



OLD DOMINION EMERGENCY MEDICAL SERVICES ALLIANCE INC.

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BYLAWS

Approved September 15, 2021

ARTICLE I

Name

The name of the organization shall be the Old Dominion EMS Alliance Incorporated, a non-profit, 501(c) (3), entity herein after referred to as "ODEMSA." Corporate ID: 0215757-6.

ARTICLE II

Objective

As outlined in the Code of Virginia, Section 32.1-111.11, the objective of ODEMSA shall be to provide coordination, planning, training and continuing education for the "development and implementation of an efficient and effective regional emergency medical services (EMS) delivery system". The ODEMSA region encompasses Planning Districts 13, 14 15 and 19 as outlined by the Board of Health, and as explained in detail on the corporation charter.

ARTICLE III

Mission Statement

The Old Dominion Emergency Medical Services Alliance, an integral part of Virginia's comprehensive Emergency Medical Services system, serves to assess, identify, coordinate, plan and implement as efficient and effective regional EMS delivery system within Planning Districts 13, 14, 15 and 19, in partnership with the Virginia Office of Emergency Medical Services and the State Emergency Medical Services Advisory Board. (Adopted 6/1998)

ARTICLE IV

Members

Section 1: Membership in ODEMSA shall consist of the Southside Emergency Medical Services (EMS) Council (Planning District 13), the South Central EMS Council (Planning District 14), the Metropolitan Richmond EMS Council (Planning District 15) and the Crater EMS Council (Planning Districts 19), or any successor to these, which represent the licensed EMS agencies and acute care hospitals within the member councils. Member councils of ODEMSA are hereafter referred to as "Sub-Councils."

Section 2: The Southside, South Central, Metro Richmond and Crater EMS Sub-Councils shall elect or appoint two (2) representatives, one (1) each from the prehospital and the allied health/hospital components of the EMS system, who will serve as voting Board Directors. The Prehospital Representative shall be elected in the even year and Allied Health/Hospital Representative shall be elected in the odd year.

Section 3: The elected Presidents of the four Sub-Councils also shall be full voting Board Directors and represent their respective planning districts for the period of two years.

Section 4: The Board shall elect a Regional Medical Director (RMD) from physician candidates who will serve as a voting member, for a one (1) year contract with automatic renewals. When needed two nominees, in rank order, will be recommended by the ODEMSA Medical Control Committee.

Section 5: The ODEMSA Executive Director shall serve as a non-voting Director.

Section 6: ODEMSA's representative to the State EMS Advisory Board will serve as a voting Director. If this is an existing member they will have only one vote.

Section 7: The ODEMSA Board of Directors may appoint a representative from the local law enforcement community for a two (2) year term. Each sub-council may submit a candidate to the Nominating Committee before the annual ODEMSA Board of Directors meeting held in December.

Section 8: Each Board Director, except the Executive Director, shall serve until a successor is elected or appointed.

Section 9: When a conflict of interest is disclosed or found to exist with respect to any ODEMSA Director, such Director shall physically absent him/herself from the room following discussion, until voting on the matter is completed. No other business may be undertaken while the ODEMSA Director is absent unless the Director is recalled and fails to return within a reasonable period of time as determined by the Chairperson.

ARTICLE V

Officers

Section 1: Officers of the ODEMSA Board shall be the President, Vice President, Secretary, and Treasurer. The officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by ODEMSA.

Section 2: At a regular Board meeting held in the third quarter of the calendar year, the Board shall elect a Nominating Committee, by secret ballot, of three (3) Directors who are not currently officers of ODEMSA. This committee shall provide a slate of nominees from within the Board of Directors for each office. The Nominating Committee shall distribute their nominations, to the Board, thirty (30) days prior to the fourth quarter meeting in December. Additional nominations from the floor shall be permitted.

Section 3: Officers shall be elected by a majority vote of the Board of Directors, during even years, and shall serve for two (2) years. The terms of office shall begin on January 1st of the following odd year. A member of the Board may serve as an officer in a particular office no more than two consecutive terms. If a Board member has served as an officer in a particular office for two consecutive terms, the Board member shall not be eligible to hold such office for one term from the date the office was last held.

Section 4: No Director shall hold more than one office at a time.

Section 5: Vacancies in any office other than President shall be filled by a majority vote of the Board present at the next regularly scheduled meeting at which a quorum is present.

Section 6: A vacancy in the office of President shall be filled by a two-thirds (2/3) majority vote of the Board of Directors present at the next regularly scheduled meeting at which a quorum is present. The Vice President shall serve as President until the vacancy is filled.

ARTICLE VI

Officer Duties

Section 1: President - The President shall chair the Board of Directors and shall have the general powers and duties of supervision and management usually vested in the office of the President of a Corporation. The President shall preside at meetings of the Board and the Executive Committee. The President shall have the power to call special meetings of the Board and Executive Committee. The President shall have the power to make and execute contracts in the ordinary business of ODEMSA and to execute other legal instruments when authorized by the Board. The President shall appoint the members of all committees of the Board (unless otherwise specified in the Bylaws or by the resolution of the Board), and shall have such other powers and duties as may be assigned by the Board. The President shall be an ex-officio member of all committees and task forces of the Board.

Section 2: Vice-President - The Vice-President shall have such powers and shall perform such duties as shall be assigned by the President. The Vice-President shall exercise all of the powers and perform all of the duties of the President in the absence of the President, in the event of the President's inability to act, or if that office is temporarily vacant. The Vice President shall perform such other duties as the Board may assign.

Section 3: Secretary - The Secretary of the Board or designee shall keep the minutes of all meetings of the Board and the Council. The Secretary shall be responsible for the giving and serving of all notices of regular and special meetings of the Council and the Board and in general, shall perform all duties incident to the office of Secretary, and shall have other powers and duties as may be assigned to him/her by the Board. The Secretary shall provide for the identification of the members who are eligible to vote in elections.

Section 4: Treasurer - The Treasurer shall have general supervision of the funds and securities of the Council. The Treasurer shall present to the Board quarterly and

annual financial reports. The Treasurer shall prepare a budget and present it to the Board, in conjunction with the finance committee, preceding the start of the fiscal year. The Treasurer shall be a member of the finance committee. The Treasurer shall perform such other duties as may be assigned by the Board.

Section 5: Executive Director - The Executive Director shall be the Chief Executive Officer of the Council and shall serve at the pleasure of the board. The Executive Director shall have the power to make and execute contracts in the ordinary business of the Corporation. The Executive Director shall be employed by the Board. It shall take a 2/3 majority vote by the entire Board to remove the Executive Director. The Executive Director shall run the daily affairs of the organization and report to the President. The Executive Director shall be responsible to the Executive Committee for implementing, supervising employees, coordinating and administering the day-to day operations of the Corporation. The Executive Director shall have such powers and duties as from time to time may be assigned to him/her by the Council Board.

ARTICLE VII

Executive Committee

Section 1: The Officers of ODEMSA, the RMD and the Executive Director shall constitute the Executive Committee. In the event of a tie vote, within the Executive Committee, the Board of Directors will decide the outcome.

Section 2: The Executive Committee will perform duties as assigned by the President or Board of Directors.

Section 3: The Executive Committee shall meet at the call of the President or upon the request of three (3) of its members. It shall make a complete report of such meetings at each subsequent meeting of the Board of Directors.

ARTICLE VIII

Meetings

Section 1: Regular meetings of the Board of Directors shall be held at least quarterly at a time and place to be announced at least 30 days prior to each meeting. When possible, a schedule of meetings for a year shall be published in January of that year.

Section 2: All meetings of the Board of Directors shall be open to the public; however, the Board reserves the right to enter into closed session.

Section 3: The annual meeting will be the quarterly meeting, as described in Section 1, for the fourth quarter of the year.

Section 4: Special meetings of the Board of Directors may be called by the President or upon the request of any three (3) Directors. Notice of all special meetings shall be made to all Directors by phone or email no less than 10 days of the meeting. In an

emergency, notice may be given by phone or by e-mail, with confirmed communication, at least five (5) days in advance.

Section 5: Seven (7) Directors, including at least one (1) officer, shall constitute a quorum at any regular or special called meeting of the Board of Directors.

Section 6: Directors are expected to attend meetings. Directors should attend meetings in person or via telecommunications. If attending via telecommunication, Directors will be counted as present during the meeting. When telecommunicating, no announcement of Directors location is required. If using telecommunications, advance notice should be given to the ODEMSA office. Documents for the Board meeting will be distributed seven (7) calendar days in advance of the meeting.

Section 7: A Director is expected to participate, in person or via telecommunication, in more than ½ of the regularly scheduled board meetings in any rolling 12 month period.

Section 8: A board member with an attendance problem may be removed from the Board of Directors by a 2/3 vote of the voting members in attendance.

Section 9: In the event that a board member becomes the subject of legal action or is involved in conduct unbecoming a board member, the Executive Committee may suspend or terminate the member's position. Suspension or termination must be approved by a positive vote of at least four members of the Executive Committee. This action must be affirmed by a 2/3 vote of the entire Board of Directors within 30 days of the initial action. Votes may be taken in person or by electronic meeting. Suspensions may not exceed 60 days. If the person affected is a member of the Executive Committee, they will be excluded from any meetings to discuss the topic and from any votes taken.

ARTICLE IX

Committees

Section 1: ODEMSA shall maintain standing committees to address regional issues and made up of representatives of the four Sub-Councils. These committees will include, but not be limited to: Medical Control Committee, Professional Development Committee, Pharmacy Committee, Mass Casualty Incident Committee, Critical Incident Stress Management Committee, Performance Improvement Committees (Trauma Triage, Trauma PI and Medical PI), Air Medical Committee, STEMI Committee, Stroke Triage Committee, and Diversion Committee.

Section 2: Such other committees shall be established, and their members appointed, by the President as the Board of Directors or the Executive Committee shall from time to time deem necessary to carry out the work of ODEMSA.

Section 3: Standing committees of the Board shall include a Finance/Budget Committee, a Personnel Committee, Strategic Planning Committee and in line with Article 5, Section 2, a Nominating Committee. The Finance/Budget Committee shall include the Vice President, Secretary, Treasurer, Executive Director and two (2) Directors, for a two year term, selected by the Board. It shall be the Committee's duty to assist the Executive Director to develop a budget for each fiscal year.

Section 4: The ODEMSA President and Executive Director shall be non-voting ex-officio members of all committees except the Nominating Committee.

Section 5: All committees shall conduct business under separate sets of guidelines that have been endorsed by the Board of Directors.

ARTICLE X

Parliamentary Authority

The rules contained in the current edition of "Robert's Rules of Order Newly Revised" shall govern ODEMSA in all cases in which they are applicable, and do not conflict with these Bylaws.

ARTICLE XI

Amendment to Bylaws

These Bylaws may be amended at any meeting of the ODEMSA Board of Directors provided the amendment(s) has (have) been submitted in writing at the previous Board quarterly meeting.

ARTICLE XII

Dissolution

In the event of the dissolution of ODEMSA, the assets remaining after payment of all costs and expenses of such dissolution shall be transferred or conveyed to one or more domestic societies in charitable, religious, educational or similar activities provided, however, that said organization shall qualify under Section 501 (C) (3) of the Internal Revenue Service Code, and none of said funds or assets shall inure to the benefit of, or be distributed to, individual members, by the Board of Directors in consultation with the Virginia Office of EMS. Fund distribution will be reviewed by legal counsel.

ARTICLE XIII

Indemnification of Officers and Directors

Section 1: General Indemnification. The Board of Directors may, in such cases or categories of cases as it deems appropriate, indemnify and hold harmless, or make provision for indemnifying and holding harmless, Members of the Board of Directors, officers, employees, and agents of the corporation, and persons who formerly held such positions, and the estates of any of them against any or all claims and liabilities (including reasonable legal fees and other expenses incurred in connection with such claims or liabilities) to which any such person shall have become subject by reason of his having held such a position or having allegedly taken or omitted to take any action in connection with such position.

Section 2: Indemnification of Board Members and Officers.

- a. To the fullest extent permitted by Virginia Law for an entity subject to such law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits a Virginia entity to provide broader indemnification rights than said law permitted such entity to provide prior to such amendment), ODEMSA will indemnify and hold harmless each Member of the Board and officer against any and all claims, liabilities, and expenses (including attorneys' fees, judgments, fines, and amounts paid in settlement) actually and reasonably incurred and arising from any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, to which any such person shall have become subject by reason of having held such a position or having allegedly taken or omitted to take any action in connection with any such position. However, the foregoing shall not apply to:
 - i. Any breach of such person's duty of loyalty to ODEMSA or its stakeholders;
 - ii. Any act or omission by such person not in good faith or which involves intentional misconduct or where such person had reasonable cause to believe his/her conduct was unlawful, or
 - iii. Any transaction from which such person derived any improper personal benefit.

- b. The decision concerning whether a particular indemnitee has satisfied the foregoing shall be made by (i) the Board of Directors by a majority vote of a quorum consisting of Members who are not parties to the action, suit, or proceeding giving rise to the claim for indemnity ("Disinterested Directors"), whether or not such majority constitutes a quorum; (ii) a committee of Disinterested Directors designated by a majority vote of Disinterested Directors, whether or not such majority constitutes a quorum; (iii) if there are no Disinterested Directors, or if the Disinterested Directors so direct, by independent legal counsel in a written opinion, or (iv) a vote of the Sub-Councils.

- c. The Board of Directors may authorize the advancement of expenses to any Member of the Board or officer, subject to a written undertaking to repay such advance if it is later determined that the indemnitee does not satisfy the standard of conduct required for indemnification. The President of the Board is authorized to enter into contracts of indemnification with each Member and officer of the corporation with respect to the indemnification provided in the Bylaws and to renegotiate such contracts as necessary to reflect changing laws and business circumstances.

Originally Adopted August 1990
 Amended January, 1993
 Amended May 1995
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Original document kept on file at the Old Dominion EMS Alliance's office.