

**SECOND AMENDED AND RESTATED BYLAWS**  
**OF THE**  
**PREHOSPITAL MEDICAL ADVISORY COMMITTEE**

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**SECOND AMENDED AND RESTATED BYLAWS**  
**OF THE**  
**PREHOSPITAL MEDICAL ADVISORY COMMITTEE**

**ARTICLE I**  
**PRINCIPAL OFFICE AND CORPORATE SEAL**

Section 1. Principal Office. The principal office and place of business of the Corporation in the State of Nevada shall be the REMSA office, 450 Edison Way, Reno, Nevada, or at such other location as may be determined by the Prehospital Medical Advisory Committee, hereinafter referred to as the Committee or Corporation. Other offices and places of business may be established by resolution of the Board of Directors.

**ARTICLE II**  
**NON PROFIT STATUS**

Section 1. Non Profit Status. The Corporation is a nonprofit corporation organized under Chapter 82 of the Nevada Revised Statutes. Unless otherwise provided in the Articles of Incorporation or in the Bylaws, the Corporation may exercise any power or authority conferred on nonprofit public benefit corporations by law.

Section 2. Purposes. The Corporation is organized and shall be operated exclusively for charitable, educational, scientific, literary and eleemosynary objects and purposes within the meaning of 501(c)(3) of the Internal Revenue Code of 1986, and to promote such other charitable objects and purposes as determined by the Committee, in its discretion and as set forth in Article IV of the Articles of Incorporation.

Section 3. Objectives. The primary objective of the Corporation is to maintain and improve the high quality of prehospital care in Washoe County through the evaluation of protocols, resolving conflicts between protocols, quality assurance activities, research and by making recommendations to the Washoe County Board of Health, the agencies providing prehospital care, and the hospitals providing emergency care.

**ARTICLE III**  
**MEMBERSHIP AND VACANCIES**

Section 1. Membership The Prehospital Medical Advisory Committee ("Committee") shall be comprised of the medical directors for the following agencies: Reno fire department, Sparks fire department, Airport Authority fire department, Truckee Meadows fire department, Regional Emergency Medical Services Authority, and Incline Village fire department; one representative from the following organizations: Renown Health System, St. Mary's Regional Medical Center, and Northern Nevada Medical Center; and one representative from the following service areas: Trauma Services, and Primary Care. Each member will be selected by their respective organization or agency and the one physician in private practice, the representatives from the service areas and the advisor will be selected by the Committee.

Section 2. Vacancies. Any vacancy on the Committee, except the private physician and service area representatives who are selected by the Committee, shall be filled by the organization that is to be represented. A vacancy is not counted in calculating a quorum for the Committee.

#### **ARTICLE IV BOARD OF DIRECTORS**

Section 1. Membership. The membership of the Board of Directors and the Committee shall be identical with all members of the Committee serving as members of the Board of Directors.

Section 2. Powers and Duties. The business, affairs, and property of the Corporation shall be managed by the Committee. Without limiting the general powers conferred by these Bylaws and provided by law, the Committee shall have, in addition to such powers, the following powers:

a) To make and change rules and regulations not inconsistent with law, or with these Bylaws, for the management and control of the Corporation and its affairs, and of its officers, employees, and agents; to lease, purchase, or otherwise acquire, in any lawful manner, for and in the name of the Corporation, any and all real and personal property, rights, or privileges deemed necessary or convenient for the conduct of the Corporation's business and which the Corporation is authorized to acquire upon such terms and conditions as the Committee thinks fit, and in their discretion to pay therefore, either wholly or partially, in any bonds, debentures, or other securities of the Corporation.

b) To sell or otherwise to dispose of any real or personal property, rights, or privileges belonging to the Corporation, whenever the Committee determines in its discretion that such a disposition would promote the interests of the Corporation.

c) To enter into agreements and contracts with individuals, groups of individuals, corporations, or governments for any lawful purpose.

d) To supervise and direct the officers, employees, and agent(s) of the Corporation and to ensure that their duties are properly performed.

e) To appoint and remove at its pleasure any and all officers, employees, and agents of the Corporation, and to prescribe their duties in a manner not inconsistent with these Bylaws, and to fix their compensation.

f) To borrow money and otherwise incur indebtedness and to enter the terms and amount of such indebtedness in the minutes of the Committee, and to evidence such indebtedness by the note of the Corporation, and otherwise give security for the payment of such indebtedness.

g) To cause to be kept a complete record of all the minutes, acts and proceedings of the Committee, and to cause an annual inspection or audit of the accounts of the Corporation to be made by an accountant to be selected by the Committee, showing in reasonable detail all of the assets and liabilities of the Corporation and its financial condition.

(h) To amend, alter, and repeal these Bylaws or any part thereof, at any regular or special meeting of the Committee.

(i) In addition to the powers and authorities expressly conferred upon the Committee by these Bylaws, the Committee may exercise all such other lawful powers of the Corporation and do all such lawful acts and things in the furtherance of the Corporation's business.

Section 3. Annual Meeting. The annual meeting of the Committee shall be held at the principal offices of the Corporation during the first quarter of the Corporation's fiscal year, or at such other date or place as the Committee may determine. Written notice stating the place, day, and hour of the meeting shall be given personally or mailed to each member of the Committee at least thirty days prior to the date fixed for the annual meeting. The annual meeting shall be for the purpose of electing officers and for the transaction of such other business as may come before the meeting.

Section 4. Regular and Special Meetings. Regular meetings of the Committee shall be held quarterly at a time and date set by the Committee. Special meetings of the Board may be called by the Chairman/President or by the written request of three members of the Committee. Special meetings shall be held at such time and place as may be designated by the authority calling such meeting. Notice of the time and place of every regular or special meeting shall be given to each member of the Committee by first class mail at least four days, or by notice delivered personally or by telephone at least 48 hours, before the date fixed for the meeting.

Any Medical Director member of the Committee may designate another person to attend and represent him or her at any regular and/or special meetings, by delivering a written notice stating the selection of the representative to the Secretary. The entity that the Medical Director represents and the Committee shall have the opportunity to approve or deny, by a majority vote, any proposed representative selected by a Medical Director. Any representative approved by the Committee shall thereafter be authorized to attend any regular and/or special meeting and act with full authority on behalf of the Medical Director.

The meetings shall be presided over by the Chairman/President or the Vice Chairman in his absence. Any member may submit items for the agenda and the Chairman shall set the agenda. The members shall consider new, proposed protocols, conflicts among existing protocols, research in progress, quality assurance reviews, issues as requested by the members of the Committee, and such other business as required. The Committee may make recommendations to the prehospital providers, the hospitals, the Washoe County Health Department, and other governmental agencies when requested.

Section 5. Quorum. A quorum at all meetings of the Committee shall consist of a majority of the members then in office, but a smaller number may consider business before the Committee, make recommendations to the entire Committee, and adjourn without further notice until a quorum is secured. Except as provided specifically to the contrary by these Bylaws, the act of a majority of the members in office at a meeting at which a quorum is present shall be the act of the Committee.

Section 6. Composition for Voting. The members of the Committee entitled to vote are as follows:

Section 7. Vacancies. Any vacancy on the Committee, save the two or three practicing physicians who are selected by vote of the Committee, shall be filled by the organization that is to be represented. A vacancy of a practicing physician member shall be filled by the affirmative vote of a majority of the Committee at a regular or special meeting of the Committee. A vacancy is not counted in calculating a quorum for the Board.

Section 8. Sub-Committees. The Committee may designate from among its members, by resolution adopted by a majority of the entire Committee, an executive sub-committee, a finance sub-committee, and one or more other sub-committees, each of which shall consist of three or more members and which shall have and may exercise such authority in the management of the Corporation as shall be provided in such resolution or in these Bylaws.

Section 9. Removal. A practicing physician member of the Committee may be removed by the affirmative vote of two thirds of the members of the Committee then in office whenever in their judgment such removal would serve the best interests of the Corporation. A member representing an organization(s) may be recommended for removal by the affirmative vote of two third of the members of the Committee whenever in their judgment such removal would serve the best interests of the Corporation.

Section 10. Action Without a Meeting. Any action required by law or any other action which may be taken at a meeting of the Committee, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members.

Section 11. Participation by Telephone. To the extent permitted by law, any member of the Committee may participate in a meeting of such board by means of a conference telephone network or similar communications method by which all persons participating in the meeting can hear each other, and participation in such a fashion shall constitute presence in person at such meeting.

Section 12. Proxy Voting. At any meeting of the Committee, any member entitled to vote may designate another person to act as a proxy to vote on his or her behalf. The following constitutes valid means by which a voting member of the Committee may grant proxy authority: (1) A voting member may sign a writing authorizing another person or persons to act for him or her as proxy; or (2) A voting member may authorize another person to act for him or her as proxy by transmitting or authorizing the transmission of any electronic transmission to the person who will be the holder of the proxy. Any such electronic transmission must either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the voting member. If it is determined that the electronic transmission is valid, the Secretary must specify the information upon which he or she relied. Any copy, communication by telecopier, or other reliable reproduction of the writing or electronic transmission may be substituted for the original writing or electronic transmission for any purpose for which the original writing or electronic transmission could be used, if the copy, communication by telecopier, or other reproduction is a complete reproduction of the entire original writing or electronic transmission. No proxy is valid after the expiration of 6 months from the date of its creation, unless coupled with an interest, or unless the voting member specified in it the length of time for which it is to continue in force, which may not exceed 7 years from the date of its creation. Subject to these restrictions,

any proxy properly created is not revoked and continues in full force and effect until another instrument or transmission revoking it or a properly created proxy bearing a later date is filed with or transmitted to the Secretary of the Corporation.

Section 13. Compensation. No member of the Committee shall receive any compensation for serving in such office; provided that, the Corporation may reimburse any member of the Board for reasonable expenses incurred in connection with service on the Board. Any such reasonable expenses that are not reimbursed by the Corporation shall be construed as a gift to the Corporation. No provision of this section shall be construed as restricting the right of any member of the Board to receive reasonable compensation for serving the Corporation in a capacity other than a Director.

## **ARTICLE V OFFICERS**

Section 1. Number. The officers of the Corporation shall include a Chairman/President, Vice Chairman/Vice President - Chairman Elect, Secretary/Treasurer, and such other officers as the Committee shall deem necessary to elect.

Section 2. Election and Term of Office. The Board Committee shall elect and appoint all officers of the Corporation at the annual meeting of the Committee, which officers shall be installed in office at such annual meeting to serve for terms of two years and until their successors have been duly elected and qualified. The Vice Chairman/ Chairman Elect shall be elected Chairman by acclamation. Should there be more than one nominee for other vacancies, the nominee receiving the greatest number of votes shall be declared elected and shall be installed in office at the annual meeting.

Section 3. Removal of Officers. Any officer of the Corporation may be removed, either with or without cause, by a two-thirds (2/3) majority of the Members then in office at any regular or special meeting of the Committee.

Section 4. Chairman/ President. The Chairman/President shall preside at all meetings. The Chairman/President shall possess the power to sign all certificates, contracts or other instruments of the corporation which are approved by the Committee. The Chairman/President shall exercise and perform such other powers and duties as may be prescribed by the Committee from time to time.

Section 5. Vice-Chairman/Vice President - Chairman Elect. In the absence of the Chairman/President in the event of the Chairman disability, inability or refusal to act, the Vice-Chairman/Vice President shall perform all of the duties of the Chairman and in so acting, shall have all of the powers of the Chairman. The Vice-Chairman shall have such other powers and perform such other duties as may be prescribed from time to time by the Committee or by the Chairman/President. The Vice Chairman shall become Chairman/President at expiration of the Chairman term of office.

Section 6. Secretary. The Secretary shall keep or cause to be kept a book of Minutes at the principal office or at such other place as the Board may order of all meetings of the Board (*and the Committee*) with the time and place of holding, whether regular or special and if special,



how authorized, the notice thereof given, the name or names of those present at the Board meetings and the proceedings thereof. The Secretary shall give or cause to be given notice of all the meetings of the Board required by these Bylaws or by law to be given, and the Secretary shall keep the seal of the corporation in safe custody and shall have such other powers and perform such other duties as may be prescribed by the Board from time to time.

Section 7. Treasurer. The Treasurer shall act as the chief financial officer and shall keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books of account shall at all times be open to inspection by any Board member. The Treasurer shall be charged with safeguarding the assets of the corporation and he or she shall sign financial documents on behalf of the corporation in accordance with the established policies of the corporation. He or she shall have such other powers and perform such other duties as may be prescribed by the Committee from time to time.

Section 8. Compensation. The Corporation may reimburse any officer or member for reasonable expenses incurred by such individuals in connection with services rendered to or for the Corporation affecting one or more of its purposes. Additionally, the Committee may fix and pay salaries to employees of the Corporation, if deemed in the best interest of the Corporation.

Section 9. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Committee for the unexpired portion of the term.

## **ARTICLE VI CONTRACTS, LOANS, AND DEPOSITS**

Section 1. Contracts. The Committee may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted for or on behalf of the Corporation and no evidence of indebtedness shall be issued in the name of the Corporation unless authorized by a resolution and approved by the Committee. Such authority shall be confined to specific instances. No loan shall be made to any officer or member of the Corporation.

Section 3. Checks, Drafts, and Notes. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer, or agents of the Corporation and in such manner as shall be determined by the Committee.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies, or other custodians as the Committee may select.

Section 5. Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or any special purpose of the Corporation.

Section 6. Fiscal Year. The fiscal year of the Corporation shall begin on July 1 of each year and end on June 30 of each succeeding year.

## **ARTICLE VII PROPERTY**

The property of the Corporation shall be held and applied in promoting the general purposes of the Corporation declared in its Articles of Incorporation. No property, including real estate, belonging to the Corporation shall be conveyed or encumbered except by authority of a majority vote of the Board of the Corporation. Any such conveyance or encumbrance shall be executed by the Chairman/President of the Corporation in the name of the Corporation, and such instrument shall be duly attested and sealed by the Secretary/Treasurer of the Corporation.

## **ARTICLE VIII INDEMNIFICATION**

The Committee may authorize the Corporation to pay or cause to be paid by insurance or otherwise, any judgment or fine rendered or levied against a present or former member, officer, employee, or agent of the Corporation in an action brought against such person to impose a liability or penalty for an act or omission alleged to have been committed by such person while a members, officer, employee, or agent of the Corporation, provided that the Committee shall determine in good faith that such person acted in good faith and without willful misconduct or gross negligence for a purpose which he reasonably believed to be in the best interest of the Corporation. Payments authorized hereunder include amounts paid and expenses incurred in satisfaction of any liability or penalty or in settling any action or threatened action. In no event shall this Article permit payment of any amount which would give rise to any liability for taxes or penalties under Chapter 42 of the Internal Revenue Code of 1986, if the Corporation is at such time a private foundation.

## **ARTICLE IX AMENDMENTS**

These Bylaws may be amended, altered, or repealed and new Bylaws may be adopted by the Committee of the Corporation by an affirmative vote of two-thirds (2/3) of all the members then in office at any meeting of the Committee, provided that the full text of the proposed amendment, alteration, or repeal shall have been delivered to each member at least five (5) days prior to the meeting.

## **ARTICLE X DISSOLUTION**

Upon dissolution or other termination of the Corporation, any assets remaining after all debts of the Corporation have been paid shall be disposed of as provided in the Articles of Incorporation.

## **ARTICLE XI CONFLICTS OF INTEREST**

Section 1. Duty to Disclose. Each officer and member with a potential direct economic benefit from any transaction of the Corporation that is: (a) in exchange for services rendered, (b) in connection with the purchase or sale of one or more assets or services, or (c) in connection with any partnership, joint venture or revenue sharing arrangement, must so advise the Committee and the applicable transaction must be approved as outlined in Section 2.

Section 2. Approval of Applicable Transactions. Except as otherwise provided pursuant to Corporate Policy, all applicable transactions must be approved by the affirmative vote of a majority of a quorum of the Committee in advance in accordance with the following procedures:

a) Disinterested Committee. Any officer or member that will benefit, directly from such applicable transaction, shall not participate in any discussion with respect to the applicable transaction except to respond to inquiries of the disinterested members of the Committee, and shall leave the room before the Committee votes on the applicable transaction.

b) Acquisition of Relevant Data. After obtaining relevant data, the Committee shall determine, in good faith, that the value of the economic benefits provided to the officer or member are fair in comparison to the assets, services or other consideration to be provided by the officer or member to the Corporation.

c) Records of Proceedings. The Committee shall document, before the implementation of the applicable transaction: all relevant data in the Committees minutes and other relevant documents. This will include the names of all members present and voting, the relevant data considered, the nature of the applicable transaction, and the Committee=s decision as to whether such applicable transaction is approved.

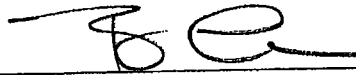
## **ARTICLE XII PURPOSE OF THE BYLAWS**

These Bylaws are adopted for the sole purpose of facilitating the discharge, in an orderly manner, of the purposes of the Corporation. These Bylaws shall never be construed in any such way as to impair the efficient operation of the Corporation, or supersede the provisions of the Articles of Incorporation.

**CERTIFICATION**

I hereby certify that I am the duly elected and acting Secretary/Treasurer of Prehospital Medical Advisory Committee and that the foregoing Bylaws constitute the Bylaws of the Corporation, as duly adopted by unanimous vote of the Members.

DATED this 28 day of Sept, 2016.



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BRAD LEE, M.D.,  
Secretary/Treasurer