

**NORTH DAKOTA EMS ASSOCIATION
ARTICLES OF INCORPORATION AND BYLAWS**

TERMINOLOGY

"The Board" will refer to the board of directors as defined in Article V. "The Officers" will refer to the officers as defined in Article V. "Region" will refer to the Emergency Medical Services (EMS) Region as geographically defined by the Division of Emergency Medical Services of the North Dakota Department of Health.

**ARTICLE I
ORGANIZATION**

SECTION 1 - NAME AND LOCATION

The name of this organization shall be the North Dakota EMS Association (NDEMSEA), referred to in these bylaws interchangeably as the association or corporation and its principal place of business and registered address shall be located at 1622 E. Interstate Ave. Bismarck, ND 58503.

SECTION 2 - STATUS AND SEAL

The association is organized as a nonprofit corporation, and shall have no capital stock or shares. It may have a corporate seal in circular form and have inscribed therein the name of the corporation and the words "Corporate Seal".

SECTION 3 - POWERS AND POLICIES

This corporation shall have and enjoy all the general powers and authority enumerated in the North Dakota Nonprofit Corporation Act, and those, which may hereafter be granted to corporations organized there under. Its policies shall be determined by a two-thirds vote of the association's board of directors at any regular or special meeting, or by resolution presented at any general membership meeting passing by a majority of voting members present or their proxies.

**ARTICLE II
OBJECTIVES, LIMITATIONS AND PENALTY**

SECTION 1 - OBJECTIVES

Objectives of the association shall be, but not limited to, the development, maintenance and improvement of:

- A. A continuing education program for all members and others involved in the emergency health care field.
- B. An active and strong voice in legislation pertinent to those in the emergency health care field.
- C. An award and/or incentive program for members of the association.
- D. An official publication, which shall be published at least quarterly, and distributed to all association members.
- E. A grievance committee for the purpose of hearing any member who feels that he/she has been unfairly discriminated against.

SECTION 2 - LIMITATIONS

Neither the association, nor any of its employees, agents, representatives, officers, directors, nor any of its committees shall take a position which shall relate to the political advancement of any individual, group, or political party, or cause to be published any information recommendation declaring or implying the endorsement or rejection of any matter by the association without the advanced approval of the board of directors.

SECTION 3 - PENALTY

The board of directors may upon majority vote, deny membership in the association for a specified period of time to any member or group of members who shall:

- A. Take any action inconsistent with the policies established by the board of directors or the purposes or limitations stated herein.
- B. Propose to represent the view of, or act for the association or any of its committees without the authorization of said board of directors or committees.

- C. Use their supervisory or administrative positions to enforce the vote of any member of the association under their supervision at any committee, board, or general membership meeting.

**ARTICLE III
MEMBERSHIP, DUES, AND VOTING**

SECTION I – MEMBERSHIP ELIGIBILITY

- A. **REGULAR MEMBERSHIP.** All persons holding current and valid certification in EMS, or other Healthcare field, as well as Fire/Rescue Service, and Law Enforcement, shall be eligible for regular membership in the association.
- B. **ASSOCIATED MEMBERSHIP.** Any person or company representative in the Healthcare field, upon prior board approval shall be eligible for an associate membership.
- C. **HONORARY MEMBERSHIP.** Any non-member selected for outstanding contribution to the association may, upon board approval, be given an honorary membership in the association.

SECTION 2 - DUES

- A. **REGULAR MEMBER.** The dues of regular members shall be set by the board of directors in the financial policies and procedures annually for the association fiscal year, April 1 to March 31.
- B. **CHARTER MEMBER.** Those persons who paid a fee of \$15.00 between June 1, 1976 and October 1, 1976 shall be designated as a charter member of the association.
- C. **ASSOCIATED MEMBERS.** The dues for those persons or companies designated as associated members of the association shall be set annually by the Board of Directors in the financial policies and procedures, for the association fiscal year, April 1 to March 31, or any portion of said fiscal year.
- D. **HONORARY MEMBER.** For those persons designated as honorary members, there shall be no charge of dues.

SECTION 3 - VOTING

- A. **REGULAR MEMBER.** Any person designated as a regular member shall be allowed one vote at any general membership or regional meeting. A regular member's vote may be cast by proxy, in writing, and must be in the hands of the Nominations/Elections committee prior to the business portion of any general membership regional meeting.

- B. **ASSOCIATE MEMBER.** Any person or company designated as an associate member shall not have voting privileges within the association or be able to hold an office or serve as a Director to the Board.

- C. **HONORARY MEMBER.** Any person designated, as an honorary member shall not have voting privileges within the association or be able to hold an office or serve as a Director to the Board.

ARTICLE IV OFFICERS

The officers of this association shall be president, vice president, secretary, and treasurer.

SECTION I - ELECTION

The officers of the association shall be elected from the regular membership at its annual general meeting. Each officer so elected and the immediate past president shall have full voting rights at meetings of the board. A candidate for each office receiving a simple majority of all votes cast for an office shall be deemed elected to said office. The board of directors shall establish election policies and procedures.

SECTION 2 - TERMS

Each elected officer shall serve for a term of two years, with the President and Secretary being elected on even numbered years and the Vice-President and Treasurer being elected on the odd numbered years, or until a successor is elected or appointed. Terms shall commence following the close of the business at the annual general meeting and run until the close of the business at the annual general meeting two years after the officer's election. (Revised 2/17/04 via e-mail vote)

SECTION 3 - OFFICERS' BONDS

The board may require any officer, agent or employee of the association to furnish a Surety Bond for the faithful performance of the duties of such office in such an amount as the board shall prescribe. The association therefore shall pay the premium. Failure to furnish bond upon reasonable request shall be deemed a resignation of the office held by such officer, agent or employee.

SECTION 4 - REMOVAL

Any officer of the association may be suspended or removed by a two-thirds majority vote of the board at a meeting called for the purpose of considering such suspension or removal.

SECTION 5 - VACANCIES

Any vacancies in an office by reason of death, disability, resignation or removal from office shall be filled for the unexpired portion of the term of office by election of the remaining members of the board, except that the vice president shall become president. A vacancy shall be deemed to exist if the officer shall, for any reason, move to a location outside of the existing boundaries of North Dakota or fails to maintain active

participation with a North Dakota licensed ambulance service or any other EMS organization recognized by the state of North Dakota.

SECTION 6 - DUTIES

- A. **PRESIDENT:** The president shall preside at all meetings of the association and board. He shall have charge of, and supervise over, the affairs of the association, appoint all committees and designate the chairman of each, and in general, perform and exercise the usual functions of the office of president of an association. The president also shall be chairman of the board, but will not have voting privileges except in the case of a tie by other board members.
- B. **VICE-PRESIDENT:** In the absence of the president at a meeting, the vice-president shall preside. In the event of the resignation, removal from office, death, or permanent disability of the president, the vice-president shall become president.
- C. **SECRETARY:** The secretary shall have charge of all books, records, and papers of the association, give notice of, attend and keep accurate minutes of the meetings of the members of the association and board, be custodian of the corporate seal, and necessary papers, instruments, and documents executed on behalf of the association, carry out the directives of the president and the board and perform the duties of the office of secretary of the association. In the absence of both the president and vice-president, the secretary shall perform their duties. He/She shall make a summarization of meeting proceedings and actions in the newsletter following each meeting.
- D. **TREASURER:** The treasurer shall have charge of the financial affairs of the association and of the books and records pertaining to the office. He/She will present a full report of all moneys received and disbursed at each regular board meeting. The treasurer shall prepare a budget proposal to present to the board of directors at the meeting preceding the annual general meeting. He/She shall make, at the annual general meeting a full report of all moneys received, disbursed by him/her and present a budget for the following year. He/She shall establish and maintain a checking and savings account at a bank to be designated by the board. He/She shall perform such other duties as may be required by the board or by these bylaws.

SECTION 7 - PREREQUISITES

No person shall hold the office of president without first having completed at least one full term of office on the board of directors.

**ARTICLE V
BOARD OF DIRECTORS**

SECTION 1 - COMPOSITION

The board of directors shall be composed of not more than 24 members elected for a two year term at their annual regional meeting, the four state officers elected from the members at the annual general meeting, and the president of or an appointed executive board member of the following societies and/or organizations: I/C Society, the Advanced Life Support Society, the Rescue Society, and/or an appointed representative of the Past President Society. Full voting privileges shall be extended to these representatives. In addition the board will solicit in an advisory capacity, a representative from the North Dakota Medical Directors Association, and the Division of Emergency Medical Services of the North Dakota State Department of Health. These advisors shall not have any voting privileges. The number of directors from each region will be determined by the board of directors. Any vacancies occurring on the board of directors by reason of death, disability, resignation or removal from office shall be filled for the unexpired term by appointment of that region's President.

SECTION 2 - TERM OF OFFICE

Directors shall serve for a term of two years. Their terms shall begin following the annual general meeting following their election and shall terminate after the Annual General meeting two years later. The directors shall be elected at the regional meeting held prior to the annual general meeting.

SECTION 3 - VACANCIES

A vacancy occurring on the board due to death, disability, removal of office or moving from designated region shall be filled from the same region elected for the unexpired portion of the term.

SECTION 4 – QUORUM-

A two-thirds majority of the board present, or present by proxy shall constitute a quorum for the transaction of business.

SECTION 5 - VOTING

Each director shall have one vote.

SECTION 6 - PROXY

A Director must authorize a Director from his/her own region, society executive board, and state executive board to cast a vote as his/her proxy at the regular or special board meeting. The person serving as proxy must be in possession of a board approved proxy form and must be a regular member of the association. Justification for use of a proxy must be made on the proxy form and will be subject to approval by the board of directors. Directors may not hold in their possession more than two proxies during a regular or special board meeting. Directors may not use more than two proxies per director term year. Directors using more than two proxies per director term year shall be subject to the provisions of ARTICLE V, Section 8.

SECTION 7 - POWERS AND DUTIES

The board shall have the power and authority and it shall be its duty to:

- A. Manage and control the business, affairs, funds, property, expenditures and other activities of the association.
- B. Consider the recommendation of association members adopted at the last annual general meeting.
- C. Employ and at its pleasure, discharge all agents and employees, fix their compensation and prescribe their duties.
- D. Authorize and direct the appropriate officers to execute, on behalf of the association, any legal papers, documents, or instruments.
- E. Plan and direct the work and activities program to be undertaken by the association, and budget the necessary expenditures to carry out the same.
- F. Asses dues or other charges for membership in the association.
- G. Adopt the initial bylaws, amend or repeal the same, or adopt new bylaws by three-fourth vote of the board.
- H. Adopt rules and regulations, as it shall deem necessary, but not inconsistent with these bylaws.
- I. Amend, modify, or restate the articles of incorporation or substitute new articles therefore.
- J. Do all things authorized or reasonable implied by applicable law deemed necessary and proper to accomplish the purposes of the association.

- K. Serve as chairpersons of committees formed by the board.
- L. Organize and attend all meetings called within their respective regions and act as public relations and training coordinators within their respective regions.

SECTION 8 – REMOVAL OF A DIRECTOR

If any Director shall have any combination of two absences or proxy's from quarterly and special meetings per year, he/she will be considered for removal from office the day of the second absence/proxy. Said removal shall require a two-thirds vote of the members present at the meeting where such action takes place. Any director removed or considered for removal may petition for reinstatement. Said petition shall be sent to an Executive Board member.

ARTICLE VI MEETINGS

SECTION 1 - ANNUAL GENERAL

The annual general meeting of the association shall be held each year and notice of said meeting must be given to the association membership at least thirty days prior to said meeting through an official association publication (including electronic formats). A quorum shall be constituted by a majority of those in attendance. The time and date of said meeting shall be set by the board of directors.

SECTION 2 - REGIONAL

A meeting for the primary, but not only, purpose of electing regional directors shall be held in each region by the representative incumbent directors at a time and place designated by said directors with notice given to association members within that region, and to officers of the association at least thirty days prior to said meeting. A quorum shall be constituted by a majority of those in attendance. (Revised 1/17/04 via e-mail vote)

SECTION 3- BOARD MEETINGS

- A. **REGULAR.** The board shall meet at least once each quarter of the calendar year at a time and place designated by the board, notice of which is to be published in an official association publication and communicated to the board members by the secretary at the direction of the president.

- B. **SPECIAL.** The board may hold as many special meetings as the proper conduct of the affairs of the association may require. Special meetings may be held upon call of the president or upon the call of any three directors. At least five days written, telephone, or electronic notice of the purpose, date, time, and place shall be given by the secretary, immediately upon the request of the president or any three directors, the exception being a meeting called for constitutional changes, which will require thirty days notice. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- C. Any association member may attend any regular or special meeting of the board and may be granted privilege of the floor, if approved by a majority of the board present and voting.
- D. A two-thirds majority of the board present, or present by proxy shall constitute a quorum for the transaction of business.
- E. **COMMITTEES.** Each committee shall meet as often as is necessary in order to accomplish the purpose for which it was established.

ARTICLE VII COMMITTEES

SECTION 1 - STANDING

Committees considered standing shall be chaired by presidential appointment from members of the board.

The list of standing committees shall be, but not limited to:

- A. Government and Political Action
- B. Constitution and Resolutions
- C. Nominations/Elections
- D. Conference and Continuing Education
- E. Budget and Finance
- F. Publications
- G. Marketing/Member Services
- H. Logo
- I. Historian
- J. Awards
- K. Test Team

SECTION 2 - SPECIAL

The president may appoint special committees for specific functions, and they shall be discharged upon the completion of the duties for which they were appointed.

SECTION 3 – EXECUTIVE COMMITTEE

The Executive committee will consist of the chairpersons of each region, president, vice-president, secretary, treasurer and past-president of the board of directors. The executive committee may carry on any business of the organization with the exception of fund disbursements outside of financial policies and procedures, and bylaw changes.

ARTICLE VIII CONSTITUTIONAL CHANGES

SECTION 1 - RATIFICATION

These bylaws shall be ratified and accepted by the association's steering committee by a two-thirds majority vote of the members present and voting at the June, 1976 General meeting. Upon ratification on said date, the steering committee shall become the governing body of the association until the first annual general meeting in March or April of 1977.

SECTION 2 – CONSTITUTIONAL CHANGES

These bylaws may be amended or repealed by a three-fourth majority vote of the board present, or present by proxy, and voting at any regular or special meeting called for that purpose or by a two-thirds majority vote of regular members present and voting at any annual general meeting. Such amendments must be proposed in writing to the board not less than thirty days prior to the legally called meeting at which they are to be considered.

ARTICLE IX MISCELLANEOUS

SECTION 1 - AUDIT AND FINANCIAL STATEMENTS

A complete audit or reviewed financial statement of the bookkeeping records of the association shall be made before each annual general meeting by an appropriate committee or certified public accountant and reported to such annual general meeting. An audit shall be done by a certified public accountant prior to a new treasurer taking office or by direction of the board of directors of the association. An annual financial statement for the association's fiscal year shall be published in an official association publication (including electronic formats).

SECTION 2 - CONDUCT OF MEETING

The most recently revised edition of Robert's Rules of order shall govern the parliamentary procedure at all meetings of the association board and committees.

SECTION 3 - INSIGNIA

Any emblem, insignia, motto, letterhead design, etc, shall become representative of the association upon two-thirds majority of the board present, or present by proxy, and voting at any regularly scheduled board meeting, or by simple majority of the general membership at an annual general meeting.

SECTION 4 - SPECIAL APPOINTMENTS

PUBLICATION EDITOR. The publication editor shall have the responsibility of publishing the official association publications and distributing them to all association members. The publications are to be published at least quarterly.

CONFERENCE CHAIRMAN. The conference chairman shall have the responsibility of making all arrangements for the annual conference to be held in conjunction with the annual meeting.

The president with the approval of the board of directors shall appoint the publication editor and conference chairman.

SECTION 5 - ORDER OF BUSINESS

At all meetings of the membership, board, or committees, the order of business shall be as follows:

- A. Call to order
- B. Roll call
- C. Reading and approval of minutes of the previous meeting
- D. Reports
- E. Unfinished business
- F. New business
- G. Adjournment

ARTICLE X NAEMT REPRESENTATION

The representative to NAEMT shall be the president or his designee and one other person designated by the president.

ARTICLE XI HEARTLAND EMS COALITION REPRESENTATION

The representative to the Heartland EMS Coalition shall be the president or his designee.

NORTH DAKOTA EMS ASSOCIATION

Articles of Incorporation and Bylaws as drawn June 6, 1976 with revisions adopted
9/03/81, 4/16/82, 4/16/82, 6/6/82, 4/11/85, 8/16/87, 4/9/92, 6/12/94, 4/20/95, 1/7/96,
1/12/98, 1/27/02, 2/17/04 (via e-mail vote), 4/14/05