

# BYLAWS OF THE NEBRASKA EMERGENCY MEDICAL SERVICES ASSOCIATION, INC.

## ARTICLE 1 - CORPORATE NAME

1.1 The name of the corporation is: NEBRASKA EMERGENCY MEDICAL SERVICES ASSOCIATION, INC. (NEMSA)

1.2 The principal office of the Association shall be in the name of the duly elected Secretary, at a Post office Box in a convenient U.S. Post Office. **Change to :** The principal office of the Association shall be in the name of duly elected Treasurer or a designee of the President.

## ARTICLE II - PURPOSE

2.1 To promote and insure that all Emergency Care Providers upgrade and maintain the highest degree of skills and knowledge.

2.2 To encourage the maintenance of the highest degree of skills and knowledge.

2.3 To encourage, promote, and engage in the sponsorship and initiation of legislation towards the betterment of EMS delivery within the State of Nebraska

2.4 To encourage, promote, and engage in the sponsorship and initiation of courses of instruction and schools of training for the purpose of increasing the knowledge and efficiency of Emergency Care Providers

2.5 In general, to do any lawful acts conferred by the laws of the State of Nebraska upon nonprofit corporations; provided, however, that the Association shall not at any time engage in any activity not permitted to exempt organizations under the Internal Revenue Code.

## ARTICLE III – MEMBERS

3.1 Membership shall not be limited or denied on the basis of race, creed, religion, sex or national origin.

3.2 Active Member: any person who is registered as an Emergency Care Provider by the State of Nebraska Department of Health and Human Services who pays dues as established by the Board of Directors. An Active Member will be entitled to make motions, vote and hold elected office.

3.3 Affiliate Member-any person interested in the purposes of NEMSA who wishes to further and support its endeavors in the emergency medical service delivery system, and pays dues as established by the Board of Directors. An Affiliate Member is not entitled to make motions,

vote, or hold elected office.

3.4 Any person who becomes (~~became~~) an Active Member of NEMSA within the first six months after incorporation is a Founding(~~charter~~) Member. ~~All charter members will be designated. **Delete** “Any person who becomes an Active Member of NEMTA within the following 18 months is a Charter Member. Such persons continuing membership beyond the Founding and Charter period shall have the word Founding or Charter respectively, preceding their classification of membership. Founding and Charter Members will be required to pay dues.”~~

3.5 Service Member-any Service who is licensed by the Nebraska Department of Health and Human Services, and who pays dues as established by the Board of Directors.

~~(delete)~~ 3.7 Members entitled to vote may each cast one vote upon all matters brought before the membership.

3.8 Honorary Membership may be conferred by the Board of Directors upon any person who has rendered notable services to the Association. An Honorary Member shall not be entitled to make motions, vote, or hold elected office.

3.9 (To remain a Member, annual dues must be paid each year and other requirements must be met as determined by the Board of Directors) ~~delete previous statement~~. Membership may be terminated by the Board of Directors for failure to pay dues, for failure to maintain the requirements for membership in each class, for noncompliance with any provision of these bylaws or any rule and regulation, or for conduct detrimental to the best interest of NEMSA. **Membership is not transferable.**  
**Membership in NEMSA will be on an annual basis. A 60-day grace period is provided before a name is removed from the membership list.**

3.10 A Member may resign by submitting a signed resignation to any member of the Board of Directors of the Association and will become effective upon receipt or upon a date specified. Dues of a resigning Member will not be remitted.

**Delete and combine with 3.9 and 3.11**

3.11 Membership in NEMSA shall not be assignable, nor shall membership pass by operation of law or otherwise to anyone other than the Member. **add Membership is not transferable.** Membership in NEMSA will be on an annual basis. A 60-day grace period is provided before a name is removed from the membership list.

3.12 Affiliate Sponsor-any organization providing EMS, supplying EMS equipment, or has an interest in the furtherance of EMS and who pays dues as established by the Board of Directors. An Affiliate Sponsor is not entitled to make motions, vote or hold elected office.

## ARTICLE IV - INTERNAL MANAGEMENT

4.7 All meetings and elections of the Association, Board of Directors, or committees shall be conducted in accordance with the then current Robert's Rules of Order.

.8 Nothing in these Bylaws shall be in conflict with any State or Federal law or regulation. If any conflict shall arise, the Bylaw(s) in question shall be made to conform to such law or regulation. Bylaws not in conflict with law or regulation shall remain in full force and effect.

4.1 Any meeting of the Members, Committees, or Board of Directors may be held in or out of the State of Nebraska.

4.2 NEMSA may, at any time, by a vote of a majority of its Members, authorize a petition for its dissolution. Upon dissolution, the net assets, after payment of liabilities or obligations, shall be distributed to such non-profit emergency medical service organization or non-profit emergency medical service organizations as designated by vote of the Board of Directors.

4.3 Any bylaw may be amended or replaced at any Annual Meeting or special meeting of the Members by the vote of two-thirds of the Members present. The notice of the amendment or repeal shall specify the subject matter of the proposed amendment or repeal.

4.4 The fiscal year of the Association shall end on the thirty-first day of December of each year.

4.5 A quorum for any and all business conducted by NEMSA unless specified elsewhere in these bylaws shall be twenty-five Members. Change to: A quorum for NEMSA General meetings shall be seventeen members.

4.6 Any meeting may be recessed from time to time by a majority vote and the meeting may later be held as recessed without further notice.

## ARTICLE V - MEETINGS

5.1 An Annual Meeting of NEMSA shall be held each year. Notice is to be given in accordance with bylaws.

5.2 A special meeting of the Members may be called at any time by a majority of the Board of Directors or by twenty-five Members. Change to : 2% of the total membership in good standing.

5.3 Notice (**notification**) of each Annual Meeting or special meeting shall be **made** to the Members at least 30 days before the meetings. **Delete :** (Whenever notice of a meeting is required to be given to a Member under any provision of the laws of the State of Nebraska or of these bylaws, attendance at the meeting or a written waiver filed with the records of the meeting, shall be deemed equivalent to notice received.)

5.4 **Delete:** When a quorum is present at any meeting, a simple majority shall control unless otherwise specified within the bylaws.

## ARTICLE VI - OFFICERS

6.1 Officers of NEMSA shall be a President, First Vice-President, Second Vice-President, Secretary, and Treasurer. Officers of NEMSA shall be elected by a simple majority. Any Officer may be required by the Board of Directors to give bond at the expense of the Association for the performance of his or her duties in such amount and with such sureties as determined by the Board of Directors

6.2 The President shall be the Chief Executive Officer of NEMSA. The President will be elected for a two-year term by the membership on even numbered years. The President shall appoint Active Members to all Standing Committees and shall be a member ex-officio of all committees. The President shall preside at all meetings of the Association, and at all meetings of the Board of Directors. In the event the President dies, resigns, is removed from office, or becomes disqualified; the First Vice-President shall succeed to the office of the President, and serve the remainder of the Presidents term of office.

6.3 The First Vice-President shall preside at all meetings of the Association and the Board of Directors in the absence of the President. The First Vice-President will be elected for a two-year term by the membership on odd-numbered years. The First Vice President shall be a member of the Legislative Committee, the Awards Committee, **Add :and oversee the website.** In the event the First Vice-President dies, resigns, is removed, or becomes disqualified, the Second Vice-President shall succeed to the office of First Vice-President and assume the duties of that office and Second Vice-President until time of the next Board Meeting when a new Second Vice-President will be appointed.

6.4 The Second Vice-President shall preside at all meetings of the Association in the absence of the President and First Vice-President. The Second Vice-President will be elected for a two-year term by the membership on even-numbered years. In the event the Second Vice-President dies, resigns, is removed or becomes disqualified, a new Second Vice-President shall be appointed by the Board of Directors at the time of the next Board Meeting to serve the remainder of the term. The Second Vice-President shall be a member of the Nominations/Elections Committee, and the Education Committee.

6.5 The Secretary shall be elected to a two-year term by the membership on odd-numbered years. The Secretary shall assume the duties of: (a) Attending and recording the minutes of the

meetings of the Association, the Executive Committee, the Board of Directors, and shall maintain the records of all other adhoc and Standing committees. (b) Publishing and distributing to all officers and directors the minutes of meetings within 30 consecutive days following the meetings. (c) Responding to all correspondence with membership on behalf of the officers and directors when so directed by their action. (d) Notifying the membership, Executive Committee, and Board of Directors of meetings called for business of the Association. (e) Presenting an expenditure report for approval of reimbursement or payment of expenses for postage, office supplies, or other expenses for this office. (f) Being a member of the Publications/Public Relations Committee. (g) Maintaining in his or her name a U.S. Post Office Box as the principal office of the Association.~~(delete)~~ (h) Performing other duties appointed by the Executive Committee or Board of Directors.

6.6 The Treasurer shall be elected to a two-year term by the membership in even-numbered years. The Treasurer shall assume the duties of: (a) Keeping ~~Change:~~ ~~(have)~~ a current list of Members available for inspection at reasonable times. (b) Being the Financial Officer to collect dues and other revenues and to expend funds as approved by the Association Board of Directors. (c) Keeping accurate records of account(s). (d) Being a member of the Finance and Budget Committee. ~~Add : and the membership committee~~ (e) Being a signatory of checks, warrants, drafts, and orders of draft for payment of money. (f) Insuring that there are two signatories of all checks, warrants, drafts, and orders of draft for payment of money, the second of whom shall be another officer of the Association, the Finance Officer of a Division, or a representative of the Finance Committee. (g) Securing a bond as established by the Board of Directors at the expense of the Association. (h) Providing a report of finances to the Association, the Executive Committee, and the board of Directors on a regular basis. (i) Performing other duties as appointed by the Board of Directors.

6.7 The Executive Committee shall consist of the President, First Vice-President, Second Vice-President, Secretary and Treasurer. The Executive Committee shall be responsible for the day to day business and operation of the Association and shall be responsible to the Association Board of Directors for all business conducted and as limited and reserved to the membership by statute, or these bylaws. A quorum of the Executive Committee shall be simple majority. The President shall assume the responsibility of Chairperson of the Executive Committee.

6.8 Officers and Directors may resign at any time by delivering a written notice to any Member of the Association Board of Directors. The effective date shall be upon receipt or date specified.

6.9 The Board of Directors may remove any officer or Director for cause, as determined by the Board. A director or officer may be removed for cause only after 30 days notice and a reasonable opportunity to be heard has been given. A roll call vote of the Association Board of Directors must be accorded as a three-fourths majority in favor of removal from office.

## ARTICLE VII -ASSOCIATION BOARD OF DIRECTORS

7.1 The Association Board of Directors shall consist of the duly elected or appointed President, First Vice President, Second Vice President, Secretary, Treasurer, two individuals elected from and by the membership, one on odd-numbered and one on even-numbered years, for two-year terms; one individual appointed by the President of each NEMSA Division for two-year terms. If there are even numbers of NEMSA Divisions, one Board of Director appointee will begin their term on an odd-numbered year, and the other on an even-numbered year. In the event there is an odd number of NEMSA Divisions, the majority of appointees will begin their term on an even-numbered year.

7.3 Each Member of the Board of Directors shall have one vote except the President, who may vote only to break a tied ballot.

7.4 A quorum for the purpose of conducting business shall be a simple majority.

7.5 Notice of any meeting of the Board of Directors shall be given at least 10 days prior to the scheduled date of the meeting. Directors have the right to waive the 10-day notice provision either by their presence or by written waiver.

7.6 The Board of Directors shall have a minimum of two meetings each year, either in person, or by teleconference.

7.7 Meetings of the Board of Directors may be called by the Association President, or by any two Directors.

7.8 No Officer or Director resigning, and (except where a right to receive compensation shall be expressly provided in a duly authorized written agreement with the Association) no Officer or Director removed shall have any right to compensation for the period following resignation or removal, nor any right to damages on account of such removal unless the Board of Directors provides for the same.

7.9 A vacancy in any office may be filled by the Board of Directors unless a provision for filling the vacancy is otherwise specified in these bylaws.

## ARTICLE VIII - COMMITTEES

8.1 The Nominations/Elections Committee shall: (a) receive each year the nominations for office. (b) Verify the willingness and qualifications of nominees to serve. (c) Conduct the elections as established in the Elections Guidelines. The Chair of the Nominations/Elections committee shall be appointed annually by the President. The association's First **Change to**

(Second) Vice-President will be a member. The committee shall not be limited to fewer than three Members. Appointments to this committee are to be approved by the Board of Directors annually.

8.2 The Education Committee shall: (a) Conduct, develop, or assist in the programs, lectures, courses, or other means of education for the benefit of the Members and the profession at large. (b) Solicit such funds as may be necessary to further the education of Emergency Care Providers. (c) Encourage the participation of all qualified Emergency Care Providers. The Chair of the Education Committee shall be appointed annually by the President. The Association's Second Vice-President shall be a member. The Committee shall not be limited to fewer than three Members. Appointments to this committee are to be approved by the Board of Directors annually.

8.3 The Finance Committee shall: (a) Supervise the keeping of account(s). (b) Submit an annual budget for the approval of the Board of Directors. (c) Set the budget for all standing Committees. (d) Arrange for an audit for the books annually. (e) Formulate financial policies for the Association. The Chair of the Finance Committee shall be appointed annually by the President. A member of the Finance Committee shall be the Association's Treasurer. The committee shall not be limited to fewer than three Members. Appointments to this committee are to be approved by the Board of Directors annually.

8.4 The Legislative **Change to : (Advocacy)** Committee shall: (a) Promote legislation needed to benefit Emergency Care Providers provided that such activity is not in conflict with these bylaws nor is denied to exempt organizations under the Internal Revenue Code. (b) Keep the Board of Directors aware of legislation affecting Emergency Care Providers. (c) Give guidance to the Board of Directors in establishing a formal policy by the Association. **Add :** (d) **act as a representative of the association to other agencies as designated.** The Chair of the Legislative(advocacy) Committee shall be appointed annually by the President. The First Vice-President shall be a member of the Legislative(advocacy) Committee. The Committee shall not be limited to fewer than three Members. Appointments to this committee are to be approved by the Board of Directors annually.

8.5 The Awards Committee shall: (a) Select the most outstanding recipients of the Association Awards from names of Members submitted. (b) **Delete:** Submit to the National Association of Emergency Medical Technicians all names of EMS Care Providers submitted. **( no longer required by national** (c) Check the eligibility of names submitted. The Chair of the Awards Committee shall be appointed annually by the President. The Association's First Vice-President shall be a member of the Awards Committee. The Committee shall not be limited to fewer than three Members. Appointments to this committee are to be approved by the Board of Directors annually.

8.6 The Publications and Public Relations Committee shall: (a) Provide the Members with notice of meetings, conferences, seminars, and workshops sponsored in whole or in part by the Association. (b) Participate in publication of an at least quarterly newsletter or magazine, and

Participate in development and maintenance of a NEMSA web site. (c) Prepare and make annual reports to the Board of Directors of proposals, budget, Members activities, and recommendations. The Chair of the Publication and Public Relations Committee shall be appointed annually by the President. The Association's Secretary **Add ; (and the First Vice-President)** shall be a member of the Publication and Public Relations Committee. The committee shall not be limited to fewer than three Members. Appointments to this committee are to be approved by the Board of Directors annually.

**ADD:** The Membership Committee shall: (a) promote, recruit and maintain membership of the association, b) provide the treasurer as needed a current list of members. The chair is appointed annually by the President. The treasurer shall be a member of the committee. The committee shall not be limited to fewer than three Members. Appointments to this committee are to be approved by the Board of Directors annually.

8.7 The President, the Board of Directors, or the membership may create adhoc committees as needed. All adhoc committees shall have a budget set by the Finance committee prior to any action. The business of this committee shall be conducted in accordance with these bylaws. The President shall be an ex-officio member of these adhoc committees.

8.8 The Board of Directors may remove any Member from any committee including the Executive Committee with reasonable cause according to the procedures contained in these bylaws. The Board may terminate the existence of any committee or committees. Any committee member, including the Executive Committee, Standing committees, or adhoc committees may be removed for unexcused failure to attend two committee meetings. This action requires a three-fourths vote of the Board of Directors.

**Delete :** ARTICLE IX - OTHER REPRESENTATIONS (combined with advocacy)

9.1 The Board of Directors shall approve representatives sent by any other organizations as liaison to the Association. The Board must also approve any liaison representatives from the Association to other organizations.

9.2 The Board of Directors shall elect and approve the representative to the National Association of EMT's ( Board of Governors according to the terms of the Affiliates' Agreement with NAEMT and the Bylaws of NAEMT Section 8: (a) Credentials for the Governor) representative shall be sent to NAEMT upon Board of Directors approval. (b) The Board of Directors shall review and approve the Affiliate Agreement.

9.3 The President may, subject to the approval of the Board of Directors, appoint liaison representatives to the following: (a) Nebraska Department of Health and Human Services (b) Nebraska Volunteer Firefighters Association. (c) Any other organization deemed expedient.

ARTICLE X - DIVISIONS

10.1 The Board of Directors is authorized to establish Divisions of the Association.

10.2 A Division may be established at the request of 20 members and with the concurrence of the Board of Directors to provide a forum within the Association for those Members with a special professional interest to share ideas, information, education, and to assure that the needs and concerns of these Members are reflected in the policies of the Association.

10.3 Divisions are established under the authority of the Board of directors. The Board may delegate certain powers to the Divisions to act on behalf of the Members of the Divisions

10.4 Except as the Board of Directors may otherwise determine, any Division may make rules for the conduct of its business, but, unless otherwise provided by the Board of Directors, the business of any Division shall be conducted as nearly as may be possible in the same manner as is provided in these bylaws. The association may resolve, by a simple majority, to terminate the existence of any Division.

10.5 Where any guideline or policy of a Division is a conflict with the Articles of Incorporation or these Bylaws of the Association, the Bylaws or Articles of the Association shall control.

10.6 A Division may establish goals and objectives. Such Goals and Objectives shall become effective upon approval of the Division membership and the Association Board of Directors.

10.7 A Member in a Division must first be a Member of the Association. Divisions may establish membership requirements which must be approved by the Board of Directors.

10.8 Each Division may establish dues to be paid by members of the Division. Dues paid to the Division shall not be identified as dues paid to the Association. Expenditure of division funds, in the event the Division should cease to exist, shall be approved by the Association Board of Directors.

10.9 A Division shall be governed by a Board of Directors, elected in a manner established by its membership with the approval of the Association Board of Directors.

10.10 Each Division President shall appoint a representative to the Association Board of Directors to serve for a period of two years commencing at the time of the election. If there are even numbers of NEMSA Divisions, one Board of Director appointee will begin their term on an odd-numbered year, and the other on an even-numbered year. In the event there is an odd number of NEMSA Divisions, the majority of appointees will begin their term on an even-numbered year. The President of each Division shall serve as an ex-officio liaison on the Board of Directors. The Association President Add:(or a designee) shall serve as liaison to each Division Board of Directors.

10.11 Each Division shall establish and elect such officers as it may deem necessary. The terms of the officers shall be established by the Division membership. The officers shall be elected from and by the members of the Division.

10.12 A Division shall assume all expenses incurred by and for the Division. Revenue of the division shall be placed in the general operations account of the Association should the Division cease to exist. A division shall not be empowered to borrow money, or to operate with a negative balance or deficit financing.

10.13 A Division may form local chapters whose operations shall conform to the Association bylaws and the Division bylaws.

10.14 A Division shall establish an annual meeting and elect officers and directors at that time. An annual report of the Division shall be presented to the Association Board of Directors.

10.15 A Division may form committees.

10.16 A Division Board of Directors may petition the Association Board of Directors for bylaws changes affecting the Division. An adhoc committee will be formed by the Association to review and make recommendations regarding submitted proposals.

#### ARTICLE XI - INDEMNIFICATION

11.1 NEMSA shall, to the extent legally permissible, and only to the extent that the status of the Association as an organization exempt from federal income taxation under Section 501 (C) (6) of the Internal Revenue code is not affected thereby, indemnify each of its Directors, Officers, Employees, or Agents against all liabilities and expenses, amounts paid by way of settlement, satisfaction, in compromise or as fines or penalties and counsel fees, reasonably incurred in connection with the defense or disposition of any action, suit, or other proceeding by reason of his or her being or having been a Director, Officer, Employee, or Agents as long as the actions of omissions committed were done in good faith and in the belief that the actions taken were in the best interests of NEMSA.

11.2 Expenses, including counsel fees, reasonably incurred by any Director or Officer in connection with the defense or disposition of any such action, suit, or other proceeding may be paid from time to time by NEMSA in advance of final disposition. The right of indemnification hereby provided should not be exclusive of nor affect any other rights to which any person may be entitled. As used in this section, the terms "director", "Officer", "Employee" or "Agent" includes their respective heirs, spouses, and personal representatives.

11.3 Nothing contained in this section shall affect any rights to indemnification to which personnel other than Directors and Officers may be entitled by contract or under law.

11.4 In no event shall the Association make payment to a Director, Officer, Employee, or Agent if such payment would constitute an unlawful or disallowable taxable expenditure under Section 4945 of the Internal Revenue Code.

#### ARTICLE XII - ASSOCIATION SEAL

12.1 The Association shall adopt a suitable emblem seal in such format as to be decided by the Board of Directors.

12.2 The Seal shall remain in the custody of the Secretary of the Association.

**All articles and sections will be renumbered according to changes excepted by the membership vote.**