

1 **NAEMSP - WEST VIRGINIA**

2 **BYLAWS**

3 (First Edition, 2019)

4 **Article I**

5 **Purpose and Mission**

6 *1.1 Purpose and Mission*

7
8 The NAEMSP[®] West Virginia Chapter is constituted and formed for the purpose of
9 promoting the professional growth of its members, networking with people of similar
10 interests, developing leadership skills through opportunity, promoting awareness of EMS
11 within the local community, and participating in and developing educational opportunities
12 locally. As a Chapter of the National Association of EMS Physicians[®], all activities of the
13 Chapter will be in accordance with the standards established by the Association. The purpose
14 and mission statement of the Association also extend to the West Virginia Chapter.

15 *1.2 Duration*

16 The term of existence of the Chapter shall be perpetual unless dissolved according to
17 the bylaws of the Association.

18 **Article II**

19 **Membership and Privileges**

20 *2.1 Chapter Membership*

21 Anyone that qualifies for NAEMSP[®] membership and lives or works within the
22 geographic boundaries of the West Virginia Chapter qualifies for membership.
23 Membership categories shall be the same as the National Association. All members of the
24 chapter must be an active member of NAEMSP[®].

25 *2.2 Voting Privileges*

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

28 *2.3 Obligations of Members*

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

32 *2.4 Action on Behalf of the Chapter*

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

37 **Article III**

38 **Resignation**

39 *3.1 Resignation*

40 Membership in the chapter requires membership in NAEMSP[®]. Membership in the chapter
41 shall be terminated immediately upon termination of membership in NAEMSP[®].

42 **Article IV**

43 **Assessments**

44 *4.1 Dues*

45 Initial annual dues shall be \$125.00 for attending physicians and \$15.00 for Residents,
46 Fellows Paramedics and Nurses. Dues increases will be determined by the officers and
47 board of directors for the ensuing year. Membership dues for the chapter will be collected
48 annually with NAEMSP[®] membership dues.

49 *4.2 Non-Payment*

50 The executive committee shall establish policies with regard to nonpayment of dues.

51 **Article V**

52 **Meetings**

53 *5.1 Annual and Special Meetings*

54 There will be a formal meeting of the West Virginia Chapter at the Association's Annual
55 Meeting or other venue as determined by the executive committee annually. Other meetings

56 throughout the year will be held as circumstances and needs dictate, as determined by the
57 executive committee. The executive committee at its discretion may call special meetings.

58 *5.2 Voting*

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

61 **Article VI**

62 **Officers and Board of Directors**

63 *6.1 Officers*

64 The officers of the Chapter shall consist of a President, Immediate Past President, President-
65 Elect, and Secretary-Treasurer. These officers are responsible for the day-to-day operations
66 of the Chapter.

67 *6.2 Board of Directors*

68 The board of directors shall consist of the Chapter President, Immediate Past President, Vice
69 President, Secretary-Treasurer, and 4 other directors. At least one director must be a resident
70 or fellow and at least one director must be a professional member. The board of directors is
71 responsible for the direction of the Chapter and long-term planning. The Chapter President
72 chairs the Board of Directors.

73 *6.3 NAEMSP[®] Board of Directors Liaison*

74 The Chapter Board of Directors shall recognize a liaison from the NAEMSP[®] Board of
75 Directors. This liaison shall be appointed by the NAEMSP[®] Board of Directors and
76 approved by vote of the Chapter Executive Committee.

77 *6.5 Election Procedure*

78 Any Chapter member may nominate another eligible member (including him or herself) for an
79 open position. To be eligible for nomination, the member must meet the requirements for
80 membership in the chapter, as outlined in Article II, throughout the duration of the term for
81 which he or she is nominated. Voting in the general election will be undertaken via mail or
82 online: one vote per person. Each voting member shall have one vote for each open position of
83 president, vice-president, secretary-treasurer and each open director position. Each open board
84 position will be filled by the nominee receiving the most votes. An uncontested open position
85 will be filled by the nominee regardless of the number of votes received for that position.
86 Elections will be held the same time as the National elections. In the case of a tie in the election
87 of any position, a run-off election for the tied candidates will be held. The run-off election will
88 begin at the discretion of the current Chapter president. Voting will be open for a 14-day

89 period, otherwise following the same procedures as the general election. No changes to the
90 official candidate statements will be allowed during this period. The newly elected officers and
91 directors will take their positions at the same time as the National Association. No officer or
92 board member may hold more than one position on the board at a time.

93 *6.6 Terms of Office*

94 The term is for two (2) years. Term limitations are established at two consecutive terms for
95 each office, unless no new candidate is nominated. A term will not count towards the term
96 limitation unless the member shall have served at least 11 months in that position.

97 *6.7 Rules of Succession*

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

107 *6.8 Meetings of the Board*

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

114 *6.9 Quorum*

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

117 *6.10 Resignation*

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

122 *6.11 Majority Action*

123 Except as otherwise provided in these bylaws, every act or decision done or made by a
124 majority of officers and directors present at any meeting duly held at which a quorum is
125 present shall be the act of the board of directors. Voting may also be conducted by
126 electronic mail.

127 *6.12 Removal of an Officer or Director*

128 Any officer or director may be removed from office by a vote passed by at least three-quarters
129 of the entire board of directors. A recall requires a petition by one-third of the entire board of
130 directors or ten percent of Chapter membership. If an officer or director misses three
131 consecutive meetings of the board, the board may then, at its discretion, declare the position
132 to be vacant.

133 **Article VII**

134 **Committees of the Board**

135 *7.1 Executive Committee*

136 The executive committee shall consist of the president, immediate past president, vice
137 president, and secretary-treasurer. The executive committee shall have the authority to act on
138 behalf of the board subject to ratification by the board. The executive committee shall meet at
139 the call of the president, president-elect or secretary-treasurer. A report of its actions shall be
140 given to the board. Any tie vote of the executive committee may be decided by the president.

141 *7.2 General Committees*

142 The executive committee may appoint committees and task forces to address issues of
143 the Chapter. Meetings shall be at the discretion of the committee chair. Each
144 committee chairperson is responsible for an annual report to the officers and board of
145 directors.

146 **Article VIII**

147 **Accountability**

148 *8.1 Records*

149 Minutes of the meetings of the board and books of account shall be open to inspection by
150 any member of the Chapter and the National Association.

151 *8.2 Rules of Order*

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

153 **Article IX**

154 **Indemnification**

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

161 **Article X**

162 **Amendments to Bylaws**

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

166 Approved June 24, 2019