



St. Clair County MCA
System Protocol
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104. AUTHORITY BOARD

104.1 Authority. The business and affairs of the Authority shall be managed by its Authority Board. The Authority Board has authority and responsibility for adopting and modifying, as necessary, the Protocols described in Section 102.2.

104.2 Composition. The Authority Board shall consist of Directors appointed by the members of the Authority, and the EMS Medical Director who shall serve ex-officio, without vote. Each member of the Authority may appoint a Director (who shall be associated with said member)(i.e. one Director for each Participating Emergency Facility operated by the member). Directors shall serve three-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 meeting(s) of the Authority Board and will have the authority and responsibilities of a director during said meeting(s) if the Director for whom 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 Authority Board.

104.3 Removal. Any Director may be removed at any time by the member of the corporation by whom such Director was appointed. Any Director appointed by a member of the Authority which resigns as a member of the Authority or otherwise ceases to be a member of the Authority, shall automatically cease to be a Director as of the effective date of the appointing member's resignation or termination of membership.

104.4 Meetings. Meetings of the Authority Board shall be held at such time and place as shall be determined by the Chairman or by the vote or consent of a majority of the Authority Board. Each Director shall be given at least ten days' written notice of each meeting of the Authority Board.

(a) Meetings of the Medical Control Authority Board shall be held no less than four times per year and may be held at the same time and place as the Advisory Council. Meeting dates will be determined by the members of the Authority Board.



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(b) Emergency meetings of the Authority may be called from time to time by the Medical Director as needs dictate.

(c) A board member unable to attend a meeting should endeavor to give his written proxy to an alternate representative.

104.5 Quorum: A majority of the Authority Board shall constitute a quorum at any meeting of the Authority Board. 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.

104.6 Participation Via Telecommunications. Members of the Authority Board, or any committee or subcommittee of the Authority Board, may participate in a meeting of the Authority Board, committee or subcommittee by videoconference, conference telephone, or similar communications equipment by which all persons participating in the meeting (including any members of the public) may hear one another. Participation in a meeting pursuant to this Section constitutes presence in person at such meeting. In all cases, however, a majority of those voting Directors who attend a meeting of the Authority Board must be physically present at the public meeting site.

104.7 No Compensation. The Directors shall receive no compensation from the Authority for their services as members of the Authority.

104.8 Vacancies. A vacancy in the Authority occurring for any reason shall be filled by the member of the corporation which appointed the Director whose Departure created the vacancy.