

11R-106

Introduce: 5-2-11

RESOLUTION NO. A- 86336

1 WHEREAS, the City has, since 1994, created and participated in the Emergency Medical
2 Services, Inc. for the provision of necessary medical control and protocol development for the
3 providers of emergency medical services in the Lincoln medical service area; and

4 WHEREAS, it has now been deemed appropriate to modify the structure and operation of
5 the Emergency Medical Services, Inc. in order to maintain the high standard of care in the area of
6 emergency medical services while increasing the level of cooperation, communication, and
7 coordination among area medical providers;

8 WHEREAS, it is appropriate to rename the corporation as a way of identifying and
9 communicating that its structure and operation have been improved;

10 WHEREAS, the maintenance of a non-profit corporation with which the City and other
11 affected entities can contract continues to be the best structure through which the parties can
12 accomplish their mutual goals; and

13 WHEREAS, the Articles of Incorporation of Emergency Medical Services, Inc. provides that
14 no amendment to the Articles of Incorporation shall be effective without having been first submitted
15 to and having received the approval of the City Council of the City of Lincoln, Nebraska.

16 NOW, THEREFORE, BE IT RESOLVED by the City Council of the City of Lincoln,
17 Nebraska:

18 That the "Restated Articles of Incorporation of the Lincoln/Lancaster County EMS Oversight
19 Authority, Inc." which are attached hereto, marked as Attachment "A" and made a part hereof by
20 reference, are hereby approved as the amended articles of incorporation for the Emergency Medical
21 Services, Inc. which shall be renamed the Lincoln/Lancaster County EMS Oversight Authority, Inc.

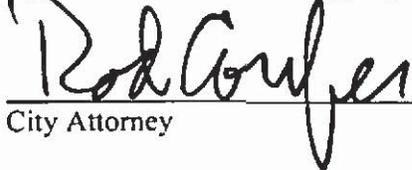
1 and the "By-Laws of the Lincoln/Lancaster County EMS Oversight Authority, Inc." which are
2 attached hereto, marked as Attachment "B" and made a part hereof by reference, are hereby
3 approved as the amended by-laws for the reorganized non-profit corporation.

4 That the Lincoln/Lancaster County EMS Oversight Authority, Inc. shall continue to: (i)
5 provide medical direction for the provision of emergency medical services in the City of Lincoln and
6 its medical service area; (ii) prepare written standards of treatment and emergency medical care for
7 the emergency medical system in the City of Lincoln and its medical service area; (iii) recommend
8 and prepare dispatch and treatment protocols to be followed by emergency medical care personnel
9 in the emergency medical system; (iv) provide quality assessment programs and review for all
10 aspects of the emergency medical system in the City of Lincoln and its medical service area; and (v)
11 review and make recommendations for improvement to the emergency medical care system in the
12 City of Lincoln and its medical service area.

13 That medical directions and recommendations which are made by the Lincoln/Lancaster
14 County EMS Oversight Authority, Inc. that require expenditures not already approved in the City's
15 annual operating budget or capital improvement program shall require approval by the Mayor and
16 City Council.

See further Council Proceedings on
next page.

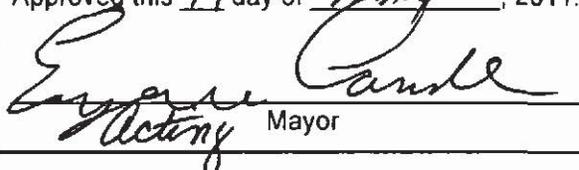
Approved as to Form & Legality:


City Attorney

Introduced by:



AYES: Camp, Carroll, Cook,
Emery, Hornung, Snyder, Spatz;
NAYS: None.

Approved this 19 day of May, 2011:

Mayor

ADOPTED
MAY 16 2011
BY CITY COUNCIL

11R-106

5/9/11 Council Proceedings:

HORNUNG Moved to delay action of Bill No. 11R-106 for one week to 5/16/11.

Seconded by Camp & carried by the following vote: AYES: Camp, Carroll, Cook, Emery, Hornung, Snyder, Spatz; NAYS: None.

5/16/11 Council Proceedings:

HORNUNG Moved to delay action of Bill No. 11R-106 for one week to May 23, 2011.

Seconded by Camp & **LOST** by the following vote: AYES: Camp, Hornung, Spatz; NAYS: Carroll, Cook, Emery, Snyder.

GENERAL FACT SHEET

BILL NUMBER HR-106

BRIEF TITLE	APPROVAL DEADLINE	REASON
EMS Modifications		

DETAILS	POSITIONS/RECOMMENDATIONS	
<p>Approving modifications to the structure and operation of Emergency Medical Services, Inc. by adopting Restated Articles of Incorporation of the Lincoln/Lancaster County EMS Oversight Authority, Inc. and By-Laws of the Lincoln/Lancaster County EMS Oversight Authority, Inc. to rename the organization and reorganize the agency which will continue to provide medical direction for services, to prepare written standards of treatment and emergency medical care, to recommend dispatch and treatment protocols, to provide quality assessment programs and review, and to make recommendations for improvements to the emergency medical care system.</p>	Sponsor	Mayor
	Program Departments, or Groups Affected	
	Applicants/ Proponents	<p>Applicant Jeff Kirkpatrick</p> <p>City Department Law Department for Mayor's office</p> <p>Other</p>
<p>Discussion (Including Relationship to other Council Actions)</p>	Opponents	<p>Groups or Individuals</p> <p>Basis of Opposition</p>
	Staff Recommendations	<input type="checkbox"/> For <input type="checkbox"/> Against Reason Against
	Board or Commission Recommendation	<p>BY</p> <input type="checkbox"/> For <input type="checkbox"/> Against <input type="checkbox"/> No Action Taken <input type="checkbox"/> For with revisions or conditions (See Details column for conditions)
	CITY COUNCIL ACTIONS (For Council Use Only)	<input type="checkbox"/> Pass <input type="checkbox"/> Pass (As Amended) <input type="checkbox"/> Council Sub. <input type="checkbox"/> Without Recommendation <input type="checkbox"/> Hold <input type="checkbox"/> Do not Pass

**RESTATED ARTICLES OF INCORPORATION
OF
LINCOLN/LANCASTER COUNTY EMS OVERSIGHT AUTHORITY, INC.**

Pursuant to the provisions of the Nebraska Nonprofit Corporation Act, (Neb. Rev. Stat. § 21-1901, et seq. (Reissue 2007))

ARTICLE I

Name

The name of the corporation shall be LINCOLN/LANCASTER COUNTY EMS OVERSIGHT AUTHORITY, INC.

ARTICLE II

Duration

The period of duration of the corporation shall be perpetual.

ARTICLE III

Purposes

The corporation shall engage in activities which are essentially public in nature on behalf of the City of Lincoln and providers of emergency medical care in the Lincoln, Nebraska metropolitan area. Such activities shall include, but shall not necessarily be limited to: (i) providing medical direction for the provision of emergency medical services in the City of Lincoln and its medical service area; (ii) preparing written standards of treatment and emergency medical care for the emergency medical system in the City of Lincoln and its medical service area; (iii) recommending and preparing dispatch and treatment protocols to be followed by emergency medical care personnel in the emergency medical system; (iv) providing quality assessment programs and review for all aspects of the emergency medical system in the City of Lincoln and its medical service area; (v) reviewing and making recommendations for improvement to the emergency medical care system in the City of Lincoln and its medical service area; (vi) hiring or contracting for such employees as may be necessary to fulfill its corporate purposes, including, but not limited to, a Medical Director and to enter into such other contracts as may be necessary or appropriate to fulfill its corporate purposes; and (vii) performing such other duties and responsibilities relating to the emergency medical system in Lincoln and its medical service area as the corporation may assume by contract or otherwise with the City of Lincoln and emergency medical care providers within the Lincoln medical service area.

ARTICLE IV

Powers

The corporation shall possess and exercise any and all powers conferred by the laws of Nebraska upon corporations organized under the Nebraska Nonprofit Corporation Act.

ARTICLE V

Internal Affairs of the Corporation

Provisions for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

- a. No portion of the net earnings of the corporation shall inure to the benefit of any member, director, or officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, director, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.
- b. Upon dissolution of the corporation or the "winding up" of its affairs, the remaining assets of the corporation shall be distributed exclusively to the City of Lincoln, Nebraska.
- c. None of the members of the Board of Directors or officers shall be personally liable for any indebtedness of the corporation.

ARTICLE VI

Initial Registered Office and Initial Registered Agent

The street address of the registered office of the corporation is the 4600 Valley Road, 5625 O Street, Suite #250, Lincoln, Lancaster County, Nebraska, and the name of its registered agent at such address is Mary Jo Gillespie.

ARTICLE VII

Board of Directors

- a. Number. The affairs of the corporation shall be governed by a Board of Directors consisting of nine voting members whose term of office shall be four years from the date of appointment and four non-voting, ex officio members. No change shall be made to the number of Directors except by amendments to these Articles of Incorporation.
- b. Appointment; Removal. The Directors shall be appointed as set forth in

the by-laws of this corporation. Directors may be removed from office for cause by a two-thirds vote of the Board.

c. Compensation. Directors shall serve without compensation, but, by resolution of the Board of Directors, Directors may be reimbursed for their actual and reasonable expenses incurred in the performance of duties in furtherance of any of the purposes of the corporation.

ARTICLE VIII

No Members or Capital Stock

The corporation shall have no capital stock and no members.

ARTICLE IX

By-Laws

The Board shall adopt By-Laws for the conduct of the corporation's business.

ARTICLE X

Amendment of Articles

These Articles may be amended at any regular meeting of the Board of Directors or at any special meeting called for that purpose upon receiving the vote of the majority of the Directors in office; provided, however, no amendment to these Articles shall be effective without such amendment having been submitted to and having received the approval of the City Council of the City of Lincoln.

ARTICLE XI

Officers

Upon adoption of these Articles, the Board shall select from among its members officers of the corporation including a President, Vice President, and Secretary-Treasurer, who shall be elected as provided for in the By-Laws. In addition, the Directors may from time to time, as provided for in the By-Laws, elect or appoint such additional officers as the Directors may determine.

ARTICLE XII

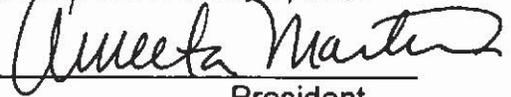
Committees

The President shall appoint from time to time such committees as may be provided for in the By-Laws.

The President shall appoint from time to time such committees as may be provided for in the By-Laws.

IN WITNESS WHEREOF, we have hereunto set our hands on this 21st day of April, 2011.

LINCOLN/LANCASTER COUNTY EMS
OVERSIGHT AUTHORITY, INC.

By: 
President

Attest: 
Secretary

**BY-LAWS
OF
LINCOLN/LANCASTER COUNTY EMS
OVERSIGHT AUTHORITY, INC.**

ARTICLE I

MEMBERSHIP

The Corporation shall have no members.

ARTICLE II

**PUBLIC CHARACTER OF CORPORATION;
RIGHTS AND LIABILITIES OF
DIRECTORS AND OFFICERS**

Section 1 - Activities

The Corporation shall engage only in activities which are essentially public in character in accordance with the provisions of its Articles of Incorporation.

Section 2 - Non-Profit Character

The Corporation is not organized for profit and shall have no capital stock. No portion of the net earnings of the corporation shall inure to the benefit of any director or officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no director or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

Section 3 - Dissolution

Upon dissolution of the Corporation, it shall transfer all of its rights, title, and interest in its property and assets as provided in the Articles of Incorporation.

Section 4 - Liability

No member of the Board of Directors or officer of the Corporation shall be individually liable for an indebtedness incurred by the Corporation.

ARTICLE III

DIRECTORS

Section 1 - General Powers

The powers of the Corporation shall be exercised by a Board of Directors (the "Board"). The Board shall have the power to adopt rules and regulations for the management, administration, and regulation of the business affairs of the Corporation, as long as those rules and regulations are not inconsistent with the Articles of Incorporation, these By-laws, or the laws of the State of Nebraska.

Section 2 - Election and Tenure

The Board shall consist of nine voting Directors and four non-voting, ex officio Directors. One director shall be a county representative appointed by the Lancaster County Board. Two directors shall be appointed as community representatives by the Mayor of the City of Lincoln, with the approval of the Lincoln City Council. One director shall be appointed by BryanLGH Medical Center. One director shall be a physician who works for the emergency department at BryanLGH Medical Center who shall be appointed by BryanLGH Medical Center. One director shall be appointed by St. Elizabeths Regional Medical Center. One director shall be a physician who works for the emergency department at St. Elizabeths Regional Medical Center who shall be appointed by St. Elizabeths Regional Medical Center. One director shall be a physician chosen by the Mayor with City Council approval from the membership of the Lancaster County Medical Society. One director shall be a former Community Health Endowment board member appointed by the Mayor with City Council approval. The medical director for Lincoln/Lancaster County EMS Oversight Authority, Inc., a representative from the Emergency Services Program of the Nebraska Department of Health and Human Services appointed by the HHS division director, the Fire Chief of the City of Lincoln or his/her representative, and a representative from a private sector company which has held a City of Lincoln ambulance license for a period of at least three consecutive years who shall be appointed by the Mayor of Lincoln and approved by the City Council shall serve as non-voting members of the Board of Directors.

The term of office for a director shall be four years from the date of appointment. Directors of the Board will continue serving beyond their term if necessary until such time as their replacements have been duly appointed and approved.

Section 3 - Removal of Directors

Directors may be removed from office for cause by a two-thirds vote of the Board.

Section 4 - Filling of Vacancies

Any vacancy on the Board shall be filled by appointment in the same manner that the director whose position became vacant was chosen.

Section 5 - Accounting and Audit

The Board shall establish and maintain an appropriate accounting system. An audit satisfactory to the Board shall be made of the Corporation's accounts, books, and financial condition after the close of each fiscal year, and a report thereon shall be submitted to the City Council of the City of Lincoln no later than May 1, immediately following such audits.

Section 6 - Principal Place of Business

The principal office of the corporation shall be in Lincoln, Nebraska. The Board shall designate a registered office in accordance with law and shall maintain it continuously.

ARTICLE IV

MEETINGS OF DIRECTORS

Section 1 - Regular Meetings

Regular meetings of the Board shall be held not less than quarterly at such time and place as the Board shall determine by resolution.

Section 2 - Annual Meetings

An annual meeting for election of officers shall be held in January of each year.

Section 3 - Special Meeting

Special meetings of the Board may be called by the President or by any six directors pursuant to which the Secretary shall give written notice of time, place, and purpose of such meetings to each director no less than three days prior thereto.

Section 4 - Notice of Meeting

Written or printed notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered personally or by mail not less than three days nor more than ten days before the date of the meeting. Notice shall be given by or at the direction of the president or the secretary or the persons calling the meeting to each member of record entitled to vote at the meeting. If mailed, such notice shall be deemed to have been delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage prepaid.

Section 5 - Waiver of Notice

Any director may waive, in writing, any notice of a meeting required to be given to such director by these By-laws, a copy of which shall be included with the minutes of such meeting. The attendance at a meeting shall constitute a waiver of notice of such meeting by that director, except where such attendance shall be for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting has not been lawfully called or convened.

Section 6 - Quorum

A majority of the Board appearing in person shall constitute a quorum at a meeting of Board. If a quorum is present, unless otherwise provided by law or in the articles of incorporation, the affirmative vote of a majority of the Board at the meeting entitled to vote on the subject matter shall be the act of the Board. After a quorum has been established at a meeting, the subsequent withdrawal of members so as to reduce the number of members entitled to vote at the meeting below the number required for a quorum shall not affect the validity of

any action taken at the meeting or any adjournment of the meeting. If a quorum is not present when a meeting starts, then a majority of the members at the meeting may adjourn the meeting from time to time without further notice until a quorum is present.

Section 7 - Votes.

Each voting Board member shall be entitled to one vote on each matter submitted to a vote at a meeting of the Board.

Section 8 - Open Meeting

The public shall have the right to attend meetings of the Board, except for closed sessions. Closed sessions may be held for those reasons for which a public body may hold a closed session as enumerated in Neb. Rev. Stat. § 84-1410(Reissue 2008) or as the same may be amended from time to time.

The Board shall give reasonable advanced notice of the time and place of each of its meetings by transmitting a notice of each proposed meeting to the City Clerk of the City of Lincoln at least 24 hours before the time that the meeting is to be held, which notice shall contain an agenda of subjects known at the time that the notice is prepared, and shall be posted on the official bulletin board of the City. Notwithstanding the above, the Board may hold emergency meetings, telephonically or otherwise, without advance public notice when deemed necessary by the Board, but the nature of the emergency shall be stated in the minutes and any formal action taken in such meeting shall pertain only to the emergency. Minutes shall be kept of all meetings of the Board and a copy thereof filed with the City Clerk.

ARTICLE V

OFFICERS AND STAFF

Section 1 - Number

The officers of the Corporation shall be a President, Vice-President, and Secretary-Treasurer, and such other officers as the Board may deem appropriate from time to time, all of whom shall be elected by the Board and shall be directors of the Board.

Section 2 - Election and Tenure

At the first meeting of the Board, it shall elect the officers of the Corporation, who shall serve until their successors are elected at the next annual meeting. Officers shall thereafter be elected annually for a one-year term. A vacancy in any office shall be filled by the Board for the unexpired portion of the term. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified, or until his or her death, or until he or she shall resign or shall have been removed in the manner provided below.

Section 3 - Removal of Officers

Officers may be removed by an 80 percent vote of the Board for cause or whenever, in the Board's judgment, the best interests of the Corporation will be served thereby.

Section 4 - President

The President:

- a) Shall be the principal executive officer of the Corporation and, unless otherwise determined by the Board, shall preside at all meetings of the Board;
- b) May sign any deeds, mortgages, deeds of trust, notes, bonds, contracts, or other instruments authorized by the Board by resolution to be executed, except in cases in which the signing and execution thereof shall be expressly delegated by the Board of the Corporation, or shall be required by law to be otherwise signed or executed; and
- c) Shall, in general, perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

Section 5 - Vice President

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all of the restrictions upon the President. The Vice President shall also perform such other duties as from time to time may be assigned to him or her by the Board.

Section 6 - Secretary-Treasurer

The Secretary-Treasurer shall:

- a) Keep the minutes of the meeting of the board in one or more books provided for that purpose;
- b) See that all notices are duly given in accordance with these By Laws or as required by law;
- c) Be custodian of the Corporation records and of the seal of the Corporation and affix the seal of the Corporation to documents, the execution of which, on behalf of the Corporation under its seal, is duly authorized in accordance with the provisions of these By-Laws;
- d) Have general charge of the books of the Corporation;
- e) Keep on file at all times a complete copy of the Articles of Incorporation and By-Laws of the Corporation containing all amendments thereto (which copy shall always be open to the inspection of any director);
- f) Be responsible for the preparation and filing of the biennial report in each odd-numbered year, together with the payment of the biennial fees, all as required by the Nebraska Non-Profit Corporation Act;
- g) In general, perform all of the duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him/her by the Board.
- h) Have charge of, custody of, and responsibility for all funds and securities of the corporation;
- i) Be responsible for the receipt of and issuance of receipts for all monies due and payable to the Corporation and for the deposit of all such monies in the name of the Corporation in such bank or banks as shall be selected in accordance with the provisions of these By-Laws; and
- j) In general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the Board.

Section 7 - Medical Director

The Board shall employ or contract with a Medical Director who shall not be a voting member of the Board. The Medical Director shall be a medical doctor licensed to practice medicine in the State of Nebraska, shall be experienced in the specialty of emergency medicine, and shall be board certified in Emergency Medicine (ABEM or ABOEM) or some other medical specialty. The Medical Director shall perform such duties as the Board may require of her/him and shall have such authority as the Board may invest in her/him.

Section 8 - Bonds of Officers

The Secretary-Treasurer and any other officer or agent of the Corporation charged with responsibility for the custody of any of its funds or property shall give a bond in such sum with such surety as the Board shall determine. The Board in its discretion may also require any other officer, agent, or employee of the Corporation to give a bond in such amount and with such surety as it shall determine.

Section 9 - Compensation

The powers, duties, and compensation for officers, agents, and employees shall be fixed by the Board and subject to the provisions of these By-Laws with respect to compensation for the directors.

Section 10 - Vacancies

Vacancies in offices, however occasioned, may be filled at any time by election by the Board of Directors for the unexpired terms of such offices.

Section 11 - Other Officers

The Board of Directors is authorized to create such other offices and appoint persons to such offices as the Board deems necessary to effectively conduct the operations of the Corporation.

ARTICLE VI

COMMITTEES

Section 1 - EMS Advisory Committee

The Board shall establish an EMS Advisory Committee to give the ambulance providers and the health care entities they serve a forum for discussion, input, and dispute resolution. The Advisory Committee will include representatives from BryanLGH Medical Center and Saint Elizabeths Regional Medical Center emergency departments, 2 representatives of fire/emergency service districts to be determined by Lancaster County Mutual Aid, a Lincoln long term care provider chosen by the Nebraska Health Care Association, a representative of Lincoln's 911/Emergency Center, representatives from Midwest Medical, American Medical Response, Madonna, the Nebraska Heart Hospital, the Lancaster County Emergency Management/Mass Casualty Incident Team, two representatives from Lincoln Fire & Rescue, and the physician

medical director as a non-voting member. Additional providers or entities may petition the Board for voting representation on the EMS Advisory committee.

Section 2 - Other Committees

The Board may, by resolution, establish such other committees as it may deem necessary or appropriate to further the purposes of the Corporation. The membership on such committees may or may not include members of the Board as deemed appropriate by the Board.

ARTICLE VII

FINANCIAL TRANSACTIONS

Section 1 - Contracts

Except as otherwise provided in these By-Laws, the Board may authorize any officer or officers, or agent, or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to a specific instance.

Section 2 - Checks, Drafts, Etc.

All checks, drafts, or other orders for the payment of money, and all notes, bonds, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents, or employee or employees of the Corporation in such manner as shall from time to time be determined by resolution of the Board.

Section 3 - Deposits

All funds of the Corporation shall be deposited and be secured in the same manner as public funds to the credit of the Corporation in such bank or banks as the Board may select.

ARTICLE VIII

FISCAL YEAR

The fiscal year of the corporation shall end on August 31st and the following fiscal year shall begin on September 1st.

ARTICLE IX

AMENDMENT

These By-Laws may be altered, amended, or replaced by the affirmative vote of 80 percent of the Board's membership, provided that the notice of such meeting shall fully describe the proposed change.

APPROVED AND ADOPTED by unanimous action of the Board of Directors of the Corporation present on the 21st day of April, 2011.

Except as otherwise provided in these By-Laws, the Board may authorize any officer or officers, or agent, or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to a specific instance.

Section 2 - Checks, Drafts, Etc.

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ARTICLE IX

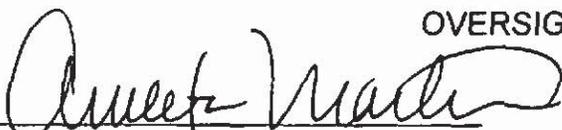
AMENDMENT

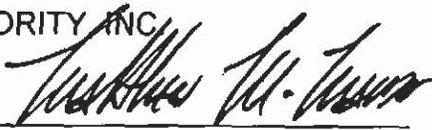
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APPROVED AND ADOPTED by unanimous action of the Board of Directors of the Corporation present on the 21st day of April, 2011.

IN WITNESS WHEREOF, we have hereunto set our hands.

LINCOLN/LANCASTER COUNTY EMS
OVERSIGHT AUTHORITY, INC.

By: 
President

Attest: 
Secretary