

AMENDED AND RESTATED BYLAWS OF  
NORTHEAST MICHIGAN MEDICAL CONTROL AUTHORITY

These Bylaws set forth the structural details of the Emergency Medical Control Authority, its Board of Directors, officers and committees. The Bylaws also provide mechanisms for the approval of budgets, selection process of medical director/officers, and the financing of the Emergency Medical Control Authority functions undertaken by the Northeast Michigan Medical Control Authority (“NEMCA”).

ARTICLE I  
OFFICES

Section 1. PRINCIPLE OFFICE. The principal office of NEMCANEMCA shall be in the County of Alpena or such other place designated by resolution of the Board of Directors for NEMCANEMCA.

Section 2. OTHER OFFICES. The Board of Directors may also elect to open other offices of NEMCA to conduct the business of NEMCANEMCA.

ARTICLE II  
MEMBERS

Section 1. RIGHTS. As used throughout these Bylaws, the word “Member” shall mean each hospital or hospital that is part of a hospital system that meets the licensing requirements set forth in this Section 1. All Members shall have the same rights, privileges, restrictions and conditions. Each Member shall be licensed as a hospital pursuant to Part 215 of the Public Health Code and/or as a free-standing surgical outpatient facility pursuant to Part 208 of the Public Health Code that operates a service for treating emergency patients 24 hours a day, 7 days a week; and meets standards established by the Northeast Michigan Medical Control Authority. Each Member may participate and serve on the Northeast Michigan Medical Control Authority board in the ongoing planning and development activities of the medical control authority designated by the Michigan Department of Health and Human Services (the “Department”).

Section 2. MEMBERSHIP BOOK. NEMCA shall maintain a membership book, which will be kept in the principal place of business of NEMCA, containing the following: the name and address of each Member, the start and end date of each membership in NEMCA. The membership book will be kept in the principal place of business of NEMCA.

Section 3. NONLIABILITY OF MEMBERS. Unless an act or omission is the result of gross negligence or willful misconduct, the acts or omissions of any of the persons named below, while participating in the development of protocols under this part, implementation of protocols under this part, or holding a participant in the emergency medical services system accountable for department-approved protocols under this part, does not impose liability in the performance of those functions:

- (a) The medical director and individuals serving on the governing board, advisory body, or committees of the medical control authority or employees of the medical control authority.
- (b) A participating hospital or freestanding surgical outpatient facility in the medical control authority or an officer, member of the medical staff, or other employee of the hospital or freestanding surgical outpatient facility.
- (c) A participating agency in the medical control authority or an officer, member of the medical staff, or other employee of the participating.
- (d) A nonprofit corporation that performs the functions of a medical control authority.

Section 4. TERMINATION OF MEMBERSHIP. A Member's membership in NEMCA shall terminate on the occurrence of any of the following events.

- (a) Immediately upon closure of all Hospitals it operates;
- (b) Immediately upon closure of all Department designated emergency departments it's Member Hospital(s) operate(s);
- (c) Immediately upon merger of the Member into another corporate entity;
- (d) On the date given in resolution approved by a majority of the Members, if the Member so terminated has not been in good standing for more than 3 months;
- (e) On the date specified in Written Notice of resignation as Member, but in no event before the date of the written notice is given by the Member to all other Members; and
- (f) A resigning Member of the shall as of the effective date of resignation;
  - i. have no further interest in the assets of NEMCA; and
  - ii. have no financial obligation to NEMCA or its remaining Members.

Section 5. DUTIES UPON AND AFTER TERMINATION OR RESIGNATION. A Member that has been terminated or has resigned shall upon termination or resignation, submit letters of resignation from the Board of each hospital Director it appointed.

Section 6. PLACE OF MEETINGS; NOTICE OF MEETINGS; OPEN MEETINGS ACT. All meetings will be held at the principal office of NEMCA designated in Article I or such other place as chosen by the Members. Written Notice shall be given to each Member's Director and each Member not less than 10 days and not more than 60 days before the applicable meeting. Public notice of all Member meetings shall be given in compliance with the Michigan Open Meetings Act, 1976 PA 267, MCL 15.261 to 15.275.

Section 7. REGULAR MEETINGS. The Members shall meet not less than each quarter of the calendar year at times specified by the Members and at such additional times as the Board Chair or any Director shall request.

Section 8. SPECIAL MEETINGS. Special meetings of the Members may be called for any purpose by any Member, by the Board of Directors, by the Board Chair, or by any three (3) Directors at any time upon signed written request specifying the reason for the meeting given to all other Members. The Board Chair or shall give Written Notice of such meetings to all Members and Directors at least ten (10) days before the Special Meeting. No business shall be conducted at a special meeting other than that stated in the notice of the special meeting.

Section 9. ANNUAL MEETING. At least one (1) meeting of the Members each year shall be designated as the annual meeting of the Members. The purpose of the annual meeting will be to transact any and all business of NEMCA, including, but not limited to, the election of the Board of Directors and the ratification of the acts of the Board of Directors undertaken since the last meeting of the Members.

Section 10. VOTING MECHANISM. Each Member may vote at meetings of Members of the corporation by a person who at the time of the meeting is designated in a written instrument signed by the president or an authorized officer of the Member to act on behalf of the Member.

Section 11. QUORUM. A majority of the Members shall constitute a quorum. If a quorum does not exist either person or by proxy, a valid meeting cannot be held. If a quorum is present when a meeting is called, the Members may continue to hold the meeting and transact business until adjournment, even if some Members leave so that quorum is no longer present, provided a majority of members who constituted the initial quorum still remain.

Section 12. UNANIMOUS CONSENT. Action may be taken by the Members without a meeting, by unanimous written consent. Counterparts, electronic mail, and facsimile transmission may be used for such consent.

### ARTICLE III BOARD OF DIRECTORS

Section 1. AUTHORITY. The business and affairs of NEMCA shall be managed by its Board of Directors. The Board of Directors has authority and responsibility for adopting and modifying, as necessary, the protocols described in Article IV, Section 1.

Section 2. COMPOSITION. The Board of Directors shall consist of Directors appointed by the Members, and the MCA Medical Director who shall service as an ex-officio Director with a vote. The Board of Directors shall be appointed by the Members and shall consist of the following:

- (a) One physician that practices at Member hospital.
- (b) The NEMCA Coordinator.
- (c) Two individuals from hospital administration at one or more Member hospitals.
- (d) One pharmacist from a Member hospital.
- (e) One emergency department nurse manager from a Member hospital.
- (f) One trauma program coordinator from a Member hospital.

Directors shall serve 4 year terms. A Director may be reappointed for any number of successive terms. A Member may appoint an alternate for each Director appointed by that Member. The alternate Director may attend meetings(s) of the Board of Directors and will have the authority and responsibilities of a Director during said meeting(s) if the Director for who he or she is an alternate is unable to attend the meeting. In cases where an alternate Director attends a meeting, the regularly serving Director for whom the alternate substitutes shall be deemed temporarily removed from the board.

Section 3. RESIGNATION. Any Director may resign from the Board of Directors at any time by written notice to the President of NEMCA.

Section 4. REMOVAL. Any Director may be removed at any time by the Members upon written notice to such Director. When a Member resigns from membership or is terminated as a Member, any and all Directors that are associated with that Member shall automatically cease to be a Director as the effective date of the applicable Member's resignation or termination of membership.

Section 5. PLACE OF MEETINGS; NOTICE OF MEETINGS; OPEN MEETINGS ACT. All meetings will be held at the place designated by the Board of Directors. Written Notice shall be given to each Director not less than ten (10) days and not more than sixty (60) days before the applicable meeting. Public notice of all Board of Director meetings shall be given in compliance with the Michigan Open Meetings Act, 1976 PA 267, MCL 15.261 to 15.275.

Section 6. REGULAR MEETINGS. The Board of Directors shall meet not less than each quarter of the calendar year at times specified by the Members and at such additional times as the Board Chair or any Director shall request.

Section 7. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called for any purpose by the Board Chair, or by any three (3) Directors at any time upon signed written request specifying the reason for the meeting given to all other Directors. The Board Chair or shall give Written Notice of such meetings to all Members and Directors at least ten (10) days before the Special Meeting. No business shall be conducted at a special meeting other than that stated in the notice of the special meeting.

Section 8. ANNUAL MEETING. At least one (1) meeting of the Board of Directors each year shall be designated as the annual meeting of the Board of Directors. The purpose of the annual meeting will be to review the annual report, review NEMCA's proposed budget for the upcoming fiscal year, and to elect officers.

Section 9. QUORUM. A majority of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors. The affirmative vote of a majority of the Directors present at a meeting at which there is a quorum shall be necessary for the Board to take action, except as otherwise provided in these Bylaws.

Section 10. UNANIMOUS CONSENT. Action may be taken by the Board of Directors without a meeting by unanimous written consent. Counterparts, electronic mail, and facsimile transmission may be used for such consent.

Section 11. NO COMPENSATION. No Director shall receive any compensation for his or her services as a Director. NEMCA, acting through the Board of Directors, may, in its discretion reimburse a Director for any expenses incurred in rendering service on behalf of NEMCA.

Section 12. DIRECTOR VOTING. Unless otherwise provided in these Bylaws, each Director including the chairperson of the meeting, shall be authorized to participate in all aspects of any Board meeting and shall be entitled to one (1) vote in person.

Section 13. FINANCIAL REPORTING. Each year a report of NEMCA for the preceding fiscal year shall be made and distributed to each Director. The report shall include the year end statement of assets and liabilities and the principal changes in assets and liabilities during the fiscal year preceding the date of the report when applicable.

#### ARTICLE IV MEDICAL CONTROL AUTHORITY RESPONSIBILITIES AND APPROVAL

Section 1. MEDICAL CONTROL AUTHORITY. The NEMCA shall be approved by the Department and shall be responsible to perform all of the following, pursuant to the Michigan Public Health Code, as the same may be amended or replaced from time to time (the “Code”):

- (a) Develop bylaws that define the medical control authority organization structure.
- (b) Appoint a medical control authority board, as defined in department rules, to administer the medical control authority.
- (c) Appoint an Advisory Body as defined in Section 20918(2) and (4) of the Code.
- (d) Appoint a medical director, with the advice of the advisory body, in accordance with Section 20918 (3) of the Code.
- (e) Appoint a professional standards review organization for the purpose of improving the quality of medical care.
- (f) Make each licensed life support agency and individual accountable to the medical control authority in the provision of emergency medical services, as defined in department-approved protocols.
- (g) Establish written protocols for the practice of life support agencies and EMS personnel. Protocols shall be provided to all affected life support agencies.
- (h) Collect data as necessary to assess the quality and needs of emergency medical services through its medical control authority region.
- (i) Each participating and nonparticipating hospital within a medical control authority region shall follow all standards, policies, procedures, and protocols established by the medical control authority and approved by the Department.
- (j) Each medical control authority shall submit to the Department current protocols for review and approval. Department approval shall be on a 3-year cycle as defined by the Department.
- (k) The Medical Control Authority shall notify the Department if a life support agency is consistently unable to provide at least one (1) life support vehicle 24-hours-a-day, 7 days a week.

#### ARTICLE V STANDING COMMITTEES

Section 2. ADVISORY BODY. NEMCA’s Board of Directors shall appoint an advisory body. The advisory body is mandated by law to advise NEMCA regarding the appointment of NEMCA’s Medical Director. The advisory body shall be comprised, at a minimum, of a representative of each type of life support agency and each type of emergency medical services personnel functioning within NEMCA’s boundaries (pursuant to Code section 20918(2)). No

more than ten percent (10%) of the of the advisory body's members of a shall be employees of the Medical Director or of an entity substantially owned or controlled by the Medical Director (pursuant to Code section 20918(4)). NEMCA shall maintain an updated list of the individuals who serve on the advisory body.

1. The advisory body shall, at a minimum, be responsible for the following tasks:
  - (a) Advise NEMCA's Board of Directors regarding the appointment of a Medical Director.
  - (b) Advise NEMCA's Board of Directors regarding the development of protocols.
  - (c) Meet at least quarterly.
  
2. The advisory body shall consist of the following persons:
  - (a) A representative of each advanced life support agency within NEMCA's region.
  - (b) A representative of each basic life support agency within NEMCA's region.
  - (c) A medical first responder who works within NEMCA's region.
  - (d) An EMT-Basic who works within NEMCA's region.
  - (e) An advanced EMT who works within NEMCA's region.
  - (f) A paramedic who works within NEMCA's region.
  - (g) A pharmacist associated with a Member.
  - (h) A 911 director from either Alcona, Alpena, Montmorency or Presque Isle counties.
  - (i) A registered nurse who works in a Member's emergency department.

Section 3. PROFESSIONAL STANDARDS REVIEW ORGANIZATION (PSRO). The PSRO shall be responsible for organization, implementation, and coordination of NEMCA's quality improvement programs for the purpose of improving quality of medical care. The PSRO shall ensure that the quality improvement program complies with section 20919(1)(g) of the Code. The PSRO is responsible for the comprehensive review of all pre-hospital/facility care and any incident reports regarding pre-hospital/facility or participating Member care. The PSRO shall report to the NEMCA Medical Director and the Board of Directors regarding any matters that require action (including a life support agency's action plan). The PSRO shall also make annual reports to the Board of Directors regarding the PSRO's quality review of life support agencies. The PSRO shall require each of its members to sign a nondisclosure agreement, and the PSRO shall keep and maintain copies of each applicable nondisclosure agreement.

Section 4. OTHER COMMITTEES. The Board of Directors may create other committees and subcommittees; determine or provide for the determination of the powers and authority, duties, and responsibilities, and their procedures; determine their size and qualifications for membership, appoint or provide for the appointment of their members and their chairs; and take such other action with respect thereto as the Board may deem appropriate, subject to the laws of the State of Michigan.

## ARTICLE VI MEDICAL DIRECTOR ROLES AND RESPONSIBILITIES

SECTION 1. MEDICAL DIRECTOR QUALIFICATIONS. The Medical Director shall be a physician who is board certified in emergency medicine by a national organization approved by the Department and who meets other standards set forth in department rules.

Section 2. MEDICAL DIRECTOR RESPONSIBILITIES. The Medical Director is an agent of NEMCA and is responsible for medical control for the emergency medical services system served by the medical control authority. NEMCA's Board of Directors, with the advice of the advisory body, may appoint more than one physician, who meets the criteria, to serve as the Medical Director as long as approved by the Department.

Section 3. PROVISION. The Medical Director shall ensure the provision of medical control. The Medical Director's signature on a life support agency's application for licensure or relicensure affirms that NEMCA intends to provide medical control to the life support agency.

Section 4. MEDICAL DIRECTOR REQUIREMENTS. The Medical Director shall be responsible for all of the following:

- (a) Participate every 2 years in not less than one department-approved education program relating to medical control issues.
- (b) Supervision, coordination, implementation, and compliance with NEMCA's protocols.
- (c) Receive input from, and be responsive to, the advisory body.
- (d) Complete, within one year of initial appointment, a medical director's education program provided by the Department.

## ARTICLE VII PROFESSIONAL PRACTICE REVIEW/QUALITY IMPROVEMENT

Section 1. ORGANIZATION OF REVIEW FUNCTIONS. Each Member shall participate in reviewing the quality of care rendered to emergency medical services patients in Ogemaw County before and after the patient arrives at a facility, for the purpose of reducing morbidity and mortality and improving patient care. This review is conducted by various committees, subcommittees, and individuals designated by each member to conduct professional practice review. In addition, the members of the corporation and the licensed life support agencies operating in Ogemaw County have delegated to the Board of Directors, Advisory Council, PSRO, and MCA Medical Director various responsibilities for collecting and analyzing data, records and knowledge on behalf of the members and the agencies, and on the corporation's behalf, for the purpose of conducting professional practice review. Other committees, bodies and individuals designated by the corporation (now existing or later created) may also perform professional practice review functions in the future.

Section 2. CONFIDENTIALITY OF INFORMATION. All information, records, data, and knowledge collected by or for individuals or bodies assigned professional practice review functions shall be confidential, shall be used only for the carrying out of such functions, shall not be public records and shall be entitled to such non-availability for court subpoena and other benefits as may be afforded under the provisions of Act 368 of the Public Act of 1978, Act 270 of the Public Acts of 1967 (including Section 20919(1)(g)), and Administrative Rule 325.22213, as amended or replaced.

## ARTICLE VIII AMENDMENTS

Section 1. AMENDMENTS. These Bylaws may be amended, altered, added to or repealed, in whole or in part, by the affirmative vote of two-thirds of the Directors. A proposed amendment to these Bylaws shall be distributed by the President or his/her designee in writing to all Directors before the meeting at which the amendment is considered.

## ARTICLE IX INDEMNIFICATION

Section 1. IMDEMNIFICATION. The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an Officer, Director, or employee of NEMCA to the fullest extent to which NEMCA has the power so to indemnify such persons pursuant to the laws of the State of Michigan as they may be in effect from time to time. NEMCA may purchase and maintain insurance on behalf of any such person against any liability asserted against and incurred by such person in any such capacity or arising out of his her status as such, whether or not the corporation would have power to indemnify such person against such liability under the laws of the State of Michigan.

11/21/24  
Supercedes:  
10/15/19  
Supercedes:  
10/27/10