

**BYLAWS OF
EASTERN NEW MEXICO
EMERGENCY MEDICAL SERVICES CORPORATION
REGION III**

(Original - Revised April 24, 2002)

ARTICLE I: NAME

The name of the Corporation shall be Eastern New Mexico Emergency Medical Services Corporation, and it is sometimes referred to in these Bylaws as the Corporation.

ARTICLE II: NONPROFIT CORPORATION

The Corporation is a nonprofit corporation organized pursuant to the statutes of the State of New Mexico, with its principal office located in the City of Clovis, Curry County, New Mexico. No officer or director of the Corporation, and no private individual, shall in any event be entitled to receive any of the income or assets of the Corporation, except that the corporation may retain employees on a full-time or part-time basis to receive such remuneration as may be established by the Board of Directors.

ARTICLE III: GEOGRAPHIC SERVICE REGION

The primary corporate service region shall be known as Region III of the New Mexico Emergency Medical Services System, and shall include the New Mexico counties of Chaves, Curry, DeBaca, Eddy, Guadalupe, Harding, Lea, Lincoln, Otero, Quay, Roosevelt and Union.

The secondary corporate service region shall include any area within the geographic boundaries of the United States of America that enables the Corporation to carry out its corporate purposes as described in Article IV.

ARTICLE IV: PURPOSES

The purposes for which the Corporation is formed are those set forth in its Articles of Incorporation, as from time to time amended. A specific purpose of the Corporation is to carry out the intent of U.S. Public Law 93-154, Sections 1203 and 1204 (The Emergency Medical Services Act of 1973), including the establishment, initial operation, expansion and improvement of a basic and advanced emergency medical services system and to prevent or reduce death and disability in the service region. To this end, the Corporation shall work cooperatively with appropriate federal and state agencies concerned with emergency medical services and with the area Health Systems Agency designated under the provisions of U.S. Public Law 93-641. The Board of Directors shall determine priorities for emergency medical services within its service region as defined in Article III.

ARTICLE V: BOARD OF DIRECTORS

- A. Governing Authority.** The governing authority of the Corporation shall be vested in a Board of Directors.
- B. Composition.** The Board of Directors shall be composed of not less than twelve members, one residing in each county of the service region.
- C. Appointing Authority.** One Director from each county of the service region shall be nominated by interested parties and effected agencies in each county. The Board of Directors Nominating Committee shall review all applications and provide recommendations to the governing Board of Directors at its 3rd quarter meeting.
- D. Terms of Office.** Each director shall serve a term of three years. The terms of the initial Board of Directors have been established by the Articles of Incorporation. Successors to the initial directors, and any vacancies occurring on the Board of Directors, shall be determined by the appropriate appointing authority established in paragraph C of this article. Four directors' terms

will expire each year. Expiring terms initially will be established by lots. Vacancies within a term will be filled and the remainder of the term served.

- E. Officers.** The following officers shall be nominated by the Board of Directors and should be voted upon at its 3rd quarter meeting: President, Vice-President, and Secretary/Treasurer. The President, or in his/her absence, the Vice-President, shall preside at all meetings of the Board of Directors and the executive committee. Officers shall serve one-year terms. The duties of the officers shall be those usually pertaining to such office.
- F. Meetings.** The Board of Directors shall meet no less often than quarterly. Meetings should occur in October, February, April and June of each fiscal year. The date, time and place of all meetings shall be determined by the Board of Directors. Special board meetings may be called at the discretion of the President, and shall be called by the President at the request of any three directors.
- G. Absences.** Should any director be absent, without an excuse, from three consecutive regular meetings of the Board of Directors, he shall be deemed to have resigned from the Board, with such resignation to become effective fourteen days after prior written notice to such director.
- H. Notices.** Regular meetings of the Board of Directors shall be scheduled at least ten days in advance, and the secretary shall mail notices of such meetings to appropriate directors throughout the service region. Notice of any special meetings shall be furnished in writing to each director at least three days prior to the date of the special meeting.

ARTICLE VI: COMMITTEES

- A. Executive Committee.** The executive committee shall consist of the officers of the Corporation. The executive committee shall have the authority to direct the daily operations of the Corporation and its staff.
- B. Other Committees.** Other committees shall be designated by the President, the executive committee or the Board of Directors for such purposes and terms of assignment as may be appropriate.

ARTICLE VII: CONFLICT OF INTEREST

No officer or director of the Corporation shall use his position for any purpose which is or which appears to be either directly or indirectly motivated by desire for private gain or profit.

The Corporation shall not enter into any contractual or other business relationship with any officer or director, or with any health service organization or facility with which a director is affiliated, unless the material facts concerning such director's interest in the contract or business relationship are disclosed at a regular or special meeting of the Board of Directors, and included within the minutes of such meeting. After full disclosure, if any such contract or business relationship shall be approved by a simple majority of the members of the Board of Directors present and voting, such contract or other business relationship shall be valid and enforceable. No director shall vote on any matter in which he is directly or indirectly interested.

ARTICLE VIII: ANNUAL MEETING AND ANNUAL REPORT

The Corporation shall hold an annual meeting each year. The date, time and place of the meeting shall be determined by the Board of Directors. Notification of the annual meeting shall be given in writing to each director at least fourteen days prior to the annual meeting.

An annual written report shall be presented at the annual meeting. The annual report shall contain a complete description of the activities of the Corporation during the prior fiscal year. The annual report shall also include a detailed description of progress made in meeting the purposes of the Corporation,

and a list of income, expenses and liabilities. Copies of the annual report will be furnished upon request to interested parties.

ARTICLE IX: STAFF

The Board of Directors shall appoint a full time Executive Director to manage the day-to-day affairs of the Corporation. The executive director shall be responsible to the Board of Directors, and shall have general powers as usually exercised by the chief executive officer or the general manager of similar organizations, and as established in a job description approved by the Board of Directors.

ARTICLE X: MEETINGS

All meetings of the Board of Directors shall be open to the public. Notice of board meetings shall be provided in the manner set out in these Bylaws.

ARTICLE XI: QUORUM

A majority of the membership shall constitute a quorum for all meetings of the Board of Directors and any standing or special committee.

ARTICLE XII: INDEMNIFICATION

The Corporation shall reimburse and indemnify each director, officer or employee of the Corporation against any expense actually incurred by him in connection with the defense of any action or proceeding against him for neglect or misconduct in the performance of his duties with the Corporation. Such indemnification shall not be deemed to exclude any other right to which such director, officer or employee may be entitled pursuant to the Articles of Incorporation, these Bylaws or any other agreement.

ARTICLE XIII: GENERAL ADMINISTRATIVE PROVISIONS

- A. Contracts.** The Board of Directors may authorize any officer or officers of the Corporation to enter into contracts or to execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or consigned to specific instances.
- B. Checks and Drafts.** All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by the executive director or by such officers of the Corporation in such manner as shall from time to time be determined by the Board of Directors.
- C. Records.** The Corporation shall keep books and records of account in accordance with generally accepted accounting standards, and shall record and retain minutes of the proceedings of the Board of Directors and standing and special committees. The Corporation shall keep at its registered office a record giving the names and addresses of officers of the Corporation, and of members of the Board of Directors and of the executive committee. Subject to policies adopted by the Board of Directors, any person may inspect any books and records of the Agency. The Board of Directors shall cause an audit of the financial records of the Corporation to be conducted annually.
- D. Fiscal Year.** The fiscal year of the Corporation shall begin on July 1 of each year, and shall end at midnight on June 30 of the year next following.
- E. Publication and Copyrights.** Applicable and federal and state laws will apply to the publication and copyright of materials produced by the Corporation, its directors, officers or employees, and any royalties received therefrom.
- F. Contracts and Receipt of Funds.** The Corporation may enter into contracts and grant agreements, and may receive governmental and private grants, funds, contributions, goods and services in kind, and all other revenues, except as may be prohibited by federal or state law. The Board of Directors in its discretion may utilize any corporate revenue or corporate assets to further

the purposes of the Corporation, whether by direct corporate activity or by the furnishing of grants or assistance to agencies of local government or other organizations having purposes in emergency medical services similar to those of the Corporation.

ARTICLE XIV: AMENDMENTS

These Bylaws may be amended by the vote of a majority of the members of the Board of Directors at any regular or special meeting of the Board, so long as at least fourteen days written notice of any proposed amendment has been given to each member of the Board.

ARTICLE XV: DISSOLUTION

Upon the dissolution or other termination of the Corporation, all of the assets of the Corporation shall be distributed in the manner provided in the Articles of Incorporation. In no event shall any corporate asset be distributed to or inure to the benefit of any director, officer or employee of the Corporation.

ARTICLE XVI: EFFECTIVE DATE

These Bylaws shall take effect upon adoption by the Board of Directors. PASSED, APPROVED AND ADOPTED at the Board of Directors meeting of Eastern New Mexico Emergency Medical Services Corporation held at Ruidoso, New Mexico, this 24th day of April 2002.

President – Michael G. Miller, Roosevelt County

Vice President – Ernie Wheeler, Lea County

ATTEST:

Secretary/Treasurer – Paula O’Steen, Quay County

DATE SIGNED:

June 27, 2002