Indiana Bylaws
Adopted 9/21/2017 at the Formation Meeting

Article I: Purpose and Mission

1.1 Purpose and Mission
The NAEMSP® - Indiana Chapter is constituted and formed for the purpose of promoting the professional growth of its members, networking with people of similar interests, developing leadership skills through opportunity, promoting awareness of EMS within the local community, and participating in and developing educational opportunities locally. As a Chapter of the National Association of EMS Physicians®, all activities of the Chapter will be in accordance with the standards established by the Association. The purpose and mission statement of the Association also extend to the Indiana Chapter.

1.2 Duration
The term of existence of the Chapter shall be perpetual unless dissolved according to the by-laws of the Association.

Article II: Membership and Privileges

2.1 Chapter Membership
Anyone that qualifies for NAEMSP® membership and lives or works within the geographic boundaries of the Indiana Chapter qualifies for membership. Membership categories shall be the same as the National Association. All members of the chapter must be an active member of NAEMSP®.

2.2 Voting Privileges
All members of the Chapter shall be entitled to vote for chapter officers and directors and to vote to change the bylaws in accordance with the procedures outlined in these bylaws.

2.3 Obligations of Members
By virtue of membership, each member of the Chapter agrees to be bound by these bylaws and all lawful rules and practices adopted by the board of directors of the Chapter and of the Association.

2.4 Action on Behalf of the Chapter
Only the officers of the Chapter, the board of directors of the Chapter, and other authorized agents of the Chapter may state policies or positions on behalf of the Chapter. Any policy and position of the Chapter must be consistent with those of the National Association.

Article III: Resignation

3.1 Resignation
Membership in the chapter requires membership in NAEMSP®. Membership in the chapter shall be terminated immediately upon termination of membership in NAEMSP®.

Article IV: Assessments

4.1 Dues
Annual dues shall be determined by the Chapter’s board of directors for the ensuing year. Membership dues for the chapter will be collected annually with NAEMSP® membership dues.
4.2 Non-Payment
The Chapter’s board of directors shall establish policies with regard to nonpayment of dues.

Article V: Meetings

5.1 Annual and Special Meetings
There will be a formal meeting of the Indiana Chapter at NAEMSP®’s Annual Meeting or other venue as determined by the Chapter’s board of directors annually. Other meetings throughout the year will be held as circumstances and needs dictate, as determined by the Chapter’s board of directors. The Chapter’s board of directors at its discretion may call special meetings.

5.2 Voting
Any voting member may be represented in person or by proxy at any meeting, but each voting member shall be entitled to only one vote.

Article VI: Chapter Board of Directors

6.1 Chapter Board of Directors
The Chapter’s Board of Directors shall consist of:

- President
- Immediate past president
- Vice president or president elect
- Secretary-treasurer
- At-large member
- State EMS Medical Director

*Second at-large member will be elected for the Chapter’s board when there is no Immediate Past President.

The Board is responsible for the day-to-day operations of the Chapter.

6.2 NAEMSP® Board of Directors Liaison
The NAEMSP® Board of Directors shall appoint one of its members to serve as a liaison to the Indiana Chapter to be recognized by the Indiana Chapter and approved by vote of the Indiana Chapter’s Board of Directors.

6.3 Election Procedure

- Any Chapter member may nominate another eligible member (including him or herself) for an open position.
- To be eligible for nomination, the member must meet the requirements for membership in the Indiana chapter, as outlined in Article II, throughout the duration of the term for which he or she is nominated.
- General Election:
  - Voting will be undertaken via in-person vote, mail or online: one vote per person.
  - Each voting member shall have one vote for each open board of directors’ position (as outlined above in 6.1).
  - Each open board position will be filled by the nominee receiving the most votes. An uncontested open position will be filled by the nominee regardless of the number of votes received for that position.
  - Elections will be held annually at the Indiana Chapter annual meeting.
- A Run-Off Election, if necessary, will begin at the discretion of the current Chapter president.
  - Voting will be open for a 14-day period, otherwise following the same procedures as the general election.
No changes to the official candidate statements will be allowed during this period.

- The newly elected officers and directors will take their positions at an agreed upon time as determined by the outgoing board no more than 30 days after the completion of the election process.
- No board member may hold more than one position on the board at a time.

6.4 Terms of Office
The term for President, Immediate past president, Vice-president, secretary-treasurer and At-large member shall be for one year. At the end of the first year, the President will assume the role of Immediate past president and the Vice president or president elect will assume the role of the President. If the incumbent Immediate past president or the president elect is unable to fulfill their role for the next two-year term, a new election for that position or an additional At-large member will be elected to maintain a full Chapter Board of Directors. All other open positions will be elected every two years. The State EMS Medical Director will be the person appointed to that position under IC 10-19-7-5 by the Executive Director of the Indiana Department of Homeland Security and will remain in that position until replaced in their State office. A term will not count towards the term limitation unless the member shall have served at least 11 months in that position.

6.5 Rules of Succession
Board members shall hold office until a successor has been duly elected and takes office. In the event of a vacancy in the offices of vice president or president-elect, secretary-treasurer or director due to death, resignation, or otherwise, the position shall be filled through appointment by the president and must be approved by the board of directors. In the event of similar vacancy in the office of president, the vice president or president-elect will assume command for the unexpired term. If he or she is unable to take over the role of president, then succession falls to the secretary-treasurer of the Chapter. In the event of any succession, the succeeding board member will be eligible at the completion of the unexpired term of his or her predecessor for election to two full terms in that position.

6.6 Meetings of the Board
Meetings of the board of directors shall be open to the members of the Chapter. A closed executive session may be called by the board for just cause, but all voting must be in open session by open ballot. Special meetings of the board of directors may be called by or at the request of the executive committee, any four directors, or at the request of 20 percent of all of the voting members of the Chapter. Any member of the Chapter may submit any resolution or item for discussion at any of the board meetings.

6.7 Quorum
At any meeting of the board of directors, a majority of the directors shall constitute a quorum for the transaction of business.

6.10 Resignation
A board member may resign at any time by giving written notice to the board, the president, or the secretary-treasurer of the Chapter. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

6.11 Majority Action
Except as otherwise provided in these bylaws, every act or decision done or made by a majority of board members present at any meeting duly held at which a quorum is present shall be the act of the board of directors. Voting may also be conducted by electronic mail.

6.12 Removal of an Officer or Director
Any board member may be removed from office by a vote passed by at least 3/4 of the entire
board of directors. A recall requires a petition by one-third of the entire board of directors or ten percent of Chapter membership. If an officer or director misses three consecutive meetings of the board, the board may then, at its discretion, declare the position to be vacant.

**Article VII: Committees of the Board**

**7.1 Committees**
The Chapter’s board of directors may appoint committees and task forces to address issues of the Chapter. Meetings shall be at the discretion of the committee chair. Each committee chairperson is responsible for an annual report to the board of directors.
Article VIII: Accountability

8.1 Records
Minutes of the meetings of the board and books of account shall be open to inspection by any member of the Chapter and the National Association. All records will be kept by the secretary-treasurer of the Chapter.

8.2 Rules of Order
The Chapter shall follow Dr. James E. Davis' Rules of Order.

Article IX: Indemnification

9.1 The directors and officers of the Chapter shall not be personally liable for any debts, liabilities, or other obligations of the Chapter or the Association. The Association shall defend current and former directors and officers against all claims, suits, actions, or other proceedings that arise as a result of such persons' position with the Chapter. The Association shall hold harmless and indemnify each director and officer for reasonable expenses and liabilities incurred in all such proceedings.

Article X: Amendments to Bylaws

10.1 These bylaws may be amended, repealed or altered in whole or in part by a vote passed by at least two-thirds of the entire board of directors or at least two-thirds of the voting members of the Association.

Approved by:

Date:

Signature: