

**BYLAWS OF THE
MOUNTAIN-VALLEY
EMERGENCY MEDICAL SERVICES AGENCY
BOARD OF DIRECTORS**

ADOPTED BY BOARD OF DIRECTORS: JANUARY 8, 1986

REVISED

**NOVEMBER 4, 1987
NOVEMBER 16, 1990
JUNE 8, 1994
DECEMBER 11, 1996
JUNE 10, 1998
AUGUST 12, 1998**

ARTICLE I

NAME

The name of this body shall be the Mountain-Valley Emergency Medical Services Agency, which is a joint powers authority serving the geographical areas represented by the member counties.

ARTICLE II

PURPOSE AND RESPONSIBILITIES

The purpose of this Agency is to assure the highest quality emergency medical services (EMS) possible for the five county region. The Agency is responsible for providing unified planning and coordination of all elements operating within the total EMS system.

ARTICLE III

MEMBERSHIP

Membership in this regional EMS Agency is composed of the counties of Alpine, Amador, Calaveras, Mariposa, and Stanislaus.

ARTICLE IV

GOVERNING BOARD

Section 1

The Agency shall be governed by a Board of Directors composed of one voting member from each of the five (5) participating county board of supervisors, and they shall serve at the pleasure of their respective boards.

Section 2 Each county board of supervisors shall appoint an alternate voting member who may vote in the place of the regular voting member when the regular voting member is either absent, declares a conflict, or for other good reason is unable to vote or participate in a particular matter of business before the Board. The alternate Board member represents the board of supervisors of the appointing county.

Section 3 Members of the Board shall serve without compensation.

Section 4 Reimbursement for meeting expenses authorized by the Board shall be made in accordance with Agency policy and upon submittal of proper documentation.

ARTICLE V

FUNCTIONS OF THE BOARD

The Board shall function as a policy-setting body and have overall responsibilities for the operation of the Agency.

Section 1 The Board shall hire an Agency Executive Director and an Agency Medical Director. The Executive Director serves at the pleasure of the Board and is directly responsible to the Board. The Medical Director is responsible to the Executive Director.

Section 2 The Board shall create advisory committees, as necessary, to study specific subjects or to carry out assigned tasks or projects, and to bring back reports and recommendations to the Board, or to otherwise carry out the work of the Agency.

Section 3 At each regular meeting, the Board shall approve financial reports, review the performance of the Agency, hear reports, and consider any matters that are brought to its attention.

Section 4 The Board shall authorize all contracts, fees, equipment purchases, and any unbudgeted expenditures.

Section 5 The Board shall approve an annual budget.

Section 6 All proposed policies, standards, protocols, and procedures relating to the emergency medical services system shall be approved by the Board before they become official.

Section 7 The Board shall adopt policies and procedures relating to Agency operations and personnel matters.

ARTICLE VI

ORGANIZATION

Section 1 The officers of the Board shall be a Chairperson and a Vice Chairperson who shall be elected by the majority of the voting members at the annual meeting. Interim officers may be elected at any time to fill the seat of one who resigns or withdraws.

Section 2 It shall be the duty of the Chairperson to preside over the meetings of the Board, to make committee appointments, to call special meetings of the Board, and to coordinate policy and protocol matters with the Agency Executive Director.

Section 3 It shall be the duty of the Vice-Chairperson to preside over the meetings in the absence of the Chairperson, and to otherwise assume the Chairperson's duties in his/her absence.

Section 4 The Agency Executive Director shall be responsible for providing support staff and services to the Board. This will include clerical staff to prepare agendas and the minutes for each meeting.

ARTICLE VII

MEETINGS

Section 1 Regular meetings of the Board of this Agency shall be held at least quarterly with the day, time and place as determined by Board resolution. One of these meetings shall be designated as the annual meeting at which time a review of the Joint Powers Agreement shall take place. The annual meeting shall also include election of officers and other business as deemed necessary by the Board.

Section 2 Emergency special and telephone conference call meetings may be held at the call of the Chairperson or any two voting members of the Board.

Section 3 All meetings are conducted in accordance with the California Open Meetings Laws published by the California Attorney General's Office, and include prior notification.

Section 4 A majority of the voting membership of the Board shall constitute a quorum for transaction of business.

Section 5 Parliamentary procedure for all meetings shall be conducted in accordance with the latest edition of Robert's Rules of Order unless other rules are agreed upon by a majority of the Board members.

Section 6 Minutes will be kept of each meeting and they shall be approved by the Board.

ARTICLE VIII

ADOPTION AND AMENDMENTS

Section 1 These bylaws shall become effective immediately upon adoption and approval by the Agency Board of Directors.

Section 2 Amendments to these bylaws may be proposed in writing by any Board member at least one month prior to a meeting. New bylaws may be adopted, amended, or repealed by a vote of a majority of the voting members of the Board.