

Florida Association of EMS Medical Directors

Model Chapter BYLAWS

Article I

Name

The Name of this organization, a non-profit corporation organized under the laws of the State of Florida, shall be the Florida Association of EMS Medical Directors

Article II

Purpose

The purpose of the Florida Association of EMS Medical Directors (hereinafter "the association") is to promote cooperation between pre-hospital care medical directors, establish guidelines for pre-hospital care medical direction, and advise the State of Florida in matters concerning pre-hospital medical care in Florida.

Article III

Membership

Section 1. Membership in the Association shall be available to all licensed physicians in the State of Florida as defined under Chapter 458 and 459 of the Florida codes.

Section 2. Active members of the Association shall be physicians responsible for the medical direction of a pre-hospital care system. This category is entitled to one vote, when the member or his designed alternates is present at the meeting.

Section 3. Associate membership may include any individuals (or institutional or corporate body) associated with pre-hospital medical care, who may serve on various committees and participate in the affairs of the Corporation. This category may not have voting powers (unless qualified under Section 2) or serve as officers in this Association.

Section 4. Membership applications and resignations shall be handled by the Governing Council, while suspensions and

expulsions shall be submitted to and acted upon by the Association.

Section 5. The minutes of the proceedings of the Governing Council, the meetings, and books of any active member of the Association at any reasonable time, for any purpose reasonably related to the member's interest as a member. Such inspection may be made by agent or attorney, and shall include the right to make extracts thereof. Demand of inspection, other than at a meeting of the members, shall be in writing, to the President or Secretary-Treasurer of the Association.

Article IV

Dues and Assessments

Section 1. Dues for members shall be determined annually by the Governing Council, approved by the membership, and shall be payable yearly by January 31.

Section 2. An application fee as determined by the Governing Council shall accompany any application for new membership.

Section 3. The Governing Council will retain the right by majority vote to levy assessments against its members so long as the recommendation for assessments has been mailed to the membership at least 30 days before the meeting.

Section 4. Any member whose dues or assessments are unpaid shall be ineligible to vote or to hold office. The Governing Council may establish procedures and policies with regard to non-payment of dues and assessments.

Article V

Meetings

Section 1. There shall be at least one (1) annual meeting of the Association each calendar year, at such time and place as established by the Governing Council. Notice of such meeting shall be mailed to the last recorded address of each member at least 30 days before the meeting.

Section 2. Regular meetings of the Association may be held from time to time as determined by the Governing Council.

Notice of such meetings shall be mailed to the last recorded address of each member at least 30 days before the meeting.

Section 3. Members of the Association present at any meeting of the Association shall constitute a quorum provided at least one officer and 25% of members are present.

Section 4. A member in good standing may appoint an alternate individual to attend the annual meeting or any other meeting in his stead. This individual shall have a single vote in all matters of the Association, equal to the vote of the active member. The active member shall present to an officer of the Association a simple letter on official letterhead identifying his designated alternate for each meeting.

Section 5. When not in conflict with these bylaws, the latest edition of Robert's Rules of Order shall govern all Association meetings.

Article VI

Governing Council

Section 1. The Governing Council shall have supervision, control and direction of the affairs of the Association, shall determine its policies or changes therein within the limits of the bylaws, shall actively persecute its purposes and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 2. The Governing Council of the Association shall consist of President, Voce-President, Secretary-Treasurer, and two members at large whose term of office shall extend form election to the next annual meeting. The President, Vice-President, Secretary-Treasurer, and members at large shall be active members in good standing of the Association.

Section 3. The President shall appoint a Nominating Committee who will present a slate of officers to the membership of the Association ninety (90) days prior to the

annual meeting. The slate shall include two members at large. Nothing in this charter shall exclude nominations from the floor at the annual meeting for these positions. Election will be by a simple majority of the members present at the annual meeting.

Section 4. The fiscal year of the Association shall be determined by the Governing Council.

Article VII

Council Duties

Section 1. The duties of the Governing Council shall be as follows:

(a) The President shall represent the position of the Association in matters concerning pre-hospital care between annual meetings, after consultation and approval of the other Council members. The President shall appoint the committee chairman for standing committees of the annual meeting at which his election occurs and shall end at the conclusion of the second year or when his successor is seated by vote of membership.

(b) The Vice President shall be an active member of the Association and shall preside at meetings of the Association in absence of the President. The Vice President shall equal vote to the President in matters pertaining to the business of the Association when deciding issues between annual meetings. His term of office shall begin at the conclusion of the annual meeting at which his election occurs and shall end at the conclusion of the next annual meeting, or when his successor is seated by vote of the membership. In the event of the death or resignation of the President during his term of office or if he shall for any reason be unable or unqualified to serve, the Vice President shall succeed to the office of President for the unexpired portion of the President's term.

(c) The Secretary-Treasurer shall be an active member of the Association. He shall cause to be kept adequate and proper accounts of the properties, funds and records of the Association, and shall perform such other duties as prescribed by the President. The Secretary-Treasurer shall oversee the deposit or cause to be deposited all monies and other valuables in the name and to the credit of the

Association which such depositor as may be designated by the Governing Council. He shall oversee the disbursement of the Association funds as may be ordered by the Governing Council; shall have rendered the membership on an annual basis an account of all transactions and of the financial condition of the Association; and shall have such other powers and perform such other duties as may be prescribed by the Governing Council. The Secretary-Treasurer will have an equal vote with the President and Vice President in issues presented to the Association between the annual meetings. In the event of death, resignation, or incapacity of both the President and Vice-President, the Secretary-Treasurer shall succeed to the office for the unexpired portion of the President's term.

(d) The two Members at Large shall be members of the Association. Each shall have an equal vote to the President, Vice President, and Secretary-Treasurer in matters pertaining to the business of the Association between annual meetings. Their term of office shall begin at the conclusion of the annual meeting or when their successor is seated by vote of the membership.

Article VIII

Committees

The President may appoint such committees as he or she deems necessary, as well as the chairman the committee.

Article IX

Indemnification

The Association may, by resolution of the Governing Council, provide for indemnification by the Association of any and all of its Council Members or former council Members against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceedings, in which they or any of them are made parties, or a party, by reason of having been Council Members of the Association, except in relation to matters as to which such Council Member of Former Council Member shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement

predicated on the existence of such liability for negligence or misconduct.

Article X

BYLAWS

Section 1. The Bylaws shall not become effective until approved by the Governing Council of the Association.

Section 2. Bylaws may be promulgated, changed or deleted, at any regular meeting of the Association, by two-thirds vote of the members present, provided notification is given at least 30 days prior to the meeting and a quorum is present at the meeting.

Section 3. Amendments to the Bylaws shall be submitted in writing to the Association by email, return receipt requested. They will be acted upon at the next regularly scheduled meeting of the Association.