

**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 Bryan Medical Center. One director shall be a physician who works for the emergency department at Bryan Medical Center who shall be appointed by Bryan Medical Center. One director shall be appointed by St. Elizabeth Regional Medical Center. One director shall be a physician who works for the emergency department at St. Elizabeth Regional Medical Center who shall be appointed by St. Elizabeth 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 community representative with preference given to experience in the health care area in either a volunteer or professional capacity 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 or telephonically 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 Bryan Medical Center and Saint Elizabeth 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, Medics At Home, 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 ____ day of _____ 2014.

IN WITNESS WHEREOF, we have hereunto set our hands.

LINCOLN/LANCASTER COUNTY EMS
OVERSIGHT AUTHORITY, INC.

By: _____
President

Attest: _____
Secretary