

**BYLAWS
OF
WESTERN WASHINGTON MEDICAL SERVICES
EMERGENCY COMMUNICATIONS**

**ARTICLE I
MEMBERSHIP**

- 1.1. **Jurisdiction:** The WESTERN WASHINGTON MEDICAL SERVICES EMERGENCY COMMUNICATIONS. (WWMSEC) is an organization comprised exclusively of volunteer communicators and support personnel, is not dependent on any commercial communications infrastructure, and provides unique, timely, and quality communications support services to the major health care organizations, agencies, the Northwest Healthcare Response Network (NWHRN) and its members in Western Washington.
- 1.2. **General qualifications for Membership:** Membership is open to any individual with an interest in providing vital communications support to health care organizations, supporting agencies during a disaster or emergency situation, and in training served agencies and the community in disaster awareness. Because of the seriousness of the mission, members should be mature, experienced, and able to respond to unpredictable situations. Members are expected to participate in training and exercises on a regular basis, based on a curriculum established by the Board of Directors and Training Officers. Membership is open to all persons meeting these criteria, upon approval by the Board.
- 1.3 **Classes of Members:** The Corporation shall initially have four classes of members. Additional classes of members, the manner of election or appointment of each class of member, and the qualification and rights of each class of members may be established by amendments to these Bylaws.
- 1.3.1 **Registered Members:** Registered members must be registered as State Emergency Workers under the Washington Administrative Code (WAC) 118.04 to participate in training exercises and disaster activations. Registration is accomplished by completing and submitting a registration application to the responsible county (or city) Department of Emergency Management or Washington Emergency Management Division. A Registered Member must possess a valid FCC amateur radio license issued to them.

Membership can be denied or revoked at any time for any reason deemed sufficient by the Board of Directors. If revoked, members shall be provided the reason in writing, either in person or mailed to their address of record. If they wish to appeal the decision, they shall provide written notice within ten (10) calendar days of notification to the Board. Upon receipt of written notification of appeal by the Board, the board shall have sixty (60) calendar days to hold this hearing. A quorum of the Board shall be present, and the member shall be given the opportunity to present their appeal. The decision shall be rendered within ten (10) calendar days after the hearing; the member shall receive timely written notified in writing.

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Registered members shall participate in a minimum level of activity, as established by the Board, including at least one field training exercise annually. Registered members should be available to respond to actual disasters or emergencies when needed. Registered members may be assessed a dues amount annually, as established by the Board. Dues shall be paid by the date of the Annual Meeting of the Corporation each year. Members joining after September 30th of each year shall be credited with the following year's dues upon payment of current dues.

1.3.2 Associate Members: Associate members are licensed ham operators employed by, and working in, a healthcare facility or support agency, but who choose not to undergo the background check and other requirements necessary to become a Registered Emergency Worker. Their employer undertakes their liability coverage, and they are not eligible for protection or reimbursement under the W.A.C. 118.04. They are credentialed by their employer and may not operate in any facility other than their place of employment. Associate members shall participate in a minimum level of activity, as established by the Board, including at least one field training exercise annually. Associate members should be available to respond to actual disasters or emergencies when needed. Associate members may be assessed a dues amount annually, as established by the Board. Dues shall be paid by the date of the Annual Meeting of the Corporation, of each year. Members joining after September 30th of each year shall be credited with the following year's dues upon payment of current dues.

1.3.3 Non-registered Members: Non-registered membership is open to any individual meeting the basic qualifications of membership, but who chooses not to participate in, or maintain qualifications for field response. Non-registered member participation is typically in the areas of administration and support of the Corporation and teams. Non-registered members shall participate at a minimum level of activity annually, as determined by the Board. Non-registered members may not participate in field exercises; or emergency activations, unless they register as an Emergent Volunteer with the accrediting agency. Non-registered members may be assessed a dues amount annually, as established by the Board. Dues shall be paid by the date of the Annual Meeting of the Corporation, of each year. Members joining after September 30th of each year shall be credited with the following year's dues upon payment of current dues. Non-registered members are welcome to participate in training classes sponsored by the organization.

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- 1.3.4 Institutional Members:** An institutional member is any partnership, association, corporation, or any other institution that supports the purposes and objectives set forth in these Bylaws and which pays dues as established or otherwise provides financial support.
- 1.4 Voting rights:** Registered, Associate, and Non-Registered members shall be eligible to vote, provided the member is current in the minimum qualifications for the class of membership, and they have paid dues for the current period. In addition, at no time shall Non-registered membership comprise more than 25% of a quorum. No proxies are allowed.
- 1.5 Annual Meeting:** An annual meeting shall be held for the purpose of electing officers and directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors, on each third Saturday of January. If the annual meeting is not held on the date designated therefore, the Board shall cause the meeting to be held as soon thereafter as may be convenient. Roberts' Rules of Order shall govern all subjects not covered under the Bylaws, unless inconsistent with the Bylaws.
- 1.6 Special Meetings:** The President, a simple majority of the Board of Directors, or a simple majority of the registered voting members may request special meetings of the membership. No business shall be transacted at a Special Meeting except that business stated in the notice.
- 1.7 Notice:** Written notice of all annual and special meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be mailed electronically or by U.S. mail to all voting members of record at the address shown on the corporate books at least 10 days prior to the meeting. Such notice shall be deemed effective when deposited in ordinary U.S. mail, properly addressed with postage, or by electronic mail, or electronic facsimile, if applicable.
- 1.8 Place of Meeting:** Annual and special meetings shall be held at the Corporation's principal place of business unless or at such other place within or without the State of Washington designated by the President, the Board, by the members entitled to call a meeting of the members, or by a waiver notice signed by all members entitled to vote at the meeting.
- 1.9 Quorum:** Ten percent of the voting members shall constitute a quorum at a general business meeting. Any question or motion presented to the Chairman during a meeting in which the members present represent less than fifty-one percent of the total membership may, by majority vote of the

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members present, be set aside until the next regular meeting. Only one such postponement is allowed for any particular question or motion.

- 1.10 Action by Members without a Meeting:** Any action which could be taken at a meeting of the members may be taken without a meeting if written consent setting forth the action so taken is signed by all members entitled to vote with respect to the subject matter thereof. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted into the Secretary's records as if it were the minutes of a meeting of the members
- 1.11 Meetings by Telephone or video-conferencing:** Members of the corporation may participate in a meeting of members by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other simultaneously. Participation by such means shall constitute presence-in person at a meeting. A roll-call shall be taken at start of meeting.

**ARTICLE II
DIRECTORS**

- 2.1 Powers:** The Board of Directors shall manage the affairs of WWMSEC.
- 2.2 Composition:** The Board of Directors shall consist of a minimum of five (5) directors plus the President, Vice-President, Secretary, and Treasurer. Board members shall not accept monetary compensation for their efforts as such but may be compensated for expenses.
- 2.3 Advisory Committee:** The directors of the Corporation may appoint one or more advisors to the Board of Directors. An advisor position is optional; the directors are not obligated to appoint an advisor(s). The powers, duties, qualifications, terms of office, manner of appointment, time, and criteria for removal of advisory committee members shall be set forth by majority vote of the Board of Directors.
- 2.4 Election and Term of Office:** The directors shall be elected at the annual membership meeting for alternating terms. Only voting members whose dues, if any, are current may vote for directors, and shall have one vote each. There will be no proxy voting. Each director shall serve a term of two years or until a successor has been elected and qualified.

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- 2.5 Meetings:** The Board of Directors shall meet after the annual meeting and thereafter quarterly at a time and place to be determined by the Board of Directors. Special Board meetings may be called as requested by the President or three members of the Board upon at least five days' notice to all Board members, by mail or electronically, as provided in Article 1.7.
- 2.6 Place of Meetings:** All meetings shall be held at the principal office of the corporation or at such other place within or without the State of Washington designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.
- 2.7 Meetings by Telephone or video-conferencing:** Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.
- 2.8 Quorum:** No business may be conducted at the meeting of the Board of Directors unless at least one-half of the elected board members are in attendance. All actions of the Board shall be taken by a simple majority vote of those participating.
- 2.9 Informal Action:** Any action required to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, upon notice to all directors, may be taken without a meeting, if a consent in writing setting forth the action so taken, is signed by two-thirds (2/3) of the Directors. Any informal action taken by a committee of Directors must be signed by all the members of the committee.
- 2.10 Removal or Vacancies:** The Board of Directors, by a two-thirds (2/3) majority vote, shall have the power to remove any officer, director, or agent of the Corporation, if, in the judgment of the Board, the best interests of WWMSEC will be served. As a guideline for Board action, considerations for removal shall include but not be limited to:
- 1) Failure to participate in three (3) consecutive Board meetings, unless excused by the President.
 - 2) Failure to complete duties as outlined in this section.
 - 3) Behavior deemed contrary to the best interests of the Corporation, by the WWMSEC Board.
 - 4) Failure to pay dues by the 60th day after they are due shall automatically terminate membership on the board.

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The Board of Directors may fill any vacancy that occurs for any reason. A Director appointed to fill a vacancy shall serve the remainder of the term vacated or until a successor has been elected and qualified.

2.11 Committees: To the extent permitted by law, the Board of Directors may appoint from its members a committee, or committees, temporary or permanent, and designate the duties, powers and authorities of such committees. No committee may amend the Articles or Bylaws. Each committee will elect a chair and report on its activities at each board meeting.

2.12 The Board of Directors may choose to appoint one or more advisors to the Directors: The Board of Directors shall not be obligated to appoint an advisor. A simple majority of the Directors shall approve appointment of an advisor. Each advisor shall serve a term the length of which is determined by the Board. The Board of Directors, by a simple majority vote, may vacate the advisor's role and term when the duties of the advisor are no longer required, or in the judgment of the Board, the best interests of WWMSEC shall be served.

**ARTICLE III
OFFICERS**

3.1 Number of Officers: The officers of the Corporation shall be a President, a Vice President, a Secretary, and Treasurer. One person, other than the President or Treasurer, may hold two or more offices. The Emergency Coordinators for Regions 3 ,5 and 6 shall be unelected members of the Board of Directors.

3.2 Election and Terms of Officers: At the annual membership meeting to be held in January the officers shall be nominated and elected by the voting membership. Each officer shall serve a two-year term or until a successor has been elected and qualified. The cycle of terms of President and Secretary shall coincide, and the cycle of terms of Vice President and Treasurer shall coincide. Elections for each cycle shall occur on alternating years. The Board of Directors may elect someone to complete the term of any officer or Board member who has resigned or been removed, provided that ten (10) days' notice of such election shall be given to the Board of Directors.

3.3 President: The President shall preside at all member and Board meetings and represent the organization in all public matters. The President shall see that all policies, rules, and regulations of the WWMSEC are executed. He/she shall appoint administrators and appoint committees as required. The President shall be a registered member. The President may delegate representation of the organization to other Board members as needed.

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- 3.4 Vice-President:** In the absence of the President, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers and be subject to all the restrictions upon the President. The Vice-president shall be a Registered member.
- 3.5 Secretary:** It is the duty of the Secretary to maintain the club records, keep accurate minutes of all Board meetings, maintain, transmit, and receive all correspondence, and perform such duties as are inherent to the office. The Secretary shall maintain a listing of all members present at each annual, regular monthly, or special meeting, and shall conduct a roll call of the Board of Directors at each of its meetings. In the absence of the Secretary, an assistant Secretary may perform the duties of Secretary. The Secretary shall be a Registered or Non-registered member. The Secretary shall file the Annual Report with the Washington Secretary of State Corporations and Charities Division each October.
- 3.6 Treasurer:** It is the duty of the Treasurer to receive all monies due the Corporation, giving a receipt therefore; to pay all routine or recurring bills with the approval of the Board of Directors, and to pay all capital expenditures or extraordinary bills as directed by the Board of Directors. The Treasurer shall sign checks, which shall be co-signed by the President, Vice President, or Secretary, if they aggregate \$500.00 or more for a single project. The Treasurer shall open and maintain bank accounts pursuant to Board resolutions. The Treasurer shall file a completed Form 990 or 990-EZ (Return of Organization Exempt From Income Tax) on behalf of the organization with the U. S. Internal Revenue Service each April. The Treasurer shall report financial assets for the previous fiscal year at the annual membership meeting, shall propose a budget for the coming year for approval by the members, and shall obtain Board approval of any substantial deviation. The Treasurer shall keep records as required for IRS reporting. The Treasurer may be bonded in an amount sufficient to reimburse the Corporation for any loss of revenues or assets due to acts or errors or omissions. The Board of Directors shall determine the amount and term of this required bond, if any. Payment of such bond shall come from the corporation's treasury. In the absence of the Treasurer, an assistant Treasurer may perform the duties of the Treasurer. The Treasurer shall be a Registered member
- 3.7 Advisors:** It is the duty of the advisor(s) to bring unique knowledge and skills to complement the knowledge and skills of the Board of Directors. The advisor is not an officer of the WWMSEC and does not have formal authority to govern; that is, the advisor cannot issue mandatory directives. The advisor serves to make recommendations and/or provide key information and materials to the Board of Directors. Persons holding the title of Emergency Coordinator for a special District or Region shall

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be considered Advisors (unelected Board members). Additional advisors, not holding the appointment of Emergency Coordinator, may also be appointed by the Board.

**ARTICLE IV
AMENDMENT TO BYLAWS**

Proposals for amendments of the bylaws must be submitted to the Board of Directors at least twenty-five (25) days before the proposed amendment is to be acted upon by the WWMSEC. The board of directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of members having voting rights, which may be either an annual or a special meeting. Notice in the form of a record setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each member entitled to vote at such meeting within the time and in the manner provided in these bylaws for the giving of notice of meetings of members. The proposed amendment shall be adopted upon receiving at least two-thirds (2/3) of the votes which members present at such meeting. Unless otherwise provided, any amendments to these bylaws shall be effective immediately upon passage.

**ARTICLE V
INDEMNIFICATION OF OFFICERS AND DIRECTORS**

To the full extent permitted by the Washington Nonprofit Corporation Act, RCW 24.03, the personal liability of a director to the Corporation and its members, if any, shall be eliminated and the Corporation shall indemnify any person made a party to any proceeding by reason of the fact that he or she was a director against judgments, penalties, fines, settlements and reasonable expenses actually incurred by him in connection with such proceedings. Provided, however, that the Corporation shall neither indemnify a director, nor shall the director's liability be eliminated for acts of omissions that involve intentional misconduct by a director or a knowing violation of law by a director, or for any transaction from which the director personally received a benefit in money, property, or services to which the director was not legally or ethically entitled. The Corporation shall also indemnify any office, agent, or employee, to the same extent, and with the same limitations, that the Corporation is authorized to indemnify directors. Such indemnification shall be governed by and consistent with RCW 4.24.263, RCW 24.03.035 (14), RCW 23A.08.025 as amended, and any other applicable laws

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The Board of Directors may obtain insurance on behalf of any person who is or was a Director, Officer, employee or agent against any liability.

**ARTICLE VI
ACCOUNTING YEAR**

The fiscal year of WWMSEC shall end on December 31.

CERTIFICATION

These Bylaws were adopted, as amended, by a majority of the Board at a meeting of the Board of Directors on January 19, 2019

Alan Jones, KD7KUS, Secretary of the Corporation

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**ADDENDUM TO BYLAWS
TEAM SERVICES PROVIDED**

The Corporation will provide the following services to all members and others interested in the mission or operation of the organization.

Education: The organization shall provide or sponsor regular training programs. Training topics will include subjects compatible with the curriculum established by the Board, as well as subjects of general interest to the emergency communicator and emergency management.

At certain times, the Corporation may participate with other organizations in providing broad interest educational forums, such as an annual Communications Academy open to all volunteer communications specialists.

Disaster Exercise Training: The Corporation will plan and coordinate training exercises for the membership. The purpose of such exercises is to enhance training, inter-agency, inter-jurisdictional coordination, and to support the communication needs of various health-care related community-based exercises.

Support of ARES, RACES and other organizations: The Corporation (WWMSEC) will support and coordinate with all Amateur Radio Emergency Services (ARES) teams, all Radio Amateur Civil Emergency Services (RACES) teams, and all Auxiliary Communications Service (ACS) teams, as well as other organizations with similar missions during training, exercises, or emergency response. Depending on the nature of the emergency response, WWMSEC will participate with and support any emergency activation that involve health care organizations and will provide personnel to support other activations when requested.

Team Station and Web page: The Corporation will maintain an Amateur club station call sign issued by the FCC and will maintain an Internet Web presence for the purpose of (a) soliciting new membership; (b) providing information about the organization to members, health care organizations and the general public; and (c) provide a resource for organization documentation, forms, policies and procedures.

Fund Raising: The Corporation will actively engage in fund raising efforts to support the goals and day-to-day operations of the organization. The goals include providing funding for equipment upgrades and replacements and standardization of communications equipment across the service area.