

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 Association 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 subject to approval of the Board of Directors.

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 except 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 membership but shall be entitled to privileges thereof except those of making motions, voting, or holding office.

3.2.6 Lifetime

Lifetime Members of the Association shall be defined as those individuals who qualify as members and pay a one-time Lifetime Membership dues as determined by the Board of Directors. Lifetime Members are entitled to the privileges given to Active or Associate Members 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 annual membership dues.

3.2.7 Agency

Any EMS service or organization may apply for Agency Membership. Annual Agency Membership dues shall be set by the Board of Directors. Each Agency Member shall be entitled to all privileges of membership as defined by the Bylaws and policies as set forth by the Association.

3.3 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 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.

ARTICLE 4

MEETINGS OF THE MEMBERS

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 Special Meetings

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.

4.3 Notice

Notice of each annual meeting shall be made 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.

4.4 Right to Vote

Members entitled to vote may each cast one vote upon matters properly brought before the Association. 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. Except as otherwise required by law or these Bylaws, the participating Members entitled to vote, either in person or virtually, constitute a quorum for action on the matter.

ARTICLE 5

BOARD OF DIRECTORS

5.1 Composition

The Board of Directors shall consist of five (5) Officers of the Association and up to ten (10) 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 Medical Director is not included as part of the 15 elected Board Members. The President of the Association shall serve as the presiding officer of the Board of Directors and the Association.

5.2 Powers

5.2.1 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.

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

5.3 Qualifications

Officers and members of the Board of Directors, except the Medical Director, shall be Active Members in good standing of the Association. The Board shall establish policies and procedures for additional qualifications.

5.4 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.

5.5 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.

5.6 Conduct of Business

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

5.7 Meetings

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.

5.8 Quorum

Except as otherwise required by law or these Bylaws, the majority of the voting Members of the Board of Directors constitute a quorum for action on the matter. For calculation of a quorum at a meeting, in person or virtual presence shall be considered present. If a quorum of the Board is present, the affirmative vote of a majority shall determine any matter. The Board of Directors can take action without a meeting in writing via unanimous electronic consent. Action becomes effective when the final voting Member signs or submits their consent or as directed by the act.

5.9 Vacancies

Any vacancy occurring as a result of resignation, removal, or any other reason 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. In the event of a vacancy for any reason of the President, the President-elect shall assume the position of President for the remainder of the President's current term. In the event of a vacancy for any reason in the office of Immediate Past President, such office shall remain vacant until next filled by succession of the President. A vacancy occurring for any reason in the offices of president-elect, secretary, or treasurer of the Association shall be filled by a special election. The Board shall establish policies and procedures for special elections.

5.10 Resignation and Removal

5.10.1 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. An Officer or Director shall be deemed to have resigned from the Board for failing to maintain the qualifications of Board service.

5.10.2 Removal from Office

Officers and Directors of the Association who were elected by the Active Members may be

removed with or without cause by the Active Members. The Board of Directors shall establish procedures to implement this section.

5.11 Appointment of Auditors

The auditor(s) for the Association may be approved by the Board of Directors for appointment. If no such auditor(s) are selected, 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

6.1 Number and Titles

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.

6.2 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 is an ex-officio member of all committees.

6.3 President-Elect

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

6.4 Secretary

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

6.5 Treasurer

The Treasurer, who shall be Chair 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.

6.6 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.

ARTICLE 7 COMMITTEES

7.1 Authority to Establish

The Board of Directors may establish Association or Board of Director committees as shall be necessary to carry on the work of the Association. 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 Massachusetts, 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.

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 counsel.

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 Massachusetts.

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

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

Amended, October 28, 2014

By NAEMT Active members Electronic Ballot

Amended, October 28, 2019

By NAEMT Active members Electronic Ballot

Amended, October 28, 2022

By NAEMT Active members Electronic Ballot

Amended, October 28, 2024

By NAEMT Active members Electronic Ballot