

# **Bylaws of the Indiana Emergency Medical Services Association**

## **ARTICLE I – NAME**

The name of this organization shall be the Indiana Ambulance Association and it shall be incorporated under the laws of the State of Indiana. The Association also does business under the name of the Indiana Emergency Medical Services Association (IEMSA) as a registered d/b/a.



# **Bylaws of the Indiana Emergency Medical Services Association**

## **ARTICLE II – PURPOSE & OBJECTIVES**

The association is organized for the purpose of promoting better patient care through advocacy, proliferation and advancement of ambulance or medical transportation, including emergency medical services, inter-facility ambulance transport, pre-hospital care and post hospital care commonly referred to as community paramedicine more specifically:

- A. To promote the development of the highest level of paramedicine practices (defined as any care provided by Paramedics, EMTs or other care providers associated with the EMS industry) at a reasonable cost to the public; and
- B. To encourage cooperation among persons, organizations, entities or authorities engaged in the provision of medical care and/or medical transportation or related activities; and
- C. To encourage improvement in standards for personnel and equipment required in the provisions of medical care, medical transportation and/or paramedicine; and
- D. To encourage the highest standards of ethics and conduct among the providers of medical care, medical transportation, emergency medical care and/or paramedicine; and
- E. To offer direction to providers of medical care medical transportation, emergency medical services and/or paramedicine regarding federal and state statutes, rules and regulations and other matters related to the profession; and



## **Bylaws of the Indiana Emergency Medical Services Association**

- F. To provide an information source regarding emergency medical services, disaster preparedness, paramedicine, medical care and/or medical transportation to the medical community, educators, legislators, regulators, and the general public; and
- G. To encourage education of the public with regard to proper requests and responses in medical care, emergency medical services, paramedicine and/or medical transportation situations; and
- H. To provide liaison between the association and state and regional entities serving or governing the delivery of medical care, emergency medical services, paramedicine and/or medical transportation.
- I. To protect the profession and it's providers from threats to operational, financial, clinical and individual health and/or sustainability.
- J. To promote the evolution of our profession for the benefit of it's providers and the public they serve.



# **Bylaws of the Indiana Emergency Medical Services Association**

## **ARTICLE III – MEMBERSHIP**

- A. A resident of the State of Indiana and/or an individual who is currently providing emergency medical care, paramedicine, industrial healthcare, Air Ambulance, Tactical EMS, Education services and/or medical transportation in the State of Indiana and who pays annual dues as shall be determined by the Board of Directors, shall become an Active Member of the Association. Only Active Members may be elected to the Board of Directors.
- 1a: “*Active Member*” is described as any member who has been such for a period of at least one year,
- B. A group, corporation or business interested in and/or involved with the manufacture, sale or delivery of equipment, supplies, apparatus or services such as might be used in the performance of the duties and responsibilities of emergency care, or a profit or non-profit entity or educational institution that supports emergency medical care, paramedicine and/or medical transportation who pays annual dues shall be determined by the Board of Directors to be a Business Partner Member of the Association but shall not be entitled to make motions, vote or hold office. However, they shall have the right of the floor at meeting upon the requests of one Director and may serve as members of the Association’s Committees.
- C. An entity responsible for providing emergency medical care, paramedicine, and/or medical transportation in the State of Indiana and who pays annual dues shall be determined by the Board of Directors to be an Affiliate Member of the Association, but shall be limited to the rights of an active membership to include making of a motion, voting, with the exception of holding office, it is expected that all board members hold their own independent membership.
- D. Not-for-profit EMS agencies with a verified designation may become a member with no annual dues to the agency. While this will not limit an individual’s ability to become a member, these agencies will have limited rights. They may be



## **Bylaws of the Indiana Emergency Medical Services Association**

allowed to hold positions on committees, participate in board meetings and receive other benefits from the association which are not related to those which require payment by the association. This membership level has the same rights as a “*Business Partner Network*” member.

- E. A resident of the State of Indiana and/or any individual who is currently associated in providing emergency medical care, paramedicine and/or medical transportation within the State of Indiana.
- F. An individual who is enrolled in EMT, EMT Advanced or Paramedic training may become a Student Member of the Association. This first-one-time membership is good for one year.
- G. Initial membership shall commence upon the receipt of annual dues, with annual renewals being on the date of membership application receipt.

Application for membership. All entities eligible for membership in the association shall be accepted to such membership automatically after thirty (30) days of receipt of the application, designated fees, and as appropriate a copy of their Authorizing State’s Provider’s Certificate or License or Valid/Pending PSID number. All applications are pursuant to procedures that may be established by the Board of Directors upon making application on the form prescribed by the Board and upon receipt of payment of payment of such fees as may be required by these By-Laws.

### Resignation, suspension, expulsion and reinstatement of members

- A. Resignation. A member in good standing may tender his resignation in writing to the secretary. No dues paid to the association by the resigning member for less than one (1) year in advance of the date of resignation or for the current membership year shall be refunded to said member.



## **Bylaws of the Indiana Emergency Medical Services Association**

B.      Suspension. Nonpayment of dues. Any member whose dues to the association shall remain unpaid sixty (60) days past the due date shall be billed again. If the dues remain unpaid at ninety (90) days from the due date, a notice shall be sent by certified mail with return receipt requested to the latest address as it appears on the records of the association; stating that if such dues are not paid within fifteen (15) days of receipt, he shall cease to be a member in good standing of the association, and shall lose all rights as a member. The board may extend said times as they feel necessary.

C.      Expulsion-Misconduct. Recommendations may be made to the Board of Directors for the expulsion of any member alleged to be guilty of misconduct, including but not limited to the violation of policies of the Board or the Mission of the association. The Board of Directors shall first notify the member in question by certified mail with return receipt requested to the latest address as it appears on the records of the association. He shall have the right to prepare a written defense and to appear for a hearing, before a meeting in executive session of the Board of Directors or their designees shall be notified at least thirty (30) days in advance of any meeting. The Board of Directors shall consider the complaint, and if in their opinion the charges have been sustained, the member may be expelled or permitted to resign.

D.      Director Absence. Any director who shall be absent himself/herself without notice from any regular or special meeting of the board shall be deemed to have resigned. The board may elect a replacement in such cases under the same provisions as in any other vacancy. High absenteeism from meetings, which includes not being present at meetings and/or association events may be cause for termination.



## **Bylaws of the Indiana Emergency Medical Services Association**

E. Reinstatement. Upon written request filed with the secretary, the Board of Directors, by the affirmative vote of two-thirds of the members of the Board, may reinstate the former member to the appropriate class of membership upon such terms as the Board may deem appropriate in accordance with the By-Laws.

F. Vote of no confidence. Any voting member of the association in “good standing” (defined as current with dues, not a student member and a tenured membership of greater than 1 year) may bring a vote of no confidence to the board for the expulsion of any board member from the association. A vote of no confidence will be anonymous to everyone except the president and secretary. If the vote of no confidence is in regard to one of these two positions, then the Vice President will fulfill the role of the position in question. The vote of no confidence must include a narrative explaining why they feel that this individual has not lived up to their roles and responsibilities or why they do not meet the standards or the mission of the association. The board member in question must be recused from the voting process but is entitled to hear the case brought against them and have a chance for a rebuttal to the board prior to the vote. The board member in question shall be removed with a simple majority vote.

G. Failing to meet expectations of the position: Refer to the process outline above.

Transferability. Upon change in operational control with respect to an agency named in the membership application, membership may be transferred to a successor. The transfer can only occur at the agency’s renewal period, all requests for transfer must be submitted to the Secretary and/or Executive and will be subject to ratification by the Board of Directors.



# **Bylaws of the Indiana Emergency Medical Services Association**

## **ARTICLE IV -Voting Privileges**

Section 1. Elections. Members of the “*active*” class of membership shall be eligible to vote.

Section 2. Proxies. Proxy voting will not be allowed for any matter before the general membership.

Section 3. In the event of a tie for a vote of any position. Voting will continue until a winner is determined.

Section 4. Meetings may be held through alternative media such as email, teleconferences and online media for the sole purpose of advancing the association’s agenda. These motions must be brought before all board members and may not be voted on unless the secretary, president, vice president are included and correspondence must be received by a quorum. Votes and motions provided through email will have a mandatory 48 hour waiting period, where any board member may have the ability to veto the motion and table it until the next regular meeting. IF a motion is successfully presented and voted upon, that motion and the results must be posted in separate meeting minutes, designated as a “special meeting”.

Section 5. Executive Directors or Administrators are afforded the right, if maintaining a membership, as an active member to cast a vote on all matters that do not directly relate to his or her performance, payment or job duties.





# **Bylaws of the Indiana Emergency Medical Services Association**

## **Article V - Board of Directors**

Section 1. Number and qualifications. The Board of Directors shall consist of sixteen (16) members, Eleven (11) of whom are to be elected as provided in these by-laws and five (5) being Past President, President, Vice President, Secretary and Treasurer. Each Director shall provide services and reside in one of the five (5) regions as designated by the Board of Directors. Each region shall be represented on the Board of Directors by at least one (1) member. The normal term of office for a member of the Board of Directors shall be for two (2) years. One Director shall be elected from each region and two at-large members shall be elected to serve as Field Services Representative and Education Representative.

The regions shall correspond with the Indiana Department of Homeland Security (IDHS) Districts as follows:

Region 1 = IDHS Districts 1&2

Region 2 = IDHS Districts 3 & 6

Region 3 = IDHS Districts 4 & 5

Region 4 = IDHS Districts 7 & 10

Region 5 = IDHS Districts 8 & 9

Legislative Director

Clinical Director

Service Provider Directors:

Non-For Profit with Volunteer Personnel Representative

Fire/Municipal Representative

Private/Hospital Representative

Flight Service Representative

The Board shall have the right to add additional members to the Board of Directors based on past experience or expertise as needed from time to time by a two-thirds majority vote.



## **Bylaws of the Indiana Emergency Medical Services Association**

As stated above terms are for two years. Terms shall be staggered as follows so the entire board is not replaced at once.

President, Treasurer, Clinical Director, Not-For-Profit with volunteer personnel Representative, Flight Representative, Region 1, 3 and 5 shall be elected in even-numbered years.

Vice president, Secretary, Region 2 and 4, Legislative Director, Private/Hospital Representative, Fire/Municipal Representative shall be elected in odd-numbered years.

Section 3. Re-election. Board members may be re-elected or re-appointed to continuous terms of office without restriction and in accordance with these By-laws.

Section 4. Powers of Directors. The Board of Directors shall have the power to conduct the general affairs of the association in accordance with the provisions of the articles of incorporation and these by-laws, and shall exercise such powers and perform such duties as are conferred upon them by law.

Section 5. Nominations. No later than three (3) months prior to the annual meeting, the President shall appoint a governance committee as defined in Article VIII, Section 2., c. The governance committee shall nominate at least one (1) candidate for election to all offices for that years. Nominations may also be made from the floor of the annual meeting. No nomination shall be accepted unless the nominee has expressed his willingness to serve. Nominations by the committee shall be published in the official association notification of the annual meeting. ~~which immediately precedes the annual meeting.~~

Section 6. Balloting. Voting for the appointment of Directors not elected or appointed by his respective region shall take place at the annual meeting. Written ballots shall be provided with provision for write-in candidates. There shall be no



## **Bylaws of the Indiana Emergency Medical Services Association**

absentee ballots. The results of the election shall be published prior to the adjournment of that annual meeting.

Section 7. Regular Meetings. The Board of Directors shall hold at least one (1) general membership meeting each calendar quarter to conduct the business of the association at times and places to be designated by the President provided, however, that the Board shall have the power to establish a schedule of meetings more frequently. The secretary shall notify all members of the association of the time and place of meetings, of which all members are encouraged to attend.

Section 8. Special Meetings. The Board of Directors may hold special meetings

Section 9. Quorum. A majority of the members of the Board of Directors shall constitute a quorum at any Board meeting.

Section 10. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by a vote of the majority vote of the Board members present at any general membership or special Board meeting.

Section 11. Policy Decisions. An affirmative vote of a majority of the Directors (present and voting) shall be required to adopt or change a policy of the association regarding issues which directly affect emergency medical services, paramedicine and/or medical transportation services.



# **Bylaws of the Indiana Emergency Medical Services Association**

## **Article VI - Officers**

Section 1.      Number. The officers of the association shall consist of a Past President, President, Vice-President, Secretary and Treasurer. No two offices shall be held by one (1) person.

Section 2.      Election and Term. All officers shall hold office for two (2) years or until their successors are elected and installed.

Section 3      President. The President shall preside at all meetings of the members and the Board of Directors. He shall appoint committee chairmen and be ex-officio member of all committees. He shall perform all other duties incident to the office as President or as shall be assigned to him by the Board of Directors. He shall have served a minimum of one (1) year on the Board of Directors prior to his election as President.

Section 4      Vice-President. The Vice-President shall, in the absence of the President, exercise the powers and perform the duties of the President. He shall also generally assist the President and exercise such other powers and perform other such duties as shall be prescribed by the Board of Directors, or by the President.

Section 5      Secretary. The Secretary shall keep the minutes of all proceedings of annual, state and special meetings of the Directors and the members. He shall attend to giving of all notices to the membership and Board of Directors or other notices required by law or these By-laws. He shall affix or cause to be affixed the seal of the association to all instruments of writing by the association requiring a seal, when duly signed. He shall maintain or cause to be maintained the roll of membership; shall act as the Boards liaison with the membership development committee and shall present its recommendations to the Board of Directors. He shall perform all other duties incident to the office of Secretary.



## **Bylaws of the Indiana Emergency Medical Services Association**

Section 6      Treasurer. The treasurer shall prepare the association budget, shall render regular financial statements to the Board of Directors and an annual audit of financial condition to the membership at the annual meeting. He/She shall perform all other duties incident to the office of Treasurer.

### **Article VII- Committees**

Section 1.      Executive Committee. The President, Vice-President, Secretary, Treasurer and Past President shall constitute an executive committee to be vested with such authority as may be directed by the Board of Directors.

Section 2.      Working Committees. There shall be committees of the association to conduct the work of the association. The Executive Committee shall retain the authority to establish and abolish committees to meet the needs of the association. The member of the Board of Directors representing each Region shall appoint a representative from their region to their committee. The President shall appoint the chairman of each committee.

Section 3.      Ad-hoc Committees. The president may appoint additional committees as he may deem necessary.

### **Article VIII- General Provisions**

Section 1.      Dues. The Board of Directors shall determine from time to time the amount of annual dues for each class of membership which must be paid in acquiring membership in the association. The Board of Directors shall determine from time to time the method and due dates by which annual dues must be paid.



## **Bylaws of the Indiana Emergency Medical Services Association**

Section 2.      Fiscal Year. The fiscal year of the association shall begin July 1, and end June 30.

Section 3.      Seal. The association seal shall be circular in form and shall have inscribed thereon the name “Indiana EMS Association”

Section 4.      Amendments. The By-laws of this association may be amended in the following manner, except as provided otherwise by law:

A.      By a vote of the majority of the Board of Directors at any general membership or special meeting of the Board of Directors, providing that at least thirty (30) days notice has been given to the membership of the proposed amendment.

B.      By a vote of a majority of the members at an annual meeting of the members or a special meeting of the members called for such a purpose, provided that a thirty (30) day notice is given to the membership

C. The Governance Committee shall review the bylaws every 3 years and make recommendations to the board.



# **Bylaws of the Indiana Emergency Medical Services Association**

## **SECTION IX- FINANCES AND AUDITS**

The Association shall prepare annual financial statements using generally accepted accounting principles. Such statements shall be examined by an independent certified public accountant, in conformity with generally accepted accounting standards, under supervision of the Executive Committee. Additionally, an independent financial examination will be performed at least biennially (every other year) or upon recommendation of the Executive Committee and Board approval.

## **SECTION X- RULES OF ORDER**

The latest edition of Roberts Rules of Orders, revised, shall be used to conduct meetings of the Association, Board of Directors, and Committees.



# **Bylaws of the Indiana Emergency Medical Services Association**

## **SECTION XI- AMENDMENTS**

The Association Bylaws may be amended by two-thirds majority vote of the Board of Directors. All amendments made by the Board of Directors shall be ratified by no less than two-thirds majority of the active members present at the next annual meeting or special meeting of the Association. Notice of the proposed amendment(s) shall be published prior to the annual meeting or special meeting. If an amendment is not ratified at the annual meeting or special meeting it shall have been a valid amendment and have had a full force from the time of adoption by the Board of Directors until the annual meeting or special meeting.

