

Morgan County Emergency Medical Services Board, INC.

Morgan County, West Virginia

**Articles of Incorporation
&
By-Laws**

Adopted: 12 August 2010

Effective Date: 1 October 2010

MORGAN COUNTY EMERGENCY MEDICAL SERVICES BOARD, INC.
MORGAN COUNTY, WEST VIRGINIA
BY-LAWS

WHEREAS: The Emergency Ambulance Service Act of 1975, Chapter 7, Article 15, Section 17 of the West Virginia Code provides for the imposition and collection of special emergency ambulance fee by ordinance of the county commission The Morgan County, West Virginia Special Emergency Ambulance Service Fee Ordinance was adopted on June 29, 2007 by the Morgan County Commission.

WHEREAS: The Morgan County Commission on 12 August 2010 created a County Emergency Medical Services Board to manage the Special Emergency Ambulance Service Fee collected by the Ordinance. This EMS Board is to become effective on 1 October 2010.

WHEREAS: Chapter 7, Article 15, Sections 4 of the West Virginia Code establishes the duty of county commissions to provide emergency ambulance services. The Morgan County Commission has made an affirmative determination that the funds be available according to the projected expenditures and the collection of fees as established by the ordinance. Morgan County Commission will provide services through an Emergency Medical Services Board (hereafter referred to as the "Board"), who will contract with the Morgan County Rescue Service, inc. and Paw Paw Volunteer Fire Company, inc. to provide emergency medical services within the county.

1. The Board shall consist of seven members appointed by the County Commission. The composition of the Board shall be as follows:
 - One member shall be a County Commissioner.
 - One member shall be the President of the Morgan County Rescue Service, inc
 - One member shall be the President of the Paw Paw Volunteer. Fire Company, inc
 - One member shall be a member of the Morgan County Rescue Service
 - One member shall be a member of the Paw Paw Volunteer Fire Company
 - Two members shall be citizens of Morgan County
 - Ex-Officio member being the agency Medical DirectorThe members are appointed for three-year terms, except for certain shorter initial appointments to provide for staggered terms. Members other than the County Commissioner and agency Presidents are limited to two consecutive terms.
2. This recognizing that there are only two Licensed EMS Agencies in the county as defined by the West Virginia Department of Health and Human Services, Office of Emergency Medical Services. Morgan County Rescue Service, inc #63323 and Paw Paw Volunteer Fire Company, inc #63324
3. The Board shall annually elect one of its members as chairman and another as vice chairman, and shall appoint a secretary-treasurer.
4. Four members of the Board shall constitute a quorum and the affirmative vote of four members shall be necessary for any action taken by vote of the Board.

5. No member of the Board may receive any compensation in connection with his services as a member. Each member, however, is entitled to reimbursement by the Board for any necessary expenses actually incurred in connection with the performance of his duties. However, not more than one percent of the annual appropriations to the Board may be used for administrative expenses by the board.
6. The Board shall constitute and, if authorized, be created as a public corporation under the name provided for in its articles of incorporation and, as such, shall have perpetual succession, may contract with and be contracted with, sue and be sued and have and use a corporate seal.
7. The Board shall establish the funding priorities and approve the licensed EMS agencies submitted budget per Section Two: EMS Agencies Budget Development of the Special Emergency Ambulance Service Fee Ordinance. The Board shall present a list of those priorities and figures to the County Commission.
8. Payments to the EMS Agencies can at their request be issued by electronic medium. The payments are to be deposited in the agency's account by the first day of the month for the preceding month.
9. At the end of the physical year, any surplus revenue from the collection of said fee will be placed in a fund for capital improvements. Requests for these funds will be made in writing and presented to the Board for their discussion and decision to disburse.
10. The Board may:
 - a. Make and adopt all necessary bylaws, rules and regulations for its organization and operations not inconsistent with law;
 - b. Elect its own officers, appoint committees and employ and fix compensation for personnel necessary for its operation;
 - c. Enter into contracts with any person, agency, governmental department, firm or corporation, including both public and private corporations, and renew, amend or supplement such contracts;
 - d. Generally do any and all things necessary or convenient for the purpose of improving emergency medical services within Morgan County;
 - e. Borrow money, apply for, receive and use grants-in-aid, donations and contributions from any source or sources and accept and use bequests, devises, gifts and donations from any person, firm or corporation;

- f. Raise funds by the issuance and sale of revenue bonds in the manner provided by law;
 - g. Formulate and present a petition for funds to the county commission: Provided that not more than 6.5% of such funds be used for purposes other than the prioritized needs of the EMS Agencies. Contained within this 6.5% is the administrative cost for the work of the Sheriff's Tax Office for the collection of the Special Emergency Ambulance Service Fee, unpaid fees, transferring the collected fees to the Board's account, and office supplies.
 - h. Purchase or otherwise acquire, own, hold, sell and dispose of real and personal property; and
 - i. Expend its funds in the execution of the powers and authority provided by law, which expenditures, by the means authorized by law, are determined and declared as a matter of legislative finding to be for a public purpose and use, in the public interest and for the general welfare of the people of West Virginia. Payments to the EMS Agencies can at their request be issued by electronic medium. The payments are to be deposited in the agency's account by the first day of the month for the preceding month.
11. The Board shall be subject to the authority of the Morgan County Commission.
12. Fees imposed by the County Commission under the provisions of the Special Emergency Ambulance Service Fee Ordinance are dedicated to the Board for the continuance or improvement of emergency medical services. In the event the Board determines an increase in any such fee is necessary, it shall by resolution request the County Commission for such increase.
13. The Board may incur any proper indebtedness and issue any obligations and give any security therefore which it considers necessary or advisable in connection with carrying out its purposes. No statutory limitation with respect to the nature, or amount, interest rate or duration of indebtedness, which may be incurred by municipalities or other public bodies, applies to indebtedness of the Board.
14. No indebtedness or obligation incurred by the Board shall give any right against any member of the governing body of any participating government or any member of the Board. Any obligation or indebtedness of any nature of the Board shall never constitute an obligation or indebtedness of any participating government or the governing body of any participating government, within the meaning of any constitutional provision or statutory limitation and shall never constitute or give rise to a pecuniary liability of any participating government or the governing body of any participating government or be a charge against the general credit or taxing power of any participating government or the governing body of any participating government. The rights of creditors of the Board shall be solely against the Board as a corporate body and shall be satisfied only out of revenues, moneys, or property received or held by it in its corporate capacity.

15. The Board may, in connection with obtaining funds for its purposes, enter into any agreement with any person, firm or corporation, including the federal government; or any agency or subdivision thereof, containing provisions, covenants, terms and conditions as the Board considers advisable.
16. The Board is exempt from the payment of any taxes or fees to the state or any subdivision thereof or to any officer or employee of the state or other subdivision thereof. The property of the Board is exempt from all local and municipal taxes. Bonds, notes, debentures and other evidence of indebtedness of the Board are declared to be issued for a public purpose and to be public instruments and are exempt from taxes.
17. The County Commission and any municipality therein, or any one or more of them, jointly and severally, may contribute by appropriation from any funds available, to the cost of the operation and projects of the Board.
18. Contributions may be made to the Board from time to time by the Morgan County Commission or any municipal corporation in the county and by any persons, firms or corporations, which desire to do so. All such funds and all other funds received by the Board shall be deposited in such bank or banks as the Board may direct and shall be withdrawn there from in such manner as the Board may direct. The Board shall keep strict account of all its receipts and expenditures and shall each quarter make a quarterly report to the County Commission and municipalities containing an itemized statement of its receipts and disbursements during the preceding quarters. Within sixty days after the end of each fiscal year, the Board shall make an annual report containing an itemized statement of its receipts and disbursements for the preceding fiscal year. The annual report shall be published in Morgan County as a Class I legal advertisement in compliance with the provisions of Article 3, Chapter 59 of the West Virginia Code. The books, records and accounts of the Board are subject to audit and examination by the office of the State Tax Commissioner of West Virginia and by any other proper public official or body in the manner provided by law. For failure to comply with the provisions of this section the Board shall be fined neither less than ten nor more then twenty-five dollars.
19. The Board shall fix and determine the terms and conditions of any property or equipment to be leased or sold by the Board. Upon the dissolution of the Board, all of its assets and property shall revert to and become the property of Morgan County.
20. All employees of the Board eligible thereto are considered to be within the Workers' Compensation Act of West Virginia and the Board as required by law shall pay premiums on their compensation.
21. The Board is to provide for the improvement, development and advancement of emergency medical services within the county and it shall be liberally construed as giving to the Board full and complete power reasonably required to give effect to that purpose.

22. The bylaws of the Board shall be submitted to and approved by the County Commission.

THEREFORE: The Board hereby sets forth the By-Laws which shall govern its operations under the above-cited provisions of state law:

Morgan County Emergency Medical Services Board
Morgan County, West Virginia
Articles of Incorporation

ARTICLE I

Official Address

The official address of the Board shall be the Morgan County Court House, Berkeley Springs, West Virginia 25411.

ARTICLE II

Effective Date of Board Member Terms of Office

Members of the Board appointed by the County Commission on or before 1 October 2010 shall be considered as having started their terms on the date that these by-laws are approved by

the Board. Future members of the Board shall take office effective on the expiration of the terms of their predecessors or as soon thereafter as they may be appointed.

ARTICLE III
Election of Officers

Officers of the Board, as established in the Code, shall be elected by secret ballot on the date these by-laws are approved and annually thereafter during the month of July.

ARTICLE IV
Powers and Duties of Officers

- (1) The Chairman shall be responsible for general supervision of all Board activities. He shall preside at Board meetings, appoint the members of committees, and be an ex-officio member of all standing committees. He shall sign with the Secretary-Treasurer any deeds, mortgages, bonds, contracts or other instruments, which the Board has authorized to be executed. He shall co-sign with the Secretary-Treasurer all checks and drafts.
- (2) The Vice-Chairman shall assist the Chairman in the discharge of his duties and shall assume all of the Chairman's duties and responsibilities in the event of the absence or incapacity of the Chairman. In the event of the absence or incapacity of the Secretary-Treasurer, the Vice-Chairman, if not at that time exercising the duties of Chairman, shall assume the Secretary-Treasurer's duties and responsibilities. In the event of the absence or incapacity of the Secretary-Treasurer at a time when the Vice-Chairman is exercising the Chairman's duties, the Vice-Chairman shall appoint another member of the Board to assume the duties of the Secretary-Treasurer.
- (3) The Secretary-Treasurer shall record the minutes of all meetings; maintain the files and documents of the Board; keep Board members informed of meetings and other activities in which they should participate; and see that all notices are duly given in accordance with the provisions of the by-laws or as required by law. He shall have charge and custody of and be responsible for all funds and securities of the Board, receive and give receipts for moneys due and payable to the Board, and deposit all such moneys in the name of the Board in such banks or other depositories, as the Board shall select. He shall suitably preserve the funds of the Board, shall disburse and invest these funds to the extent authorized and shall present financial statements and balance sheets to the County Commission and the municipalities as required by law, with copies to members of the Board. When disbursing funds, all checks and drafts shall be jointly signed with the Chairman.

ARTICLE V
Ex Officio Member

The ex officio member shall be the Agency Medical Director, appointed by the Morgan County Commission. The agency Medical Director has the ultimate say over any issue that falls

under the practicing of medicine under their license. The Medical Director shall have the right to participate fully in all meetings and activities of the Board and its committees, but shall not have the right to vote.

ARTICLE VI Committees

(1) The following permanent standing committees are hereby established:

PLANNING – To work with the EMS agencies in the county for the purpose of determining their long-range requirements and presenting those requirements to the Board for consideration.

BUDGET – To estimate the annual income of the Board and recommend how it should be allocated for expenditure.

SPECIAL EMERGENCY AMBULANCE FEE – To recommend to the Board what action it should take to encourage the County Commission to increase the fee, and to collaborate with the appropriate authorities in making any such fee an effective source of revenue for the Board.

AUDIT – To make an internal audit of Board accounts at least once a year in advance of the annual report to the Morgan County Commission.

- (2) All permanent-standing committees shall have three regular voting members. The Chairman of the Board shall serve ex officio, without vote, on each of these committees.
- (3) In addition to the permanent standing committees, the Board Chairman may establish ad hoc committee to deal with special situations as they arise. These committees may have as many members as the Chairman shall determine.
- (4) The Board Chairman may appoint committee members as he sees fit. Any resident or property owner in Morgan County may be appointed as a member of a Committee, but all committees must be chaired by a member of the Board. No member of the Board may be Chairman of more than one permanent standing committee simultaneously.
- (5) Any committee member may be removed from a committee by majority vote of the Board.

ARTICLE VII Meetings

- (1) Regular meetings of the Board shall be held during the months of January, April, July and October on dates to be established no less than one month in advance by the Chairman with a view to obtaining maximum possible attendance of Board members. Special meetings may be called at the initiative of the Chairman or of any four members

of the Board with at least one weeks advance notice, delivered either directly or by mail. Emergency meetings may be called upon 24 hours advance verbal notification to each Board member. A written agenda of the principal subjects scheduled for discussion at regular and special meetings shall be made available to Board members at least 24 hours in advance of the meeting. The agenda for emergency meetings shall be provided verbally at the time of notification.

- (2) Notice to the public of regular and special meetings should be published in accordance with applicable provisions of the law.
- (3) Meetings of the Board shall be open to the public and the media. However, the Board may go into executive session, with only Board members and specially invited other persons present, whenever it becomes necessary to discuss personnel matters or negotiations in which the public interest would be prejudiced by untimely publicity.
- (4) Meetings will be conducted at the Morgan County Courthouse Complex or as directed by the Chairman.

ARTICLE VIII Removal of Board Members

The Board may recommend to the County Commission the removal of any member, based on malfeasance, misconduct, or unjustified absence from meetings for more than twelve months.

ARTICLE IX Fiscal Year

The accounts and other financial affairs of the Board shall be maintained on the basis of a fiscal year beginning July1 and ending June 30.

ARTICLE X Bonding

Any member of the Board having custody of or access to funds or property of the Board shall be bonded.

ARTICLE XI Conduct of Meetings

All meetings shall be conducted under the provision of Robert's Rule of Order, so long as they are not inconsistent with these by-laws.

Tommy Swaim, Commissioner
Morgan County Commission

Date

Stacy Dugan, Commissioner
Morgan County Commission

Date