

BYLAWS  
OF

\_\_\_\_\_ MEDICAL CONTROL AUTHORITY

These Bylaws set forth the details of the structure of the Emergency Medical Control Authority, its Board of Directors, and officers and committees. The Bylaws also provide the mechanisms for approval of budgets, officer and medical director selection, and the financing of the Emergency Medical Control Authority functions undertaken by the Corporation.

ARTICLE I

OFFICES

Section 1. PRINCIPLE OFFICE. The principal office of \_\_\_\_\_ EMS Medical Control Authority, hereinafter entitled the Corporation, shall be in the County of \_\_\_\_\_, State of Michigan, or such other place designated by resolution of the Board of Directors for the Corporation.

Section 2. OTHER OFFICES. The Board of Directors may also elect to open other offices of the Corporation to conduct the business of the Corporation.

ARTICLE II

MEMBERS

Section 1. RIGHTS. All Members shall have the same rights, privileges, restrictions and conditions. Each member shall be licensed as a hospital pursuant to Part 215 of the Public Health Code and/or as a free standing surgical outpatient facility pursuant to Part 208 of the Public Health Code that operates a service for treating emergency patients 24 hours a day, 7 days a week; and meets standards established by the \_\_\_\_\_ medical control authority. Each Member may participate and serve on the \_\_\_\_\_ medical control authority board in the ongoing planning and development activities of the medical control authority designated by the State of Michigan, hereafter referred to as “the department”.

Section 2. MEMBERSHIP BOOK. The Corporation shall maintain a membership book listing the name and address of each Corporate Member. The book shall also contain the date the membership of any Member in the Corporation ceases. The membership book will be kept in the principal place of business of the Corporation.

Section 3. NONLIABILITY OF MEMBERS. Unless an act or omission is the result of gross negligence or willful misconduct, the acts or omissions of any of the persons named below, while participating in the development of protocols under this part, implementation of protocols under this part, or holding a participant in the emergency medical services system accountable for department-approved protocols under this part, does not impose liability in the performance of those functions:

- a) The medical director and individuals serving on the governing board, advisory body, or committees of the medical control authority or employees of the medical control authority.
- b) A participating hospital or freestanding surgical outpatient facility in the medical control authority or an officer, member of the medical staff, or other employee of the hospital or freestanding surgical outpatient facility.
- c) A participating agency in the medical control authority or an officer, member of the medical staff, or other employee of the participating.
- d) A nonprofit corporation that performs the functions of a medical control authority.

Section 4. TERMINATION OF MEMBERSHIP. A Member's membership interest in the Corporation shall terminate on the occurrence of any of the following events.

- a) Immediately upon closure of all Hospitals it operates;
- b) Immediately upon closure of all Department designated emergency departments it's Member Hospital(s) operate(s).
- c) Immediately upon merger of the Corporate Member into another corporate entity;
- d) On the date given in resolution approved by a majority of the Corporate Members, if the Corporate Member so terminated has not been in good standing for more than \_\_\_\_ months;
- e) On the date specified in Written Notice of resignation as Corporate Member, but in no event before the date of the written notice is given by the Corporate Member to all other Corporate Members.
- f) A resigning member of the corporation shall as of the effective date of resignation;
  - a. have no further interest in the assets of the corporation, and
  - b. have no financial obligation to the corporation or its remaining members

Section 5. DUTIES UPON AND AFTER TERMINATION. A Corporate Member which has been terminated shall upon termination, have a duty to:

- a) Submit letters of resignation from the Board of each Hospital Director it appointed.

Section 6. MEETINGS. The Members shall meet not less than each quarter of the calendar year at times specified by the Board and at such additional times as the Chair or any \_\_\_\_ Director's shall request. Meetings shall be held at a place and time as shall be determined by the President of the Corporation or the Board of Directors. During any period when Article V of these Bylaws is in effect, public notice of membership

meetings shall be given in compliance with the Michigan Open Meetings Act, 1976 PA 267, MCL 15.261 to 15.275.

**Section 7. REGULAR MEETINGS.** Regular meetings of the board shall be set at least one month in advance. Written Notice shall be given to each Director, Corporate Member and Associate not less than 10 days and not more than 60 days prior to the stated meeting.

**Section 8. SPECIAL MEETINGS.** Special meetings may be called for any purpose or purposes by the Board, the Chair, or any \_\_\_ Directors at any time upon signed written request specifying the reason for the meeting given to the chair. The Chair or Designee shall give Written Notice of such meetings to all Corporate Members, Associates and Directors. No business shall be conducted at a special meeting other than that stated in the notice of the meeting.

**Section 9. ANNUAL MEETING.** At least one (1) meeting of the Members will be held each year. This annual meeting will be held at the principal office of the Corporation designated in Article I or such other place as chosen by the Board of Directors. The purpose of the annual meeting will be to transact any and all business of the Corporation including but not limited to the election of the Board of Directors and the ratification of the acts of the Board of Directors undertaken since the last meeting of the members.

**Section 10. VOTING MECHANISM.** Each member of the corporation may vote at meetings of members of the corporation by a person who is at the time of the meeting the president/chair or a vice president/chair of the member of the corporation or a person who is designated in a written instrument signed by the president or an authorized officer of the member of the corporation to act on behalf of the member.

**Section 11. QUORUM.** Attendance, either in person or by written proxy, or by speaker phone, of not less than \_\_\_% plus one of the Directors, at least half of which are Hospital Directors, at any meeting shall constitute a quorum for the purpose of transacting business. If a quorum does not exist either person or by proxy, a valid meeting cannot be held. If a quorum is present when a meeting is called, the Members may continue to hold the meeting and transact business until adjournment, even if some Members leave so that quorum is no longer present, provided a majority of members who constituted the initial quorum still remain.

**Section 12. UNANIMOUS CONSENT.** Action may be taken by the Board without a meeting, by unanimous written consent. Counterparts, electronic mail and facsimile transmission may be used for such consent.

Section 13. COMPENSATION/NO COMPENSATION. No Directors shall receive any compensation for his/her services as members of the Board. *(if compensation is given specify who exactly gets compensated; i.e. MCA medical director)*. The Corporation acting through the Board may, in its discretion reimburse a Director for any expenses incurred in rendering service on its behalf.

Section 14. DIRECTOR VOTING. Unless otherwise provided in these Bylaws, each Director including the chairperson of the meeting, shall be authorized to participate in all aspects of any Board meeting and shall be entitled to one (1) vote in person.

Section 15. FINANCIAL REPORTING. Each year a report of the Corporation for the preceding fiscal year shall be made and distributed to each Director. The report shall include the year end statement of assets and liabilities and the principal changes in assets and liabilities during the fiscal year preceding the date of the report.

## ARTICLE III

### BOARD OF DIRECTORS

Section 1. AUTHORITY. The business and affairs of the corporation shall be managed by its Board of Directors. The Board of Directors has authority and responsibility for adopting and modifying, as necessary the protocols described in Article IV, Section 1.

Section 2. COMPOSITION. The Board of Directors of the corporation shall consist of Directors appointed by the members of the corporation, and the MCA Medical Director who shall service ex-officio with/without *(pick one)* a vote. Each member of the corporation may appoint a number of Directors (who shall be associated with said member) equal to the number of votes to which said member is entitled to pursuant to Article II, Section 15. Directors shall serve \_\_\_ year terms. A Director may be reappointed for any number of successive terms. A member may appoint an alternate for each Director appointed by that member. The alternate director may attend meetings(s) of the Board of Directors and will have the authority and responsibilities of a director during said meeting(s) if the Director for who he or she is an alternate is unable to attend the meeting. In cases where an alternate Director attends a meeting, the regularly serving Director for whom the alternate substitutes shall be deemed temporarily removed from the board.

Section 3. RESIGNATION. Any Director may resign as a member of the Board of Directors any time by written notice to the President of the Corporation.

Section 4. REMOVAL. Any Director may be removed at any time by the member of the corporation by whom such Director was appointed upon written notice to such Director and to the President of the corporation (except such notices are not required in cases where a Director is deemed to be temporarily removed pursuant to Article III Section 2). Any Director appointed by a member of the corporation which resigns as a member of the corporation or otherwise ceases to be a member of the corporation, shall automatically cease to be a Director as the effective date of the appointment member's resignation or termination of membership.

Section 5. MEETINGS. Meetings of the Board of Directors shall be held at such time and place as shall be determined by the President or by the vote or consent of a majority of the Board. Each Director shall be given at least \_\_\_ calendar days written notice of each meeting of the Board of Directors. During any period when these bylaws are in effect, public notice of Board of Directors meetings shall be given in compliance with the Open Meetings Act, 1976 PA 267, MCL 15.261 to 15.275.

Section 6. QUORUM ACTION. A majority of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors. The affirmative vote of a majority of the Directors present at a meeting at which there is a quorum shall be necessary for the Board to take action, except as otherwise provided in these bylaws.

## ARTICLE IV MEDICAL CONTROL AUTHORITY

### RESPONSIBILITIES AND APPROVAL

Section 1. MEDICAL CONTROL AUTHORITY. The \_\_\_\_\_ Medical Control Authority, as defined in the code, shall be approved by the department and do all of the following:

- a) Develop bylaws that define the medical control authority organization structure.
- b) Appoint a medical control authority board, as defined in department rules, to administer the medical control authority.
- c) Appoint an Advisory Body as defined in Section 20918(2) and (4) of the code.
- d) Appoint a medical director, with the advice of the advisory body, in accordance with Section 20918 (3) of the code.
- e) Appoint a professional standards review organization for the purpose of improving the quality of medical care.
- f) Make each licensed life support agency and individual accountable to the medical control authority in the provision of emergency medical services, as defined in department-approved protocols.
- g) Establish written protocols for the practice of life support agencies and EMS personnel. Protocols shall be provided to all affected life support agencies.
- h) Collect data as necessary to assess the quality and needs of emergency medical services through its medical control authority region.

- i) Each participating and nonparticipating hospital within a medical control authority region shall follow all standards, policies, procedures, and protocols established by the medical control authority and approved by the department.
- j) Each medical control authority shall submit to the department current protocols for review and approval. Department approval shall be on a 3-year cycle as defined by the department.
- k) The Medical Control Authority shall notify the department if a life support agency is consistently unable to provide at least one (1) life support vehicle 24-hours-a-day, 7 days a week.

## ARTICLE V

### STANDING COMMITTEES

Section 1. MEDICAL CONTROL AUTHORITY BOARD. The participating hospitals and freestanding surgical outpatient facilities, where appropriate, within a medical control authority region shall appoint a medical control authority board. The majority of the board shall be comprised of, at a minimum, of members of the hospitals, and when applicable, freestanding surgical outpatient facilities. The Board may include representation of life support agencies.

Section 2. ADVISORY BODY. The medical control authority must appoint an advisory body. The advisory body is mandated by law to advise the medical control authority on the appointment of the medical director. The advisory body shall be comprised, at a minimum, of a representative of each type of life support agency and each type of emergency medical services personnel functioning within the medical control authority's boundaries (Section 20918(2)). No more than 10% of the membership of the advisory body of a medical control authority shall be employees of the medical director or of an entity substantially owned or controlled by the medical director (Section 20918(4)).

1. The advisory body shall, at a minimum, do the following:
  - a) Advise the medical control authority on the appointment of a medical director
  - b) Advise the medical control authority on the development of protocols
  - c) Meet at least quarterly.
2. The advisory body shall consist of all that apply of the following persons: *(need to identify)*
  - a) A representative of each type of life support agency;
  - b) A representative of each type of emergency medical services personnel functioning within the medical control authority's boundaries.

Section 3. MCA BOARD/ADVISORY BODY. A medical control authority may combine the Board and Advisory Body. If the board also functions as the advisory body to the medical control authority, then the board shall include a representative of each type of

life support agency and emergency medical services personnel functioning with the medical control authority's region.

Section 4. PROFESSIONAL STANDARDS REVIEW ORGANIZATION (PSRO). The PSRO shall be responsible for organization, implementation and coordination of the corporation's quality improvement programs for the purpose of improving quality of medical care. A quality improvement program shall comply with Section 20919 (1) (g) of the Code. This Committee is responsible for the comprehensive review of all pre-hospital/facility care and any incident reports regarding pre-hospital/facility or participating facility care. The Committee shall report to the MCA Medical Director and the Board of Directors any matters that require action (including a life support agency's action plan). The Committee shall also make (*quarterly and annual*) reports to the Board of Directors regarding the Committee's quality review of life support agencies.

Section 5. OTHER COMMITTEES. The Board of Directors may create or provide for the creation of other committees and subcommittees; determine or provide for the determination of the powers and authority, duties and responsibilities, and their procedures; determine their size and qualifications for membership, appoint or provide for the appointment of their members and their chairs; and take such other action with respect thereto as the Board may deem appropriate, subject to the laws of the State of Michigan.

## ARTICLE VI

### MEDICAL DIRECTOR

#### ROLES AND RESPONSIBILITIES

SECTION 1. MEDICAL DIRECTOR QUALIFICATIONS. The medical director shall be a physician who is board certified in emergency medicine by a national organization approved by the department, or who practices emergency medicine and has successfully completed and is current in both advanced cardiac life support and advanced trauma life support, and who meets other standards set forth in department rules.

Section 2. MEDICAL DIRECTOR RESPONSIBILITIES. The medical director is an agent of the medical control authority and is responsible for medical control for the emergency medical services system served by the medical control authority. The Medical Control Authority, with the advice of the advisory body, may appoint more than one physician, who meets the criteria, to serve as medical director as long as approved by the department.

Section 3. PROVISION. The medical director shall ensure the provision of medical control. The medical director's signature on a life support agency's application for

licensure or re-licensure affirms that the medical control authority intends to provide medical control to the life support agency.

Section 4. MEDICAL DIRECTOR REQUIREMENTS. The medical director shall do all of the following:

- a) Participate every 2 years in not less than one department-approved education program relating to medical control issues.
- b) Be responsible for the supervision, coordination, implementation and compliance with protocols of the medical control authority.
- c) Receive input from, and be responsive to, the advisory body
- d) Complete within one year of initial appointment, a medical director's education program provided by the department.

## ARTICLE VII

### OFFICERS

Section 1. APPOINTMENT. The Board of Directors shall appoint the officers for the Corporation. The initial Officers of the Corporation shall be the Chair, a Vice-Chair, Medical Director, and Secretary –Treasurer. The Board may appoint assistants to the above officers as it deems appropriate. Any person can hold two or more offices unless precluded by state law. The election of officers shall normally occur, except for the filling of vacancies, at the annual meeting of Directors following the annual meeting of Members. The Chair and Secretary – Treasurer may not be affiliated with the same Corporate Member.

Section 2. ELECTION OF OFFICERS. Routinely, officers shall be elected by the Board at its Annual Meeting. Vacancy in any office may be filled for the unexpired term, at any regular or special meeting of the Board.

Section 3. ELECTION AND NOMINATION PROCESS. Election of officers shall be by a majority vote of the Directors present and voting. When there are three (3) or more candidates for a single position and no one receives a majority vote on the first ballot, a second ballot shall be taken between the two (2) candidates receiving the highest number of votes on the first ballot.

Section 4. TERM. Each officer shall be elected for a term of \_\_\_\_\_year(s) or until his/her successor has been elected and takes office.

Section 5. REMOVAL AND RESIGNATION. Any officer may be removed or resign in the same manner as a Director may be removed or resign. Any officer who is removed or resigns as a Director is automatically terminated as an officer.



## Section 6. QUALIFICATIONS AND DUTIES OF OFFICERS.

- a) Chair – The Chair shall be a Hospital Director and shall have the powers and duties usually pertaining to the office of the chairperson and president of a corporation and such others as may be assigned to the Chair by the Board from time to time. The Chair, at least annually, shall submit to the Board a written report of the business and affairs of the Board. The Chair shall for legal purposes be considered the President of the Corporation, and may use that title when legally necessary.
- b) Vice-Chair – The Vice-Chair shall be an Agency Representative Director. In the absence, disability, inability or refusal to act of the Chair, The Vice-Chair shall act in the place and stead of the Chair, and in addition the Vice-Chair at all times shall perform the duties and affairs of the Corporation as may be assigned to Vice Chair by the Chair or by the Board.
- c) Secretary-Treasurer – Duties as Secretary. The Secretary Treasurer shall provide for the keeping of minutes of all meetings of the Board and Board committees shall assure that such minutes are filed with the records of the Corporation. He/she shall give or cause to be given appropriate notices in accordance with these bylaws or as required by law, and shall act as custodian of all records and reports, and of the Corporation seal, if any assuring that it shall be affixed, when required by law, to documents executed on behalf of the Corporation. He/shall perform all duties incident to the office and such other duties as may be assigned from time to time by the Chair.
- d) Secretary – Treasurer – Duties as the Treasurer. The Secretary Treasurer shall keep or cause to be kept, correct and accurate accounts of the properties and financial transactions of other Corporation and perform all duties incident to the office and such other duties as may be assigned from time to time by the Chair or the Corporation. If required, the Secretary Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety as the Corporation shall determine. The Corporation shall authorize payment by the authority of the Secretary-Treasurer's bond.

## ARTICLE VIII

### PROFESSIONAL PRACTICE REVIEW/QUALITY IMPROVEMENT

Section 1. ORGANIZATION OF REVIEW FUNCTIONS. Each member of the corporation participates in reviewing the quality of care rendered to emergency medical services patients in \_\_\_\_\_ County before and after the patient arrives at a facility, for the purpose of reducing morbidity and mortality and improving patient care. This review is conducted by various committees, subcommittees, and individuals designated by each member to conduct professional practice review. In addition, the members of the corporation and the licensed life support agencies operating in

\_\_\_\_\_ County have delegated to the Board of Directors, Advisory Council, PSRO, and MCA Medical Director various responsibilities for collecting and analyzing data, records and knowledge on behalf of the members and the agencies, and on the corporation's behalf, for the purpose of conducting professional practice review. Other committees, bodies and individuals designated by the corporation (now existing or later created) may also perform professional practice review functions in the future.

Section 2. CONFIDENTIALITY OF INFORMATION. All information, records, data, and knowledge collected by or for individuals or bodies assigned professional practice review functions shall be confidential, shall be used only for the carrying out of such functions, shall not be public records and shall be entitled to such non-availability for court subpoena and other benefits as may be afforded under the provisions of Act 368 of the Public Acts of 1978, Act 270 of the Public Acts of 1967 (including Section 20919 (1)(g)), and Administrative Rule 325.22213, as amended.

## ARTICLE IX

### AMENDMENTS

Section 1. AMENDMENTS. These bylaws may be amended, altered, added to or repealed, in whole or in part, by the affirmative vote of two-thirds of the Directors. A proposed amendment to these bylaws shall be distributed by the President or his/her designee in writing to all Directors prior to the meeting at which the amendment is considered.

## ARTICLE X

### INDEMNIFICATION

Section 1. IMDEMNIFICATION. The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation to the fullest extent to which the corporation has the power so to indemnify such persons pursuant to the corporation laws of the State of Michigan as they may be in effect from time to time, provided that the corporation shall not be obliged to provide indemnification which would constitute excess benefit with the meaning of Section 4958 of the Internal Revenue Code. The corporation may purchase and maintain insurance on behalf of any such person against any liability asserted against and incurred by such person in any such capacity or arising out of his her status as such, whether or not the corporation would have power to indemnify such person against such liability under the laws of the State of Michigan.