

**BYLAWS OF THE
INTERNATIONAL BOARD OF SPECIALTY CERTIFICATION, LLC**
(A Texas Non-Profit Corporation)

**ARTICLE I
NAME**

The name of the Corporation shall be the International Board of Specialty Certification, Inc., incorporated under the State of Texas Not for Profit Corporation Act on 30th day of March, 2016 and hereinafter referred to as the IBSC.

**ARTICLE II
STATEMENT OF PURPOSE**

The purpose of IBSC is to develop, implement and maintain a high quality, psychometrically valid and legally defensible specialty examination process to measure the attainment and application of a defined body of specialty knowledge and ensure continued competency by requiring and measuring ongoing continuing education in the certificant's specialty area. This is primarily to assure various publics that the certificant has attained the knowledge necessary to provide a level of competence in their area of practice including when functioning in other special settings.

**ARTICLE III
OFFICES**

**Section 1
REGISTERED OFFICE AND REGISTERED AGENT**

IBSC shall have and continuously maintain a registered office and a registered agent whose office shall be identical with such registered office. The registered office of the IBSC is 300 Lockwood Road, Red Rock TX 78662, and the registered agent at that address is Graham Pierce.

**Section 2
HEADQUARTERS OFFICE**

IBSC may establish and maintain a headquarters office, which shall be within the United States of America, for the administration of the affairs of IBSC.

**Section 3
OTHER OFFICES**

IBSC may have other offices at such places as the Board of Directors may from time to time deem necessary under the provisions of Article VI, Section 1 of these bylaws.

**ARTICLE IV
MEMBERS**

The Corporation shall have no members.

**ARTICLE V
DUES, ASSESSMENTS AND CAPITAL CONTRIBUTIONS**

Except as provided in Article IX, there shall be no dues, assessments or capital contributions required of any member of IBSC.

**ARTICLE VI
OFFICERS AND DIRECTORS**

**Section 1
POWERS AND DUTIES**

The business and affairs of IBSC shall be managed by the Executive Committee of the Board of Directors. The Executive Committee shall consist of the Chairman, Vice Chairman, and Secretary/Treasurer. The Directors are voting members of the Board of Directors. The Member Organizations and Exam Section Chiefs are non-voting members of the Board of Directors.

**Section 2
NUMBER AND COMPOSITION**

The Board of Directors of IBSC, Inc. shall be composed of no more than fifteen Directors, including the Executive Committee: Chairman, Vice Chairman, Secretary/Treasurer; one Public Member; and an unlimited number of Member Organizations that best represent the scope and breadth of the IBSC exams;

Directors

1. Chairman.
2. Vice Chairman.
3. Secretary/Treasurer.
4. Chair of the Item Writing Committee.
5. Chair of the Exam Construction Committee.
6. Chair of the Continuing Education Review Committee
7. Four Medical Director Representatives composed of physicians, collectively or individually have expertise in air medical transport, ground critical care transport, EMS, community paramedicine/mobile integrated health and tactical medicine.
8. One Public Member as defined in Article VI, Section 3.

Member Organizations

9. One International Association of Flight and Critical Care Paramedics Board Representative.
10. One International Paramedic Registry Board Representative.
11. One National Association of EMS Educators Board Representative
12. One National EMS Management Association Board Representative.
13. One National Association of Emergency Medical Technicians Board Representative.
14. One National Association of State EMS Officials Board Representative.
15. One National Association of EMS Physicians Representative.
16. One Paramedic Association of Canada Board Representative.
17. One Paramedic Chiefs of Canada Board Representative.
18. One Board Representative of The Paramedic Foundation, LLC.

Exam Section Chiefs

19. Section chief of the BCCTPC subcommittee.
20. Section chief of the Community Paramedic subcommittee.
21. Section chief of the Tactical Medicine subcommittee.
22. Section chief of the Safety Professional subcommittee.

All organizations that subsequently offer examinations that are developed and administered by the IBSC will be members of the IBSC as represented by section chiefs of each exam. The Board of Directors may authorize additional members who have a legitimate interest related to the IBSC.

Section 3 QUALIFICATIONS

Except for the Public Member, members of the IBSC must be endorsed representatives of Member Organizations. Other specific qualifications are described in the policies and procedures established by the Board.

Member Organizations

Professional Associations and Industry Groups that have a legitimate interest in the purpose of the IBSC, including the representation of groups that participate in any IBSC certification examination process. The IBSC will request each Member Organization provide the names and qualification of at least two candidates, and no more than four candidates, that will be elected by a majority vote of the voting Board of Directors.

Public Representation

An individual who is not an active paramedic – in that they do not derive a majority of their income by practicing as a paramedic – and who may be involved with consumer advocacy groups,

or have an interest in health care, education, certification related matters as it relates to protection of the public, shall be eligible for public representation on the IBSC Board of Directors. A Public Member cannot concurrently serve on the board of an organization that is a member of the IBSC.

Section 4 Term of Office

Directors of the Board of Directors shall serve a four-year term of office. Directors owe a fundamental duty of loyalty and care to the organization and its certificants. The Board of Directors shall establish written policies to assess performance to ensure that no Director has exercised undue influence with regards to any board activity. Director performance will be reviewed prior to being considered for a new term.

Directors shall serve a four-year term of office. All Directors shall be limited to three (3) consecutive terms.

All Board members shall assume office 30 days following their appointment.

Section 5 Duties

Common Board Member Responsibilities:

1. To perform all duties entrusted to Directors of a corporation.
2. To develop and to abide by the Bylaws and procedures of the IBSC.
3. To control quality, content, and maintenance of the certification process.
4. To develop policy regarding the management of the affairs of the IBSC.
5. To supervise and direct the business and financial affairs of the IBSC.

Specific duties for all IBSC board members and officers are detailed in the Policy and Procedure Manual for the IBSC.

Section 6 Nomination Process

Candidates for Director positions shall be nominated by the procedures established by the IBSC.

Section 7 Election Process

Elections will be conducted by the procedures established by the IBSC Board of Directors. Directors in good standing shall vote in the election. Each Director is entitled to cast one vote. A quorum shall consist of those Directors present in person. Voting by proxy shall be permitted. Election requires a simple majority of the votes cast.

Section 8 Resignation

Any member of the IBSC Board of Directors may resign at any time by giving written notice to the IBSC Chairman. Such resignation shall take effect upon receipt by the Chairman, or in the case of the resignation of the Chairman, by the Secretary/Treasurer.

Section 9 Vacancies

In the event of a vacancy within the IBSC Board of Directors the board shall appoint a qualified individual to fulfill the unexpired term created by a resignation.

Section 10 Conflict of Interest/Ethical Behavior

The IBSC Board of Directors must abide by the policies identified in the IBSC's Conflict of Interest/Ethical Behavior policy and procedure.

Section 11 Disciplinary Action Against Members of the IBSC Board of Directors

The board works diligently to ensure organizations applying for a certification examination are treated equally and fairly. Reports of misconduct by any director may be reported to the board by a member organization, by an organization applying for a certification examination, or by another director. If this occurs, the Chairman will appoint two individuals to undertake an investigation of the behavior as described in the policies and procedures established by the board. If substantiated, the complaint may lead to disciplinary action as described in the policies and procedures.

A director who is removed from office pursuant to this section shall be ineligible to serve as a Director or Officer for a period of two-years following the date of dismissal.

ARTICLE VII MEETINGS OF THE IBSC BOARD OF DIRECTORS

Section 1 Regular Meetings

There shall be at least one regular meeting of the IBSC Board of Directors, which shall be designated the annual meeting.

Section 2 Notice of Meetings

Regular meetings of the IBSC may be held upon no less than thirty (30) days written notice, which shall include the date, time, and place of the meeting.

Section 3 Special Meetings

Special meetings may be held at the call of the Chairman or any four (4) members of the Board of Directors, on no less than twenty-four (24) hour notice; which shall include the date, time, and place of the meeting.

Section 4 Means of Meeting

Meetings of the IBSC, regular or special, may be held at a time and place designated by the Chairman. Meetings may be held by conference call or other electronic means as provided for or permitted in the jurisdiction of incorporation.

Section 5 Voting

All voting in IBSC meetings, including elections of officers, votes will be by voice, written ballot, mail, fax, or email voting, as determined by the Board of Directors.

All directors of the IBSC Board of Directors, including the Public Member, are eligible to vote.

The Board of Directors will abide by the behavior as described in the policies and procedures established by the Board regarding conflict of interest. In particular, this policy requires that any member of the Board of Directors must recuse themselves from voting if the decision at hand is specific to the accredited certification program or organization they represent.

Section 6 Quorum

A quorum is considered twenty-five percent of the voting Directors. Directors constituting a quorum shall be personally present throughout the meeting. Proxies nominated by individual members are not counted for a quorum.

ARTICLE VIII COMMITTEES

The IBSC will have three types of committees; Standing Committees, Exam Section Committees, and Special Projects Committees as outlined in Section VIII, Section 1-3.

Section 1 Standing Committees

The Standing Committees will include the Item Writing Committee; the Exam Construction Committee; and the Continuing Education Review Committee.

The Item Writing Committee shall consist of seven or more individuals:

1. Chairman.
2. Vice Chairman.
3. Item Writing Chair.
4. Four individuals who are currently certified and represents one of the defined subject area of flight, critical care, tactical, community and safety knowledge as reflected in the content outline and the examination blueprint.

The Exam Construction Committee shall consist of five or more individuals:

1. Chairman.
2. Vice Chairman.
3. Exam Construction Chair.
4. Two individuals who are currently certified to represent one or more of the defined subject area of flight, critical care, tactical, community and safety knowledge as reflected in the detailed content outline or examination blueprint.

The Continuing Education Review Committee shall consist of three or more individuals:

1. Chairman.
2. Vice Chairman.
3. Continuing Education Review Chair.

Section 2 Exam Sections

The Exam Sections responsibilities will include:

1. Review exam statistics and question report.
2. Make recommendations for exam modifications.
3. Keep abreast of changes in the industry related to exam content.
4. Report information to the full board at the annual meeting of the IBSC Board of Directors.

BCCTPC (one of the members will be “section chief” for a three-year term)

Physician Advisor with specialization in critical care transport

IAFCCP liaison

FP-C at large

CCP-C at large

ISBC staff resource

Tactical Medicine (one of the members will be “section chief” for a three-year term)

Physician Advisor with specialization in tactical medicine

Military liaison

Law enforcement liaison

TP-C at large

TR-C at large

ISBC staff resource

Community Paramedic (one of the members will be “section chief” for a three-year term)

Physician Advisor

NAEMT liaison

Community Paramedic at large

Community Paramedic at large

Community Paramedic Manager at Large

ISBC staff resource

Safety (one of the members will be “section chief” for a three-year term)

AAMS/SMTA liaison

NAEMT liaison

Safety leader from industry - air

Safety leader from industry – ground

ISBC staff resource

Section 3 Special Projects Committees

The IBSC may establish special projects committees and work groups as needed. The Board will define the purpose and authority of these committees and assign an IBSC Board resource to ensure activities are communicated to the Board of Directors.

ARTICLE IX FINANCE

Section 1 Financial Status

The IBSC Board of Directors shall assess a certification examination fee as appropriate to continue the work of the organization. Financial transactions will be conducted according to commonly accepted accounting principles including periodic independent audits as may be prudent or as required by law.

Section 2 Contracts

The Chairman of the IBSC may authorize the COO to enter into a contract or execute and deliver any instrument in the name of and on behalf of the IBSC. Such authority may be general or confined to specific instances.

Section 3 IBSC Monies

All payment of money, notes, or other evidences of indebtedness issued in the name of the IBSC shall be paid as designated by the IBSC Board of Directors. All funds of the IBSC shall be deposited from time to time to the credit of the IBSC in such banks, trust companies, or other depositories as recommended by the Secretary/Treasurer.

Section 4 Accreditation Fees

The IBSC Board of Directors shall determine accreditation fees. Nonpayment of accreditation fees 60 days following a final demand notice results in loss of accreditation status.

Section 5 Fiscal Year

The fiscal year of the IBSC shall begin on July 1 and end on June 30, which dates may be amended by resolution of the IBSC Board of Directors.

ARTICLE X PARLIAMENTARY AUTHORITY

The rules in the current edition of Roberts Rules-of-Order shall govern the IBSC in all cases to which they are applicable and in which they are not inconsistent with the Bylaws and Procedures.

ARTICLE XI FORM OF NOTICE

Whenever, under the provisions of the statute or of the articles of incorporation or of these bylaws, notice is required to be given to any person, it may be given to such person either personally; or by sending a copy thereof by first class mail, postage prepaid, by express delivery service, facsimile, electronic mail, or by other electronic means to the address appearing on the books of the IBSC; or, in the case of members of the IBSC, at the address supplied to them for the purpose of notice. If the notice is sent by Canada Post or US Postal Service, it shall be deemed to have been given to the person entitled thereto when deposited in the Canada Post or United States Mail. A notice of meeting shall specify the place, day, and hour of the meeting and any other information required by the Texas Nonprofit Corporation Act, as amended.

**ARTICLE XII
WAIVER OF NOTICE**

Whenever any written notice is required to be given by statute or by the articles of incorporation or by these bylaws, 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 the equivalent of the giving of such notice. Neither the business to be transacted nor the purpose of the meeting need be specified in the waiver of notice of such meeting.

Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except when a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

**ARTICLE XIII
INDEMNIFICATION**

The IBSC shall indemnify as set forth below, and to the fullest extent to which it is empowered to do so by laws of the State of Texas or any other applicable laws as may from time to time be in effect, any person who, by reason of being or having been a director, officer, employee or agent of the IBSC, or who is or was serving at the request of the IBSC as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, and who was or is a party or is threatened to be made a party to any threatened, pending or completed actions, suit or proceeding.

**ARTICLE XIV
AMENDMENTS**

The exclusive method for effecting amendments to these bylaws shall be: (1) proposal by the Board of Directors to the full board, and (2) approval by the Board of Directors as prescribed in Article VII, Section 5. At least two-thirds (2/3) of the voting Board Members must vote in the affirmative for the proposed amendment to be approved.