

SKAGIT COUNTY EMERGENCY MEDICAL SERVICES COMMISSION BYLAWS

ARTICLE I: PREAMBLE:

Section 1.1 Introduction: These Bylaws are adopted to implement the operational and administrative aspects of the management of the Skagit County Emergency Medical Services Commission as created in Skagit County Ordinance No. 20030003.

Section 1.2 Definitions:

- a) *Advanced Life Support* ("ALS") means invasive emergency medical services requiring advanced medical treatment skills as defined in chapter 18.71 RCW.
- b) *At-Large* shall be a membership position specifically for those organizations that would not otherwise be represented.
- c) *Basic Life Support ("BLS")* means noninvasive emergency medical services requiring basic medical treatment skills as defined in chapter 18.73 RCW.
- d) *Commission* means Skagit County Emergency Medical Services Commission, commonly known as Skagit County Medic One, the public commission formed as set forth in the Ordinance.
- e) *Consumer* means an individual who is not associated with the EMS system, either for pay or as a volunteer, except for volunteer involvement in Skagit County EMS Commission and the Commission's committee structure.
- f) *Emergency Medical Service* ("EMS") means medical treatment and care that may be rendered at the scene of any medical emergency or while transporting any patient in an ambulance to an appropriate medical facility, including ambulance transportation between medical facilities.
- g) *EMS Commission Executive Board* ("Executive Board") means the board elected from among the full EMS Commission to include the members specified in Article VI below.
- i) *Ex Officio Member* means a member of the Commission that does not have a voting right pursuant to Subsection 3.1(j), below.

j) **Field Care Personnel** means the group of people who respond to the immediate scene of care with the patient and provide a specified level of care within the pre-hospital emergency medical services system.

k) **Medical Program Director (“MPD”)** means the Medical Program Director who is an approved program director as defined in RCW 18.71.205(4) and who has been given the authority to direct the medical care provided by certified EMS personnel in the pre-hospital EMS system.

l) **Ordinance** means Ordinance No. 20030003, Skagit County Ordinance Creating the Skagit County Emergency Medical Services Commission as it is presently stated or hereafter may be amended.

m) **Pre-hospital** means emergency medical care or transportation rendered to patients prior to hospital admission by licensed ambulance or aid service under Chapters 18.71 and 18.73 RCW or by facilities providing Level V trauma care services. Pre-hospital may be used to refer to inter-facility transfer of patients.

ARTICLE II: THE COMMISSION

Section 2.1 Name: The official name of the Commission shall be the Skagit County Emergency Medical Services Commission.

Section 2.2 Geographical Service Area: The Skagit County EMS Commission shall serve all areas within the boundaries of Skagit County.

Section 2.3 Purpose and Functions: The purpose and functions of the Commission shall be to coordinate, operate, provide and maintain those services necessary for a countywide emergency medical services program including, without limitation:

a) provide pre-hospital emergency medical services, including personnel, training for such personnel, and related equipment, supplies, vehicles and structures needed for the provision of emergency medical services;

b) advise and assist in the coordination of the planning and implementation of a comprehensive, integrated pre-hospital emergency medical services system for the residents of Skagit County;

c) provide representation and be advisory to the North Region Emergency Medical Services and Trauma Care Council in the development of emergency medical services for the North Region;

- d) prepare an EMS Management Plan to recommend to the Skagit County Board of Commissioners pursuant to the procedure specified in the Ordinance as well as develop, issue and otherwise adopt, in writing, guidelines, and standards for development of emergency medical services in Skagit County;
- e) determine pre-hospital emergency medical services needs and priorities for Skagit County based on accepted standards, research and input from citizens and providers;
- f) prepare a recommended budget to the Skagit County Board of Commissioners pursuant to the procedure specified in the Ordinance and in accordance with the Budget and Management Plan approved by the Skagit County Board of Commissioners, that establishes funding policies and procedures based on the needs and priorities as outlined in Subsection d above;
- g) provide public education and information on: (i) the emergency medical services system, (ii) how and when to access emergency medical services, (iii) what to do in a medical emergency until help arrives, and (iv) injury prevention;
- h) review and evaluate the emergency medical services system as it relates to the pre-hospital emergency medical care of residents and visitors in Skagit County;
- i) review and make recommendations on grievances within the Skagit County Emergency Medical Services System;
- j) develop annual reports of the Commission's activity and expenditure of public funds;
- k) recommend to the Skagit County Board of Commissioners a revenue allocation formula for the long-term use of emergency medical service funds and the establishment of any appropriate reserve accounts;
- l) provide for Emergency Medical Services in Skagit County consistent with the approved EMS Management Plan. Pursuant to the procedure specified in the Ordinance, the EMS Commission may provide such services directly or it may initiate contract negotiations and draft contracts for the County's ambulance/EMS services, and review proposed contracts for conformance with the EMS Management Plan;
- m) provide training, as determined to be required by the EMS Commission, for emergency medical services personnel in accordance with standards adopted in the Management Plan;

- n) review usage of Commission or County owned emergency medical services equipment;
- o) maintain any records regarding the provision of emergency medical services required by applicable state law and regulations; and;
- p) undertake such other activities and exercise such other authority as is authorized for a commission under RCW 35.21.745 as currently enacted or as may be amended.
- q) provide a forum for participants in the Emergency Medical System to present issues relating to the manner in which Emergency Medical Services are provided in Skagit County. The procedure for discussion of any such issues shall be determined on a case-by-case basis by the Executive Board and presented to the Commission accordingly. In the event that a participant seeks resolution of a dispute, written notification of the dispute shall be filed with the Executive Board. The Executive Board shall meet, within thirty (30) days of receipt of notification of the dispute, to determine the manner of bringing the dispute before the Commission. The Commission shall meet with the involved parties, in the manner as determined by the Executive Board, to seek resolution of the dispute within ninety (90) days of the date of receipt of the notification of the dispute. The Commission shall issue its determination on the appropriate resolution of the dispute within fifteen (15) days after meeting with the parties.
- r) perform the required duties of a local trauma care council pursuant to RCW 70.168.100 *et seq.*

Section 2.4 Meeting Accessibility: All meetings of the Commission and the Executive Board, as well as Commission committees shall comply with applicable provisions of the Open Public Meetings Act, Chapter RCW 42.30 RCW, and, where appropriate, be open to all members and the public, except that portion of the meeting pertaining to legal, personnel, negotiations and related qualified matters, which may be conducted in closed “Executive” sessions. Advance notification of the meetings shall occur in accordance with applicable law.

Section 2.5 Authority & Responsibilities: Subject to the reserved and delegated authority in the Ordinance, the Commission is responsible for the general scope, direction, practices and policies of the Skagit Countywide EMS system. General operations and management of the Commission is the responsibility of the Commission’s Executive Board pursuant to the Ordinance and these Bylaws. Notwithstanding the foregoing, the Commission shall have no authority to issue any instrument evidencing

debt without the explicit concurrence of the Skagit County Board of Commissioners.

Section 2.6 Provisions Applicable To Real Property: The Commission shall observe the following restrictions in acquiring, holding, and disposing of real property:

- a) Real property may only be acquired with the concurrence of the Skagit County Board of Commissioners;
- b) Real property acquired by the Commission shall be acquired and held pursuant to the applicable requirements of chapter 35.21 RCW.
- c) Any real property under the control of the Commission may not be utilized for any campaign purposes in violation of RCW 42.17.130.

ARTICLE III: MEMBERSHIP

Section 3.1 Representation: Pursuant to the Ordinance, the Commission members identified herein shall constitute the Commission Board of Directors.

- a) Representatives for membership shall be solicited from the following organizations/groups:

- Advanced Life Support (ALS) Provider Agencies (1 per agency)
- Skagit County Sheriffs (1)
- Police Chiefs (1)
- Washington State Patrol (1)
- At-Large (interested parties not otherwise represented) (4)
- Consumer (2)
- Skagit County Coroner
- Critical Incident Stress Management Team (1)
- EMS Medical Program Director (1)
- Field Care Personnel:
 - ALS Field Care Personnel (2)
 - BLS Field Care Personnel (2)
- Hospitals & Designated Trauma Facilities (1 per facility)
 - Skagit Valley Hospital (1)
 - United General Hospital (1)
 - Island Hospital (1)
- MPD Designated Supervising Physicians
(1 per ALS agency, 1 BLS physician)
- Director of Skagit 9-1-1 (1)
- Skagit County Department of Emergency Management (1)
- Skagit County Emergency Management Council (1)
- Elected Officials of Incorporated Cities and Towns within Skagit County (5)

Skagit County Fire Chief's Association (1)
City and/or Town Fire Departments (1)
Skagit County Fire Commissioner's Association (1)
Rural Fire Districts (2)
Skagit County Health Department (1)

- b) Nominations for appointment of a representative to serve on the Commission will be made by each organization and reaffirmed in writing every (4) years in January of that year. Completed applications for membership appointment must be submitted to the Executive Board for review and recognition at least two weeks prior to appointment.
- c) One (1) person cannot represent more than one (1) group. One (1) person is allowed one (1) vote except for *ex officio* members who shall not have voting power.
- d) Nominations for appointment of representatives for At-Large and Consumer shall be made at the discretion of the Executive Board. The Executive Board's decision of representation shall be based upon the qualifications of the At-Large and Consumer membership positions. In the situation where there is an excess of qualified applicants for either At-Large or Consumer, the Executive Board shall use its discretion in nominating the applicants who, in its assessment, are better suited to participating in oversight of the countywide emergency medical services system.
- e) Nominations for the appointment of representatives for Field Care Personnel shall be made at the discretion of the Executive Board. In the situation where there is an excess of qualified applicants, the Executive Board shall use its discretion in nominating the applicants who, in its assessment, are better suited to participating in oversight of the countywide emergency medical services system and representing the whole of their designated Field Care Personnel skill.
- f) Nominations for appointment of all representatives of the Commission shall be presented to the Board of County Commissioners for approval pursuant to the Ordinance.
- g) Appointment of any new member shall be recognized at the next Commission meeting and noted in the minutes with voting rights beginning immediately following recognition.
- h) Commission members representing groups and/or individuals are expected to devote their best efforts to the interests of the countywide emergency medical services system. Commission members representing groups and/or individuals shall serve at the pleasure of the groups and/or individuals represented.

- i) A balance of representation shall be maintained by staggering appointment dates. As close as practicable, staggering appointment dates shall occur by one-fourth (1/4) of the memberships expiring each year. This shall originally be implemented by appointing one-fourth (1/4) of the members to a one (1) year term, one-fourth (1/4) to a two (2) year term, one-fourth (1/4) to a three (3) year term and one-fourth to a four (4) year term. Efforts shall be made to stagger multiple representatives from similar groups, such as At-Large and Consumer. Future efforts may be made to stagger appointments by asking applicants to accept a one (1) or two (2) year term, rather than a three (3) year term.
- j) A member may be designated as an *ex officio* member as a result of a conflict of interest, appearance of conflict or other reason identified by the member or the Executive Board which recognizes the value of the member's participation in discussion of matters of the Commission but which participation requires the member not be included in the Commission voting.
- k) Members, in participation in the Commission shall observe the Commission's Conflict of Interest Policy as well as the requirements of the Code of Ethics For Municipal Officers set forth in Chapter 42.23 RCW.

Section 3.2 Residence: All Commission members must be residents of Skagit County, unless otherwise approved by the Executive Board. Such approval must be noted in the minutes.

Section 3.3 Attendance: In the case that a representative does not attend three (3) consecutive regularly scheduled meetings or one-half (1/2) of the regularly scheduled meetings in one (1) year without prior notification and a determination by the presiding officer to excuse the absence, the sponsoring organization shall be notified and may be requested to nominate another representative to the Board for review and recognition.

Section 3.5 Terms of Representation: Except for initial appointments made pursuant to Subsection 3.1(i) above, terms of appointed representatives shall be four (4) years. There shall be no limit on the number of consecutive terms a representative may serve.

Section 3.6 Vacancies: In the event of a vacancy, the position will be filled within forty-five (45) days. The vacancies will be filled for the remainder of the term following application to the Board for review and recognition.

Section 3.7 Compensation: Board members shall serve without compensation by the Commission.

ARTICLE IV. MEETINGS

- Section 4.1 Regular Meetings:** The Commission shall meet no less than four (4) times per calendar year in the County. An annual meeting shall be held in or near the month of November on a date to be determined by the Executive Board. The annual schedule for regular Commission meetings shall be set forth in a resolution, rule, regulation, order, or directive adopted by the Board. Materials pertinent to the matters on the agenda, minutes from the previous meeting and reminders should be sent to members ten (10) working days before regular Commission meeting dates. If for any reason the business to be considered at a regular meeting cannot then be completed, the Board may at such meeting recess and designate the time to reconvene to consider the uncompleted matters provided that such action shall be publicly announced at the meeting and notice thereof shall be posted in a conspicuous place at the Commission's offices.
- Section 4.2 Special Meetings:** Special meetings of the Commission and Executive Board may be called at any time by the President or at the request of three (3) or more Executive Board members. Commission members shall be notified of special meetings as provided for in the Open Public Meetings Act, chapter 42.30 RCW. The notice of a special meeting shall state the reason for which the meeting was called.
- Section 4.3 Quorum:** A quorum shall only be required at Commission and Executive Board meetings for any action to be taken, provided that a lesser number may adjourn any meeting from time to time until a quorum is obtained. A quorum at a regular or special meeting shall consist of one-third (1/3) of the Commission's actual membership and shall include a minimum of two (2) officer votes. A quorum at an Executive Board meeting shall be one-third (1/3) of the total Executive Board membership.
- Section 4.4 Parliamentary Authority:** In all matters of procedure not specifically covered by the bylaws or by such rules of procedures as may be adopted by the Commission, the parliamentary guide may be Robert's Rules of Order. The names of the Board member who makes and seconds any motion shall be recorded in the minutes of the meeting.
- Section 4.5 Meetings Open:** All regular and special meetings shall be open to the public and subject to the requirements of Washington's Open Public Meetings Act, Chapter 42.30 RCW.
- Section 4.6 Appearances Before the Commission:** Individual or group representatives who desire to appear before the Board to discuss or initiate a subject within the Board's jurisdiction shall submit their request to the President to be received at least five (5) calendar days prior to the scheduled meeting of the Board. The President, in consultation with the

Executive Director, may either place the requested item on the agenda or reject it, notifying the individual or group of the reasons for his or her decision. The President may refer any such request to the Executive Board. When deemed proper, the President or a majority of the Board may waive these rules and hear any person on any subject.

ARTICLE V: OFFICERS

Section 5.1 Officers: The officers of the Commission shall be President, Vice-President, Secretary, Treasurer, and Immediate Past President. The officers of the Commission, with the exception of the Immediate Past President, shall be elected from among the members of the Commission.

Section 5.2 Elections: Subject to Section 5.4, elections of officers shall take place annually at the first regular meeting each year of the Commission. Or as soon thereafter as the election of officers comes before the Board. The Officers of the Commission, except the Immediate Past President, shall be elected by majority vote of those present as long as there is a quorum at the annual meeting. The nominating committee shall present a slate of officers to the Commission. Nominations will also be accepted from the floor.

Section 5.3 Eligibility: The Immediate Past President is not eligible to be elected to another officer position on the Board.

Section 5.4 Terms of Office: The elected officers shall immediately assume their positions at the conclusion of the elections. The officers shall be elected for two (2) year terms, or until a successor is elected. The terms of the President and Secretary will begin in odd-numbered years while the terms of the Vice-President and Treasurer will begin in even-numbered years. No officer shall be eligible to serve more than two (2) consecutive terms in a single office.

Section 5.5 Duties:

a) The President of the Commission shall:

- preside over all regular and special meetings of the Commission and exercise all the powers incident to the office, retaining however the full right as a Board member to have a vote recorded in all deliberations of the Board, to propose motions and to second motions;

- set meeting agendas;

- call special meetings of the Board in accordance with these Bylaws;

- execute documents and notices relating to procedural affairs;

- sign and execute contracts in the name of the Commission, subject to authorization by the Board, and see to it that all actions of the Board are properly taken.

b) During the absence, disability, or disqualification of the President, the Vice-President shall act in the President's place and shall assume all of the powers of the President, except as limited by resolution of the Board. Assist the President with duties when appropriate. The Vice-President shall retain the full right as a Board member to have a vote recorded in all deliberations of the Board, to propose motions and to second motions.

c) The Secretary shall perform the duties of the President at regular, special and emergency meetings in the absence of the President and Vice-President. The Secretary shall also have oversight to see that the following responsibilities are accomplished:

- see that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law;

- be the custodian of the Commission's records and documents;

- perform such other duties as are incident to his/her office or as are assigned to him/her by the Board;

- the Secretary or his/her designee shall be responsible for maintaining accurate records of all Commission meetings, and shall carry out correspondence when requested.

d) Subject to the direction and control of the Board, the Treasurer or his/her designee shall oversee the financial records of the Commission. The Treasurer shall perform the duties of the President at regular, special or emergency meetings in the absence of the President, Vice-President, and Secretary. In addition, the Treasurer shall have oversight to see that the following responsibilities are accomplished:

- receive and have custody of all the funds and securities of the Commission that are not held by Skagit County;

- keep adequate and correct accounts of the Commission's properties and business transactions;

- perform such other duties as are incident to his/her office or as are assigned to him/her by the Board; and

- render reports on the condition of the finances of the Commission at such times as may be required, and shall make a full financial report to be presented to the Board as directed by the Board.

Section 5.6 Vacancies: Any vacancy in an elective office shall be filled immediately for the unexpired portion of the term of such office by regular election procedures at any regular or special meeting.

Section 5.7 Removal of Officers: Any officer of the Commission may be removed for cause from office through the following procedures:

a) The Board shall adopt by affirmative vote of a majority of all its members a preliminary resolution which must state the reasons for removal and which resolution may suspend the officer from duty for a period not to exceed forty-five (45) days. A copy of the resolution shall be delivered promptly to the officer.

b) Within five (5) days after a copy of the resolution is delivered to the officer, the officer may file with the Executive Director of the Commission a written request for a public hearing. This hearing shall be held at a Board meeting not earlier than fifteen (15) days nor later than thirty (30) days after the request is filed. The officer may file with the Executive Director a written reply not later than five (5) days before the hearing.

c) If a hearing is requested, the officer may be represented by legal counsel of the officer's choosing at the officer's own expense. The hearing shall be conducted by the Board's presiding officer, and the Board shall hear and receive evidence relative to the reasons for removal set forth in the preliminary resolution. The officer or his/her legal counsel shall have the right to ask questions of persons presenting evidence and to present evidence on the officer's behalf.

d) After the close of the hearing, the Board shall make written findings of facts and conclusions based upon the evidence presented. If any allegations contained in the preliminary resolution are found to have been substantiated and to warrant action, the Board may then proceed to adopt a final resolution of removal by an affirmative vote of two thirds (2/3) of all its members. In the event the allegations contained in the preliminary resolution are found to be unsubstantiated or insufficient, the Board shall proceed to reinstate the officer and terminate the proceedings.

e) In the event the officer does not request a hearing, the Board may adopt a final resolution of removal by affirmative vote of a majority of all its

members at any time after five (5) days from the date when a copy of the preliminary resolution was delivered to the officer.

f) Nothing herein shall require that all Board members vote on removal of the officer. Such vote may not be taken in executive session, or by secret ballot.

ARTICLE VI: EXECUTIVE BOARD

Section 6.1 All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Commission shall be managed under the direction of the Executive Board.

Composition: The Executive Board shall be comprised of the following members:

- The Commission President;
- The Commission Vice President;
- The Commission Secretary;
- The Commission Treasurer;
- The Chairperson of the Finance Committee;
- The Medical Program Director;
- The Chairperson of the Medical Control Committee;
- The Chairperson of the Pre-hospital Committee;
- The Chairperson of the Hospitals & Designated Trauma Facilities Committee;
- The Chairperson of the Quality Improvement Committee; and,
- The Immediate Past President.

Section 6.2 To the extent that other advisory committees are created, the Executive Board may designate the chairperson of such advisory committee(s) to be a member of the Executive Board.

Section 6.3 Subject to direction and control of the Commission, the Executive Board shall be responsible for routine management of the Commission in matters relating to operations and personnel. The Executive Board shall act in the best interest of the Commission. The President shall report such actions to the Commission at the next regular meeting.

Section 6.4 The Executive Board shall be responsible for selecting and appointing the position of Executive Director of the EMS Commission who shall serve as primary staff to the EMS Commission.

Section 6.5 The Executive Board shall review the performance of the EMS Commission Executive Director. The EMS Executive Director shall review the performance of the EMS Commission Staff and provide that review to the EMS Commission Executive Board; provided that the

Executive Board may conduct its own review(s) of the EMS Commission Staff should it determine that to be appropriate.

Section 6.6 The Executive Board shall establish procedures for the review and approval of all invoices, payroll and requests for disbursements prior to submittal to the Skagit County Auditor for payment in accordance with the procedures for approval of claims by the Board of County Commissioners.

ARTICLE VII: EXECUTIVE DIRECTOR

Section 7.1 The Executive Director is responsible for the administration, operation, and coordination, subject to the direction of the Commission and Executive Board, of the countywide EMS Services System continued through the adoption of the Ordinance by the Board of Skagit County Commissioners. The Executive Director is responsible for managing all activities of the Commission to assure that the goals and objectives of the Commission are met. The Executive Director serves as an advisor to the Executive Board, Commission, special committees, and the Medical Program Director. The Director provides executive assistance in the form of research, documentation and procurement of essential communications and equipment which are prerequisite components of an ongoing successful, comprehensive EMS services system. In addition, the Executive Director oversees the internal operations of the agency including human resource management.

Section 7.2 The Executive Director in accomplishing the foregoing activities shall perform the functions and have the qualifications specified in the Position Description for the Executive Director as approved by the Commission. The Commission shall periodically review the Executive Director's Position Description and revise it when appropriate.

Section 7.3 **Administrative Secretary:** The Executive Director shall serve as the Administrative Secretary to the Commission, and shall cause staff services to be provided, including keeping minutes of all proceedings of the Board as may be required.

Section 7.4 **Agent of Commission:** The Executive Director shall serve as an agent of the Commission, upon whom legal process may be served.

ARTICLE VIII: ADVISORY COMMITTEES

Section 8.1 **Standing Advisory Committees:** The Commission shall have the following Standing Advisory Committees:

a) **Medical Control:** shall be responsible for planning, coordinating, and monitoring the medical aspects of all Basic and Advanced Life

Support activities in Skagit County consistent with the county plan and for the duties as described in applicable laws and regulations.

b) **Pre-Hospital:** Shall provide advisory oversight in areas of responsibility directly related to pre-hospital in Skagit County. This shall include all ALS and BLS issues and concerns.

c) **Hospitals & Designated Trauma Facilities:** Shall provide advisory oversight in areas of responsibility directly related to Hospitals & Designated Trauma Facilities interfacing with the Skagit County EMS System.

d) **Quality Improvement:** Shall provide advisory oversight in areas of responsibility directly related to system quality improvement in Skagit County. Additional areas of responsibility shall include Response Planning, research, and data collection and analysis.

e) **Finance:** Shall provide advisory oversight in areas of responsibility directly related to the financial affairs of the Commission and the Committee shall act as a financial advisor to the Executive Board and Commission. The Committee shall also be responsible for preparing and presenting draft budgets to the Executive Board based on input from other committees and Executive Director for presentation to the Commission.

Section 8.2 Membership: The Commission President and the appointed Chair of that Committee, with the approval of the Executive Board, shall select Committee members from Commission members and all interested applicants. Members for committees do not need to be members of the Commission. All interested parties shall be eligible for committee membership. Effort shall be given to solicit members including those with expertise on the specified subjects. The Committee shall have a minimum of five (5) members. A quorum shall be required before decisions are voted on. Minutes shall be required for all committee meetings. Notwithstanding the foregoing, with respect to the Medical Control Committee, voting shall be limited to the MPD and MPD-designated supervising physicians.

Section 8.3 Chairpersons: The Elected Officers of the Commission shall appoint the Chairs of each Standing Committee, except for the Medical Control Committee. Each Chairperson shall be a Commission member. The chairpersons shall be appointed for two (2) year terms. The terms of the Pre-Hospital Chairperson and Quality Improvement Chairperson will begin in odd-numbered years while the terms of the Hospitals & Designated Trauma Facilities Chairperson and Finance Chairperson will begin in even-numbered years. Except for the Chairperson of the Medical Control Committee, no chairperson for these four (4) committees shall be

eligible to serve more than two (2) consecutive terms in a single position. The Chairperson of the Medical Control Committee shall be the EMS Medical Program Director, unless the Medical Program Director chooses to appoint a separate chair of the Committee personally. The Chairperson of any Committee may be removed for cause at any time by the President of the Commission subject to ratification by the Executive Board. The Chairperson of any Committee may also be removed for cause at any time by two-thirds (2/3) vote of the Commission membership.

Section 8.4 Authority & Responsibility to the Commission: Each Committee shall transact such business as directed by the Executive Board and President, and shall present its reports and recommendations to the Executive Board at regular or special meetings. Committees fill an advisory function to the Commission and Executive Board.

Section 8.5 Meetings: The Committees shall meet no less than four (4) times per year to remain a standing committee. To the extent applicable, Committees shall observe the requirements of the provisions of Chapter 42.30 RCW, the Open Public Meetings Act.

Section 8.6 Subcommittees: The Chairs of all Standing Committees have the authority to appoint subcommittees with approval of the President and Executive Board. Such appointments must include definite guidelines of the purpose and memberships which will include expertise on the specified subjects. Subcommittees may run by consensus, rather than Robert's Rules of Order. To the extent applicable, Subcommittees shall observe the requirements of the provisions of Chapter 42.30 RCW, the Open Public Meetings Act.

Section 8.7 Ad-Hoc Advisory Committees: The President of the Commission may appoint Ad-Hoc advisory committees as deemed necessary. Such appointments must include dates certain for completion of their goal and definite guidelines of the purpose. The President and appointed Chairperson of the Ad-Hoc Advisory Committee will determine membership for that Committee which shall include expertise on the specified subjects. Ad-Hoc Advisory Committees may run by consensus, rather than Robert's Rules of Order. To the extent applicable, Ad-Hoc Advisory Committees shall observe the provisions of Chapter 42.30 RCW, the Open Public Meetings Act.

Section 8.8 Nominating Committee: The President of the Commission shall appoint an Ad-Hoc Nominating Committee at the June General Commission quarterly meeting. The Nominating Committee shall select a slate of officers consisting of at least one (1) nominee for each position for presentation to the Commission at the regular meeting prior to the annual meeting. The nominating committee shall nominate at least one (1)

nominee for any office vacated at least fifteen (15) days prior to the regular meeting at which the election is to occur.

Section 8.9 Limited Powers: No standing committee, subcommittee, or ad-hoc committee shall have the power to commit the Commission to any action without its submission to the Executive Board or Commission, as applicable.

ARTICLE IX: SELECTION OF MEDICAL PROGRAM DIRECTOR

Section 9.1 General.

a) Skagit County's emergency medical services are provided on a county-wide basis under the supervision and direction of the Skagit County Medical Program Director ("MPD").

b) Pursuant to RCW 18.71.205, the MPD must be a physician authorized to practice under Chapter 18.71 RCW or Chapter 18.57 RCW and who is qualified and knowledgeable in the administration and management of emergency care and services. The MPD for Skagit County is ultimately certified by the Department of Health based upon the recommendations of the local medical community and the Skagit County EMS Commission functioning in its role as the Emergency Medical Services and Trauma Care Council. (Reference: RCW 18.72.205(4)).

c) The purpose of this Policy is to specify a process for designating a recommended physician for consideration for certification by the Department of Health to be designated as Skagit County MPD.

Section 9.2 Process for Selection of Recommended Physician.

a) **Notification/Solicitation of Qualifications:** Upon notification of retirement of the current MPD, direction from the Department of Health that certification of a successor MPD will occur or any other vacancy in the position, the Commission, through its staff and Hospitals & Designated Trauma Facilities Committee, shall notify the local medical community of the MPD position opening and solicit qualifications and participation from any interested physician. The local medical community shall, additionally, be requested through the Executive Boards of the existing, licensed Skagit County Hospitals to participate in the Commission selection process.

The solicitation of qualifications and interest to qualified physicians shall provide a specific time period for response and application submission. The responses and applications submitted shall be accumulated by the Commission staff and Hospitals & Designated Trauma Facilities Committee and provided to the Provider Contribution Sub-Committee.

b) **Provider Contribution Sub-Committee:** Members of the Provider Contribution Sub-Committee shall include the Commission representatives for the following:

- Advanced Life Support (ALS) Provider Agencies
- Field Care Personnel
- Skagit County Fire Chief's Association
- City and/or Town Fire Departments
- Skagit County Fire Commissioner's Association
- Rural Fire Districts

The Executive Board shall appoint one of the Commission's Elected Officers as a chairperson.

The Provider Contribution Sub-Committee shall review the applications from interested physicians. The Provider Contribution Sub-Committee, shall, by majority vote, provide input and recommendations regarding the candidates for MPD to the Commission's Executive Board. The Provider Contribution Sub-Committee shall be an Ad-Hoc Committee to be initiated by the Executive Board when necessary.

c) **Executive Board Review:** The Executive Board, or a sub-committee thereof, shall screen the responses and applications from interested physicians. During screening via application review, the input and recommendations submitted by the Provider Contribution Sub-Committee will be taken into consideration. Such screening process may include interviews, background checks and other evaluation methods as deemed appropriate by the Executive Board or a sub-committee thereof. The Executive Board or a sub-committee thereof, shall, by majority vote, rank the candidates for MPD in priority order. Finalists will be selected appropriately from the candidate rankings. The Executive Board shall then review the MPD Finalists candidate rankings and conduct such further evaluation process as it may deem appropriate. Upon completion of its evaluation process, the Executive Board shall forward both their recommendation for MPD and the Provider Contribution Sub-Committee's input and recommendations to the Commission.

d) **Commission Review and Decision:** The Commission shall review the Executive Board evaluation together with the Provider Contribution Sub-Committee's input and recommendations and shall determine, by majority vote, the candidate to recommend to the Department of Health for certification as MPD. Upon completion of the Commission review and selection, the EMS Commission President shall notify the Department of Health of the Commission's recommended physician for certification as Skagit County MPD.

e) **Predecessor:** The involvement of the MPD who precedes the vacancy shall be in an advisory manner to all the groups involved, when

available and appropriate. He/She, if available, shall be independent to provide any information or opinions requested directly by the Department of Health, without any notification or communication necessary to the Commission.

ARTICLE X: AMENDMENTS AND REVISIONS

Section 10.1 Clarification: Subject to the approval of the Board of County Commissioners, amendments shall occur only to ensure that the original intent of the Ordinance and these bylaws is met. Revisions shall occur when the original intent of the Ordinance and these bylaws requires change or when amendments are desired to be consolidated. Such revisions shall include adjustment for any standing amendments.

Section 10.2 Procedure: These bylaws may be amended by recommendation for approval by the Executive Board prior to the next regular meeting, then by a majority vote of the Commission voting members present at any meeting where a quorum exists provided that the amendment, substantially in the form to be submitted for approval shall be provided to all members of the Commission at least thirty (30) days prior to a vote.. Any such revision or amendment shall be noted in the minutes. The Commission membership shall be notified in writing of the proposed amendments or changes to the bylaws at least ten (10) days prior to the meeting at which the vote is to be taken.

Section 10.3 Consistency: No amendments or revisions of these Bylaws shall be made unless the amendments are consistent with Ordinance No. 20030003 as it now exists or may be amended.

Section 10.4 Records: The Commission shall keep the following documents at its principal office:

- a signed copy of the current Bylaws must be retained with any amendments and a copy of the minutes which recorded their approval attached. When future bylaw revisions occur, former bylaws must be retained in the same file with the current bylaws for reference.
- records of all the proceedings of the Board;
- a record of the Board members; and
- such other records as may be maintained by the Commission.

Section 10.5 Minutes: The Commission shall transmit copies of its meeting minutes to the Skagit County Board of Commissioners on a quarterly basis.

Section 10.6 Reporting of Deficiencies: The Commission shall immediately report to the Skagit County Auditor and to the state auditor upon discovery all known or suspected loss of public funds or assets or other illegal activity.

ARTICLE XI: ADMINISTRATION

Section 11.1 Office: The Commission shall establish an office within the geographic boundaries of Skagit County. As authorized in the Ordinance and provided for in law, the Commission may contract for services and employ staff as deemed necessary for Commission business.

Section 11.2 Personnel Policy Manual: The Personnel Policy Manual shall direct the activities, benefits, and accountability of Commission staff.

Section 11.3 Fiscal Year: The fiscal year of the Commission shall be the twelve (12) month period from January 1 to December 31.

Section 11.4 Financial Review: A review of the Commission's financial transactions by a Certified Public Accountant or the Office of the Washington State Auditor may be made annually or an audit may be conducted as deemed necessary. Such report shall be presented to the Commission members and to the Skagit County Commissioners upon receipt.

Section 11.5 All checks, drafts, bills of exchange, notes, or other obligations or orders for the payment of money shall be processed through the office of the Skagit County Auditor.

Section 11.6 Execution of Instruments: The Board may in its discretion determine the method and designate the signatory officer or officers to execute any corporate instrument or document, except where otherwise provided by law, and such execution or signature shall be binding upon the Commission.

Section 11.7 Indemnification: The Commission shall defend, indemnify, and hold harmless any person who becomes a member of the Board, or employee of the Commission, and is a party or is threatened to be made a party to a proceeding by reason related to the person's conduct as a Board member or employee of the Commission, against judgment, penalties, settlements, and reasonable expenses (including attorney's fees) incurred by him or her in connection with such proceeding, if such person acted in good faith and reasonably believed his or her conduct to be within the scope of his/her responsibilities as a Commission member.

Section 11.8 Dissolution: The Commission may terminate its existence and be dissolved only with the explicit approval of the Skagit County Board of Commissioners. Dissolution shall only be commenced under the authority of the Skagit County Superior Court.

This version of the Bylaws supercedes all previous Bylaws, and shall take effect upon the latter of approval by the Board and by the Skagit County Commissioners.

Approved this ____ day of _____ 2003 by the Skagit County Emergency Medical Services Commission.

President _____

Vice-President _____

Secretary _____

Treasurer _____