



STAFF MEMO

TO: Honorable Mayor and City Council Members
FROM: Gabe Benmoussa, Fire Chief
DATE: Submitted on January 17, 2025, for the February 3, 2025, Regular City Council Meeting

AGENDA ITEM: Consideration of the Creation of the Emergency Medical Response Oversight Committee (EMROC) and Adopting Bylaws with the cities of Alpharetta, Roswell, Johns Creek and Sandy Springs.

SUMMARY:

The cities of Milton, Alpharetta, Johns Creek, Roswell, and Sandy Springs entered into an ambulance service level agreement contract with American Medical Response (AMR). Following the adoption of this agreement, establishing contract oversight has become necessary. Previously, the North Fulton cities utilized the Emergency Medical Response Oversight Committee (EMROC) to fulfill this oversight role. With the addition of Sandy Springs and the adoption of the new contract, the cities aim to re-establish EMROC. If approved, the attached bylaws will serve as the foundation for the reconstituted EMROC. This proposal is being simultaneously considered by all participating cities.

FUNDING AND FINANCIAL IMPACT:

No Impact

ALTERNATIVES:

Do not approve.

PROCUREMENT SUMMARY (if applicable)

REVIEW & APPROVALS:

Financial Review: Not Applicable

Legal Review: Ken Jarrard, Jarrard & Davis, LLP – January 16, 2025

Concurrent Review: Steven Krokoff, City Manager –

DocuSigned by:

Steven Krokoff

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ATTACHMENT(S):

1. Resolution
2. 2024-12-3 – EMROC BYLAWS

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**A RESOLUTION BY THE MAYOR AND COUNCIL OF THE CITY OF MILTON,
GEORGIA TO AUTHORIZE THE ADOPTION OF THE BYLAWS OF THE NORTH
FULTON EMERGENCY MEDICAL RESPONSE OVERSIGHT COMMITTEE
(EMROC) AND AUTHORIZING THE MAYOR AND CITY MANAGER TO
EXECUTE THE SAME**

WHEREAS, the City of Milton recognizes the importance of regional collaboration in enhancing the efficiency and economy of emergency medical response services for the benefit of its residents; and

WHEREAS, on June 26, 2024, during a City Council Meeting, the Mayor and City Council approved the joint execution of a Service Level Agreement (SLA) for the Provision of Emergency Medical Services; and

WHEREAS, the SLA calls for the establishment of the North Fulton Emergency Medical Response Oversight Committee (EMROC); and

WHEREAS, the City of Milton wishes to become a member of the EMROC, along with the Cities of Alpharetta Roswell, Johns Creek, and Sandy Springs; and

WHEREAS, EMROC has developed draft bylaws to govern its operations, including its purpose, membership, governance, and responsibilities, in accordance with its mission to support and coordinate emergency medical response efforts; and

WHEREAS, the attached bylaws have been reviewed and deemed consistent with the goals and objectives of the City of Milton to improve emergency medical services and ensure oversight and accountability in service delivery.

NOW THEREFORE, BE IT RESOLVED by the Mayor and City Council of the City of Milton as follows:

1. Adoption of Bylaws

The City of Milton hereby adopts the attached bylaws of the North Fulton Emergency Medical Response Oversight Committee (EMROC) as the governing document for the City's participation in EMROC.

2. Authorization to Execute

The Mayor and City Manager of the City of Milton are hereby authorized and directed to execute the EMROC Bylaws on behalf of the City, as well as any related documents necessary to effectuate the intent of this Resolution.

3. Implementation

The City Manager is authorized to take such actions as may be deemed necessary to effectuate the intent of this Resolution, ensure compliance with the adopted bylaws and to participate fully in the operations of EMROC as outlined therein.

SO RESOLVED this ____ day of February 2025.

CITY OF MILTON, GEORGIA

Peyton Jamison, Mayor

Attest:

By: _____

Tammy Lowit, City Clerk

EXHIBIT A

BYLAWS OF THE NORTH FULTON EMERGENCY MEDICAL RESPONSE OVERSIGHT COMMITTEE

ARTICLE I.

Name and Membership

1.1 **Name.** The name of this organization shall be the North Fulton Emergency Medical Oversight Committee (hereinafter referred to as “EMROC”).

1.2 **Membership.** The membership of EMROC is composed of the Cities of Alpharetta, Johns Creek, Milton, Roswell, and Sandy Springs (hereinafter individually “Member City”). The City Manager or City Administrator (hereinafter “City Manager” of each Member City shall serve or designate such other staff as necessary to participate in the affairs of EMROC. Other cities may request to become a member of EMROC in accordance with procedures established by the Board of Directors. Member Cities may resign their membership in EMROC by providing written notice to the Board of Directors in accordance with procedures established by the Board of Directors.

ARTICLE II

Purposes

Without limiting the generality of any purposes allowed by law, the general purpose of EMROC is to effect ways and means of providing maximum efficiency and economy in the coordination of emergency medical response issues and services for the citizens of each Membership City (hereinafter collectively “North Fulton County”).

As it relates to any adopted Service Level Agreement or contract collectively benefiting North Fulton County, such as an agreement with an ambulance service provider, EMROC shall meet regularly and have oversight responsibilities including but not limited to reviewing response times to incidents and based on criteria outlined in the Agreement, determining when Liquidated Damages should be assessed.

EMROC may also undertake activities necessary to support the operational needs of emergency medical services in the North Fulton County, Georgia region.

ARTICLE III

Board of Directors: Composition, Powers, and Meetings

3.1 **Governing Body; Composition.** The affairs of EMROC shall be governed by a Board of Directors which shall consist of the City Manager of each Member City or such other representative designated by the City Manager of said Member City.

3.2 Term of Office. The term of office for directors shall be contemporaneous with the term in which the respective City Manager serves as City Manager of the Member City.

3.3 Powers. The Board of Directors shall be responsible for the affairs of EMROC and have all powers and duties necessary for the administration of EMROC's affairs. In addition to the duties imposed by these Bylaws, the Board of Directors shall have the power to and be responsible for the following, in way of explanation, but not limitation:

(a) promulgate such rules and regulations as necessary or expedient for the government of EMROC and the operation, management and maintenance of the organization;

(b) implement policies and practices to improve the coordination of emergency medical responses;

(c) establish committees and subcommittees as necessary to conduct the business of EMROC; and

(d) provide oversight of any adopted Service Level Agreements with ambulance service providers.

3.4 Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by the Board of Directors.

3.5 Special Meetings. Special meetings of the Board of Directors shall be held when requested by the Chairperson or by any three (3) directors. The notice shall specify the date, time, and place of the meeting and the nature of any special business to be considered.

3.6 Meeting Agendas. It shall be the duty of the Chairperson to prepare the agenda for meetings of the Board of Directors. A copy of the agenda shall be included in the notice of the meeting.

3.7 Conduct of Meetings.

(a) Quorum. At all meetings of the Board of Directors, a majority of the directors shall constitute a quorum for the transaction of business, and the votes of a majority of the directors present at a meeting at which a quorum is present shall constitute the decision of the Board of Directors.

(b) Voting. Each director present at the meeting shall have one vote. A director present at a meeting of the Board of Directors at which an action is taken shall be presumed to have voted affirmatively for such action unless the director's contrary intention shall have been affirmatively indicated by the director and entered in the minutes of the meeting. If any vote results in a tie of the directors present, it shall be deemed that no action has

been taken on said vote with the potential that said vote may be deferred to a subsequent meeting for a new vote on the issue. Unless a director has a conflict of interest, each director present at the meeting shall cast a vote as to each issue before the Board of Directors.

(c) Telephonic Participation. One or more directors may participate in and vote during any meeting of the Board by telephone conference call or any other means of communication by which all directors participating may simultaneously hear each other during the meeting. Any such meeting at which a quorum participates shall constitute a meeting of the Board of Directors.

(d) Rules of Order. Robert's Rules of Order, Newly Revised, shall be observed in the conduct of the Board of Directors' meetings, except where expressly otherwise determined by majority vote of the Board of Directors.

3.8. Records.

(a) Within one week following a meeting of the Board of Directors, the Secretary shall prepare minutes of the meeting. Said minutes shall include identification of the directors present, a summary of the proceedings, notation of all actions taken, and the votes regarding same.

(b) A copy of the minutes as prepared by the Secretary shall be distributed to the Board of Directors via e-mail not less than two weeks following the meeting. Minutes shall be presented to the Board of Directors at its next meeting for approval and, in accordance with any modifications adopted by the Board of Directors at such meeting, approved. The official minutes of the meeting shall be those approved by the Board of Directors.

ARTICLE IV EMROC: Meetings

4.1 Place of Meetings. Meetings of EMROC shall be held at a suitable place convenient to the City Members as may be designated by the Board of Directors.

4.2 Annual Meeting. There shall be an annual meeting of EMROC at such date, place and time as the Board of Directors shall determine to receive the reports of the Board of Directors, to install directors, and to transact such other business as may come before the meeting.

4.3. Special Meeting. The Chairperson or the Board of Directors may call special meetings. No business shall be transacted at a special meeting, except those matters that are within the purpose or purposes described in the notice.

4.4 Notice of Meetings. It shall be the duty of the Secretary or such other agent as the Board of Directors may designate to mail or cause to be delivered, in a fair and reasonable manner, to each city clerk of each Member City a written notice of each annual or special meeting of EMROC stating the date, time and place where it is to be held and, if

necessary, the purpose(s) thereof. Notices shall also be made via e-mail to the email address designated by each City Member. Notices shall be mailed or delivered not less than ten (10) days in advance of any annual, regularly scheduled, or special meeting.

ARTICLE V Officers

5.1 Officers. The officers of EMROC shall be a Chairperson, Vice Chairperson, Secretary, and other offices such as the Board of Directors shall designate from time to time.

5.2 Eligibility. Only members of the Board of Directors, as set forth in Article IV, Section 4.1, shall be eligible to hold office as officers pursuant to this Section.

5.3 Election of Officers. The officers of EMROC shall be elected annually by the Board of Directors at the first meeting of the Board of Directors each year. Officers shall serve one (1) year terms. A vacancy arising for any reason shall be filled by the Board of Directors for the unexpired portion of the term.

5.4 Chairperson. The Chairperson shall preside over meetings of the Board of Directors and general meetings of EMROC and shall have the right to vote on all matters before the Board of Directors or EMROC. The Chairperson shall further have such general powers and responsibilities as may be delegated by the Board of Directors and shall perform or cause to be performed the duties incident to such general powers and responsibilities. The Chairperson shall execute (sign, seal and deliver), in the name of EMROC, all written instruments of every kind and character which the Chairperson is authorized to execute. Unless otherwise delegated by a majority vote of the Board of Directors, the Chairperson shall also include attendance at all functions in which a representative of EMROC is requested and approved to attend on behalf of EMROC.

5.5 Vice Chairperson. The Vice Chairperson, if any, shall act in the Chairperson's absence or disability and shall have all powers, duties, and responsibilities provided for the Chairperson when so acting, and shall perform such other duties as shall from time to time be imposed upon the Vice Chairperson by the Board of Directors or delegated to the Vice Chairperson by the Chairperson.

5.6 Secretary. The Secretary shall be the custodian of the books and records of EMROC. Without limiting the foregoing, the Secretary shall have the following powers and duties:

(a) Keep written minutes of all general EMROC, Committee and Board of Directors meetings to be prepared and mailed out to membership;

(b) Have custody of the book of minutes and the seal of EMROC and shall attest, and affix EMROC seal to, such documents, including all contracts of EMROC, as EMROC or the Chairperson may direct or as the law may require;

(c) Give, or cause to be given, notice of all meetings of EMROC, Committees, and the Board of Directors as provided for by these Bylaws and shall cause the minutes to reflect proof of the giving of all required notices;

(d) Keep a full set of all resolutions of EMROC and Board of Directors, separately indexed by date and subject matter; and

(e) Perform such duties incident to the office of Secretary as the Board of Directors may direct.

It is contemplated that the Secretary may delegate to any other Board Member any of the above duties.

ARTICLE VI Committees

6.1 Establishment of Committees. The Board of Directors may establish such Committees as necessary to conduct the business of EMROC.

6.2 Executive Committee. There shall be an Executive Committee of EMROC which shall consist of the Fire Chiefs (or comparable position) from each Member City. The Executive Committee will meet regularly to review the work of other sub-committees and to bring forward recommendations to the Board of Directors.

6.3 Subcommittees. The Board of Directors may also establish subcommittees to address specific areas of focus as needed. These subcommittees will report to the Executive Committee and may include areas such as clinical care, operations, and compliance.

ARTICLE VII MISCELLANEOUS

7.1 Amendment. These Bylaws may be amended by an affirmative vote of a majority of the full membership of the Board of Directors. Any proposed change to these Bylaws may be presented to the Board of Directors for consideration at any meeting of the Board of Directors. However, no vote shall be taken on the proposed change until the next meeting after the proposed change is presented where the full membership of the Board of Directors is in attendance. Any proposed amendment must include existing and proposed texts and a statement of the purpose and intended effect of the proposed change.

7.2 Fiscal Year. The fiscal year of EMROC shall be the calendar year unless otherwise determined by resolution of the Board of Directors.

7.3 Electronic Records, Signatures and Documents. To the extent permitted by Georgia Law and these Bylaws, EMROC and its members, officers, directors, may perform any obligation or exercise any right by use of any technological means providing sufficient security, reliability, identification, and verifiability, which technological means have been approved by the Board of Directors in its sole discretion.

7.4 Notices. Each Member City shall provide to the Secretary with an e-mail address where notices may be sent pursuant to the notice requirements of these Bylaws.

CERTIFICATION

These Bylaws of the North Fulton Emergency Medical Response Committee were adopted unanimously by the Board of Directors at the Board of Director's meeting held on _____.

the ____ day of _____, 20__.

So certified, this ____ day of _____, 20__.

Chairperson

Attest:

Secretary

ORG Chart & Sub-Committee Duties/Focuses

