AGENDA ITEM or FINAL CONTRACT REVIEW SUBMITTAL FORM

Agenda Item: Proposed Western Regional Emergency Medieval and T

Action Requested:

Parties to the Agreement:

Term Begins: **Term Ends:** **Grant Contract #:**

Summary:

Please see the attached proposed bylaws revision to the Western Regional EMS and Trauma Advisory Council

Fiscal Impact:

Submitted by: Josh Ost **Submitter's Email Address:** jost@gunnisoncounty.org

Finance Review: ○ Required ◉ Not Required

Comments:

Reviewed by: Discharge Date:

County Attorney Review: ◉ Required ○ Not Required

Comments:
ok db 4/25/18

Reveiwed by: GUNCOUNTY1\dBaumgarten Discharge Date: 4/25/2018 Certificate of Insurance Required

Yes ○ No ◉

County Manager Review:

Comments:

Reveiwed by: GUNCOUNTY1\mbirnie Discharge Date: 4/26/2018

○ Consent Agenda ◉ Regular Agenda ○ Worksession Time Allotted: 5

Agenda Date: 5/1/2018

Revised April 2015

WRETAC
WESTERN REGIONAL EMS COUNCIL

Gunnison County Board of County Commissioners
Gunnison, Colorado

April 19, 2018

Dear Gunnison County Commissioners:

The Western Regional EMS and Trauma Advisory Council (WRETAC) has elected to make two changes to the current bylaws. In accordance with these bylaws, the Boards of County Commissioners of all our member counties need to approve these changes before a final vote is taken on the amendments.

The first change is reducing the size of the council from 13 voting members to 12 voting members with all voting members appointed by County Commissioners, and the position previously held by the EMS Education Coordinator from the Delta Technical College being eliminated. This person has retired, and the council feels that this position does not fill a needed role given the structure of the council. The second change is the elimination of a clause limiting service to no more than two consecutive terms for the officers of the council. Officers will continue to serve as elected by the council board and elections will continue to be every two years for these positions. This will make business more efficient, as few people are ready to serve in these roles.

A copy of our current bylaws is attached. The language to be stricken is highlighted. These changes have already passed unanimously at two separate meetings of the WRETAC. Any questions or concerns on this measure should be referred to your appointed representatives who will be voting on these bylaws at our next regular meeting on May 1st, 2018.

WRETAC Voting Members:

Delta County	Gunnison County	Hinsdale County
Kirby Clock	CJ Malcolm	Jerry Gray
Lisa Bejarano	Robert Weisbaum	Luke De La Parra
Montrose County	Ouray County	San Miguel County
Scott Fitzgerald	Kim Mitchell	Reg Vickers
Jeff Stephens	Glenn Boyd	Melissa Tuohy

Sincerely yours,

A. Daniel Barela
WRETAC Coordinator

P.O. Box 39
Delta, CO 81416
(970)399-2663

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. here-after referred to as Western Regional Emergency Medical and Trauma Advisory Council (WRETAC).

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. 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 - WRETAC IGA

A. The executed Inter-Governmental Agreement and Colorado Revised Statutes shall govern the appointment of membership.
B. WRETAC 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.
C. All funding received by the WRETAC in accordance with CRS 25-3.5-601, shall be maintained and accounted for separately from any WRETAC 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 WRETAC 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.

D. 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.
E. Any proposed changes to the by-laws that may affect any provision of the Multi-County IGA, must be approved in advance by the Board of County Commissioners of the six counties.

Article IV - Membership

Section A WRETAC BOARD OF DIRECTORS

The membership of the WRETAC 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.
   1. A description of duties for a WRETAC Board of Directors will be provided to individual Boards of County Commissioners by the WRETAC upon request.
   2. The WRETAC will, by October 1 of each year, 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. Additional ad hoc, non-voting, members to be appointed by any interested organization within the following categories of service providers, to include but not limited to:
   1. St. Mary's Hospital or other regional resource facility.
   2. Other Hospitals
   3. Western Regional All-Hazards Emergency Management
   4. Public Health
   5. Law Enforcement
   6. Public Safety Access Points
   7. Other subject matter experts as needed
D. Members of the WRETAC Board will represent the agencies and other constituents of their respective counties.
E. The WRETAC Board of Directors will:
   1. Approve meeting minutes.
   2. Approve any contract or obligation over $5,000.00.
   3. Elect the WRETAC Board Officers.
   4. Create and approve by vote the annual WRETAC Budget.
   5. Approve the WRETAC quarterly financial reports.
   6. Create and approve by vote the WRETAC Biennial Plan.
   7. Review, approve or deny requests for funds from County representatives of any available, to the County, amount; to ensure they are in compliance with requirements from the funding source.

Section B TERMS OF APPOINTMENT WRETAC BOARD OF DIRECTORS

A. Appointments to the WRETAC Board shall be for four (4) year terms, commencing on January 1 of the appropriate calendar year. In order to stagger the terms of the members, all appointments shall be for a period of four (4) years with one (1) delegate being appointed by each County every two (2) years.
B. Removal of WRETAC Board Members
   1. Any member appointed to the WRETAC Board may be removed by the appointing authority of that member.
   2. To the extent a Board Member's conduct is considered detrimental to the operation of the WRETAC, the WRETAC Board may recommend to the individual member's appointing Board of County Commissioners the removal and replacement of an individual board member.
   3. Any recommendation to remove and replace a board member shall be made in writing, specifying the reasons for the recommendation, and pursuant to a roll-call majority vote of the Board.
   4. Prior to voting on a recommendation for removal and replacement, the Secretary or President of the Board shall provide to the Board Member whose removal is contemplated not less than thirty (30) days written notice with specific reasons for the contemplated action and provided an opportunity to address the full Board.
   5. Just cause for considering a recommendation of removal and replacement include but are not limited to the following.
      a. Consistent failure to attend meetings over an extended period and as defined in By-laws Article IV §D
      b. Violation of the code of conduct.
      c. Violation of the confidentiality agreement.
      d. Consistent failure over an extended period to participate in the work of the WREMSC, such as declining participation in committees or subcommittees within the member's areas of expertise.

Section C WRETAC BOARD OF DIRECTOR MEETINGS

A. The Board of Directors shall meet quarterly in February, May, August, and November on the first Tuesday of that month, or as otherwise deemed necessary.
B. A quorum consists of seven (7) voting members.
C. The President will have the authority to call a special meeting of the WRETAC 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 WRETAC Board and its function with the exception of QA/QI Committee and Executive Session 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 WRETAC 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 WRETAC 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 seven (7) calendar days prior to the quarterly meeting for review by all members. Only an extreme emergency may allow for submittal later than seven (7) calendar days. The emergency will be determined by the President or his/her alternate.

J. The WRETAC Board members shall attend any meeting by telephone or in-person and voting by electronic mail shall be allowed as provided under Colorado law.

K. No formal action by the Board of Directors is valid unless there is compliance with the meeting and notice requirements of the Open Meeting Act. (C.R.S. 24-6-402)

Section D WRETAC MEETING ATTENDANCE

A. Any WRETAC Board member missing three consecutive meetings by either physical attendance or call-in 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 WRETAC Board member misses two consecutive meetings without prior notification to the President or his/her designee.

Section E WRETAC 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 G COMPENSATION

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

B. Reimbursement will be limited to WRETAC Board meetings.

Section H CONFLICT OF INTERESTS

A. Disclosure of interest required. Any member of the WRETAC Board who has a direct or indirect interest in any contract or transaction with the WRETAC 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 WRETAC meeting. No director, employee or other agent or advisor having such interest shall participate on behalf of the WRETAC/WRETAC in the authorization of any such contract or transaction.

B. All WRETAC Board members will sign the WRETAC Conflict of Interest/ Confidentiality Agreement annually indicating they have received, read, and will comply with said agreement.

Section I CASH RESERVE FUND

A. The WRETAC 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.
B. Accounts will be maintained such that the WRETAC will operate with 90 days cash on hand.

Article V - WRETAC OFFICERS

Section A ELECTION OF THE WRETAC BOARD OF DIRECTORS OFFICERS

A. Election of Board Officers will be alternated every two (2) years as follows: President and Vice President will be elected during odd years; Secretary and Treasurer will be elected during even years.
B. All WRETAC Board of Directors members will be eligible for election as Board Officers but may decline nomination if desired
C. Notification and discussion of the election and nomination of Board Officers will occur at the November meeting of the WRETAC Board of Directors each year.
D. Election of Board Officers will occur by email or written ballot at the January meeting each year with all nominations being due at the November meeting and ballots due at the January meeting.
E. WRETAC Board Officer elections will be reviewed and ratified at the February meeting of the WRETAC Board of Directors.
F. All newly elected Board Officers will be sworn in with an oath of office administered by the current or retiring president after the February meeting of the WRETAC Board of Directors.
G. All Board Officers hold their office at the pleasure of the WRETAC Board of Directors, and may be relieved from duty by a simple majority vote of the WRETAC Board of Directors.
H. If a Board Office is vacated during its term, the following process will be observed to fill the vacancy:
    1. Office of President: The Vice-President will move to the position of President and the WRETAC Board of Directors will select, by nomination and simple majority vote, a person to fill the office of Vice-President for the remainder of that term. This may be done at a regular meeting or by email at the discretion of the new WRETAC Board President.
    2. Office of Vice-President, Secretary or Treasurer: The WRETAC Board of Directors will select, by nomination and vote, a member to fill the vacant office until the next regular election. This may be done at a regular meeting or by email at the discretion of the WRETAC Board President.
I. No one person may hold a WRETAC Board Officer position for more than two full consecutive terms.

Section B OFFICER DUTIES

A. The President shall:
    1. Supervise and control the business and affairs of the corporation.
    2. 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

3. Be responsible for preparing the meeting agenda.
4. Preside over all meetings of the WRETAC Board of Directors.
5. Carry out assignments and instructions given by the will of the WRETAC Board.
6. Be the official spokesman for the WRETAC Board.
7. Represent the WRETAC Board of Directors in coordinating with and giving general direction to the WRETAC Coordinator.
8. May appoint special committees, and persons to serve on said committees, as is necessary to expedite the objectives and functions of the Board.
9. Be the tie breaking vote in any tied vote.

B. The Vice President shall:

1. Assist the President in any and all duties.
2. Assume the duties of the President in his/her absence.
3. 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 WRETAC Board of Directors, or by these by-laws.

C. The Secretary shall:

1. Keep minutes of all meetings or delegate the task in his/her absence.
2. Sign all minutes after final approval by the WRETAC Board as appropriate.
3. Keep corporation files complete and up-to-date.
4. Be responsible for preparing copies of the meeting notice, agenda, minutes, and other appropriate documents for distribution one (1) week prior to the next Board meeting.
5. Take care of any correspondence necessary for the Board activities.
6. 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 WRETAC Board of Directors, or by these by-laws.

D. The Treasurer shall:

1. Have charge and custody of and be responsible for all funds and securities of the corporation.
2. 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.
3. Keep records of income and disbursements as directed by the WRETAC Board.
4. Report to the WRETAC Board quarterly regarding the financial status of the corporation.
5. Cause a yearly audit to be performed in the month of January.
6. 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 WRETAC 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 WRETAC Board members at any regular meeting provided the written notice of such proposals is emailed to each Board member at least seven (7) days in advance of the meeting. Any proposed changes to these by-laws must receive preliminary approval from the WRETAC Board of

Directors and then also be approved by each of the Boards of County Commissioners of the six counties prior to adoption. Any amendments made by the Boards of County Commissioners must then come back to the WRETAC Board for final approval by majority vote.

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ATTEST:

I, Reg Vickers, the Duly Elected and acting President of the Western Regional EMS Council, Inc., d.b.a. WRETAC 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 on the 22nd day of May, 2007, on the 16th day of July, 2013, on 2nd day of August, 2016, and on this ___ day of _____, 2017

_____
Reg Vickers, President

ATTEST:

I, Reg Vickers, the Duly Elected and acting Secretary of the Western Regional EMS Council, Inc. do hereby certify that the foregoing By-laws were amended with t following action of the Board at the Regular Board of Directors Meeting on the __ day of _____, 2017

_____
_____, Secretary