



### *Article I - 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 of Directors.
2. The registered office shall be identical with the principal office.
3. The registered agent shall be the Chief Association Executive of the Association.

### *Article II - Objectives*

1. The object of this Association shall be to represent all Colorado emergency medical service providers, both labor and management, to work for the betterment of their education and training, and for the betterment of emergency medical care in the State of Colorado.
2. The purpose of the Association shall not be the promotion, protection or stimulation of any business organized for profit or any group of individuals, organized or unorganized, for the promotion of their personal aim.

### *Article III - Members*

#### *1. Membership*

- A. The Association shall have the following classes of members.
  1. Individual - Those individuals, only, who are current EMS providers as defined from time to time by the Board. Such members shall have full voting rights in all elections of officers and directors, and at any meeting of members and may hold office in the association.
  2. Associate - Those individuals, only, who are involved in any type of medical service shall be eligible to be an associate member. Such members shall not have any voting rights nor the right to hold any office in the Association.
  3. Agency - Those organizations who provide emergency medical care, either in the field or a clinical setting, shall be eligible for agency membership. Such organization shall have one vote at all Association elections and at meetings of members and shall designate an individual who will serve as a representative of the agency. Agency members shall not be entitled to hold office in the association.
  4. Sustaining - Those organizations or individuals desiring to support the objectives and purposes of the Association shall be eligible for sustaining membership. Such membership shall not have voting rights nor the right to hold any office in the Association.
  5. Honorary Life - Those individuals selected by the Board of Directors, upon the advice of a committee on Awards, shall be awarded an honorary lifetime membership in the Association. The requirements for such membership shall be set by the Board of Directors, with the award presented at the following annual meeting of the Association. Such members shall have full voting rights, but may not hold office in the Association nor be required to pay any dues.

#### *2. Dues*

- A. Dues shall be determined, from time to time, by the Board of Directors and shall be due on the anniversary of each member's application.
- B. The Board of Directors may set a dues schedule that includes dues for multiple years.
- C. Membership dues must be current before an election mail ballot can be sent to the member.

#### *3. Transfer of membership*

- A. Membership in the Association is neither transferable nor assignable.

#### *4. Categories*

- A. The Board of Directors shall have the authority to determine the appropriate membership category of applicants.

***Article IV - Meetings of Members***

***1. Annual Meeting***

- A. An annual meeting of the members of the association shall not be required. Meetings of the members of the association may be called according to Article IV Section 2.

***2. Meetings***

- A. Meetings of the members may be called by the President, with the approval of the Board of Directors, or by written petition of not less than 15 percent of the members having voting rights.
1. Such petition shall be presented to the Board of Directors, who shall call the special meeting within 45 days of the presentation of said petition.
  2. The petition shall state the purpose for which the special meeting is being called.

***3. Notice of meetings***

- A. Notice of all meetings shall be provided to all voting members via written or electronic means.
1. The notice of the meeting shall be provided not less than 15 days prior to the date of the meeting.
  2. The notice of the meeting shall contain the date, time, place and purpose for which the meeting is being called.
  3. The notice shall be deemed to be delivered when confirmed to have been successfully sent through electronic means.

***4. Quorum***

- A. At all meetings of the members, a quorum shall consist of ten percent of the voting members on the membership list of the Association as of the date the notice is mailed.

***5. Manner of Acting***

- A. A majority of the votes entitled to be cast on any matter to be voted upon by the members present at any meeting at which a quorum is present shall be necessary for the adoption of the matter.

***Article V - Elections***

***1. Voting***

- A. Elections of Directors and Officers shall be conducted by electronic ballot made available to all voting members.
1. Each member shall be entitled to vote for all officers on the ballot and for a Director from the district corresponding with the member's most current residential address.
  2. Responsibility for preparation and distribution of ballots shall rest with the Chief Association Executive of the Association.
  3. Electronic voting shall be open to all voting members no later than April 1st of each year.
  4. Members must be a current member on April 1<sup>st</sup> to be eligible to vote during the election.
  5. All electronic ballots must be completed by May 15<sup>th</sup> of each year.
  6. The electronic results shall be reviewed by the Nominations Committee prior to the May Board of Directors' meeting. The results will be presented during the May Board of Directors' meeting.

***2. Nominations***

- A. At the regular fourth quarter meeting of the Board of Directors, the President, with the approval of the Board of Directors, shall appoint a Nominations Committee of no less than three nor more than seven voting members of the Association.
- B. The Nominations Committee shall submit its report to the Board of Directors at the March meeting of the Board of Directors.
- C. Voting members may, by petition, submit names of additional nominees.
- D. An individual may only run for one position on the Board of Directors.

## Bylaws of the Emergency Medical Services Association of Colorado, Inc.

- E. The Board of Directors, at the March meeting, shall then authorize the Chief Association Executive to prepare and distribute the electronic ballot, indicating in the minutes of the meeting the names of all nominees to be placed on the ballot.
- F. Space shall be provided on the ballot for write-in votes for each position listed on the ballot.

### ***3. Assumption of Office***

- A. All Officers and Directors shall assume the duties of their office on July 1<sup>st</sup>.

## ***Article VI - Board of Directors***

### ***1. General Powers***

- A. The affairs of the Association shall be managed by the Board of Directors.

### ***2. Members of the Board of Directors***

- A. The four elected officers of the Association
- B. Eleven representatives, each elected from a numbered region whose boundary follows that of the state's Regional Emergency Medical and Trauma Advisory Councils (RETAC) . If any RETAC boundary is amended, only, the board of directors shall amend the boundary of the EMSAC regions affected to conform to the new RETAC boundary; and appoint new region representatives of the EMSAC regions affected, as necessary.
  - 1. Region 1 - (NE Colo. RETAC) Jackson, Logan, Morgan, Phillips, Sedgwick, Washington, Larimer, Weld and Yuma Counties.
  - 2. Region 2 - (Foothills RETAC) Boulder, Clear Creek, Gilpin, Grand and Jefferson Counties
  - 3. Region 3 - (Mile High RETAC) Adams, Arapahoe, Broomfield, Denver, Douglas and Elbert Counties.
  - 4. Region 4 - (Plains to Peaks RETAC) El Paso, Teller, Cheyenne, Kit Carson and Lincoln Counties.
  - 5. Region 5 - (Central Mountain RETAC) Chaffee, Park, Pitkin, Eagle, Summit and Lake Counties.
  - 6. Region 6 - (Southeast Colorado RETAC) Baca, Bent, Crowley, Kiowa, Otero and Prowers Counties.
  - 7. Region 7 - (Southern Colorado RETAC) Huerfano, Custer, Fremont, Las Animas and Pueblo Counties.
  - 8. Region 8 - (San Luis Valley RETAC) Alamosa, Conejos, Costilla, Mineral, Rio Grande and Saguache Counties.
  - 9. Region 9 - (Southwest Colorado RETAC) Archuleta, Dolores, La Plata, Montezuma and San Juan Counties.
  - 10. Region 10 - (Western Colorado RETAC) Delta, Gunnison, Hinsdale, Montrose, Ouray and San Miguel Counties.
  - 11. Region 11 - (Northwest Colorado RETAC) Garfield, Mesa, Moffat, Routt and Rio Blanco Counties.
- C. Representatives' terms shall be for two years, with representatives from odd numbered regions elected in odd numbered years and representatives from even numbered regions elected in even numbered years.
- A representative from any section specifically organized under EMSAC.D. The immediate past President of the Association shall be an ex-officio member of the Board of Directors.

### ***3. Terms of Office***

- A. Officers terms shall be as stated in Article VII of these By-laws.
- B. Directors terms shall be for two years, with Directors from odd numbered districts elected in odd numbered years and Directors from even numbered districts elected in even numbered years.

### ***4. Meetings***

- A. Regular meetings shall be held the third Monday of the odd numbered months or as determined by the Board. These meetings should be at least quarterly.

## Bylaws of the Emergency Medical Services Association of Colorado, Inc.

- B. Special meetings may be called by the President or upon written petition of two Officers and/or Directors.
- C. A director participating in a meeting by telephone or other electronic means by which the member may be heard by all other participants is deemed to be present in person at the meeting.

### ***5. Notice of Meetings***

- A. Notice of regular meetings shall be given no less than 20 days prior to the date of the meeting.
- B. Notice of special meetings shall be given no less than 10 days prior to the date of the meeting.
- C. Such notice shall contain the date, time, place and purpose of the meeting.
- D. All notices shall be sent electronically to the email address listed as most current for each Director or Officer.
- E. Attendance by an Officer or Director at any meeting shall constitute a waiver of notice.

### ***6. Quorum***

- A. Regular meeting - one-third of the members of the Board of Directors.
- B. Special meeting - a majority of the members of the Board of Directors.
- C. If a quorum is not present, the members present may discuss any pertinent business, but may not take any action on any matter other than to adjourn the meeting to another date.

### ***7. Vacancies***

- A. Any vacancy occurring in the office of Director shall be filled by an affirmative vote of a majority of the Board of Directors.
- B. A Director so elected to fill a vacancy shall serve for the unexpired term of the predecessor in that position.
- C. Any Director may be removed by a 3/4 majority of the Board of Directors whenever, in its judgment, the best interests of the Association may be served by such action. Notice of intent to remove a Director shall be given at the regular Board of Directors meeting previous to the meeting at which such action is to be voted upon. Notice of this intent shall be mailed electronically to all regular members of the Association eligible to vote in that Director's district at least 30 days prior to the meeting of the Board of Directors at which such action is to be voted upon.
- D. If a Director has two consecutive unexcused absences to regular meetings of the Board, he/she will be deemed inactive. Immediately following the second missed meeting, the Chief Association Executive shall contact the Director via electronic mail asking the director whether he/she intends to continue to serve as a director on the Board. If the director responds in the negative or fails to respond within two weeks of the date of the electronic letter, his/her position on the Board will be declared automatically vacant. This position will be filled pursuant to Paragraph 7(a) above.
  - 1. This paragraph shall not apply to any director who submits a written report prior to each meeting in lieu of attendance at the meeting. Said report shall include a statement by the Director setting forth his/her reasons for missing the meeting. At the meeting, the Board shall decide whether to accept the written report in lieu of attendance so as to nullify the automatic vacancy provisions set forth in paragraph 7(d).

### ***8. Compensation***

- A. Directors shall not receive any compensation for their services as Directors, but may receive reimbursement for expenses of attending Board of Directors meetings.

### ***9. Manner of Acting***

## Bylaws of the Emergency Medical Services Association of Colorado, Inc.

- A. A majority of the votes entitled to be cast on any matter to be voted upon by the board members present at any meeting at which a quorum is present shall be necessary for the adoption of the matter.
- B. In the absence of any rules adopted by the Board of Directors, all meetings shall be conducted according to the latest edition of "Robert's Rules of Order Newly Revised."
- C. Proxy voting shall not be permitted at any meeting of the Board of Directors.
- D. The Board of Directors may authorize the Executive Committee to act on behalf of the board between board meetings on matters specified in the authorizing resolution.

### ***10. Voting Without a Meeting***

- A. The Board of Directors may vote on matters before the board through telephone, E-mail or other electronic means. Matters voted on by E-mail or electronic means shall meet the following requirements:
  - 1. Item (s) requiring a vote shall be listed individually
  - 2. A quorum for voting without a meeting shall consist of the majority of members of the board of directors.
  - 2. Sufficient materials shall accompany the request for such vote to permit each person casting a vote to reach an informed decision on the matter.
  - 3. Board members shall be provided a time and date by which votes must be received that must be at least 72 hours after the request is sent.
  - 4. Prior to adoption of the measure the Chief Association Executive will provide all board members with a roll call of the votes cast by the deadline and members will be allowed 24 hours to contest the vote recorded on their behalf.

### ***11. Advisory Board***

- A. The Board of Directors may appoint up to 15 members of an Advisory Board upon approval of such member by two-thirds of the Directors present.
- B. Members of the Advisory Board shall be individuals who have made outstanding contributions to the Association and/or to the emergency medical community or to the community in which the individual lives.
- C. The Advisory Board shall perform such functions and shall meet with the Board of Directors at such times and places as determined by the Directors.
- D. A member of the Advisory Board shall serve a term of two years, or until his/her successor is elected.

## ***Article VII - Officers***

### ***1. Officers***

- A. The Officers of the Association shall be a President, a Vice-president, a Secretary and a Treasurer, all of whom shall be members of the Board of Directors.

### ***2. Qualifications***

- A. All nominees for officer positions shall have been regular members in good standing of the association for at least two years prior to their nomination date

### ***3. Term and Election***

- A. All officers shall serve a two year term, with the President and Vice-president elected in even numbered years, and the Treasurer and Secretary elected in odd numbered years.

### ***4. Duties***

- A. President - shall be the principal executive officer of the Association and shall, by approval of the Board of Directors, supervise the day to day business affairs of the Association; preside at all meetings of the members and the Board of Directors; sign any legal documents as

## Bylaws of the Emergency Medical Services Association of Colorado, Inc.

authorized by the Board of Directors; perform all duties incident to the office of President; and perform such other duties as may be prescribed by the Board of Directors from time to time.

- B. Vice-president - shall assume the office of President if and when such office becomes vacant; perform the duties of the office of President when the President is absent or unable to do so; and shall perform such other duties as prescribed by the President and/or the Board of Directors.
- C. Secretary - shall keep the minutes of the meetings of the members and of the Board of Directors; sign any legal documents as authorized by the Board of Directors; be custodian of the Association records and of the Association corporate seal; and perform such other duties as may be prescribed by the Board of Directors from time to time.
- D. Treasurer - shall have charge and accountability for all funds and other assets the Association; shall be provided by the Board of Directors with a security bond not to exceed \$25,000; and perform such other duties as may be prescribed by the Board of Directors from time to time.

### ***4. Vacancies***

- A. Any vacancy occurring in the office of Officers, except President, shall be filled by an affirmative vote of a majority of the Board of Directors.
- B. An Officer so elected to fill a vacancy shall serve for the unexpired term of the predecessor in that position.
- C. Any officer may be removed by a 3/4 majority of the Board of Directors whenever, in its judgment, the best interests of the Association may be served by such action. Notice of intent to remove an Officer shall be given at the Regular Board of Directors meeting previous to the meeting at which such action is to be taken.

## ***Article VIII - Committees***

### ***1. Membership***

- A. The President, with the concurrence of the majority of the Board of Directors, shall appoint the Chairperson of all committees except the executive committee.
- B. The Chairperson of each committee, except the executive committee, shall appoint the number of committee members as designated by the Board of Directors.
- C. Committees shall have a minimum of 3 members, including the Chairperson.
- F. The executive committee shall consist of the officers of the association.

### ***2. Operations***

- A. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.
- B. Each committee shall have a charter describing its purpose and goals, and may only deal with the subject matter assigned to it by the Board of Directors, and shall have no authority to act in the name of the Association or the Board of Directors.
- C. Committee budgets shall be set by the Board of Directors.
- D. Contract necessary in the operations of committee functions shall be as set forth in Article IX.1.A.
- E. In the absence of any rules adopted by the Board of Directors or the committee, all meetings shall operate under the latest edition of "Robert's Rules of Order, Newly Revised."

### ***3. Committees***

- A. Standing committees
  - 1. Advocacy
  - 2. Conference
  - 3. Executive Committee
  - 4. Education
  - 5. Membership

# Bylaws of the Emergency Medical Services Association of Colorado, Inc.

- 6. Communications
- 7. Awards

B. Other committees may be formed, from time to time, by the Board of Directors, as it may see fit.

C. Any section approved by the EMSAC Board of Directors.

## *Article IX - Miscellaneous*

### **1. Contracts**

A. The Board of Directors may authorize any Officer or agent of the Association, in addition to the Officers so authorized by the By-laws, to enter into any contract 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. Checks, Drafts, Etc.**

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

### **3. Deposits**

A. 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 of Directors may select.

### **4. Gifts**

- A. On behalf of the Association, the Board of Directors may accept any gift, bequest or device for a general purpose or for any special purpose of the Association.
- B. The Board of Directors and all committee members may not accept gifts beyond minor promotional items. Items gifted to EMSAC may be used by individuals during the course of their duties as members of the Board or committees, but remain the property of EMSAC.

### **5. Books and Records**

- A. The Association shall keep correct and complete books and records of financial account and minutes of the proceedings of its members, Board of Directors and any committees having any authority from the Board of Directors.
- B. The Association shall keep a record of the name, address and telephone number of all members.
- C. All books and records of the Association shall be kept at the "Principal Place of Business" as registered with the office of the Colorado Secretary of State.
- D. Any member of the Association, or his/her agent or attorney, may inspect such books and records for any proper purpose at any reasonable time.

### **6. Fiscal Year**

A. The fiscal year of the Association shall commence January 1 and end December 31 of each year.

### **7. Waiver of Notice**

A. Whenever any notice is required to be given under the provisions of the Colorado Non-Profit Corporation 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.

## ***Article X - Subsidiary Organizations***

### ***1. Definition***

A. The Board of Directors shall be empowered to create a section within the structure of the Association to recognize and promote the advancement of special professional interests in emergency medical services. Such section shall provide a forum for the sharing of ideas, information, education and representation of the needs and concerns of its members in the conduct of business and policy of the Association.

### ***2. Authority***

A. Such sub-organizations may not act in the name of the Association unless specific approval for such action has been given to the sub-organization by the Board of Directors of the Association. A sub-organization may act and speak for itself and shall be accountable to the Board of Directors for its actions.

B. The sub-organization may adopt bylaws, rules and regulations for its operations, subject to approval of the Board of Directors of the Association.

C. The sub-organization may establish its own dues and fee structure, subject to approval of the Board of Directors of the Association.

D. Members of a sub-organization shall be individual members of the Association.

E. The President of any chartered sub-organization shall be granted a seat on the Board of Directors of the Association.

F. The sub-organization shall report its activities at each regular meeting of the Board of Directors and shall coordinate its activities with the Association to the extent possible.

## ***Article XI - Amendments***

### ***1. Process***

A. The Bylaws and/or Articles of Incorporation of the Association may be altered, amended or repealed and new Bylaws and/or Articles of Incorporation may be adopted.

1. Any alteration, amendment or new set of Bylaws must be introduced as a motion at any regular meeting of the members and/or a meeting of the Board of Directors.

2. Upon such motion being made, it may be debated and/or amended and then shall be tabled until the next Board of Directors meeting, at which time it may be brought off the table for further debate and/or amendment and a vote.

3. The proposed motion shall be distributed to the membership via printed or electronic form at least 30 days prior to the next meeting of the Board of Directors for comment by the members. Such comments shall be provided to all Directors prior to the Board meeting at which the motion is considered for a vote.

4. Approval of such motion shall be by a two-thirds (2/3) majority of the Directors at the meeting, or by a three-fourths (3/4) majority of the Directors if two-thirds (2/3) of all Directors are not present.

5. If such alteration, amendment or new set of By-laws is approved by the Board of Directors, it shall be submitted to the members for approval as a part of the next following election ballot.

### ***2. Periodic Review***

A. Commencing with January 1995, and every 5 years thereafter, a committee shall be appointed by the President, with the approval of the Board of Directors, to review the Bylaws of the Association, reporting back to the Board by the fourth quarter board meeting of that same year.

## ***Amendments***

May 12, 1976;



Bylaws of the Emergency Medical Services Association of Colorado, Inc.

March 20, 1977;  
February 27, 1982;  
November 20, 1982;  
March 12, 1988;  
October 10, 1992;  
April 9, 1994;  
April 8, 1995;  
April 27, 1996;  
May 1, 1999;  
April 13, 2002;  
April 25, 2008;  
April 8, 2011  
November 2018