

Colorado Emergency Medical Services Chiefs, Managers and Directors

Bylaws (REVISED 01/14/2011)

Article I Name and Purpose

Section I. Name

The name of the organization shall be the Colorado Emergency Medical Services Chiefs, Managers and Directors (EMS-CMD). The organization will be a chartered subsidiary organization of the Emergency Medical Services Association of Colorado Inc (EMSAC).

Section II. Purpose

The purposes of EMS-CMD shall be to represent the interests of executives and officials responsible for the delivery of Emergency Medical Services (EMS) and ambulance transportation to communities within Colorado. The EMS-CMD shall also advocate best practices and ethical conduct in the management and leadership of EMS and medical transportation organizations.

Article II Membership and Dues

Section I. Membership

- A. Regular Membership shall be open to individuals serving in senior management positions responsible for the provision of EMS or ambulance transportation to communities within Colorado. Examples of such positions include, but are not limited to: Chief, Director, General Manager, Deputy or Assistant Director or Chief, and/or Operations Manager. Membership will be open to individuals from any public or private sector organization meeting the above criteria. Regular members will be entitled to all privileges of membership including the right to vote and hold office in the organization.
- B. Associate Membership is available to any individual or organization interested in supporting the purpose of the EMS-CMD. Associate members will be non-voting members and will not be eligible to hold office. Associate members may include, but are not limited to: EMS organization Board of Directors members, Medical Directors, retired EMS managers, and mid-level EMS managers and supervisors. Associate members will be entitled to privileges of membership as determined by the Board of Directors.
- C. Corporate membership is available to any organization interested in supporting the purpose of the EMS-CMD. Corporate members will be non-voting members and will not be eligible to hold office. Corporate members will be entitled to privileges of membership as determined by the Board of Directors.
- D. Honorary or Life Membership may be granted at the discretion of the Board of Directors. Honorary members will be entitled to all rights and privileges afforded regular members.

Questions of membership eligibility may be determined by the Board of Directors as needed.

Section II. Dues

- A. Membership dues will for regular, associate and corporate dues will be established by the Board of Directors.
 - B. Honorary and Life members will not be required to pay dues.
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Article III Management Structure

Section I. Board of Directors

The management of the organization is vested in its Board of Directors (Board) which shall have seven (7) members. Three members will be elected from amongst the regular membership in odd-numbered years. Four members of the board will be elected from amongst the regular membership in even-numbered years. All members of the Board will serve two-year terms.

The duties of the Board include, but are not limited to:

- 1. Establishing the mission, vision and strategic plan of the EMS-CMD
- 2. Election of Officers as noted herein
- 3. Establishment and revision of membership dues as noted in Article II.
- 4. Oversight of the finances of the EMS-CMD
- 5. Establishment and review of employment policies of the EMS-CMD
- 6. Approval of contracts greater than \$5,000 in value

Section II. Officers

The officers of the EMS-CMD shall be the President, Vice President, and Secretary/Treasurer. Officers shall serve two year terms.

The officers and their respective duties are as follows:

- A. The President shall provide general supervision and leadership for all organizational programs and policies. The President shall preside at all meetings of the association, the board of directors, and the executive committee. The President will also provide supervision to EMS-CMD employees as authorized by the Board. The President shall be an *ex officio* member of all standing committees of the association. The president shall also represent the EMS-CMD on the Board of Directors of EMSAC.
- B. The Vice President shall oversee the advocacy activities of the EMS-CMD and shall preside over meetings in the absence of the president. The Vice President shall also serve as the President's alternate to the Board of Directors of EMSAC.
- C. The Secretary/Treasurer shall record and maintain the official records of the EMS-CMD. The Secretary/Treasurer shall also oversee the financial activities of the association and make appropriate reports as required. Expenditures of organizational funds and corresponding procedures will be recommended and implemented the Secretary/Treasurer as required.

Section III. Records

Official records of meetings of EMS-CMD, its Board of Directors and Executive Committee, as well as EMS-CMD-sponsored activities, shall be maintained in accordance with the Colorado legal requirements, and the policies of EMSAC. Records will be made available to members in a timely fashion as requested.

Additional copies of records shall be maintained and filed in the offices of the Executive Director of EMSAC.

Section IV. Executive Committee

The Executive Committee is authorized by the Board to manage all business and affairs of the association and the Board between regular and special meetings. The Executive Committee may not alter or rescind the charter, bylaws, or remove any officer from office.

The Executive Committee shall be comprised of the elected officers of EMS-CMD, which include the President, Vice President, and Secretary/ Treasurer. The President shall serve as chair of the Executive Committee.

Article IV Election and Appointments

Section I. Election of Board Members

Board elections will be held at the Annual Membership Meeting of the EMS-CMD as noted below. Regular members may vote in person or by proxy. Board members terms will begin upon conclusion of the annual membership meeting, and will run through the second annual membership meeting following their election (2 years).

Section II. Election of Officers

The President, Vice President and Secretary/Treasurer shall be elected by and from the Board at the first regular Board meeting following the annual membership meeting, and their terms will run until their successors are elected.

The Vice President shall assume the office of President upon resignation or other vacancy of the President. The Vice President shall serve as President for the remainder of the term. In the event an officer is not re-elected, or vacates a board position, during his or her term, that individual may serve until a successor is duly elected as noted above.

Section III. Appointments

The Board may fill vacancies on the board, or in the offices of the association, arising from unexpired terms.

Article V Committees

Section I. Committees

EMS-CMD committees provide opportunities for members of the association and elected board members to share their time, talent, and spirit on behalf of the EMS-CMD. The Board may establish and dissolve standing and ad hoc committees as necessary to support the purposes of the organization. Membership of committees and committee chairs will be appointed by the President subject to the approval of the Board.

Article VI Meetings

Section I. Meetings of the Association

A. **Annual Membership Meeting**

The annual meeting of the association shall be held at a time and place designated by the Board. The meeting will normally be held in conjunction with the Colorado State EMS Conference.

B. **Special Meetings of the Association**

Special meetings may be held at the call of the President or upon written request of a majority of the members of the Board.

C. **Notice of Meetings of the Association**

Notice of all meetings of the association, whether annual or special, shall be given by the President by electronic mail not less than 20 days prior to the date of the meeting. Notice of any special meeting shall state the purposes of the meeting. No business shall be transacted at a special meeting that does not relate to the purposes stated in the notice.

D. **Quorum**

A quorum at any meeting of the EMS-CMD shall consist of 10 regular members.

E. **Voting**

Every member of the EMS-CMD shall have the right to cast one vote in person, by mailed vote, or by electronically submitted vote, prior to the date of the annual meeting.

Section II. Meetings of the Board of Directors

A. **Regular Meetings**

Regular meetings of the Board shall be held at a time and place determined by the President which is no less than quarterly. Meeting in person, or by electronic means, will be allowed.

B. **Special Meetings of the Board of Directors**

Special meetings of the Board may be called at any time by any two members of the Executive Committee or upon the request of one-third of the directors. The objectives of the meeting must be set forth in both the call for and the notice of the meeting. No business is transacted at a special meeting that does not relate to the purposes for which it was convened.

C. **Notice of Meetings of the Board**

Notice of all meetings of the Board, whether annual or special, shall be given by the President by electronic means not less than 20 days prior to the date of the meeting. The Executive Committee, by majority vote, may waive the advance notice provision in case of emergency.

D. **Quorum**

A quorum at any meeting of the Board shall consist of a majority of the members of the Board.

E. **Meeting Attendance**

Any member of the Board who is absent from two consecutive regular meetings of the Board, except for reasons accepted as sufficient by the Executive Committee, or who ceases to be an active member of the association, ceases to be a member of the Board, and the Board may appoint a member to the vacancy for the unexpired term.

Section III. Meetings of the Executive Committee

A. **Meetings of the Executive Committee**

The Executive Committee of the Board shall meet as needed at the call of the President.

B. Quorum

A majority of the voting members of the Executive Committee shall constitute a quorum for the transaction of business at all meetings.

Article VII Rules of Procedure

Section I. Official Year

The official year of the association begins on the first day of January and ends on the last day of December.

Section II. Rules

Unless otherwise specified herein, *Robert's Rules of Order Newly Revised*, latest edition, shall govern all meetings.

Article VIII Conflict of Interest

Section I. Conflict of Interest

A board member shall be considered to have a conflict of interest if he or she has existing or potential financial or other interests that impair or appear to impair his or her independent, unbiased judgment in the discharge of his or her responsibilities to the EMS-CMD; or if that board member is aware that a member of his or her family has financial or other interests that would impair or appear to impair the member's independent judgment in the discharge of his or her responsibilities to the EMS-CMD. For the purposes of this provision, a family member is defined as a spouse, parent, sibling, child, or any other relative residing in the same household as the board member.

All board members shall disclose to the President and the board any possible conflict of interest at the earliest practical time. Further, the board member shall absent him or herself from discussions of, and abstain from voting on, such matters under consideration by the Board or its committees. The minutes of such meeting shall reflect that a disclosure was made and that the member with a conflict or possible conflict abstained from voting. Any board member who is uncertain as to whether a conflict of interest may exist in any matter may request that the board or committee resolve the question in his or her absence by majority vote.

Article IX Review and Amendment of Bylaws

Section I. Bylaws Revision

These bylaws shall supersede all other bylaws and shall become effective immediately upon ratification by (a) a two-thirds majority vote of the Board as outlined in Article VII, Section II; (b) approval by the Board of Directors of EMSAC.

Section II. Amendments

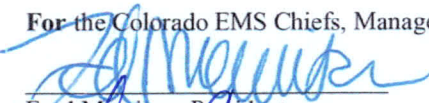
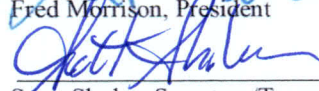
The bylaws may be amended by a two-thirds majority vote of the membership after such changes are first read at any properly notified regular or special meeting of EMS-CMD. Members must be notified of the

pending change(s) by electronic means and/or mail at least 20 days before the vote. Voting may be conducted by mail, electronic, in person, or any combination thereof as approved by the Board. Vote results shall be announced electronically and become effective upon final approval by the Board of Directors of EMSAC.

Approval and Adoption

The above revisions to the Bylaws for the Colorado EMS Chiefs, Managers and Directors were approved by the Board of Directors for the Colorado EMS Chiefs, Managers and Directors on January 14, 2011 and, by the Board of Directors for the Emergency Medical Services Association of Colorado on April 15, 2011. The Bylaws are adopted upon the date of the last signature below:

For the Colorado EMS Chiefs, Managers and Directors:

 Fred Morrison, President	<u>1 / 31 / 2011</u> Date
 Scott Sholes, Secretary/Treasurer	<u>1 / 31 / 2011</u> Date

And for the Emergency Medical Services Association of Colorado:

_____ Randy Leshner, President	____/____/____ Date
_____ Sharon Fluty, Secretary	____/____/____ Date