

**BAY COUNTY MEDICAL CONTROL AUTHORITY AND ADVISORY BOARD
#0.01 – BYLAWS**

Page 1 of 5

**ARTICLE 1
ORGANIZATION AND MISSION**

1.0 Organization Name. This organization shall be known as the Bay County Medical Control Authority, (“Authority”). The Authority has been designated by the Department as responsible for medical control for emergency services for Bay County, as provided by MCLA 333.20918, the Authority shall be administered by member hospitals. The member hospitals shall, however, establish and appoint an advisory body for the Authority, the Advisory Board (“Board”). Except as otherwise required by law, provided in these bylaws, or as specified by the Authority, the Authority shall be vested with all corporate powers, which shall be exercised upon action by the members and designated representatives to the Authority.

1.1 Place of Business. The Authority shall maintain its principal place of business within Bay County.

1.2 Non-Profit Operation. The Authority shall be operated exclusively for charitable, scientific, and educational purposes as a nonprofit organization for the benefit of the citizens of Bay County. No individual member of the Authority shall have any title to or interest in the organizational property or earnings, in his or her individual or private capacity. Likewise, no part of the net earnings of the Authority shall benefit any individual member of the Authority or Advisory Board. No substantial part of this Authority’s activities shall consist of carrying propaganda, endorsement of individual commercial services, or otherwise attempt to influence emergency medical care within Bay County to an individual, private, or commercial group benefit. Neither shall the Authority participate in or intervene in any political campaign on behalf of any specific candidate for public office.

1.3 Mission and Scope of Activities. The mission and scope of the activities of the Authority shall include, but not necessarily be limited to, the following:

- 1.3a To establish written protocols for the practice of life support agencies and licensed emergency medical services personnel within Bay County in accordance with those procedures established by the Department and as set forth in the Public Health Code. The protocols established shall include all the following [Ref. MCLA 333.20919(1)]:

The acts, tasks, or functions that may be performed by each type of emergency medical services personnel licensed under Part 209 of the Public Health Code; and the appropriate dispatching of a life support agency based upon medical need and the capability of the emergency medical services system.

- 1.3b To encourage and assist with the training and education of both health care providers and the general public in the provision of emergency medical care.

- 1.3c To foster and promote research and to improve methods of emergency medical services delivery within Bay County.

ARTICLE II – MEMBERSHIP

2.0 Membership of Authority. Each hospital licensed under part 215 of the Michigan Public Health Code which operates a service of the admission and treatment of emergency patients within Bay County shall be eligible for membership in the Authority. Membership shall be granted upon receipt of a letter requesting membership from an eligible hospital. The Authority members consist of:

- Two Hospital members or their designee
- Physician Medical Director of the Advisory Board
- A member of the Community (appointed by the hospital Board of Trustees for a term of three years, this member is not affiliated with Bay Health.)
- A Bay County Representative (appointed by the hospital Board of Trustees for a term of three years, this member is not affiliated with Bay Health.)

The hospital members of the Authority and collective representatives are given the day-to-day responsibility for all dealings on behalf of the Authority with the Advisory Board, the State of Michigan, and others in the matters concerning the Authority.

Officers of the Authority.

The officers of the Authority shall consist of the following:

- a. A president, who shall direct the business of the Authority.
- b. A vice president, who shall act in the absence of the president.
- c. A secretary, who shall be responsible for taking minutes and maintaining records.

Membership of the Medical Advisory Board. Will consist of a group of individuals appointed by the Authority to represent a broad spectrum of Bay County's emergency response team.

Standing members of the Board by virtue of their position should include:

- Medical Director of the Medical Control Authority
- Assistant Medical Director of the Medical Control Authority
- Administrator (or Designee) from each Member Hospital
- A representative from the Bay County Fire Chief's Association
- A representative from the Township Supervisor's Association of Bay County
- A representative from Bay County 911
- A representative from Bay County Law Enforcement
- A representative from each ambulance service approved by the Authority to operate in Bay County
- A paramedic working in Bay County
- An emergency medical technician working in Bay County
- A medical first responder working in Bay County
- An emergency room nurse working within a member hospital

The Authority may appoint additional members, so long as the total number of members on the Advisory Board does not exceed eighteen.

2.2 Disclosure of Conflict of Interest. All conflicts of interest must be brought to the full attention of the Board and the Authority upon appointment to the respective body. Conflicts such as financial interests in an ambulance company or other conflict which may influence the voting of a member is subject to full disclosure.

2.3 Appointments and Vacancies on Advisory Board. All members of the Board shall be appointed and approved by a majority vote of the Authority membership at the Authority's next meeting. Any Board member may be removed from office with or without cause by a 51% vote of the Authority membership, at any time. Vacancies occurring on the Board for any reason shall be filled by appointment upon a majority vote of the Authority. A member of the Board elected to fill a vacancy shall serve on the Board for the unexpired portion of that term only. A Board member who fails to attend 75% of the meeting of the Board without excused absence may be subject to removal and a new Board member shall be appointed. A Board member will serve a term of three years. At completion of the term, the board member may be re-appointed for subsequent terms.

ARTICLE III – MEETINGS

3.0 Notice of Meetings. Written notice of the time and place of all meetings of the Authority and Advisory Board shall be mailed to the respective members and the designated representatives at least five (5) business days before the date of the meeting by regular mail. Notices shall be sent to the address designated by the member of designated representative for such purposes. Notice of special meetings shall state the purpose of the meeting, and no business may be conducted at a special meeting except of the business specified in the notice that was mailed of that meeting.

3.1 Regular and Special Meetings. Regular meetings of the Authority and the Board shall be held at Bay Medical Center or such other place as may be designated. Special meetings of the Advisory Board may be called by the Medical Director and/or upon the request of not less than five (5) members or designated representatives to the Advisory Board. Minutes of all meetings shall be taken and copies thereof distributed to members and designated representatives to the Advisory Board in a timely manner. The Advisory Board will meet a minimum of three (3) times a year and beyond that as often as the business of the Advisory Board requires.

3.2 Quorum and Voting. A quorum shall be the majority of the then duty appointed members and/or designated representatives on a committee, the Board, or the Authority, as the case may be. When a quorum is present, a vote by the majority of those present at a meeting of a committee, the Advisory Board, or the Authority, shall constitute the act of that body, unless a greater than majority vote is required by law or otherwise provide for within these bylaws. A committee may, however, make a recommendation to the Board or the Authority by majority vote of the committee members present notwithstanding the absence of a quorum at that meeting. At all meetings, each member or designated representative shall have one vote per membership, representative organization, or office, as the case may be.

3.3 Presence at Meeting. A member or designated representative of a committee, the Board, or the Authority may participate in any meeting of these bodies, as appropriate, by means of conference telephone or other equivalent equipment or means, so that all persons at the meeting and the individual not physically present, can hear and converse with one another. Participation in the meeting in this manner, if available, constitutes the presence of that individual at that meeting. This section shall not, however, be construed to require that such means of participation be provided for every meeting or any particular meeting.

ARTICLE IV – OFFICERS

4.0 Medical Director. The Physician Medical Director shall be appointed by the Chief Operations officer and approved by the Hospital Board. The Physician Medical Director will serve a term of two years. At completion of the term, the Medical Director may be reappointed for subsequent terms.

4.0.a. Qualifications.

- A practicing Bay County hospital based emergency physician.
- Board-certified or Board-eligible in emergency medicine.
- ACLS & Advanced Trauma Life Support through the American Heart Association,
- Advance Trauma Life Support Verified.
- Currently active in providing emergency services as a physician in Bay County.

4.0.b. Responsibilities.

- 1) Medical Director shall serve as the Chairperson of the Advisory Board.
- 2) Medical Director acts as a member of the Authority.
- 3) Assure implementation of and compliance with policies, procedures, and protocols for the emergency services in Bay County Medical Control service area.
- 4) Reviews and resolves complaints in accordance with any established Quality Improvement incident investigation procedure.
- 5) Withdraws medical control support from an EMS agency or individual whenever there is evidence that continued activities by the agency/individual will endanger the health and/or safety of the patient or community. Also notifies the Authority to determine if further action is necessary.

4.1 Assistant Medical Director. With the advice of the Advisory Board, the Authority will appoint an assistant EMS Medical Director.

4.1.a. Responsibilities:

The Assistant Medical Director shall act in absence of the Medical Director with all responsibilities thereof.

4.2 Removal of Officers. Any officer, except the Medical Director, may be removed from office with or without cause upon the vote of two-thirds (2/3) of the members and designated representatives on the Authority. The Medical Director may be similarly removed from office by similar action by the Authority. Any officer proposed to be removed shall be mailed notice, by regular mail, of such intent and the special or regular meeting at which the issue will be discussed and/or voted upon, at least five (5) business days in advance of such meeting. The affected officer shall have the right to appear at such meeting and be heard prior to the taking of the vote.

4.3 Vacancies. In the event of a vacancy, for whatever reason, prior to the expiration of the term, in the position of Medical Director, the authority shall elect a successor to serve the remainder of the unexpired term. Similarly, the Board shall elect successors to fill any other vacant offices.

ARTICLE V – DUTIES

5.0 Medical Director. The Medical Director shall be a hospital-based emergency physician, practicing within Bay County. Such physician shall be board certified or eligible in Emergency Medicine. The Medical Director or Co-Medical Director shall direct the Board and implement and comply with the policies and procedures for the Bay County Emergency Medical System in accordance with the statutory requirements and regulations and directives of the Department. The Medical Director or Co-Medical Director will have the authority to summarily proceed, without prior consultation, to effect corrective or disciplinary action concerning any system participant.

ARTICLE VI – COMMITTEES

The Authority and the Board may each respectively create such committees as are deemed necessary to conduct their ordinary business. All Board standing committees and their chairpersons shall be created and appointed by the Medical Director and approved by a vote of the Board. All Authority standing committees and their chairpersons shall be created and appointed by a vote of the Authority. Committee terms shall be provided for officers. Other committees shall be similarly established as necessary. All committees shall meet and report as provided by the vote of the Board creating them and shall have the Medical Director as an ex officio member of each.

ARTICLE VII – INDEMNIFICATION

Each person who is or was a member of the Bay County Medical Control Board and/or an officer of the organization and/or a person who serves or has served at the request of the organization, shall be indemnified by the participating Bay County hospitals or system of hospitals from any and all claims, costs, actions, causes of action, loss or expenses resulting from the performance of duties as designated in MCL 333.20919.

ARTICLE VIII – AMENDMENTS

These bylaws may be amended by 51% of the membership of the Bay County Authority. All members shall be provided with written proposed bylaw changes at least ten (10) days prior to the meeting where changes will be made.