

BYLAWS

NORTHEAST COLORADO REGIONAL EMERGENCY MEDICAL AND TRAUMA SERVICES ADVISORY COUNCIL, INC. SERVING JACKSON, LARIMER, LOGAN, MORGAN, PHILLIPS, SEDGWICK, WASHINGTON, WELD AND YUMA COUNTIES

These Bylaws govern the affairs of Northeast Colorado Regional Emergency Medical and Trauma Services Advisory Council, Inc. (hereinafter referred to as the "Corporation"), a nonprofit corporation organized under the Colorado Non-Profit Corporation Act. The name of the Corporation, its corporate purpose, and the terms of its existence are set forth in the Articles of Incorporation filed with the Secretary of State of Colorado, as the same may from time to time be amended. These Bylaws are subject to the provisions of the Articles of Incorporation.

ARTICLE I NAME OF CORPORATION

Section 1.1 *The Corporation* shall be called the "Northeast Colorado Regional Emergency Medical and Trauma Advisory Council, Inc." (Hereinafter referred to as "NCRETAC").

ARTICLE II OFFICES, CORPORATE SEAL

Section 2.1 *Registered Office*, The registered office of the Corporation in Colorado shall be that set forth in the Articles of Incorporation, or in a resolution of the Directors filed with the Secretary of State changing the registered office

Section 2.2 *Other Offices*. The Corporation may have such other offices, within the State of Colorado, as the Directors shall from time to time determine.

ARTICLE III OBJECTIVES AND FUNCTIONS OF THE COUNCIL

Section 3.1 *Objectives of NCRETAC*. To serve as an instrumentality, as contemplated in C.R.S. §24-10-103(5), of the members to:

- a. promote, foster and support cooperative organization of Emergency Medical & Trauma Services in the NCRETAC;

- b. evaluate the Emergency Medical & Trauma Systems (EMTS) in the NCRETAC;
- c. make recommendations for and oversee improvements and implementation of the EMTS Plan in the NCRETAC; and
- d. support and make application for grants and subsidies to improve the EMTS in the NCRETAC.

Section 3.2 *Functions and Duties of NCRETAC.* To serve as the “Northeast Colorado Regional Emergency and Medical and Trauma Services Advisory Council” as required by the provisions of C.R.S. §25-3.5-701 et seq.

ARTICLE IV
MEMBERSHIP OF NCRETAC

Section 4.01. *Members.* The Members of NCRETAC will be the following counties: Jackson, Larimer, Logan, Morgan, Phillips, Sedgwick, Washington, Weld and Yuma Counties.

Section 4.02. *Appointment of EMTS Providers.* EMTS providers on the Council shall be appointed by their respective Members and shall serve as the Board of Directors.

Section 4.03. *Duties of Members.* The Members shall timely perform such duties and take such actions as may from time to time be required by statute or by the Board of Directors.

Section 4.04. *Compensation.* No Members or agents will receive compensation for their services as Members or agents but they may be reimbursed for travel and lodging if such travel is pertinent to Corporation activities and has been approved by the Board of Directors.

Section 4.05. *Membership Acknowledgment.* Each Member shall acknowledge membership in NCRETAC through their individual county resolutions.

Section 4.06. *Withdrawal by Member.* Any Member may withdraw upon 2 months’ notice. Any Member may be terminated, expelled or suspended in accordance with the Colorado Revised Nonprofit Corporation Act.

ARTICLE V
BOARD OF DIRECTORS

Section 5.01. *General Powers.* The property, affairs and business of the Corporation shall be managed by the Directors.

- Section 5.02. Property.* No Director shall have any right, title or interest in or to the property of the Corporation.
- Section 5.03. Number, Qualification and Term of Office.* The number of Directors after incorporation shall be 18. Each Member shall appoint two Directors which shall be the EMTS providers specified in §4.02. Membership shall reflect, as equally as possible, representation between hospital and prehospital providers. Each Director shall hold office for a term of two years, except the initial Board, which shall be on a staggered term basis. If at the end of a Director's term no replacement Director has been appointed, that Director's term will continue for another 12 months. A term will be from July 1st through June 30th.
- Section 5.04. Alternate Directors.* Each Member may appoint one alternate who shall serve in the absence of either of that Member's Directors.
- Section 5.05. Resignation.* Any Director of the Corporation may resign at any time by giving written notice to the Chairperson of the Corporation and to the Member appointing such Director. The resignation of any Director shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- Section 5.06. Place of Meeting.* The Board of Directors may hold its meetings at such place or places, within the geographic area of the membership, as it may choose.
- Section 5.07. Annual Meeting.* As soon as practical and not more than 60 days after the beginning of a new fiscal year, the annual meeting of the Board of Directors of the Corporation shall be held for the purpose of election of officers of the Corporation and any other business or transactions as shall come before the meeting. Notice of the annual meeting shall be given in writing by the Secretary to all Directors not less than 10 days prior to the meeting.
- Section 5.08. Regular Meetings.* Regular meetings of the Board of Directors shall be held quarterly at such time and place within the geographic area of the membership as the Board may determine by resolution adopted by a majority of the members of the Board of Directors. Notice of regular meetings shall be given by the Secretary not less than five days prior to the meeting.
- Section 5.09. Special Meetings Notice.* Special meetings of the Board of Directors shall be held whenever called by the President or by 25% of the Directors. Notice of such special meeting shall be mailed/e-mailed to each Director, addressed to the Director at his or her residence or usual place of business, at least five days before the day on which the meeting is to be held, or to be

delivered personally or by telephone, no later than two days before the day on which the meeting is to be held, except as otherwise provided by these Bylaws. Each such notice shall state the time, place, and purpose of the meeting. Any meeting of the Board shall be a legal meeting without any notice thereof having been given, if all of the Directors of the Corporation then in office shall be present thereat (except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened) or waive such notice in writing before, at, or after such meeting.

Section 5.10. Quorum and Manner of Acting. Except as otherwise provided by statute or by these Bylaws, a quorum shall consist of not less than 51% representation by the directors or their alternates in case the director is not present of the member counties in the NCRETAC. A quorum will be necessary for any transaction of business at any meeting and the act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Corporation. In the absence of a quorum, a majority of the Directors present may adjourn any meeting, and reconvene once a quorum is assembled, without giving further notice.

Section 5.11. Meeting Attendance. The policy of the Corporation is to require attendance at all Directors meetings. In the event a Director misses three or more consecutive meetings, the Board of Directors may, if deemed appropriate, ask for the resignation of that Director. If the Director does not resign upon request, then the removal provisions of Section 5.12 must be followed if the Board, in its discretion, decides removal is appropriate. However, it is also the policy of the Corporation to attempt to accommodate the schedules of its Directors who demonstrate continuing interest in the affairs of the Corporation. It shall be at the discretion of the Board of Directors to invoke this provision.

Section 5.12. Removal of Directors. Any Director may be removed with or without cause at any time. Removal shall be by a two-thirds (2/3) vote of all Directors of the Corporation at a regular meeting or a special meeting of the Directors called for that purpose. Written notice stating the place, date, hour and the purpose of any special meeting called for the purpose of removing one or more Directors must be delivered to all Directors at least 20 days prior to such meeting. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the Director at his or her address as it appears on the records of the Corporation, with postage thereon prepaid. The vacancy in the Board of Directors caused by any such removal shall be filled in the manner specified in Section 5.03 hereof.

Section 5.13. Vacancies. In the event of a vacancy, the member who appointed the Director to the vacant position shall appoint a replacement as soon as practicable to fill the vacancy for the remainder of that term.

Section 5.14. Proxies. Proxies shall not be allowed or used.

Section 5.15. Action of Board by Consent. Any action required by the Colorado Non-Profit Corporation Act to be taken at a meeting of the Directors of the Corporation or any action that may be taken at a meeting of the Directors or of any committee may be taken without a meeting if a consent in writing (or verifiable electronic communication which is reduced to writing), setting forth the action to be taken, is signed by a sufficient number of Directors, as would be necessary to take that action at a meeting at which all of the Directors were present and voted. Each written consent shall conform to the requirements of the Colorado Non-Profit Corporation Act as it is amended from time to time.

Section 5.16. Action by Executive Council. At times it may be necessary to have the executive council take action on time sensitive documents, in cases where the lack of a quorum of the regular council will prohibit timely completion. Said action shall be by majority vote of the executive council by consent in writing (or verifiable electronic communication which is reduced to writing)

Section 5.17. Ex-Officio Members. The Board may appoint other non-voting ex-officio members, including, but not limited to, the following specific disciplines:

- a) A surgeon involved in trauma care;
- b) A licensed physician who is also a medical director for a transport agency;
- c) A representative of EMS educational agencies who provide initial EMS education programs; and
- d) A representative of Communications Centers who dispatch EMS as part of their regular duties.

Section 5.178. Compensation. No Director shall receive compensation for his or services as a Director but may be reimbursed for travel and lodging if such travel is pertinent to corporation activities and has been approved by the Board of Directors.

ARTICLE VI – OFFICERS

Section 6.01. Number. The officers of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer.

Section 6.02. Election, Term of Office and Qualification. Officers shall be elected by the Board of Directors of the Corporation as follows:

- a) President and Secretary – at the first regular meeting of each year ending with an even number; and
- b) Vice-President and Treasurer – at the first regular meeting of each year ending with an odd number.

Each shall hold office for a period of two years and until his or her successor shall have been duly elected and qualified, or until his or her death, or until he or she shall resign, or until he or she shall have been removed in the manner hereinafter provided. Officers shall be Directors. The Nominating Committee shall provide each Director with a list of officers to be elected that year not less than 30 days prior to the annual meeting. The slate of proposed officers shall be presented for vote at the annual meeting. A vote of the Board of Directors shall be required to elect officers.

Section 6.03. Resignation. Any officer may resign at any time by giving written notice of his or her resignation to the Board of Directors, to the President, or to the Secretary of the Corporation. Any such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6.04. Election and Removal. Election of an officer shall not, of itself, create contract rights. Any officer elected by the Board of Directors may be removed by a two-thirds (2/3) vote of the Board of Directors.

Section 6.05. Vacancies. A vacancy in any office because of death, resignation, removal or any other cause shall be filled for the unexpired portion of the term in the manner prescribed in these Bylaws for election or appointment to such office.

Section 6.06. Duties of Officers.

(a) **President.** The President shall assume all duties normally associated with that office. The President shall be the chief executive officer of the Corporation and shall have general active management of the business of the Corporation. He or she shall, when present, preside at all meetings of the Directors. He or she shall see that all orders and resolutions of the Board of Directors are carried into effect. He or she, with the proper signature of one other duly qualified officer of the Corporation, may execute and deliver in the name of the Corporation, any deeds, mortgages, bonds, contracts or other instruments pertaining to the business of the Corporation, including without limitation, any instruments necessary or appropriate to enable the Corporation to donate income or principal of the Corporation to or for the account of any organizations, causes and projects described in the Articles of Incorporation of the Corporation which the Corporation was organized to support. The President shall appoint the chair of the standing committees. The President may hire and fire the RETAC Coordinator of the Corporation upon approval or authorization of the Board of Directors. He or she shall perform such other duties as may from time to time be prescribed by the Board of Directors.

(b) **Vice President.** Each Vice President, if any, shall be elected by the Board of Directors, shall have such powers and shall perform such duties as may be specified in the Bylaws or

prescribed by the Board of Directors or by the President. In the event of absence or disability of the President, the Vice Presidents shall succeed to their power and duties in the order designated by the Board of Directors.

(c) **Secretary.** The Secretary shall see that the proceedings of the meetings of the Board of Directors are kept. He or she shall, when directed to do so, notify the Directors of all meetings and perform such other duties as may from time to time be prescribed by the Board of Directors or by the President and in general, shall perform all duties incident to the office of the Secretary.

(d) **Treasurer.** The Treasurer shall cause to be kept accurate accounts of all funds of the Corporation received or disbursed. He or she shall deposit all funds, drafts and checks in the name of, and to the credit of, the Corporation in such banks and depositories as the Board of Directors, by resolution, shall from time to time designate. He or she shall have power to endorse for deposit all notes, checks and drafts received by the Corporation. He or she shall cause to be rendered to the President and the Directors, wherever required, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation, and shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the President, and in general, shall perform all duties incident to the office of the Treasurer.

(e) **Other Officers.** The Corporation may have such other officers and agents as may be deemed necessary by the Board of Directors, who shall be appointed in such manner, have such duties and hold their offices for such terms as may be determined by resolution of the Board of Directors.

ARTICLE VII – COMMITTEES

Section 7.01. Standing Committees. The Directors may establish one or more Standing Committees to make recommendations to the Board of Directors. Standing committees to include but not limited to;

- a) Executive Council
- b) Systems Finance,

A Board member shall be the chair of each standing committee. Each Board member shall serve on at least one standing committee other than executive council and finance. Other than the chair of these committees, members of these committees are not required to be members of the Board of Directors.

Section 7.02. Special Committees. To serve and improve the efficiency of the Council, the Directors may create special, ad hoc or task force committees. Members of these committees are not required to be members of the Council.

Section 7.03. Term of Office. Each member of a committee shall continue to serve on the committee until the next annual meeting of the Directors and until a successor is appointed. However, the term of a committee member may terminate earlier if a committee member is terminated, dies, ceases to qualify, resigns, or is removed as a member. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy shall serve for the unexpired position of the previous committee member's term.

Section 7.04. Committee Meetings. Committee meetings shall be called and presided over by the chair of the committee, or in his or her absence or disability, by the vice chair, or in case of absence and/or disability of both the chair and vice chair of the committee, by any member thereof after reasonable notice to all of the committee members. Committees shall meet as often as necessary to properly discharge their duties.

ARTICLE VIII – FISCAL YEAR AND REPORTS

The fiscal year shall be from July 1 through June 30. On and after October 1, 2003, and each October 1st thereafter, each RETAC shall submit to the State Emergency medical & Trauma Advisory Council (SEMTAC) an annual financial report that details the expenditure of money received. The Council shall also submit reports to the SEMTAC per requirements.

ARTICLE IX – FISCAL AGENTS

This Corporation may designate such fiscal agents, investment advisors and custodians as the Board of Directors may select by resolution. The Board of Directors may at any time, with or without cause, discontinue the use of the services of any such fiscal agent, investment advisor, or custodian.

ARTICLE X – TRANSACTIONS OF THE CORPORATION

Section 10.01. Contracts. The Board of Directors may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

Section 10.02. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for a specific purpose of the Corporation. The Board of Directors may make gifts and give charitable contributions that are not prohibited by the Bylaws, the Articles of Incorporation, state or federal law, and any requirements for maintaining the Corporation's federal and state tax status.

Section 10.03. Conflicts of Interest. The Corporation's affirmative policy shall be to require that all actual or potential conflicts be discussed promptly and disclosed fully to the Board of Directors and all other necessary parties. Any Director having a conflict on any matter shall neither participate in the deliberation nor vote on any such matter. The Board of Directors may, from time to time, establish such rules and regulations in furtherance of this policy, as deemed appropriate.

Section 10.04. Nonprofit Operation. The Corporation will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Corporation will be distributed to its Directors or Officers without full consideration. No Director or Officer of the Corporation has any vested right, interest or privilege in or to the assets, property, functions or activities of the Corporation.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue law).

ARTICLE XI – WAIVER OF NOTICE

Whenever any notice is required to be given by these Bylaws or any of the corporate laws of the State of Colorado, such notice may be waived in writing, signed by the person or persons entitled to said notice, whether before, at, or after the time stated, or before, at or after the meeting. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the Director at his or her address on the records of the Corporation, with postage thereon prepaid.

ARTICLE XII – INDEMNIFICATION AND INSURANCE

Section 12.01. Indemnification. The Corporation shall indemnify each Director, officer and employee and each former Director, officer and employee, of this Corporation, and each person who is serving or has served at its request as a director, officer or employee of another corporation, against

expenses, judgments, decrees, fines, penalties or amounts paid in settlement in connection with the defense of any past, pending or threatened action, suit or proceeding, criminal or civil, to which he or she has, is or may be made a party by reason of being or having been such director, officer or employee, providing a determination is made:

- a) By the Board of Directors of this Corporation acting at a meeting at which a quorum consisting of directors who neither were nor are parties to or threatened with such action, suit or proceeding is present, or
- b) By the voting members of the Corporation at a meeting held for such purpose by the affirmative vote of a majority of the members if a quorum of members is present, or without a meeting by the written consent of two-thirds (2/3) of the voting members that:
 - 1. such director, officer or employee was not, and has not been adjudicated to have been negligent or guilty of misconduct in the performance of his or her duty to the Corporation of which he or she is or was a director, officer or employee;
 - 2. such director, officer or employee acted in good faith in what he or she reasonably believed to be the best interest of the Corporation, and
 - 3. in any matter the subject of criminal action, suit or proceeding, such director, officer or employee had no reasonable cause to believe that his or her conduct was unlawful.
- c) The foregoing rights of indemnification shall not be exclusive of any other rights to which such director, officer or employee may be entitled apart from these provisions.

Section 12.02. Insurance. The Board of Directors is authorized to purchase insurance in such amounts and for such coverages as it deems appropriate.

ARTICLE XIII – AMENDMENT OF THE BYLAWS

These Bylaws may be amended according to the following procedure:

The proposed amendments to the Bylaws may be presented at any meeting of the Council, provided 30 days' notice has been given each member. The proposed amendments must receive a majority vote of a quorum.

ARTICLE XIV – DISSOLUTION

Section 14.01 Manner of Dissolution. The Corporation may be dissolved in compliance with applicable State statutes.

Section 14.02 Distribution of Assets. In the event of the dissolution of the Corporation, the Board of Directors of the Corporation shall cause the assets of the Corporation to be distributed as follows:

- a. The capital assets of the Corporation, if any, shall be turned over to the Colorado Department of Health Pre-Hospital/Trauma Programs, to do with as they see fit.
- b. Any liquid assets after legal fees, State reimbursement and other costs associated with dissolution shall be reapportioned to the EMS/Trauma Councils in the individual counties represented in the RETAC.

ARTICLE XV – MISCELLANEOUS PROVISIONS

Section 15.01. Governing Law. The Bylaws of the Corporation shall be governed by and construed in accordance with the laws of the State of Colorado.

Section 15.02. Severability. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provisions and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

Section 15.03. Gender. Whenever the context requires, all words in the Bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural nouns shall include the singular.