AMENDED AND RESTATED
INTERGOVERNMENTAL AGREEMENT
BETWEEN

DELTA COUNTY, COLORADO
AND
GUNNISON COUNTY, COLORADO
AND
HINSDALE COUNTY, COLORADO
AND
MONTROSE COUNTY, COLORADO
AND
OURAY COUNTY, COLORADO
AND
SAN MIGUEL COUNTY, COLORADO

TO ESTABLISH A
MULTICOUNTY REGIONAL EMERGENCY MEDICAL AND TRAUMA ADVISORY COUNCIL

THIS AGREEMENT is entered into this 2nd day of October, 2013, by and among the Board of County Commissioners of the County of Delta, Colorado (hereinafter "Delta"), Board of County Commissioners of the County of Gunnison, Colorado (hereinafter "Gunnison"), Board of County Commissioners of the County of Hinsdale, Colorado (hereinafter "Hinsdale"), Board of County Commissioners of the County of Montrose, Colorado (hereinafter "Montrose"), Board of County Commissioners of the County of Ouray, Colorado (hereinafter "Ouray"), and the Board of County Commissioners of the County of San Miguel, Colorado (hereinafter "San Miguel"), *referred to herein singularly or collectively as the "County" or "Counties" as the case may be.*

WHEREAS, pursuant to the provisions of Section 18 of Article XIV of the Colorado Constitution and Section 29-1-201-203, C.R.S., as amended, Colorado counties may cooperate or contract with one another to provide any function, service or facility lawfully authorized to each County; and

WHEREAS, the General Assembly of the State of Colorado enacted the Colorado Trauma Care System Act, Section 25-3.5-701, *et seq.*, C.R.S. (hereinafter "Act"); and

WHEREAS, said Act requires that the Board of County Commissioners of each Colorado County establish a Regional Emergency Medical & Trauma Advisory Council (hereinafter, "RETAC") with the governing body of four or more other counties, or with the governing body of a City and County, to form a multi-county RETAC; and

WHEREAS, said Act allows funding for established RETAC's by the distribution of funds in accordance with Section 25-3.5-605, *et seq.*, C.R.S. for planning and, to the extent possible, coordination of emergency medical and trauma services in the County, City and Counties, and between counties when such coordination would provide for better service geographically; and

WHEREAS, Delta, Gunnison, Hinsdale, Montrose, Ouray, and San Miguel counties recognize that appropriate care for those persons experiencing a medical emergency or traumatic injury is immediately necessary and that much of the infrastructure and cooperative spirit needed to create such a multi-county organization including shared resources, equipment, and facilities that provide trauma service already exist; and

WHEREAS the Boards of County Commissioners of Delta, Gunnison, Hinsdale, Montrose, Ouray, and San Miguel counties, being located in Western Colorado within reasonable geographic proximity to one another, recognize the benefits and advantages obtained by working together to develop a statewide emergency medical treatment system are greater than participating as individual counties and therefore desire to participate with one another in a RETAC; and

WHEREAS, Western Regional EMS Council, Inc. ("WREMSC"), a Colorado not for profit corporation, was originally established as a regional EMS council for this six county region and is comprised of members from Delta, Gunnison, Hinsdale, Montrose, Ouray, and San Miguel counties; and

WHEREAS, Delta, Gunnison, Hinsdale, Montrose, Ouray, and San Miguel counties entered into an IGA, dated May 14, 2001, to establish a RETAC in accordance with law and pursuant to that IGA established the Western Regional Emergency Medical and Trauma Advisory Council ("the WRETAC") and designated WREMSC to function as the WRETAC for this six county region (the May 14, 2001 IGA shall hereinafter be referred to as the "old IGA"); and

WHEREAS, the Counties desire to continue to incorporate the duties and responsibilities of the RETAC for this six-county region into those of the WREMSC and to delegate the WRETAC duties and functions to WREMSC, but desire to amend the membership structure of the WRETAC board; and

WHEREAS, the Counties desire to amend the old IGA accordingly to implement the revisions and changes established in this Amended and Restated IGA.

NOW THEREFORE, for and in consideration of the mutual promises, covenants, and obligations herein set forth, Delta, Gunnison, Hinsdale, Montrose, Ouray, and San Miguel counties agree as follows:

1. Delta, Gunnison, Hinsdale, Montrose, Ouray, and San Miguel counties do hereby jointly establish in cooperation with each other, a RETAC to be known as the "Western Regional Emergency Medical & Trauma Advisory Council" or "Western RETAC" (WRETAC).
2. The purpose of the WRETAC is to satisfy all the requirements and obligations and to perform all the duties required under state law of RETACs for the region consisting of Delta, Gunnison, Hinsdale, Montrose, Ouray, and San Miguel counties.

3. The WRETAC shall perform the duties of a RETAC for this six county region as same are specified by CRS 25-3.5-701, *et seq*., as amended or as otherwise required by the law of the State of Colorado and this Amended and Restated IGA; and such RETAC duties for this six county region are hereby delegated to WREMSC. It is intended that the WRETAC will work cooperatively with WREMSC and WREMSC is expected to work cooperatively with WRETAC and the Counties to facilitate the successful and effective performance of the duties set forth for RETACs under state law.

4. The WRETAC shall represent equitably the interests of Delta, Gunnison, Hinsdale, Montrose, Ouray, and San Miguel counties.

5. WREMSC has amended its bylaws to be consistent with the applicable provisions of this Amended and Restated IGA, including, but not limited to, appointment of membership, requiring advance notice and approval from the boards of county commissioners for the six counties prior to any further amendment of the WREMSC by-laws, and the performance of RETAC functions, and shall comply with all Colorado statutes and regulations applicable to the RETAC.

6. It is intended under this Amended and Restated IGA that the members of the WRETAC appointed in accordance with this Agreement shall be the same persons who are the members of the governing board of WREMSC. However, no member of the WRETAC shall be permitted to have any financial or other conflict in serving on both the WRETAC and WREMSC or in performing the duties of either WRETAC or WREMSC.

7. The WRETAC shall be governed by a board consisting of thirteen (13) voting members with two voting members appointed by each of the six participating counties and a voting member appointed by a state-approved EMT training center. Also other non-voting, ad hoc members may be appointed as provided herein in Section 21.

8. The WRETAC, as directed under State Statute and this Amended and Restated IGA, is, at a minimum, charged with maintaining, updating and revising as required by State Law or Regulation the regional emergency medical and trauma system plan (hereafter the "Plan") submitted to the Colorado State Emergency Medical and Trauma Services Advisory council created by the Act. Any updates or revision to the Plan shall be submitted for review and approval by the governing bodies of each County. The Plan and any updates or revisions thereof, as approved, shall at a minimum address the issues required by applicable state statute or state regulation, including but not limited CRS 25-3.5-704(2)(c)(B)(II), as amended.

9. WREMSC may, in its discretion, assume other responsibilities not required by Colorado RETAC rules, which are in the public interest and for the public good so long as such tasks are in support of emergency medical and trauma services within the Counties and not in conflict with the purposes and duties of the WRETAC.

10. Nothing in this Agreement shall be construed to require any County to provide funds or support of any additional tasks undertaken by the WRETAC not set forth in paragraph 6 above.

11. All funding received by the WRETAC, whether from the Colorado Department of Public Health and Environment (CDPHE) in accordance with CRS 25-3.5-601, *et seq.* or from any other source, shall be maintained and accounted for separately from any WREMSC funds and shall only be used for authorized RETAC purposes in accordance with the purpose of the funds and any restrictions on the use of such funds imposed or required by the funding source. The WRETAC and WREMSC board shall provide copies of all such financial records to any of the Counties immediately upon request by such County and shall fully cooperate in any audit performed by any of the counties of such financial records. Also the WRETAC board shall provide to each county, biannually, by the 31st day of January and again by the 31st day of July of each year a report of the WRETAC's activities including revenue and expenditure information for the six month period preceding the date of the report.

12. Any party to this Amended and Restated IGA may terminate its participation in the WRETAC with or without reason upon thirty (30) days prior written notice to the other parties of this agreement and the Colorado Department of Public Health and Environment.

13. Nothing herein contained shall make or be construed to make WREMSC, the WRETAC, Delta County, Gunnison County, Hinsdale County, Montrose County, Ouray County, and/or San Miguel County a partner or joint venture of any of the others. The WRETAC shall not be deemed to be a separate governmental entity, it being the intent of the counties that each shall retain their independent public entity status and the purpose of the formation of the WRETAC is to cooperate in fulfilling the RETAC duties as required by the Act.

14. This Amended and Restated IGA shall be deemed to be made, shall be subject to, and shall be construed in accordance with the laws of the State of Colorado.

15. Should any one or more paragraphs or provisions of this Amended and Restated IGA be judicially determined invalid or by a court of competent jurisdiction, such determination shall not effect, impair, or invalidate the remaining provisions hereof, the intention being that the various provisions hereof are severable.

16. In the event WREMSC is dissolved for any reason, all funds and capitalized equipment, if any, received for the specific use by the WRETAC shall be returned to the WRETAC.

17. This Amended and Restated IGA embodies the entire agreement about its subject matter among the parties and supersedes all prior agreements and understandings, if any, and may be amended or supplemented only by an instrument in writing executed by all parties to this agreement.

18. The parties to this Amended and Restated IGA do not intend to benefit any person not a party to this agreement; there shall be no third party beneficiaries. No person or entity, other than the parties to this Amended and Restated IGA, shall have any right, legal or equitable, to enforce any provision of this agreement. Nothing in this Amended and Restated IGA is intended to, or shall waive any legal defenses or immunities otherwise available to the parties hereto pursuant to the Colorado Governmental Immunity Act.

19. Each person signing this Amended and Restated IGA in a representative capacity, expressly represents the signatory has the subject party's authority to so sign and that the subject party will be bound by the signatory's execution of this agreement. Each party expressly represents that except as to the approval specifically required by this agreement, such party does not require any third party's consent to enter into this agreement.

20. This Amended and Restated IGA may be executed in counterparts, each of which shall be deemed to be an original and all of which together shall constitute an original agreement.

21. The membership of the WRETAC board shall be defined as follows:

    A. Two voting members from each County as appointed by the Board of County Commissioners and representing the appointing County.

        1. A description of duties will be provided by WREMSC as specified in paragraph 22 of this Amended and Restated IGA.

        2. WREMSC will provide an annual report to the BOCCs identifying their appointees attendance, voting record, and committee participation in order for commissioners to evaluate their appointee's effectiveness.

    B. One voting member as appointed by the governing body of the Delta-Montrose Technical College, a state approved EMT training center.

    C. One ad hoc, non-voting, member appointed by the administrator of St. Mary's Hospital and Medical Center, the regional resource facility.

    D. Additional ad hoc, non-voting, members to be appointed by any interested organization within the following categories of service providers, to include:

        1. Western Regional All-Hazards Emergency Management

        2. Public Health

        3. Law Enforcement

        4. Public Safety Access Points

        5. Other subject matter experts as needed

    E. In making appointments to membership on the WRETAC, each appointing County shall make appointments to reflect as equally as possible representation between hospital and pre-hospital providers and from each participating county and shall comply with the requirements of CRS 25-3.5-704(c), as amended.

22. The terms of members' appointments to the WRETAC board shall be for four (4) year terms, commencing with the date of the appointment, except that in order to stagger the terms of the members of the WRETAC, for the first term of the County appointments under this amended and restated IGA one of each of the counties' appointee shall be for a two (2) year term and one appointee shall be for a four (4) year term. Upon the expiration of this first two year term for these initial county appointments, all future appointments by the Counties for both of each County's appointments shall be for the full four (4) year terms. Any member appointed to the

WRETAC board may be removed by the appointing authority of that member for cause.

23. A Job Description, which includes terms, as well as evaluation methods for attendance, voting and committee work, is attached to this Amended and Restated IGA as an example and for guidance for the membership appointing authorities.

24. The old IGA is hereby amended and restated by this Amended and Restated IGA and all terms, conditions, and agreements specified in the old IGA are hereby terminated and replaced by those stated in this Amended and Restated IGA.

ATTEST:

CLERK AND RECORDER

BOARD OF COUNTY COMMISSIONERS OF THE COUNTY OF DELTA

BY: _____

CHAIRMAN

ATTEST:

CLERK AND RECORDER

BOARD OF COUNTY COMMISSIONERS OF THE COUNTY OF GUNNISON

BY: _____

CHAIRMAN

ATTEST:

Linda Pavich Ragle

CLERK AND RECORDER

by Joan Roberts, Deputy

BOARD OF COUNTY COMMISSIONERS OF THE COUNTY OF HINSDALE

BY: _____

CHAIRMAN

ATTEST:

Sandra Nelson

CLERK AND RECORDER, Deputy

BOARD OF COUNTY COMMISSIONERS OF THE COUNTY OF MONTROSE

BY: _____

CHAIRMAN

ATTEST:

FOR CLERK AND RECORDER MICHELLE NAMER

BOARD OF COUNTY COMMISSIONERS OF THE COUNTY OF OURAY

BY: _____

CHAIRMAN

ATTEST:

FOR CLERK AND RECORDER

BOARD OF COUNTY COMMISSIONERS OF THE COUNTY OF SAN MIGUEL

BY: _____

CHAIRMAN

Delta
Gunnison
Hinsdale
Montrose
Ouray
San Miguel

Board of Directors

Description of Duties: Director

Overview

The Board of Directors of the Western Regional EMS Council, Inc., also known as WRETAC, will lead, guide, and evaluate the work of WREMSC, Inc. The day-to-day operations will be led by WREMSC, Inc.'s Coordinator. The Board-Coordinator relationship will be a partnership to carry out the direction of the Board. The appropriate involvement of each Board member is both critical and expected. Specific Board Member duties and responsibilities include:

Leadership, governance and oversight

- Serve as a trusted advisor to the Board and to the Board's Coordinator in development and implementation of Board direction and strategic planning
- Review agenda and supporting materials and perform any other preparatory work prior to Board and Committee meetings such that the Board member is prepared for discussion and potential action in the meeting
- Review and approve WREMSC, Inc.'s annual budget, audit reports, and material business decisions. Assist in meeting all legal and fiduciary responsibilities of WREMSC, Inc.
- Contribute to an annual performance evaluation of the Coordinator
- Partner with the Coordinator and other board members to ensure that board resolutions/direction are carried out
- Review outcomes and regularly measure performance and effectiveness of WREMSC, Inc.
- Serve on committees or task forces and take on special assignments
- Be willing to take a leadership role in WREMSC, Inc. as chairing committees and with adequate experience, becoming an elected officer of WREMSC, Inc.
- Represent WREMSC, Inc. to stakeholders; acting as an ambassador for the organization and seeking input from stakeholders

300 North Cascade Avenue, U-10
Montrose, CO 81401
970.249.5685
Fax: 970.249.5364

- Be willing on an occasional basis to represent WREMSC, Inc. on regional- and state-level committees and organizations

Board terms/participation

WREMSC, Inc. Board members serve at the pleasure of their respective county's Board of Commissioners. The Commissioners will receive annual reports from WREMSC, Inc. identifying the Board members participation and activities in that year. This may assist the Commissioners to help determine the Board members effectiveness for decisions to re-affirm their appointment or make another choice.

Qualifications

Ideal candidates for appointment to this Board of Directors will have the following qualifications:

- Professional experience (paid or volunteer) in emergency medicine as a provider and/or administrator
- A commitment to and understanding of WREMSC, Inc.'s role and activities in providing an organized and predictable response to medical and trauma emergencies in our communities
- Diplomatic skills and a natural affinity for cultivating relationships and persuading, convening, facilitating, and building consensus among diverse individuals and organizations
- Personal qualities of integrity, credibility, and a passion for improving the lives of citizens and visitors to this region

Service on WREMSC, Inc.'s Board of Directors is without remuneration, except for administrative support, travel and accommodation costs, and expense reimbursements that are required to carry out Board members' duties.

1/30/2013c

By-Laws
Of the
Western Regional EMS Council, Inc.
d.b.a.
Western Regional Emergency Medical and Trauma Advisory Council

Article I - NAME

The name of this Nonprofit Corporation will be the Western Regional EMS Council, Inc. (WREMSC)

Article II - OBJECTIVES AND FUNCTIONS

The objectives of this Corporation will be to:

A. Promote, foster and support cooperative organization of emergency medical services for Delta, Gunnison, Hinsdale, Montrose, Ouray and San Miguel Counties.
B. Represent equitably the interests of Delta, Gunnison, Hinsdale, Montrose, Ouray, and San Miguel Counties.
C. Incorporate the duties and responsibilities of the Western Regional Emergency Medical and Trauma Advisory Council (WRETAC) into those of the WREMSC and to delegate the WRETAC duties and functions to WREMSC in accordance with the Inter-Governmental Agreement as approved by the above counties.
D. Facilitate the successful and effective performance of the duties set forth for a Regional Emergency Medical and Trauma Advisory Council (WRETAC) as specified by CRS 25-3.5-701, and maintain, update and revise the Biennial Regional Emergency Medical and Trauma System Plan submitted to the Colorado State Emergency Medical and Trauma Services Advisory Council.

Article III - WREMSC IGA

A. The executed Inter-Governmental Agreement and Colorado Revised Statutes shall govern the appointment of membership. The members of the WRETAC appointed in accordance with the IGA shall be the same persons who are the members of the governing board of WREMSC.
B. The WREMSC will perform all RETAC functions and shall comply with all Colorado statutes and regulations applicable to the RETAC.

C. WREMSC is charged with maintaining, updating and revising as required by State Law or Regulation the Biennial Regional Emergency Medical and Trauma System Plan submitted to the Colorado State Emergency Medical and Trauma Services Advisory Council. The plan shall at a minimum address the issues included in but not limited to CRS 25-3.5-704(2)(c)(B)(II), as amended. Any updates or revisions shall be submitted for review and approval by the governing bodies of each County.
D. All funding received by the WREMSC in accordance with CRS 25-3.5-601, shall be maintained and accounted for separately from any WREMSC funds designated for other projects and shall only be used for authorized RETAC purposes in accordance with the purpose of the funds and any restrictions on the use of such funds imposed or required by the funding source. The WREMSC board shall provide copies of all such financial records to any of the Counties immediately upon request by such County and shall fully cooperate in any audit performed by any of the counties of such financial records.
E. The WREMSC Board shall provide to each county, biannually, by the 31st day of January and again by the 31st day of July of each year a report of the WRETAC's activities including revenue and expenditure information for the six month period preceding the date of the report.
F. Any proposed changes to the by-laws that may affect any provision of the Multi-County IGA, must be discussed in advance with the Board of County Commissioners of the six counties.

Article IV - Membership

Section A WREMSC BOARD OF DIRECTORS

The membership of the WREMSC Board of Directors shall be defined as follows:

A. Two voting members from each County as appointed by the Board of County Commissioners and representing the appointing County.
    a. A description of duties for a WREMSC Board Director will be provided by WREMSC.
    b. The WREMSC will provide an annual report to the Board of County Commissioners of the 6 counties identifying their appointees attendance, voting record, and committee participation in order for commissioners to evaluate their appointees' effectiveness.
B. One voting member as appointed by the governing body of the Delta-Montrose Technical College, a state approved EMT training center.
C. One ad hoc, non-voting, member appointed by the administrator of St. Mary's Hospital and Medical Center, the regional resource facility.
D. Additional ad hoc, non-voting members to be appointed by a WREMSC Board delegated committee within the following categories of service providers, to include:
    a. West All-Hazards Emergency Management Region, also known as West Region Emergency Planning Committee.
    b. Public Health

c. Law Enforcement
d. Public Safety Access Points
e. Other subject matter experts as needed

E. Members of the WREMSC Board will represent the agencies and other constituents of their respective counties.

F. The WREMSC Board of Directors will:
   a. Approve meeting minutes.
   b. Advise the Executive Board on relevant issues.
   c. Approve any contract or obligation over $5,000.00.
   d. Elect the Executive Board members and officers.
   e. Approve the annual WREMSC Budget.
   f. Approve the WREMSC quarterly financial reports
   g. Make suggestions for and approve the WRETAC Biennial Plan.

Section B TERMS OF APPOINTMENT WREMSC BOARD OF DIRECTORS

A. Appointments to the WREMSC Board shall be for four (4) year terms, commencing with the date of the appointment. In order to stagger the terms of the members, for the first term of the County appointments, one county appointee shall be for a two (2) year term and one appointee shall be for a four (4) year term. All future appointments shall be for the full four (4) year terms.

B. Any member appointed to the WREMSC Board may be removed by the appointing authority of that member.

Section C WREMSC BOARD OF DIRECTOR MEETINGS

A. The Board of Directors shall meet quarterly or as otherwise deemed necessary.

B. A quorum consists of seven (7) members.

C. The President will have the authority to call a special meeting of the WREMSC Board if necessary.

D. There will be three (3) days written notice for emergency meetings.

E. There will be five (5) days written notice for regular meetings and work sessions.

F. Meetings will be open to any persons interested in the WREMSC Board and its function with the exception of QA/QI Committee meetings that are allowed to be closed to the public in accordance with Colorado Revised Statutes and those meetings as deemed closed by the Sunshine (open) meeting laws.

G. Only WREMSC Board members will be allowed to cast votes on any matter brought before the Board. The President of the Board may not vote except to break a tie vote.

H. All decisions made by the WREMSC Board will be made by a simple majority vote of the attending members.

I. All requests for funding must be submitted to the President or their alternate no later than fourteen (14) calendar days prior to the quarterly meeting for review by all members. Only an extreme emergency may allow for submittal later than fourteen (14) calendar days. The emergency will be determined by the President or his/her alternate.

J. The WREMSC Board shall be allowed to conduct business by e-mail including votes. The President must have a quorum of responses in order for a decision to be binding, that is: seven from the full WREMSC Board of Directors. E-mail or electronic voting should include a signature on a clearly stated motion and be scanned or faxed back to the President and Secretary for the permanent records.

Section D WREMSC MEETING ATTENDANCE

A. Any WREMSC Board member missing three consecutive meetings without prior approval of the President or designee will be viewed as resigning from their position.
B. The appointing entity will be notified if any WREMSC Board member misses two consecutive meetings without prior notification to the President of the Board of Directors or his/her designee.

Section E WREMSC BOARD MEMBER REPLACEMENT

A. When a position is vacated for any reason, the represented entity will provide a replacement within ninety (90) days of receipt of notification that a position has been vacated. If the represented entity does not provide a replacement person within the 90 days, the President may make a temporary appointment to the Board of Directors until such time as the entity provides a replacement.

Section F WREMSC EXECUTIVE BOARD

A. The Executive Board shall act with the full authority of the WREMSC, set policy for the WREMSC and conduct the business of the WREMSC.
B. The WREMSC Executive Board shall be composed of one member from each of the six counties that are elected by the full WREMSC Board members.
C. Four members of the Executive Board shall serve as corporation officers that are elected by the full WREMSC Board members. The officers include: President, Vice President, Treasurer and Secretary.

Section G WREMSC EXECUTIVE BOARD MEETINGS

A. The Executive Board shall meet monthly or as otherwise deemed necessary.
B. A quorum for the Executive Board consists of four members.
C. The President will have the authority to call a special meeting of the Executive Board if necessary.
D. There will be three days written notice for emergency meetings.
E. There will be five days written notice for regular meetings and work sessions.
F. The Executive Board will be the decision making body of WREMSC and will report to and solicit advice from the WREMSC Board of Directors at their quarterly meetings.
G. All decisions made by the Executive Board will be made by a simple majority vote of the attending members.

H. Only WREMSC Executive Board members will be allowed to cast votes on any matter brought before the Executive Board. The President may not vote except to break a tie vote.
I. At the discretion of the President, any important decisions shall be referred back to and discussed by the full WREMSC Board of Directors.
J. The Executive Board shall be allowed to conduct business by e-mail including votes. The President must have a quorum of responses in order for a decision to be binding, that is: four members from the Executive Board and seven members from the full WREMSC Board of Directors. E-mail or electronic voting should include a signature on a clearly stated motion and be scanned or faxed back to the President and Secretary for the permanent records.

Section H COMPENSATION

A. WREMSC Board members may be compensated for mileage and travel expenses in accordance with state fiscal rules regarding such.

Section I CONFLICT OF INTERESTS

A. Disclosure of interest required. Any member of the WREMSC Board who has a direct or indirect interest in any contract or transaction with the WREMSC or associated advisory groups shall disclose this interest to the other members of the Board. This interest shall be set forth in the minutes of the WREMSC meeting. No director, employee or other agent or advisor having such interest shall participate on behalf of the WREMSC/WRETAC in the authorization of any such contract or transaction.
B. All WREMSC Board members will sign the WREMSC Conflict of Interest/ Confidentiality Agreement indicating they have received, read, and will comply with said agreement.

Section J CASH RESERVE FUND

The WREMSC Board has established the Board Designated Reserve Funds for Cash Reserve and Capital and Strategic Initiatives by resolution at its August 2, 2011 Board of Directors meeting. The fund will be managed in accordance with the established policy.

Article V - WREMSC OFFICERS

Section A ELECTION OF THE WREMSC BOARD OF DIRECTORS EXECUTIVE OFFICERS

A. The Executive Board shall consist of one member from each of the six (6) counties.
B. The officers will be President, Vice-President, Secretary, and Treasurer.
C. Election of officers will be held at the January meeting each year.

D. At the fall meeting prior to each election, a slate of candidates will be developed and candidates will be nominated in writing prior to the elections in January.
E. Election of officers will be alternated every two (2) years as follow: President and Treasurer will be elected during odd years; Vice-President and Secretary will be elected in even years.
F. Nominated officers must be members of the WREMSC Board of Directors, be a member in good standing, and be actively involved in WREMSC affairs.
G. All WREMSC Board members will be eligible for nomination to the Executive Board and as Officers.
H. Election of officers will take place by written ballot. All officers hold their office at the pleasure of the WREMSC Board. Officers may be relieved from duty by a simple majority vote of the WREMSC Board of Directors.
I. Candidates receiving a simple majority vote will be considered elected and will assume their duties immediately following the meeting for two years or for that interval until the next designated election meeting. All newly elected officers will be sworn in with an oath of office administered by the current or retiring president.
J. If the office is vacated during the term, the following process will be observed to fill the vacancy:
    a. Office of President: The Vice-President will move to the position of President and the WREMSC Board will select by nomination and vote a person to fill the office of Vice-President until the next regular election.
    b. Office of Vice-President, Secretary or Treasurer: The WREMSC Board will select by nomination and vote a member to fill the vacant office until the next regular election
    c. No one person can hold an office for more than two consecutive terms beginning in 2008.

Section B EXECUTIVE OFFICER DUTIES

A. The President shall:
    a. Supervise and control the business and affairs of the corporation.
    b. Sign deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed..
    c. Be responsible for preparing the meeting agenda.
    d. Preside over all meetings of the WREMSC Executive Board and the WREMSC Board of Directors.
    e. Carry out assignments and instructions given by the will of the WREMSC Board.
    f. Appoint person(s) to serve on special committees as needed.
    g. Be the official spokesman for the WREMSC Board.
    h. Represent the Executive Board & Board of Directors in coordinating with and giving general direction to the WREMSC Coordinator.
    i. May appoint special committees, subject to WREMSC Board approval, as is necessary to expedite the objectives and functions of the Board.

j. Be the tie breaking vote in any dead-locked vote.

B. The Vice President shall:
   a. Assist the President in any and all duties.
   b. Assume the duties of the President in his/her absence.
   c. Serve as Chair of all Special Committees appointed by the President.
   d. Perform all of the duties incident to the office of Vice President and such other duties as from time to time may be assigned to him/her by the President or by the WREMSC Board of Directors, or by these by-laws.

C. The Secretary shall:
   a. Keep minutes of all meetings or delegate the task in his/her absence.
   b. Sign all minutes after final approval by the WREMSC Board.
   c. Keep corporation files complete and up-to-date.
   d. Be responsible for preparing copies of the meeting notice, agenda, minutes, and other appropriate documents for distribution two weeks prior to the next Board meeting.
   e. Take care of any correspondence necessary for the Board activities.
   f. Perform all of the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the WREMSC Board of Directors, or by these by-laws.

D. The Treasure shall:
   a. Have charge and custody of and be responsible for all funds and securities of the corporation.
   b. Receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such depositories as shall be selected.
   c. Keep records of income and disbursements as directed by the WREMSC Board.
   d. Report to the WREMSC Board quarterly regarding the financial status of the corporation.
   e. Cause a yearly audit to be performed in the month of January.
   f. Perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the WREMSC Board of Directors, or by these by-laws.

Article VI - AMENDMENTS

These by-laws may be amended or repealed or new by-laws adopted by majority vote of the voting WREMSC Board members at any regular meeting provided the written notice of such proposals is mailed to each Board member at least 10 days in advance of the meeting. Any proposed changes to the by-laws that might have an effect on any provision of the Multi-County IGA, must be discussed in advance with the Board of County Commissioners of the six counties prior to adoption.

Article VII - RULES OF ORDER

The latest edition of Robert's Rules of order will be considered the guide for determining procedures not addressed in these by-laws.

ATTEST:

I, Jerry Gray, the Duly Elected and acting Secretary of the Western Regional EMS Council, Inc. do hereby certify that the foregoing By-laws were adopted as the By-laws of the said Corporation on the 9th day of December, 1998 and Amended the 22nd day of May, 2007. The foregoing By-laws were amended and adopted on the 16th day of July, 2013.

Jerry Gray 7-19-13

Jerry Gray, Secretary