

BY-LAWS

VIRGINIA ASSOCIATION OF EMERGENCY MEDICAL SERVICES PRACTITIONERS, INC.

ARTICLE I -- NAME

The name of the Association is the Virginia Association of Emergency Medical Services Practitioners, Inc., hereinafter referred to as the Association.

ARTICLE II -- PURPOSE

The Association is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future federal tax code. The Association is organized to:

- A. Represent and serve emergency medical services practitioners in the Commonwealth of Virginia through advocacy, educational programs, and research.
- B. Encourage and facilitate education, training and continuing education of emergency medical services practitioners.
- C. Promote communications and cooperation among emergency medical services practitioners.
- D. Promote public understanding of emergency medical services practitioners and systems.
- E. Encourage and promote career development and professional advancement of emergency medical services as a profession.
- F. The Association shall do any and all lawful acts and things which may be necessary, useful, suitable or proper for the furtherance or accomplishment of the purposes and powers of the Association, and shall exercise all powers possessed by Virginia Corporations of similar character, including the power to own, lease, contract for the purchase and sale of, and to mortgage or otherwise encumber, real and personal property.

ARTICLE III -- MEMBERS

Section 1. Classes of Membership

A. Regular Members

Regular members shall be those persons with an interest and involvement in emergency medical services (EMS) and who are certified as an EMS Practitioner by the Virginia Office of EMS or by the National Registry of Emergency Medical Technicians, Inc., and who pays an annual dues as shall be determined by the Board of Directors of the Association. Regular members shall be entitled to make motions, vote, hold any office of the Association for which said members are qualified, and chair committees.

B. Associate Members

Associate members shall be those persons with an interest in EMS and who are not certified as an EMS Practitioner by the Virginia Office of EMS or by the National Registry of Emergency Medical Technicians, Inc., and who pays an annual dues as shall be determined by the Board of Directors of the Association. Associate members shall be entitled to the privileges of Association membership except to make motions, vote, hold office, or chair committees.

C. Affiliate Members

Affiliate members shall be those persons or organizations with an interest in the purposes of the Association and wishes to further and support its endeavors, and who pays an annual dues as shall be determined by the Board of Directors of the Association. Affiliate members shall not be entitled to make motions, vote, hold any elected office, or chair committees.

D. Agency Members

Agency members shall be any EMS agency or organization who has an interest in the purposes of the Association and wishes to further and support its endeavors, and who pays an annual dues as shall be determined by the Board of Directors of the Association. Agency members shall include a number of Regular memberships in the Association based on agency size with annual dues paid according to size.

E. Honorary Members

Upon the signed recommendation of one member entitled to vote, seconded by another member entitled to vote and by an affirmative vote of the Board of Directors of the Association, Honorary membership may be conferred to any person (or organization) who shall have rendered notable service to the Association. Honorary members shall have none of the obligations of membership, but shall have all of the privileges of membership, except to make motions, vote, holding any elected office, or chair committees.

F. Founding Members

Any person who becomes a member of the Association within the founding period as established by the Directors of the Association shall become a Founding member. Such persons continuing membership beyond the founding period shall have the word **FOUNDING** preceding the classification of membership. Such designation preceding the classification of membership shall not affect the entitlement to make motions, vote, hold any elected office, or chair committees.

G. Charter Members

Any person who becomes a member of the Association within the charter period as established by the Directors of the Association shall become a Charter member. Such persons continuing membership beyond the charter period shall have the word **CHARTER** preceding the classification of membership. Such designation preceding the classification of membership shall not affect the entitlement to make motions, vote, hold any elected office, or chair committees.

H. Lifetime Members

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 Directors. Lifetime members are entitled to the privileges of membership, including those to make motions, vote, hold any elected office, or chair committees.

I. Student Members

Student members of the Association shall be defined as those individuals who are enrolled in a class of instruction leading to certification as an EMS Practitioner at any level. Student members may serve on committees (can make motions and vote in committees), but may not make motions, vote, hold any elected office, or chair committees of the Association. Student membership status is limited to one year. The Board of Directors shall set dues for student members which shall not exceed the dues of Regular members.

Section 2. Applications for Membership

Prospective members shall submit an application to the Secretary of the Association or his/her designee, who 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. 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 rejection 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 in the appeal shall be final. Membership in the Association shall not be limited by any consideration of race, creed, religion, gender, sexual orientation, national origin, or disability.

Section 3. Membership Not Assignable

Membership in the Association or any other interest therein shall not be assignable, nor shall membership or any other interest in the Association pass by operation of law or otherwise to anyone other than the member.

Section 4. Resignation

A member may resign from membership by a resignation in writing and signed by the member delivered to the Secretary of the Association and such resignation shall become effective upon receipt or upon the date specified therein if an effective date is stated.

Section 5. Renewals and Termination

To remain a member in good standing, annual dues must be paid each year to renew membership. Membership may be terminated by the Board of Directors for failure to pay dues, for failure to maintain the requirements of membership in each class, respectively, for noncompliance with any pertinent provision of the bylaws of the Association and any rules and regulations promulgated pursuant thereto, or for conduct detrimental to the best interest of the Association.

Section 6. Right to Vote

Members entitled to vote may cast one vote on matters properly brought before the Association. Members shall not be required to attend meetings in order to vote. Members entitled to vote may 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 members entitled to vote of the Association.

Section 7. Dues

An annual dues shall be established for each class of membership by the Board of Directors. The Board of Directors shall annually assess the dues structure to ensure the dues reflect a modest, but stable source of income to the Association.

Section 8. Active Membership

Active membership of the Association shall consist of those regular and lifetime members who are in good standing in the Association, who have paid dues, and who have not had cause for membership revocation.

Section 9. Revocation of Membership

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 Board of Directors 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 Virginia Office of EMS, Virginia Department of Health Professions, or the National Registry of Emergency Medical Technicians, Inc., or for unprofessional conduct, unethical or immoral behavior as reported to the Board of Directors of the Association.

ARTICLE IV -- OFFICERS

Section 1. Number and Title

The officers of the Association shall consist of a President, a Vice-President, a Secretary, a Treasurer, and such other officers as may be elected or appointed in accordance with the provision of this article. The Board of Directors may elect or appoint such other officers as it may deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the Board of Directors.

Section 2. Election and Term of Office

The membership, at the annual meeting of the Association, shall elect the officers and Directors to the Board of Directors to serve for a period of one year, at which time their successors shall be elected. There is no limit to the number of terms an officer or Director may be elected to serve in office. Each officer and Director shall hold office until his successor shall have been elected and shall have qualified.

Section 3. President

The President shall preside at all meetings of the membership and the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws to some other officer or agent of the Association, or shall be required by law to be otherwise signed or executed. The President shall, in general, perform all duties incidental to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 4. Vice-President

In the absence of the President, or in the event of his/her inability or refusal to act, the Vice-President shall perform the duties of the President and when so acting shall have all the power of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be prescribed to him/her by the President or by the Board of Directors.

Section 5. Secretary

The Secretary shall keep the minutes of the meetings of the membership and the Board of Directors; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the Association and see that the seal is affixed to all documents, the execution of which on behalf of the Association under its seal is required or authorized; keep a register of the names and post-office addresses of each Director and officer of the Association; and in general, perform all duties incidental to the office of Secretary and such other duties as may from time to time be prescribed to him by the President or by the Board of Directors.

Section 6. Treasurer

The Treasurer shall have custody of and be responsible for all funds and securities of the Association; receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these by-laws; and in general, perform all duties incidental to the office of Treasurer and such other duties as may from time to time be prescribed to him by the President or by the Board of Directors.

Section 7. Qualifications

Any regular or lifetime member in good standing is eligible to serve as an officer of the Association.

Section 8. Resignation

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

Section 9. Removal

The Board of Directors may remove an officer or Director for cause by vote of two-thirds of the Directors then in office. An officer or Director may be removed for cause only after reasonable notice and opportunity to be heard before the body proposing to remove the officer.

Section 10. Immediate Past President

The Immediate Past President shall be considered an officer of the Association whose duties shall consist of advising the elected officers and performing such other duties as from time to time may be prescribed by the President or by the Board of Directors.

ARTICLE V -- MEETINGS

Section 1. Annual Meeting

An annual meeting of the membership shall be held at a time and place to be determined by the Board of Directors for the purpose of electing officers, Directors and members of the Standing Committees and for the transaction of such other business as may come before the meeting.

Section 2. Special Meetings

Special meetings of the membership may be called by the President or by the Board of Directors and shall be called upon the written request of at least ten percent of the members of the Association. Such request shall contain a summary of the proposals or business to be transacted at the meeting. Any special meeting may be held at such place within the Commonwealth of Virginia as the President shall determine.

Section 3. Notice of Special Meetings

Notice of any special meeting of the membership shall be given at least fifteen days previously thereto by written notice, delivered personally or sent by postal mail, or electronic mail, to each member at the contact information as shown by the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail in a sealed envelope so addressed with postage thereon prepaid. If notice be given by electronic mail, such notice shall be deemed delivered when the electronic mail is sent to the member with a return receipt request. Any member may waive notice of any meeting. The attendance of a member at any meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the membership need be specified in the notice or waiver of notice of such meeting unless specifically required by lay or by these bylaws.

Section 4. Quorum

A simple majority of the membership shall constitute a quorum for the transaction of business at any meeting, provided if a quorum shall not be present, the presiding officer shall adjourn the meeting from time to time without further notice.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. General Powers

The general management and oversight of the affairs of the Association shall be managed by the Board of Directors. The membership of the Association shall retain and have the ultimate authority for the governance of the Association and my delegate to the Board of Directors, or agents of the Association, such powers and duties as deemed appropriate.

Section 2. Number and Qualifications

The number of Directors of the Association shall consist of at least four, not to exceed six active members of the Association entitled to hold office. Each and every Director shall be at the time of election, and throughout the tenure on the Board of Directors, an active member in good standing of the Association.

Section 3. Regular Meetings

The Board of Directors shall meet at least twice a year. A regular meeting of the Board of Directors may be held without call or notice immediately after and at the same place as the annual meeting of the membership.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by the President and shall be called by him upon the written request of not less than four members of the Board of Directors or by the written request of at least ten percent of the active membership of the Association. Such request shall contain a summary of the proposals or business intended to be brought before the meeting. Any special meeting may be held at such place within the Commonwealth of Virginia as the President shall determine.

Section 5. Notice

Notice of any special meeting of the Board of Directors shall be given at least fifteen days previously thereto by written notice, delivered personally or sent by postal mail, or electronic mail, to each Director at the contact information as shown by the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail in a sealed envelope so addressed with postage thereon prepaid. If notice be given by electronic mail, such notice shall be deemed delivered when the electronic mail is sent to the Director with a return receipt request. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting unless specifically required by lay or by these bylaws.

Section 6. Quorum

A simple majority of Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided if a quorum shall not be present, the presiding officer shall adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting

The act of the majority of the Directors at a meeting at which a quorum is present shall be the act of the entire Board of Directors, except where otherwise provided by law.

Section 8. Ex-Officio Directors

The President may appoint ex-officio Directors upon approval of the Directors then in office, by vote; and said ex-officio Directors shall not be entitled to make motions, to vote or hold any elected office.

Section 9. Vacancies

Any vacancy on the Board of Directors may be filled by the Board of Directors unless otherwise provided by law or by these bylaws.

Section 10. Conflict of Interest

Any possible conflict of interest on the part of an officer or Director shall be disclosed to the Board of Directors. When any such interest becomes a matter of Board action, such officer or Director shall not vote or use personal influence on the matter, and shall not be counted in the quorum for a meeting at which Board action is to be taken on the interest. The officer or Director may, however, briefly state a position on the matter, and answer any pertinent questions of Board members. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.

ARTICLE VII. COMMITTEES

Section 1. Authority to Establish Committees

The Board of Directors may establish such committees as shall be necessary to carry on the work of the Association. Committees shall be appointed by the President with appointees being active members of the Association and other persons as may be deemed appropriate. Except as otherwise provided, committees shall be chaired by an active member of the Association who is appointed by the President.

Section 2. Responsibilities of Committees

Except as herein provided, the responsibilities of committees are delineated in the committee charter and the operating procedures of the committees, subject to 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.

Section 3. Membership Committee

The Membership Committee shall be a Standing Committee of the Association. The committee shall be composed of a chairman appointed by the President and at least three or more members selected from the active membership of the Association. The committee shall consider or have considered applications for membership and to investigate or to have the qualifications of applicants investigated, recommend to the Board of Directors changes in the qualifications for membership, recommend to the Board of Directors programs of benefit or service to the membership, develop and recommend to the Board of Directors appropriate credentialing mechanisms for the Association.

Section 4. Program and Awards Committee

The Program and Awards Committee shall be a Standing Committee of the Association. The committee shall be composed of a chairman appointed by the President and at least three or more members selected from the active membership of the Association. The committee shall conduct, develop or assist in programs, lectures, courses or other means of education for the benefit of the membership and the profession at large, solicit such funds as may be necessary to further the education of emergency medical technicians, provide direction and supervision in the planning and conducting of programs for all educational meetings of the Association, and administer the annual program of awards.

Section 5. Finance Committee

The Finance Committee shall be a Standing Committee of the Association. The committee shall be composed of at least three or more members from the active members of the Association. The chairman of the Finance Committee shall be the Treasurer of the Association. The committee shall supervise the keeping of the financial accounts of the Association, submit an annual budget to the Board of Directors for approval, arrange for an independent audit of the corporate financial records by an approved Certified Public Accountant, and formulate financial policies for the Association.

Section 6. Education Committee

The Education Committee shall be a Standing Committee of the Association. The committee shall be composed of a chairman appointed by the President and at least three or more members selected from the active membership of the Association. The committee shall make recommendations for the development, implementation and continuation of research in emergency care, make recommendations for the development, implementation and continuation of various educational activities for EMS Practitioners, and work with any other committee of the Association or any other professional organization as liaison for the benefit of the Association.

Section 7. Ad Hoc Committees

The Board of Directors may establish such ad hoc committees as it may from time to time deem desirable. The President shall appoint the chairperson and the members of any such ad hoc committees from the active membership of the association and other persons as may be deemed appropriate. The resolution establishing such ad hoc committees shall clearly state the purpose, scope and authority of the committee and shall provide a specific date for the dissolution of the committees.

Section 8. Quorum

Unless otherwise provided in the resolution of the Board of Directors establishing a committee, a simple majority of the entire committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee, except as otherwise provided by law or by these bylaws.

Section 9. Term of Office

Each member of a committee shall continue as such until the next annual meeting of the Association and until his successor is appointed, unless the committee shall sooner be terminated, or unless such member be removed thereof. Vacancies in the membership of any committee may be filled by appointment in the same manner as provided in the case of the original appointment.

Section 10. Committee Charter and Operating Procedures

Each committee shall be provided with a committee charter and a set of guidelines for committee operation by the Board of Directors and may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

Section 11. Reports

The chairperson of each committee shall report at each Board meeting and a written annual report of the preceding fiscal year shall be prepared and submitted to the Board of Directors at its annual meeting.

ARTICLE VIII – PERSONAL LIABILITY

No member, officer, or Director of the Association shall be personally liable for the debts or the obligations of the Association of any nature whatsoever, nor shall any of the property of the members, officers, or Directors be subject to the payment of the debts or obligations of the Association.

ARTICLE IX – INDEMNIFICATION

The Association shall indemnify, as set forth below, and to the fullest extent to which it is empowered to do so by the Virginia Nonprofit Corporation Act or any other applicable laws as may from time to time be in effect, any person who, by reason of being or having been an agent, officer, or Director, of the Association, or who is or was serving at the request of the Association as an agent, officer, Director, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, and who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding.

ARTICLE X -- DISAVOWAL OF PECUNIARY INTEREST

No part of the earnings of the corporation shall inure to the benefit of, or be distributed to its Directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes of the corporation. Non substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE XI -- DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the locality in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII -- REGISTERED OFFICE AND AGENT

The Association shall have and continuously maintain a registered agent whose office is identical with such registered office and may have other offices within or without the Commonwealth of Virginia as the Board of Directors may, from time to time, determine.

ARTICLE XIII -- BOOKS AND RECORDS

The Association shall keep and maintain correct and complete books and records of accounts and minutes of the proceedings of its Board of Directors and shall keep at the registered or principal office a record giving the name and post-office address of all Directors and officers of the Association.

ARTICLE XIV -- FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January and shall end on the last day of December in each year.

ARTICLE XV -- CORPORATE SEAL

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed therein the words: "SEAL, VIRGINIA ASSOCIATION OF EMS PRACTITIONERS, VIRGINIA 2014."

ARTICLE XVI -- PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order - Newly Revised* shall govern the Association in all cases in which they are applicable and in which they are not inconsistent with these by-laws or any other rules of order the Board of Directors may adopt.

ARTICLE XVII -- AMENDMENT OF BY-LAWS

The bylaws may be amended by a majority vote of the active membership present and voting at an annual or special meeting of the membership, duly called, provided a written notice of the proposed amendment is sent to the membership at least 14 days prior to the meeting.

By-laws History

Proposed	1 October 2014
Ratified	5 November 2014
Corrections	9 November 2015