

**GRAND COUNTY
EMERGENCY MEDICAL SERVICES SPECIAL SERVICE DISTRICT
ADMINISTRATIVE CONTROL BOARD BYLAWS**

PREAMBLE

These Bylaws of the Administrative Control Board of the Grand County Emergency Medical Services Special Service District are a reaffirmation of the charter of a special service district organized under the laws of the State of Utah with purposes as stated herein.

The Emergency Medical Services Special Service District (EMSSSD) was established by the County Council of Grand County on the 1st day of May 2018 and certified and incorporated by the Lieutenant Governor of the State of Utah on the 7th day of June 2018. Pursuant to U.C.A. 17D-1-209 the County Council of Grand County created an administrative control board and delegated the authority referenced in section 2 (a) of that statute to the Emergency Medical Services Special Service District Administrative Control Board.

Article I: Name and Purpose

The name of the organization shall be the Emergency Medical Services Special Service District Administrative Control Board (hereinafter “the Board”). The purpose of the Board shall be to oversee the operation of the Emergency Medical Service Special Service District (hereinafter “the District”), to formulate policy and directives for the ongoing operation of the District. Its overriding purpose is to ensure the provision of professional emergency medical care to all residents of Grand County who require it without regard to race, color, creed, national origin, religion, or source of payment.

Article II: Board

The management, affairs, property, interests, and program policies of the District shall be by the Board, a separate body politic and corporate distinct from the County of Grand, in the State of Utah. The Board has the role of developing policy which supports, among other things, that (1) the requirements of statutes, regulations, and grant agreements are met; (ii) there is local community involvement; (v) there is sound financial management for the District programs; and (vi) the District assets are properly managed. The Board makes all decisions concerning property acquisitions. It makes all decisions as to leases of property, lease renewals, and lease terminations. It establishes committees and approves and acts upon the recommendations of its committees.

A. Composition. As created the total voting membership of the board shall be no less than five (5) and no more than seven (7) members.

The board membership shall be as follows: one (1) representative appointed by Moab City, one

(1) appointed by Town of Castle Valley, one (1) appointed by the Grand County Council, and five (5) citizen members. All members appointed shall be qualified electors Grand County. The total number of Board members is subject to modification by the Grand County Council.

Any member of the board who is an elected official shall sit as a voting ex officio member of the board and his or her appointment shall terminate when that elected status no longer exists. Additionally, any member of the board who is an elected official and sitting as a voting ex officio member of the board may voluntarily relinquish his or her appointment at any time. At such time the entity which appointed that member will have the duty to appoint another member to fill the unexpired term of the original appointment.

The remaining Board members shall be appointed as outlined in the Grand County Resolution #3007.

B. Appointments and Vacancies:

When a vacancy occurs on the board because of the expiration of the term or terms of a member the procedures provided in Title 17D, Chapter 1, Part 3 shall be followed for the appointment of a replacement member. When a vacancy occurs on the board, other than by expiration of the term, the entity which appointed that member shall have the right to designate a replacement member to fill the vacancy pursuant to U.C.A. 20A-1-512 to complete the unexpired term of the member whose vacancy is being filled. In the case of an elected official the term of office shall be as stated in article 2(A) above.

Three (3) consecutive unexcused absences of board meetings by any board member shall be considered grounds to remove that member and appoint a replacement. Upon recommendation by the Board to the entity which appointed that member a replacement may be named by that entity pursuant to the procedure for filling a vacant position. Vacancies shall be advertised for two consecutive weeks in the public notice section of a newspaper of general circulation for all Board members except the Grand County, Moab City, and Town of Castle Valley Board member appointed positions.

C. Removal of Board Members: In the event that allegations are leveled against a Board member, the Chairperson shall bring said allegations to the attention of the Grand County Council. If the charges are leveled against the Chairperson, the Clerk shall bring said allegations to the attention of the Grand County Council. If in the opinion of the members of the Council the allegation is severe enough to consider removal of the Board member from the Board, the Board member shall be provided written notice of the allegation and the proposal for removal from the Board, along with a date and time to appear before the County Council to respond to the allegation and proposed removal.

The County Council shall make the final determination as to the validity of all allegations, and the necessity of removal from the Board. Grounds for removal from the Board shall include, but are not limited to, the following:

- 1) conviction of any felony, or any crime involving moral turpitude;
- 2) malfeasance;
- 3) chronic neglect of duties, including failure to appear at meetings.

Any Board member may resign by giving written notice to the Chair of the Board, who in turn will notify the Grand County Council office.

Any Board member may be released from his/her position for due cause by a majority vote of the Board.

- D. Qualifications.** The qualifications for appointment to the Board and the method of appointment will be established by the Board. The method of appointment and the terms of service are established by law and by resolution of the Grand County Council. Subject to those resolutions, it is the intent that Board members shall be chosen from qualified electors of the service district insofar as possible to represent broad sections of the community, business, governmental and medical/health care provider interests.

Appointees should:

1. Have a thorough understanding of the duties and responsibilities to be assumed,
2. Have an interest in providing services commensurate with community need,
3. Display good judgment, and
4. Provide impartial and fair services to benefit the District.

Article III: Duties of Board Members

- A.** In addition to the requirements stated elsewhere in these bylaws and the requirements of the State of Utah, Board members shall: (i) assume the ultimate responsibility for the environment, facilities and management necessary for the staff to effectively provide services in the EMSSSD; (ii) provide oversight for the District functions, including those of parties under contract with the Board; and (iii) appoint and supervise an Executive Director.

B.

Board members shall formulate policies relative to the use of properties providing for the development of a long-range plan describing the role, facilities, equipment and requirements of the District and shall formally approve or amend the organization bylaws as needed.

Article IV: Board Officers and Duties

Appointment of Officers: The Board shall at its organizational meeting, and its annual meeting held thereafter, elect from its members a Chair and a Vice-Chair. The Board shall also appoint a Treasurer and Clerk, who may be a non- Board member and, if not a Board member shall have no vote on any matter. The Board may also designate an individual to serve as Administrative Assistant to the Board who may be a non-Board member and, if not a Board member shall have no vote.

Chair duties: The Chair shall be responsible for presiding over all meetings of the Board, and for executing all documentation representing official actions of the Board. The Chair shall also accomplish

other duties as assigned by a majority of the Board from time to time. No member of the Grand County Council shall serve as Chair.

Vice-Chair duties: The Vice-Chair shall be responsible for presiding over all meetings of the Board, and for executing all documentation representing official actions of the Board in the absence of the Chair. The Vice-Chair shall also accomplish other duties as might be assigned by the Chair or a majority of the Board from time to time.

Clerk duties: The Clerk shall be responsible for insuring all notices of Board meetings are properly posted and/or published; that all meetings of the Board are documented in accordance with the Utah Open and Public Meetings Act, and that all Board vacancies are properly publicized and shall perform any other duties required under U.C.A. 17B-1-309 and 17B-1-631.

Treasurer duties: The Treasurer shall:

1. Determine the cash requirements of the district and provide for the deposit and investment of all monies by following the procedures and requirements of Title 51, Chapter 7, State Money Management Act;
2. Receive all public funds and money payable to the district within three business days after collection, including all taxes, licenses, fines, and intergovernmental revenue;
3. Keep an accurate detailed account of all monies received under Subsection (3)(b) in the manner provided in this part and as directed by the governing body of the district by resolution; and
4. Collect all special taxes and assessments as provided by law and ordinance; and shall perform any other duties required under U.C.A. 17B-1-632.

No elected or appointed member of the governing Board of a special district may be a full or part-time employee of the district while serving on the district's governing Board. No person employed by a special district as a full-time or part-time employee may serve on the governing Board of that special district.

Article V: Meetings

A. Regular Meetings. The regular meetings of the Board shall be held at least monthly, or as often as is necessary to conduct District business. The date, time and location of meetings shall be set at its organizational meeting and yearly thereafter at its Annual meeting.

1. Notice to the public of all meetings will be made pursuant to the Utah Open and Public Meetings Act. Written notice of meetings and agenda information shall be delivered to the appropriate news media and agencies, in accordance with *Utah Code 52-4-101 to 305*

B. Special Meetings. Special meetings may be called by the Chair. At the request of any two (2) Board members, the Chair must call a special meeting within five (5) working days. The Chair shall mail, fax or otherwise deliver written notice of special meetings to the Board members at least five (5)

working days before the date of each special meeting, unless a written waiver of call and notice of call of a special meeting shall be obtained. This notice shall state the business for which the special meeting has been called, and no business other than that stated in the notice shall be transacted at such special meeting. Notice of special meetings shall also be mailed, faxed, or otherwise delivered to the appropriate news media and agencies.

- C. **Emergency Meetings.** The Board may call an emergency meeting to discuss an urgent matter due to unforeseen circumstances. When an emergency meeting is determined necessary the following is required:
1. Give the best notice practicable of the time, location and topics to be considered.
 2. Attempt to contact all Board members.
 3. A majority of the Board members must approve the meeting. (See *Utah Code 52-4-202(5)*.)
- D. **Closed Session.** A closed session of the Board may be scheduled at any time deemed necessary by the Chair of the Board, in accordance with Utah's Open and Public Meetings Act. A majority vote to go into Closed Session is required in an open meeting, and the vote shall be noted in the minutes. Closed Sessions may be called to discuss sensitive matters allowed by law, including:
1. The character, competence, or health of an individual;
 2. The deployment of security personnel, devices, or systems;
 3. Collective bargaining issues;
 4. Pending or reasonably imminent litigation;
 5. The purchase, exchange, lease, or sale of real property;
 6. Investigative proceedings regarding allegations of criminal misconduct.
- E. **Annual Meeting.** The annual meeting of the Board may be held in December each year. Proceedings at this meeting may include reports from Board members and committees relating to the previous year's operations, election of Officers, appointments to various committees, meeting schedule, date & time for the upcoming year, and recommendations to staff.
- F. **Attendance at Meetings.** Each member of the Board shall annually attend at least seventy-five (75) percent of the Board meetings and assigned committee meetings, unless excused for exceptional conditions such as sickness or being absent from the community. Failure to attend the required number of meetings, or three (3) successive unexcused absences, may result in removal from the Board.
- G. **Meetings by Telephone or Computer Conferencing.** Members of the Board or any committee therefrom may participate in a meeting of the Board or committee by means of conference telephone, computer conferencing, or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

- H. **Quorum.** A majority of the currently appointed Board (5 if the Board currently consists of 7 members, 4 if the board currently consists of 6 members, and 3 if the board currently consists of 5 members) shall constitute a quorum for transaction of business by the Board, and when a quorum is present, a vote by four (4) members, in the first and second case above or three (3) in the third case, at any meeting may decide any question brought before such meeting, except otherwise provided by these bylaws.
- I. **Voting.** Each Board member shall have one vote. No business requiring a vote may be conducted without a quorum. A vote of four (4) or three (3), as described in *Article V, H* shall be necessary for the adoption of any matter voted on by the Board members, unless a greater proportion is required by law or these bylaws. A tie vote constitutes failure to pass a measure.

Article VI: Committees

The Board may designate one or more committees, each of which shall consist of one or more Board members and such other people from the District staff or the communities served by the District as the Board deems appropriate. Each committee shall report to the Board at monthly meetings. Each committee shall appoint a chair from among its members, unless otherwise specified in these bylaws or by resolution of the Board. The committees shall meet as needed and as called by the chair for each committee. Committee assignments shall be re-evaluated by the Board as needed.

Each committee may, at its discretion, recommend to the Board, members from the community to serve on the committee to expand community involvement and understanding. Each committee shall submit minutes of its meetings to the Board.

Committees may be as follows:

- A. **Executive Committee.** The Executive Committee consists of the Chair, Vice-Chair, the Treasurer and the Executive Director. Occasionally, the Executive Committee may meet for planning purposes. Meetings of the Executive Committee will be called by the Chair of the Board.
- B. **Special Ad-hoc Committees.** These various committees may be appointed by the Chair, with concurrence of the Board, for such special tasks as circumstances warrant. A special committee shall limit its activities to the accomplishment of the specific task for which it is appointed and shall have no power to act. Upon completion of the task for which appointed, such special committees shall stand discharged.

Article VII: Compensation

Board members shall serve without compensation. The Board, however, may in its discretion pay reasonable expenses for the members of the Board when transacting business on behalf of, and authorized by, the Board.

Article VIII: Parliamentary Procedure

Roberts Rules of Order (revised) shall be used for the order of business and conduct of all meetings of the Board, except where such would conflict with these bylaws.

Article IX: Place of meeting

All meetings of the Board shall be held in the EMS Offices, located at 520 East 100 North, Moab, Utah, unless posted differently on the agenda at least twenty-four hours in advance.

Article X: Order of Business

The Board may change its order of business or consider matters out of order at the request of the Chair or by a majority of the Board members. Any member of the Board may place an item on the agenda of the meeting, and that item may not be removed without the written consent of the member who placed it.

Article XI: Protection of Board Members

- A. **Indemnification.** To the extent permitted by applicable law, the District shall indemnify any Board member, officer or employee, or former Board member, officer or employee of the District, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding, in which he has been made a party by reason of being, or having been, a Board member of the District, except in relation to matters with respect to which he shall be adjudged to be liable for negligence, misconduct or nonfeasance in the performance of his duties. The District may also reimburse any such Board member or officer the reasonable costs of settlement of any such action, suit or proceeding, if it should be found by a majority of the disinterested Board members that it was in the best interest of the District that such settlement be made and that such Board member or officer was not guilty of negligence or misconduct or nonfeasance in the performance of his duties.
- B. **Insurance.** The District shall have power to purchase and maintain insurance on behalf of any person who is or was a Board member, officer or employee of the District; against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of the status as such, whether or not the District would have power by applicable law to indemnify him/her against such liability. The District may also purchase and maintain insurance, in such amounts as the Board may deem appropriate, to insure the District against any liability for the indemnifications provided by this Article.
- C. **Limitation on Indemnification.** Notwithstanding any other provisions of these bylaws, the District shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with qualification as a special service district under laws of the State of Utah.

Article XII: Administration

The Board has the responsibility to appoint a competent administrator (CEO) who shall be its representative in the management of the GCEMSSSD. The CEO shall be given the necessary authority and responsibility for the administration of the EMS in all its activities and departments, subject only to such policies as may be issued by the Board or any of its committees to which it has delegated the power for such action. He/she shall act as the duly authorized representative of the Board in all matters in which the Board has not formally designated someone else to so act.

Article XIII: Conflicts of Interest

A. Conflict of Interest. The Board members, administrative staff members, employees, volunteers, and staff members shall exercise the utmost good faith in all transactions in which they are involved in the course of their duties for the District. In their dealings with, and on behalf of the District, they shall be held to a strict standard of honest and fair dealings between themselves and the District. They shall not use their positions, or any knowledge gained therefrom, in such a way that a conflict may arise between the interest of the District and that of the individual.

1. All acts of such persons shall be for the best interest of the District.
2. Such persons shall not accept any gift, favor or hospitality that will influence their decisions or actions which affect the EMS.
3. Any duality of interest or possible conflict of interest on the part of Board members, administrative staff members, employees or staff members should be disclosed and made a matter of record through an annual reporting procedure or when the interest is involved in matters for action by such persons.
4. Any Board member having a duality of interest or possible conflict of interest on any matter should not vote or use his personal influence on the matter, and he should not be counted in determining the quorum for the meeting, even where permitted by law. The minutes of the meeting should reflect that a disclosure was made and the abstention from voting.

C. Board and Annual Review. Any new Board members, administrative staff members, volunteers and medical staff members shall be advised of policies concurrent with the assumption of their responsibilities.

1. This policy shall be reviewed annually to inform and guide the Board, administrative staff members, volunteers and medical staff members.

Article XIV: General Provisions

- A. **Calendar Year.** The District will operate from January 1 to December 31 of each year.
- B. **Account Books, Minutes and Records.** The District shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and committees. All books and records of the District may be inspected by any Board member or his accredited agent or attorney, for any proper purpose at any reasonable time.
- C. **Conveyances and Encumbrances.** Property of the District may be assigned, conveyed or encumbered by such Board members and the District as may be authorized to do so by the Board. The sale, exchange, lease or other disposition of all or substantially all of the property and assets of the District shall be authorized only in the manner prescribed by applicable statute.
- D. **Dissolution of District.** Upon dissolution of the District, and after payment of just debts and liabilities, all remaining assets shall be the property of Grand County.

Article XV: Amendments

Any provision of these bylaws may be altered, amended or repealed and new bylaws may be adopted by the Board at any regular or special meeting of the Board, called for such purpose, provided that a full statement of such proposed amendment shall have been published in the notice calling the meeting and a quorum is present at such meeting. These bylaws will become effective at the time of their adoption by the Board of the District.

These bylaws were amended by a majority vote of the Board at the regular monthly meeting held the 10th day of Sept., 2018.

Signatures:

Einglish Q. Tubbs
District Chair,

9-10-2018
Date

Michelle Mepet
District Clerk,

9-10-2018
Date