

CALHOUN COUNTY MEDICAL CONTROL AUTHORITY
BYLAWS

ARTICLE I
BOARD OF DIRECTORS

Section 1.1 Corporate Name

The name of the corporation shall be “Calhoun County Medical Control Authority”: hereinafter referred to as “CCMCA”.

The articles of incorporation of this corporation have been filed in the offices of the Michigan Department of Commerce, the Incorporator, in accordance with Section 223 of the Michigan Nonprofit Corporation Act.

Section 1.2 Board of Directors

The Board of Directors, which shall be the governing body, shall manage the business and affairs of the Calhoun County Medical Control Authority (CCMCA). The Board shall meet as often as necessary to conduct the business of the authority, but at least quarterly. Meetings will be held in the months of January, April, July, and October, pursuant to the provisions of the Michigan Open Meeting Act, MCLA 15.261 et seq.

Section 1.3 Number and Selection of Directors

The board of Directors shall consist of thirteen (13) persons as follows: one (1) licensed emergency department physician who shall serve in the capacity of Physician Director as appointed by the Board of Directors of CCMCA; two (2) hospital administrators (one each from BCHS and Oaklawn); two (2) hospital emergency department nursing administrators (one each from BCHS and Oaklawn); three (3) ambulance provider representatives (one each from Albion Community Ambulance, LifeCare Ambulance, and Marshall Firefighters Ambulance Authority.); two (2) representatives from agencies that provide Medical First Response within the County (designated by the Calhoun County Fire Chiefs Association, positions to represent urban/suburban and the rural settings); one (1) EMS training representative from Kellogg Community College; one (1) administrator from Calhoun County Central Dispatch; one (1) person from the public at-large as selected by the CCMCA Board of Directors.

All of the providers and hospitals named above must represent an organization in good standing with CCMCA. Any organization or provider not in good standing may, at the discretion of the Board of Directors, be removed from the CCMCA by two-thirds majority vote of those present or 2/3 majority vote of quorum. Likewise, new hospitals or providers must be approved by a two-thirds majority vote of the Board of Directors. All representatives, must be selected by the CEO/President of the organization whom they represent. Written confirmation of the selection is required every three years.

The Board of Directors shall elect officers, for one (1) year terms, at the annual meeting.

Section 1.4 Removals

Any Director, including the Physician Director, may be removed from office with or without cause by a two-thirds (2/3) vote of the Board.

Section 1.5 Vacancies

Vacancies occurring in the Board of Directors by reasons of death, resignation, removal or other inability to serve, shall be filled by the membership in accordance with the constituencies set forth in Section 1.3 unless there are more than four (4) vacant positions.

Section 1.6 Ex-officio Members

Additional non-voting members may be appointed by the chairman to be utilized as resources, and provide recommendations or information as needed, i.e., pharmacists, accountants, finance, attorneys.

Section 1.7 Quorum and Voting

All issues requiring a vote of the Board of Directors shall require a simple majority vote unless otherwise specified by the organizational by-laws.

In the event a Director cannot be present at a meeting, a written proxy authorizing an alternate to represent them shall be accepted if presented to the Chairperson prior to the beginning of the meeting.

A majority of Officers (three must be present) and Directors (fifty percent) as additionally specified in Section 1.3, and a majority of the voting members of any committee, shall constitute a quorum for the transaction of business.

A committee may, however, make recommendations and reports to the Board of Directors without a quorum being present.

A member of the Board of Directors or committee appointed by the Board may participate in a meeting by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear one another. Participation in a meeting in this manner constitutes presence of the person at the meeting.

Section 1.8 Attendance Requirements

A Director who fails to attend a minimum of seventy-five (75) percent of the board meetings without an excused absence shall be subject to removal from the Board of Directors of CCMCA.

Section 1.9 Annual Meeting

The Board of Directors shall meet each year to elect the Officers. The annual meeting shall be conducted before the first scheduled business meeting of each new calendar year.

Section 1.10 Special Meetings

Special meetings of the Board of Directors may be called by the Chairperson upon the request of not less than six (6) Directors. Minutes of such meetings will be taken and copies thereof distributed to the members of the Board in a timely manner.

Section 1.11 Actions without a Meeting

Any action required or permitted at any meeting of the Directors or committees may be taken without a meeting, without prior notice and without a vote, if all of the Directors or committee members entitled to vote thereon consent in writing.

Section 1.12 Bylaws

The Calhoun County Medical Control Authority shall maintain and rule from the approved By-laws. All By-law changes or addendum's must be approved by a two-thirds (2/3) majority vote of the Board of Directors.

All By-law changes may be subject to the approval of Michigan Department of Consumer and Industry Services, EMS Division.

Section 1.13 Committees

The following standing committees will be maintained by the CCMCA, Executive Committee, CQI, Finance, MASS Disaster. AD HOC Committees will be at the discretion of the chairperson.

ARTICLE II OFFICERS

Section 2.1 Officers

The members of the Board of Directors shall elect from among its members the following Officers at each annual meeting. The Officers will comprise the Executive Committee.

1. Chairperson
2. Vice Chair
3. Secretary/Treasurer
4. Medical Director/Alternate Medical Director
5. At-Large Executive Board Member

Additionally, the Officers elected to the positions of Chair, Vice Chair, Secretary/Treasurer, and At-Large Executive Board Member must be composed of not less than two (2) Hospital senior management representatives. All members of the Board of Directors are eligible for election to the Officer positions.

Section 2.2 Election and Terms

All officers shall be elected for a term of one (1) year (or until their successors have been elected) by the Board of Directors at its annual meeting. The Chairperson has the option of appointing a nominating committee for the Officers positions prior to the last scheduled meeting of the calendar year.

Section 2.3 Duties

A. Chairperson

The Chairperson will preside at all meetings of the Board and shall have such further powers and duties as may be assigned to him by the Board of Directors.

The Chairperson will be an ex-officio member of all standing committees and shall see that all orders and resolutions of the Board are carried into effect. The chairperson in collaboration with the executive committee will be responsible for appointing members to committees

B. Vice Chairperson

The Vice-Chairperson will assume the duties assigned by the Chairperson as well as the responsibilities of the Chairperson in the Chairperson's absence

C. Secretary/Treasurer

The Secretary/Treasurer shall be responsible for reviewing minutes of all meetings of the Board of Directors. The duty of recording minutes of the Board meetings can be delegated to any Board member or a recording secretary (non-member of the Board provided by the chairperson) as directed by the Secretary/Treasurer.

The Secretary/Treasurer will be responsible for managing the day-to-day operations of the CCMCA and contract with Kellogg Community College. As part of this function, the Secretary/Treasurer may be required to attend meetings on the behalf of the CCMCA and contact appropriate members of the CCMCA Board of Directors regarding issues as they arise. The Secretary/Treasurer will report to the Board of Directors any actions or issues acted upon on behalf of the CCMCA.

The Secretary/Treasurer who acts as chair of the Finance committee shall also have general supervision of all funds of the Calhoun County Medical Control Authority including gifts and grants. The Finance Department of Kellogg Community College in collaboration with the Secretary/Treasurer will maintain the funds and accounts. He or she shall deposit or cause to be deposited all such funds in the name of the Board in such bank or other depositories as the Board may designate. He or she shall cause the funds of the Board to be collected and disbursed. Full and accurate account of all receipts and disbursements shall be maintained.

The Secretary/Treasurer will manage all grants and funds as assigned by the CCMCA Board of Directors. He or she will render to the Board a quarterly report of all financial transactions. He or she will participate in annual audits, as required by Kellogg Community College regarding CCMCA funds and report the status to the CCMCA.

D. Medical Director/Alternate Medical Director

The Medical Director shall be a full-time, hospital based emergency physician working within Calhoun County. Such physicians shall be board certified in emergency medicine or other medical specialty and be ACLS/ATLS certified. NAEMSP desired. The Medical Director will have authority over all clinical and patient care aspects of the EMS system and is also responsible for system certification.

The Medical Director shall head the Continuous Quality Improvement Committee and the responsibilities of that committee. All other duties are described within the job description for the position. This is the only position of the CCMCA that is reimbursed as a contract employee.

The alternate Medical Director may act in the absence of the Medical Director (as directed by the Board) in all capacities. The Alternate may only vote on Executive Committee matters when authorized by proxy, in the absence of the Medical Director.

E. At-Large Board Member

The duties of the At-Large Board Member are as assigned by the Chairperson. The At-Large Executive Board member and Public At-Large Director positions

are not equivalent. Any Director is eligible for the Executive Board Member position including the Public At-Large Director position.

Section 2.4 Removal of Officers

Any officer may be removed with or without cause by the vote of two-thirds (2/3) of the Directors then in office at any regular or special meeting of the Board of Directors. Any officer proposed to be removed shall be entitled to at least fourteen (14) days notice, in writing, by mail, of the meeting of the Board at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board at such meeting.

Section 2.5 Indemnification

Procedure for Indemnification: To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article or in the defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith. Any indemnification under Sections 1 or 2 of this Article (unless ordered by a court) shall be made by the CCMCA only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper under the circumstances because he has met the applicable standard of conduct set forth in Section 1 or Section 2 of this Article. Such determination shall be made in one of the following ways:

- (A) By the Board of Directors by a majority of the vote of a quorum consisting of directors who were not parties to such action, suit or proceeding;
- (B) If such quorum is not obtainable or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.
- (C) By the Directors.

ARTICLE III
ROLE OF THE MEDICAL CONTROL AUTHORITY

Section 3.1 Purpose

The Calhoun County Medical Control Authority shall be responsible for the adoption and enforcement of Minimum standards of life support, medical care, protocols, operational procedures, and on-line medical control for all agencies and personnel within the authorized area of authority to include:

- a. Patient care treatment protocols/guidelines along with requirements for Paramedics, EMT Specialist, EMT's, and Medical First Responders to operate within the EMS system.
- b. Patient care quality review of procedures and establishment of benchmark performance standards for all pertinent patient care activity.
- c. Assurance of availability and efficiency of training and continuing education programs.
- d. System telecommunication procedures including the receipt and dispatch of ambulances and Medical First Responders.
- e. Agreement for the coordination of services (mutual aid).
- f. Procedures for the enforcement of standards, protocols and procedures.
- g. Procedures for withdrawal and restoration of hospital cooperation when necessary to assure compliance of the providers with standards, protocols, or procedures, or to protect the public health, safety or welfare.
- h. Procedures for pharmaceutical security, control, and exchange.
- i. Standards for physicians who are providing on-line medical control. These standards are the responsibility of the Medical Director.
- j. Procedures for selection, contracting and renumeration of the Medical Director.
- k. Policy and Procedures for Due Process for all decisions of the Board of Directors or the Medical Director as they relate to providers or agencies.

Section 3.2 Submission of Standards, Protocols and Procedures

The Authority shall submit the standards, protocols and procedures to the Michigan Department of Consumer & Industry Services-Bureau of Health Systems Division of Emergency Medical Services, for review and approval 60 days prior to their implementation. This shall be done after all affected parties have reviewed and had an opportunity to comment on proposed changes or additions.

The Board of Directors, with a unanimous vote of approval, may waive the 60 day implementation period if a change in policy, procedure, or protocol is necessary to protect the public health, safety, or welfare.

Section 3.3 Authority for Medical Control

Public Act 179 of the Michigan Public Acts of 1990 provides authority for the actions of the CCMCA.

Section 3.4 Compliance

All persons and all agencies providing prehospital emergency medical care services within Calhoun County shall comply with the minimum standards of medical care, protocols, policies, and operational procedures adopted by the CCMCA.

Section 3.5 Initiation of Enforcement Procedures

If the Board of Directors of CCMCA believes any prehospital emergency care provider, person, or agency is or has been in violation of minimum medical care standards or operational procedures that affects medical care as adopted by CCMCA, the Authority shall initiate voluntary enforcement procedures. If it is determined the service or person is unable to demonstrate voluntary compliance, CCMCA shall request the Michigan Department of Consumer and Industry Services, EMS Division initiate compliance procedures if deemed appropriate by the department.

The Board of Directors, with a two-thirds majority vote, may elect to withdraw Medical Control oversight from any person or service if the violations are not corrected, are of gross negligence in nature, or the person or service refuses to cooperate with the investigation of said complaints. This is a step that can only occur if the Policy/Procedures of Due Process have been followed. As noted in the Due Process policy, the Medical Director may take immediate action to remove a provider or agency from operational capacity under certain circumstances without the authorization of the Board of Directors.

ARTICLE IV FINANCIAL

Section 4.1 Finance Committee

The finance committee shall be chaired by the Secretary/Treasurer and shall consist of two additional members appointed by the executive committee.

The Finance Committee's Duties:

1. Develop and supervise maintenance of the budget.
2. Ensure compliance with governmental requirements which will include timely filing of 990 forms.
3. Supervise Medical Control Funding and Capital Improvement Fund.
4. Provide recommendations for investments and future grant opportunities.

Section 4.2 Medical Control Funding

All ordinary and necessary expenses of CCMCA shall be paid by membership dues from each of the members based on the following formula, subject to the approval of the Board of Directors:

25% of the total operating budget is to be received from the ambulance providers. The remaining 75% is to be received from the hospitals according to the annual number of emergency department visits at each member hospital as set forth in the most recent annual report of the HAS of Southwestern Michigan.

Funding solutions among the ambulance provider agencies must be agreed upon by the agencies and be consistent with the Health Care Finance Administration's regulations.

There are no current expectations for contributions from the Medical First Responder agencies or individual providers, at any level, to provide funding to CCMCA.

Section 4.3 Capital Improvement Fund

The Capital Improvement Fund will be under the auspices of the Officers of the Board of Directors. The fund, with original funding from the W.K. Kellogg Foundation, is intended to improve the EMS system. An application process that includes identifying needs, financial stability of the requesting organization, etc., will be maintained per policy. Policies and standards for the use of this fund will be followed.

The Secretary/Treasurer will, in conjunction with KCC Finance Department, maintain all application and financial records of the Capital Improvement Fund. A simple majority vote of the Officers of the Board will be required to approve any requests.