

BY-LAWS
OF
THE PENNSYLVANIA EMERGENCY HEALTH SERVICES COUNCIL

(A Pennsylvania Non-Profit Corporation)

ARTICLE I

Corporation Name

The name of this Organization shall be the Pennsylvania Emergency Health Services Council (hereinafter called "The Council," established as a not-for-profit corporation, under the applicable statutes of the Commonwealth of Pennsylvania).

ARTICLE II

Purpose

The Council, is not formed for pecuniary or financial gain, and no part of the assets or income of the Council is distributed to, or inures to the benefit of its Directors or Officers except to the extent permitted under the act of Dec. 12, 1988 (P.L. 1444, No. 177), as amended, known as the Non-Profit Corporation Law of 1988, or any provision of these By-Laws.

The Council shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

The Council shall be noncommercial, nonsectarian, and nonpartisan. The name of the Council or names of any members in their official capacities shall not be used in connection with any commercial return or with any partisan interest or for any purpose not appropriately related to the promotion of the objectives of the Council.

Upon dissolution of the Council, the Board of Directors, after making provision for the payment of all of the liabilities of the Council, shall arrange for the distribution of all of the assets of the Council exclusively for tax-exempt purposes of the Council, either by direct distribution or by distribution to one or more organizations, contributions to which are deductible under Section 170 (c) of the Inter Revenue Code, as the Board of Directors may determine, and if required by the state law, subject to the order of a judge of the Commonwealth of Pennsylvania. Any such assets not so distributed within a reasonable period of time after the dissolution of the Council shall be disposed of in accordance with the direction of any court having jurisdiction in the county in which the principal office of the Council last was located, exclusively in such a manner as the judgment of the court will best accomplish the purposes for which the Council was organized. The Council is organized exclusively for charitable, educational, and scientific purposes with the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law).

The purpose of the Council, which shall be organized under this Act, is to engage in and to do any lawful act concerning any or all purposes for which corporations may be incorporated under the act of November 17, 1972 (P.L. 1063, No. 271), as amended, known as Nonprofit Corporation Law of 1972, and without limiting the generality of the forgoing:

- (a) To serve as an advisory body to the Secretary of Health and the EMS Office and all other appropriate agencies within the Commonwealth;
- (b) To aid and advise member organizations and the Commonwealth through the development and planning of programs for emergency health services to promote the welfare of the people of the Commonwealth;
- (c) To promote the coordination, development, and evaluation of emergency health services in the Commonwealth.

ARTICLE III

Council Membership

Section 1. Membership. Member Organizations in the Council shall represent the interests of citizens, local government, major public and voluntary agencies, organizations and institutions concerned with emergency medical and/or health services, facilities and manpower. Membership shall be granted upon application and approval as provided in Section 3 of this Article and/or in accordance with such regulations as the Council may enact from time to time. Organizational membership in the Council shall be nontransferable and non-assignable.

Section 2. Honorary Membership. Honorable membership (individual) may be appointed by the Executive Committee or the Board of Directors, subject to Council approval. These members may be chosen for distinguished service in EMS to the Council or the Commonwealth. Each honorary member is entitled to one (1) vote.

Active Membership. Active membership may be granted to an organization by the Board of Directors. Each active member organization is entitled to one (1) vote.

Affiliate Membership. Affiliate membership may be granted to an individual or organization by the Board of Directors. Each affiliate member is considered as an information member without voting privileges.

Section 3. Application for and Approval of Membership. Applications for membership shall be made to the Council in writing on forms provided. All applications shall be reviewed by the Membership Committee, as provided in Article VII, Section 2 of these By-Laws. The Membership Committee shall consider a fully completed application based on a review of organization or individual goals as being consistent with the

Council's mission and criteria set forth in accordance with these By-Laws and the Council's Policy and Procedures Manual, as approved by the Board of Directors, and shall recommend approval or disapproval to the Board of Directors which shall then act on all applications for membership.

- Section 4. Voting Representatives. Each Active Member Organization approved for membership shall appoint one (1) voting representative and (1) alternate representative to the Council. The name, address, phone, fax, and e-mail (or other preferred contact method) of such voting representative and alternate shall be registered by each organization with the Council annually. If and when any voting representative's name, address, or contact method changes will be updated with the Council, in writing, as they occur. In the case that both the voting representative and the alternate are present at the same meeting, only the representative may vote on behalf of the organization.
- Section 5. Conflict of Interest. No person deriving substantial personal income directly or indirectly from the activities of the Council shall vote or participate in any Council activities, which could affect, in fact or appearance, such personal income or benefit. Each Council voting representative and alternate shall declare any potential conflict of interest formally on forms as available from the Council prior to assuming his/her position, and annually thereafter.
- Section 6. Corporate Identity Policy. The Corporate Identity Policy defines the Council's policies as to the use of the corporate logo and/or image by members. In order to maintain the Council's image and support its' mission statement, each Council member organization shall agree to the contents of the Corporate Identity Policy, upon approval of membership, by signing a form available from the Council.
- Section 7. Dismissal of Council Members. Council members, active or affiliate, may be dismissed from membership for cause, such as a violation of any of the By-Laws or rules of the Council, or for conduct prejudicial to the best interests of the Council, after due notice, hearing and approval of the Board of Directors by a simple majority vote of those present. Members may also be considered for dismissal by the Board of Directors based on a review and recommendation made by the Membership Committee. This review will compare organizational and individual goals as being consistent with the Council's mission and criteria set forth in accordance with these By-Laws and the Council's Policy and Procedures Manual. The Membership Committee shall review the attendance of all member organizations annually. Whenever an organization has been unable to send a representative or alternate during a calendar year, the Membership Committee shall contact the Organization to determine continued interest. The member has the right to appeal to the Board of Directors through a process as established by the Executive Committee.

ARTICLE IV

- Section 1. Annual Meeting. There shall be an annual meeting of the Council. At the annual meeting of the Council, the Council shall receive the annual report of the Board, elect the Board of Directors, and conduct any other business as defined in these By-Laws.
- Section 2. Special Meetings. Special meetings of the Council may be called by the Council President or upon written petition of not less than twenty-five (25) active members. The petition shall cite the purpose of the special meeting.
- Section 3. Place of Meeting. Meetings shall be held at the principal office of the Council, or at such place within or without of the Commonwealth of Pennsylvania.
- Section 4. Notice of Meetings. Written notice, stating the place, day, and hour of the meeting called under either Section 1 or Section 2 of this Article shall be delivered to each Council representative entitled to vote at each meeting, not less than fifteen (15) days before the date fixed for the meeting.
- Section 5. Quorum. The presence in person of thirty-three (33%) percent of the voting representatives shall constitute a quorum for the transaction of business. In the case of a meeting called for any other purpose, which is adjourned due to lack of a quorum, those attending the second meeting called for the same purpose, although less than a quorum, shall constitute a quorum, if written notice of such a adjourned meeting stating that those members who attend shall constitute a quorum for the purpose of acting upon such resolution or other matter, is given to each voting representative of record entitled to vote at such second adjourned meeting at least ten (10) days prior to the day named for the second adjourned meeting.
- Section 6. Manner of Acting. A simple majority of members entitled to vote at a duly called meeting shall be necessary to adopt unless a greater portion is required by law or these By-Laws. Each Council member shall be entitled to one (1) vote at the annual meeting or special meeting of the Council. Such votes shall be cast by the voting representative or the registered alternate or by another individual affiliated with such member organization who is designated in writing by the organization to vote in lieu of its registered voting representative, and who is also present at the meeting at the time of the voting, except those individuals who are prohibited from voting as stipulated in Article III, Section 5 of these By-Laws.
- Section 7. Alternate Voting Methods. Where directors are to be elected by the members, such election may be conducted by alternative voting methods only if authorized by a resolution of the Board of Directors in such manner as the Board of Directors shall determine in that resolution.

Section 8. Parliamentary Procedure. The rules contained in “Robert’s Rules of Order Revised” shall govern the Council in all cases in which they are applicable and in which they are not inconsistent with these By-Laws. Council rules, if any, shall supercede “Robert’s Rules of Order Revised” only when specified within these bylaws.

ARTICLE V

Board of Directors

Section 1. General Powers. The affairs of the Council shall be vested in its Board of Directors, which may exercise all such powers of the Council.

Section 2. Number, Tenure and Composition. The Board of Directors whom shall be elected by and from the Council membership and shall consist of not less than thirty (30) members.

The Board membership shall be representative of the provider organizations which represent emergency medical technicians, EMT-paramedics, registered nurses, firefighters, emergency medical service councils, physicians, hospital administrators, and other health care providers, or non-vested consumers concerned with emergency medical services.

The Secretary of Health of the Commonwealth of Pennsylvania or his/her designee shall be a member ex-officio without the power to vote.

A board of director organization shall serve a three (3) year term commencing at the time of election. A voting member shall not serve more than two (2) consecutive terms.

Section 3. Nominations and Elections. The President shall appoint five (5) members of the Board of Directors to the Nominating Committee to submit a slate of candidates for the positions of the Board of Directors, thirty (30) days in advance of the annual meeting of the Council. Other nominations may be made from the floor of the annual meeting by any voting representative. Each successful nominee must receive a majority of the votes cast by the eligible voting members of Council present. If there are vacancies remaining (after accepting all receiving a majority), successive ballots shall be made until all vacancies are filled. Voting shall be closed when all positions are filled.

Section 4. Duties of the Board of Directors. The Board of Directors shall:

- A. Elect its own officers, from the Board of Directors membership, consisting of President, Vice-President, Secretary, Treasurer.
- B. Manage the property, affairs, and funds of the Council and shall have the power to do and perform all acts and functions consistent with these By-Laws, the Articles of Incorporation, the laws of the Commonwealth of Pennsylvania, and the laws of the United States.
- C. Establish and authorize salaries and position requirements for all staff members.
- D. Appoint an Executive Director of the Council and prescribe for him/her such duties and powers as may be necessary.
- E. Establish standing and other committees as it sees fit to aid in carrying out the purposes of the Council.
- F. Approve membership in the Council.
- G. Submit annually to the participating membership of the Council a complete report on all activities of the Council during the previous year. The Annual Report shall include fiscal data, as well as projects completed and in process.
- H. Execute a conflict of interest statement annually on a form provided by the Council. The Executive Committee shall review the disclosure statements and provide recommendations on possible conflicts.

Section 5. Regular Meeting. The Board of Directors shall hold at least three (3) regular meetings per year at a time and place specified by notification thirty (30) days in advance.

Section 6. Special Meeting. Special meetings of the Board of Directors may be called by the request of the President. The President may fix any place, within the Commonwealth of Pennsylvania, as the place for holding any special meeting of the Board. Notice of any special meeting of the Board of Directors shall be given at least five (5) days in advance.

Section 7. Quorum. A simple majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a quorum is present, a majority of those present may adjourn the meeting without further notice.

Section 8. Alternative Voting Methods. If for any reason, other than the election of officers and board members, the President deems that Council action is needed, or is at issue, the President may authorize a polling of the Board of Directors by an alternative voting method.

- Section 9. Manner of Acting. The Board may act by simple majority vote except where a greater vote is required by these By-Laws.
- Section 10. Vacancies. Any vacancy occurring in the Board of Directors may be filled by majority vote of the Board until the next annual meeting. At that time, the office shall be filled by regular nominations and elections for the number of years remaining in the term.
- Section 11. Compensation. Directors shall serve without compensation, unless authorized by the Department of Health for official duties.
- Section 12. Resignation and Removal of Director Organization.
- A. Any Director organization may resign at any time. Such resignation shall be made in writing to the Board of Directors and shall take effect at the time specified therein, or if no time be specified at the time of its receipt by the Board. The acceptance of the resignation shall not be necessary to make it effective.
 - B. A Director organization may be removed from the Board of Directors for non-attendance at one-third (1/3) or more of the meetings in the preceding twelve (12) month period by majority vote of the Board of Directors, and shall be advised by the President of such removal.
 - C. A Director organization may be removed from the Board of Directors by written vote of two-thirds (2/3) of the members of the Board of Directors upon cause shown.
- Section 13. The Board of Directors may establish a dues structure for Council membership as needed annually.
- Section 14. Limitation on Liability. A Director shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless the Director has breached or failed to perform the duties of their office under the Nonprofit Corporation Law of 1998, as amended. The provisions of this Section 14 shall not apply to (i) the responsibility or liability of a Director pursuant to any criminal statute or (ii) the liability of a Director for the payment of taxes pursuant to local, state, or federal law. Any repeal or modification of this Section shall be prospective only, and shall not affect, to the detriment of any Director, any limitation on the personal liability of a Director of the Council existing at the time of the repeal or modification.

ARTICLE VI

Officers

All Officers shall:

- (a) Perform the duties prescribed in the parliamentary authority in addition to those outlined in these By-Laws and those assigned from time to time.
- (b) Deliver to their successors all official material not later than ten days following the election of their successors.

Section 1. Number. The officers of the Council shall be individuals serving as the President, Vice-President, Secretary, Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries or one or more assistant treasurers, as it shall deem desirable. Such officers shall have authority to perform the duties described, from time to time, by the Board of Directors.

Section 2. Nominations. The Nominating Committee shall submit, by letter, to the Board of Directors not less than thirty (30) days in advance of the Board of Directors' meeting at the annual meeting of the Council, its nominations for officers. Nominations for officers may also be made from the floor at the first Board of Directors' meeting after the annual meeting by any voting representative of the Board, with prior approval from the individual to be nominated.

Section 3. Election. The Officers of the Council shall be elected annually by majority vote of the voting representatives of the Board present at the first board meeting after the annual meeting.

Section 4. Term of Office. Each officer shall hold office for a term of one (1) year at a time. No individual shall hold more than one office at the same time.

Section 5. Resignation and Removal of Officers.

- A. Resignation. Any officer may resign at any time. Such resignation shall be made in writing to the President, and shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the President. The acceptance of the resignation shall not be necessary to make it effective.
- B. Removal. Any officer, elected by the members of the Board, may be removed by two-thirds (2/3) vote of the Board members for cause after due notice, and hearing. The officer has the right to appeal through a process as established by the Board.
- C. Any officer may be removed from the Executive Committee for non-attendance at one-third (1/3) or more of the Executive and Board of Directors' meetings in the preceding twelve (12) month period by majority vote of the Board of Directors, and shall be advised by the President of such removal.

- Section 6. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or other cause may be filled by the Board. The President shall appoint one of the members of the Board of Directors to fulfill the official duties of the office until the vacancy is filled. All vacancies in any office shall be filled by the Board of Directors without undue delay, at its regular meeting, or a meeting specially called for that purpose.
- Section 7. President. The President shall be the principal executive officer of the Corporation and shall, in general, supervise and control all of the business and affairs of the Council. The President shall preside at all meetings of the membership and of the Board of Directors. The President shall be a member ex-officio, without vote, of all committees (except for the Nominating Committee). The President may sign, with the Secretary or any other proper officer of the Council, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof, shall be expressly delegated by the Board of Directors, by these By-Laws, or by statute to some other office or agent of the Council.
- Section 8. Vice-President. In the absence of the President, or in the event of his/her inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all of the responsibilities of the President. A Vice-President shall perform such other duties as from time to time may be assigned to that office by the President or by the Board of Directors.
- Section 9. Treasurer. The Treasurer or agent designated by the Council shall have charge of, be responsible for all funds and securities of the Council, receive and give receipts for moneys due and payable to the Council from any source whatsoever, and in general, perform all duties incidental to the office of Treasurer, and such other duties as from time to time may be assigned to the office by the President or by the Board of Directors.
- Section 10. Secretary. The Secretary or agent of the Council shall keep the minutes of the meetings of the Council and of the Board of Directors; see that all notices are duly given in accordance with the provisions of these By-Laws, or as required by law; and, in general, perform all duties incidental to the office of Secretary and such other duties as from time to time may be assigned to that office by the President or the Board of Directors.

ARTICLE VII

Standing Committees

Administrative Committees

- Section 1. Executive Committee. An Executive Committee which would act in the name and with the full power of the Board of Directors, subject to the

limitations contained in Section 5731 of the act of November 15, 1972 (P.L. 1063, No. 271), known as the Nonprofit Corporation Law of 1972, as renumbered and amended, during intervals between meetings of the Board on matters requiring actions by the Directors, shall consist of the President, Vice-President, Treasurer, and the Secretary of the Corporation, the Immediate Past President, and two (2) Members at Large shall be elected from the active Board member organizations by the Board of Directors, and any other officers elected by the Board, as defined in Article VI, Section I, with the approval of a majority of members of the Board of Directors present at an official meeting of the Board of Directors. The President shall act as Chairman of the Executive Committee, and shall call meetings as required. All actions taken by the Executive Committee shall be reported to the Board of Directors at the first meeting thereafter. Each member of the executive Committee will be entitled to (1) vote at all Executive Committee meetings. A simple majority of the Executive Committee shall constitute a quorum for the transaction of business.

- Section 2. In the event that the Board organization membership of the Immediate Past President expires while the Immediate Past President holds that position, the Immediate Past President would continue on the Executive Committee as an ex-officio officer without the power to vote. The vacant Executive Committee position may be filled by a third Board Member at Large organization elected by the Board of Directors in accordance with Article VII, Section 1 of these by laws.
- Section 3. Membership Committee. There shall be a Membership Committee, as provided for in Article III, Section 3 of these By-Laws. The President of the Council shall select a Chairperson of the Membership Committee. The Membership Committee shall:
- A. Review the status and standing of members periodically.
 - B. Develop criteria to review membership applications in accordance with these By-Laws.
 - C. Make recommendations to the Board of Directors regarding membership applications.
- Section 4. By-Laws Committee. There shall be a By-Laws Committee, as provided for these By-Laws. The President of the Council shall select a Chairperson of the By-Laws Committee.
- Section 5. Audit Committee. There shall be an Audit Committee appointed by the Board of Directors. The President of the Council shall select a Chairperson of the Audit Committee. The Audit Committee shall:
- (a) conduct an on-going review of the financial activities of the Council,
 - (b) review all financial statements,
 - (c) regularly report to the Board of Directors on the financial status of the Council,
 - (d) ensure that an audit shall be made annually of the accounting records of the Council by independent accountants, and
 - (e) review the annual report and report its findings to the Board.

Section 6. Nominating Committee. There shall be a Nominating Committee, as provided for in Article V, Section 3 of these By-Laws. The President of the Council shall select a Chairperson of the Nominating Committee.

Mission Committees

Section 6. Medical Advisory Committee. There shall be a Medical Advisory Committee. The President of the Council may select a member of the Board of Directors to serve as Chairperson of the Medical Advisory Committee.

Section 7. Other Committees. Other Committees not having and exercising the authority of the Board of Directors in the management of the Council, may be appointed in such manner as may be designated by the Board of Directors. Any member of these committees may be removed by the person or persons authorized to appoint such members, whenever in their judgment the best interests of the Council shall be served by such removal. No member of the staff to the Council shall serve as a voting member of any committee hereunder.

Section 8. Term of Office. Each member of a Committee shall continue as such until the next annual meeting of the members of the Council, or at the discretion of the President, unless such members be removed from said committee, or unless such member shall cease to qualify as a member as per Article VII, Section 9 of these By-Laws.

Section 9. Rules. Each committee may adopt rules for its own government not inconsistent with these By-Laws, as defined by the Executive Committee. These rules will provide that a simple majority vote is necessary for any recommendation forwarded to the Board of Directors for consideration.

Section 10. Power of Committees other than the Executive Committee. All Committees, shall have only such powers and duties as assigned by the Board and subject to the limitations contained in act of November 17, 1971 (P.L. 1063, No. 271), as amended, known as the Non-Profit Corporation Law of 1972.

ARTICLE VIII

Execution of Instruments

- Section 1. Execution of Instruments. Unless so authorized, by the Board of Directors, no officer, agent or employee, shall have any power or authority to bind the Council in any way, to pledge its credit or to render it liable pecuniary for any purpose in any amount.
- Section 2. Checks and Endorsements. All checks and drafts upon the funds to the credit of the Council in any of its depositories shall be signed by such of its officers or agents, as shall from time to time be determined by resolution of the Board of Directors, which may provide for the use of facsimile signatures under specified conditions, and all notes, bill receivable, trade acceptances, drafts, and other evidences of indebtedness payable to the Council shall, for the purpose of the deposit, discount or collection, be endorsed by such officers or agent of the Council. The Treasurer and other officer or agent of the Council who handles funds of the Council shall be bonded for a sum sufficient to protect the Council from loss.
- Section 3. Deposits. All funds of the Council shall be deposited from time to time to the credit of the Council in such banks, trust companies, or other depositories as the Board of Directors may select.
- Section 4. Gifts. The Board of Directors may accept on behalf of the Council any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Council.

ARTICLE IX

Indemnification

- Section 1. Right to Indemnification. The Council shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason or the fact that such person is or was a Director or Officer of the Council, or, while a Director or Officer of the Council, is or was serving at the request of the Council as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, including an employee benefit plan, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, wither or not the indemnified liability arise or arose from any threatened, pending or completed action by or in the right of the Council or corporation, to the extent that such person is not otherwise indemnified and to the extent that such indemnification is not prohibited by applicable law.

- Section 2. Advance of Expenses. Expenses incurred by a Director or Officer in defending a civil or criminal action, suit or proceeding may be paid by the Council in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the Director or Officer to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Council
- Section 3. Procedure for Determining Permissibility. To determine whether by indemnification or advance of expenses under this Article IX is permissible, the Board of Directors by a majority vote of a quorum consisting of the Directors not parties to such action, suit or proceeding may, on the request of any person seeking indemnification or advance of expenses shall be required to determine in each case whether the applicable standards of any applicable statute have been met, or such determination shall be made by independent legal counsel if such quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested Directors so directs. The reasonable expenses of any Director or Officer in prosecuting a successful claim for indemnification, and the fees and expenses of any special legal counsel engaged to determine permissibility of indemnification or advance of expenses, shall be borne by the Council.
- Section 4. Contractual Obligation. The obligations of the Council to indemnify a Director or Officer under this Article IX, including the duty to advance expenses, shall be considered a contract between the Council and such Director or Officer, and not modification or repeal of any provision of the Article IX, shall affect, to the detriment of the Director or Officer, such obligations of the Council in connection with a claim based on any act or failure to act occurring before such modification or repeal.
- Section 5. Indemnification Not Exclusive; Inuring of Benefit. The indemnification and advancement of expenses provided by this Article IX shall not be deemed exclusive of any other right to which one indemnified may be entitled under any agreement, vote of members of Directors or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding such office, and shall inure to the benefit of the heirs, executors and administrators any such persons.

ARTICLE X

Books and Records

The Council shall keep correct and complete records of account, shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at its registered principal office, a record giving the names and addresses of the voting representatives or alternates of each member organization entitled to vote, as well as the names and addresses of each member organization and affiliate members. All books and records of the Council may be inspected by any member, or its agency or attorney, for any proper purpose at any reasonable time.

ARTICLE XI

Fiscal Year

The fiscal year of the Council shall be from July 1 to June 30.

ARTICLE XII

Council Seal

The Council seal shall be in such form as is approved by resolution of the Board of Directors. Such seal may be used by causing it or a facsimile thereof to be impressed or otherwise reproduced. Impression of the seal may be made and attested to by either the Secretary or an Assistant Secretary for the authentication of contracts or other papers requiring the seal.

ARTICLE XIII

Waiver of Notice

Whenever any notice is required to be given under the provisions of the Pennsylvania Non-Profit Corporation Code of 1972, as amended, the provisions of the Articles of Incorporation or by the By-Laws of the Council, a waiver thereof, in writing, signed by the person or persons entitled to do such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV

Financial Accountability

The Board shall approve the budget. The Board shall select an independent auditor who shall conduct the annual audit that shall comply with generally accepted accounting standards (GAAS) and whose financial statements shall be prepared in accordance with generally accepted accounting principles (GAAP). The audited financial statement (and Form 990, if applicable) shall be provided to any inquirer upon reasonable written notice.

The Board shall assure that such adequate internal controls over disbursements are in place to assure that there are no unauthorized payments. The Board shall adopt clear policies regarding executive compensation and monitor such policies.

ARTICLE XV

Amendments to By-Laws

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a vote of two-thirds (2/3) of the voting representatives present at any meeting of the Council. All proposed amendments shall first be reviewed by the Board of Directors and presented thirty (30) days prior to the meeting of the Council with the recommendations of the Board of Directors for approval or disapproval. All proposed amendments shall be distributed to the members of the Council at least thirty (30) days prior to the meeting at which they will be considered.

These By-Laws will take effect at the April, 1998 Council meeting.

Revised – April 1998

Revised – June 2002

Revised – March 2004

PEHSC MISSION STATEMENT

The core mission of the Pennsylvania Emergency Health Services Council (PEHSC) is to serve as an independent advisory body to the Department of Health and all other appropriate agencies on matters pertaining to Emergency Medical Services. As an advocate for its diverse member organizations, PEHSC's ultimate purpose is to foster improvements in the quality and delivery of emergency health services throughout the Commonwealth.