

NAEMT BYLAWS

BYLAWS OF THE NATIONAL ASSOCIATION OF EMERGENCY MEDICAL TECHNICIANS, INC.

ARTICLE 1 NAME

The name of the corporation shall be the National Association of Emergency Medical Technicians, Inc., hereinafter referred to as the Association.

ARTICLE 2 PURPOSE AND OBJECTIVES

2.1 Purpose

The purpose of the National Association of Emergency Medical Technicians is to represent and serve emergency medical services (EMS) practitioners, including paramedics, emergency medical technicians and emergency first responders, through advocacy, educational programs and research.

2.2 Objectives

The objectives of the Association are:

- 2.2.1** To encourage and facilitate education, training and continuing education of EMS practitioners.
- 2.2.2** To encourage, promote, and support the establishment of EMS systems at local, state, and national levels.
- 2.2.3** To provide information and guidance on certification and licensure to EMS practitioners.
- 2.2.4** To encourage and support research in EMS.
- 2.2.5** To promote public understanding of EMS.
- 2.2.6** To establish a professional code of ethical standards and practices.
- 2.2.7** To promote communication and cooperation among EMS practitioners.
- 2.2.8** To promote forums for debate of EMS issues and concerns.
- 2.2.9** To encourage and promote career development and professional advancement of the EMS profession.

ARTICLE 3 MEMBERS

3.1 Original Members

The original members of the Association shall be the following persons; Alan R. Fox, Donald A. Cross, Jeffrey S. Harris, David R. Boyd, M.D., Stanley Bridges, J.D. Farrington, M.D., David B. Hill, C. Keli Keliikoa, Rocco V. Morando, Robert E. Motley, James R. VanSteenburg, Roger D. White, M.D., L. Joseph Young, and Walter Young.

3.2 Classes, Rights, and Obligations of Membership

The procedures and process for membership in all of the categories herein described shall be promulgated by the Membership Committee, subject to approval of the Board of Directors.

NAEMT BYLAWS

3.2.1 Active Member

The active members of the Association shall be those individuals with an interest and involvement in EMS and who are certified as an EMS practitioner by one of the states or territories of the United States of America, or by the National Registry of Emergency Medical Technicians, Inc., and pay annual dues as determined by the Board of Directors. Said members are entitled to make motions, vote, and hold any office of the Association for which said members are qualified.

3.2.2 Associate Member

Associate members of the Association shall be those individuals with an interest and involvement in EMS and who are not certified as EMS practitioners by one of the states or territories of the United States of America, or by the National Registry of Emergency Medical Technicians, Inc. Associate members are entitled to the privileges of Association membership except those of voting, holding office or chairing committees. Annual membership dues shall be set by the Board of Directors. Associate members may include: individuals involved in the training and education of EMS practitioners and supportive of the mission of the Association; professionals who have demonstrated an interest in EMS and in the aims of the Association.

3.2.3 Student

Student members shall be enrolled in classes of instruction leading to certification as an EMS practitioner at any level. Student members may serve on committees, but may not make motions, vote, hold office, or chair committees of the Association. Annual membership dues shall be set by the Board of Directors, but shall not exceed those of the active members. Such membership status shall be limited to one year.

3.2.4 Honorary

Persons of distinction who have rendered outstanding service to the Association or to the EMS profession may be proposed for honorary membership. A person may be nominated for honorary membership by an active member, and upon vote of the Board of Directors, shall be conferred the title of "Honorary Member". An honorary member shall have none of the obligations of membership, but shall be entitled to privileges thereof excepting those of making motions, voting, or holding office.

3.2.5 Emeritus

Upon recommendation of the Board of Directors, a member who has a long history of service to the Association but may no longer be actively engaged in the EMS profession may be elected to emeritus status. Such person shall have rendered outstanding service to the Association. Such a person would be given the title Member Emeritus. A Member Emeritus, or an Officer Emeritus (using proper title, e.g. President Emeritus) shall have none of the obligations of office but shall be entitled to all the privileges and right appertaining thereto.

3.2.6 Lifetime

Lifetime Members of the Association shall be defined as those individuals who qualify as active members and pay a one-time Lifetime membership dues as determined by the Board of

NAEMT BYLAWS

Directors. Lifetime members are entitled to the privileges given to any active member as defined by the bylaws and policies as set forth by the Association. Members who are elected to the office of President and who complete their terms as President shall be granted lifetime membership in the Association without having to pay any membership dues.

3.2.7 Squad

Any EMS service or organization may apply for squad membership. Annual squad membership dues shall be set by the Board of Directors. Each squad member shall be entitled to all privileges of an active member as defined by the bylaws and policies as set forth by the Association.

3.3 Eligibility

A prospective member shall submit an application for membership to the Membership Coordinator. The Membership Coordinator, or his designee, shall review the application, verify and approve the candidate or reject the application for membership together with such credentials for membership and in such form as deemed appropriate. The procedures utilized by the Membership Coordinator shall be subject to the approval of the Board of Directors. Appropriate grounds for rejection shall include, but are not limited to, conviction of a felony, notice of official reprimand, sanction, or unethical or immoral behavior. Appeal of the decision of the Membership Coordinator may be made to the Board of Directors, which shall establish rules governing said appeals in accordance with the tenets of reasonable process. The decision of the Board of Directors shall be final.

3.4 Membership Not Limited

Membership shall not be limited by any consideration of race, creed, religion, sex, sexual orientation, national origin, or disability.

3.5 Right to Vote

Members entitled to vote may each cast one vote upon matters properly brought before the Association.

3.5.1 Members shall not be required to attend meetings in order to vote. Active members shall be entitled to cast votes by mail or through electronic means for elections as described herein and on any matter brought by the Board of Directors before the Association membership for a vote. The Board of Directors shall approve a process to facilitate voting by all voting members of the Association.

3.6 Revocation of Membership Status

Members who fail to pay dues within sixty days of the payment date or meet other requirements of membership as determined by the Board of Directors may have their membership in the Association revoked. Membership may be revoked by the Membership Coordinator for other appropriate cause, including, but not limited to conviction of a felony offense, notice of an official reprimand, sanction, or other negative action by the credentialing state, unprofessional conduct, or unethical or immoral behavior. Action taken to revoke membership status in the Association may be appealed to the Board of Directors, which may appoint a hearing committee with full power and authority to hear and issue a ruling on said appeal. The ruling of the Board of Directors or the hearing committee shall be final.

NAEMT BYLAWS

ARTICLE 4 MEETING OF THE MEMBERS AND BOARD OF DIRECTORS

4.1 Annual Meeting of the Association

The annual meeting of the members shall be held at a time and place to be determined by the Board of Directors. At said meeting, the President shall report to the members on the state of the Association.

4.2 Annual Meeting of the Board of Directors

The annual meeting of the Board of Directors shall be held on a date established for the annual meeting of the Association. Notice of said meeting shall occur no later than thirty days prior to the actual date thereof.

4.3 Meetings of the Board of Directors

The Board of Directors shall meet minimally twice per year, and at other times established by the President or by action of one-third of the Board of Directors then in office.

4.4 Special Meeting

Special meetings of the members may be held at any reasonable time and place designated by the President, upon the petition of sixty members to the Secretary of the Association, or by a majority of the Board of Directors then in office. Written notice shall be given of the meeting and business thereof. Such meeting shall be held not later than ninety days following receipt of said petition.

4.5 Notice

Notice of each annual meeting shall be mailed by the Secretary of the Association to each member not less than sixty days in advance of such meeting. Notices of special meetings of the members or Board of Directors shall be published and made available for each Member by the Secretary not less than thirty days in advance of such meeting.

4.6 Quorum

4.6.1 Members

Except as otherwise required by law or these Bylaws, the majority of the active members voting electronically shall constitute a quorum for the transaction of business.

4.6.2 Board of Directors

A majority of the Board of Directors then in office and present at any meeting of the Board of Directors, shall constitute a quorum for the transaction of business.

ARTICLE 5 GOVERNANCE

NAEMT BYLAWS

5.1 Members

The active members of the Association shall retain and have the ultimate authority for the governance of the Association and may delegate to the Board of Directors, Officers, or agents of the Association such powers and duties as deemed appropriate. The active members, without limiting any of its general or specific prerogatives, specifically reserve the right to amend these Bylaws.

5.2 Qualifications

Officers and members of the Board of Directors, except the Medical Director who serves by appointment as an ex officio member, shall be active members in good standing of the Association.

5.2.1 Qualifications for Directors

To serve as a director, members shall have met the following qualifications: active membership for at least 2 consecutive years immediately preceding election; and participation in at least one of the following association programs or activities within the two years immediately preceding election;

- attendance at the NAEMT annual meeting
- serving as an instructor for a NAEMT education program;
- serving on a committee;
- serving as a NAEMT representative or liaison to another organization;
- serving as a member of the Affiliate Advisory Council.

5.2.2 Qualifications for Officers

To serve as an officer of NAEMT, members shall have met the following qualifications:

- all of the qualifications for director as listed in 5.2.1;
- service on the NAEMT Board of Directors within the previous 4 years;
- written recommendation from the candidate's service or agency confirming the candidate's level of commitment to the profession, and confirming the employer's support for the time commitment required for the position being sought; or if self-employed, from an EMS colleague;
- engagement within the last five years, in the daily operations of an EMS system.

5.3 Conduct of Business

The Board of Directors of the Association may conduct business of the Association in person, electronically, or by mail.

5.4 Officers

The officers of the Association shall be the President, President-Elect, Immediate Past President, Secretary, and Treasurer. Except for the President and Immediate Past President, whose offices are achieved by succession, the officers shall be elected by the active members of the Association and shall serve as the officers of the Association.

NAEMT BYLAWS

5.5 Board of Directors

The Board of Directors shall consist of five Officers of the Association and ten Directors who are elected by the active members of the Association. These fifteen members of the Board of Directors shall be voting members of said Board. The Medical Director, appointed by the President, is an ex-officio member of the Board of Directors with no voting rights. The President of the Association shall serve as the presiding officer of the Board of Directors and the Association.

5.5.1 Powers

a. The Board of Directors shall be vested with the general management and oversight of the affairs of the Association, including, but not limited to, supervising all funds and approving budgets of the Association, and the appointment of such staff as is necessary to carry out the business of the Association.

b. The Board of Directors may establish affiliations with state EMS associations in accordance with such policies as established by the Board of Directors.

5.6 Vacancies

Any vacancy occurring as a result of resignation, removal, or other cause of any officer or director of the Association, unless otherwise provided for in these Bylaws, shall be filled by appointment by the President subject to the approval of the Board of Directors.

5.7 Resignation and Removal

5.7.1 Resignation from Office

An Officer or Director may resign at any time by delivering a letter of resignation to the Secretary of the Association. Such resignation shall be effective upon receipt or at a time specific as detailed in said letter of resignation.

5.7.2 Removal from Office

The Board of Directors may remove an Officer or Director for cause by vote of two-thirds of the Board of Directors then in office, following reasonable notice and a hearing before the Board of Directors. Cause may be defined to include, but shall not be limited to, an Officer's or Director's failure to attend meetings, fulfill the obligations of office, or malfeasance and/or misfeasance of office. The action of the Board of Directors shall be final. The Board of Directors shall establish procedures to implement this section.

5.8 Appointment of Auditors

The auditor(s) for the Association may be elected annually by the Board of Directors for appointment. If no such auditor(s) are elected, the Board of Directors shall cause an Audit Committee of the Association to be constituted and duly appointed by the President to audit the financial records of the Association and to report to the Members at the Annual Meeting of the Association.

ARTICLE 6 OFFICERS AND DIRECTORS

NAEMT BYLAWS

6.1 Number and Titles

The officers, who shall be active members in good standing of the Association, shall consist of a President, President-Elect, Secretary, Treasurer, and the Immediate Past President.

6.2 Election

The officers and directors, except the Immediate Past President and the President who shall assume said office by succession when the President-elect assumes office, shall be elected by the active members of the Association. Members shall have the opportunity to cast votes for officers and directors for a specified period. Officers and directors shall assume office on January 1.

6.3 Term of Office

The term of office for all officers shall be two years and shall be unlimited. The officers shall serve in these offices until their successors are duly elected. The term of office for all Directors shall be two years and shall be unlimited. The Directors' terms shall be staggered so that five new Directors are elected in odd years and five new Directors are elected in even years.

6.4 President

The President, or in his absence the President-elect, shall be responsible for all operations of the Association reporting to the Board of Directors of the Association. The President shall preside at all meetings of the Association. The President shall appoint members of all standing committees and their chairmen annually and shall notify the membership of the appointees immediately thereafter. The President is an ex-officio member of all committees.

6.5 President-Elect

The President-Elect shall serve in the place of the President in his absence or disability, and shall perform such other duties as may be conferred from time to time by the President or the Board of Directors.

6.6 Secretary

The Secretary, or such other person if appointed by the President, shall record the proceeding of the Association and Board of Directors and preserve all reports and other documents and papers which shall be ordered on file.

6.7 Treasurer

The Treasurer, who shall be Chairman of the Finance Committee, shall keep an account of all funds received, of all payments made, and for what purpose. He shall see to it that funds paid out are done so upon proper authorization of persons empowered to do so, and shall make a report of the condition of the treasury as well as operating performance compared with the budget at each regularly scheduled meeting of the Board of Directors and at such other times as may be required. The Treasurer may enter into contracts, bills of exchange, or obligation of any kind binding the Association to the payment of any sum of money, subject to policies and procedures adopted by the Board of Directors.

6.8 Immediate Past President

The Immediate Past President shall perform such duties as may be conferred upon him by the President or Board of Directors and shall advise and counsel the officers and Board of Directors.

NAEMT BYLAWS

ARTICLE 7 COMMITTEES

7.1 Authority to Establish

The Board of Directors may establish such committees (standing or special) as shall be necessary to carry on the work of the Association. Committees shall be appointed by the President and may include other than Association members. Except as otherwise provided, committees shall be chaired by an active member of the Association who is appointed by the President.

7.2 Responsibilities

Except as herein provided, responsibilities of committees are delineated in the operating procedures of the committees, subject to the approval of the Board of Directors. Operating procedures shall not conflict with or be in contradiction to these bylaws or orders of the Board of Directors.

ARTICLE 8 PROVISIONS FOR AMENDMENT AND PARLIAMENTARY AUTHORITY

8.1 Amendments

Amendment to these bylaws shall be effected by a majority vote of the active members casting ballots in accordance with the policies established by the Board of Directors, providing notice for changes proposed is published and made available to each Member at least thirty (30) days prior to the commencement of voting, together with a notice of when such voting is to be held.

8.2 Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order shall govern the meetings of the Association and any of its committees in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

ARTICLE 9 INDEMNIFICATION

9.1 General Provisions

The Association shall indemnify to the fullest extent of the laws of the State of Mississippi, every person, their heirs and personal representatives of such person, who is or was an Officer or agent of the Association against all liability and reasonable expense from any claim, action, suit, or proceeding if such Officer or agent, is wholly successful with respect thereto, or if not wholly successful, then if such Officer or agent is determined to have acted in good faith, in what he reasonably believes to be in the best interest of the Association, and in addition, with respect to any criminal action or proceeding is determined not to have had reasonable causes to believe his conduct was unlawful. The termination of any claim, action, suit or proceeding, by judgment, settlement (whether with or without court approval) or dismissal shall not be used to create a presumption that an Officer or agent did not meet the standards set forth in this section.

NAEMT BYLAWS

9.2 Specific Conditions

The Board of Directors shall define, and further proscribe the terms, rights, expenses, and other conditions of indemnification; by resolution and causes these definitions to be transmitted to Officers and Board of Directors, in accordance with prudent provisions as from time to time may be appropriate and upon advice of council.

ARTICLE 10 FISCAL YEAR

The fiscal year of the Association shall be from the period of January 1st through December 31st of each year, unless otherwise determined by the Finance Committee and ratified by the Board of Directors.

ARTICLE 11 DISSOLUTION

In the event of dissolution, consolidation, or other liquidation, the assets of the Association shall be applied and distributed to the extent possible as follows:

11.1 Liabilities

All liabilities and obligations of the Association shall be paid and discharged, or adequate provisions made according to law.

11.2 Assets held

Assets held by the Association upon condition requiring return, transfer or conveyance, which condition occurs by reason of the conditions enumerated in this Article, shall be returned, transferred or conveyed in accordance with such requirements.

11.3 Remaining assets

Remaining assets, if any, shall be transferred or conveyed for the purposes of the Association, or to such organizations formed and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as exempt organizations under Section 501(C), 26 United States Code, Internal Revenue Code of 1986, as amended, as Board of Directors shall determine. Any assets not so disposed of shall be disposed of in accordance with the laws of State of Mississippi.

Note Regarding Gender and Number: *The masculine, feminine and neuter gender as used in these Bylaws import one another, and the singular shall include the plural whenever applicable.*

Adopted, October 6, 1995
Mobile, Alabama

Amended, November 8, 2000
Reno, Nevada

NAEMT BYLAWS

Amended, September 23, 2003
Las Vegas, Nevada

Amended, September 27, 2006
Las Vegas, Nevada

Amended, August 20, 2007
By NAEMT active members Electronic Ballot

Amended, September 28, 2009
By NAEMT active members Electronic Ballot

Amended, October 28, 2011
By NAEMT active members Electronic Ballot