

Adopted September 27, 1993

Revised: 7/25/94, 3/27/95, 9/27/99, 5/18/09, 3/25/13, 7/28/14

BY-LAWS
OF
FINGER LAKES REGIONAL EMERGENCY MEDICAL
SERVICES COUNCIL, INC.

ARTICLE I. NAME

The official name of the organization shall be the FINGER LAKES REGIONAL EMERGENCY MEDICAL SERVICES COUNCIL, INC. Hereafter in these bylaws, the organization shall be referred to as the "Council."

ARTICLE II - OFFICE AND BOOKS

Section 1. Office

The office of the Council shall be at such place within the Counties of Ontario, Seneca, Wayne and Yates, State of New York, as the Board of Directors may determine.

Section 2. Books and Records

They shall be kept at the office of the Council:

- (1) Correct and complete books and records of accounts,
- (2) Minutes of the proceedings of the members, the Board of Directors and all standing committees,
- (3) A current list of the directors and officers of the Council and their residence addresses,
- (4) A list of records containing the names and addresses of all members, the class or classes of membership or capital certificates, and the number of capital certificates (if any) held by each and the dates when they respectively became the holders of record, and
- (5) A copy of these current by-laws.

ARTICLE III - PURPOSE AND FUNCTIONS

Section 1. The Council is established in accordance with Section 3003 of Article 30 of the New York Public Health Law for the purpose of coordinating emergency medical services for the Finger Lakes Counties of Ontario, Seneca, Wayne and Yates and discharging all responsibilities conferred on a regional council or an EMS program agency by Article 30 of the New York Public Health Law.

Section 2. The Council may engage in any activity necessary, convenient and desirable to carry out its purposes and for the exercise of the powers granted in Article 30 of the New York Public Health Law including, but not limited to, those explicitly enumerated in Article 30.

ARTICLE IV - MEMBERSHIP

Section 1 . Authorized

(A) The Council shall have a voting membership of at least fifteen (15) but not more than thirty (30) members who reside within the counties of Ontario, Wayne, Seneca and Yates (the “four counties”), of whom not less than one-third shall be representatives of ambulance services.

(B) Ex-officio, non-voting members of the Council shall be the:

- (1) Medical Director for the Council,
- (2) Administrative Coordinator of the Council.
- (3) County EMS Coordinators not seated as voting members of the Council
- (4) Program Agency Coordinator or other Program Agency employees

(C) The Council does not discriminate on the basis of race, color, religion, age or handicap in recruitment, membership, activities or programs.

(D) The Council reviews, periodically, the population make up of the region to assure diversified representation of willing members on the Council and associated committees.

Section 2: Term of Office

(A) The term of office of members shall be four years, commencing with the first meeting following official designation as a Regional Council under Article 30 of the Public Health Law of the State of New York, except that of the initial membership, half will service for two years, to be replaced by members elected to full terms.

(B) Those appointed to membership by virtue of the offices they hold shall be replaced for the balance of their term by their successors in office.

(C) Members may be re-elected to successive terms.

Section 3. Qualifications of Membership

(A) The membership shall reflect the approximate population of the four counties by including at most:

- (1) Nine (9) members representing Ontario County
- (2) Five (5) members representing Seneca County
- (3) Nine (9) members representing Wayne County
- (4) Four (4) members representing Yates County

(B) At most three members shall be members-at-large who represent regionwide emergency medical services interests. A member-at-large will not be considered a representative of a specific county and will not be counted against the quota of any County in which he or she represents. Periodically, the ratio of county members will be re-evaluated based on current census figures.

(C) The representatives from each County shall include the County EMS Coordinator, elected or as Ex-officio, if one exists. The balance of the representation from each County shall consist of, but not be limited to, representatives of existing local governments, ambulance services, advanced life support services, emergency medical care committees, physicians, nurses, physicians’ assistants, hospitals, health planning agencies, fire department emergency and rescue squads, public health officers and the general public.

(D) All members shall be residents of the four counties but a member need not be a resident of the county of the organization they represent.

(E) Employees of the Council are not eligible for membership but are encouraged to attend meetings in an Ex-Officio status and as a subject matter expert when necessary. Employees whose payments/Fees are reimbursed by the Finger Lakes Community College will retain eligibility for membership.

Section 4. Evidence of Membership

The names and addresses of current members and the date on which each was appointed or elected are set forth in Attachment A to these by-laws. Changes in membership may be made on Attachment A from time to time without amendment to these by laws.

Section 5. Election of New Members

(A) New members shall be elected by the members from nominations submitted at the Annual Meeting.

(B) Nomination to membership shall be made by the Nominating Committee (see Article VIII, Section 5). Additional nominations will be accepted from the floor.

(C) Election to membership will be held at the annual meeting for each ending term. Vacancies for a term will be filled by election at any meeting for the remainder of the said vacant term.

(D) New members will be seated at the first meeting following their election.

Section 6. Removal of Members

(A) Failure to attend a meeting will be regarded as an unexcused absence unless the member notifies the Secretary, administrative office or the Secretary's designee prior to the meeting or within 24 hours after the meeting.

(B) Any member of the Council who has three unexcused absences from full council meetings in a twelve month period is automatically discontinued from membership and the open position shall be filled according to section 7 of this article. Five absences in a twelve month period, by any member, will be reason for removal from membership.

(C) The Secretary will report members in jeopardy of the attendance requirements at each meeting and notify in writing the said member in regard to further actions that may be taken by the Council.

(D) Each year at the annual meeting, the Council shall review the attendance history of all members as submitted by the Secretary. This history shall include both full council meetings and assigned committee meetings and will be based on the member's tenure with the Council for his/her current term as a member. Any member who has missed more than 50% of scheduled meetings may be removed by a two-thirds vote of the members present.

Section 7. Vacancies in Voting Membership

(A) Vacancies in membership resulting from action under Section 6, or from any resignation, may be filled at the next meeting of members for the remaining term of said seat.

(B) The newly elected member shall serve until the next annual meeting at which an election of members is scheduled.

(C) If a member wishes or is required to take a leave of absence they may do so under the following conditions:

- a. the leave may not exceed 14 months
- b. and the member may not extend past his/her regular term with the leave of absence
- c. the member shall select a proxy to fill their seat.

The proxy:

1. Must be approved by the full council.
 2. Must qualify for the same representation as the member.
 3. Must be willing and able to attend all meetings of the council in the absence of the member.
 4. Must function on all member-assigned committees in the absence of the council member.
 5. Must report back to the council member and to the squads in the county.
 6. Will have a vote on matters brought to the Council and on any Certificate of Need applications.
- d. The member will be responsible to remain current with the items that are presented to, worked on and approved by the council. The member will be responsible to instruct the proxy as to their wishes on upcoming votes.
- e. The proxy's attendance record will be counted as that of the member. If the proxy is absent then that will become the attendance record of the member.
- f. Conflict of interest will be based on the member's as well as the proxy's affiliations.
- g. Accepted use of the leave of absence:
- a. Enrolled in class to upgrade level of pre-hospital care.
 - b. Enrolled in a course to recertify the current level of care.
 - c. Extended health related problem.
 - d. Personal/family related problems.
 - e. Employment.
- h. A member may exercise this privilege only once during the term of office.

ARTICLE V - MEETINGS OF MEMBERS

Section 1. Regular and Annual Meetings:

(A) Regular meetings of the membership shall be held at least quarterly on dates to be determined by the Chairman of the Council.

(B) An annual meeting of membership shall be held in September of each year on any day in that month as determined by the Board of Directors. The purpose of the meeting shall be to elect members and directors, approve appointments to standing committees, and transact any other business required.

Section 2. Special Meetings:

Special meetings of the members may be called at any time by the Chairman or upon the written request of any five (5) members.

Section 3. Action by Members without a Meeting:

Whenever under the Not-for-Profit Corporation Law, the members are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by all the members entitled to vote thereon.

Section 4. Place of Meetings:

Meetings of members shall be held at the principal office of the Council or at such other place, within the State of New York, as may be fixed by the members.

Section 5. Notice of Meetings:

- (A) Written notice shall be given of each meeting of members, shall state the place, date and hour of meeting and, unless it is an Annual or Regular Meeting, shall also indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice of a Special Meeting shall also state the purpose or purposes for which it is being called.
- (B) A copy of the notice of any meeting shall be given to each member, personally, by first class mail, or through electronic mail not less than ten nor more than fifty days before the date of the meeting. Notice given by another class of mail shall be given to each member not less than thirty nor more than fifty days before the date of the meeting. If mailed, such notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the member at the member's address as it appears on the record of members, or at another address if the member shall have filed with the Secretary a written request that notices to the member be mailed to some other address.
- (C) Notice of meetings need not be given to any member who submits a signed waiver notice, in person or by proxy, whether before or after the meeting. The attendance of any member at a meeting in person or by proxy, without protesting prior thereto or at the commencement of the meeting the lack of notice of such meeting, shall constitute waiver of notice by him.

Section 6. Qualification of Voters:

- (A) Every member of record of the Council except those Ex-officio members listed in Article IV {B} shall be entitled at every meeting of the members to one vote.
- (B) The Board of Directors may fix a date as the record date for the purpose of determining the members entitled to vote at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting. The record date shall not be more than fifty nor less than ten days before the date of the meeting.

Section 7. Quorum:

A majority of the members seated shall constitute a quorum for the transaction of any business. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any members.

Section 8. Organization:

At every meeting of the members the Chairman, or in the absence of the Chairman the Vice-Chairman, or in the absence of both such officers a person selected by the meeting, shall act as chairman of the meeting. The Secretary, his designee, or in the absence of the Secretary and his designee a person selected by the meeting, shall act as secretary of the meeting.

Section 9. Voting:

Whenever any action is to be taken by vote of the members, it shall, except as otherwise required by law, by the Certificate of Incorporation, or these by-laws, be authorized by a majority vote of the voting members present at such meeting.

Section 10. List of Members at Meeting:

A list or record of members entitled to vote, certified by the Secretary or his designee, shall be produced at any meeting of members upon the request of any member who has given written notice to the Council that such request will be made at least ten days prior to such meeting. If the right to vote at any meeting is challenged, the person presiding thereat shall require such list or record of members to be produced as evidence of the right of the persons challenged to vote at such meeting, and all persons who appear from such list of record to be members entitled to vote thereat may vote at such meeting.

Section 11. Conflict of Interest:

(A) A member is ineligible to vote on any matter before the Council in which he has a conflict of interest.

(B) A conflict of interest exists when a member or an organization he is associated with:

(1) Will receive direct pecuniary benefit or detriment, or

(2) Will receive any direct non-monetary benefit or detriment of significant value.

(C) Prior to voting, a member who has a conflict of interest should call this fact to the attention of the presiding officer and abstain from voting.

(D) If, prior to voting, a claim of conflict of interest is made regarding a member who does not choose to abstain, then the existence of a conflict will be determined by a majority vote of those members present.

Section 12. Rules of Parliamentary Procedure:

Parliamentary Procedure and order for all meeting will be conducted following “Sturgis (Standard Parliamentary Procedure)” when other rules are not contained in these articles.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. Qualifications of Directors:

Each Director shall be at least eighteen years of age.

Section 2. Number and Term of Office:

(A) The Board of Directors shall consist of five persons elected by the members at the Annual Meeting from nominations submitted by the Nominating Committee. Additional nominations will be accepted from the floor.

(B) Four directors shall be elected to the following offices: Chairman, Vice-Chairman, Treasurer, and Secretary.

(C) One director at-large will be elected to the remaining position.

(D) All directors shall hold office until the next Annual Meeting and until their successors have been elected or appointed and seated.

Section 3. Resignations and Removal of Directors:

(A) Any director of the Council may resign at any time by giving written notice to the Chairman, or to the Secretary. Such resignation shall take effect at the time specified therein or, if no time be specified, it shall be upon delivery.

(B) Any or all of the directors may be removed, with cause, by the members.

(C) Any or all of the directors may be removed for cause by a majority vote of the directors present provided that all seated directors are present at the meeting at which such action is taken.

Section 4. Vacancies:

(A) Vacancies occurring in the Board of Directors for any reason shall be filled by the members of the Council at its next meeting.

(B) Directors elected to fill vacancies shall be seated immediately and hold office until the next Annual Meeting and until their successors have been elected or appointed and seated.

Section 5. Organization:

(A) At each meeting of the Board of Directors, the Chairman, or, in his absence, the Vice-Chairman, or, in the absence of either such officer a chairman chosen by a majority of the directors present, shall preside.

7/28/14 -- FLREMSC, By-Laws, p. 7

(B) The Secretary or his designee shall act as secretary of the Board of Directors. In the event both the Secretary and his designee shall be absent from any meeting of the Board of Directors, the meeting shall select its secretary.

Section 6. Quorum:

A majority of the seated directors shall constitute a quorum for the transaction of business.

Section 7. Action by the Board of Directors:

(A) Each director shall have one vote.

(B) Except as otherwise provided by law or these by-laws, the Board of Directors shall act by a majority vote of the directors present.

(C) Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board of Directors or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and written consents thereto by the members of the Board or committee shall be filed with minutes of the proceedings of the Board or committee.

(D) Any one or more members of the Board of Directors or any Committee thereof may participate in a meeting of such Board or committee 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 in person at a meeting.

Section 8. Place of Meeting:

The Board of Directors may hold its meetings at the principal office of the Council, or at such a place or places within the State of New York as the Board of Directors may from time to time by resolution determine.

Section 9. Meetings:

(A) Regular meetings of the Board of Directors may be held without notice at such times as may be fixed from time to time by resolution of the Board of Directors.

(B) Special meetings of the Board of Directors shall be held whenever called by the Chairman or by any two of the directors. Notice shall be given orally, or by mail, and shall state the purposes, time and place of the meeting. If notice is given orally, in person or by telephone, it shall be given not less than one day before the meeting; if given by mail, it shall be given not less than three days before the meeting.

Section 10. Waivers of Notice:

Notice of a meeting shall not be given to any director who submits a signed waiver of notice, whether before or after the meeting, who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him.

Section 11. Compensation:

Directors shall receive no compensation for their services but may be reimbursed for the expenses reasonably incurred by them in the performance of their duties.

Section 12. Annual Reports:

The Board of Directors shall present at the Annual Meeting a report verified by the Chairman and Treasurer, or by a majority of the directors, showing in appropriate detail the following:

- (1) The assets and liabilities, including trust funds, of the Council as of the end of the prior fiscal year.
- (2) The principal changes in assets and liabilities, including trust funds, during said fiscal period.

- (3) The revenue or receipts of the Council both unrestricted and restricted to particular purposes, during said fiscal period.
- (4) The expenses or disbursements of the Council for both general and restricted purposes during said fiscal period.
- (5) The number of members of the Council as of the date of the report, together with a statement of increase or decrease in such number during said fiscal period and a statement of the place where the names and places of residence of the current members may be found. This report shall be filed with the records of the Council and a copy thereof entered in the minutes of the proceedings of the Annual Meeting.

ARTICLE VII –OFFICERS:

Section 1. Number:

The officers of the Board of Directors shall also serve as officers of the Council.

Section 2. Additional Officers:

- (A) Additional officers may be elected for such period, have such authority and perform such duties, either in an administrative or subordinate capacity, as the members may from time to time determine.
- (B) Any officer so elected may resign at any time by giving written notice to the Chairman or the Secretary. Any such resignation shall take effect at the time specified therein, or, if no time be specified, upon delivery.
- (C) Any officer so elected may be removed by the members, with cause, at any time.

Section 3. Chairman:

- (A) The Chairman shall preside at all meetings of the members, Board of Directors, and Executive Committee at which the Chairman is present.
- (B) The Chairman shall act as the chief executive officer of the Council and shall supervise generally the management of the affairs of the Council subject only to the supervision of the Board of Directors.
- (C) The Chairman shall also perform such other duties as may be assigned from time to time by the members or the Board of Directors.
- (D) The Chairman shall be an ex-officio, non-voting member of all standing and ad hoc committees of the Council, unless otherwise provided for in these by-laws.
- (E) The Chairman shall act in the absence of, conflict of interest, or concerns of Equal Employment/Harassment toward or upon the Vice Chairman on a case by case basis.

Section 4. Vice Chairman:

- (A) In the absence or incapacity to act of the Chairman, or if the office of Chairman be vacant, the Vice Chairman shall perform the duties and exercise the powers of the Chairman, subject to the right of the Board from time to time to extend or confine such powers and duties or to assign them to others.
- (B) The Vice Chairman will serve as the FLREMSC Equal Opportunity Officer.
- (C) The Vice Chairman will investigate and report all finding to the Executive Committee/Council any concerns regarding Harassment unless relieved by the Chairman.

Section 5. Treasurer:

(A) The Treasurer shall keep and maintain the books of account and shall have charge and custody of, and be responsible for, all funds and securities of the Council, and deposit all such funds in the name of and to the credit of the Council in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

(B) The Treasurer shall also perform all other duties customarily incident to the office of Treasurer and such other duties as from time to time may be assigned by the members or the Board of Directors.

(C) The Treasurer will provide to each member at each regularly scheduled meeting a financial statement reflecting the fiscal position of all accounts of the Council.

(D) The Treasurer or designee will present to Full Council grant requirements and budgets prior to submission.

Section 6. Secretary:

(A) It shall be the duty of the Secretary, or his/her designee, to act as secretary of all meetings of the members, Board of Directors, and Executive Committee and to keep the minutes of all such meetings in a proper book or books to be provided for that purpose.

(B) The Secretary, or designee, shall see that all notices required to be given by the Council are duly given and served.

(C) The Secretary, or designee, shall keep a current list of the Council's directors and officers and their residence addresses and designated electronic addresses for each member.

(D) The Secretary, or designee, shall be custodian of the seal of the Council and shall affix the seal to all agreements, documents and other papers requiring the same.

(E) The Secretary, or designee, shall have custody of the minute book containing the minutes of all meetings of members, directors, the Executive Committee, and any other committees which may keep minutes, and of all other contracts and documents which are not in the custody of the Treasurer, or in the custody of some other person authorized by the Board of Directors to have custody.

(F) The Secretary shall also perform all other duties customarily incident to the office of Secretary and such other duties as from time to time may be assigned by the members of the Board of Directors.

(G) The Secretary shall maintain attendance records, both meeting and Committee, and report said to the Board of Directors and Council members as required and/or requested.

Section 7. Officers:

The Board of Directors may delegate to any officer or committee the power to appoint and to remove any subordinate officer, agent or employee.

Section 8. Assignment and Transfer of Stocks:

Bonds and Securities - It shall require the signatures of any two of the Chairman, Vice Chairman, Treasurer or Secretary to assign, or to endorse for transfer, under the Council's seal, and to deliver, any stock, bonds, subscription rights, or other securities, or any beneficial interest therein, held or owned by the Council.

ARTICLE VIII - STANDING COMMITTEES:

Section 1. Executive Committee:

(A) The Executive Committee shall have the power to act as if the full Council had acted

Except that it cannot:

- (1) Take any action which requires submission to the members of the Council,
- (2) Fill vacancies in the Board of Directors or any committee of the Board of Directors,

- (3) Fix expense compensation for Directors serving on the Board of Directors or any committee of the Board of Directors,
 - (4) Amend or repeal these by-laws or adopt new by-laws, or
 - (5) Amend or repeal any resolution of the Board of Directors which by its terms is not so amendable or repeal able.
- (B) Any actions taken by the Executive Committee shall be referred to the full Council at its next meeting and those actions taken for ratification by the Council.
- (C) Executive Committee acts exclusively on Personnel matters.
- (D) The Executive Committee shall consist of the:
- (1) Board of Directors,
 - (2) One representative from each of the four counties, as elected by the members at each Annual Meeting from nominations submitted by the representatives of each county.
- (E) Ex-officio, non-voting members of the Executive Committee shall be the:
- (1) Medical Director for the Council,
 - (2) Administrative Coordinator of the Council,
 - (3) Program Agency Coordinator.
- (F) Members elected directly to the Executive Committee may be removed by the members of the Council, with cause, at any time. Any vacancy, whether from resignation or removal, shall be filled by the members of the Council at its next meeting.
- (G) The Executive Committee shall meet as often as necessary. A meeting of the Executive Committee may be called by any member of the Executive Committee on three (3) days notice to the Council office or to the members of the Executive Committee. An Executive Committee meeting may be convened at any scheduled full Council meeting in the event that there is a quorum of the Executive Committee and there is not a quorum of the Council.
- (H) The officers of the Board of Directors shall also serve as officers of the Executive Committee.
- (I) All voting members of the Executive Committee shall have one vote.
- (J) A majority of the Executive Committee members seated shall constitute a quorum for the transaction of business.
- (K) The business of the Executive Committee shall be conducted by a majority vote of the members present. If an emergency situation arises and a special meeting and/or quorum can not be obtained timely the Chairperson will electronically poll all members of the Executive Committee for a vote pertaining to the subject with a clear reply date indicated. This electronic vote and results will be introduced into the minutes at the next meeting of the Executive Committee.

Section 2. Regional Medical Advisory Committee:

(A) The Regional Medical Advisory Committee (REMAC), as defined in Sec. 3001(16) of

Article 30 of the New York State Public Health Law:

- (1) Shall develop and recommend to the Council policies, procedures and triage, treatment and transportation protocols which are consistent with the standards of the state emergency medical advisory committee and which address specific local conditions, and
- (2) May recommend to the Council:
 - (a) Physicians for approval to provide on-line medical control,
 - (b) The coordination of regional medical control systems, and

(c) The REMAC's participation in quality improvement activities addressing system-wide concerns.

(B) The REMAC shall be comprised of a minimum of three physicians appointed to one or two year terms by the Chairman of the Council, subject to the approval of the members at the Annual Meeting, and including the Medical Director of the Council, who will serve as the Chairman of the REMAC.

(C) Each voting Physician of the REMAC may designate, in writing, an alternate physician to represent him at any REMAC meeting. The alternate shall have the full voting privileges of said Physician.

(D) Non-voting members of the REMAC may include but not limited to representatives from each of the following groups, appointed to one or two year terms by the Chairman of the Council subject to the approval of the members at the Annual Meeting.

- (1) Hospitals,
- (2) Basic life support providers (two),
- (3) Advanced life support providers (two),

Basic Life Support and Advanced Life Support members of REMAC are elected by the Full Council at the Annual Meeting of the Council.

- (4) EMS training sponsor medical directors, and
- (5) County EMS coordinators.

(E) Both voting and non-voting members of the REMAC may, but need not, be members of the Council.

(F) All voting members of the REMAC shall have one vote.

(G) Two [2] voting physician members of the REMAC, to include Chairperson, shall constitute a quorum for the transaction of business.

(H) The business of the REMAC shall be conducted by a majority vote of the members present.

Section 3. Training Committee:

(A) The Training Committee is responsible for matters delegated by the Council pertaining to the training of EMS personnel.

(B) The Committee shall be appointed by the Chairman of the Council and shall be comprised of members, and ex-officio members, of the Council and other interested persons.

(C) The Committee shall meet from time to time as required to complete its responsibilities.

(D) At its first meeting following the Annual Meeting the Committee shall elect a Chairman who shall serve for one year.

(E) Each member of the Committee shall have one vote.

(F) One-third of the Committee's members shall constitute a quorum to conduct business.

(G) The business of the Committee shall be conducted by a majority vote of the members present.

Section 4. Nominating Committee:

(A) The Nominating Committee shall be responsible for submitting to the members nominations to fill vacancies in the:

- (1) Membership of the Council,
- (2) Board of Directors, and
- (3) Executive Committee.

(B) The Nominating Committee shall be comprised of four members, one from each of the four counties.

(C) The members shall be appointed by the Chairman of the Council, and one designated Chairman, Nominating Committee, by the members of the Committee subject to approval of the members.

(D) The members shall serve until the next Annual Meeting.

(E) A majority of the Committee members seated shall constitute a quorum for the transaction of business.

ARTICLE IX - CONTRACTS, CHECKS, DRAFTS AND BANK ACCOUNTS:

Section 1. Execution of Contracts:

The members of the Council or when time requires the Board of Directors, except as otherwise provided in these by-laws, may authorize any officer or officers, agent or agents in the name of and on behalf of the Council to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; but, unless so authorized by the members or the Board of Directors, or expressly authorized by these by-laws, no officers, agent or employee shall have any power or authority to bind the Council by any contract or engagement or to pledge its credit or to render it liable pecuniarily in any amount for any purpose.

Section 2. Loans:

(A) No loans shall be contracted on behalf of the Council unless specifically authorized by the Board of Directors and ratified by the Full Council.

(B) No loans shall be made by the Council to its directors or officers, or to any other corporation, firm, association or any other entity in which one or more of its directors or officers are directors or officers or hold a substantial financial interest.

Section 3. Checks, Drafts, etc.:

All checks, drafts and other orders for the payment of money out of the funds of the Council, and all notes or other evidences of indebtedness of the Council, shall be signed on behalf of the Council in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits

All funds of the Council not otherwise employed shall be deposited from time to time to the credit of the Council in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE X -GENERAL

Section 1. The Council Seal:

The Seal shall be in the form of a circle and shall have inscribed thereon the following: FINGER LAKES REGIONAL EMERGENCY MEDICAL SERVICES COUNCIL, INC., 1986 New York Not-for-Profit Corporation.

Section 2. Indemnification of Directors and Officers:

(A) To the full extent authorized by law, the Council shall indemnify any person made, or threatened to be made, a party in any action or proceeding, whether civil or criminal, by reason of the fact that the person, his or her testator, or intestate, is or was a director or officer of the Council or served in any capacity at the request of the Council and who acted in good faith.

(B) The foregoing shall not obligate the Council to purchase directors' and officers' liability insurance, but should applicable law permit, the Council may purchase such insurance if authorized and approved by the Board of Directors.

Section 3. Interested Directors and Officers:

No contract or other transaction between the Council and one or more of its Directors or Officers, or between the Council and any other corporation, firm, association or other entity in which one or more of its directors or officers are Directors or Officers, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such Director or Officer were present at the meeting of the Board of Directors, or of a Committee thereof, which authorized such contract or transaction, or that his or their votes are counted for such purpose:

(1) If the material facts as to such Directors' or Officers' interest in such contract or transaction and as to any such common directorship, officership or financial interest are disclosed in good faith or known to the Board or Committee, and the Board or Committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested Directors or Officers; or

(2) If the material facts as to such Director's or Officer's interest in such contract or transaction and as to any such common directorship, officership or financial interest are disclosed in good faith or known to the members entitled to vote thereon, if any, and such contract or transaction is authorized by vote of such members.

(3) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the members, the Board of Directors or Committee which authorizes such a contract or transaction.

ARTICLE XI - FISCAL YEAR:

Section 1. Fiscal Year:

The fiscal year of the Council shall commence September 1 in each calendar year and end on August 31 of the following calendar year.

ARTICLE XII - - AMENDMENTS:

Section 1. Amendments:

(A) The By-Laws of the Council may be amended or repealed by a two-thirds vote of the members seated.

(B) Written notification of proposed By -Law amendments will be made at the prior meeting at which the ratification is scheduled for a role call vote.

ARTICLE XIII – DISSOLUTION

(A) Dissolution of the Council will be in accordance with non-for-profit statutes and current regulations of the NYS Department of Health.

(B) Assets remaining after the satisfaction of all debts and warrants will be donated to Finger Lake Community College, Emergency Medical training groups, and or other similar medical educational groups as determined by resolution of the current Council Members at the time of dissolution.