



BY-LAWS

South Central Wyoming Emergency Medical Services Joint Powers Board

Meetings

1. The Board of Directors, with a majority vote, may designate any place, within the State of Wyoming, unless otherwise prescribed by statute, as the place of meeting for any meeting or for any special meeting called by the Board of Directors.
2. Meetings shall take place at the call of the Chairman monthly on a date and time to be set by the Chairman and the majority of the Board of Directors. Unless otherwise specified, regular monthly meetings will be held at the Elk Mountain Fire Station, Elk Mountain, Wyoming, which is the principal office.

Notice of Meeting

3. There will be written or printed notices stating the place, day and hour of the regular meetings.
4. The notices shall be posted in a designated business house in the communities, and at the direction of the Chairperson of the Board of Directors
5. The Secretary of the Board of Directors shall contact each member of the Board for location.
6. Emergency meetings may be called without complying with posting notice, but the Secretary of the Board shall attempt to call and notify all members.
7. Special or emergency meetings may be called by or at the request of the Chairperson of the Board or by any two (2) Directors.

8. In the case of a special meeting, the purpose for which the meeting is called shall be posted not less than three (3) days nor more than eight (8) days before the date of the meeting.
9. Members may attend meetings telephonically or via video conference technology.
10. All meetings shall be held in accordance with the Wyoming Public Meetings Act (Wyo. Stat. § 16-4-401 through 16-4-408).
11. The Public Records Act (Wyo. Stat. § 16-4-201 through 16-4-205) shall apply to documents, actions and information related to the working of this Joint Powers Board.

General Powers

12. The business and affairs of the South Central Wyoming Emergency Medical Services shall be managed by its Board of Directors. Any inconsistencies within these by-laws and the Original Joint Powers Agreement signed March 30, 2009, the Original Joint Powers Agreement shall control.

Number of Directors

13. The number of Directors of the organization shall be consistent with the joint powers agreement and any modifications thereto with additional membership of participating agencies.
14. The Chief Executive Officer and the EMS Medical Director shall be non-voting members of the Joint Powers Board.

Quorum and Voting

15. The presence of a majority of members of the Board of Directors, not to include the Chairperson, shall constitute a quorum for the transactions of business at any meeting of the Board of Directors. The Chairperson shall not vote on any issues other than in the event of a tie.

Presumption of Assent

16. Those members of the Board of Directors present at a meeting at which a quorum is present shall act on behalf of the Board of Directors. A member of the Board of Directors who is present at a meeting of the board at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless his/her dissent shall be entered in the minutes of the meeting and he/she shall file his/her written dissent to such action with the

Secretary of the Board of Directors of the said organization. Such right to dissent shall not apply to a director who voted in favor of such action.

Term of Office

17. All board members' terms shall be consistent with the initial staggered terms as outlined in the Original Joint Powers Agreement.
18. Each elected term of office shall expire in July of the last year specified by the term elected.

Board Vacancies

19. Any vacancy occurring in the Board of Directors may be filled by appointment from the affected participating agency. A Vacancy in the "at large" member shall follow the procedures outlined in the Original Joint Powers Agreement.

Termination of a Member

20. A director may be dismissed for cause by a majority vote of the directors present at a meeting where a quorum is in attendance, or after missing three (3) consecutive meetings unexcused. Dismissal shall be only after notice to the director being dismissed and their participating agency and only after an opportunity to be heard before the Board of Directors concerning the dismissal. Dismissal of a director is effective when he/she is notified thereof in writing by the Secretary of the Board of Directors.

Number of Officers

21. The number of officers of the Board of Directors shall be four (4): the Chairperson, Vice Chairperson, Secretary and Treasurer, each of whom shall be elected by the Board of Directors.

Election and Terms of Officers

22. The officers of the Board of Directors shall be elected annually to the Board. No officer shall serve more than two (2) ^{terms} ~~years~~ in the same office. However, the board, by a two-thirds (2/3) vote of the members present, may override this restriction. Elections shall be in July of each year.

Chairperson

23. The Chairperson shall preside at all meetings of the board, have the power to appoint committees, call special meetings of the board and perform such other duties as are usual to that office.

Vice Chairperson

24. The Vice Chairperson shall take the place of the Chairperson in the absence of the latter. The Vice Chairperson will also take minutes of the board in the absence of the Secretary.

Secretary

25. The Secretary shall keep records of all meetings. He/She shall perform other duties as required by the office. Documents belonging to the organization shall be kept in the local office.

Treasurer

26. The Treasurer shall be responsible for signing all checks and vouchers. He/She will assist in budget preparation and verify the monthly bank statement(s). Such other persons, as approved by resolution of the board, shall have authority to sign checks, vouchers, ect.

Salaries

27. Since this is a Governmental Joint Powers Board, there shall be no salaries given to any member of the Advisory Board of Directors for duties performed as a board member.

Contracts

28. The Board of Directors may, by majority vote, authorize any officer or officers, agent or agencies, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization, and such authority shall be confined to specific instances.

Loans

29. No loans shall be contracted on behalf of the organization and no evidence of indebtedness shall be issued in its name, unless authorized by resolution of the Board of Directors. Such authority shall be confined to specific instances.

Drafts

30. All checks, drafts or other orders for the payment of money notes, or other evidence of indebtedness issued in the name of the organization, shall be signed by two members of the Board of Directors as designated by the Board of Directors, one of the two members being the Treasurer.

Fiscal Year

31. The fiscal year of the South Central Wyoming Emergency Medical Services shall begin on the first day of July and end on the 30th day of June of each year.

Fees Payable

32. The Board of Directors shall review and set a fee schedule annually for services offered by the Joint Powers Board.

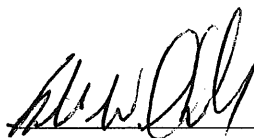
Amendments to By-laws

33. These by-laws may be altered, amended, or repealed, and new by-laws may be adopted by a majority of the directors present at any regular meeting or at any special meeting. Proposed amendments must be in writing and distributed to the Directors of the Board not less than seven (7) days prior to voting time.

Reimbursements

34. Reimbursements for such items as mileage for monthly meetings, room and board and meals must be approved by the board and paid at the rates currently approved by the Carbon County Commissioners. To receive reimbursement, a full itemized receipt must be submitted for approval.

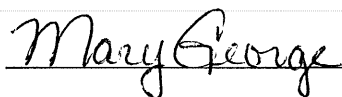
KNOW ALL PEOPLE BY THESE PRESENTS: that we, the undersigned directors of the South Central Wyoming Emergency Medical Services Joint Powers Board, do hereby certify that the above and foregoing by-laws were adopted as the by-laws of said Joint Powers Board on the 14 day of April, 2009, and that the same now constitutes the by-laws of said Joint Powers Board.



Chairman

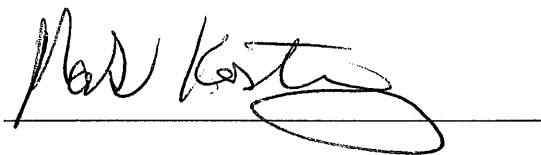


Vice Chairman



Treasurer

Attest:



Secretary