

Approved
To
Counsellor
For
Final

California Tahoe Emergency Services Operations Authority Bylaws

Article 1: Name and Address

1.1 California Tahoe Emergency Services Operations Authority, aka CTESOA or Cal/Tahoe JPA.

1.2 PO Box 8917 South Lake Tahoe, CA 96158

Article 2: Organization/ Purpose

2.1 CTESOA was formed in 2001 as Joint Powers Authority for the purpose of providing ambulance services under contract with El Dorado County, CA for the CSA #3 region with the goal of providing high quality emergency medical care with dignity and compassion.

2.2 CTESOA is made up and supported by two member agencies: The City of South Lake Tahoe Fire Department and the Lake Valley Fire Protection District. CTESOA also retains its own employees for the purpose of providing emergency medical services.

2.3 CTESOA provides emergency ambulance response for 911 calls within its service area and within neighboring agencies jurisdictions as part of a mutual aid program

2.4 CTESOA provides Inter-Facility transports of medical patients between medical facilities.

2.5 CTESOA provides these medical services under the direction of the El Dorado County Emergency Medical Services Agency's ("EMSA"s) policies and procedures. CTESOA also works within defined California State Public Health and EMS laws.

Article 3: Organizational / Governing Structure

3.1 The CTESOA Board of Directors shall consist of 2 elected representatives from each of its member agencies. ~~in addition to the Fire Chiefs of the respective agencies.~~ The Board member positions shall be a non-compensated position from CTESOA

3.2 An Executive Director or designee shall be selected by the Board and will be responsible to the Board of Directors and charged to oversee CTESOA operations and make recommendations to the Board of Directors. The Director will work with the Fire

Chiefs to develop operational plans and assist in their implementation as needed. The Director will also interface with El Dorado County EMSA on operational and business matters with the County. This will include attending Medical Advisory Committee ("MAC") meetings and other meetings required to perform the duties as the Executive Director. ~~This position will be selected by the Board of Directors, and serve as a compensated contract employee of CTESOA.~~ The Executive Director may also be elected by the Board of Directors to serve as Secretary and/or Treasurer.

Article 4: Governing Documents

4.1 The Bylaws shall define the purpose of CTESOA and the structure for procedural and organization activity. There shall be a complete review of the by-laws every 3 three years by the Board.

4.2 CTESOA shall abide by its contract with El Dorado County for providing EMS operations within the CSA #3 service area. During the contract period either CTESOA or the County may propose amendments to the current contract pending acceptance by the other party.

4.3 Medical personnel operating as part of the CTESOA will be governed by El Dorado County and California State EMS medical policies.

Clarification
4.4 Personnel of the member agencies will be governed by policies set forth by that agency. Disciplinary actions will only be conducted by the member agency or El Dorado County EMSA. Neither the CTESOA Board of Directors nor the Executive Director has any disciplinary authority of member agency personnel.

4.5 Personnel of CTESOA will be governed by the policies and procedures set forth by CTESOA.

Article 5: Board of Directors

5.1 The City Council for South Lake Tahoe will elect 2 of its members to sit as board members on the CTESOA Board of Directors.

5.2 The Lake Valley Fire Protection District will elect 2 members of its Board of Directors to sit as board members on the CTESOA Board of Directors.

5.3 Vacancies occurring on the CTESOA Board of Directors other than those created by the expiration of a Director's term may be filled at the discretion of the member agency.

5.4 Each year at its 1st calendar year meeting, the Board of Directors shall elect a Chairperson, Vice-Chairperson, Secretary and Treasurer for a term lasting until his or her successor shall be elected and shall assume the respective office.

5.5 Officers

- A. The Chairperson shall preside over all regular and special meetings of the Board. S/he shall conduct all meetings in accordance with the current edition of Robert's Rules of Order.
- B. The Vice-Chairperson shall perform the duties of the Chairperson in the latter's absence. In the event of a vacancy in the office of Chairperson, the Vice chairperson will become Chairperson and a new vice Chairperson will be elected upon one or more nominations presented by the Board of Directors.
- C. The Secretary shall be responsible for overseeing the maintenance of records for the Board of Directors actions, including the taking of minutes at all Board of Directors meetings, sending out Board of Directors meeting announcements, distributing copies of minutes to each Director, and assuring that corporate records are maintained. The Executive Director may be appointed to fill this position by the Board of Directors.
- D. The Treasurer's duties shall include, but not be limited to, the following: maintain an accurate account of all receipts; Pay all bills in a timely manner; Provide a summary accounts to the members during business meetings; and sSubmit financial records to the appropriate firms, agencies or others to comply with any legal, tax or reporting requirements. The Executive Director may be appointed by the Board of Directors to fill this position. ~~by the Board of Directors~~

5.6 Voting. Each member as defined in Article II, Section 1 of these Bylaws shall have one (1) vote and ~~shall not have the right to accumulate votes.~~ A unanimous majority vote with a quorum in attendance shall be required to take action on a matter before the CTESOA Board.

Article 6: Meetings

6.1 There shall be regularly scheduled business meetings attended by the membership. There shall be a minimum of one meeting per quarter. Emergency and special business meetings may be called at any time pursuant subject to the rules and limitations regarding such meetings as set forth in to the Brown Act.

* 6.2 All meetings of the Board shall be open to the public. ~~and n~~ Notices of the regularly scheduled meetings shall be posted by the Executive Director and/or Secretary in a location fully accessible to the at least public seventy two (72) hours before the meeting pursuant to the Brown Act. ~~by the Executive Director and/or Secretary~~

6.3 Meeting agendas for all scheduled meetings shall be transmitted in advance in writing to all Board members and other interested persons who have submitted a

request in writing. There shall be a notation(s) on the agenda allowing for public comment as required by law.s

6.4 Business meetings shall be conducted by Robertosenberg's Rules of Order unless otherwise agreed to by the majority of the members present.

6.5 The presence of a majority of the seated Board of Directors, or three Directors, shall constitute a quorum. ~~A quorum shall consist of 3 Board of Directors members.~~

6.6 If there is no quorum at the designated time of the meeting, a formal meeting of the Board the meeting will not be conducted. ~~A meeting may be held to discuss views, but no decisions can be made.~~

6.7 There shall be minutes completed by the Secretary for all Board meetings. Copies will be distributed to Board members prior to the next meeting for review

Article 7: Contracts

7.1 The Board of Directors may authorize any officer or officers, agent or agents of CTESOA, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization, and such authority may be general or may be confined to specific instances.

Article 8: Conflict of interest

8.1 The Board has the obligation to act for the public good in all actions and through the voting process. Such actions should be for the public good and not motivated for private gain. Potential conflicts of interest are to be declared prior to any action. Action on a matter, which may be or could be perceived to be motivated for private interests, shall constitute a conflict of interest.

8.2 Members shall not vote on any issue or question in which that member has direct personal or pecuniary interest. Where a member may have the slightest uncertainty as to whether a conflict of interest exists, full disclosure of the matter should be made to the Board of Directors and the Board will render a determination by affirmative vote.

8.3 At the beginning of each fiscal year or upon appointment of a new Board member they are to complete and submit a Letter of Conflict Disclosure to the Executive Director.

Article 9: Books and Records

9.1 CTESOA shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members and Board of Directors. Duplicates of all records will be kept by the accountant for CTESOA.

9.2 All books and records of CTESOA may be inspected by any member of the Board or public for any proper purpose at any reasonable time. Request for copies of records may be charged for printing and preparation cost to the extent permitted by law.

Article 10: Fiscal Year

10.1 The CTESOA fiscal year ~~shall be runs~~ from July 1st through June 30th of the next calendar year. ~~A p~~ Preliminary budget will be presented to the Board on or before June 15th for review and adoption. A final budget will be presented to the Board on or before October 30th for review and adoption.

Article 11: Financials

11.1 No part of the net earnings of the CTESOA corporation shall inure to the benefit of, or be distributed to its members, trustees, officers, directors or other private persons, except to pay reasonable compensation for services rendered.

11.2 All funds of CTESOA shall be deposited from time to time to the credit of the organization in such banks, trust companies, or other depositories approved by the Board of Directors as recommended. ~~The as the~~ Board of Directors may select such institutions based upon recommendations by the CTESOA accountant ~~and approved by the Board of Directors~~.

11.3 All checks for the payment of money, notes or other evidences of indebtedness issued in the name of CTESOA shall be signed by such officers of the organization as appointed by the Board and set forth in a resolution of the Board, ~~and in such manner, shall from time to time be determined by resolution of the Board of Directors~~, such ~~instruments shall be signed by persons with banking signatory status to include fiscal accountability of capital assets~~.

Article 12: Amendments

12.1 These Bylaws may be amended when necessary as deemed necessary by a unanimous quorum vote by the Board of Directors. Proposed amendments must be posted at least seven (7) days prior to a scheduled meeting of the Board of Directors. In

the event of an emergency special meeting, amendments will be posted ~~seventy~~ twenty-four (7224) hours prior to the meeting in accordance with the Brown Act.

Article 13: Liabilities

13.1 Nothing herein shall constitute members of the CTESOA Board of Directors as partners for any purpose. No member, officer, or agent shall be liable for the acts or failures of any other member, officer or agent of CTESOA.

In Witness Whereof, these parties hereto have executed these BYLAWS of the California Tahoe Emergency Services Operations Authority, aka CTESOA or Cal/Tahoe JPA On the day and year first written below

Robert Bettencourt, Chairperson
CTESOA Board of Directors

Date

Dave Huber, Director CTESOA

Date

Wendy David, Director _____CTESOA

Date

Tom Davis, Vice-Chairperson Director CTESOA _____

Date

Ryan Wagoner, Executive Director and
CTESOA Board Secretary

Date