

GEORGIA ASSOCIATION OF EMERGENCY MEDICAL SERVICES, INC.

BY - LAWS

ARTICLE I - MISSION STATEMENT

The mission of the Georgia Association of Emergency Medical Services, Inc. is to advocate for the emergency medical provider, develop educational programs, liaison activities, provider benefit programs, and improvements to the Emergency Medical Service System in Georgia.

ARTICLE II - GOALS

The goals of the Georgia Association of Emergency Medical Services, Inc. are as follows:

- To inform and educate the citizens of Georgia regarding the quality and availability of EMS (Emergency Medical Services) in Georgia.
- To promote continuing education among out of hospital care providers.
- To initiate legislative actions; whether state or national that improve the Emergency Medical Services System in Georgia.
- To support quality, availability and delivery of emergency medical services in Georgia while opposing any activity that does not promote the same.
- To initiate special projects that will have a positive influence concerning the practice of out of hospital care in Georgia, while promoting out of hospital care as a career option to all Georgians, with special emphasis toward the youth in Georgia.

ARTICLE III – ORGANIZATION

1. The name of this organization shall be the **Georgia Association of Emergency Medical Services, Inc.** and is referred to herein as the “Association.”
2. The principle office of the Association in the State of Georgia shall be located as deemed necessary by the Chairman. The Association may have other offices within the State of Georgia, as deemed necessary by the board of directors, to conduct the business of the “Association.”
3. The “Association” shall be governed by the **Board of Directors** and herein referred to as “the Board.”

4. The Association shall have a seal, which will be discussed in Article XI.
5. Throughout these by-laws members and officers are often referred to as “he” this term is used for brevity and not to indicate any gender bias. The **Georgia Association of Emergency Medical Service, Inc.** encourages all members to be active in all phases of the organization including candidacy for office within the association.
6. This organization is a not-for-profit incorporated association under Section 501 (c) (6) of the IRS Code.

ARTICLE IV - MEMBERSHIP

(1). MEMBERSHIP

a. Voting members must be a Licensed Georgia EMT-B, EMT-I, Cardiac Technician, Paramedic, EMT Instructor, Paramedic Instructor, Trained First Responder (to meet United States Department of Transportation curricula standards), RN’s that work in the prehospital setting, or a physician actively involved in or affiliated with Emergency Medical Services, or an Emergency Medical Services Director of an ambulance service licensed in the State of Georgia. Only voting members may serve as board members or officers, or may be counted toward a quorum at any meeting of the membership.

b. Associate members do not require any specific license or affiliation and are not entitled to vote in the affairs of the association, to serve as board members or officers, or to be counted toward a quorum at any meeting of the membership.

(2). QUALIFICATIONS

a. On application, a member who meets any of the Divisional requirements may apply, and shall be accepted in to, as many Divisions for which they qualify. If a member is in more than one division, they will have a single vote when voting on any divisional issues in which they are qualified members, and a single vote when voting on the Association business. Members who are part of multiple Divisions may only hold a single officer’s position in any single Division.

b. EMS provider affiliation: This affiliation requires the member to be currently certified in Georgia as an EMT-B, EMT-I, Cardiac Technician , EMT-P, RNs that work in the prehospital setting, or medically trained First Responder (trained to DOT standards).

c. Director’s Affiliation: This affiliation requires that the license holder or authorized agent must be the endorser on the member’s application or an active director, president or CEO of a licensed first responder or ambulance service licensed in Georgia. Each licensed service in Georgia may have only “Two” members listed in this category.

d. EMS Educator Affiliation: This affiliation requires the member to have a current EMS Instructor license, issued by the State of Georgia, or current instructor certification in an EMS related course.

- e. EMS Medical Director Affiliation: This affiliation requires the member to be a physician in or affiliated with Emergency Medical Services in Georgia.

(3.) APPLICATION FOR MEMBERSHIP

- a. Application for membership shall be in writing in such form as the board prescribes.

(4.) DUES

- a. The annual dues payable to the Association by members will be in such amounts as may be determined, by resolution of the Board. The first annual dues will be payable and submitted in full with the application for membership. Future annual dues will be payable in advance on the anniversary of membership. Failure to pay dues shall be cause for termination of membership after notice in accordance with the rules issued by the Board.

(5.) TERMINATION OF MEMBERSHIP

- a. Receipt by the Board of the written resignation of a member.
- b. The death of a member.
- c. The failure of a member, after notice, to pay annual dues.
- d. Loss of credentials that allow for membership in the organization.
- e. Expulsion for cause inconsistent with membership.

If the Chairman becomes aware of a situation where a member has acted in a manner not consistent with membership in the association, the Chairman may convene the board to consider expulsion of the member. If a member is being considered for expulsion he will be notified at least fifteen (15) days prior to any meeting where this expulsion is being considered. The member will be advised the reason this action is being considered, also date, time and location of the meeting. The member shall have the right to appear in person or by representative and present his/her defense before any vote is taken. The Chairman may allow additional members the opportunity to speak to the board concerning the action. The member may request postponement of the meeting if they have a valid reason they cannot attend the meeting. The Chairman of the "Association" will determine if this postponement is necessary. Expulsion shall be by affirmative vote of the majority of the board. The member may be reinstated if, at the annual meeting, a proper motion is made and seconded to reinstate the member. The member, or his advocate will be allowed 10 minutes to state his case. Association membership will be allowed to question and comment. The member will be reinstated if a majority of the members, present, and eligible to vote, vote to reinstate.

No expelled member shall be entitled to a return of membership dues or any contributions made to the Association.

ARTICLE V- MEETINGS

(1.) REGULAR MEETINGS

- a. The annual membership meeting of the Association shall be held at a time and location selected by the Board.
- b. All members of the Association will be notified of the time and place of the annual meeting by three months prior to the meeting.
- c. All meetings will be open to all members with the exception of a meeting, or parts of a meeting, to discuss possible expulsion of a member. Such meeting may be closed at the request of the member being considered for expulsion.

(2.) SPECIAL MEETINGS

The Chairman may call special meetings of the Association if he deems it to be in the best interest of the Association. The notice shall state reasons that such a meeting has been called; the business to be transacted, and who called the meeting. At the request of at least four (4) of the Board members or at the request of at least twenty-five percent (25%) of all the voting members of the Association; the Chairman shall call a special meeting. Such request must be in writing with thirty (30) days notice. No other business may be discussed during the special meeting. During the special meeting a member may elect to have his/her vote cast by proxy. The member voting the proxy must have in his possession a letter from the absent member allowing the proxy vote. This letter shall state the meeting date and agenda items to be discussed and shall be notarized. The proxy is valid for only one meeting.

(3.) PLACE OF MEETING

The Chairman may designate any place within the state as the place of meeting for annual meetings or for any special meeting.

(4.) NOTICE OF MEETING

Written or printed notice stating place, date and time of the meeting; in case of a special meeting, the purpose or purposes for which the meeting is called, shall be mailed not less than thirty (30) days prior to the date of the meeting. The notice shall be deemed delivered to the member at his/her address as it appears on the books of the association. The "Association" newsletter may accomplish this written notice. The member may elect to have all notification of meetings delivered by electronic mail. If the member requests this option the mail will be delivered to the e-mail address listed on the membership role of the Association.

(5.) QUORUM

- a. In case of the all Association and Division annual meetings, all special meetings where proper notification was accomplished, a quorum exists when the lesser of 20% or twenty-five members are present.

b. In the case of a GAEMS Board of Directors meeting, a quorum is the presence of not less than fifty-one (51%) of the board of directors.

(6.) VOTING

Each voting member will be entitled to one (1) vote on each matter submitted to a vote of Association members. Voting, except for the election of officers and board members, shall be via voice. Proxy voting, with the exception of called "special" meetings, will not be allowed.

(7.) ORDER OF BUSINESS

Unless otherwise specified, meetings will follow "*Robert's Rules of Order*".

ARTICLE VI ELECTIONS

(1.) Three months prior to the annual meeting the Chairman will issue a call for officer candidates. Any member who would be willing to serve as an officer of a Division or a member of the board "at large" shall notify the Chairman, in writing, within thirty (30) days after this call for candidates. The officer candidate may, at his/her discretion provide a one page document of his/her qualifications and goals for the Association. This document will be included in the ballot that will be mailed out to the membership for election of board members; the Association shall provide ballots and there shall be no mark or marking on the ballot that could indicate the person who cast such ballot. These ballots shall allow each member to vote for the president and vice president of the Division they have qualified affiliation with and to vote for two (2) members of the board of directors "at large."

(2.) Thirty days prior to the annual meeting each Division President will appoint a member from his/her division to serve as a member of the "Inspectors of Election Committee. This group will meet two hours before the annual meeting and select by open vote an "election chairperson" to report to the general membership. This group will open and count all ballots and certify, in writing, to the Chairman, the results of the election. The original of this document shall be physically affixed in the minute book of such meeting. The election chairman of the "Inspector of Elections" committee will report the results of the election to the general membership.

(3.) No member of the "Inspector of Election" committee shall be a holder of an office or a candidate for an office.

ARTICLE VII - BOARD OF DIRECTORS

(1.) GENERAL POWERS

The “board” shall manage the business and affairs of the Association. The board may adopt such rules and regulations for the conduct of their meetings and the management of the Association, as they deem proper, consistent with these by-laws and the laws of this state. Any such rules shall be added as an appendix to these by-laws.

(2.) NUMBER, TENURE AND QUALIFICATIONS of the Board of Directors

The “Board of Directors” shall consist of the President and Vice-President of each of the affiliated divisions and five (5) members elected at large. The board, after being elected, will at its first meeting, elect a Chairman, Vice-Chairman, Recording Secretary, and Treasurer. These officers will be the officers of the “Board and the Association.” Any voting member is eligible for election to the Board of Directors.

The terms of the board members shall be staggered. Elections held on even numbered years will elect the two “at large” members. Elections held on odd years will elect the three “at large” members. Length of term will be two years and members are eligible to serve an unlimited number of terms, if so elected.

All voting members are eligible for office. To be eligible for the President or vice-President of any Division you must be a member in good standing of that Division.

(3.) REGULAR MEETINGS

A regular meeting of the board of directors shall be held without other notice immediately after, and at the same place as the annual meeting of members. At this meeting election of board officers will occur. The board members may provide, by resolution, the time and place for holding of additional regular meetings, however proper notice must be given to members not in attendance at the meeting where the resolution was passed.

(4.) SPECIAL MEETINGS

Special meetings of the board members may be called by or at the request of the Chairman or any four (4) board members. The person or persons authorized to call special meetings of the Board members may assign the place for holding any special meeting of the board members called by them.

(5.) NOTICE

Notice of any special meeting shall be given forty-eight hours in advance by personal communication. The attendance of a board member at a meeting shall constitute a waiver of notice of such meeting, except where a board member attends a meeting for the purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

(6.) QUORUM

At any meeting of the Board fifty-one (51%) of the board shall constitute a quorum for the transaction of business.

(7.) MANNER OF ACTING

The act of the majority of the board present at a meeting at which a quorum is present shall be the act of the board members. Each board member shall have one (1) vote and such voting may not be done proxy.

(8.) BOARD MEMBER VACANCIES

Vacancies occurring in the board, for the at large positions may be filled by a vote of majority of the board members then in office. A member who represents the same Division as the member who has vacated the position should fill the position. If the vacancy is an officer of a Division, the Board will notify the presiding officer of the Division and request an election to fill this position. If the president of a Division resigns or is removed from the board the vice president will assume the position of president. The Division will elect another member to become vice-president of the Division. The Division should do this in a "special meeting" called for the purpose of electing a vice president. During such a meeting proxy voting is allowed.

A board member elected to fill a vacancy caused by resignation; death or removal shall be elected to hold the office for the unexpired term of his/her predecessor

(9.) REMOVAL OF BOARD MEMBERS

Any of the board members may be removed for cause by three-fourths (3/4) vote of the association membership entitled to vote at the next meeting. A board member may be suspended by a majority vote of the remaining members of the board, until such time as the general membership votes to remove such board member. If the general membership fails to remove the board member, the member is reinstated to the board. Any board member who misses three consecutive meetings may be subject to removal at the discretion of the board.

(10.) RESIGNATION OF BOARD MEMBERS

A board member may resign at any time by giving written notice to any member of the board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board.

(11.) PRESUMPTION OF ASSENT

A board member who is present at a meeting of the "board of directors" at which action on any association matter is taken shall be presumed to have assented to the action; unless, his/her dissent shall be entered in the minutes of the meeting; or unless he shall file his/her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof; or shall forward such dissent by registered mail

to the secretary immediately after the adjournment of the meeting. Such right to dissent shall not apply to a board member who voted in favor of such action.

(12.) EXECUTIVE AND OTHER COMMITTEES

A. Authority

The Board may establish such committees, standing or ad hoc, as shall be necessary. The Chairman will appoint all committees, with the exception of the “Inspections of Election” committee. The Chairman may at his discretion include members from each division to the appointed committees.

B. Executive Committee

The “Executive Committee” will consist of the Chairman, Vice-Chairman, Recording Secretary, and Treasurer. The committee shall be empowered to manage the association with all powers of the board members between meetings of the board members.

C. By-laws Committee

The “By-laws Committee” shall consist of at least three (3) Association members. The committee’s function will be to study by-laws in order to recommend amendments necessary to maintain the operating efficiency of the Association.

D. Awards Committee

The “Awards Committee” shall consist of no less than three (3) members. The committee will oversee the administration of the Association’s awards program, to include development, distribution, selection, and presentation.

ARTICLE VIII - OFFICERS

(1.) NUMBER

The officers of the association shall be Chairman, Vice-Chairman, Recording Secretary and Treasurer.

(2.) Chairman

The Chairman of the Association shall be the chief executive officer of the Association and subject to the control of the board. He shall supervise the business and affairs of the Association. He shall, when present, preside at all meetings of the membership and of the board. He may sign, with the secretary, or any other proper officer of the Association hereunto authorized by the board, any deeds, mortgages, bonds, contracts, or other instruments which the board have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board or by the by-laws to some other officer of the Association, or shall be required by law to be otherwise signed or executed. Also, in general, perform all duties as incident to the office of the

president and such other duties as may be prescribed by the board members. The Chairman shall be an ex-officio member of all committees.

(3.) Vice-Chairman

In the absence of the Chairman or in the event of his inability to perform his duties the Vice-Chairman shall perform the duties of the Chairman, and when so acting shall have the powers of and be subject to all the restrictions of the Chairman. The Vice-Chairman shall perform such other duties as may be assigned to him by the Chairman or by the board.

(4.) RECORDING SECRETARY

The recording secretary shall keep the minutes of both the general meetings and of the board meetings in one or more books provided for that purpose. The recording secretary will be responsible for the safe keeping of these minutes and should bring these minutes to all meetings. The recording secretary will see that all notices are duly given in accordance with the provisions of the by-laws or as required by law. He will be the custodian of the Association's corporate records and of the seal of the Association. He will keep a membership register, which will include, but not be limited to; the name, address, preferred method for delivery of official notification, and Division affiliation of each member. The recording secretary will be responsible for the upkeep of the by-laws, including a copy of these original by-laws, and a record of changes of the by-laws. The board may request the recording secretary, to perform other duties that might pertain to the office of secretary.

(5.) TREASURER

The treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with surety or sureties, as the board members shall determine. He shall have charge and custody of and be responsible for all funds and securities of the association. The treasurer shall receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies or other depositories and shall be selected in accordance with these by-laws. In general, this person shall perform all of the duties as may be assigned to him/her by the Chairman or by the board members. The "Association" will be responsible for the cost of the bond. If for any reason the elected treasurer cannot be bonded at a reasonable cost then the treasurer will be replaced by board election. The inability to be bonded shall not be a cause for removal from the board.

ARTICLE IX– DIVISIONS

(1.) ESTABLISHMENT

The general membership is authorized to establish "Divisions of the Association".

(2.) PURPOSE

Divisions may be established for the purpose of forming a forum within the Association for those members with distinct professional interests to share ideas, information, education, and to assure the needs and concerns of these members are reflected in the policies and programs of the Association or to carry out such work of the Association that goes beyond the work and responsibilities of it's committees.

(3.) AUTHORITY AND POWER

Operating guidelines will be established for each Division by the board. Divisions may request alterations of the standard operating guidelines to the board. The Divisions shall operate under the fiscal control of the Association, and shall continue in existence so long as the general membership may determine. The orders and authority of the Association shall be supreme and in the event of a conflict with these by-laws or other governance procedures of the Association; the Association shall prevail. If a conflict should arise the decision of the Board of Directors' is to be upheld. Guidelines or rules of order adopted by any Division should be added as an appendix to these by-laws.

ARTICLE X - FISCAL AFFAIRS

(1.) CONTRACTS

The board may authorize any officer or officers to enter into any contract or execute and deliver any instrument in the name of and on the behalf of the association, and such authority may be general or confined to specific instances.

(2.) LOANS

No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the board. Such authority may be general or confined to specific instances.

(3.) CHECKS, DRAFTS, ETC.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the association, shall be signed by such officer or officers of the Association and in such manner as shall be determined by resolution of the Board.

(4.) DEPOSITS

All funds of the Association not otherwise employed shall be deposited to the credit of the Association in such banks, trust companies or other depositories as the Board may select.

(5.) FISCAL YEAR

The fiscal year of the Association shall begin on the first day of July in each year.

(6.) BUDGET

Each year, before the annual meeting, the Chairman will see to the development of a budget. This budget should include all anticipated revenues and expenditures, including those of the various Divisions. The budget will be developed with input from all Divisions and attempts will be made to meet the budgeted needs of each Division.

This budget will be prepared in a timely manner in order to make the document available to all members before the annual meeting. It will be permissible to post the budget on an appropriate web site or other electronic medium for review by the membership. The proposed budget will be presented to the general membership at the annual meeting for approval.

ARTICLE XI - SEAL

The board shall provide a corporate seal for the Association, which shall be circular in form and shall have inscribed thereon the name of the Association, the state of incorporation, year of incorporation, and the words, "*Corporate Seal.*"

ARTICLE XII - INSPECTION

Any member, his/her accountant or attorney, may inspect all books and records of the association, for any proper purpose, at any reasonable time on written demand under oath stating such purpose. The Association will follow "*Georgia Open Records Laws.*"

ARTICLE XIII - WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any member or board member of the Association under the provisions of these by-laws or under the provisions of the articles of incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Such waiver in the case of a special meeting must specify the general nature of the business to be transacted.

ARTICLE XIV - ACTION BY CONSENT

Any action required by law or under the "Articles of Incorporation" of this Association or these by-laws or any action which otherwise may be taken at a meeting of the members of the board members may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all persons entitled to vote with respect to the subject matter of such consent and filed with the Recording Secretary of the Association.

ARTICLE XV - COMPENSATION

The Association will not have or issue shares of stock. No dividend will be paid, and no part of the income of this Association will be distributed to its members, board members, or officers. No officer or board member shall, for reason of the office, be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or board member from receiving reasonable compensation and/or reimbursement from the organization for duties other than as a board member or officer.

ARTICLE XVI - AMENDMENTS

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a vote of the members representing a majority of all votes of those members present and entitled to vote at any official meeting or at any special member's meeting when the proposed amendment has been sent out in the notice of such meeting.

ARTICLE XVII – TRANSITION

This section is placed into the by-laws to guide the organization through the merger with other EMS associations in Georgia. This article will become mute at the time of the second year election when all positions have been duly elected by the general membership.

(1.) MEMBERSHIP

All members of the “Georgia Association of EMTs”, the “Georgia EMS Director’s Association” and the “Emergency Medical Director’s Association” will become members of the Association.

(2.) OFFICERS

Officers of the association immediately upon formation will include the president and vice president of each of the divisions. These officers will elect a president, vice president, recording secretary, and treasurer. These officers will hold these positions until the general membership can elect the five (5) at large board members. The officers will be expected to conduct all business of the association while elections are being held for other board members.

The board president will issue a call for candidates for the at “large” board member positions. The presidents of each of the divisions will work to insure all members of their division are notified of this call. The membership will be given no less than thirty (30) days to respond, in writing; to announce their candidacy for board membership. All persons who seek office must declare their candidacy. No member may nominate another member for office. The president will then issue a call for election for these at large board members. The board will insure all members are mailed a ballot listing all names seeking board membership. The sitting board will constitute the "*Inspector of Election*" committee for this vote. They will, as a group, open and count each vote and announce to the general membership the results of the election. Each member will be allowed to vote for three (3) at large board members. Of these votes the members who receive the most votes will become board members. In the event of a tie the sitting board will vote to break the tie.

As soon as possible, giving notice as prescribed in the by-laws, the president will call for a full board meeting. At this meeting the board will elect a president, vice president, recording secretary, and treasurer. The “at large” board members will, by draw of numbers, determine the number of the “at large” position they hold. This draw will determine when their position is up for reelections.

At the appropriate time, as prescribed in the by-laws the president will call for an election for the board membership. At the second annual meeting, after this merger, the entire board will have been duly elected as prescribed in these by-laws and this article will cease to function.

ARTICLE XVIII- DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event of dissolution of this Association, to the extent allowed under applicable law, all assets of the association shall be distributed to, or its assets shall be sold and the proceeds distributed to, another organization organized and operating for the same purposes for which this corporation is organized and operating, or to one or more corporations, funds or foundations organized and operating exclusively for religious, charitable, scientific, literary or educational purposes, which shall be selected by the board of directors of the association. In the event that for any reason upon the dissolution of the corporation the board of the directors of the corporation shall fail to act in the manner herein provided within a reasonable time, the senior judge of the superior Court of Monroe County shall make such distribution as herein provided upon the application of one or more persons having a real interest in the association or its assets.

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