
April 16, 2018



Marc Augsburg, President