

BYLAWS OF THE SOUTHERN MARIN EMERGENCY MEDICAL PARAMEDIC SYSTEM

The Southern Marin Emergency Medical Paramedic System ("SMEMPS") is a California Joint Powers Authority formed by agreement in 1979 pursuant to the California Joint Exercise of Powers Act (Gov. Code, §§ 6500 *et seq.*) for the purpose of providing paramedic and pre-hospital emergency medical services in Southern Marin County, California by a single, consolidated agency. The member agencies of SMEMPS are the County of Marin, the Tiburon Fire Protection District, and the Southern Marin Fire Protection District ("Member Agencies").

These Bylaws are adopted pursuant to the Amended and Restated Joint Powers Agreement for SMEMPS ("Agreement"). In the event of a conflict between the terms of these Bylaws and the Agreement, the terms of the Agreement shall apply. Unless otherwise indicated herein, capitalized terms have the same meaning as set forth in the Agreement.

ARTICLE 1. PURPOSE

Section 1. Purpose. The purpose of SMEMPS is to provide ambulance and pre-hospital emergency medical services within Marin County Paramedic Service Area D ("Service Area D"), which encompasses the jurisdictional boundaries of the Member Agencies, and to areas outside Service Area D as necessary pursuant to mutual aid principles, and to perform all acts related or incidental thereto.

ARTICLE 2. ORGANIZATION AND GOVERNANCE

Section 1. Governance by Board of Directors. As established in Section 2.1 of the Agreement, SMEMPS shall be governed by a Board of Directors (the "Board"), which is authorized to perform all acts that are necessary to accomplish the purpose of SMEMPS pursuant to the Agreement and consistent with these Bylaws. The Board shall consist of one representative from each Member Agency appointed by that Member Agency's governing board ("Director") and one alternate Director ("Alternate") to serve in the absence of the Director. Each Director and Alternate shall have one vote between them. Each Director and Alternate is required to complete and file all applicable conflict of interest forms. A Member Agency's Director and/or Alternate shall not be the Fire Chief for his or her jurisdiction.

Section 2. Term and Events Causing Vacancy. Each Director and Alternate shall serve a term as determined by the governing body of the Member Agency. A vacancy on the Board shall be promptly filled by the Member Agency pursuant to the Member Agency's procedures and consistent with the Agreement and these Bylaws. A vacancy occurs: upon the removal, dismissal, or resignation of a Director or Alternate; the death of the Director or Alternate; the removal of the Director or Alternate from his or her Director or Alternate position by the Board of the Member Agency; and in the case of a Director, the failure to appear at three (3) consecutive regular or special Board meetings. The successor Director or Alternate shall serve the remainder of the term of the original Director or Alternate.

Section 3. Reimbursement and Compensation. Directors and Alternates may receive reimbursement of expenses directly related to their service with S MEMPS and compensation as may be determined by Board resolution.

ARTICLE 3. MEETINGS, VOTING, AND PROCEDURE

Section 1. Regular Meetings. Pursuant to Section 2.4.1 of the Agreement, the Board shall hold regular meetings on the third Tuesday of the months of February, May, June, and November. Regular meetings shall be held at the Southern Marin Fire District Office, 28 Liberty Ship Way, Sausalito, CA 94965, unless otherwise noticed. Regular meetings shall begin at 1:00 p.m. Any regular meeting that falls on a holiday shall be automatically held on the next business day without separate notice.

Section 2. Special and Emergency Meetings. The Board may hold special or emergency meetings from time to time in compliance with the provisions of the Ralph M. Brown Act, California Government Code sections 54950 *et seq.* ("Brown Act"). A special or emergency meeting may be called by the Board President, a majority vote of the Board, or the Executive Officer. The Executive Officer shall determine the time and location of the special meetings, which must be held at a location within the Member Agencies' jurisdictional boundaries and with the host Member Agency's consent. The Board President or Executive Officer may call for a closed session meeting in compliance with the Brown Act.

Section 3. In Person Attendance. Directors and Alternates shall attend all meetings in person unless excepted under the Brown Act.

Section 4. Compliance with Brown Act. All Board meetings shall be noticed, agendized, and conducted in accordance with the provisions of the Brown Act.

Section 5. Quorum. Pursuant to Section 2.4.2 of the Agreement, a quorum is defined as follows: at the time of this Agreement, there are three (3) Member Agencies and a quorum is defined as at least two (2) voting Directors or Alternates present at a meeting. In the event the number of voting Member Agencies is changed to an even number, then one-half of the voting Member Agencies plus one voting member shall constitute a quorum. Less than a quorum may adjourn meetings. Best efforts shall be used to ensure that all 3 Directors or Alternates are present at meetings.

Section 6. Voting. As set forth in Section 2.3 of the Agreement, except as set forth below, or as required by law, any action of the Board shall require the affirmative vote of a majority of the entire voting membership of the Board.

6.1 The termination of the Agreement requires a majority vote of the Board to recommend termination to the Member Agencies' governing bodies, and the vote of all Member Agencies' governing bodies to terminate.

6.2 The admission of a new member agency requires the unanimous vote of the Board, the approval of the proposed new member agency's governing board, and the amendment of the Agreement.

6.3 The removal of a Member Agency requires a 2/3 vote of the Board.

6.4 The amendment of the Agreement requires a unanimous vote of the Board to recommend amendment to the Member Agencies' governing bodies and the vote of all the Member Agencies' governing bodies to amend.

Section 7. Meeting Procedure. Unless otherwise specified herein, Rosenberg's Rules of Order shall govern the conduct of voting and Board meetings. The Board President shall make the final decision regarding procedural matters during Board meetings. No person shall address the Board unless first recognized by the Board President.

Section 8. Minutes. Except for closed session meetings, the Executive Officer shall cause to be kept minutes of regular and special meetings of the Board and any standing committee. Such minutes shall be made available upon request.

Section 9. Amendment. These Bylaws may be amended by a 2/3 vote of the Board in writing.

ARTICLE 4. OFFICERS

Section 1. Officers. The officers of SMEMPS are the Board President and Vice President, the Executive Officer, and the Treasurer.

Section 2. President.

2.1 As established in Section 4.1 of the Agreement, the Board shall elect a President at the end of each fiscal year, whose term shall become effective at the next meeting. The President shall serve one (1) year terms and may be re-elected. The President may be removed from his or her position by a 2/3 vote of the Board.

2.2 The duties of the President include: presiding over Board meetings; executing contracts and other legal documents as approved by the Board; and undertaking all other duties required by the Agreement, these Bylaws, or as may be assigned by the Board. The President shall work with the Executive Officer to set the Board agenda.

Section 3. Vice President. As established in Section 4.1 of the Agreement, the Board shall elect a Vice President at the end of each fiscal year, whose term shall become effective at the next meeting. The Vice President shall serve in the absence of the President. The Vice President may be removed from his or her position by a 2/3 vote of the Board.

Section 4. President or Vice President Vacancy. In the event the President or Vice President ceases to be a representative of the Board, the vacancy shall be filled at the next regular or specially called meeting of the Board after the vacancy occurs by a majority vote of the Board.

Section 5. Executive Officer.

5.1 As established in Section 4.2 of the Agreement, the Board shall appoint an Executive Officer who shall perform those duties necessary and convenient for the administration and operation of S MEMPS and as may be directed by the Board. The Executive Officer must have experience in the provision and management of emergency services. Executive Officer duties include, but are not limited to: oversight of the day-to-day operations of S MEMPS; preparation of the annual budget for consideration of the Board; and serving as the custodian of records for S MEMPS, except as required by the Treasurer under the Agreement and these Bylaws.

5.2 The Executive Officer shall have expenditure authority consistent with an adopted annual budget and the S MEMPS Purchasing and Procurement Policy or Board resolution authorizing such expenditures.

5.3 The Executive Officer may select, appoint, or employ such consultants, staff, employees, and professional or expert services as may be necessary to accomplish the purposes of S MEMPS consistent with the Agreement and as authorized by the Board.

5.4 The Executive Officer shall be bonded for the faithful performance of duties pursuant to Government Code section 6505.1. This requirement may be satisfied by a bond or insurance policy.

Section 6. Treasurer.

6.1 Pursuant to Section 5 of the Agreement and Government Code section 6505.6, the Board shall appoint an officer or employee of one of the Member Agencies to serve as the treasurer and auditor of S MEMPS ("Treasurer").

6.2 The Treasurer shall perform those duties required by California Government Code sections 6505, 6505.1, 6505.5, and 6505.6, as may be amended from time to time, including the presentation of quarterly reports (by the Treasurer or designee authorized by the Treasurer) to the Board and verification regarding S MEMPS funds. The Treasurer shall cause an independent annual audit of the accounts and records of S MEMPS to be made by an independent certified public accountant in compliance with Government Code section 6505, which audit shall conform to generally accepted auditing standards.

6.3 The Treasurer shall be the fiscal agent and depository of funds for S MEMPS, and have custody of the monies of S MEMPS.

6.4 The Treasurer shall serve as the custodian of records for all financial documents of S MEMPS. All S MEMPS funds and transactions shall be open to inspection consistent with the California Public Records Act.

6.5 The Treasurer shall assist the Executive Officer as requested in the preparation of the annual budget.

6.6 Pursuant to Government Code section 6505.5, the governing body of the Treasurer public entity shall determine the charges to be made against S MEMPS, if any, for the services of the Treasurer.

6.7 The Treasurer shall be bonded for the faithful performance of duties pursuant to Government Code section 6505.1. This requirement may be satisfied by a bond or insurance policy.

ARTICLE 5. PERSONNEL, STAFF, AND PROGRAMS

Section 1. General Counsel. Pursuant to Section 6.1 of the Agreement, the Board shall appoint a General Counsel who shall serve as the legal advisor for S MEMPS. The General Counsel shall perform general legal services for S MEMPS and work with outside special legal counsel. The General Counsel shall serve at the direction of the Board and the Executive Officer. The General Counsel serving at the time of the adoption of these Bylaws shall continue uninterrupted.

Section 2. Medical Director. As set forth in Section 6.2 of the Agreement, the Board shall appoint a Medical Director. The Medical Director shall be a licensed physician with substantial experience in the practice of emergency medicine and who shall provide medical control and assure medical accountability for S MEMPS's paramedic and pre-hospital emergency services. The Medical Director may assign administrative functions of his or her duties that do not require his or her professional judgment. The Medical Director may be retained through contract with another public entity. The Medical Director serving at the time of the adoption of these Bylaws shall continue uninterrupted.

Section 3. Emergency Medical Services Officer. The Executive Officer shall appoint an Emergency Medical Services (EMS) Officer. The EMS Officer shall administer and coordinate the emergency medical services programs for S MEMPS in compliance with California Health and Safety Code, Division 2.5 (Emergency Medical Services System and the Prehospital Emergency Medical Care Personnel Act), and the policies, procedures, and requirements of the Marin County Emergency Medical Services Agency (Marin LEMS A). The EMS Officer shall work with the Medical Director and other personnel as necessary and convenient for the efficient provision of paramedic and pre-hospital emergency service care. The EMS Officer shall be a qualified emergency medical services professional. The EMS Officer may be retained through contract with another public entity.

Section 4. Emergency Medical Services Education Program. S MEMPS shall maintain an Emergency Medical Services Education Program (EMS Education Program) to coordinate, provide, and document paramedic and pre-hospital emergency medical education in compliance with California Health and Safety Code, Division 2.5 (Emergency Medical Services System and the Prehospital Emergency Medical Care Personnel Act) and the policies, procedures, and requirements of Marin LEMS A. The EMS Education Program shall also include continuous quality improvement measures and the maintenance of required training records. The EMS Education Program may be administered through contract with another public entity or other qualified EMS education provider.

Section 5. Continuous Quality Improvement Program. S MEMPS shall maintain a Continuous Quality Improvement Program (CQI Program) to support S MEMPS's ongoing evaluation and improvement of the provision of paramedic and pre-hospital emergency medical care, operations, and overall system effectiveness. The CQI Program shall be administered in compliance with California Health and Safety Code, Division 2.5 (Emergency Medical Services System and the Prehospital Emergency Medical Care Personnel Act) and the policies, procedures, and requirements of Marin LEMS A. The CQI Program shall include, but is not limited to: the collection, analysis, and reporting of operational and clinical data; review of performance and

compliance; the provision of support for the EMS Education Program; and the preparation and presentation of reports and recommendations to the Board as requested by the Executive Officer or the Board. The CQI Program may be administered through contract with another public entity or other qualified providers.

Section 6. Board Clerk. The Executive Officer shall appoint a Board Clerk whose duties shall include managing the day to day administrative tasks of S MEMPS, and duties including, but not limited to, posting and distributing Board and Standing Committee notices and agendas pursuant to the Brown Act; recording Board meeting minutes; administration of Fair Political Practices Commission conflict of interest filings (Form 700); working with the General Counsel in the response to Public Records Act requests; and providing administrative support to the Executive Officer and the Board as requested.

Section 7. Other Personnel and Professional Consultants. The Board may select, appoint, or employ such consultants, staff, employees, and professional or expert services as may be necessary to accomplish the purposes of S MEMPS, consistent with the Agreement. The Board may delegate this authority to the Executive Officer. Such persons shall not be deemed, by reason of their employment or position with S MEMPS, to be employed by any of the Member Agencies.

Section 8. Fire Chief Staff. The Fire Chiefs of the Member Agencies shall serve as staff for S MEMPS. Fire Chief Staff shall not receive compensation from S MEMPS unless otherwise directed by the Board.

ARTICLE 6. CONFLICTS OF INTEREST

The Board shall be subject to the conflict of interest rules set forth in the Political Reform Act, Government Code, §§ 8100 *et seq.* and implementing regulations, and the Public Contracting Conflict of Interest Law Government Code, §§ 1090 *et seq.* The Board shall adopt a conflict of interest code as required by law.

ARTICLE 7. FISCAL YEAR AND BUDGET

S MEMPS's fiscal year shall be the twelve (12) month period beginning each July 1 ending the following June 30. At the end of each fiscal year, the Executive Officer shall present to the Board a proposed operating budget for the upcoming fiscal year that complies with Section 8 of the Agreement and any applicable Board policies. The Board shall adopt a budget for each fiscal year. S MEMPS shall operate only under an approved and adopted operating budget and may not operate at a deficit.

ARTICLE 8. BILLING POLICY AND FINANCIAL HARDSHIP AND COMPASSIONATE CARE POLICY

The Board shall adopt a Billing Policy that shall detail how S MEMPS charges and administers billing related to its services including, but not limited to, how patients are billed, how bills are collected, the procedures for patient hardship waivers, and billing write-offs. The Board shall also adopt a

Financial Hardship and Compassionate Care Policy, as allowed by Health and Safety Code section 13919, to establish procedures and policy that govern the modification of EMS and ambulance transport charges based on applicable poverty guidelines and other factors.

ARTICLE 9. GENERAL PROVISIONS

Section 1. Severability. Upon adoption by the Board, every section, paragraph, sentence, clause, and phrase of these Bylaws is severable. If any section, paragraph, sentence, clause, or phrase of these Bylaws is for any reason found to be invalid or unconstitutional, such invalidity or unconstitutionality shall not affect the validity or constitutionality of the remaining sections, paragraphs, sentences, clauses, or phrases.

Section 2. Effective. These Bylaws shall become effective immediately upon the vote of two-thirds (2/3) of the Board.

Section 3. Interpretation. If any provision of these Bylaws conflicts with the Agreement, the terms of the Agreement shall apply. In the event of any conflict between these Bylaws and any statute, ordinance, code, or regulation, the terms of the applicable statute, ordinance, code, or regulation shall apply.

Section 4. Electronic Signatures. Unless otherwise required by law, the use of electronic signatures shall be authorized to conduct Board business.