

NATIONAL ASSOCIATION OF STATE EMS OFFICIALS



BYLAWS

AS OF JUNE 15, 2023

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Section I – Membership

For the purposes of this document, the word “state” shall include the District of Columbia and all other U.S. territories.

A. State EMS Directors

Shall be limited to the director (or the assigned equivalent title) of each state, the District of Columbia, and territorial lead emergency medical services (EMS) agency. Should a state EMS director be promoted or the role otherwise change, but remain in the supervisory chain of command of the state EMS director, that individual may retain the state EMS director membership and subsequent voting rights. If a question arises regarding the identification of the lead EMS agency or its director in any state, the governor of that state shall be requested to make the final designation for purposes of membership in this organization. Only state EMS directors or their proxy has full voting rights. Voting rights include election of officers, bylaws changes, resolutions, approval of the annual budget, and motions and other action during any meetings of the Association at which business is conducted. Absentee voting is allowed. If a member is going to use a proxy, they must notify the NASEMSO secretary in writing. A proxy may be an individual representing their state or another state EMS director.

B. State EMS Officials

State EMS personnel named in the annual membership dues invoice or as a replacement made by the state EMS director in the course of the year. Only members in this category or their proxy have full voting rights within and are eligible to serve as officers of the councils. Absentee voting is allowed. Voting rights include election officers for councils, and on any business conducted or action taken during meetings of councils and committees.

C. Associate

Any individuals whose application and dues are current according to the current package of rights, privileges, dues, and similar policies of the Association. Voting rights include any business conducted or action taken during meetings of committees that do not constitute a conflict of interest as described in the NASEMSO Policy and Procedures Manual.

D. Corporate

Any non-governmental organization whose application and dues are current according to the current package of rights, privileges, dues, and similar policies of the Association. Voting rights include any business conducted or action taken during meetings of committees that do not constitute a conflict of interest as described in the NASEMSO Policies and Procedures Manual.

E. Project Investment

Any state governmental agency that contributes funds for a specific NASEMSO-driven project, at or above the current Corporate-level membership. Voting rights include any business conducted or action taken during meetings of the germane committee that do not constitute a conflict of interest as described in the NASEMSO Policies and Procedures Manual.

Section II - Meetings

The National Association of State EMS Officials will meet at least annually. At the discretion of member states, time will be allocated at each Annual Meeting for regional meetings. Regions may also meet on their own each fall. Other meetings shall be on the call of the president or two-thirds (2/3) of the voting members.

Section III - Quorum

A quorum shall consist of 25% or fourteen (14) voting members present not proxied at the Annual Meeting. A quorum can be established in-person or electronically, or some combination thereof. Unless otherwise specified in the bylaws, a majority of those responding shall decide any issue. Meetings shall be conducted in accordance with Robert's Rules of Order providing these are not inconsistent with the bylaws of the Association. Notice of an in-person meeting and a tentative agenda for the meeting must be distributed to the membership at least thirty (30) days prior to the meeting.

Section IV – Officers and Executive Committee

A. Qualifications

Officers of the Association must be state EMS directors, except for the immediate past president.

B. Officers & Executive Committee

The officers of the Association shall be:

- President
- President-Elect
- Secretary
- Treasurer
- Immediate Past President

The Executive Committee is composed of the officers of the Association and a member-at-large; the Executive Committee shares the presidential workload and duties. The Executive Committee is authorized to conduct business of the Association in lieu of the Board of Directors. The

Member-at-Large is chosen at the first meeting of the Board of Directors from among themselves, following the Annual Business Meeting. In the event that the Member-at-Large ceases to hold the Regional or Council Chair position, a replacement will be chosen at the Board of Directors meeting that follows the Chair position being vacated.

C. Duties of the President

The president shall represent the Association in a leadership capacity that best advances of interests of NASEMSO and its membership. Among the president's duties are providing support and direction to committees and councils; representing the Association at various functions and with other organizations; presiding at meetings of the Association and the Board of Directors; authorizing expenditures within budget appropriations approved by the membership; and performing such other duties as required.

D. Duties of the President-Elect

The president-elect shall assist the president in the above duties. The president-elect shall perform the duties of the president in the absence or disability of that officer and perform other duties as required. The president-elect shall also supervise Association liaison and committee chair assignments, assist the president in ensuring that positions remain filled, and ensure the timely submission of reports from these bodies. The president-Elect shall succeed to the office of president at the conclusion of the term.

E. Duties of the Secretary

The secretary is responsible for the accuracy of meeting minutes and the Board of Directors shall approve all minutes with corrections. Association minutes shall include attendees of the meeting, major discussion points, motions made, and votes taken. The secretary shall suggest recommended agenda items for regional chair use on no less than a quarterly basis.

F. Duties of the Treasurer

The Treasurer is responsible to the members for verifying the Association's financial records are maintained according to generally acceptable accounting principles. Specific tasks include an annual report to the membership on the fiscal condition of the Association and a minimum of quarterly finance reports to the Board of Directors. The Treasurer also chairs the Program Committee.

G. Duties of the Immediate Past President

The immediate past president shall advise on Association matters as appropriate and may fill a specific council or committee role as appointed by the president.

H. Terms

The term of office for all officers shall be two (2) years. No officer, except the secretary and Treasurer, may serve more than one (1) consecutive term in the same office. The term shall commence at the end of the meeting at which the election took place. All terms of office shall terminate at the end of the annual meeting.

I. Vacancies

If an officer of the Association ceases to be the director of the state EMS lead agency, that person shall relinquish the office. If this officer is the president, the president-elect shall fill the remainder of that term. Any other vacancies in the office of president-elect, secretary, or Treasurer shall be filled by appointment of the Board of Directors until the next meeting of the membership at which time an election will be held.

J. Nominations and Elections

1. The Nominating Committee shall submit to the voting members names for each officer position. Prior to this submission, the Nominating Committee shall determine that the person to be nominated will accept the nomination.
2. Nominations may be made from the floor by voting members.
3. Nominees must be voting members.
4. Only voting members, or proxies present at the meeting, shall be eligible to vote in the election.
5. Balloting for uncontested positions shall be by acclamation; balloting for contested positions shall be on written or electronic ballots designated by the president.
6. Election to any office or other position shall require a majority of the votes cast. In the event no candidate receives a majority of votes, the candidate receiving the lowest number of votes shall be dropped after the first ballot.
7. The election of treasurer, east regional chair, and west regional chair will be held in years ending with even numbers; the election of president-elect, secretary, Great Lakes regional chair, western Plains regional chair, and south regional chair will be held in years ending with odd numbers.

Section V – Board of Directors

1. The membership of the Board of Directors shall consist of the Executive Committee, five (5) regional chairs, each council chair, and Management Counsel. The Management Counsel is a non-voting member of the Board appointed by the Board of Directors.
 - Each regional chair shall have a vice-chair and each council chair shall have an alternate, who will participate as a voting member of the Board of Directors in the

- 130 absence of the chair. The vice-chair will be the alternate representative to the
131 Board.
- 132 ○ The president of the Association shall serve as chair of the Board of Directors.
- 133 2. The Board of Directors will meet at the call of the president, or at the call of two-thirds
134 (2/3) of the members of the Board. The Board may conduct their business in-person or
135 electronically.
- 136 3. The Board of Directors shall have authority to conduct the affairs of the Association
137 between regular meetings of the membership. The Board of Directors shall keep minutes
138 of its official actions and the secretary shall make full report thereof to the membership
139 within thirty (30) days.
- 140 4. A quorum shall consist of a majority of the Board of Directors.
- 141 5. The Board proposes annual membership dues levels as part of the budget it presents to
142 the membership.

143 **Section VI – Regions**

144 **A. Composition**

145 Regions shall be composed of the following states and territories:

146 ***East***

147 Connecticut, Delaware, Washington, D.C., Maine, Maryland, Massachusetts, New
148 Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, and West
149 Virginia.

150 ***Great Lakes***

151 Illinois, Indiana, Michigan, Minnesota, Ohio, and Wisconsin.

152 ***South***

153 Alabama, Arkansas, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina,
154 Oklahoma, Puerto Rico, South Carolina, Tennessee, Texas, U.S. Virgin Islands, and Virginia.

155 ***Western Plains***

156 Colorado, Iowa, Kansas, Missouri, Montana, Nebraska, New Mexico, North Dakota, South
157 Dakota, Utah, and Wyoming.

158 ***West***

159 Alaska, American Samoa, Arizona, California, Guam, Hawaii, Idaho, Nevada, Northern
160 Mariana Islands, Oregon, and Washington.

161 Each region shall elect a chair and a vice chair from among its voting members for two (2) year
162 terms at the annual regional meeting. The term shall commence at the end of the meeting at

which the election took place. The chair represents the region on the NASEMSO Board of Directors, and the vice chair will represent the region on the Board in the absence of the chair. The region chair shall have full voting rights on the Board of Directors but not be eligible to serve as an officer in the Association. In case of a vacancy by the chair, the vice chair shall fill the remaining term of the chair. If both positions become vacant, the NASEMSO Executive Director will facilitate a vote of the region state EMS directors to fill vacancies with the state EMS directors in that region in-person or electronically. A majority of these votes cast shall determine the winner. The runner-up shall serve as the vice chair.

The board may remove a person from the chair position within the association by majority vote on a motion calling for removal or a vote of no confidence. The President may lay back or table the motion if deemed appropriate to allow attempts for resolution through other means.

B. Regional Chair Duties:

Duties of the regional chair shall include:

- Orient new voting members in the region.
- Hold meetings/conference calls at least four times per year.

Section VII – Councils

The NASEMSO Board of Directors may create councils to represent specialized functions within the state EMS office, including but not limited to: Data, Personnel Licensure, Health & Medical Preparedness, Medical Direction, Pediatric Emergency Care, Trauma, and Education. Councils shall report their activities to the Board of Directors

Each state may have one (1) voting position on each council, appointed by the state EMS director. An associate member may be granted access to the council in a non-voting capacity when all of the criteria in the corresponding policy adopted by the Board of Directors have been met.

Councils elect a chair, chair-elect, and secretary for two (2) year terms. The term shall commence at the end of the meeting at which the election took place. The chair represents the council on the NASEMSO Board of Directors, and the chair-elect will represent the council on the Board in the absence of the chair. The council chair shall have full voting rights on the Board of Directors but not be eligible to serve as an officer in the Association. The officers of the council include the chair, chair-elect, secretary, and immediate past chair. In case of a vacancy by the chair, the chair-elect shall fill the remaining term of the chair. If both positions become vacant, the NASEMSO Executive Director will facilitate a vote of the council to fill vacancies with the state EMS officials in that council in-person or electronically. A majority of these votes cast shall determine the winner. The runner-up shall serve as the chair-elect.

The board may remove a person from the chair position within the association by majority vote on a motion calling for removal or a vote of no confidence. The President may lay back or table the motion if deemed appropriate to allow attempts for resolution through other means.

The chair of each council shall communicate the annual work plan of the council to the Board of Directors for approval.

Section VIII – Committees

All standing and ad hoc committees shall report their activities to the Board of Directors.

A. Standing Committees

The following shall be the standing committees of the Association, the chairs of which shall be appointed by the president. Membership shall be reviewed annually or as needed by the president. All categories of membership are eligible to serve on standing committees. Non-members may also be invited to participate on a standing committee after approval by the committee chair and president and may enjoy all benefits of committee membership except for making motions and voting. The president shall assure that the majority of members on all standing committees are state EMS officials or state EMS director members of the Association. The chair of each standing committee shall be a state EMS official or state EMS director and shall communicate the annual work plan of the committee to the Board of Directors for approval.

Operational Standing Committees:

- Nominating Committee
- Constitution/Bylaws/Resolution Committee
- Finance Committee
- Program Committee

Mission-specific Standing Committees:

- Agency and Vehicle Licensure
- Mobile Integrated Health/Community Paramedicine
- Education
- Systems of Specialty Care
- Highway Incident and Transportation (HITS) Systems
- Rural EMS
- Safe Transport of Children

B. Ad Hoc Committees

The president may create ad hoc committees to address short-term interests of the Association.

233 The chair shall be a state EMS official or state EMS director. The chair of the ad hoc committee
234 shall communicate the annual work plan of the committee to the Board of Directors for approval.
235 The duration of ad hoc committees should not exceed two (2) years unless extended by the Board
236 of Directors. Membership on ad hoc committees is limited to members of the Association.

237 **Section IX – Policies and Procedures**

238 The NASEMSO Policies and Procedures Manual shall be approved by the Board of Directors
239 and serve as the official policies and procedures for the association.

240 **Section X – Amendment**

241 These Bylaws may be amended by a vote of two-thirds (2/3) of the voting membership present or
242 proxied at a general membership meeting or responding by mail or e-mail prior to the meeting.
243 The intention to amend the Bylaws shall be stated in the notice of any such meeting. This notice
244 shall specify the intended changes and shall be mailed or e-mailed to the membership thirty (30)
245 days prior to the date of the meeting.

246 **Section XI – Dissolution**

247 The Association may be dissolved by a two-thirds (2/3) vote of all voting members.
248 All assets shall be distributed to non-profit agencies with similar goals.