



INTERSTATE COMMISSION FOR EMS PERSONNEL PRACTICE

Bylaws

Adopted: October 17, 2017

Amended: June 13, 2023, November 15, 2023

Proposed Amendments – For consideration at the Q4 2026 Full Commission Meeting

ARTICLE I.

COMMISSION PURPOSE, FUNCTION AND BYLAWS

Section 1. Purpose

Pursuant to the terms of the Recognition of Emergency Medical Services (EMS) Personnel Licensure Interstate Compact (the “Compact”), The Interstate Commission for EMS Personnel Practice (the “Commission”) is established as a body politic and an instrumentality of the compact states to fulfill the objectives of the Compact through a means of joint cooperative action among the Member States: to develop a comprehensive process that complements the existing licensing and regulatory authority of the State EMS Authority and extends to EMS personnel a Privilege to Practice across state boundaries in Member States, thereby providing immediate legal recognition to EMS personnel and ensuring the safety of patients.

- A. Governmental Status. The Commission is a governmental entity and instrumentality of its Member States, established under the authority of the Compact Clause of the United States Constitution (Article I, Section 10, Clause 3), and exercising delegated sovereign authority pursuant to state statutes enacted under the Compact.

Section 2. Functions.

In pursuit of the fundamental objectives set forth in the Compact legislative mandate, the Commission shall, as necessary or required, exercise all of the powers and fulfill all of the duties as provided by the Compact. The Commission’s activities shall include, but are not limited to, the following: the promulgation of binding rules and operating procedures; equitable distribution of the costs, benefits and obligations of the Compact among the Member States; enforcement of Commission Rules, Operating Procedures and Bylaws; provision of dispute resolution; sharing of licensure history of Member State EMS personnel and coordination of significant investigatory information; and the collection and dissemination of information concerning the activities of the Compact, as provided by the Compact, or as determined by the Commission to be warranted by, and consistent with, the objectives and provisions of the Compact. The provisions of the Compact shall be reasonably and liberally construed to accomplish the purposes and policies of the Compact.

Section 3. Bylaws.

~~As required by the Compact, these Bylaws shall govern the management and operations of the Commission. As adopted and subsequently amended, these Bylaws shall remain at all times subject to, and limited by, the terms of the Compact.~~

These Bylaws govern the Commission’s management and operations subject to, and limited by, the Recognition of EMS Personnel Licensure Interstate Compact (“REPLICA” or the “Compact”) legislation and the Commission’s

Administrative Rules. Sections 10 through 12 of the Compact and duly adopted Administrative Rules of the Commission control in any conflict. The Bylaws are the Commission's operating governance framework and shall be interpreted consistently with those authorities.

Section 4. Definitions and Incorporation by Reference

- A. Primary Sources. For purposes of these Bylaws, all terms used herein have the meanings assigned to them in REPLICA (the Compact) and in the Commission's Administrative Rules. To the extent a term is defined in both sources, the meaning shall be harmonized and applied consistently with the interpretive hierarchy stated in Article I, Section 3.
- B. Incorporation by Reference. The Compact and Administrative Rules are incorporated by reference into these Bylaws. Amendments to the Compact or Administrative Rules automatically update the incorporated definitions and procedures without further bylaw amendment, except where these Bylaws impose additional, non-conflicting requirements.

ARTICLE II.

MEMBERSHIP COMMISSION COMPOSITION

The Commission ~~Membership~~ shall be comprised ~~as provided by~~ of delegates appointed by the Governor or the Governor's designee, in accordance with Section 10.B of the Compact. Each Member State shall have and be limited to one appointed voting ~~representative delegate~~. The appointees shall be the Commissioners of the Member States. Each Member State shall forward the names of its Commissioners to the Commission chairperson. The Commission chairperson or their designee shall promptly advise the State EMS Authority of the Member State of the need to appoint a new Commissioner whenever a vacancy occurs.

Section 1. Vacancies

Member States should consider immediately appointing a Commissioner to fill any vacancy and, in any event, shall use their best efforts to fill any Commissioner vacancy within thirty (30) calendar days of the vacancy occurring.

Section 2. Member State Delegate Status

Member States are to establish procedures for addressing Commissioner appointments when a Commissioner is no longer the responsible official of the state EMS authority for licensing EMS personnel.

- A. When the Executive Director becomes aware of such a change that has not otherwise been communicated to the Commission, the Executive Director shall first seek to resolve the matter by contacting the Commissioner and the state EMS authority responsible for licensing EMS personnel to confirm the Commissioner's continued appointment or to obtain appointment of a replacement.
- B. If the gap remains unresolved, the Executive Committee may direct the Executive Director to notify the original appointing authority and/or relevant state authorities to request confirmation of the Commissioner's continued appointment or appointment of a replacement within thirty (30) calendar days.

ARTICLE III.

OFFICERS

Section 1. Election and Succession.

The officers of the Commission shall include a chairperson, vice chairperson, secretary, and treasurer. The officers shall be duly appointed Commissioners. ~~Officers~~ The Commission shall elect officers

at the full Commission meeting held in the last quarter of each year or any special meeting as provided by the bylaws. The chairperson and treasurer shall be elected in even-numbered calendar years, and the vice-chairperson and secretary shall be elected in odd-numbered calendar years. All terms shall be two years. Officers shall take office immediately following the close of the meeting at which they are elected. No commissioner shall serve more than two (2) full consecutive terms in a single elected office. Fulfilling an incomplete term is not considered part of the term limit. ~~At the end of their term, officers are eligible for re-election.~~ The elected officers shall serve without compensation or remuneration, except as provided by the Compact.

A. Officer Nomination Process. The following process shall govern nominations to elected positions on the Executive Committee. This process is intended to ensure the Commission is fully informed when electing officers and does not operate to disqualify any Commissioner from nomination or election.

(1) The Nominating Committee shall solicit self-nominations from interested Commissioners for any open Executive Committee position.

(2) Each interested Commissioner shall submit a written application in the form prescribed by the Commission. The application shall include, at a minimum, the nominee's name, Member State, the position(s) sought, and a written statement of commitment and qualifications.

(3) To support an informed election, the Executive Director shall prepare and present to the Commission, no less than seven (7) days in advance of the vote, a report on each nominee. The report is informational only and shall not disqualify any nominee. At a minimum, the report shall set forth: (i) the compliance status of the nominee's Member State with the requirements of the Compact, these Bylaws, and the Administrative Rules; and (ii) the nominee's engagement, including attendance at all mandatory meetings over the preceding forty-eight (48) months. For purposes of this Section, "mandatory meetings" means all duly noticed full Commission meetings, and, for any period during which the nominee served on the Executive Committee, all duly noticed Executive Committee meetings during that period.

Section 2. Removal of Officers.

~~Any officer may be removed from office by a majority vote of the Commission.~~

A. Removal from Executive Committee. An officer or member of the Executive Committee may be removed for cause. Proceedings for removal may be initiated by

(1) a majority vote of the Executive Committee, or

(2) a motion made by any Commissioner at a duly convened meeting of the Commission and adopted by majority vote of the Commissioners present.

Upon initiation, the officer or member may be provided written notice of the grounds for removal or the opportunity to respond.

Removal shall require a two-thirds vote of the Commission. Causes may include, but are not limited to, failure to perform duties, violation of Commission rules or bylaws, conviction of a felony, or conduct that brings discredit upon the Commission.

B. Loss of Commissioner Status. Should an officer cease to be a Commissioner from their Member State, they shall immediately forfeit their officer position, creating a vacancy to be filled pursuant to Section 5 of this Article. Non-officer Executive Committee member forfeitures due to loss of Commissioner status are governed by Article VII, Section 1.

Section 3. Duties

The officers shall perform all duties of their respective offices as provided by the Compact and these Bylaws. Such duties shall include, but are not limited to, the following:

- A. Chairperson. The chairperson shall call and preside at all meetings of the Commission and, in conjunction with the Executive Committee, ~~the chairperson shall~~ and Executive Director, prepare agendas for such meetings. The chairperson shall make appointments to all committees of the Commission, and, in accordance with the Commission's directions, or subject to ratification by the Commission, shall act on the Commission's behalf during the interims between Commission meetings as delegated by the Commission.
- B. Vice Chairperson. The vice chairperson shall, in the absence or at the direction of the chairperson, perform any or all of the duties of the chairperson. In the event of a vacancy in the office of chairperson, the vice chairperson shall serve as acting chairperson until the Commission elects a new chairperson ~~is elected by the Commission~~.
- C. Secretary. The secretary shall keep minutes of all Commission meetings and shall act as the custodian of all documents and records pertaining to the status of the Compact and the business of the Commission.
- D. Treasurer. The treasurer shall act as custodian of all Commission funds and shall be responsible for monitoring the administration of all fiscal policies and procedures set forth in the Compact or adopted by the Commission. Pursuant to the Compact, the treasurer shall execute such bond as may be required by the Commission covering all officers, Commissioners and Commission personnel, as determined by the Commission, who may be responsible for the receipt, disbursement, or management of Commission funds.

Section 4. Costs and Expense Reimbursement.

Subject to the availability of budgeted funds, the officers shall be reimbursed for any actual and necessary costs and expenses incurred by the officers in the performance of their duties and responsibilities as officers of the Commission.

Section 5. Officer Vacancies

Upon the resignation, removal, or death of an officer of the Commission before the next annual meeting of the Commission, a majority of the Executive Committee shall appoint a successor to hold office either (1) for the unexpired portion of the term of the officer whose position shall so become vacant if there is under a year left in the term or (2) until the next regular or special meeting of the Commission at which the vacancy is filled by majority vote of the Commission should greater than a year remain on the original term with said election being for the unexpired portion of the term of the vacant position.

- A. Simultaneous Vacancies. In the event of simultaneous vacancies in multiple officer positions, the Executive Committee shall fill vacancies in the following order of priority: (1) Chairperson, (2) Treasurer, (3) Vice Chairperson, (4) Secretary. If the Executive Committee lacks a quorum to fill officer vacancies, the Commission shall be convened in special session within fifteen (15) days to elect replacement officers.

Note: Vacancies in Executive Committee positions (Commissioner-At-Large and Immediate Past Chairperson) are addressed in Article VII, Section 1.

Section 6. Resignation

An officer may resign at any time by filing a written resignation with the chairperson or, if the chairperson position is vacant, with the vice chairperson or secretary.

ARTICLE IV.

COMMISSION OFFICES AND PERSONNEL

Section 1. Commission Staff and Offices.

Contractual arrangements may be made with a professional management firm or individual to act or serve as an authorized agent on behalf of the Commission. The Commission must approve the management firm ~~must be approved by the Commission and serves~~ and such firm shall serve under a contract that is legal and binding under law. The Commission may contract for administrative and management functions and tasks that further the purposes and objectives of the Compact but that do not replace the powers of the Commission as delineated by these bylaws. The management firm designates one professional employee as executive director. The executive director ~~an ex-officio~~ serves as the Commission's chief administrative officer and attends all Commission meetings to present reports and provide administrative support. The executive director is a designee of the Commission and is not a member of the Commission ~~without. The executive director has no~~ voting rights.

- A. Operations: The Executive Committee oversees management firm operations and, from time to time, receives reports on the administration of the organization.
- B. Obligation: The management firm must be bonded if the person or firm performs any fiduciary or financial functions on behalf of the Commission.
- C. Meeting Attendance: The executive director is required to attend the Commission meetings and present reports of activities carried out on behalf of the Commission.
- D. Executive Director Role. The Executive Director serves at the pleasure of the Commission, subject to any contract between the parties, as chief administrative officer and is accountable to the Executive Committee. The Executive Director shall: recommend policies and program initiatives; prepare draft annual budgets and monitor expenditures; execute contracts and receive service of process as authorized; manage offices, staff, and contractors; prepare required reports and notices; coordinate with legal counsel; and assist officers and standing committees. The Executive Committee will conduct an annual performance evaluation and may establish reasonable signing and procurement thresholds. The Executive Director shall not obligate the Commission beyond the approved budget or specific authorization.

Section 2. Personnel Policies and Programs

Pursuant to §10.C.5 of the Compact, the Bylaws shall exclusively govern the personnel policies and programs of the Commission, notwithstanding any civil service or other similar laws of any Member State. The Commission, acting through the Executive Committee, shall be responsible for hiring, supervising, evaluating, and, when appropriate, terminating the Executive Director, pursuant to law and/or any contract in place between the parties. Commission staff and contractors are engaged through the management firm under contract with the Commission. The Executive Committee shall establish and maintain written personnel policies addressing, at a minimum: classification of personnel (employees, contractors, and management-firm-supplied personnel); compensation, benefits, and reasonable signing and procurement thresholds; performance evaluation procedures; standards of conduct consistent with the Code of Ethics established under Article IX; equal employment opportunity and non-discrimination; whistleblower protections consistent with Article IX; grievance and dispute resolution procedures; and confidentiality of personnel records. The Executive Director shall implement and administer these policies subject to oversight by the Executive Committee.

ARTICLE V.

Qualified Immunity, Defense and Indemnification

Section 1. The members, officers ~~and authorized agents such as an~~, executive director, ~~other personnel acting on behalf~~ employees and representatives of the Commission shall be immune from suit and liability, either personally or

in their official capacity, for any claim for damage to or loss of property or personal injury or other civil liability caused by or arising out of any actual or alleged act, error or omission that occurred, or that the person against whom the claim is made had a reasonable basis for believing occurred within the scope of Commission employment, duties or responsibilities; provided that nothing in this paragraph shall be construed to protect any such person from suit and/or liability for any damage, loss, injury, or liability caused by the intentional or willful or wanton misconduct of that person.

Section 2. The Commission shall defend any member, officer ~~and other authorized agent,~~ executive director, employee or representative of the Commission in any civil action seeking to impose liability arising out of any actual or alleged act, error, or omission that occurred within the scope of Commission employment, duties, or responsibilities, or that the person against whom the claim is made had a reasonable basis for believing occurred within the scope of Commission employment, duties, or responsibilities; provided that nothing herein shall be construed to prohibit that person from retaining his or her own counsel; and provided further, that the actual or alleged act, error, or omission did not result from that person's intentional or willful or wanton misconduct.

Section 3. The Commission shall indemnify and hold harmless any member, officer ~~and other authorized agent,~~ executive director, employee or representative of the Commission for the amount of any settlement or judgment obtained against that person arising out of any actual or alleged act, error or omission that occurred within the scope of Commission employment, duties, or responsibilities, or that such person had a reasonable basis for believing occurred within the scope of Commission employment, duties, or responsibilities, provided that the actual or alleged act, error, or omission did not result from the intentional or willful or wanton misconduct of that person.

ARTICLE VI.

MEETINGS OF THE COMMISSION

Section 1. Meetings and Notice.

The Commission shall meet at least once each calendar year at a time and place to be determined by the Commission. Commissioners may participate in meetings by telephone or other ~~means of~~ virtual participation means. Additional meetings may be scheduled at the discretion of the chairperson and must be called upon the request of a majority of Commissioners, as provided by the Compact. All Commissioners shall be given written notice of regular Commission meetings at least thirty (30) days prior ~~rules will be considered and voted on by~~ to the Commission scheduled date. Final agendas for regular Commission meetings shall be provided to all Commissioners no later than ten (10) days prior to ~~any each Commission meeting of the Commission~~. Thereafter, additional agenda items requiring Commission action at regular Commission meetings may not be added to the final agenda. Discussion items not requiring action may be added to the agenda at any time upon a majority vote of the Commissioners. All Commission meetings shall be open to the public except as set forth in the Compact Section 10, B, 5. Public notice will be made to announce the meeting at least 30 days ~~prior to~~ before any meeting. A meeting ~~Electronic meetings shall verify quorum via roll call at the outset. Votes on actionable items shall be recorded such that each Commissioner's vote is captured in the minutes, whether by roll call, electronic ballot, voice vote, vote by acclamation, or other method that produces a recorded vote, unless otherwise provided by law or rule. The Commission may enter closed, non-public session if to discuss matters enumerated in §10.B.5 of the Compact; legal counsel shall certify the basis for closure and the Commission determines by a majority vote of the Commissioners present that there exists at least one of the conditions for closing a meeting, as provided by the Compact or authorized Rules shall maintain sealed minutes as required by statute.~~

- A. Special Meetings. Special meetings may be called with at least twenty-four (24) hours' notice to Commissioners and simultaneous public notice, provided the chairperson or acting chairperson determines that circumstances require expedited action to meet an imminent threat to public health, safety, or welfare; prevent loss of funds; secure funding; meet a federal deadline; or protect public

health and safety, or to discuss any of the matters for which a meeting may be closed under § 10.B.5 of the Compact. Public notice is not required for closed special Commission meetings.

Section 2. Quorum.

A majority of Commissioners shall constitute a quorum for the transaction of business, except as otherwise required in these bylaws. ~~The presence of a~~ quorum must be established before any vote of the Commission can be taken. For purposes of calculating quorum, vacant Commissioner seats shall not be counted; a quorum is a majority of seated Commissioners.

Section 3. Voting.

Each Commissioner is entitled to one vote. A Commissioner shall vote on such member's own behalf and shall not delegate such vote to another Commissioner. Except as otherwise required by the Compact or these Bylaws, any question submitted to a vote of the Commission shall be determined by a simple majority of the Commissioners present and voting, provided a quorum is present.

Section 4. Procedure.

~~Matters of parliamentary procedure not covered by these bylaws shall be determined by the chairperson.~~

All questions of parliamentary procedure or practice for the conduct of all meetings of the Compact Commission or of any committee, shall be guided by the latest edition of Robert's Rules of Order, except as otherwise specifically provided by law, by Commission rule, or by these Bylaws.

Section 5. Public Participation in Meetings.

With the exception as written under Section 12 of the Compact, upon prior written request to the Commission, any person who desires to present a statement on a matter that is on the agenda shall be afforded an opportunity to present an oral statement to the Commission at a time designated on the meeting's agenda.

Commission meetings will have a designated time for public comment on items not on the agenda. The chairperson may limit the time and manner of any such statements.

The chairperson may, depending on the circumstances, afford any person who desires to present a statement on a matter that is on the agenda an opportunity to be heard absent a prior written request to the Commission. The chairperson may limit the time and manner of any such statements at any open meeting and at the beginning of the meeting.

ARTICLE VII.

COMMITTEES

Section 1. Executive Committee.

The Commission establishes an Executive Committee which shall be empowered to act on behalf of the Commission during the interim between Commission meetings, except for the following reserved powers:

- (1) promulgation, amendment, or repeal of rules; and
- (2) amendment of the Compact or these bylaws.

Emergency actions taken by the Executive Committee requiring full Commission approval shall be presented to the Commission for ratification within ninety (90) days of the action. If the Commission does not ratify the emergency action, the action shall have prospective effect only from the date of Commission rejection; actions taken in good faith reliance on the Executive Committee's decision during the interim period shall remain valid.

~~The Commission may establish an Executive Committee which shall be empowered to act on behalf of the Commission during the interim between Commission meetings, except for rulemaking or amendment of the Compact or these bylaws.~~ A. Composition. The Executive Committee shall be composed of all officers of the Commission, the immediate past chairperson, and one member At-Large. A Commissioner-At-Large will be elected by the membership of the Commission as a whole to an initial two-year term. The At-Large position will be elected concurrent with the chairperson and Treasurer. The Commissioner-At-Large may serve a maximum of two (2) consecutive full terms in that position. Fulfilling an incomplete term is not considered part of the term limit.

B. Immediate Past Chairperson Status. The immediate past chairperson shall be a voting member of the Executive Committee, provided they continue to serve as their Member State's appointed Commissioner. The position is intended to provide institutional knowledge and continuity. Should the immediate past chairperson cease to serve as a Commissioner, the position shall be deemed vacant and filled as provided in this Section.

C. Vacancy (Immediate Past Chairperson). If the immediate past chairperson position is vacant, one Additional Commissioner-At-Large shall be elected by majority vote of the Commission to serve until a qualified immediate past chairperson becomes available and willing to serve, at which time the term of the Additional At-Large member shall terminate immediately and the immediate past chairperson shall assume the position.

D. Vacancy (Commissioner-At-Large). Should the Commissioner-At-Large position become vacant through resignation, removal, or loss of Commissioner status, the Executive Committee shall appoint a replacement by majority vote to serve the remainder of the unexpired term.

E. Loss of Commissioner Status. Should any voting member of the Executive Committee cease to be a Commissioner from their Member State, they shall immediately forfeit their position on the Executive Committee, and the vacancy shall be filled as provided in this Section.

F. Quorum. Three (3) voting members of the Executive Committee shall constitute a quorum for the transaction of business.

~~The immediate past chairperson is a non-voting member of the Executive Committee.~~ The procedures, duties, budget, and tenure of ~~such an~~the Executive Committee shall be determined by the Commission. The power of ~~such an~~the Executive Committee to act on behalf of the Commission shall be subject to any limitations imposed by the Compact. Public notice of all regular Executive Committee meetings must be made at least three (3) days prior to the meeting date, and the meeting agenda for regular Executive Committee meetings must be made public 24 hours prior to the meeting date. Notice to all Commissioners of regular Executive Committee meetings shall be provided at least five (5) days prior to Executive Committee meetings. The Executive Committee may meet in special closed meetings to discuss any matter set forth in § 10.B.5 of the Compact upon 24 hours' advance notice to the Executive Committee members. Public notice is not required for special closed Executive Committee meetings. Special meetings of the Executive Committee that are not closed shall require 24 hours' advance notice to the public and the members of the Executive Committee.

Section 2. Committees.

The chairperson appoints committee members and chairs (except where otherwise specified). Each committee shall establish operating procedures including quorum requirements, keep minutes, and report actions and recommendations to the Commission. Committees may meet electronically.

A. Standing Committees. The Commission establishes the following standing committees:

(1) Rules/Bylaws Committee;

(2) Finance/Audit Committee (chaired by the Treasurer);

(3) Compliance/Investigations Committee; and

(4) Elections/Nominating Committee.

~~The Commission~~B. Additional Committees. The chairperson may establish such ~~Committees as~~ additional ad hoc or advisory committees as the chairperson deems necessary to advise ~~it~~ concerning the fulfillment of the Commission and fulfill its objectives, which may include but not be ~~limited to a Budget Finance Committee, Technology Committee, Bylaws and Rules Committee and~~ Communications and Education and Training Committee obligations. The composition, procedures, duties, budget, and tenure of such committees shall be determined by the ~~Commission~~chairperson. The Commission may dissolve any committee it determines is no longer needed.

ARTICLE VIII.

FINANCE

Section 1. Fiscal Year.

The Commission's fiscal year shall begin on July 1 and end on June 30.

Section 2. Budget.

The Commission shall operate on an annual budget cycle and shall, in any given year, adopt budgets for the following fiscal year or years as provided by the Compact.

Section 3. Accounting and Audit.

The Commission will arrange for an independent audit or financial review at least once a year or as required by the Compact. The results of the audit or financial review are presented as part of the Treasurer's report during the annual meeting of the Commission.

The Commission's internal accounts, any documents related to any internal audit, and any documents related to the independent audit shall be confidential; provided, that such materials shall be made available:

- i) ~~——(1)~~ in compliance with the order of any court of competent jurisdiction;
- ii) ~~——(2)~~ pursuant to such reasonable rules as the Commission shall promulgate; and
- iii) ~~——(3)~~ to any Commissioner of a Member State, or their duly authorized representatives.

Section 4. Annual Report

The Commission shall prepare and publish an annual report for each fiscal year. Consistent with §10.E.5 of the Compact, the annual report shall include the results of the independent audit or financial review. The annual report shall also include a summary of Commission activities, financial position, rulemaking actions taken or pending, Member State compliance status, and such other information as the Commission determines appropriate. The annual report shall be filed with the State EMS Authority of each Member State and published on the Commission's website within ninety (90) days following the close of the fiscal year.

Section ~~45~~. Debt Limitations.

The Commission shall monitor its own and its committees' affairs for compliance with all provisions of the Compact, its rules, and these bylaws governing the incursion of debt and the pledging of credit. Pursuant to §10.E.4 of the Compact, the Commission shall not incur obligations of any kind prior to securing the funds adequate to meet the same; nor shall the Commission pledge the credit of any of the Member States, except by and with the authority of the Member State.

Section ~~56~~. Travel Reimbursements.

Subject to the availability of budgeted funds and unless otherwise provided by the Commission, Commissioners shall be reimbursed for any actual and necessary expenses incurred pursuant to their attendance at all duly convened meetings of the Commission or its committees as provided by the Compact.

ARTICLE IX.

ETHICS AND CONFLICT OF INTEREST

Section 1. Code of Ethics. Pursuant to §10.C.6 of the Compact, the Commission adopts a Code of Ethics applicable to Commissioners, officers, staff, and contractors. The Code addresses conflicts of interest, confidentiality, use of position for private gain, compliance with law, and expected standards of conduct. Annual conflict-of-interest disclosures and recusals are required as directed by Commission policy. Violations may result in censure, removal from office, or other discipline by majority vote after notice and an opportunity to be heard.

Section 2. Whistleblower and Complaint Protections. The Commission shall maintain confidential channels for reporting alleged violations of law, rule, these Bylaws, or the Code of Ethics. Retaliation against any person who, in good faith, reports or participates in an inquiry is prohibited. Procedures for intake, review, and resolution shall be published in the Commission's Administrative Rules or policy manual.

ARTICLE X.

RECORDS, TRANSPARENCY, AND DATA ACCESS

Commission records and data shall be managed in accordance with §11 of the Compact and Commission Rules governing data disclosure, inspection, exempt records, protection of personally identifiable information, security, and the generation of public reports that exclude PII and other sensitive or exempt information. The Commission shall maintain records in accordance with applicable federal and state laws and shall provide reasonable public access to non-exempt records as required by law.

ARTICLE ~~IX~~XI.

WITHDRAWAL, DEFAULT AND TERMINATION

Member States may withdraw from the Compact only as provided by §14.C of the Compact. The Commission may terminate a Member State as provided by §13.B of the Compact.

ARTICLE ~~XX~~XII.

ADOPTION AND AMENDMENT OF BYLAWS

Any bylaw may be adopted, amended or repealed by a majority vote of Commissioners, provided that written notice and the full text of the proposed action is provided to all Commissioners at least thirty (30) days prior to the meeting at which the action is to be considered. Failing the required notice, a two-third (2/3rds) majority vote of Commissioners shall be required for such action. Pursuant to §10.C.8 of the Compact, upon adoption or amendment of these Bylaws, the Executive Director shall, within thirty (30) days, (i) publish the Bylaws on the Commission's website and (ii) file a copy of the Bylaws and any amendments with the State EMS Authority or other appropriate agency or officer of each Member State.

ARTICLE ~~XIX~~XIII.

DISSOLUTION OF THE COMPACT

~~The Compact shall dissolve effective upon the date of the withdrawal or the termination by default of a Member State which reduces Membership in the Compact to one Member State as provided by the Compact.~~

Section 1. The Compact shall dissolve upon the earlier of: (a) the date on which membership in the Compact is reduced to fewer than two (2) Member States; or (b) the unanimous affirmative vote of all Commissioners then serving to dissolve the Compact, taken at a duly noticed meeting at which dissolution is identified as an action item on the agenda, provided that written notice of the proposed dissolution vote has been provided to the State EMS Authority and to the Governor of each Member State at least sixty (60) days prior to the meeting.

Section 2. Upon dissolution of the Compact, the Compact becomes null and void and shall be of no further force or effect, and the business and affairs of the Commission shall be concluded in an orderly manner and according to applicable law. After payment of, or provision for, all debts and obligations of the Commission: (a) any unexpended and unobligated grant funds or other restricted funds shall be returned to the grantor or funding source to the extent required by the terms of the applicable grant, contract, or agreement; and (b) all remaining surplus funds shall be distributed to the Member States in good standing at the time of the Compact's dissolution. If any annual assessment has been levied, each Each Member State in good standing at the time of the Compact's dissolution shall receive a pro rata distribution ~~of surplus funds~~ based upon a ratio, the numerator of which shall be the amount of its last paid annual assessment, and the denominator of which shall be the sum of the last paid annual assessments of all Member States in good standing at the time of the Compact's dissolution; otherwise, the remaining surplus funds shall be distributed in equal shares. A Member State is in good standing if it has timely paid ~~any~~ assessments levied against it ~~timely~~.

Section 3. Wind-Up Procedures. Pursuant to §10.C.7 of the Compact, upon dissolution of the Compact the Executive Committee, acting under the supervision of the Commission and with the assistance of the Executive Director and legal counsel, shall manage the wind-up of Commission operations. Wind-up shall proceed in the following order: (1) notice of dissolution to each Member State, federal partners, and any contractual counterparties; (2) cessation of new obligations and orderly completion or assignment of existing contracts; (3) collection of any assessments or other amounts owed to the Commission; (4) payment in full of all debts and obligations of the Commission, including any reserved amounts for known or anticipated liabilities; (5) a final independent audit of Commission accounts covering the period through the date operations conclude; (6) transfer or disposition of Commission records consistent with applicable law and any records retention requirements, with originals or certified copies of essential governance records preserved as the Commission directs; and (7) return of restricted funds and distribution of surplus funds as provided in Section 2. The Executive Director shall report periodically to the Commission on the status of wind-up activities. Wind-up shall be deemed complete upon Commission acceptance of the final audit and a written report of wind-up actions.

Explanatory note: Why this article addresses surplus funds

The Compact requires the Commission's Bylaws to provide "a mechanism for winding up the operations of the Commission and the equitable disposition of any surplus funds" if the Compact were ever to dissolve (REPLICA Section 10.C.7). Article XIII is included to meet that legal requirement. It does not reflect any plan to dissolve the Compact.

The Compact also permits the Commission to levy an annual assessment on participating states (REPLICA Section 10.E.3), and state assessments are a common feature of interstate compacts. The Commission has never charged a state assessment and has no plans to do so. Because the law requires the Bylaws to address surplus funds regardless, Section 2 sets out how they would be handled: any restricted grant funds would be returned to the grantor where the grant requires it, and, as a governmental body, the Commission would return all remaining surplus funds to the participating states in good standing, in proportion to assessments paid if an assessment had ever been levied, and otherwise in equal shares.

This note is provided for explanation only and is not part of the proposed Bylaws text.