



# Saratoga County EMS Council

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## ***Bylaws of the Saratoga County Emergency Medical Services Council, Inc.***

(Approved April 8, 1996 – General Meeting; revised March 19, 2012 – Special Meeting,  
revised March 10, 2016 – General Meeting; revised December 10, 2020 – General Meeting,  
revised July 14, 2022 – General Meeting)

### **Article I – Name and Purpose**

- A. The name of the Corporation will be Saratoga County Emergency Medical Services Council, Inc.
- B. Its purpose shall be to coordinate Emergency Medical Services in Saratoga County as set forth in, but not limited to, New York State Public Health Law (Article 30), New York State Emergency Medical Services Code (10 NYCRR-800), New York State County Law (Section 223-b), Saratoga County Law (Resolution # 198 of 1980), and those of the Articles of Incorporation.

### **Article II – Membership**

- A. Active membership shall consist of a representative from each not-for-profit and government operated Saratoga County Ambulance service, and the County EMS Coordinator.
- B. Members and alternates must be appointed in writing or email to the Council by the agency or organization they represent. Changes to members or alternates must be made in writing or email and are effective when received by the Council Secretary.
- C. At Large members may be appointed for the utilization of their specific talents, from groups not represented in the active membership. Such representatives will include but not be limited to hospital representatives, REMO, Law Enforcement Agencies, Saratoga Office of Emergency Services, Saratoga County Public Health and Life-Net of New York.

### **Article III – Term of Office**

- A. Council member's term of office shall automatically expire when the member no longer represents the organization he or she was originally appointed by.
- B. It shall be the Council's responsibility to make known to all interested parties the existence of potential vacancies in the Council and to actively solicit nominations.
- C. Any Council member with unexcused absences at 3 consecutive meetings or 50% of the meetings in one year shall be removed from the Council and a new similar representative appointed. A notice will be sent to the organization or agency, notifying them that their representative has been removed from the Council.

- D. When necessary, the Chair may appoint individuals on an interim basis to fill vacancies except that the Chair may not fill vacant seats held by ambulance service provider agencies.

#### **Article IV – Officers**

- A. Officers shall be elected from the active membership at the last meeting of each calendar year. Officers must be active members of the EMS Council. No agency or organization may hold more than one elected office. The Officers of the Council shall be: Chair, Vice-Chair, Secretary, and Treasurer. Officers shall assume office at the first meeting of the next calendar year.
- B. The four officers shall constitute the Executive Board of the EMS Council, which will conduct ordinary business of the Council, and act upon matters as necessary, subject to review at the next regularly called meeting of the Council.

#### **Article V – Duties of Officers**

- A. The Chair shall preside at all meetings of the Council and the Executive Board.
- B. The Vice-Chair shall, in the absence of the Chair, assume the duties of the Chair.
- C. The Secretary shall keep a roll of the members, minutes of the meetings, and carry on all necessary correspondence.
- D. The Treasurer shall be the chief financial officer of the EMS Council and shall maintain all records concerned with financial transactions. The Treasurer shall have the responsibility of periodic reporting to the members concerning financial status of the Council. All checks or drafts exceeding \$1,000 written by the Treasurer shall require the signature of another officer. Checks or drafts under \$1,000 will be reviewed by another officer of the Council within 45 days.
- E. Any purchase or expense exceeding \$10,000 will require prior approval of the Council.
- F. The Chair shall appoint two Delegates and one Alternate Delegate to represent Saratoga County at the Regional Emergency Medical Services Council of the Hudson Mohawk Valleys, Inc. These delegates must be members of the council. In the absence of a Delegate, an Alternate may act.

#### **Article VI – Committees**

- A. The Chair shall annually in September establish a nominating committee and designate a chairperson. The Committee will canvass for officers and present a recommended slate to the Council at their December meeting.
- B. The Chair as necessary may appoint special committees, including outside advisory committees.

#### **Article VII – Meetings**

- A. Meetings shall be held every two months on the second Thursday of the month, starting annually in January and additionally as required to transact business. It shall be the responsibility of the Chair to call meetings and notify the membership of meetings.

However, members share the responsibility of informing the Chair of items which should be considered by the Council at its meetings.

- B. Any member wishing to be excused from a meeting must advise the Secretary of their excuse prior to the meeting. Excuses will be read into the minutes of the meeting.
- C. One Officer and Three Members shall constitute a quorum for the transaction of Council business.
- D. Only active members shall be entitled to vote except when an active member is unable to attend a meeting, his or her alternate may vote in place of the active member
- E. Only one active member or their alternate from each agency and organization shall be entitled to vote on any matter before the Council.
- F. No one active member or alternate may vote more than once on any matter before the Council.
- G. A special meeting may be called upon written request of the Chair, or at least three active members.
- H. Meetings may be conducted by teleconference or web-conference (if and to the extent authorized in advance by the Executive Board). At such meetings, any member may participate by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence at a meeting.
- I. The Executive Committee may authorize electronic voting on any motion before the Council. The Secretary or designee will disseminate the confirmed motion with the names of the mover and seconder on the Council email list server. The Executive Committee will impose a deadline for the votes to be cast and members will return their votes to the Secretary. The Secretary will log all votes and report on the results. The motion and the results of the vote will be read into the minutes at the next scheduled meeting.
- J. Roberts Rules of Order shall be the official format for conducting business meetings of the EMS Council.

#### **Article VIII – Amendments**

- A. Proposals for amendments to the bylaws shall be acted upon provided that the text of the proposed amendments or a statement of the substance thereof shall have been included in the notice of the meeting at which action is to be taken. A two-thirds majority of the membership present shall adopt amendments provided there is a quorum.
- B. Any changes in the laws under which the Council is formed that affect any subject embraced in these bylaws shall be considered incorporated in the bylaws. No amendment to these bylaws shall be passed in less than 30 days.

#### **Article IX – Conflict of Interest**

- A. Conflicts of interest or potential conflicts of interest shall be handled according to the EMS Council Conflict of Interest Policy in effect at the time the question arises.