

BYLAWS
of the
INTERIOR REGION EMERGENCY MEDICAL SERVICES COUNCIL, INC.

September 7, 1984
September 26, 1986
November 20, 1987
March 19, 1993
September 15, 1995
October 16, 1998 (Implemented 4/99)
November 19, 1999
April 15, 2000
January, 18, 2002
April 1, 2005
April 13, 2007
April 4, 2008
April 3, 2009

ARTICLE I: NAME AND AUTHORIZATION

Section 1. NAME

- A. The name of the organization shall be the INTERIOR REGION EMERGENCY MEDICAL SERVICES COUNCIL, INC.

Section 2. AUTHORITY

- A. Interior Region Emergency Medical Services Council, Inc., shall be established under the laws of the State of Alaska, as contained in A.S. 10.20.005, et seq., "The Alaska Nonprofit Corporation Act. (Reference A.S. 10.20.005-10-20.725).

ARTICLE II : OFFICES

Section 1. REGISTERED OFFICE

- A. The Corporation shall maintain a registered office in the State of Alaska, as required by Law. The principal office of the corporation shall be located in Fairbanks, Alaska.

ARTICLE III: MISSION & PURPOSE

Section 1. MISSION STATEMENT

- A. Interior Region EMS Council strives to reduce human and economic costs of accidents and illnesses through continual improvement of emergency care, education, and prevention activities.

Section 2. STATEMENT OF PURPOSE

- A. To represent the needs and interest of EMS providers, agencies, and consumers.
- B. To coordinate the Assemblage of EMS providers, agencies, and consumers for the purpose of planning, reviewing, and evaluating provisions of the State Emergency Medical Services within the Interior Region and throughout the State of Alaska.
- C. Endeavor to upgrade the standards of pre-hospital care provided by Emergency Services within the Interior.
- D. Promote coordination of all emergency medical services within the Interior.
- E. Promote consumer education programs and help assure consumer access to emergency care resources when needed.
- F. Promote quality training programs for EMS providers.
- G. To serve as an advisory group to any agency, organization or group within the Interior Region.
- H. To assist all emergency medical services within the Interior Region in planning, reviewing, and evaluating their respective services.
- I. To coordinate an ongoing and regional EMS system evaluation to ensure that the program is adequately meeting the needs of the Region.
- J. To administer local, state, and federal grants and funds granted or assigned for

use in the Interior Region.

- K. To be organized and operated exclusively for charitable and educational purposes, as such term is used in Section 501 (C) (3) of the Internal Revenue Code. Upon dissolution of the Corporation, all funds and proceeds shall be disposed of according to any applicable laws and regulations.

ARTICLE IV: POWERS

Section 1. POWERS

- A. Interior Region Emergency Medical Services Council, Inc., will have the power to receive, administer, and disburse dues, assessments, contributions, and grants to further its ends; to publish reports and bulletins; to affiliate with other organizations in the pursuit of common aims and appoint delegates or representatives to such organizations; to establish committees, sections or divisions on a regional or functional basis; and to engage in such other activities as are necessary and proper to the advancement of emergency medical care in the Alaskan Interior consistent with A.S. 10.20.011.

ARTICLE V: MEMBERSHIP

Section 1. MEMBERSHIP

- A. Any certified and uncertified ambulance service, first responder service, hospital, clinic, dispatch agency, federal reservation, unincorporated community recognized by the Department of Regional and Community Affairs within the geographical boundaries of IREMSC and Incorporated Municipalities located within the geographical boundaries of IREMSC may be members of IREMSC. Membership in IREMSC is a privilege, not a right and is contingent upon continuing compliance with the Bylaws and policies of IREMSC. IREMSC shall not discriminate because of sex, race, disability, or political or religious beliefs.
- B. To be recognized (recorded) as a member of IREMSC, any group designated above must submit a letter of request to the Executive Director indicating a desire

to be considered a member of IREMSC. Upon verification of the requester's status the Executive Director will notify the Board of Directors and add the agency/group to the IREMSC membership list.

Section 2. APPOINTMENT AND CREDENTIALING OF DELEGATES

- A., Each member agency may designate up to four individuals (delegates) to represent the member at the annual meeting. Such appointment shall be validated (credentialed) as described in these Bylaws. In designating delegates, each member agency shall also designate one of its delegates to be responsible for casting all votes on behalf of the member at the annual meeting.
- B. A Delegate may, but is not required to be affiliated with a member agency. He/She must be at least nineteen (19) years of age. All delegates shall reside within the State of Alaska, and representation shall be without regard to race, creed, sex, national origin, marital status, pregnancy, or physical handicap. A Delegate shall represent the interests of consumers and providers of emergency medical care within the geographical area served by the corporation. No employee of IREMSC shall be a delegate.
- C. Prior to the annual meeting, the Board Chair shall appoint two Directors to serve as the Credentialing Committee to validate the credentials of delegates to the annual meeting. Records of valid appointments shall be kept on file at the IREMSC office and shall remain in effect until changed by the member agency. Valid credentials shall consist of one of the following:
- § a written appointment from the member agency.
 - § a verbal appointment made by the member agency that is witnessed by both members of the Credentialing Committee
- D. Delegates may be appointed by member agencies at any time up to one hour prior to the scheduled call to order of the annual meeting so long as such appointment can be validated as described above. There shall be no substitution or assignment as alternate for any delegate who is not present.

Section 3. PARTICIPATION IN THE ANNUAL MEETING

- A. With the exception of non-delegates invited by the Board Chair to do so, only those delegates present and credentialed in accordance with these Bylaws shall be recognized to participate in discussion of the business of the annual meeting.

Section 4. VOTING

- A. Each member agency present (represented by at least one credentialed delegate) shall have one vote. Votes shall be cast by the delegate designated to do so by each member agency.

Section 5. RESOLUTIONS

- A. Resolutions requesting Corporate action must be submitted by a member agency to the IREMSC office no later than two (2) months prior to the annual meeting at which they will be considered. Such proposed resolutions shall be included as action items on the agenda of the annual meeting. The full text of proposed resolutions shall be provided to each member agency at least 1 month prior to the meeting date. Resolutions shall be adopted by simple majority vote of members present

Section 6. QUORUM

- A A simple majority of the membership as recorded at the time of the annual meeting shall constitute a quorum.

ARTICLE VI: BOARD OF DIRECTORS

Section 1. DUTIES AND RESPONSIBILITIES

- A. Perform any and all duties imposed upon them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws.
- B. Employ an Executive Director to manage the Corporation and authorize him/her to employ such other staff for the positions which have been

authorized by the Board, to realize the objectives and purposes of the Corporation.

- C. Supervise the Executive Director of the Corporation.
- D. Meet at such times and places as required by these Bylaws.
- E. Enter into contracts, working agreements or statements of agreement with agencies and organizations as from time to time may be deemed necessary or useful to carry out the functions, plans, and purposes of the Corporation.
- F. Make an annual financial contribution to the Corporation. A contribution is required, but the amount shall be determined by each Director or in accordance with policies established by the Board.

Section 2. NUMBER AND COMPOSITION

- A. The geographical area within the State of Alaska over which the corporation shall exercise its purposes shall be determined by the Board of Directors, in connection with the annual grant application submitted to the State of Alaska, Department of Health and Social Services, pursuant to A.S. 18.08.010 (2).
- B. The Board of Directors shall consist of no more than twelve (12) voting Directors made up from individuals within the geographical limits of the corporation. The Board of Directors shall be comprised of:
 - 1. Three (3) “Rural – Highway” community representatives. A “Rural – Highway” community is one which lies outside of the boundaries of the Fairbanks North Star Borough and is served by roads which are maintained year around.
 - 2. Three (3) “Urban” community representatives. An “Urban” community is one which lies within the boundaries of the Fairbanks North Star Borough.
 - 3. Three (3) “Rural – Non-Highway” community representatives. A “Rural – Non- Highway” community is one which lies outside of the boundaries of the Fairbanks North Star Borough and is not served by roads which are maintained year around.
 - 4. One (1) representative from Tanana Chiefs Conference
 - 5. One (1) representative from Fairbanks Memorial Hospital.
 - 6. One (1) representative of the Fairbanks North Star Borough

7. Two (2) members without vote, comprised of one (1) member from the 68th Medical Company Air Ambulance and the IREMSC Medical Director.
- C. No reduction of the number of Directors or change in the general make-up of the board shall have the effect of removing any Director from office.

Section 3. QUALIFICATIONS

- A. A Director may, but is not required to be a delegate of or affiliated with a member agency. He/She must be at least nineteen (19) years of age and reside within the respective category (rural non-highway, rural highway, urban etc) he or she represents. Any question concerning the geographic category for which any Director qualifies shall be determined by majority vote. All representatives shall reside within the State of Alaska, and representation shall be without regard to race, creed, sex, national origin, marital status, pregnancy, or physical handicap. A Director shall represent the interests of consumers and providers of emergency medical care within the geographical area served by the corporation. No employee of IREMSC shall be a Director

Section 4. NOMINATION, ELECTION, VACANCIES

- A. Nomination. Nominations for the Board of Directors may be made prior to the annual meeting or from the floor when nominations are called for during the meeting. Nominations made prior to the meeting must be accompanied by an information sheet no longer than one typed page which includes information that identifies the applicant, his or her qualifications, and contains all necessary documentation showing justification for being a representative of the applicant's category (rural non-highway, rural highway, urban etc). Copies of nominee information sheets shall be made available to each voting delegate prior to the elections. Nominations made from the floor at the meeting must be accompanied by an information sheet containing the same information in quantities sufficient to provide one copy to each member agency present.
- B. The appointed positions shall be appointed in writing by their respective

agencies. The appointment letter shall be kept on file at the business office of IREMSC.

- C. Should there be insufficient nominations for positions that will become vacant prior to the annual meeting, the Board Chair shall ensure at least one person is nominated for each vacancy prior to the annual meeting for that year.
- D. Election. Elections shall be held by geographic category. Those nominees that receive the greatest number of votes cast for their respective geographic position shall be declared elected to the Board of Directors effective at the conclusion of the annual meeting.
- E. Vacancies. In the event that a vacancy occurs on the Board of Directors for any reason, the remaining members of the Board of Directors shall elect a new Director for the remainder of that Director's term. This election shall be conducted at the next regularly scheduled Board meeting after the vacancy occurs.

Section 5. ALTERNATE DIRECTOR

- A. There shall be no provision for alternate or substitute Directors.

Section 6. REMOVAL OF DIRECTORS

- ~~A.~~ The Board of Directors may remove any Director with or without cause by affirmative vote of a two-thirds (2/3) majority of the full Board (not just those Directors present) at any regular meeting or at any special meeting. The Director's position shall be deemed vacant as of the conclusion of the vote.

Section 7. TERM

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

- B. Upon the failure to attend three (3) consecutive meetings, a Director's office shall be deemed vacant. After two (2) consecutive missed meetings, notification may be sent to the Director notifying him/her of the consequences of the next consecutive missed meeting. If the Director holds an appointed seat representing a specific organization as described in these bylaws, that organization shall be notified and asked to ensure that the Director participates or appoint a new Director.

Section 8. COMPENSATION

- A. Directors shall serve without compensation; however, they shall be reimbursed for expenses incurred in performing their duties as Directors upon approval by the Board.

ARTICLE VII: MEETINGS

Section 1. ANNUAL MEETING DATE

- A. The Annual meeting shall be held in April or May of each year. Written notification for the annual meeting shall be made no less than two (2) months prior to the date of the meeting.

Section 2. BOARD OF DIRECTORS REGULAR MEETING DATES

- A. The Board of Directors shall meet immediately after the adjournment of the annual meeting. No further notice is required for this meeting.
- B. General Business meetings of the Board will be held a minimum of three (3) times per year in the months of April or May (in conjunction with the annual meeting as described above), January or February, and October or November. An additional meeting may be held in July or August at the discretion of the Board, and this meeting may be delegated to the Executive Committee.
- C. In the absence of any other designation, regular meetings will be held at the principal office of the corporation. Notice for regular meetings shall be given in

writing no later (2) weeks before the date of the meeting and shall contain an agenda for the meeting.

- D. All meetings of the corporation, whether regular or special, shall be open to the public to the extent required by law for governmental agencies.
- E. All written notices provided for herein to Directors shall be deemed given when deposited in the United States Mail in an envelope addressed to the Director at the address shown on the records of the corporation, with postage prepaid for first class mail or when faxed to the fax number of record at the IREMSC office. Attendance of any meeting by a Director constitutes waiver of notice for that meeting.
- F. Without the unanimous consent of all Directors present at any meeting, nothing may be considered by the Board that has not been reasonably described in the agenda of the meeting.

Section 3. SPECIAL MEETINGS

- A. Special meetings of the Board shall be held whenever called by the Board Chair or five (5) or more Directors of the Board. The authority calling the meeting shall advise the Executive Director who shall then issue the required notification to the Directors. For special meetings, Directors may be notified in person, by telephone or fax, but such notice must be received no less than twenty four (24) hours prior to the time of the holding of the meeting. The notice shall also specify the purpose of the special meeting. Telephone access to special meetings will be provided to any Director who requests it.

Section 4. QUORUM

- A. The presence of a simple majority of the Board as then constituted shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Acts or decisions may be done or made by a majority of the Directors present at a meeting duly held and meetings may be held either in person or telephonically or by conference networks, or computer conference, provided that all members have appropriate and reasonable access

to the necessary equipment, and agree that the meeting be held in that manner.

Section 5. ADJOURNMENT

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

Section 6. CONDUCT OF MEETING

- A. All meetings shall be conducted according to Robert's Rules of Order, latest edition as revised, unless otherwise directed by these bylaws.
- B. Any meeting may be conducted in person or by telecommunications.

ARTICLE VIII: COMMITTEES

Section 1 STANDING COMMITTEE

- A. Standing Committees will consist of the, MAST Committee, the Executive Committee and other such committees as are deemed necessary by the Board to carry out the business of the Council. Each standing committee will be chaired by a Director appointed by the Board Chair unless otherwise designated by these bylaws.
- B. The Executive Committee shall consist of the Chair, Vice Chair, secretary and Treasurer and one other "at large" member from the general board membership. The "at large" member shall be elected by the Board.
- C. The MAST Committee shall consist of a representative of the MAST unit, the Executive Director, a representative of each air ambulance service within the normal MAST response area and other members as deemed necessary by MAST regulations or agreed to by the Executive Director and the MAST Commander. Examples of other members are: ground ambulances and other

emergency care providers, dispatch centers, the FAA, Fairbanks Memorial Hospital, Tanana Chiefs Conference, local governments, EMS trainers, and others. The MAST Committee shall be chaired by the Executive Director.

Section 2. AD-HOC COMMITTEES

- A. The Board Chair may appoint ad-hoc committees for any purpose and delegate to such committees such powers and authorities as may be necessary, appropriate, or convenient. Such committees shall, at all times, be subject to the control of the Board of Directors. Such committees may conduct hearings, perform studies, and make written reports to the Board of Directors. Any such written reports shall be directed to the Board of Directors and shall not be authorized for disclosure, dissemination, or job publication outside of the corporation until approved by the Board of Directors.
- B. When creating a new committee, the Board or Committee creating it shall specify with respect to each such committee or sub-committee its:
 - a. purpose
 - b. goal
 - c. objectives
 - d. work projects
 - e. relationship to other committees and to the Board
 - f. staffing
 - g. term
 - h. number of members
 - i. reports required, if any
 - j. the dates, by which any such reports are to be submitted and to whom

Section 3. COMMITTEE MEMBERSHIP

- A. Committee Membership is open to any Director or non-Director, appointed by the Committee Chairperson.
- B. Members of each standing committee shall serve until the next annual election of Directors can appoint a successor to Chair the committee, or until the committee

is terminated, if sooner. The Chair of a committee may fill a vacancy of his/her committee.

- C. Members of ad-hoc committees serve until the completion of business of that committee.

Section 4. MEETINGS AND QUORUM

- A. Each committee shall meet as often as is necessary to perform its duties at such times and places as directed by its chairperson. A majority of the members of each committee shall constitute a quorum of the committee and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. All committee meetings shall be open to the public to the extent that the law requires for such governmental agencies. Committee meetings may be held either in person or by telephone conference, teleconference networks, or computer conference, provided that all committee members have reasonable notice and have reasonable access to the necessary equipment and agree to the meeting being held in that manner.

Section 5. MAST COMMITTEE

- A. The MAST Committee will meet regularly and advise the Board on MAST matters. This committee will meet at least quarterly and review MAST mission reports with representatives of Fairbanks Memorial Hospital, Bassett Army Hospital, the MAST Unit, Alaska State Troopers, and a physician (usually the IREMSC Medical Director or the MAST Medical Director). The MAST Committee will review and recommend to the Board capital equipment items for the MAST Unit each fiscal year.

ARTICLE IX: CORPORATE OFFICERS AND ELECTION

Section 1. CORPORATE OFFICERS AND ELECTION

- A. The elected officers of the corporation shall be a Board Chair, a Vice Board

Chair, a Secretary, and a Treasurer. The Executive Director shall not be a member of the Board of Directors but shall be deemed appointed to the corporate office of President.

- B. Election. At the Board meeting immediately following the annual meeting, the Board of Directors shall consider nominations for the elected offices of the Corporation and shall elect these officers. Each officer must be a member of the Board of Directors. That Director nominated for each office receiving the greatest number of votes cast shall be declared elected to that respective office. Each officer shall hold office until he resigns, is removed or is otherwise disqualified to serve, or his or her successor is elected and takes office, whichever occurs first. No person may serve more than two (2) consecutive one-year terms in the same office.

Section 2. REMOVAL AND RESIGNATIONS

- A. Any officer (except the Executive Director/President) may be removed either with or without cause by the Board of Directors at any regular or special meeting called for that purpose upon a two-thirds (2/3) majority vote of all members of the Board of Directors.
- B. Any officer may resign at any time by giving written notice to the Board of Directors, to the Chair, or to the Secretary of the Corporation.

Section 3. VACANCIES

- A. A vacancy in an office for any reason shall be filled in the manner prescribed in these Bylaws for regular appointment to such office, provided that the Board Chair may appoint a person temporarily to fill a particular office until the next regular meeting of the Board of Directors, at which time the Board of Directors, shall elect a person to fill the un-expired portion of the vacated term.

Section 4. COMPENSATION

- A. The Board Chair, Vice Chair, Secretary, and Treasurer, shall serve without

compensation, except that they may be reimbursed for expenses incurred in performing their duties as officers as may be approved by the Board of Directors.

Section 5. BOARD CHAIR

- A. The Board Chair shall, if present, preside at all meetings of the Board of Directors. The Board Chair shall be an ex-officio non-voting member of all committees. The Board Chair shall also provide overall leadership, guidance, and direction to the Corporation and its Board of Directors.

Section 6. VICE CHAIR

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

Section 7. SECRETARY

- A. The Secretary shall keep, or cause to be kept, at the principal office or such other place as the Board of Directors may order, the Articles of Incorporation, the original Bylaws with all amendments, and a book of minutes of all meetings of Directors with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Director's meetings, and the proceedings thereof.
- B. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors required by the Bylaws or by law to be given. He or she shall keep the seal of the corporation in safe custody and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the bylaws.
- C. The Secretary shall be responsible for making all corporate records available for inspection as may be required of the corporation by law or by these Bylaws.

- D. The Secretary, in the absence or disability of the Board Chair and Vice-Chair, and except as specifically limited by the vote of the Board of Directors, shall perform the duties and exercise the powers of the Board Chair.

Section 8. TREASURER

- A. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate, and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books of account shall be open to inspection by any member of the Board of Directors during normal business hours.
- B. The Treasurer shall cause to be deposited or shall cause to be disbursed in accordance with procedures approved by the Board of Directors all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, shall render to the Chair and the Board of Directors whenever they request it, an account of all transactions and the financial condition of the Corporation and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.
- C. The Treasurer shall prepare, or cause to be prepared, an annual audit and certification of the financial statements which shall be included in the annual report to the Directors. He or she shall present at the annual meeting a summary of the financial status of the Corporation which shall be attached to the minutes of the annual meeting.
- D. The Treasurer, in the absence or disability of the Board Chair, Vice-Chair and Secretary, and except as specifically limited by the vote of the Board of Directors, shall perform the duties and exercise the powers of the Board Chair.

Section 9. MEDICAL DIRECTOR

- A. The Medical Director shall Chair the Regional EMS Medical Advisory Board and

abide by contract as established by the Board annually.

- B. The Medical Director shall be appointed by the IREMSC Board of Directors at the first meeting of each calendar year.
- C. The Medical Director shall attend each Board of Directors meeting and the Annual Meeting.

Section 10. EXECUTIVE DIRECTOR

- A. The Executive Director shall hold the Corporate Office of President and Chief Executive Officer of the Corporation and shall have general supervision, direction and control of the business affairs of the Corporation. He/she shall have all the general powers and duties of management usually vested in the Executive Director of a Corporation and shall have such other powers and duties as described by the Board of Directors or the Bylaws.
- B. The Executive Director shall be an ex officio member of all committees, but without vote. The Executive Director shall have the authority to act on behalf of the organization in all matters in accordance with the policies, procedures, programs, and budgets approved or established by the Board of Directors, including the employment, supervision, and dismissal of all other employees, subject to the established Personnel Policy Manual.
- C. The Executive Director shall be employed by the Board upon such terms as are agreeable to the Board and Executive Director. The Executive Director shall serve at the pleasure of the Board subject to the terms of any express contract of employment. During the first regularly scheduled Board of Directors meeting of each calendar year, the Board shall evaluate the performance of the Executive Director for the previous calendar year, the results of which will be made available to the Executive Director in a timely manner.

ARTICLE X: MISCELLANEOUS

Section 1. SUBAREA EMS COUNCIL

- A. The Board may help establish and support sub-area EMS Councils representing

designated sub-areas of the geographical regions served by the Corporation.

Section 2: CONFLICT OF INTEREST

A. Purpose

The purpose of this Conflict of Interest provision is to protect the corporation's interest in transactions or arrangements that might benefit the private interest of an officer or director of the corporation or might result in a possible excessive compensation for the transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing Conflict of Interest applicable to nonprofit and charitable organizations.

B. Persons Subject to this Conflict of Interest Provision

Any Director, officer, or member of a committee that has powers delegated by the Board of Directors, is subject to this Conflict of Interest provision.

A person has potential Conflict of Interest if the person, directly or indirectly, through business, investment, or family:

1. Has an interest in any entity with which the corporation has a transaction or arrangement,
2. Has an interest in any entity which competes with the corporation for business services or products,
3. Has a compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or
4. Has a potential interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

"Interest in" includes, but is not limited to, ownership, investment or lending interest, being a board member, director or officer, trustee, personal

representative, receiver, guardian, custodian, conservator, or other legal representative of, or consultant to the entity in question.

“Compensation” includes direct and indirect remuneration of any means, as well as substantial gifts or favors. This includes, being an employee, contractor, agent, partner, associate, or any other compensation arrangement.

An interest or compensation arrangement is not necessarily a Conflict of Interest. A Conflict of Interest exists only if determined to be so by the Board of Directors.

C. Duty to Disclose

Any person subject to this Conflict of Interest provision must disclose the potential Conflict of Interest to the Board of Directors. If the matter is subject to Board or Committee review, the potential Conflict of Interest must be disclosed before any Board or Committee action on a matter that involves this potential Conflict of Interest.

D. Determining Whether a Conflict of Interest Exists.

The Board Chair may at his or her sole discretion, appoint disinterested persons to investigate any potential Conflict of Interest and alternatives that may avoid the Conflict of Interest.

The determination of whether a Conflict of Interest exists rests solely with the Board of Directors. The Board shall also determine whether a transaction or arrangement that will avoid the Potential conflict of Interest is reasonably possible. If this is not possible, the Board shall determine whether the transaction or arrangement is in the corporation’s best interest, for its own benefit, whether it is fair and reasonable and whether the corporation shall enter into the transaction or arrangement.

A person who has Potential conflict of Interest shall not participate in or be

permitted to hear the Board's discussion of the matter except to disclose material facts and to respond to questions. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.

Any decision regarding Conflict of Interest shall be made by majority vote of the unaffected Directors present, in the absence of the affected persons after discussion with the affected persons and consideration of other information, if available.

E. Violations of the Conflicts of Interest Policy

If the Board of Directors determines that a person subject to this provision has failed to disclose potential Conflict of Interest, it shall take any disciplinary and corrective action that it deems necessary, subject to any provisions in these bylaws or other corporate policies that govern such actions.

Section 3. INDEMNIFICATION FOR DIRECTORS, OFFICERS, AND OTHERS

- A. To the full extent permitted by law, and in the manner provided by law, the Corporation shall indemnify any person who is or was a director, officer, employee or agent of the Corporation for their authorized and legal activities on behalf of the Corporation. Indemnification shall be provided for any such person who is a party to, was a part to, or is otherwise involved in a civil, criminal, administrative or investigative suit or proceeding. This right of indemnification shall not exclude any other right of indemnification to which such persons are entitled under applicable law, Corporate insurance, or other Corporate actions or agreements. This indemnification shall continue to such persons after they have ceased to be a director, officer, employee or agent of the Corporation, and shall insure to the benefit such persons' estate, executors, administrators, heirs, legatees or devisees.
- B. If authorized by the Board of Directors for a specific case, and as permitted by law, the Corporation may pay in advance of disposition for expenses incurred in defending any action, suit or proceeding referred in this section.

- C. The Corporation may purchase and maintain liability insurance on behalf of any person, whether or not the Corporation would be required or would have the power to indemnify such person against liability under this section or otherwise.
- D. No director, officer, employee or agent shall be entitled to reimbursement or indemnity as described above if the claims, liability or losses to that person are the result of the person's own willful misconduct, bad faith, gross negligence, unlawful conduct or reckless disregard of his or her duties to the Corporation.

Section 4. CHECKS, DRAFTS, AND NOTES

- A. All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of the Corporation shall be signed by the Executive Director and at least one Director authorized by the Board of Directors.
- B. The Executive Director may delegate his/her check signing authority to another staff member when he/she is unavailable to sign checks. The employee to whom such delegation is made must be approved by the Board and be included as an authorized signer for the bank account. Such a delegation of authority must be made in writing for the specified period of time in which the Executive Director is unavailable

ARTICLE XI: GENERAL PROVISIONS

Section 1. FISCAL YEAR

- A. The fiscal year of the Corporation shall be July 1 to June 30.

Section 2. SEAL

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

Section 3. CONTRACTS

- A. No contracts or other transaction between this Corporation and any Corporation or concern shall be invalid or avoidable merely by reason of the fact that one or more Directors or Officers of this Corporation are interested in or are Directors or Officers of such Corporation or concern. Any Director or Officer of this Corporation may be part to, interested in, or profit from any contract or transaction with this Corporation, provided that the relationship, interest or profit is disclosed to the Board of Directors of this Corporation and the contract or transaction is duly approved by action of a majority of the Directors (without counting the vote of any Director so interested or related; provided, that such Director may be counted for the purpose of determining the existence of a quorum). No such member, Director or Officer shall be disqualified from acting as such nor be liable for any loss incurred under or by reason of such contract or transaction, merely by reason of such relationship or interest. Where such a contract or transaction is entered, the contract or transaction shall not be void or violable if it is fair to the Corporation at the time it is authorized or approved.

Section 4. REPRESENTATION OF THE CORPORATIONS

- A. The Board Chair, or if she/he is unable to act, the Executive Director, is authorized to exercise on behalf of the Corporation all rights incident to any Corporate act. The authority granted in this paragraph may be exercised by any other person authorized to do so by the Board Chair or Executive director through written proxy or power of attorney.

Section 5. INSPECTION OF BYLAWS

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

ARTICLE XII: AMENDMENTS TO THE BYLAWS

- A. The Bylaws may be amended during the Annual meeting by two-thirds of the membership vote.
- B. Amendments may be proposed by any member in writing. The Executive Director will cause the proposed amendment to be circulated to the Board and the general membership at least one (1) month prior to the next Annual meeting. A vote on the proposed amendment may be taken at that meeting. Upon adoption, an amendment to these Bylaws will be effective immediately and shall supersede and nullify all previous Bylaw provisions or amendments to the extent that the previous provisions or amendment conflicts with the new amendment.

Signed this _____ day of _____, 20_____.

By: _____, Board Chair

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

- 1. That I am the duly elected and acted Secretary of the Interior Region Emergency Medical Services Council, Inc., a non-profit Alaska Corporation; and
- 2. That the foregoing Bylaws, comprising of 21 pages including this, constitute the Bylaws of said Corporation as duly adopted by a meeting of the Corporation Directors thereof, held on April 15, 2000.

IN WITNESS THEREOF, I have hereunto subscribed my name and affixed the Seal of the Corporation on this _____ day of _____, 20_____.

_____, Secretary