



**National Association  
of EMS Physicians**

Existing Bylaws	Proposed New Bylaws	Rationale for Changes
<p><b>ARTICLE I. Offices</b>  <b>Section 1. <u>Charter/Executive Offices</u></b>            The National Association of EMS Physicians (hereinafter called the "Association") is registered in the State of Kansas as a national not-for-profit agency.</p>	<p><b>ARTICLE I. Offices</b>  <b>Section 1. <u>Charter/Executive Offices</u></b>            The National Association of EMS Physicians (hereinafter called the "Association") is a Domestic Nonprofit Corporation incorporated in the Commonwealth of Pennsylvania.</p>	<p>Changed to reflect current registered location.</p>
<p><b>ARTICLE V. Board of Directors</b></p> <p><b>Section 2. <u>Composition</u></b>            The Board of Directors shall consist of the President, the President-Elect (Vice-President), the Secretary/Treasurer, seven Members-at-Large (six physician board members and one non-physician (referred to hereafter as "professional board member"), and the Immediate Past President. The Chair of the Program Committee, the Chair of the Standards and Clinical Practice Committee, the Executive Director and the Association Manager will be <i>ex-officio</i>, non-voting members of the Board of Directors. The President may appoint other committee chairs as <i>ex-officio</i> non-voting members of the Board based on the needs of the Association.</p>	<p><b>ARTICLE V. Board of Directors</b></p> <p><b>Section 2. <u>Composition</u></b>            The Board of Directors shall consist of the President, the President-Elect (Vice-President), the Secretary/Treasurer, nine Members-at-Large (seven physician board members and two non-physician (referred to hereafter as "professional board member"), and the Immediate Past President. The Chair of the Program Committee, the Chair of the Standards and Clinical Practice Committee, the Executive Director and the Association Manager will be <i>ex-officio</i>, non-voting members of the Board of Directors. The President may appoint other committee chairs as <i>ex-officio</i> non-voting members of the Board based on the needs of the Association.</p>	<p>Expands the board to add TWO new members at large, one physician, one professional</p>

<p><b><u>Section 4. Election of Members-at-Large</u></b>  A list of nominees for the open Member-at-Large positions shall be developed by the Nominating and Leadership Development Committee. This committee is defined in Article VII, Section 11. The list of nominees shall be distributed by mail or electronically to the voting membership at least 60 days prior to the Annual Meeting. There shall be a provision for write-in candidates on the ballot. Three Members-At-Large shall be elected each year, except in even years, when the professional board member position shall also be filled. Ballots shall be due back to the national office on a specified date, which shall be at least 30 days after they are mailed out or electronically distributed. Voting shall occur, and winning candidates decided, using Ranked Choice Voting.</p>	<p><b><u>Section 4. Election of Members-at-Large</u></b>  A list of nominees for the open Member-at-Large positions shall be developed by the Nominating and Leadership Development Committee. This committee is defined in Article VII, Section 11. The list of nominees shall be distributed by mail or electronically to the voting membership at least 60 days prior to the Annual Meeting. There shall be a provision for write-in candidates on the ballot. <b>Four Members-At-Large (three physician, one professional) shall be elected in odd years, and five Members-At-Large (four physician and one professional) shall be elected in even years.</b> Ballots shall be due back to the national office on a specified date, which shall be at least 30 days after they are mailed out or electronically distributed. Voting shall occur, and winning candidates decided, using Ranked Choice Voting.</p>	
<p><b><u>Section 9. Quorum of the Board of Directors</u></b>  Except as otherwise required by law, by the Articles of Incorporation or by these Bylaws, a minimum of six (6) voting members of the Board of Directors, at least two (2) of which must be officers, present at any meeting or electronic vote, shall constitute a quorum for the transaction of business of the Board of Directors.</p>	<p><b><u>Section 9. Quorum of the Board of Directors</u></b>  Except as otherwise required by law, by the Articles of Incorporation or by these Bylaws, a minimum of <b>seven (7)</b> voting members of the Board of Directors, at least two (2) of which must be officers, present at any meeting or electronic vote, shall constitute a quorum for the transaction of business of the Board of Directors.</p>	

	<p><b>ARTICLE XII. Chapters</b></p> <p><b>Section 1. Charter of Chapters</b></p> <p>The NAEMSP Board of Directors shall charter any and all chapters of the Association and may, with cause, revoke or revise charters as it deems necessary for the welfare of the Organization. Chapters must operate in accordance with operating procedures established by the NAEMSP Board of Directors.</p>	<p>Includes provision for chapters within the organization.</p>
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