

Iowa AAMS Chapter
BY LAWS
Amended 10-6-2015

ARTICLE I PURPOSE

Section 1. **Name**

The name of this Corporation is Iowa AAMS Chapter, hereafter referred to as "Iowa AAMS".

Section 2. **Purpose**

The Corporation shall be organized and operated exclusively for the purposes set forth in its Articles of Incorporation.

Primary objectives of Iowa AAMS will be:

- a. To promote a positive perception of the air medical industry and the programs that service the State of Iowa.
- b. To develop processes that foster appropriate air medical resource utilization through the state.
- c. To achieve a formalized mutual aid structure for air medical transport services.
- d. To promote optimal use of resources in the event of a mass casualty incident or a homeland emergency through rapid access to information resources.
- e. To enable rapid transport of critical resources.
- f. To ensure the safety of all our crews and patients through combined efforts focused on operational safety.
- g. To work collaboratively to develop "Best Practice" initiatives that can be used as a tool for programs in the region to promulgate a high level of service delivery and quality patient care.
- h. To improve overall system issue efficiencies through the sharing of operational information experiences.
- i. To promote the continued availability of air medical services to the public.
- j. To monitor changes and trends in the air medical industry and work collectively to mitigate any risks to the industry.

Section 3. **Antitrust Compliance**

The Corporation and its Members will be guided in their conduct and discussions by the antitrust laws of the United States and intend to fully comply with these laws in all of the Corporation's activities.

ARTICLE II OFFICES

Section 1. **Principal Office**

The Corporation shall maintain a registered office at 1200 Pleasant Street in the City of Des Moines, Iowa 50309. The Corporation may at any time change the location of the registered office and the person designated as the registered agent. The Corporation may also have other offices at such places as the Corporation may fix by resolution.

ARTICLE III MEMBERSHIP

Section 1. **Eligibility for Membership**

Membership in Iowa AAMS shall be open to individuals representing licensed Iowa air ambulance services or public entities "e.g. National Guard, or individuals representing

organizations having an interest in, or providing for the air medical transportation of critically ill or injured patients via air, subject to the procedures set forth in these Bylaws.

Section 2. **Membership Classes**

There shall be three classes for Members.

- Voting Member
- Associate Member
- Special or Appointed Member

Membership classification may be altered pursuant to procedures contained in the Articles of Incorporation.

A. Voting Membership

Voting Membership is limited to air ambulance services that are licensed to operate in the state of Iowa and whose Iowa AAMS and AAMS dues are current.

In addition, voting members must.

1. have current Regular Membership and be in good standings with the Association of Air Medical Services (AAMS) and maintain membership currency with AAMS to be eligible as a Voting Member of Iowa AAMS.
2. Voting Members must attend two (2) regular scheduled Iowa AAMS meetings annually. Attendance may be by phone conference call in; however, in person attendance is highly encouraged,
3. Voting Members must submit National Emergency Medical Service Information System (NEMSIS) data to their State regulatory agency.

Voting membership entitles an official representative of the Voting Member to attend the regular business meetings, receive periodic mailings and enjoy other rights and privileges, as may be extended by the Corporation. Voting Members shall have the right to elect Officers as provided in Article VII and to make motions and to vote on all matters requiring a vote by the membership.

B. Associate (not-voting) Membership

Associate Membership is available to individuals and or groups that would bring value to Iowa AAMS Primary Objectives. Associate Membership shall be limited to persons, partnership, corporation or other business entity, which is involved in some manner in emergency medical services within the State of Iowa.

Associate Membership entitles an official representative of an Associate Member to attend the regular business meetings, receive periodic mailings, and enjoy other rights and privileges as may be extended by Iowa AAMS. Associate Members shall have no right to make motions or to vote on any matter requiring a vote by the membership.

C. Special or Appointed Membership

Special or Appointed Membership in Iowa AAMS shall be limited to:

- Military Air Rescue / Transport Teams serving the people of Iowa
- Search & Rescue
- State EMS Office

- Emergency Management Services
- Law Enforcement
- Others as deemed appropriate by the voting membership

Special or Appointed Members shall have no right to make motions or to vote on any matter requiring a vote by the membership.

Section 3. **Application for Membership**

Application for Membership shall be made to the Iowa AAMS office on the form provided. Such application shall not be deemed received until it has been completed in all material respects and the required remittance has been paid to Iowa AAMS. Membership shall be effective upon review and approval by the Voting Members.

Section 4. **Designation of Official Representative**

Each Voting Member shall designate one person to act as its official representative for the purpose of receiving correspondence, voting (if eligible), and acting as an official contact between the Member and Iowa AAMS. Such official representative shall be designated in writing to Iowa AAMS prior to any membership meeting, and shall be both (a) an officer, director or managing official of the Member, and (b) employed by the Member in the management or operation of the Member as the principal occupation of the representative. Changes in designation of the official representative of a Member shall be made in writing to Iowa AAMS.

Section 5. **Termination from Membership**

Members who fail to pay dues within ninety (90) days after the due date will be dropped from membership.

Any Member who commits any act which, in the judgment of the Iowa AAMS Executive Officers, is a willful violation or breach of the provisions of the Corporation's Articles of Incorporation, Bylaws, Policies, procedures, or its Code of Ethics (Appendix A), or which may be unethical or prejudicial to the purposes of the Corporation, may be suspended or expelled from membership by a two thirds (2/3) vote of the voting membership present and voting.

Any terminated Member shall not be entitled to a refund of dues paid.

ARTICLE IV MEMBER MEETINGS

Section 1. **Quorum**

At a meeting of the Members, a quorum shall consist of at least 50% of the Voting Members.

Section 2. **Meetings**

Meeting times, frequency and locations shall be determined by the voting membership. This schedule shall be established in January of each year. Meetings may be held by phone or electronically.

ARTICLE V VOTING METHODS

Section 1. **Voting**

A. Consensus

Motions brought to the voting body shall be decided by utilization of the Consensus Decision Model. All Voting Members, present, have to either agree to the motion or agree to support the motion for the good of the Corporation.

B. Super Majority

Failure of the group to reach Consensus shall be resolved by an additional vote that must achieve a Super Majority, or a minimum of 2/3 favorable votes to pass a contested motion that is brought before the Voting Members. Super Majority votes are required for issues related to: (1) Expense approvals over \$1,000; (2) Changes to the By-Laws; (3) Public policy positions that are to be supported by Iowa AAMS.

Section 2. **Proxy Votes**

Proxy votes will be accepted with written authorization by the representative of a qualified Voting Member when presented to the Secretary of the Corporation at the beginning of any meeting of the Members.

ARTICLE VI DUES

Section 1. Membership dues for the Voting and Associate membership classes shall be assessed on an annual basis. The Voting Members must approve any change in dues at an Iowa AAMS regularly scheduled meeting. Membership shall be for one calendar year.

ARTICLE VII OFFICERS

Section 1. **Executive Officers**

The Executive Officers of the Corporation shall consist of a President, Vice President, Secretary, and Treasurer. One person may not hold any more than one of these Executive Officer positions. One agency may not hold more than one of these Executive Officer positions.

Section 2. **President, Vice President, Secretary, and Treasurer**

The President, Vice President, Secretary, and Treasurer must be residents of and associated with an Iowa based air ambulance service, and be in good standing within the Iowa AAMS membership standards and guidelines.

Section 3. **Nomination and Election of Officers**

At the first meeting of an even numbered calendar year, the voting members shall meet to elect, by majority vote of the Voting Members present and voting, a President, Vice President, Secretary & Treasurer from a slate of nominations from the membership.

Section 4. **Term of Office**

Officers shall be elected for a period of two (2) years or until a successor shall have been elected and qualified.

An Officer may serve only two (2) consecutive terms in the same office unless he or she shall have assumed a vacancy in the office, in which case he or she may serve only the unexpired portion of the term and one full term.

Section 5. **Powers and duties of the Chairperson**

The President shall be the Chief Elected Officer of the Corporation 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 call all meetings and shall preside at all meetings of the Membership.

The President shall be a member ex officio of all Committees except the Nominating Committee.

The President may delegate the duties of any Officer during such Officer's absence or disability.

The President will sign and execute all corporate documents or documents that require a corporate officer's signature.

Section 6. **Powers and duties of the Vice President**

The Vice-President shall serve as assistant to the President.

The Vice President 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 Voting Membership. The Vice President shall assume the office of the President in the event of the President's death, resignation or removal.

The Vice President shall perform such other duties as may be assigned by the President.

Section 7. **Powers and Duties of the Treasurer**

The Treasurer will work with the Secretary and provide financial oversight for all of the financial aspects of the Corporation and present to the membership a financial summary report at each membership meeting as a part of a regular agenda item.

Section 8. **Removal of an Executive Officer**

The Iowa AAMS Voting Members may remove an Executive Officer at anytime by a vote of no confidence, with a 2/3 Majority Vote of the Voting Member.

ARTICLE VIII Secretary

Section 1. **Secretary**

The Secretary shall be appointed by a majority vote of the membership to fill the role as described below, with no specific term assigned. The Secretary need not be a member, but the preference is for the person filling the role to be familiar with the air medical industry.

The Secretary shall be responsible for keeping accurate and complete minutes of all meetings of the Corporation, including all conference calls, and all meetings of the Members.

The Secretary shall determine the presence of a quorum and also shall record votes cast.

The Secretary shall assist the Officers in carrying out their duties.

The Secretary shall perform such other duties as may be assigned by the Officers including, but not limited to, fielding all inquiries and providing communication to/from the Corporation; invoicing membership dues and verifying collections; pay Iowa AAMS payables; etc.

The Secretary, under the direction of the Treasurer, may be assigned the responsibility for the corporate funds and assets and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation. Based on membership approval,

the Secretary may also be given authority to sign Corporation checks, for expenses as approved by the officers.

The Secretary, under the direction of the Treasurer, may be assigned responsibility for the deposit and disbursement of all monies and other valuables in the name and to the credit of the Corporation.

ARTICLE VIX COMMITTEES

- Section 1. **Committees**
The President may appoint Committees to carry out specific and on going organizational activities.
- Section 2. **Standing Subcommittees**
There may be standing subcommittees to provide a forum for discussion related to topics specific to an area.
- Section 3. **Committee Chairperson Appointments**
The President may appoint Committee Chairpersons on an as needed basis.
- Section 4. **Committee Terms**
Committee Chairpersons and Committee Members serve at the will of the Iowa AAMS President.
- Section 5. **Removal of Chairperson**
The Iowa AAMS President may remove a Committee Chairperson at any time for any reason. The President shall appoint a new Committee Chairperson.

ARTICLE X FINANCES

- Section 1. **Fiscal Year**
The fiscal year of the Corporation, currently January 1 through December 31, shall be determined by resolution.
- Section 2. **Instruments**
Authority to sign all checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be determined from time to time by resolution of the executive officers.
- Section 3. **Reserves**
There may be set aside out of any funds of the Corporation such sum or sums as the Executive Officers may from time to time, in their absolute discretion, determine to be proper as a reserve or reserves to meet contingencies or for repairing or maintaining any property of the Corporation or for such other purposes as the President shall determine conducive to the interests of the Corporation.
- Section 4. **Budget**
The Executive Officers shall establish a budget for each fiscal year and shall operate under Generally Accepted Accounting Principles.

ARTICLE XI PROHIBITION OF DIVIDENDS

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable as dividends or in any other manner to, Members, Officers or other private persons, except that the Corporation 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 and By-Laws.

ARTICLE XII DISSOLUTION OR LIQUIDATION

1. Section 1. In the event of dissolution or liquidation of the assets of the Corporation, said assets shall be applied and distributed in the manner set forth in its Articles of Incorporation.

ARTICLE XIII MISCELLANEOUS PROVISIONS

Section 1. **Corporate Indemnity of Officers**
This Corporation will indemnify its officers to the fullest extent allowed by Iowa Law.

Section 2. **Liability**
The Members shall not be liable for the debts of the Corporation.

Section 3. **Amendments to By-Laws**
These By-Laws may be amended or repealed and new By-Laws adopted by 2/3-majority vote of all Voting Members, at any regular or special meeting of the Corporation.

Section 4. **Directors & Officers Liability Insurance**
The Corporation shall secure Directors & Officers Liability Insurance.

The Iowa AAMS Members duly adopted the foregoing By-Laws on the 10th day of October 2015.

Mickey Sauser, President

Appendix A

Iowa AAMS Code of Ethics

Code of Ethics

We, as members in good standing of Iowa AAMS, agree to:

1. Continuously meet CAMTS Ethics Standard 01.10.00 *“The services will develop and demonstrate ethical conduct in all areas including ethical practices in business, marketing and professional conduct”*;
2. Work collaboratively with the alliance members to enhance the delivery of air medical services in our collective region.
3. Conduct activities with honesty and integrity.
4. Never use information received from our activity in the alliance to undermine another alliance program.
5. Never use knowledge obtained through the alliance activities to create a market advantage over another alliance program.