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Bylaws of the National Association of EMS Physicians

ARTICLE I. Offices

Section 1. Charter/Executive Offices
The National Association of EMS Physicians (hereinafter called the "Association") is a Domestic Nonprofit Corporation incorporated in the Commonwealth of Pennsylvania.

Section 2. Principal Executive or Business Offices
The Board of Directors shall fix the location of the principal executive office of the Corporation. The Board of Directors is granted full power and authority to change said principal office from one location to another.

Section 3. Other Offices
The Board of Directors may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to do business.

ARTICLE II. Membership

Section 1. Eligibility
The members of the Association shall be those individuals with an interest and involvement in any aspect of emergency medical services (EMS) systems, whose applications have been accepted by the Association and who have paid the required dues.

Section 2. Classes
There shall be seven classes of membership in the Association:
1. Physician Member
2. Fellow Physician
3. Resident Physician
4. Medical Student
5. Professional
6. Honorary
7. Emeritus

Membership classification may be altered according to procedures outlined in the Articles of Incorporation and Bylaws of the Association.

Section 3. Physician Membership
Physician Members shall be physicians who are engaged in the planning, supervision, teaching, or clinical practice of out-of-hospital emergency medical care. Physician Members shall enjoy all the privileges of the Association, including voting rights, committee membership and chairship, election to offices and the right to advise and guide the Association in the conduct of its affairs. Annual membership fees shall be set by the Board of Directors.

Section 4. Fellow Physician Membership
Fellow Physician Members shall be physicians participating in a Fellowship program. Fellows shall enjoy all privileges of the Association, including serving on the Board of Directors, voting rights, committee membership and chairship, and the right to advise and guide the Association in the conduct of its affairs. Annual membership fees shall be set by the Board of Directors.

Section 5. Resident Physician Membership
Resident Physician Members shall be resident physicians interested in EMS. Resident Physicians shall enjoy all privileges of the Association, save serving on the Board of Directors and voting rights on Association matters; Resident Physicians may serve on a committee, may not chair a committee, but may be Vice-Chair of a committee. Annual membership fees shall be set by the Board of Directors.

Section 6. Medical Student Membership
Medical Student Members shall be medical students interested in EMS. Medical students shall have the privileges of membership, save serving on the Board of Directors and voting rights on Association matters. Medical Student members may serve on a committee, may not chair a committee, but may be Vice-Chair of a committee. Annual membership fees shall be set by the Board of Directors.

Section 7. Professional Membership
Professional Members shall have demonstrated an interest in out-of-hospital emergency medical care that is consistent with the aims of the Association. Professional Members shall enjoy all privileges of the Association, including serving on the Board of Directors, voting rights, committee membership and chairship, and the right to advise and guide the Association in the conduct of its affairs. Annual membership fees shall be set by the Board of Directors.

Section 8. Honorary Membership
Honorary Members shall be those persons deemed by the Board of Directors to have demonstrated outstanding dedication to the field of emergency medical services, who have made significant contributions to the goals of the Association, and who have distinguished themselves in this field. Honorary Members are elected by the Board of Directors and may be nominated by members of the Association. Honorary Members shall not have the right to vote, the right to chair committees, or the right to hold office. Honorary Membership is a life-long title. They shall not be charged a membership fee.

Section 9. Emeritus Membership
Emeritus Members shall be former full members who have retired or otherwise ceased their active engagement in out-of-hospital emergency medical care. Emeritus Members do not have voting rights. Emeritus Members may serve on committees but are not eligible to serve as chair or vice-chair. Emeritus Members are not eligible to serve on the board of directors or as officers. Annual membership fees shall be set by the Board of Directors.

Section 10. Multiple Membership Eligibility
Individuals who are eligible for more than one membership status (e.g., a physician obtaining an MPH, an EMS provider who becomes a medical student, etc.) may self-select their category of membership. However, their rights and roles within the organization will be restricted to those associated with that category of membership.

Section 11. Application for Membership
Prospective members shall submit an application for membership to the Association and must attest to their qualifications and suitability for membership. Appropriate grounds for rejecting, modifying, or tabling a membership application may include, but are not limited to, the following: previous revocation of membership in the Association; notice of an official reprimand, sanction, or other negative action by a state medical licensing Board or a state medical society; or unprofessional, unethical, or unlawful behavior. Membership in the Association is not transferable.

Section 12. Appeal
Any applicant denied membership may appeal to the Executive Committee. The applicant shall have the right to address the Executive Committee in support of acceptance of the application. The Executive Committee shall vote on the appeal after receiving comments from all concerned parties. The Executive Committee will review any factual written material presented that has direct bearing on the applicant's request for membership. Its decision shall be considered final.

Section 13. Certificate of Membership
Every member of the Association may request a certificate of membership signed by the Executive Director. A member shall be entitled to receive only one certificate of membership per year.

Section 14. Membership Record Date
Members entitled to vote at the Annual Meeting and in other balloting shall be eligible individuals whose current membership fees are paid in full at the time of the meeting or during the balloting.

Section 15. Revocation of Membership Status
Members who fail to meet the requirements of membership, as determined by the Board of Directors, may have their membership in the Association revoked. Additional circumstances of membership which may result in revocation of membership status, as determined by the Board of Directors, include, but are not limited to, the following: notice of an official reprimand, sanction, or other negative action by a state medical licensing board or a state medical society; unprofessional, unethical or unlawful behavior. Revocation of membership for reason shall be determined by majority vote of a quorum of the Board of Directors after formal review of the circumstances, and according to the Association Policy and Procedures.

Section 16. Withdrawal of Membership
Each member shall continue as a member unless removed for the reasons outlined in Section 15 or until a written intent of resignation from the member is received by the Association.

ARTICLE III. General Membership Meetings

Section 1. Annual and Special Meetings
The members shall meet annually at a time and place (including electronic/virtual meeting methods) as set by the Board of Directors and as stated in a NOTICE OF MEETING. Special meetings of the members, for any purposes save the election of officers, may be called by the President or at the request in writing of a majority of the Board of Directors or at the request in writing of a majority of the entire membership. Meetings shall be conducted in accordance with the current version of Robert's Rules of Order.

Section 2. Notice of Meeting
Notice of a meeting shall be sent (postal or electronic) to each member not less than 28 calendar days in advance of said meeting, at his/her contact information as shown in the directory of the Association, setting forth the time and place of the meeting. It shall be the responsibility of each member to ensure the Association has a proper physical and electronic address for mailing notices of meetings and other Association business.

Section 3. Quorum
Except as otherwise required by law, by the Articles of Incorporation or by these By-laws, the voting members of the Association who are present shall constitute a quorum for the transaction of business.

Section 4. Voting
Each member shall have voting rights as defined in Article II.

All issues shall be decided by a simple majority vote of those present unless otherwise required by law, the Articles of Incorporation, or by these Bylaws.

No proxy voting is permitted.

Upon demand of any voting Member, a vote on Bylaws amendments shall be taken by secret ballot.

Except as otherwise provided in these Bylaws, voting may occur either via voice vote, paper ballot or electronically as determined by the Board of Directors and communicated to the membership at the time of the vote.

ARTICLE IV. Dues

Dues for the Association members shall be set by the Board of Directors based on the annual operating budget. Prior to approving a change in dues, the Board of Directors shall communicate the proposed dues change to the membership of the Association at least one month before the Board of Directors votes on the proposed dues change.

ARTICLE V. Board of Directors

Section 1. Management
The affairs of the association shall be managed by the Board of Directors. For specific actions, this responsibility may be delegated by the Board of Directors to one or more of its members or staff.

Section 2. Composition
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 *ex-officio*, non-voting members of the Board of Directors. The President may appoint other committee chairs as *ex-officio* non-voting members of the Board based on the needs of the Association.

Section 3. Eligibility
A member of the Board of Directors shall be a Physician, Fellow or Professional Member in good standing of the Association. The Executive Director and Association Manager do not have to be Physician members of the Association but must be appointed by the Board of Directors.

Section 4. Election of Members-at-Large
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. 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. 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.

Section 5. Resignation
A member of the Board of Directors may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, and if no time is specified, at the time of receipt by the Secretary/Treasurer. The acceptance of a resignation shall not be necessary to make it effective.

Section 6. Vacancies
If a Member-at-Large position becomes vacant, the Board of Directors shall vote either to leave it vacant until the end of its term or to appoint a new Member-at-Large to fill the remaining term.

Section 7. Term
The term of office for the Board of Directors shall be two years or the remainder of an unexpired term and until their successors are duly elected or appointed and qualified. The Members-at-Large shall assume their titles and roles at the Membership meeting held during the Annual meeting

immediately following their election; they shall be limited to serving two full two-year consecutive terms as Members-at-Large.

Section 8. Meetings
The Board of Directors shall meet in person, or by other means, at least semi-annually. Conference call meetings will be conducted at the discretion of the President. Special meetings of the Board may be called by the President, or shall be called by the President or Secretary/Treasurer at the request, in writing, of a majority of the Board of Directors Members. Each member of the Board is expected to attend all board meetings, however the President's discretion may be used to excuse a member. If the member does not meet this requirement (i.e., has unexcused absences from board meetings), the member may be removed from office by a two- thirds majority vote of the remainder of the Board of Directors. Minutes of all meetings of the Board of Directors, excluding any executive session, shall be available to members upon request.

Section 9. Quorum of the Board of Directors
Except as otherwise required by law, by the Articles of Incorporation or by these Bylaws, a minimum of seven (7) 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.

Section 10. Powers and Duties of Members-at-Large
The duties of Members-at-Large shall be as assigned by the President or Board of Directors of the Association.

Section 11. Removal from the Board of Directors
Members-at-Large may be removed from the Board of Directors as a result of conduct detrimental to the Association, unexcused meeting absences, inappropriate use of Association funds, or other substantive inappropriate actions. Removal from the Board requires a two-thirds majority vote of the Board of Directors.

ARTICLE VI. Officers

Section 1. Executive Officers
The executive officers of the Association shall consist of a President, a President-Elect, Immediate Past President and Secretary/Treasurer. No person may hold more than one of these offices simultaneously.

Section 2. Other Officers and Agents
The Board of Directors shall have the power to appoint such other officers and agents as it may deem advisable, who shall hold their offices at the pleasure of the board and shall exercise such powers and perform such duties as shall be determined from time to time by the Board, but who shall not be voting members of the Board.

Section 3. Election of Officers

A proposed slate of candidates shall be developed by the Nomination & Leadership Development Committee in accordance with the charge to that Committee. This list of candidates shall be distributed by mail or electronically to the voting membership, at least 60 days prior to the Annual Meeting. 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.

Section 4. Eligibility
The officers of the Association must be Physician Members. No member may simultaneously serve as an officer of the Association and as a Member at Large of the Board of Directors.

Section 5. Term of Office
Officers shall be elected for a period of two years or until a successor has been qualified. Officers shall assume the title and duties of their office at the conclusion of the Annual meeting immediately following their election. An Officer may not serve two consecutive terms in the same office unless he or she shall have assumed a vacancy in the office, in which case the Officer may serve the unexpired portion of the term and one full term.

Section 6. Resignation
An officer of the Association may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein and, if no time is specified, at the time of its receipt by the Board of Directors. The acceptance of resignation shall not be necessary to make it effective.

Section 7. Vacancies

Section 7.1 If the office of President becomes vacant, the President-Elect shall assume the office of President (to complete the current term and the next full term) and the resultant vacancy in the President-Elect office shall trigger section 7.2 below.

Section 7.2 If the office of President-Elect becomes vacant, the Secretary/Treasurer shall assume the President-Elect's office. The resultant vacancy in the Secretary/Treasurer office shall trigger section 7.3 below.

Section 7.3 If the office of Secretary/Treasurer becomes vacant, the President-Elect shall add the duties of the Secretary/Treasurer to their own until an election can be held for the office of Secretary/Treasurer.

Section 8. Removal from Office
Officers may be removed from office as a result of conduct detrimental to the Association, inappropriate use of Association funds, or other substantive inappropriate actions. Each Officer is expected to attend all in-person board meetings as well as the executive meetings. The President's discretion may be used to excuse an Officer from a meeting for reasons of health or other significant circumstance. Removal from office shall require a two-thirds majority vote of the Board of Directors.

Section 9. Powers and Duties of the President

The President shall be the chief executive officer of the Association and shall have the general powers and duties of supervision and management usually vested in the office of the president of a corporation. The President shall preside at all meetings of the membership and of the Board of Directors and shall have general supervision, direction, and control of all affairs of the Association. Except as the Board of Directors shall otherwise authorize, he/she may execute contracts and statements on behalf of the Association.

Section 10. Powers and Duties of the President-Elect

The President-Elect shall assume all duties and authorities of the President in the President's absence and shall have such powers and duties as may be prescribed by the Board of Directors. The President-Elect shall be a member of the Finance Committee and shall chair the Awards Committee. The President-Elect shall assume the office of President following the expiration of the President's term, in the event of the President's death, resignation, or removal, or if the President is otherwise unable to fulfill the duties of the office.

Section 11. Powers and Duties of the Secretary/Treasurer

The Secretary/Treasurer shall see that accurate and complete minutes of all meetings of the Board of Directors and of the membership are kept and send out communications to the membership of the Association as necessary. The Secretary/Treasurer shall determine the presence of a quorum and record votes. The Secretary/Treasurer shall have or designate the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association. The Secretary/Treasurer shall be responsible for the deposit and disbursement of all monies and other valuables in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors. The Secretary/Treasurer shall render to the President and Board of Directors, whenever requested, an accounting of all transactions and of the financial condition of the corporation. The Secretary/Treasurer shall provide an annual audit or accounting review to the Board of Directors. The Secretary/Treasurer shall Chair the Finance Committee. The Secretary/Treasurer may appoint an agent to perform the listed duties.

Section 12. Powers and Duties of the Immediate Past President

The Immediate Past President of the Association shall be a member of the Board of Directors and the Executive Committee. The Immediate Past President must be a Physician Member in good standing. The Immediate Past President shall be eligible to serve for a term of two years immediately following completing office of President. No successor shall be appointed if an Immediate Past President is unable to serve. The Immediate Past President shall serve as Chair of the Nomination & Leadership Development Committee. The Immediate Past President shall have such other powers and duties as prescribed by the President or Board of Directors, including acting as an advisor and consultant to the members of the Board of Directors.

Section 13. Progression of Officers

The officers of the association shall move through officer ranks in a step-wise progression. The voting membership shall elect the Secretary/Treasurer who shall be expected to then become the President-Elect, then become the Association President, and finally the Immediate Past President.

In this manner, the membership is electing the Secretary/Treasurer with expectation that this individual will eventually become the Association President. Each step in the progression of officer ranks shall occur at the end of each officer's two-year term, or earlier if there is a vacancy.

ARTICLE VII. Committees

Section 1. Executive Committee

There shall be an Executive Committee, consisting of the President, President-Elect, Secretary/Treasurer, and Immediate Past President. The Executive Director shall be an *ex-officio*, non-voting member. The Executive Committee shall meet in person, by conference call, or by video conference, as needed to handle the affairs of the Association, between meetings of the Board of Directors, as directed by the Board of Directors. Actions taken by the Executive Committee shall be reported to the Board of Directors in a timely manner. The Board of Directors retains the authority to accept, amend, nullify, or reject actions taken by the Executive Committee.

Section 2. Standing Committees

The Standing Committees are integral to the overall operation of the Association. The Standing Committees include: Communications; Finance; Membership; Nomination & Leadership Development; Program; Research; and Standards and Clinical Practice.

Section 3. *Ad Hoc* Committees

Ad Hoc Committees may be formed by the President or the Board of Directors to address the needs of the Association. These shall be dissolved when their mandate has been fulfilled.

Section 4. Task Forces

Task forces may be formed by the President or the Board of Directors to address urgent and specific needs of the Board of Directors. The formation of a task force should be reserved for short-term keenly focused tasks, and the task force shall be dissolved when their mandate has been fulfilled.

Section 5. Eligibility

Committee Chairs must be Physician, Fellow Physician or Professional Members in good standing. Any member in good standing may serve as a Vice-Chair of a committee.

Section 6. Committee Membership

All members of the Association will be invited to attend committee meetings and are eligible for committee membership. With the exception of the Finance Committee, the Nomination & Leadership Development Committee, and the Awards Committee, committee members are self-designated by expressing commitment to the Committee by communication with the President and/or the Chair of that committee.

Except as precluded by the Bylaws, the President shall appoint Committee Chairs and Vice- Chairs on assuming office. The President shall consider the recommendations of all interested parties in appointing Committee Chairs and Vice-Chairs. The President may change Committee Chairs at

any time except for the chairs of the Finance Committee, the Nomination & Leadership Development Committee, and the Awards Committee.

Section 7. Term
Committee Chairs and Vice Chairs shall serve two-year terms coinciding with the President's term. Committee Chairs may serve no more than two successive full two-year terms, unless an extension is approved by a simple majority vote of the Board of Directors.

Section 8. Removal
A Committee Chair, Vice-Chair, or Committee member, except as noted, may be removed by the President at any time, with the exception of any member of the Executive Committee, any member of the Nomination & Leadership Development Committee including the Chair, the Chair of the Finance Committee, or the Finance Committee member position designated for the President-Elect. The President shall appoint a new Committee Chair in the event of a vacancy.

Section 9. Duties of the Awards Committee
The Awards Committee shall oversee the review and selection of candidates for the Association's awards that have been titled and designated by criteria for eligibility by the Board of Directors. The Awards Committee shall solicit and accept nominations, including self-nominations, from the members of the Association prior to the annual meeting of the Association. The Awards Committee will review the credentials of the nominees and, through readily accessible legal and credible public information, identify any disqualifying factors including, but not limited to, felony convictions or other incidents that may diminish the stature of the Association. The Awards Committee shall prepare a slate of proposed awardees, paired with the title of the award, to the Board of Directors for approval.

Section 10. Duties of the Communications Committee
The Communications Committee shall oversee all publications, media relations, and printed and electronic material, including the Association's Newsletter and website, with the exception of the Association's journal which will be overseen by an independent editor and editorial board. The Committee shall have additional powers and duties as assigned by the Board of Directors.

Section 11. Duties of the Finance Committee
The Finance Committee shall supervise the contractual arrangements of the Association and other business matters, including the Association's financial arrangement with the publisher of the Association's journal, *Prehospital Emergency Care*. The Finance Committee shall propose the annual budget for the Association and revisions to the dues schedule. The Finance Committee shall be chaired by the Secretary/Treasurer and shall also consist of the President-Elect, and at least two additional Physician Members of the Association.

Section 12. Duties of the Membership Committee
The Membership Committee is charged with the duty of recruiting new members and investigating the credentials of applicants for membership in the Association. The Committee shall have additional powers and duties as assigned by the Board of Directors.

Section 13. Duties of the Nomination & Leadership Development Committee

The Nomination & Leadership Development Committee shall consist of at least three Physician Members and a Professional Member, all nominated by the President and approved by the Board of Directors, and a chair who shall be the Immediate Past President. If there is no Immediate Past President, a Chair of the Nomination & Leadership Development Committee shall also be nominated by the President with approval by the Board of Directors. Members of the committee serve for a one year term. At any time a member of the Committee can be removed by a two thirds vote of the Board of Directors. The Committee shall prepare a slate of candidates for the elections for Board of Directors each year, as specified in Article 6, Section 3, and assist with the leadership development activities of the Association.

Section 14. Duties of the Program Committee
The Program Committee shall be responsible for overseeing the educational programs of the Association. The Committee shall have additional powers and duties as assigned by the Board of Directors.

Section 15. Duties of the Research Committee
The Research Committee will foster and support research in the practice of EMS medicine and collaborate with the Program Committee to disseminate the findings. The Committee shall have additional powers and duties as assigned by the Board of Directors.

Section 16. Duties of the Standards and Clinical Practice Committee
The Standards and Clinical Practice Committee shall be responsible for the development of recommendations and best practices regarding the practice of EMS Medicine and other concerns of the Association. These statements may be published after approval by the Board of Directors. The Committee may have additional duties assigned by the Board of Directors.

Section 17. President's Council
Each Chair of a Standing Committee shall be a member of the President's Council, by virtue of their appointment as Committee Chair. The President shall serve as Chair of the President's Council. The President may appoint Chairs of *Ad Hoc* Committees to the President's Council. The President's Council shall meet from time to time as the President deems necessary. The President's Council may join the Board of Directors at their meetings, but shall not be considered voting members of the Board of Directors, unless previously mentioned as voting members in Article V, Section 2. The purpose of the President's Council shall be to promote communication among Committee Chairs and provide a forum for resolution of issues germane to more than one Committee.

ARTICLE VIII. Liaisons and Representatives

Section 1. Liaisons
The Board of Directors will determine which organizations should have liaisons. The President will appoint liaisons to these organizations to promote information flow and foster synergistic activities. The liaison shall serve continuously at the will of the President unless otherwise specified by the reciprocal organization. The President may remove or replace a liaison at will.

Section 2. Representatives

National organizations with an interest in EMS and other groups may send representatives to the Board of Directors meetings. The President shall have the power to limit their attendance to specific portions of the meetings. They shall not have a vote in the Association's affairs. Representatives may be invited to the President's Council meeting and report on the activities of the organizations that they represent.

ARTICLE IX. Prohibition of Dividends

No part of the net earnings of the Association shall inure to the benefit of, or be distributable as dividends or in any other manner, to its members, officers or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation.

ARTICLE X. Dissolution or Liquidation

In the event of dissolution, winding up, or other liquidation of the assets of the Association, its assets shall be applied and distributed to the extent possible as follows:

1. All liabilities and obligations of the Association shall be paid and discharged, or adequate provisions shall be made thereof;

2. Assets held by the Association upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements;

3. Any remaining assets shall be transferred or conveyed exclusively for the purposes of the Association, or to such organization or organizations formed and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(C) (3) 26 USCA, Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Code), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the Association is located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI. Finances

Section 1. Fiscal Year

The fiscal year of the Association shall be determined by resolution of the Board of Directors.

Section 2. Instruments

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by the Officer or Officers, agent or agents of the Association, and in such manner as shall be determined from time to time by

resolution of the Board of Directors.

Section 3. Budget
The Board of Directors shall establish a budget for each fiscal year and shall operate under generally-accepted accounting principles.

Section 4. Contracts
Any contract or other written legal agreement into which the Association enters must be approved by a majority vote of the Executive Committee. The President or designee shall have the power to sign such legal documents as agents of the Association. The Board of Directors may empower other individuals to sign legal documents as agents of the Association. The president shall be empowered to authorize expenditures as described in the Association policies.

ARTICLE XII. Chapters

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.

ARTICLE XIII. Notice and Waiver of Notice

Section 1. Notice
Whenever any notice is required by these Bylaws to be given, personal notice is not required unless expressly so stated, and any such notice shall be deemed to be sufficient if given by mail or telephonic or electronic or other written communication, charges prepaid, addressed to the party entitled thereto at its address as it appears on the records of the Association, and such notice shall be deemed to have been given on the day of such mailing. Members not entitled to vote shall not be entitled to receive notice of any meetings, except as otherwise provided by statute.

Section 2. Waiver of Notice
Whenever any notice is required to be given under the provisions of any law, or under the provisions of the Articles of Incorporation or under these Bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed proper notice.

ARTICLE XIV. Miscellaneous Provisions

Section 1. Indemnification

A. The Association will indemnify every person (and the heirs and personal representatives of such person) who is or was a Director, officer, or agent of the Association against all liability and reasonable expense from any claim, action, suit, or proceeding arising from their role in the Association (i) if such Director, officer, or agent is wholly successful with respect thereto or (ii) if not wholly successful, then if such Director, officer or agent is determined to have acted in good faith, in what he/she reasonably believed to be the best interest of the Association, and, in addition, with respect to any criminal action or proceeding, is determined to have not had reasonable cause

to believe that his/her conduct was unlawful. The termination of any claim, action, suit, or proceeding, by judgment, settlement (whether with or without court approval), or dismissal shall not be used to create a presumption that a Director, officer, or agent did not meet the standards of conduct set forth in this Section.

B. The terms "claim, action, suit, or proceeding" shall include any claim, action, suit, or proceeding and all appeals thereof (whether brought by or in the right of the Association, any other corporation or otherwise), civil, criminal, administrative or investigative, or threat thereof, in which a Director, officer or agent of the Association (or his/her) heirs and personal representatives) may become involved, as a party of otherwise:

1. By reason of his/her being or having been a Director, officer, or agent of the Association or of any corporation which he served as such at the request of the Association, or

2. By reason of his/her acting or having acted in any capacity in a partnership, association, trust, or other organization or entity where he/she served as such at the request of the Association, or

3. By reason of any action taken or not taken by him/her in any such capacity, whether or not he/she continues in such capacity at the time such liability or expense shall have been incurred.

C. The terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgment, fines, or penalties against, and amounts paid in settlement by or on behalf of, a Director, officer, or agent.

D. The term "wholly successful" shall mean:

1. Termination of any action, suit, or proceeding against the person in question without any finding of liability or guilt against him/her.

2. Approval by a court, or by any other means with knowledge or the indemnity herein provided, of a settlement of any action, suit, or proceeding.

3. Or, the expiration of a reasonable period of time after the making of any claim or threat of an action, suit or proceeding without the institution of the same, without any prepayment or promise made to induce a settlement.

E. The rights of indemnification provided in this Section shall be in addition to any rights to which any such Director, officer, or agent may otherwise be entitled. Irrespective of the provisions of this Section, the Board of Directors may, at any time and from time to time, approve indemnification of Directors, officers, or other agents to the full extent permitted by the provisions of South Carolina law at the time in effect, whether on account of past or future transactions.

Expenses incurred with respect to any claim, action, suit, or proceeding may be advanced by the Association (by action of the Board of Directors, whether or not a disinterested quorum exists) prior to the final disposition thereof upon receipt of a written request for same and an undertaking by or on behalf of the recipient to repay such amount unless he/she is entitled to indemnification.

Section 2. <u>Liability</u>
The members or Board of Directors shall not be liable for the debts of the Association.

ARTICLE XV. Bylaw Amendments

These Bylaws may be amended by simple majority vote at any meeting of the general membership at which there is a quorum, provided that a copy of any proposed amendment shall have been sent to each Physician Member, Fellow Physician Member, and Professional Member at least thirty (30) days prior to the meeting, with a notice of such meeting. All Physician Members, Fellow Physician Members and Professional Members may vote.

Section 1. Effective Date

These Bylaws were originally voted on by a called meeting of the membership of the Association in Naples, Florida on January 7, 1994. They became effective immediately upon ratification. Amendments to the Bylaws will take effect immediately upon ratification of the amendments by the membership, unless otherwise specified.

Bylaws revised and approved August 28, 2026