

## **BYLAWS OF THE EMERGENCY MEDICAL SERVICES ASSOCIATION, INC.**

### **ARTICLE I      NAME**

The name of the organization shall be the **MONTANA EMERGENCY MEDICAL SERVICES ASSOCIATION, INC.** hereafter referred to as the “**Association.**” The address shall be that of the incumbent Treasurer.

### **ARTICLE II      PURPOSE**

To foster, encourage and promote the professional status of the pre-hospital emergency medical care provider. The Association shall represent Montana pre-hospital emergency care providers legislatively and offer up to date education.

### **ARTICLE III      MEMBERSHIP**

#### **Section 1      Individual Membership**

Membership shall be comprised of individual members and those individuals who are current in payment of his/her annual membership dues.

#### **Section 2      Board of Directors**

The affairs of the corporation shall be managed by Directors who are obligated to represent the views and concerns of the general membership of the Association. The Board shall review, adjust and adopt the annual corporate budget at a Board of Directors meeting at least thirty (30) days prior to the beginning of the fiscal year. An amendment to the annual budget may be ratified by a two-thirds (2/3) majority of the Board of Directors. All expenditures from the annual budget must have prior approval from the Treasurer and the President, contingent on available funds. Voting membership shall be comprised of the officers of the Association. All voting members shall have equal voting rights and privileges in case of a tie vote, the president shall cast the deciding vote.

#### **Section 3      Membership Dues**

Current dues levied by the Association shall be in an amount determined by the Board of Directors. The Board of Directors may assess membership reasonable amount for any useful, important, or extraordinary occasion when such additional funds are necessary to carry out the goals of the Association.

### **ARTICLE IV      MEETING**

#### **Section 1      General Association meeting**

The association as a whole shall meet at a time specified by the Board of Directors during the fall education conference. The purpose of this meeting shall be to nominate and elect officers as specified by the nomination and election procedures contained in these Bylaws.

## **Section 2 Board of Directors**

The Board of Directors shall meet at least two (2) times a year and at the call of the President or by a majority of the Board members. Ten (10) to thirty (30) day's written notice will be provided prior to the meeting date. The Board shall not be called to order unless a quorum of the members is present. No proxy vote shall be allowed.

## **ARTICLE V OFFICERS**

Officers of the Association shall be limited to the following: President, Vice-President, Immediate Past President, Secretary, Treasure and two (2) Directors at large. These Officers shall perform the duties prescribed by these Bylaws and parliamentary authority specified by these bylaws. All officers and two (2) Directors at Large shall serve a two (2) year tern beginning on January 1. The Immediate Past President shall service a (2) year term. Officers shall be elected as specified by the nomination and election procedures of these Bylaws. The President, Vice-President and one (1) Director at Large shall be elected in even number years. The Secretary, Treasure and one (1) Director at Large shall be elected on years ending in an odd number.

## **ARTICLE VI NOMINATION AND ELECTION PROCEDURES**

### **Section 1 Nominations**

Nominations for officers will be opened during the winter conference. All nominations must be post marked by September 1, at which time nominations will be closed. No nominations from the floor during the annual meeting will be accepted.

### **Section 2 Election Procedures**

Election procedures shall be established by the Board of Directors and will be defined in the Policy and Procedure Manual ninety (90) days prior to elections.

## **ARTICLE VII COMMITTEES**

The president may, from time to time, appoint committees, as he/she deems necessary to further the interests of the Association. Those committees shall service at the pleasure of the President then in office. All committees shall perform duties as assigned by the President or the Board of Directors and will adhere to the policies and procedures and current by-laws of the association.

## **ARTICLE VIII Contract Services**

The Board of Directors may contract for services, as it deems necessary to provide efficient operations and/or to further the goals of the Association.

## **ARTICLE IX RESIGNATION/REMOVALS/VACANCIES**

### **Section 1 Resignation**

Any officer may resign at any time by delivering his/her resignation in writing to the President or to a meeting of the Board of Directors. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

## **Section 2      Removal**

The Board of Directors may remove an officer for cause by vote of the majority of the Board of Directors then in office. An officer may be removed only after reasonable notice and opportunity to be heard before the Board of Directors.

## **Section 3      Vacancies.**

In the event of a vacancy in the office of President, the Vice-President shall assume the office of President. All other vacancy on the Board of Directors may be filled by a majority vote of the Board of Directors until the next election.

## **ARTICLE X      AMENDMENTS**

These by laws may be altered, amended, repealed or added to by an affirmative vote of two-thirds (2/3) of the members present at an annual meeting, provided that thirty (30) days written notice shall have been sent to each member of the record which shall state the alterations, amendments, or changes, which are proposed to be made in such by-laws. Additional changes to the proposed alterations, amendments, or changes may be presented from the floor at an annual meeting.

## **ARTICLE XI      RULES OF ORDER**

### **Section 1      Standing Rules**

The rules contained in Robert's Rules of Order, Newly Revised, shall govern the association in all cases to which they are not inconsistent with the Bylaws or special rules of order of this Association.

### **Section 2      Specific Rules**

Special rules of order may be present by the President or Parliamentarian at any meeting and be adopted by a simple majority of those present. These special rules shall be in effect for only the meeting in which they have been adopted.

## **ARTICLE XII      FISCAL YEAR**

The fiscal year of the Association shall be consistent with that of the calendar year. The dues levied by the Association for membership shall be in an amount determined by the Board of Directors and shall be due and payable on the membership date each year. The Board of Directors may assess members a reasonable amount for any useful, important, or extraordinary occasions when such additional funds are necessary.

## **ARTICLE XIII      INDEMNIFICATION**

Each director, officer and member shall be indemnified by the corporation against all civil and criminal liabilities incurred by his or her, including all reasonable cost of defense and reasonable settlement amounts in connection with any action, suit or other proceeding to which he or she may be a party by reason of having been a director, officer or member of the corporation.

No director of this Corporation shall be liable to it or its members for monetary damages for breach of fiduciary duty of a director, except for the following:

- for breach of a director's duty of loyalty to the corporation of its members.
- for acts or omissions which constitute willful misconduct, recklessness, or a knowing violation of the law.
- for any violation set forth in Montana Code annotated, and/or
- for any transaction from which a director derives an improper personal benefit.

**ARTICLE XIV    DISSOLUTION**

In the event of dissolution, termination, or final liquidation of the corporation, whether voluntary or involuntary or by operation of law, after payment of or making provisions for all cooperation's debts and liabilities of every nature and description, the Board of Directors shall dispose of all remaining assets of the corporation in such a manner, or to such other Emergency Medical Service organizations, as shall at the time be permitted for organization under Section 501(c)(3) of the Internal Revenue Code 1954 (or corresponding provisions of any future United State Internal Revenue Code.)

**ARTICLE XV    REPEAL**

Upon the due adoption of the within and foregoing Bylaws, all former Bylaws and amendments thereof heretofore adopted by this Association are expressly repealed, provided however, that nothing in the adoption of the foregoing bylaws shall be constructed to impair, release or waive any obligations now due by or for this Association, but all such obligations shall be considered in full force and effect and for such purpose any and all Bylaws which now exist or have existed relating to such obligations shall be in full force.

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The Membership and Board of Directors of the Montana Emergency Medical Service Association's annual General Association Meeting at Great Falls, Montana duly adopted the foregoing amended Bylaws on October 2, 2004.