



**BYLAWS OF
SANTA CRUZ COUNTY
MEDICAL RESERVE CORPS OF CALIFORNIA
AND ADVISORY BOARD**

(Accompanied 12/18/2007 by Special Cover Letter of Ad Hoc Organizing Committee)

APPROVED BY SANTA CRUZ COUNTY MEDICAL SOCIETY

BOARD OF GOVERNORS

March 18, 2009

Proposed Revisions 3-10-10 by Operations Team

Approved with Changes by Advisory Board, March 22, 2010

Moved Namkung; Second Ellis; Unanimous Vote)

**Subject to Consideration by the Santa Cruz County Medical Society Board of
Governors (Accepted)**

Article I. Name and Legal Basis

- A. The Medical Reserve Corps of the United States was established in 2002, and operates as a component of the Office of the US Surgeon General. It is a constituent agency under the umbrella of the US Citizen Corps and a partner agency of the White House's USA Freedom Corps and the US Department of Homeland Security.
- B. The role of the Medical Reserve Corps is recognized in federal statute: "Pandemic and All-Hazards Preparedness Act" – Public Law 109-417, signed 12/19/2006.
- C. The Santa Cruz County Medical Reserve Corps of California (SCCMRCC) was formed as a component unit of the national Medical Reserve Corps through the efforts of the Santa Cruz County Medical Society and the Santa Cruz County Health Services Agency. It was recognized by the Office of the Surgeon General on February 11, 2005.
<http://www.medicalreservecorps.gov/detail.asp?id=275&State=6>
- D. The Santa Cruz County Medical Reserve Corps of California is sponsored by the Santa Cruz County Medical Society (SCCMS) whose Board of Governors provides oversight, housing and administrative support for the SCCMRCC and has fiduciary responsibility for the finances of the SCCMRCC. The SCCMS is a 501(c)(6) educational, not-for-profit entity.

- E. The SCCMRCC operates in a quasi-independent manner under the direction of its Advisory Board, and in conformity with national MRC guidelines and in partnership with the Citizen Corps Council/Emergency Management Council of Santa Cruz County.
- F. The SCCMRCC carries out its purposes in part through Memoranda of Understanding and Partnership Resolutions with other community entities.

Article II. Mission

The Mission of the Santa Cruz County Medical Reserve Corps of California is to establish a volunteer network of local medical and public health professionals which:

- is integrated into established community emergency systems for assistance during emergencies;
- provides mutual aid to other communities in need when called upon; and
- provides consultation and education services to the local community

Article III. Membership - To be defined

Article IV. Advisory Board

Section 1. Powers and Duties

- A. The Advisory Board shall develop and approve the plans and programs for the SCCMRCC, prepare the budget, raise funds, hire and supervise staff, appoint Committees, develop and approve policies and procedures for the organization, conduct program and operational evaluations, and form partnerships with other agencies/entities and individuals.
- B. Actions taken by the Advisory Board shall be communicated regularly and in a timely manner to the Board of Governors of the SCCMS, the Executive Committee of which may suspend actions of the SCCMRCC Advisory Board until final approval or denial by the Board of Governors. If not rescinded by the Executive Committee or the Board of Governors within 30 days of approval, the actions of the Advisory Board shall be considered approved.

Section 2. Advisory Board Membership

- A. Advisory Board members shall be drawn from the volunteers who comprise the SCCMRCC and also shall include other individuals representing partnering agencies and those with a common purpose in emergency preparedness.
- B. The initial Board membership shall consist of those volunteers comprising the Ad Hoc Organizing Committee as constituted by a call for volunteers, and which met on August 21, 2007.
- C. Upon adoption of these Bylaws, the membership of the Advisory Board shall be constituted as indicated in these Bylaws and the Ad Hoc Organizing Committee shall be terminated.
- D. The Advisory Board shall be composed of no less than nine (9) members and no more than nineteen (19) members. The Advisory Board shall be self-perpetuating, subject to the provisions for representation and terms specified

herein, and subject to the approval of the Board of Governors of the SCCMS at least annually and whenever a new member is added.

- E. The Advisory Board shall include at least five members drawn through a call for volunteers from the volunteer membership and include broad representation by field and laity composition of the membership.
- F. Additional Advisory Board members may be added upon nomination by the following partnering agencies each of which may have one seat on the Advisory Board, subject to approval as in (G), below:
 - 1. Santa Cruz County Medical Society Board of Governors
 - 2. County of Santa Cruz Health Officer
 - 3. A representative of the local Emergency Medical Services sector/MHOAC.
 - 4. Santa Cruz County Health Services Agency Administrator
 - 5. Santa Cruz County Chapter, American Red Cross.
 - 6. A representative of the county's professional law enforcement agencies
 - 7. Citizen Corps Council/Emergency Management Council Chair
 - 8. Emergency Medical Services Integration Authority (EMSIA).
- G. Board positions may be approved at any meeting of the Advisory Board by majority vote of those present within a quorum, but newly appointed Board members may not vote until confirmed by the Board of Governors of the SCCMS.

Section 3. Terms

- A. Terms for Board members drawn from the membership shall be three years, and with possible renewal for an additional three years. After serving two terms, members may be re-elected after an absence from the Board of one year.
- B. Terms of partnership agency representatives shall be renewed every three years in writing by their agency heads unless terminated earlier, and such members shall serve at the pleasure of the appointing agency head.

Section 4. Quorum

A quorum shall be thirty percent of the number of filled positions constituting the Board membership at its previous meeting but no less than five members. No business may be transacted in the absence of a quorum.

Section 5. Resignations and Removal of Board Members

- A. Resignations may be submitted at any time by Board Members, and must be in writing.
- B. A Board Member - including partner agency appointees - may be removed for cause by a two-thirds vote of members present at an Executive Session of the Advisory Board, subject to approval of the Board of Governors of the SCCMS.
- C. Conflict of interest: Board members may not vote in any matter in which they may have a personal or financial conflict of interest.

Section 6. Meetings of the Advisory Board

- A. Regular meetings shall be scheduled at least four times a year. The Annual

- Meeting of the membership shall be as determined by the Advisory Board.
- B. Special Meetings may be called by the Chair or at the request of any three Board members.
 - C. The time and place of Board meetings shall be determined by the Chair.
 - D. At least five days notice shall be given to each Board member for Regular and Special meetings.
 - E. All matters before the Board shall be decided by majority vote at any meeting at which a quorum is present unless otherwise specified herein.
 - F. There shall be no alternates for Advisory Board members, nor shall proxy votes be permitted.
 - G. Roberts Rules of Order, latest edition, shall govern the conduct of meetings.
 - H. Attendance: Board members must provide the Chair advance notice of any meetings they cannot attend, and provide valid reasons. Unexcused absences from three consecutive meetings shall be considered a resignation. Failure to attend at least half of the Advisory Board meetings in a calendar year shall be considered a resignation.
 - I. All meetings are open to the volunteer membership and to the public. The Board Agenda shall include a period at the opening of each meeting for volunteer and public comments, such time allotment to be determined by the Chair.
 - J. The Advisory Board may conduct its meetings in person or by electronic mail, videoconference, or teleconference, if at least a quorum of the Board Members agree and do participate. The proceedings and results of any such meetings must be communicated and confirmed at the next regularly scheduled meeting of the Board.
 - K. Executive Session: The Advisory Board may go into Executive (closed-door) session to discuss and take any action relating to personnel, individual volunteer members, or financial or legal negotiations on any matter. Any binding actions taken in Executive Session must be reported in summary form once the regular meeting resumes. A confidential detailed summary of each such session shall be reported in writing to the SCCMS Board of Governors which may at its option reverse any actions so taken.
 - L. Advisory Board Recordkeeping: Action Minutes will be produced at each Advisory Board meeting. Minutes will note the actions taken and the vote per action.

Article V. Committees

Section 1. Executive Committee

The Advisory Board may designate five people (three officers and two members selected by the officers) to serve as an Executive Committee, which may take action on behalf of the Advisory Board in the absence of a quorum. All decisions or actions of the Executive Committee must be reviewed and approved at the first meeting of the Advisory Board subsequent to such actions.

Section 2. Standing Committees

The Advisory Board may appoint such Standing Committees or ad hoc committees as deemed necessary. The Standing Committees shall address such matters as: ●legal and organization structure; ●training and curriculum development; ●recruitment of

volunteers; ●community liaison and public information; ●data, information management and communications; and ●budget and fundraising, among other possibilities.

Article VI. Board Structure

Section 1. Officers

- A. The officers of the Advisory Board shall include the Chair, Vice Chair, and Secretary-Treasurer.
- B. Officers shall not receive compensation but may have expenses paid as approved by the Advisory Board but not to exceed amounts allowable under federal guidelines.
- C. The Chair shall appoint a Nominating Committee of volunteers and/or Advisory Board members every other year to prepare a slate of nominations for officers. *Additional written nominations shall be accepted from the general membership and each nomination must include two signatories of the membership for consideration by the Advisory Board prior to its conduct of elections..*
- D. Officers shall be elected by the Advisory Board biannually, at the first meeting of the calendar year, and shall serve a term of two years, and may be re-elected for an additional two-year term. After one year out of office, Board Members may be elected to the same office for up to two additional terms.

Section 2. Board Chair

The Board Chair shall be the principal officer of the SCCMRCC and shall preside at all meetings, call special meetings, sign official documents upon approval by the Advisory Board, appoint members to committees and subcommittees, and represent the organization in public places.

Section 3. Board Vice Chair

The Vice Chair shall preside and carry out the duties of the Chair in his or her absence or until the next regular election if the Chair is unable to serve.

Section 4. Board Secretary-Treasurer

The Secretary-Treasurer shall supervise preparation and maintenance of minutes of Advisory Board meetings, assure their approval, and interface with the Board of Governors of the SCCMS on matters requiring their approval or concurrence. The Secretary-Treasurer will support the Advisory Board in matters relating to all fiscal matters.

Article VII. Annual Meeting

Section 1. Purpose:

The volunteer membership shall meet annually with the Advisory Board to provide comments and suggestions to the Advisory Board on the future direction of the SCCMRCC.

Section 2. Annual Report

The Advisory Board shall present an Annual Report to the volunteer membership at the Annual Meeting.

Section 3. Recognition and Awards

The Advisory Board may present awards and special recognition for volunteers who have provided outstanding service to the SCCMRCC and to the community.

Article VIII. General Provisions

Section 1. Fiscal Year: The SCCMRCC shall operate on a fiscal year determined by the Advisory Board – initially the calendar year.

Section 2. Policies and Procedures – Advisory Board shall constitute a Policies and Procedure Committee to develop and oversee all Policies and Procedures subject to approval of the Advisory Board.

Article IX. Staff Support

Section 1. Medical Reserve Corps Coordinator

The Advisory Board shall appoint a volunteer Coordinator to manage the day-to-day activities of the Medical Reserve Corps and to represent the SCCMRCC unofficially before the public. The Advisory Board may hire or enter into a contract for the Coordinator's services if funding becomes available, subject to the Personnel Policies of the SCCMRCC and other provisions of these Bylaws. The Chair shall be the official representative of the SCCMRCC in all business and public matters.

Section 2. Santa Cruz County Medical Society

The SCCMS will provide the required Director for the SCCMRCC and may provide administrative and clerical support for the SCCMRCC on a compensated basis at cost. Fiduciary/accounting services may be provided without charge unless this provision is officially rejected by the SCCMS. Office and meeting room space at SCCMS will be provided pro bono. Either party may terminate this arrangement with at least 30 days advance written notice.

Article X. Procedure for Modification of These Bylaws

These Bylaws may be modified subsequently by a two-thirds vote of the Advisory Board members present among a quorum, and adopted after such approval and with the approval of the Board of Governors of the SCCMS.

Article XI. Affiliates – Agent - Disclaimer

The SCCMRCC exists as a voluntary service organization to other first responder organizations in Santa Cruz County with which it has a written affiliation agreement and/or Memorandum of Understanding. It seeks to abide by the national guidelines for Medical Reserve Corps as related to “resource typing” of volunteers and proper registration and credentialing. However, SCCMRCC provides referral of its membership to other responding entities without warranty as to the credentials or

other attributes of its volunteers and it assumes no obligation for their performance or lack thereof. The SCCMRCC will require its volunteers to be registered and approved by whatever means exists through any national or California registry and credentialing service for volunteers who work in emergency preparedness situations – *e.g.*, Certified Disaster Service Workers, ESAR-VHP or comparable.