

**Amended and Restated Bylaws  
of the  
Emergency Medical Services Association of Colorado**

**Article I – Introduction**

1. These are the Bylaws of the Emergency Medical Services Association of Colorado. (the “Association”), which Association operates under the Colorado Revised Nonprofit Corporation Act, as amended (the “Act”).
2. The mission and purpose of the Association is to further the highest quality of emergency medical services (“EMS”) in the State of Colorado by assisting EMS agencies and providers in realizing their potential through innovative lifelong learning, goal-oriented advocacy, and promotion of EMS professionalism.

**Article II – Membership**

1. The Association shall consist of those Members as that term is defined in the Act. Membership shall be open to any individual or entity that meets the criteria herein listed. The Association shall not discriminate in membership of any other way on the basis of race, color, religion, sex, national origin, age, or disability.
2. No less than every four (4) years the Board of Directors (the “Board”) shall establish by resolution the type, class, and manner of Members.
3. Eligibility for membership shall be based on criteria adopted by the Board and shall consist of those individuals and entities willing to further the EMS profession in the State of Colorado and abide by the terms and provisions of these Bylaws.
4. Membership of an individual or entity shall commence as provided for by the Board and shall continue until terminate as provided for by the Board.
5. As a condition of membership in the Association, each Member shall continuously conform to the terms and provisions of the Association Articles of Incorporation, these Bylaws, and any policy adopted by the Board.
6. All Members of the Association shall uphold the highest standards of conduct. No individual or entity shall be permitted membership in the Association if they are found to have:
  - 6.1. Failed to meet a financial obligation justly due to the Association.
  - 6.2. Willfully acted to discredit the Association.

- 6.3. Misappropriated any property of the Association or committed any act to defraud the Association.
- 6.4. Inappropriately made use of Association material, resources, or information.
7. Members shall pay to the Association non-refundable dues, which shall from time to time be set by the Board. All dues shall be made due on the anniversary of each Member's application. Dues must be current before a Member may cast any vote.
8. Each Member shall have one (1) vote. A Member that is an entity shall designate an individual in writing to vote on the entity's behalf.

### **Article III – Office**

1. The principal office of the Association shall be located in the State of Colorado at such place as is designated by the Board.
2. The registered office shall be identical to the principal office.
3. The registered agent of the Association shall be its Executive Director or management company as designated by the Board.

### **Article IV – Meetings of the Members**

1. The Association shall hold a meeting of the Members no less than once per year.
2. Meetings of the Members shall be called by the President of the Association with the approval of the Board or upon the written request of fifteen percent (15%) of the total Members.
3. At all meetings of the Members a quorum, consisting of ten percent (10%) of Association Members, must be present to engage in the business of the Association.
4. A majority of eligible votes is required to take any action at a meeting of the Members.
5. The Association shall provide notice of all meetings of Members not less than thirty (30) days before the meeting is to occur. The notice shall specify the time, date, place, and purpose of the meeting. Notices shall be sent by electronic means to the electronic mailing address on file with the Association.
6. At an annual Meeting of Members, the business of the Association shall be transacted. This shall include the following:

6.1. Ratification of the election of all Directors and Officers.

6.2. Ratification of the fiscal year budget.

#### **Article V –Board of Directors**

1. The affairs of the Association shall be vested in the Board, which shall be made up of the Directors of the Association. The Directors of the Association are fiduciaries and are bound by the Act to care for and act in the best interest of the Association. All Directors shall be Members.
2. There shall be twenty-one (21) Directors of the Association each elected by the Members. Directors shall be as follows:
  - 2.1. The President of the Association.
  - 2.2. The Vice President of the Association.
  - 2.3. The Immediate Past President of the Association.
  - 2.4. The Secretary of the Association.
  - 2.5. The Treasurer of the Association.
  - 2.6. One (1) Director each from the eleven (11) Regional Emergency Medical and Trauma Advisory Councils.
  - 2.7. An EMS provider that holds no supervisory position in an agency.
  - 2.8. Two (2) Directors who are the respective leader of the Association's subsidiary organizations.
3. Directors serving pursuant to Sections 2.1, 2.2, 2.4, 2.5, 2.9, and 2.10, above, shall be elected at large by the Members. Directors serving pursuant to Section 2.6, above, shall be elected by the Members in their particular region. Directors serving pursuant to Sections 2.3 and 2.8 above, shall become Directors upon assumption of the position in which they are serving.
4. Directors' terms of office shall be two (2) years, except for those that are Directors by virtue of a specific position whose terms of office shall be while they hold such position. There shall be no term limits.
5. Directors' terms shall commence on January 1 of the year they are to take office and conclude on December 31 of the year in which the terms are completed.

6. Upon a vacancy in office, the Nominating Committee shall recommend to the Board a candidate for office who, upon the majority approval of the Board, shall take office and serve until the conclusion of that office's term.
7. Any Director who is absent from half of meetings in a single year, whose absence is not excused by the President, shall be deemed to have resigned from their office, which shall be filled as a vacant office pursuant to Section 6, above.
8. Directors shall serve without expectation of compensation but may be reimbursed for actual expenses incurred thereto.
9. A majority of affirmative votes of Directors shall be required to be an action of the Board. There shall be no proxies.
10. The Association shall bond, insure, and indemnify the Directors.
11. Directors' terms shall be staggered to provide for continuity, with half of terms expiring in the odd years and the other half expiring in the even years.

#### **Article VI – Meetings of the Board of Directors**

1. Regular meetings of the Board shall be held on the third Monday of the odd-numbered months or as otherwise determined by the Board. The Board will hold no fewer than six (6) meetings per year.
2. Special meetings of the Board shall be called by the President or by two (2) Directors.
3. Board meetings shall include a virtual option for participation by Directors and a Director shall be deemed present if attending in person or by virtual means.
4. The Association shall provide notice of all meetings of the Board not less than ten (10) days before the meeting is to occur. The notice shall specify the time, date, place, purpose, agenda for, and materials of the meeting. The notices shall be sent by electronic means to the electronic mailing address on file with the Association.
5. A quorum, consisting of fifty percent (50%) of Directors, shall be required for the Board to act.
6. All meetings of the Board shall be conducted pursuant to the most recent edition of Roberts Rules of Order or any other special order adopted by the Board.

## Article VII – Officers

1. The Officers of the Association shall comprise the Executive Committee.
2. There shall be the following Officers of the Association:
  - 2.1. President
  - 2.2. Vice President
  - 2.3. Immediate Past President
  - 2.4. Secretary
  - 2.5. Treasurer
3. All Officers shall be Members of the Association.
4. The Officers shall have the following duties:
  - 4.1. The President shall be the principal executive officer of the Association and shall, by approval of the Board, supervise the day-to-day business affairs of the Association, preside at all meetings of the members and the Board, and sign any legal documents as perform all duties incident to the office of President; and perform such other duties as may be prescribed by the Board from time to time.
  - 4.2. The Vice President shall assume the office of President if and when such office becomes vacant, perform the duties of the President when the President is absent or unable to do so, and shall perform such other duties as prescribed by the President and the Board.
  - 4.3. The Immediate Past President shall serve as counsel to the President and the Board.
  - 4.4. The Secretary shall keep the minutes of the meetings of the members and of the Board, attest to any legal documents, be the custodian of the Association records and of the Association corporate seal, and perform such other duties as may be prescribed by the Board from time to time.
  - 4.5. The Treasurer shall have charge and accountability for all funds and other assets of the Association, shall approve the expenditures of the Association, and perform such other duties as may be prescribed by the Board from time to time.
5. The Association shall bond, insure, and indemnify the Officers.

## Article VIII – Committees

1. Pursuant to the Act, the Board may delegate certain of its responsibilities to Committees of Members who shall act on behalf of the Association. Each Committee shall be comprised of at least one (1) Director and each Committee shall be led by a Chair.
2. There shall be standing and interim Committees of the Association. Standing Committees shall exist in perpetuity where Interim Committees shall exist in furtherance of a specific goal or purpose.
3. All Committee members shall be Members of the Association.
4. There shall be the following Standing Committees:
  - 4.1. Advocacy
  - 4.2. Awards
  - 4.3. Conference
  - 4.4. Communications
  - 4.5. Executive
  - 4.6. Membership
  - 4.7. Nominating
5. The Board shall charge the Standing Committees with their duties by resolution.
6. Standing committee may be established or dissolved by resolution of the Board with no need to amend these Bylaws.
7. The President shall appoint the Chair of each Committee.
8. Each Committee may adopt rules for its own governance not inconsistent with these Bylaws or any Policy of the Association.
9. Committee budgets shall be approved by the Board.
10. Interim Committees shall be established by the Board and shall be limited to a term to exercise the charge of the Board. Once the term of the Interim Committee is met the Interim Committee shall dissolve unless renewed by the board.

### **Article IX – Voting**

1. No less than once per year the Members shall elect the Directors of the Association.
2. Members shall be in good standing to vote in the election.
3. The election shall be conducted using an electronic ballot where membership can be confirmed.

### **Article X – Subsidiary Organizations**

4. The Association shall incorporate a Subsidiary Organization necessary to further the mission and purpose of the Association. Subsidiary Organizations shall adopt subsidiary bylaws and operating rules not inconsistent with these Bylaws or a Policy of the Association.
5. Members of Subsidiary Organizations shall be members of the Association. Subsidiary Organizations shall set specific membership criteria.
6. The Board shall establish Subsidiary Organizations by resolution.
7. Subsidiary Organizations shall be responsible for adopting their own budgets and identifying their own sources of revenue subject to approval by the Board.
8. Subsidiary Organizations shall not act in the name of the Association but only in their own name.

### **Article XI – Miscellaneous**

1. The Board may authorize any Officer or agent of the Association, in addition to the Officers so authorized by these Bylaws, to enter into any contract, agreement or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.
2. All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association shall be signed by an Officer or agent of the Association and in such manner as shall from time to time be determined by resolution of the Board.
3. All funds received in the name of the Association shall be deposited upon receipt to the credit of the Association in such banks, trust companies, or other depositories as the Board may select.

4. The Board may accept on behalf of the Association any gift, bequest, or device for a general purpose or for any special purpose of the Association. The Board and all Committees and Members shall not accept gifts beyond minor promotional items. Items gifted to the Association may be used by individuals during the course of their duties as members of the Board or Committees but remain the property of the Association.
5. The Association shall keep current, correct, and complete books and records of financial accounts and minutes of the proceedings of its Members, Board, and any Committees.
6. The Association shall keep a record of the name, address, email and telephone number of all members.
7. All books and records of the Association shall be kept in the Association's Office as designated herein.
8. Any member of the Association, or their agent, may inspect such books and records for any proper purpose at any reasonable time.
9. The fiscal year of the Association shall commence on January 1 and end on December 31 of each year.
10. Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Articles of Incorporation, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.
11. The Board may delegate to the Association Executive Director or management company certain or all of its responsibilities which delegation may be amended or withdrawn at any time.

#### **Article XII – Amendments**

1. The Bylaws of the Association may be altered, amended, or repealed and new Bylaws may be adopted upon action of the Board and the Members.
2. Amendments to the Bylaws of the Association shall be approved by a two-thirds (2/3) majority vote of the Board at a duly called meeting.
3. Upon adoption of the amendment to the Bylaws of the Association by the Board, the Members shall vote to ratify such amendment, and such ratification shall only be given upon a majority vote of the Members.
4. No less than every five (5) years the Board shall appoint an Interim Committee to review the Bylaws of the Associations and recommend to the Board any amendments thereto.



**IN WITNESS WHEREOF**, the undersigned being the President of the Association does hereby affirm that these Bylaws were adopted by a two-thirds (2/3) majority vote of the Board at a duly called meeting and that these Bylaws were ratified by a simple majority vote of the Members at a duly called meeting of the Association.

**Adopted and made Effective** this 1<sup>st</sup> day of January 2025

**EMERGENCY MEDICAL SERVICES ASSOCIATION OF COLORADO**



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Tom Anderson  
President

**ATTEST:**

David Patterson  

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Secretary  
David Paterson  
Secretary

**Signature:** David Patterson  
David Patterson (Jan 28, 2025 13:01 MST)

**Email:** david.patterson@falck.com







# 2025 Bylaws

Final Audit Report

2025-01-28

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