

**Amended and Restated Bylaws
of
Southeastern Colorado Regional Emergency Medical
Services and Trauma Advisory Council
Adopted December 18, 2019**

WHEREAS, on September 10, 2003, the Southeastern Colorado Regional Emergency Medical Services and Trauma Advisory Council adopted Bylaws; and

WHEREAS, Article VIII of said Bylaws provides that:

Any proposed amendments to these bylaws must be distributed to the membership, read at least once at a regular meeting of the council and voted upon at the next meeting of the council. The amendment must be approved by a two-thirds (2/3) majority of Voting Members attending the meeting at which a quorum is present.

and

WHEREAS, the Council recommended that certain amendments be made to the Bylaws adopted on September 10, 2003; and

WHEREAS, the proposed amendments to the Bylaws were distributed to the membership; were read at a regular meeting of the Council and voted upon at a meeting at which a quorum was present; and

WHEREAS, on December 18, 2019 the following Amended and Restated Bylaws were adopted:

Article I - Name

The name of this Council shall be the Southeastern Colorado Regional Emergency Medical Services and Trauma Advisory Council (SECRETAC).

Article II – Objectives

The objectives of this Council are to promote, foster, and support cooperative organization and improvements of emergency medical and trauma services in the six counties that are represented by this Council, i.e., Baca County, Bent County, Crowley County, Kiowa County, Otero County, and Prowers County; to work with local emergency medical and trauma service organizations; to improve the quality of emergency care in Southeastern Colorado, and to provide direction and continuing education to facilities, agencies, and communities in complying with the guidelines, rules and regulations set forth in C.R.S. 25-3.5-704.

Article III – Membership

Section 1

The Voting Membership of the Council shall be comprised of three (3) representatives from each county appointed by the Board of County Commissioners. Each Board of County Commissioners shall provide written notice of its appointments to the SECRETAC. This Council shall be vested in a Voting Membership of 18 members.

Members of the Voting Membership shall be required to attend 50% of the regularly-scheduled meetings. The Secretary for SECRETAC shall notify the appointing authority (i.e., a Board of County Commissioners) if any member appointed by said County fails to attend the minimum number of meetings, or is absent for three (3) consecutive meetings. Upon such notification from the Secretary, said Board of County Commissioners may withdraw the appointment of said Voting Member and appoint another and provide written notice to the SECRETAC.

The Council may recommend to suspend any member whose conduct is not consistent with the purposeful objectives of the Council or whose attendance does not meet the minimum requirements as set forth above. The Voting Members shall serve at the pleasure of the appointing authority and a County may withdraw its member's appointment and Voting Membership in the SECRETAC at any time, with or without cause, and submit an alternate.

The Voting Membership of the Council shall be comprised of any person with an interest and/or active involvement in promoting, fostering, and supporting excellence in prehospital care, hospital care, rehabilitative care, injury prevention, disaster medical care, education and research as concerns emergency medical and trauma services, and trauma communications residing within the Counties represented.

The Voting Membership shall have the general charge of making recommendations as to management and control of the affairs, funds, and property of the Council.

Section 2

An Oversight Committee shall be comprised of six (6) current County Commissioners, one (1) representing each County.

Each County will appoint a member to sit on the Oversight Committee in July of odd numbered years.

The Oversight Committee shall authorize and control all expenditures; shall authorize all contracts and purchases, either directly or by its duly-authorized officers; may assign duties to standing or special committees; may decide all questions regarding interpretations of the Bylaws; and shall carry out the purpose and objectives of the Council according to law and as provided by these Bylaws. Further, the Oversight Committee is responsible to prepare and submit all required

paperwork, invoices, and other documentation to the State for reimbursement and ongoing financial function of the SECRETAC unless the SECRETAC has hired a SECRETAC Coordinator, and in that case, the Oversight Committee is responsible for assuring that the SECRETAC Coordinator prepares for submission and submits any and all required paperwork, invoices, and other documentation to the state for reimbursement and ongoing financial functioning of the SECRETAC. Further, the Oversight Committee shall provide financial reports to the Council on a quarterly basis.

The Oversight Committee shall meet on a quarterly basis or more often upon the request of any Oversight Committee Member.

Section 3

The Oversight Committee may hire a SECRETAC Coordinator.

If the SECRETAC hires a Coordinator, the SECRETAC Coordinator will be a paid employee or contracted individual of the Council and will be required to attend regular meetings as part of the general membership. (See the attached job description of the Coordinator position).

If the SECRETAC hires a Coordinator, said Coordinator shall provide a written report on a monthly basis on all matters impacting upon the Council to the Officers and Oversight Committee.

Article IV- Officers

Section 1

The Voting Membership of the Council shall elect the offices of Chairperson, Vice-Chairperson, and Secretary. Selection of the officers shall occur after the adoption of the Bylaws and at the July Council meeting in odd numbered years thereafter. Officers shall be nominated from the Voting Membership and shall serve at the pleasure of the Council or until their successors are elected. No two (2) officers shall represent the same county.

Section 2

The Chairperson shall preside at all Council meetings and perform other such duties as may be assigned to the Chairperson by the Council.

Section 3

In the absence of the Chairperson, the Vice-Chairperson shall preside over the business of the Council meetings, and perform such duties and exercise the powers of the Chairperson.

Section 4

In the absence of the Chairperson and Vice-Chairperson, the Secretary shall preside over the business of the Council meetings, and perform such duties and exercise the powers of the Chairperson.

The Secretary shall keep the minutes of all meetings of the Council in books provided by the Council and shall make such available for inspection by the Chairperson or the Council Members at reasonable times upon their request. The Secretary shall attend to the giving and receiving of notices required by these Bylaws and as the Council directs.

Section 5

The Oversight Committee will authorize and control all expenditures of the SECRETAC, a Treasurer will not be elected at the time of the adoption of these Bylaws; however, the SECRETAC may do so at a future date as the need arises.

Article V – Meetings

Section 1

The Council shall meet not less than quarterly. The annual meeting will be held in July. The Chairperson or any three (3) Voting Members may call a special meeting at any given time, provided that at least four (4) days' notice is given to each Voting Member of the Council. Each represented County shall be responsible for complying with all posting requirements for the Council meetings.

Section 2

A quorum shall consist of the Council Members who are present at the Council meeting and passage of action items will consist of a majority vote of those present. At least four (4) counties must be represented for a quorum to exist.

Section 3

Electronic attendance of a meeting by a Council member is permitted so long as the meeting is open to the public and complies with C.R.S. 24-6-401, *et seq.*

Section 4

The order of business at the regular meeting shall be:

1. Roll call
2. Reading and approval of the minutes of the previous meeting
3. Report of the Treasurer, if any
4. Report of the Officers
5. Report of the Coordinator, if any

6. Report of the Committees
7. Old Business
8. New Business
9. Public Comment
10. Setting of the next meeting date, time, and location
11. Adjournment

Article VI - Standing and Special Committees

The Council may create other standing and special committees as the Council deems necessary. The Council shall appoint the members and designate the Chairperson of each committee.

Article VII – Parliamentary Authority

Generally, the principles of the latest edition of Robert’s “Rules of Order” shall govern membership meetings when not in conflict with these Bylaws.

Article VIII – Amendments

Any proposed amendments to these Bylaws must be distributed to the Voting Membership, read at least once at a regular meeting of the Council and voted upon at the next meeting of the Council, and the amendment must be approved by a quorum present.

Article IX – Dissolution

Section 1

The Council is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law).

Section 2

No part of the net earnings of the Council shall inure to the benefit, or be distributable to its members, trustees, officers, or other private persons; however, the Council shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions. No substantial part of the activities of the Council shall be to influence legislation, or intervene in any political campaign on behalf of any candidate for public office. The Council shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c) (3).

Section 3

Upon dissolution of the Council, the Oversight Committee shall, after paying or making provision for the payment of all liabilities of the Council, make a recommendation for the disposal of all of the assets of the Council exclusively for the purpose of the Council in such a manner, or to such organizations organized and operated for charitable, educational, religious, or scientific purposes that qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code.

This recommendation will be forwarded to all counties represented by the SECRETAC for approval and final determination.

Adoption

Upon a motion made and seconded, and an affirmative vote of no less than two thirds of the membership of the Oversight (SECRETAC) Board, these revised Bylaws were adopted this 18th day of December 2019.

Chairperson

Date