

**AMENDED AND RESTATED BYLAWS OF THE
SOUTH PLAINS EMERGENCY MEDICAL SERVICES, INC.**

July 20, 2004

ARTICLE ONE: NAME, ADDRESS

Section one: Name. The name of this Corporation is "South Plains Emergency Medical Services, Inc."

Section two: Address. The administrative offices of the Corporation are currently located in Lubbock, Texas. Mail is received at P.O. Box 53597, Lubbock, Texas 79453.

Section three: Area. The area covered by "South Plains Emergency Medical Services" is the South Plains of Texas. Such area shall include, but is not limited to, the following counties: Bailey, Briscoe, Castro, Cochran, Crosby, Dawson, Dickens, Floyd, Gaines, Garza, Hale, Hockley, Howard, Kent, King, Lamb, Lubbock, Motley, Terry and Yoakum.

ARTICLE TWO: PURPOSE

South Plains Emergency Medical Services, Inc., hereafter referred to as "SPEMS ", is a non-profit Corporation recognized within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended. The primary purpose of this Corporation shall be to conduct and expand feasibility studies, medical research, development, planning, and administrative services for a coordinated regional plan for emergency medical services to be provided by various individual organizations, institutions and government agencies, communities and counties which may elect to participate in such regional plan for the South Plains area. The goal of SPEMS is to reduce mortality and morbidity in the South Plains area by addressing and solving medical and trauma-related needs through effective regional coordination of emergency medical services, and in the process, increase the accessibility, consistency, and quality of emergency health care provided to the residents of the Texas South Plains. The specific purpose of this Corporation shall include, but is not limited to: coordination of a regional medical communication network, including equipment and radio communication guidelines, maintenance of FCC license, and regulation of med-channel frequencies for the region; increased quality and standardization of the treatment of emergency patients in the region through the use of pre-hospital treatment protocols, on-line medical direction, and available provider performance analysis, augmentation of the quality assurance guidelines and support of regional training programs; provision of administrative assistance as requested by the emergency medical services in the region, centralized purchasing, regional coordination of equipment and personnel, and regional disaster planning; acquisition and administration of any medically related Federal, State or private grants.

ARTICLE THREE: POWERS

South Plains Emergency Medical Services, Inc. shall be empowered to hold, accept, receive and acquire funds, stocks, securities, and any other real personal, tangible, or intangible property by donations, bequests, devise, public grants, purchase, or otherwise, and administer, hold, invest, reinvest, convert, exchange, sell, transfer, mortgage, pledge, lease, give, dispose of or otherwise deal with any and all funds and properties so received or acquired, or the income therefrom, all pursuant to the operating and carrying out of the purposes of the said Corporation as established

ARTICLE THREE: POWERS (cont.)

herein, and the doing of all acts and the exercising of all powers and the assumption of all obligations necessary or incident thereto. Said powers shall be exercised for the purposes established herein, without limitation, except such limitations as may be contained on the South Plains Emergency Medical Services, Inc., Articles of Incorporation, in these Bylaws, or in the Texas Non-Profit Corporation Act and/or the Texas Miscellaneous Corporation Laws Act; provided, however, notwithstanding anything to the contrary, the Corporation shall not carry on any activities not permitted to be carried on by:

- (a) a Corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law), or
- (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

No part of the income or principal of the Corporation shall insure to the benefit of any private individual. No substantial part of the activities of the Corporation shall include contributions to or participation in any political campaign on behalf of any candidate for public office.

ARTICLE FOUR: COMMUNICATIONS

The SPEMS Office shall establish an e-mail membership list and list of all members of the General Membership as well as a list of committee members that will be updated on an annual basis. Communications related to meetings, information/alerts, and other areas will be communicated via this mode to all e-mail participants. Those not utilizing electronic mail will have such communications sent to them directly via mail.

ARTICLE FIVE: MEMBERS

The Corporation shall have neither members nor shareholders other than the members of the board, council, standing committees, and current executive committee of the Corporation, as hereinafter set out and described.

ARTICLE SIX: COUNCIL MEMBERS

Section one: Council. The members and policy-making body of SPEMS, Inc. shall be the South Plains Emergency Medical Services, hereinafter referred to as "SPEMS".

Section two: Function. The functions of the SPEMS Council shall be to:

- (a) Formulate policy of the Corporation;
- (b) Approve the annual budget as recommended by the Board; and
- (c) Approve and issue an annual report concerning the activities and financial status of the Corporation, which shall be made available to the public.

Section three: Composition. The aggregate composition of this Corporation, its council, board, and committees, to the extent practicable, shall be so selected as to be representative of both providers and consumers of emergency medical services within the participating counties of the South Plains, with the objective of gaining broad-based community and regional support for carrying out the Corporation's objectives. The composition of the SPEMS Council shall be as follows, to wit:

ARTICLE SIX: COUNCIL MEMBERS (cont.)

Permanent Council: Following incorporation, the permanent SPEMS Council shall be composed of active members of the following categories who have demonstrated an interest in the furtherance of and improvement in emergency medical services within the region:

- (a) One (1) representative of each accredited institution involved in EMS training within the SPEMS area;
- (b) Three (3) representatives from each participating EMS service/First Responder Organization within the SPEMS area;
- (c) One (1) representative from each hospital within the SPEMS area;
- (d) Four (4) individuals from the region, no more than one (1) per county, as nominated by the SPEMS nominating committee; and
- (e) Each EMS Medical Director within the SPEMS area.

Election of the at-large positions will be held at the SPEMS annual meeting. Each potential nominee must be contacted prior to his or her nomination to insure that each nominee is willing and able to serve on the SPEMS Council if they are so elected. The SPEMS Nominating Committee will submit nominations. All Council members present at the SPEMS annual meeting will vote on these positions. Each member present at the election will be allowed one vote.

Section four: Appointment of SPEMS Council Members. SPEMS Council shall be appointed to serve two-year terms. Such terms shall be staggered so that one half (1/2) of the SPEMS Council will require reappointment each year. It shall be the responsibility of each respective participating organization to appoint the herein above designated members to the SPEMS Council. Such appointments are to be made 30 days prior to the annual meeting of the SPEMS Council.

Section five: Removal, resignation and ineligibility. Any member of the SPEMS Council may:

- (a) Be removed or replaced for whatever reasons by the respective organization which appointed him or her. Such organization shall forward a statement regarding such action to the SPEMS Administration Offices;
- (b) Resign. Such Council members shall notify the chairman or his/her designee and the respective appointing organization of such resignation. Acceptance by neither the Council nor the Executive Board is necessary to make the resignation effective;
- (c) Become ineligible. Ineligibility of a Council member of SPEMS occurs when a Council member's residence is no longer within the SPEMS area or the Council member no longer meets the requirements of his or her position on the Council. The Council member is responsible for advising the Chairman or his/her designee and the respective appointing organization of any cause for ineligibility. Action by neither the Council nor the Executive Board is necessary to make the ineligibility effective.

Section six: Vacancies. Whenever a vacancy occurs on the SPEMS Council, for whatever reason, the affected organization from which such vacancy occurred shall appoint its successor council representative to fill such vacancy at least thirty (30) days prior to the annual meeting of the SPEMS Council. In the event the respective organizations or counties fail to appoint their representative by such time, the Executive Board shall appoint such representative(s).

Section seven: Dues.

- a) SPEMS, Inc. shall not charge dues or membership fees to any individual member of SPEMS, Inc.
- b) All assessments levied by the Finance Committee shall be paid in full prior to expiration of current year, or all rights/privileges of the delinquent party(s) shall be suspended until such time as assessments are paid.

ARTICLE SIX: COUNCIL MEMBERS (cont.)

Section eight: Compensation. Members of SPEMS, Inc. serve without compensation but may be reimbursed for expenses performing the business of the Corporation in accordance with the IRS specific laws governing 501(c)(3) organizations and approved by the SPEMS Executive Board.

Section nine: Liability for Financial Obligations. Members of the SPEMS Council will not be held personally liable for the debts, liabilities, or other financial obligations of the Corporation.

ARTICLE SEVEN: ASSOCIATE MEMBERS

Section one: Defined. Associate members of the SPEMS Council shall consist of those EMS services that provide emergency services in the SPEMS region but are not the primary emergency care providers for their respective area.

Section two: Rights. Associate members shall be entitled and encouraged to attend all SPEMS meetings and functions, and participate generally therein, with voting rights as long as they financially support SPEMS.

ARTICLE EIGHT: COUNCIL MEETING

Section one: Annual meeting. The annual meeting of the SPEMS Council shall be in the fall of each respective fiscal year of the Corporation at a place within the SPEMS area to be designated by the SPEMS Chairman.

- a) Written notice of the time, place and purpose of annual meetings must be mailed to each member of the Council at least ten (10) days prior to the meeting.
- b) If electronic notification is used, messages must be sent with electronic confirmation that the message has been received.

Section two: Special meeting. Special meetings shall be held at any time when called by the Chairman of SPEMS. Notice of special meetings shall be given to each Council member at least five (5) days in advance, specifying the time, place, and purpose of such meeting.

Section three: Open Meetings and Open Records.

- (a) The Corporation shall publish a schedule of the regular meetings of the SPEMS Council and the Executive Board including the address where specific agenda information may be obtained in advance of such meetings.
- (b) Any member of the Executive Board shall, upon specific written request, receive any reports of the budget or any matter that relates to SPEMS.
- (c) SPEMS Chairman may assess a fee to recover costs related to copying reports, postage, etc.

Section four: Quorum. Twelve (12) members of the SPEMS Council shall constitute a quorum for the transaction of business at any meeting of the SPEMS Council. No business may be considered at the annual or special meetings herein above described if a quorum is not present at said meeting, and the only motion that the presiding officer of such respective meeting may entertain is a motion to recess or adjourn.

Section five: Presiding Officer. The SPEMS Chairman will preside over the annual meeting and will serve as Chairman until the next succeeding annual SPEMS Council meeting. In the

ARTICLE EIGHT: COUNCIL MEETING (cont.)

absence of the Chairman, the Vice-Chairman or other immediate past officers of SPEMS will preside over the annual meeting. In the absence of any outgoing officers of SPEMS, a presiding officer will be chosen by a majority vote of the Council members present.

Section six: **Closed Meetings & Code of Conduct.** Closed meetings will be held by the officers to discuss employees. Discussion of employees during council or executive board meetings is prohibited. All Council and Executive Board members must conduct themselves properly during meetings. In the event that a member is showing improper conduct, the chairman shall give one warning and if needed have the member leave the meeting.

ARTICLE NINE: EXECUTIVE BOARD

Section one: **Executive Board Composition.** The SPEMS Executive Board shall consist of fifteen (15) SPEMS Council members. The structure of such Executive Board shall be as follows:

- (a) Eight (8) representatives from each EMS provider who financially support SPEMS or is financially supported by the county for that service with a population of less than 50,000;
- (b) SPEMS Medical Director is an ex-officio member;
- (c) Educational Representative is an ex-officio member; and
- (d) Five (5) at-large representatives chosen from the SPEMS Council, which may be from counties over 50,000, three (3) of which may be from the public.

Section two: **Selection of SPEMS Executive Board.** SPEMS Executive Board members shall be appointed to serve two-year terms. The terms of the SPEMS Executive Board will be established in such a way that the terms of one-half (1/2) of the Board members will expire each year. Selection of Executive Board members will be as follows:

- (a) Election of the at-large positions will be held at the SPEMS annual meeting. Each potential nominee must be contacted prior to his or her nomination to insure that each nominee is willing and able to serve on the SPEMS Executive Board if they are so elected. Nominations will be submitted by the SPEMS Nominating Committee and will be taken outside of the committee, which must be received in the SPEMS office at least 30 days prior to election. Nominations will not be taken from the floor. All Council members present at the SPEMS annual meeting will vote on these positions. Each member present at the election will be allowed one vote, and the individuals receiving the most votes will be appointed to the Executive Board.

Section three: **Meetings.** The Executive Board shall meet no less than quarterly, at a time and place designated by the Chairman. Written or electronic notice of the time, place and purpose of regular meetings must be sent to each member at least ten (10) days prior to each meeting. Notice of special meetings must be made at least five (5) days in advance specifying the time, place and purpose of such meeting.

Section four: **Duties of the Executive Board.** The SPEMS Executive Board duties shall include, but are not limited to, the following, to wit:

- (a) Execute and implement the general purposes and policies of the Corporation as formulated by the SPEMS Council and as expressed in the SPEMS Articles of Incorporation and Bylaws;
- (b) Cause to be prepared the work program, budget, and annual report(s) of the Corporation;

ARTICLE NINE: EXECUTIVE BOARD, (cont.)

- (c) Approve grant applications of the Corporation;
- (d) Cause to be prepared the annual Emergency Medical Services System Plan and annual Implementation Plan of the Corporation;
- (e) Approve and execute contracts made in the ordinary course of the business of the Corporation;
- (f) Make continuous and regular reviews of the Corporation matters and the business affairs of the Corporation in order to make recommendations to the SPEMS Council and provide information to Council members in advance of SPEMS Council meetings; **and**
- (g) Except as otherwise provided in the SPEMS Articles of Incorporation and these Bylaws, have and exercise the authority of the SPEMS Council in the management of the Corporation to the full extent such powers and authority of the SPEMS Executive Board are authorized and lawful under Texas law.

Section five: Records:

- (a) Records of Executive Board meetings shall be kept and made available to each Council member prior to regular Council meetings.
- (b) Any member of the Executive Board, who specifically requests information, reports, etc., shall provide the request in writing to the SPEMS office. Such request(s) shall receive a written response within 10 working days.

Section six: Removal, Resignation and Ineligibility. Any member of the SPEMS Executive Board may:

- (a) Be removed from the Board by a majority vote of the SPEMS Executive Board meeting **but only if:**
 - (1) The Board member has failed to attend two (2) consecutive Board meetings without good reason for nonattendance; **or**
 - (2) The Board member has committed malfeasance or otherwise grossly abused privileges as a member of SPEMS.
- (b) Resign at any time by giving written notice to the SPEMS Board. Resignation takes effect when stated in such notice and acceptance by the Chairman, the Executive Board, or the Council is not necessary to make the resignation effective.
- (c) Be removed or replaced for whatever reasons by the respective organizations which appointed him or her. Said organization shall forward a written statement regarding such action to the administrative offices of SPEMS. Such vacancy will be filled as set out below.

Section seven: Vacancies. Whenever a vacancy occurs on the SPEMS Executive Board, the Executive Board will appoint a replacement member by majority vote at the next quarterly Executive Board meeting. Where applicable and to the extent possible, such position will be filled by a person qualifying for the position vacated. Where the vacancy occurs at a position which is an individual holding one of the specified posts in an organization, the person replacing such individual will automatically be appointed to the Executive Board by virtue of his or her position.

ARTICLE TEN: OFFICERS

Section one: Officers. The officers of SPEMS shall be the Chairman, Vice-Chairman, Secretary, and Treasurer, who are members of the SPEMS Executive Board as selected above and who are elected by majority vote at the first meeting of the SPEMS Executive Board held after the annual

ARTICLE TEN: OFFICERS (cont)

SPEMS Council Meeting. The Medical Director and Educational Board member will be ex-officio Officers and appointed by the Chairman at the Executive Board meeting. Nominations shall consist of those persons whose names are submitted by the SPEMS Nominating Committee or are submitted to the SPEMS office 30 days prior to the election at the Executive Board meeting. All officers of the SPEMS Council shall be elected for one-year terms.

Section two: Duties.

- (a) Approve employment and/or termination of employees of SPEMS, including labor contracts, as determined by policy of the Corporation;**
- (b) May cause contracts to be made or canceled at any time by majority vote of officers, as determined by policy of the Corporation;**
- (c) Can engage in and out of contracts during the normal course of business that do not have financial and/or legal implications for or against the corporation, as determined by policy of the Corporation;**
- (d) Performs other duties assigned from time to time by the SPEMS Council and/or SPEMS Executive Board; and**
- (e) Participates in the formulation of the annual budget of the Corporation.**

Section three: Chairman. The Chairman is the Chief Presiding Officer of the Corporation. This officer:

- (a) Presides at all meetings of the SPEMS Council and Executive Board;**
- (b) Is an ex-officio member of all committees and advisory groups authorized by the SPEMS Council;**
- (c) Designates the chair of each committee or advisory group to the Corporation; and**
- (d) Advises the coordinator on daily business.**

Section four: Vice-Chairman. This officer:

- (a) Assumes the authority and duties of the Chairman in the absence of the Chairman; and**
- (b) Is an ex-officio member of all committees of the SPEMS, Inc. and advisory groups;**

Section five: Secretary. This officer:

- (a) Assumes the authority and duties of the Chairman in the absence of the Chairman, Vice-Chairman; and**
- (b) Causes to be kept an adequate and accurate record of proceedings of the SPEMS, Inc., such record to be maintained for the life of the Corporation.**

Section six: Treasurer. This officer:

- (a) Assumes the authority and duties of the Chairman in absences of the Chairman, the Vice-Chairman, and Secretary; and**
- (b) Causes to be kept an adequate and accurate account of all funds received and disbursed by the Corporation.**

Section seven: Medical Director. This officer:

- (a) Is an ex-officio Officer**
- (b) Is a current Medical Director of SPEMS**

Section eight: Educational. This officer:

- (a) Is an ex-officio Officer**
- (b) Is a current EMS Educational representative**

ARTICLE TEN: OFFICERS (cont.)

Section nine: Vacancies. Any vacancy caused by the death, resignation, removal, or disqualification of an officer is filled wherever it occurs at the next regular or special meeting of the SPEMS Executive Board by a majority vote of the members present and voting. The office shall be for the unexpired portion of the vacant position.

ARTICLE ELEVEN: OTHER COMMITTEES AND ADVISORY GROUPS

Section one: SPEMS Standing Committees. The following standing committees will be established for the purpose of making recommendations to the SPEMS Executive Board:

- (a) Membership/Bylaws;
- (b) Hospital;
- (c) EMS Providers;
- (d) Medical Direction;
- (e) Training/Education;
- (f) Radio/Telephone Communications;
- (g) Public and Injury Prevention;
- (h) Facility Bypass/Diversion (will include but is not limited to, EMS providers and hospital);
- (i) Mutual Aid/Disaster Planning
 - 1. CISM
 - 2. RRAMS; and
- (j) Budget/Finance Committee.

Membership is open to any individual within the SPEMS organization. The SPEMS chair will appoint chairs of the respective committees. Such committee chairs and members shall serve on an annual basis and shall meet quarterly as scheduled by the chair of each committee. Each committee chair may designate a co-chair if so desired. Each committee chair will be responsible for submitting/causing to be submitted a written agenda to SPEMS prior to each meeting. Each committee chair will also be responsible for submitting/causing to be submitted minutes of each committee meeting to SPEMS in a timely manner.

Section two: SPEMS Nominating Committee.

- (a) **Composition:** The SPEMS nominating committee shall be appointed by the Chairman prior to the first regular meeting of the Executive Board taking place after the annual SPEMS Council Meeting
- (b) **Meetings:** The Committee meets from time to time at the call of the SPEMS Chairman, Chairman of the SPEMS Nominating Committee or upon the call of the majority of the then-serving members of the SPEMS Nominating Committee. At least seventy-two (72) hours notice must be given to committee members, such notice stating the time, place, and purpose of the meeting.
- (c) **Duties:** The SPEMS Nominating Committee shall:
 - (1) Solicit and recommend members to the SPEMS Council,
 - (2) Select and submit to the Executive Board nominees for the filling of vacancies on the Executive Board;
 - (3) Perform such other nominating duties assigned from time to time by the SPEMS Council or SPEMS Executive Board;
 - (4) Submit nominations for officers to the SPEMS Executive Board; and
 - (5) All nominations must be submitted to the Nominating Committee a minimum of 30 days prior to the date of election.

ARTICLE ELEVEN: OTHER COMMITTEES AND ADVISORY GROUPS (cont.)

Section three: **Committees.** The SPEMS Executive Board may authorize additional standing committees or **ad hoc** committees. The Chairman shall appoint members of these committees for one-year terms.

Section four: **Composition.** Corporation standing committees or **ad hoc** committees shall consist of any individuals within the SPEMS organization. They advise and assist the Council in the performance of its functions. Committees must, to the extent practicable, be representative and reflect the composition of the Council as herein above described in Article Five.

Section five: **Advisory Groups.** The Council may authorize permanent or **ad hoc** advisory groups as deemed appropriate in the conduct of the business of the Corporation. The Chairman shall appoint a member of the Council to chair the advisory group and members thereof. Members shall be citizens of the South Plains Emergency Medical Services area, but not necessarily members of the Council.

ARTICLE TWELVE: PARLIAMENTARY PROCEDURE

Parliamentary procedures for all Corporation, Council, committee and advisory group meetings shall be conducted in accordance with approved rules of order.

ARTICLE THIRTEEN: COORDINATION WITH HEALTH-RELATED AGENCIES

South Plains Emergency Medical Services, Inc. recognizes the complex structure of the health care delivery system. South Plains Emergency Medical Services, Inc. may coordinate emergency medical services planning, development, and operating with appropriate Federal, State, and local health-related agencies.

ARTICLE FOURTEEN: AMENDMENTS TO THE BYLAWS

A member of the SPEMS Council may submit proposed amendments to these Bylaws to the Bylaws/Membership Committee in time to be presented by the Bylaws/Membership Committee to the Executive Board thirty (30) days in advance of each Council meeting. A majority vote of the members of the SPEMS Council at which a quorum is present may amend a Bylaw at any regular or special meeting of the SPEMS Council. SPEMS shall make available a notice of the changes in writing not less than thirty (30) days in advance to each Council member through the communications media within the SPEMS area which must contain a full statement of the present section or article, if any, which the proposed amendment or amendments affect. The provisions of Article Fourteen hereof shall not be altered or amended except to the extent that the granting and maintaining of governmental funding and of exempt status under Federal tax law is not jeopardized.

ARTICLE FIFTEEN: DISSOLUTION OF THE CORPORATION

Upon dissolution of the Corporation, the SPEMS Council shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation, exclusively for the purpose of the Corporation in such manner, or to such organization or

ARTICLE FIFTEEN: DISSOLUTION OF THE CORPORATION (cont.)

organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the SPEMS Council shall determine. Any such assets not so disposed of shall be disposed of by the County Court of the county in which the principle office of the Corporation is then located, exclusively for such purposes. In the alternative, such dissolution distribution shall be made to the Federal government, or to a State or local government, for a public purpose. The disposition of property shall be in accordance with CFR Title 45, part 74, Subpart O, as amended.

ARTICLE SIXTEEN: VOTING

Section one: Voting. A member of the SPEMS Council, the Executive Board, or any committee or advisory group shall have no more than one vote, regardless of the aggregate number of individuals he or she may represent.

Section two: Proxy. Members of the SPEMS Council or Executive Board may not be represented by proxy. Committees and advisory groups may have proxy representation if so authorized by the SPEMS Council or Executive Board.

ARTICLE SEVENTEEN: CONFLICTS OF INTEREST

Section one: Definition. A conflict of interest will occur if membership on the SPEMS Council, Executive Board, committees, or advisory groups is used for purposes which are, or give the appearance of being, for private gain on the part of the individual member or for any institution, facility, agency, or organization represented by the member.

Section two: Abstention from Voting. No director, council, or committee member may vote on any matter which would involve a conflict of interest.

Section three: Announcing Conflicts of Interest. Whenever a director, council, or committee member believes that a matter to be voted upon would involve him in a conflict of interest, he must announce the conflict of interest and must abstain from voting on such manner.

Section four: Possible Conflict of Interest. Whenever a director, council, or committee member believes that a matter to be voted upon would involve him in a possible conflict of interest, he must announce such possible conflict of interest and the question of whether an actual conflict exists must be decided by a majority vote of the directors, council, or committee.

APPROVAL OF COUNCIL

The above and foregoing Bylaws were adopted by a majority vote of the SPEMS Council members present at:

- (a) The July 20, 2004 meeting of SPEMS held in Lubbock and to become effective immediately.**

Terri Smith, EMT-P
Chair
Bylaws/Membership Committee