



BYLAWS OF ADVOCATES FOR EMS

Article I. Charter/Executive Office.

Section 1. Principal Place of Business. The name of this association shall be Advocates for EMS, hereafter referred to as “Advocates” or “AEMS.” The principal place of business shall be within the United States of America, and/or in such other place(s) as the Board of Directors may determine.

Section 2. Registered Office and Agent. Advocates shall have and continuously maintain in the District of Columbia a registered office and a registered agent, and may have such other offices within or without the District of Columbia and such other registered agents as the Board of Directors may from time to time determine.

Section 3. Corporate Seal. The corporate seal of Advocates shall be in such form as the Board of Directors shall prescribe.

Article II. Organization.

Section 1. Purposes. The purpose of AEMS is to provide a structured mechanism through which national EMS organizations may advocate in a coordinated manner for the passage of federal legislation and regulations in support of emergency medical services systems nationwide, the EMS profession, and the patients they serve. Activities may include, but are not limited to:

- educating elected representatives and appointed officials at the national level on the issues of importance to EMS;
- monitoring all proposed and pending EMS legislation;
- developing or participating in the development of EMS-related legislation;
- coordinating efforts to influence EMS legislation or regulation;
- serving as a resource for participating organizations on federal legislative and regulatory activities that affect EMS.

In addition, Advocates may engage in all other ancillary, lawful and legitimate activities that organizations of its type are by law allowed to engage in, and shall have all the rights, powers and privileges that are accorded similar organizations under the laws of the District of Columbia, the Internal Revenue Code and other applicable law.

Section 2. Nonprofit. Advocates is organized under the District of Columbia Nonprofit Corporation Act and shall have such powers as are now or may hereafter be granted by the District of Columbia Nonprofit Corporation Act and as further specified in the Articles of Incorporation.



Section 3. No Inurement. No part of the net earnings of Advocates shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that Advocates shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

Article III. Members and Supporters.

Section 1. Members. Members shall be national organizations that serve or represent individuals and/or groups who provide or oversee field emergency medical services in the United States and support the purpose of AEMS.

- Prospective members shall be required to submit an application, as determined by the Board of Directors (Board), expressing their interest and their support of current AEMS goals and initiatives.
- The Board shall consider applications of prospective Members in a timely manner, concluding with a vote to offer membership or not.
- Prospective Members shall be offered membership when there is a unanimous vote in the affirmative by the current Board.
- Members shall pay dues to AEMS in the amount and frequency determined by the Board.

Section 2. Supporting Organizations. Supporting organizations are emergency medical services – related organizations and those who may have interests in emergency medical services that support the purpose of AEMS. Supporting organizations shall provide financial support to AEMS in an amount and frequency determined by the Board.

Section 3. Supporting Individuals. Supporting individuals are those who support the purpose of AEMS and choose to contribute to AEMS beyond that of any principal organizations to which they already belong. Supporting individuals shall provide financial support to AEMS in an amount and frequency determined by the Board.

Section 4. Corporate Sponsors. Corporate sponsors are companies, that by virtue of their products or services, have an interest in emergency medical services and that support the purpose of AEMS. Corporate sponsors shall provide financial support to AEMS in an amount and frequency determined by the Board. Additional financial support, above the established amount, shall be recognized in an appropriate manner as determined by the Board.

Section 5. Benefits of Membership, Support, and Sponsorship.

- Benefits accrued as results of the initiatives pursued by AEMS.
- Opportunities to participate as members of the Board of Directors (see Article IV).



- Participation in periodic membership/supporter/sponsor conference calls and receipt of communiqués.
- Attendance at Board meetings and member/supporter/sponsor events.

Section 6. Termination of Membership, Support, and Sponsorship. Members, Supporting Organizations or Individuals, or Corporate Sponsors may be terminated by a 2/3 majority vote of the Board, with or without cause. Termination shall be automatic in cases of failure to timely pay dues.

Article IV. Board of Directors.

Section 1. Responsibilities and Authorities of the Board. The affairs of Advocates shall be managed by a Board of Directors. In particular, the Board of Directors determines the public policy agenda and platform for Advocates, oversees its business operations, and fosters relationships between Advocates and others with potentially common interests and/or capacity to help advance progress toward AEMS goals.

Section 2. Composition of the Board.

- A. Each Member organization shall appoint two directors to the Board.
 - Both directors shall participate in all matters of the Board.
 - Both directors, collectively, are entitled to one (1) vote on the Board so that each Member organization is represented by two Board directors and 1 (one) vote, total.
- B. Supporting Organizations, collectively, shall be represented by 1 (one) director on the Board.
 - Each Supporting Organization shall be eligible to nominate one person as a potential director the Board.
 - The director shall be chosen by vote of Supporting Organizations; each Organization being entitled to one vote; the person receiving the most votes shall become the director on the Board.
 - The director representing Supporting Organizations shall be ex-officio, participating in all matters of the Board, but entitled to no vote, until such time as the Treasurer reports that AEMS income from all Supporting Organizations, collectively, is forecast to match or exceed the dues established for each Member within the relevant fiscal year; the authority to vote may change from year-to-year, and during the year, depending on the Treasurer's report.
- C. Supporting Individuals, collectively, shall be represented by 1 (one) director on the Board.
 - Nominations for potential directors shall be sought among Supporting Individuals.



- The director shall be chosen by vote of Supporting Individuals; each Individual being entitled to one vote; the person receiving the most votes shall become the director on the Board.
 - The director representing Supporting Individuals shall be ex-officio, participating in all matters of the Board, but entitled to no vote, until such time as the Treasurer reports that AEMS income from all Supporting Individuals, collectively, is forecast to match or exceed the dues established for each Member within the relevant fiscal year; the authority to vote may change from year-to-year, and during the year, depending on the Treasurer's report.
- D. Corporate Sponsors, collectively, shall be represented by 1 (one) director on the Board.
- Each Corporate Sponsor shall be eligible to nominate one person as a potential director.
 - The director shall be chosen by vote of Corporate Sponsors; each Sponsor being entitled to one vote; the person receiving the most votes shall become the director on the Board.
 - The director representing Corporate Sponsors shall be ex-officio, participating in all matters of the Board, but entitled to no vote, until such time as the Treasurer reports that AEMS income from all Corporate Sponsors, collectively, is forecast to match or exceed the dues established for each Member within the relevant fiscal year; the authority to vote may change from year-to-year, and during the year, depending on the Treasurer's report.

Section 3. Officers. The Board of Directors shall, from among Members' directors on the Board, select a President, President-Elect, Secretary, and Treasurer. These officers, in addition to the Immediate Past-President, shall constitute the Executive Committee, whose responsibilities and authorities may be determined by the Board.

Section 4. Elections and Appointments. Appointments and elections to determine directors on the Board and officers shall be organized to occur in September – October of appropriate years, as necessary to fill upcoming vacancies or ends of terms. Except in circumstances of filling unanticipated mid-term vacancies, terms of officers and Board of Directors commence and expire on January 1.

Section 5. Terms of Office.

- A. Directors on the Board shall be appointed by their Member organizations or elected by their constituency for two-year terms. They may be re-appointed or re-elected for succeeding terms without limits.



- B. Current officers, as of December 31, 2010, shall remain in office through December 31, 2011.
- C. Except as indicated in (B), officers are elected by majority of the Board for two-year terms and may serve no more than one term in the same office.

Section 6. Removal of Directors on the Board. Advocates Board of Directors may remove directors with cause, regardless of the manner of their election or appointment to the Board. Prior to any vote to remove a director, that director shall be provided reasonable opportunity, in person or otherwise, to show cause why he/she should not be removed. Removal of a director shall require a 2/3 majority vote by the entire Board of Directors at the time. Removal from the Board shall become effective at the time specified by the Board.

Section 7. Filling Board of Directors Vacancies.

- A. Member organizations shall appoint replacements at their earliest convenience if one or both of their director positions becomes vacant for whatever reason.
- B. Director vacancies related to Supporting Individuals or Organizations or Corporate Sponsors shall be filled in a manner determined by majority vote of the Board of Directors at the time. The time remaining for the vacated position shall be considered as important in determining how to proceed. Options include:
 - a. Allowing the position to remain vacant until the next regularly scheduled election.
 - b. Conducting a mid-term, off-cycle election to fill the vacancy.
 - c. Appointing a member from the relevant constituency by 2/3 majority vote of the Board.

Section 8. Removal of Officers. Advocates Board of Directors may remove an officer with cause, regardless of the manner of his/her election or appointment to the Board. Prior to any vote to remove an officer, he/she shall be provided reasonable opportunity, in person or otherwise, to show cause why he/she should not be removed. Removal of an officer shall require a 2/3 majority vote by all Board members at the time. Removal of an officer shall become effective at the time specified by the Board.

Section 9. Filling Officer Vacancies. Officer vacancies for whatever reason, except for Immediate Past-President, shall be filled by vote of the Board at the earliest convenience of the Board. Except when the replacement is for more than 75% of the office's term, filling a vacated office shall not count toward the term limit delineated in Section 5(C).

Section 10. Meetings of the Board of Directors. The Board of Directors shall meet at least once a year, upon such notice and at such place as the Board may



determine. Special meetings of the Board of Directors may be called at the request of the President or three directors. The person(s) authorized to call special meetings of the Board may designate any place as the place for holding any special meeting of the Board called by him, her or them. The Board may meet in person, by conference telephone call, or by any other means not excluded by law. The time and place of Board meetings shall be announced with sufficient notice to provide a reasonable opportunity for all directors to attend. One-half of directors shall constitute a quorum for the transaction of any business. Except as otherwise indicated, a simple majority of those present and constituting a quorum shall be required to approve Board actions. The Board may vote in person, by mail, electronically, or by any other means not excluded by law. However, no director may act by proxy on any matter. Any agenda items requiring a vote shall be communicated to the Board in advance, and no significant policy item requiring a vote can be added to the Board agenda without notification prior to a Board meeting. By majority vote of the entire Board, the Board may waive requirements for advance notice.

Article V. Committees.

Section 1. Standing Committees. The Board of Directors may designate Standing Committees to assist the Board in carrying out the policies and work of Advocates. The President shall appoint the members of Standing Committees. The chair of a Standing Committee shall be a Board member. Other members of Standing Committees may or may not be members of the Board. The President may remove Committee members and the chair, and may assign new members at his/her discretion.

Section 2. Ad Hoc Committees and Task Forces. The Board of Directors may designate Ad Hoc Committees and Task Forces to provide consultation to the Board. The President shall appoint the members of Ad Hoc Committees and Task Forces. The chair and members may or may not be members of the Board. The President may remove Ad Hoc Committee and Task Force members and the chair, and may assign new members at his/her discretion.

Section 3. Notice and Quorum. Notices of meetings of committees, time and place and the manner of acting at such meetings, shall be as provided for Board meetings. Unless otherwise provided by these bylaws, one-half of the members of a committee shall constitute a quorum for the committee to act.

Article VI. Contracts, Checks, Deposits and Funds.

Section 1. Contracts. The Board of Directors may authorize any officer(s) or agent(s) of Advocates to enter into any contract or execute and deliver any instrument in the name of and on behalf of Advocates and such authority may be general or confined to specific instances. No officer or agent of Advocates shall



have power to make any contract, or to incur any liability on behalf of Advocates, or to represent or bind Advocates in any transaction or matter, unless authorized to do so by these bylaws or by resolution of the Board of Directors.

Section 2. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of Advocates shall be signed by such officers or agents of Advocates and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits. All funds of Advocates shall be deposited from time to time to the credit of Advocates in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Contributions and Gifts. The Board of Directors may accept on behalf of Advocates any contribution, gift or bequest for the general purposes or for any special purpose of Advocates.

Article VII. Amendment of the Bylaws. These bylaws may be altered, amended or repealed and new bylaws may be adopted by 2/3 majority vote of the Board of Directors at any duly constituted meeting of the Board of Directors according to Article IV, Section 10, providing that all Members are represented and notice of the proposed amendments or changes was provided to the directors on the Board at least 10 days prior to the meeting.

Article VIII. Indemnification. Advocates may indemnify any officer, director; Committee member, employee or agent of Advocates to the fullest extent permitted by the District of Columbia Nonprofit Corporation Act, and shall be entitled to purchase insurance for such indemnification to the fullest extent as determined from time to time by the Board of Directors. The foregoing right of indemnification shall not be deemed exclusive of other rights of indemnification to which those indemnified may be entitled under any provision of law or otherwise.

Article IX. Dissolution. Upon the dissolution of Advocates, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of Advocates, dispose of all of the assets of Advocates exclusively for the purposes of the corporation in such manner, or to such organization(s) with as nearly similar purposes as Advocates, as the Board shall determine. The remaining assets shall be allocated among the Members, Supporting Organizations, and Corporate Sponsors in proportions that approximate their relative contributions to Advocates over the preceding 10 years. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of Advocates is then located, exclusively for such purposes or to such organization(s), as said Court shall determine, which is (are) organized and operated for such purposes.

Effective Date: October 22, 2002



Revised 12/5/03

Revised January 20, 2006

Revised August 3, 2007

Revised October 28, 2008

Revised November 12, 2008

Revised November XX, 2010