



# **CENTRAL MASSACHUSETTS EMERGENCY MEDICAL SYSTEMS CORPORATION**

MDPH DESIGNATED REGION II EMS COUNCIL

361 HOLDEN STREET - HOLDEN - MA 01520

## **BYLAWS**

As of May 4, 2021

(note: updated version must be submitted to MA DPH)

## TABLE OF CONTENTS

ARTICLE 1.	NAME AND PRINCIPAL OFFICE	3
ARTICLE 2.	PURPOSE	3
ARTICLE 3.	MEMBERS	4
ARTICLE 4.	BOARD OF DIRECTORS	7
ARTICLE 5.	EXECUTIVE COMMITTEE	10
ARTICLE 6.	THE OFFICERS	11
ARTICLE 7.	DUTIES OF THE OFFICERS	11
ARTICLE 8.	COMMITTEES	14
ARTICLE 9.	MEDICAL DIRECTOR	17
ARTICLE 10.	RESIGNATIONS	17
ARTICLE 11.	MISCELLANEOUS	17
ARTICLE 12.	INDEMNIFICATION	18
ARTICLE 13.	AMENDMENTS	18
CORPORATION MEMBERS		19
EXECUTIVE COMMITTEE		19
EMS REGULATIONS REQUIREMENTS		19

## **CENTRAL MASSACHUSETTS EMERGENCY MEDICAL SYSTEMS CORPORATION**

### **BYLAWS**

#### **ARTICLE 1. NAME AND PRINCIPAL OFFICE**

- A. The name of the Corporation shall be the Central Massachusetts Emergency Medical Systems Corporation and is referred to in these Bylaws as the Corporation.

5-5-98

- B. The Principal Office of the Corporation shall be located at 361 Holden Street, Holden, MA 01520.

#### **ARTICLE 2. PURPOSE**

The purposes for which the Corporation is formed are as follows:

- A. To coordinate the planning, development, implementation, operation and evaluation of an Emergency Medical Services System for the Central Massachusetts Area. As used herein, the term Emergency Medical Services is construed to mean all emergency care for general medical, surgical and psychiatric problems. Emergency services encompass communications, care delivered at the scene, in transit to an appropriate emergency facility, and in the facility itself by physicians and/or other trained health care specialists. Within the context of delivery of health care services, the emergency medical services system comprises transportation, communications, medical services, research, education, training and an ongoing program of evaluation. Evaluation includes designing and establishing professional standards and guidelines for the operation of an emergency medical services system in Central Massachusetts.
- B. To integrate the Central Massachusetts Emergency Medical Services System into the statewide emergency medical system and to function as a unit within the structure of such a statewide system, retaining however, the autonomy over the local emergency medical system at all times.
- C. To engage in activities for the purpose of improving the delivery of emergency care to the people of Central Massachusetts.
- D. To work with the regions of the Commonwealth of Massachusetts, and appropriate state agencies, in developing the most appropriate coordinating mechanisms for a statewide system, provided, however, that the administration and operation of individual facilities and services remain the exclusive province of their governing bodies.

- E. To conduct any other activities which may directly or indirectly facilitate the accomplishment of any of the aforesaid purposes, or any other and reasonably related purposes.

5-4-10

- F. To comply with M.G.L. c. 268A, the conflict of interest law, and any conflict of interest provisions set out in its contracts with the Department of Public Health, and MDPH/OEMS Administrative Requirement 1-203.

### ARTICLE 3. MEMBERS

- A. **Membership.** The Corporation will have membership consisting of Members designated as follows:

- 5-5-98 1. **Hospitals.** Two members may be designated by each hospital listed below, including adequate R.N. representation:

5-1-01	Athol Memorial Hospital
5/1/07	Nashoba Valley Medical Center
	Harrington Memorial Hospital
5-4-10	HealthAlliance Hospital, Inc.
5/1/07	Heywood Hospital
5/1/07	Milford Regional Medical Center
5/1/07	Saint Vincent Hospital
5-4-10	UMass Memorial Medical Center

- 5-5-98 2. **First Responders.** One Member designated to represent the First Responders in each MA DPH EMS Region II city and town which includes:

Ashburnham	Ashby
Athol	Auburn
Ayer	Barre
Bellingham	Berlin
Blackstone	Bolton
Boylston	Brimfield
Brookfield	Charlton
Clinton	Devens
Douglas	Dudley
Dunstable	East Brookfield
Fitchburg	Franklin
Gardner	Grafton
Groton	Hardwick
Harvard	Holden
Holland	Hopedale
Hubbardston	Lancaster
Leicester	Leominster
	Lunenburg
Medway	Mendon

Milford	Millbury
Millville	New Braintree
New Salem	North Brookfield
Northborough	Northbridge
Oakham	Orange
Oxford	Paxton
Pepperell	Petersham
Phillipston	Princeton
Royalston	Rutland
Shirley	Shrewsbury
Southbridge	Spencer
Sterling	Sturbridge
Sutton	Templeton
Townsend	Upton
Uxbridge	Wales
Warren	Warwick
Webster	West Boylston
West Brookfield	Westborough
	Westminster
Winchendon	Worcester

5-4-10

3. **Ambulance Services.** One Member designated by each ambulance service located in a MA DPH EMS Region II city or town.

5-4-10

4. **Emergency First Response (EFR) Service.** One Member designated by each EFR Service located in a MA DPH EMS Region II city or town.

5-4-10

5. **Cities and Towns.** One Member designated by each MA DPH EMS Region II city or town.

6. **Other Organizations.** One Member designated by each of the following:

5-1-01

Red Cross  
American Heart Association  
Fire Representative from District 7  
Fire Representative from District 8  
Fire Representative from District 14 (the representative must be from a Region II fire department)  
Central Massachusetts Chiefs of Police Association

5-4-10

Massachusetts State Police C-Troop

7. The Executive Director of the Central Massachusetts Emergency Medical Systems Corporation.

8. The following may each designate one advisory member who may participate in all activities of the membership, but may not vote or be counted for a quorum:

- A. Office of Emergency Medical Services
- B. Neighboring Emergency Medical Services Committees

5-5-98  
5-1-01

8. **Consumers.** A minimum of one (1) consumer will be part of the membership and he/she will be appointed by the Board of Directors.
9. The Medical Director, who will automatically become a Member of CMEMSC upon appointment by the Board of Directors.
10. The Medical Director of the designated specialty care centers listed below:

5-4-10 UMass Memorial Medical Center – Trauma Center I  
5-4-21 UMass Memorial Medical Center - Pediatric Trauma Center I

- B. Each institution or service desiring to designate a Member shall so indicate by written notice to the Corporation Secretary. Such notice shall identify and list the address of the designated member(s). Each institution or service desiring to change their representative shall so indicate by written notice to the Corporation secretary no later than January 7<sup>th</sup> of each year.

- C. **Powers and Duties.** Without limitation by enumeration thereof, the powers and duties of the membership are as follows:

1. To elect the following at the Annual Meeting from those persons who have been nominated by the Nominating Committee or from the floor:

- A. The Board of Directors
- B. The Officers of the Corporation; and
- C. The Chairpersons of each of the five standing committees, and

5-5-98

2. To attend the annual and any special meetings duly called.
3. To receive any reports and act on same when within the powers defined in these Bylaws.
4. To do any other lawful acts in pursuit of the Corporation's purpose.

- D. **Meetings.** The membership shall meet not less than annually at the call of the secretary. The Annual Meeting shall be held on the first Tuesday of May each year (or, if that is a holiday, on the second Tuesday of May). If the Annual Meeting is not held in accordance with the foregoing provisions, a special meeting may be held in place thereof with all the force and effect of an annual meeting.

5/1/07

1. **Quorum.** The presence of forty (40) members shall constitute a quorum for the purpose of opening a meeting and conducting business.
2. **Votes.** Any motion duly made and seconded at a meeting duly called at which there is a quorum shall be carried by a majority vote of those members present and voting.

5-4-10

3. Special meetings may be called by the President or his/her designee, or upon a petition to the Secretary by ten or more Members.

5-4-21

4. The meeting notice shall be emailed to each Member not less than one week prior to the meeting (except in the case of emergency meetings) and shall describe the date, time, place and agenda of the meeting.
5. Voting by proxy shall not be permitted.

#### **ARTICLE 4. BOARD OF DIRECTORS**

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- A. The Board of Directors shall be the regional EMS council as defined in M.G.L. c. 111C, Section 4.

5-1-01

5-4-10

5-7-14

- B. **Number.** The Board of Directors shall number not less than eighteen nor more than twenty-five (25) of the Corporation's Members. The Board will be comprised of the officers of the Corporation, the Chairpersons of the standing committees, the Executive Director of CMEMSC, the Medical Director, and the Immediate Past President, with the balance being made up of "at large" Board Members. The Members and Board of Directors shall use diligent efforts to elect at least two (2) of the Board Members from each of the five (5) designated EMS areas in Region II. Membership and representation on the Board shall comply with the requirements of M.G.L. c. 111C, Section 4 and 105 CMR 170.00 et seq., as they may be amended from time to time.

5-1-07  
5-4-10  
5-7-14  
5-4-21

C. **Term and Election.** Directors, with the exception of the Medical Director, the Immediate Past President and the Executive Director, shall serve a term of three (3) years or until such time as their successors are selected. The Immediate Past President shall serve until the expiration of the term or terms of his/her successor. For the purpose of the first election of Directors, the names of persons proposed shall be divided as evenly as possible into three groups and the terms of each group shall be one, two and three years, respectively, in order to insure a staggered expiration of the Directors' terms. As of May 4, 2021, Directors, with the exception of the Medical Director, the Immediate Past President and the Executive Director of CEMMSC, may not serve more than three (3) consecutive terms. A director who has served three (3) consecutive terms may seek reelection to the Board of Directors at any time after the expiration of one (1) year from the end of his/her third consecutive term. If at any point the terms of more than approximately one-third (1/3) of the Directors will expire in any one year, Directors may be elected for a one- or two-year term, rather than a three-year term, to re-stagger terms of service to ensure that the terms of approximately one-third (1/3) of the Directors will expire each year.

D. **Powers and Duties.** The powers and duties of the Board of Directors shall, without limitation by enumeration thereof, be:

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5-4-10

1. To annually hire and appoint a Medical Director to serve as advisor to the Board. His/her appointment will terminate at the next annual meeting or upon appointment of a successor by the Board of Directors.
2. To appoint six (6) members to the Nominating Committee in a manner which will reflect geographic representation, to serve with the Chairperson of the Nominating Committee who is the Vice President.
3. To remove from office any member of the Board of Directors or of the Executive Committee, any officer, and any other person elected by the Membership or by the Board, for any just cause by a vote of two-thirds of the other members of the Board of Directors present and constituting a quorum at a regular meeting or any special meeting called therefor.
4. To fill any vacancy on the Board of Directors, on the Executive Committee, or in any other position elected or appointed by the Membership or by the Board of Directors, to remain effective until the next annual meeting of the membership.
5. To ratify or rescind the actions of the Executive Committee, provided, however, that no rescission shall have retroactive effect.



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6. To conduct comprehensive EMS planning for MA DPH EMS Region II.

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7. To undertake any proceedings which will lawfully fulfill the purposes of this Corporation.
8. To designate special committees who shall report periodically to the Board of Directors. These special committees may include Ad Hoc Committees and those comprised largely of well-identified provider groups.
9. To employ personnel including, but not limited to, the Executive Director to allow for the day-to-day operations of the Corporation as outlined in this document.

5-1-01

10. To comply with M.G.L.c.268A, the conflict of interest law, and any conflict of interest provisions set out in their contracts with the Department of Public Health.

5/1/07

11. To support and assist in events sponsored by the Corporation, including fundraising.

#### E. **Meetings.**

1. The Board of Directors shall hold regular meetings at least once per quarter and special meetings more often as necessary.

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2. The meetings may be called at the President's request (or that of his/her designee) or by any five (5) Board members upon petitioning the secretary to call a meeting.
3. **Quorum.** A quorum for opening a meeting shall consist of one-third of the Board.
4. **Voting.** Voting may be accomplished only by Board members who are present at the time the vote is being taken.

5-4-10

5. **Attendance.** All members of the Board of Directors must attend scheduled meetings. Any member who does not attend 50% of the regularly scheduled meetings in one year will be automatically removed from the Board of Directors and their seat filled in accordance with Section C, paragraph 4 (Powers and Duties).

- 5-4-21
6. **Notice.** Not less than one week preceding regular meetings, the secretary shall send a written notice of the meeting which shall contain the agenda, in addition to the time, date and place of the meeting. Special meetings will require such notice as is reasonably possible given the circumstances at hand.
  7. Directors may participate in a regular or special meeting of the Directors by, or conduct the meeting through the use of, remote communication. Any Director participating via remote communication shall be considered present at the meeting for purposes of any quorum requirement.

## ARTICLE 5. EXECUTIVE COMMITTEE

5-5-98  
5-7-14

- A. The Executive Committee of the Board of Directors shall consist of the four (4) officers, five (5) Committee Chairpersons and the Executive Director and the Medical Director. Voting by proxy shall not be permitted.
- B. The powers of the Executive Committee shall be the following, without limitation by enumeration thereof:
  1. Define objectives of the Corporation,
  2. Approve contracts for services and for financial support,
  3. Approve operating expenses,
  4. Organize departments,
  5. Approve staffing levels and salaries,
  6. Audit administration of programs,
  7. Manage all other usual business of the Corporation,
  8. To approve loan notes and non-budgeted financial obligations that exceed \$5,000.00,
  9. Such additional powers as the Board may give it.

## **ARTICLE 6. THE OFFICERS**

- A. The officers of the Corporation shall be the President, Vice President, Treasurer and Secretary.
- B. The officers shall be nominated by the Nominating Committee and elected by the Members at the Annual Meeting of the Membership.

5-1-01

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- C. Each officer shall serve for a term of two (2) years, or until his/her successor is elected. If an officer's term of office as a Director is scheduled to expire prior to his/her term of office as an Officer, then his/her term of office as a Director shall automatically be extended to the expiration of his/her term of office as an officer.
- D. Officers may only serve for two (2) consecutive two (2) year terms in the same position.

## **ARTICLE 7. DUTIES OF THE OFFICERS**

5-4-10

- A. **The President.** The President shall be the Chief Executive Officer of this Corporation and of its Board of Directors. It shall be his/her duty:
  - 1. To perform all such duties as are incident to his/her office and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors.
  - 2. To preside at meetings of the Membership, Board of Directors and Executive Committee.
  - 3. To make and execute contracts in the ordinary course of business of the Corporation, and to execute other legal instruments when authorized by the Board of Directors, except as otherwise expressly provided by law, by the Articles of Incorporation or in these Bylaws.
  - 4. To serve as an ex-officio member of all standing and ad hoc committees, except at meetings of the Nominating Committee when the President is under discussion.
  - 5. To have the financial records certified by a CPA.
  - 6. To report on the affairs of the Corporation at the Annual Meeting.

B. **Vice President.**

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1. In the absence of the President, or in the event of his/her inability or refusal to act, or if the office be vacant, the Vice President shall perform all the duties of the President, and when so acting shall have the same powers as the President.
2. Shall serve as the Chairperson of the Nominating Committee.

5-4-10

3. The Vice President shall have such other powers and perform such other duties as may be assigned to him/her from time to time by the Board of Directors and the President.

C. **Secretary.** The Secretary shall:

1. Certify and keep at the principal office of the Corporation the original or copies of these Bylaws as amended or otherwise altered to date.
2. Keep or cause to be kept at the principal office of the Corporation or at such other place as the Board of Directors orders, a book of minutes of all meetings of the Membership, of the Board of Directors and of the Executive Committee, recording therein the time and place of meeting, whether regular, or special, and if special, how authorized, notice thereof given, names of those present and the proceedings thereof.
3. See that all notices are duly given in accordance with the provisions of these Bylaws, unless otherwise required by law.
4. Be custodian of the records and of the seal of the Corporation and see that the seal is affixed to all duly executed documents, the execution of which requires a seal.
5. Keep or cause to be kept at the principal office of the Corporation, a membership book containing the name and address of each Member and, in any case where membership has been terminated, he/she shall record such fact in the book together with the date on which membership ceased.
6. Exhibit at all reasonable times to any Director of the Corporation, or to his/her agent or attorney, on request therefor, the Bylaws, the membership book, and the minutes of the proceedings of the Membership, Board of Directors, and Executive Committee.
7. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by Articles of Incorporation or by

these Bylaws, or which may be assigned to him/her from time to time by the Board of Directors.

D. **Treasurer.**

5-4-21

1. The Treasurer shall be responsible in concert with the Executive Director and other members of the Board of Directors as deemed appropriate by the President, for the development and monitoring of the annual budget. Further, the Treasurer shall assume those responsibilities customarily undertaken by such an officer to include deposit of funds, signature of checks, etc. The Treasurer shall report on the financial status of the Corporation to the Board of Directors on a regular basis.
2. Each year, the accounts of the Treasurer and the securities of the Corporation shall be examined and reported upon by a certified public accountant designated by the Board of Directors.
3. All persons charged with the responsibility of disbursing funds shall be required to furnish to the Corporation a surety company bond in such amount as shall be determined by the Board of Directors.
4. The Treasurer will be required to be added as an authorized signer on the Corporation's main checking account for checks in excess of \$5000.00, excluding day to day operational expenses that are approved within the current operating budget. Example: health insurance payments.
5. The Treasurer will sign the financial report at each Board of Director's meeting to indicate his or her review and that the report was voted on by the Board as received.

5-4-21

E. **Executive Director.**

1. The Executive Director shall be responsible for implementing the policies and program objectives of the Corporation as established by the Board of Directors.
2. To develop and monitor regional budgets, contracts, grants, expenditures, bidding and recording procedures.
3. To ensure maintenance of appropriate documentation as required by state and federal regulation.

5-4-10

4. To provide guidance and assistance to EMS providers in the region relative to EMS training and education and recertification needs, communications equipment purchases, management of mass casualty

incident, available EMS funding, and other pertinent issues.

- 5-5-98
5. To insure the daily management of the regional communications system and development of operational and procedural guidelines for the system.
  6. To perform other functions as designated by the Board of Directors.
  7. To sign checks for the Corporation for all budgeted items and for non-budgeted items not in excess of \$5,000.00.
  8. To hire, fire, discipline all employees (except for the Medical Director), maintain personnel files, etc.

### **ARTICLE 8. COMMITTEES**

- A. The Standing Committees listed below shall be formed, each Chairperson of which shall be elected by the membership annually. The Committees shall be advisory in nature and shall continue in existence until such time as the Membership terminates the committee's existence and amends these Bylaws, if appropriate.
- B. Purpose: The purpose of each of the Standing Committees is to advise and make recommendations to the Board.
- C. Authority: Neither the Standing Committees nor their workgroups shall have independent authority.
- D. Chairpersons:
  1. The Membership shall elect a Chairperson for each of the Standing Committees at the Annual Meeting, or at a special meeting held in its place.
  2. Chairpersons of the Standing Committees must be Members of the Corporation.
  3. Each elected Chairperson shall serve for a term of one year. An elected Chairperson is eligible to be re-elected by the Members to more than one additional one-year term.
  4. The duties of the Chairperson are to officiate Standing Committee meetings and to represent the Standing Committee on the Executive Committee.
  5. The Chairperson shall not vote except in the event of a tie.

E. Membership:

1. All Committee Members shall be Members of the Corporation. Except as provided in subsection G below, voting by proxy shall not be permitted on any Committee. Each Standing Committee shall have a membership of no more than ten (10) Members, including the Chairperson. A Member may serve on more than one Committee.
2. All nominations for Membership on a Standing Committee must be submitted in writing to the Chairperson of the Committee. Nominations of a candidate for membership on a Standing Committee can come from the candidate himself / herself. The Chairperson shall review the nominees and select the Members to serve on the Standing Committee in accordance with the Membership composition requirements below.
3. Membership on all Standing Committees shall reflect the various sectors of the EMS industry and community, such as ambulance services (of various organizational type and level of licensure), accredited training institutions, EMS personnel, first responder agencies and hospitals, as reflected in the membership of the Corporation.

F. Quorum: A quorum is 51% of the Members of the Standing Committee if the Membership is less than 10 members, or 6 members for a 10-member Committee.

5-4-21

G. Voting: Voting is by Members only. In the case of a Member designated by an organization, different Members may be designated in writing by the organization to the Corporation and the Chairperson on a "per meeting" basis. A Designee does not need to be a Corporate Member. Voting is by simple majority.

H. Participation at Meetings: Participation at meetings shall be limited to Members only, except during time designated for public comment.

I. Conflict of Interest: All Standing Committee Chairpersons, and Members shall disclose any potential conflict of interest or appearance of conflict of interest they may have in a matter being voted upon. They shall further recuse themselves from voting on any recommendation in which they have an actual conflict of interest (i.e., due to financial or familial financial interest; or financial interest of a competitor).

J. Term:

1. The regular term of membership of a Standing Committee shall be one year.
2. Considerations for dismissal from Standing Committee membership shall include, but not be limited to, lack of participation, conflict of interest that is not appropriately acknowledged or managed, behavioral disruption of

meetings, intentional misrepresentation and dishonesty in statements at meetings.

3. Any Committee Member who does not attend at least 50% of the regularly scheduled meetings in one year shall be automatically removed from the Committee and shall not be permitted to serve on the Committee the following year.

5-4-10

- K. Communications Committee. The Communications Committee shall be responsible for providing reports to the Board of Directors on the operation, call volume and integration of the CMED system within the prehospital EMS system of MA DPH EMS Region II; for developing and insuring compliance with a regional communication protocol; for providing updates to the Board of Directors on advances in technology that can enhance the present system; for providing input on that portion of the budget related to communications to the Treasurer for inclusion in the annual budget; and for coordinating with other committees, where appropriate, to insure completion of established goals.

5-5-98

- L. Mass Casualty Incident Planning Committee. The Mass Casualty Incident Planning Committee shall be responsible for developing and insuring implementation of a regionwide disaster protocol; for providing a forum for EMS providers to assist communities in critiquing disaster drills and actual mass casualty incidents; for making available a standardized mass casualty scene management program for prehospital providers; for assisting communities in coordinating mass casualty incidents through the use of a regional communications vehicle; and for coordinating with other committees, where appropriate, to insure completion of established goals.

5-4-10

- M. Medical Services Committee. The Medical Services Committee shall be responsible for insuring that high-quality emergency medical services are rendered to the general public in MA DPH EMS Region II; for developing treatment, transfer, and other such protocols, as necessary; for assisting EMS providers in their provision of services; for dealing with all issues requiring medical direction; and for coordinating with other committees where appropriate to insure completion of established goals.

5-4-10

- N. EMS Training and Education Committee. The EMS Training and Education Committee shall be responsible for the recommendation of all EMS recertification programs to OEMS; for recommending approval to the Department of Public Health of all newly developed programs that require Department of Health Care Quality waivers; for insuring that high quality programs are provided to the EMS personnel within the regions; for monitoring the quality of recertification and basic programs at all levels; and for insuring that enough programs are being



implemented to handle the regional needs.

- O. Legislation and Community Relations. The Legislation and Community Relations Committee shall be responsible for insuring that appropriate legislation is promoted at the state and federal levels to enhance the promulgation of effective EMS systems; for insuring that the public is aware of what EMS is, how to access it, and what system should be implemented in their community to insure that victims are treated and transported in an appropriate and clinically acceptable manner; for coordinating with other committees where appropriate to insure completion of established goals.

#### **ARTICLE 9. MEDICAL DIRECTOR**

5-5-98

5-4-10

Duties of the Medical Director shall include: being a member of the State Medical Directors Subcommittee, being a Medical Advisor to CMEMSC and its member agencies, supporting the MA DPH in its investigations of complaints and/or failure of individuals to follow regional and statewide EMS treatment protocols and other duties as deemed appropriate by the Board of Directors.

#### **ARTICLE 10. RESIGNATIONS**

5-4-10

Any person may resign from his/her position by sending or delivering a written notice of resignation to the Secretary, to be effective upon its receipt by the Secretary.

#### **ARTICLE 11. MISCELLANEOUS**

5-4-10

- A. The Corporation shall be exclusively charitable, educational and scientific within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1954, as not enacted and hereafter amended. Except as compensation for services, including those of staff or consultant, no person, individual or corporation shall profit from the work of the Corporation, and when and if the Corporation is liquidated, no funds shall be paid or distributed by any person directly or indirectly, except to another charitable corporation also qualifying as exempt from federal income taxation under said Section 501(c)(3), preferably such as may have contributed to the operating funds of the Corporation. If liquidation cannot be achieved in this manner, the funds on hand at the time of liquidation should be paid over to the First Judge of Probate for Worcester County, Massachusetts for distribution at his/her order in accordance with the then stated purposes of the Corporation.
- B. The Corporation may receive contributions deductible under Section 170(c) of said Code as not enacted and hereafter amended.

- C. The Corporation may, in pursuit of its purposes:
1. Acquire, obtain or receive by way of gift, grant or otherwise, and hold, manage, mortgage, pledge, disburse, assign, transfer, alienate or convey, such real property, personal property, monies and/or credits of any kind whatsoever, either within or outside the Commonwealth of Massachusetts as may be convenient or necessary for the carrying out of the Corporation's activities and the attainment of its purposes.
  2. Enter into and perform contracts and agreements of every kind and description; to issue bonds or other obligations for any lawful purpose or object; to mortgage, pledge, sell or assign any stocks, bonds, obligations or any real or personal property which may be acquired by it; to secure or acquire any bonds, guarantees, or other obligations issued or incurred by it; and in carrying out its corporate activities, or for the purpose of attaining or furthering its objectives and purposes, to do any and all things which a natural person could do or exercise, which are now, or which may hereafter be, authorized bylaw.

#### **ARTICLE 12. INDEMNIFICATION**

The Corporation, upon approval of its Board of Directors, shall indemnify, by contract or otherwise, any present or former Member, Director, officer, authorized agent or employee against any liabilities, judgments, settlements and/or expenses actually and necessarily incurred in connection with the defense of any such action, suit or proceeding, arising out of actions of such persons while engaged in Corporation business through committee service or otherwise, except in relation to matters as to which he shall be adjudged in any such action, suit, or proceeding to be liable by reason of intentional misconduct or malice in the performance of a duty. Such indemnification shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, vote of the Board of Directors or Executive Committee, or otherwise.

#### **ARTICLE 13. AMENDMENTS**

These Bylaws may be amended at any duly called annual or special meeting of the Membership by a majority vote of the Members present and voting provided that written notice setting forth the substance of the amendment has been duly sent to each Member not less than seven (7) days before a meeting.

## CENTRAL MASSACHUSETTS EMS CORPORATION

### CORPORATION MEMBERS

5-5-98  
OFFICERS

President  
Vice-President  
Secretary

Treasurer  
(4)

5-1-01  
BOARD OF DIRECTORS

4 Officers  
5 Committee Chairpersons  
1 Executive Director

1 Medical Director  
At least 6 At Large

1 Immediate Past President  
(18-25; at least 2 from each  
area)

5-4-10  
STANDING COMMITTEES

Communications  
EMS Training and Education  
Mass Casualty Incident  
Planning  
Medical Services  
Legislation and Community  
Relations  
(5)

### EXECUTIVE COMMITTEE

Officers, Committee Chairpersons,  
Executive Director and Medical Director

5-4-10  
5-7-14

### EMS REGULATIONS REQUIREMENTS

- 1 Local Government
- 1 Hospital
- 1 Fire
- 1 Police
- 1 Ambulance (Primary)
- 1 Physician (Emergency)
- 1 Nurse
- 1 EMT
- 1 Consumer
- 1 EFR (EMS First Responder Service)