

# **ARIZONA AMBULANCE ASSOCIATION BYLAWS**

## **I. Intent of the Organization**

The Arizona Ambulance Association is organized to provide ambulance operators in the state of Arizona with a common voice on issues of mutual concern. It also serves as a forum for both members, and nonmembers, to address their concerns to and with the ambulance industry. The Association represents ambulance operators before legislative and regulatory bodies on matters of general industry concern and will work for the betterment of ambulance and emergency medical services in the state of Arizona, as a means of promoting the general health and safety of the population.

## **II. Organization**

The Arizona Ambulance Association is organized as a non-profit trade association.

## **III. Membership**

### **A. Eligibility**

General Membership in the Arizona Ambulance Association is open to all certificated ground and licensed air ambulance providers in the state of Arizona who apply for membership and are current in their dues.

Affiliate Membership is open to ancillary and support service organizations, and other groups or organizations whose activities or business involvements augment or contribute to the provision of ambulance or emergency medical services.

### **B. Voting Status**

Only general members who have paid and are current in their dues and have satisfied all other financial obligations to the association shall be eligible to vote on association matters.

General members holding multiple Certificates of Necessity (CONS) are entitled to one vote per CON. Affiliate members hold no voting status.

### C. Dues

Annual membership fees are due and payable on November 1st of each year and shall become past due on January 1st of each year. General members who have not paid their dues will only be eligible to vote at subsequent association meetings if they have fully satisfied their financial obligations to the association at least 30 days prior to the meeting.

Membership dues are determined by multiplying the following two figures for each general Member:

- TOTAL number of ground or air ambulances registered with the Arizona Department of Health Services; and
- A per ambulance rate determined by the size of the ambulance provider and/or its parent company (as applicable), with a progressively-higher fee for each size category.

The following revenue sources will be considered in determining ambulance provider size:

- Gross ARCR Revenue—Ambulance Service Routine Operating Revenue (before settlements and discounts) reported on the provider's most recent Ambulance Revenue and Cost Report submitted to the Arizona Department of Health Services (currently p. 2, line 1 of the long form and p. 3, line 1 of the short form).
- Gross Parent Organization Revenue—For providers that are owned and controlled by another larger organization, the controlling (parent) organization's total operating revenues reported on the most recent audited financial statements.

A per ambulance rate will be determined for each of the following size categories:

- Small providers are those with Gross ARCR Revenue of less than \$500,000 AND Gross Parent Organization Revenue of less than \$5 million.
- Medium providers are those that do not meet definitions of Small or Large providers.
- Large providers are those with Gross ARCR Revenue of greater than \$10 million OR Gross Parent Organization Revenue of greater than \$40 million.

The Board of Directors will annually review and set the general membership dues for the following year based on the budget proposed by the Treasurer and Finance Committee. The Board of Directors shall not increase the dues to the general members more than ten percent per calendar year. Any increase greater than ten percent requires a majority vote of the general membership.

#### **IV. Officers**

##### **A. Board of Directors**

The Board of Directors for the Association shall consist of ten (10) members. The directors shall be elected from the general membership every two years and shall assume their office on the first day of the month following the election.

The Board shall be comprised of a President, a Vice President, a Secretary, a Treasurer, and the Immediate Past President, who shall be the Officers of the Association, and five Regional Directors. The five Regional Directors shall be drawn, one each, from each of the four, recognized emergency medical services Regions in the state and one representative from an air ambulance provider.

No more than two (2) voting Officers of the Association may be employed by the same agency, be of an organization which holds multiple CONs, or has common ownership. The Past President will serve as an officer in an ex-officio capacity and shall not have the right to vote on matters before the Board unless such vote is required to break a tie vote of the Board.

Elections for the President, and Secretary along with Northern and Southern Regional Director shall be held on odd years. Elections for Vice President and Treasurer along with Western, Central, and Air Regional Directors shall be held on even years. All elections shall be for a term of two years.

Board members must represent a general member of the Association including the immediate past president. Within thirty (30) days after any director or officer ceases to represent a general member, such director or officer shall be automatically removed from office.

To the fullest extent permitted by law, the Association shall indemnify and hold harmless any and all past, present, or future officers of the Board of Directors, as identified and defined in these Bylaws, for their actions on behalf of the Association.

Ex-officio member clause – In the event the board does not have a representative from a fire-based EMS provider or private ambulance provider, the President of the board shall appoint a representative from the respective discipline to serve as an additional board member. This term shall be for a period of one year.

## B. Vacancies

Should, for any reason, a vacancy occurs on the Board of Directors, the remaining directors shall meet at their earliest convenience, and select from the general membership of the Association a person to serve for the remainder of the term in the place of the former Board member.

Should the position of President become vacant, the Vice President shall assume the duties of the President, and the Board shall select a member to complete the Board as noted above.

Should either the office of the Vice President, Secretary, or Treasurer become vacant, the Board shall, from its elected membership, select a member to serve the remainder of the term in the place of the former officer.

Should the position of Past President become vacant, it shall remain vacant for the remainder of the term.

Should a Regional Director position become vacant, the Board shall select a member of the Association from the same Region as the one being vacated, or if the air ambulance provider Regional Director position becomes vacant, the Board shall select a member of the Association from an air ambulance provider.

## C. Removal of Officer

A member of the Board of Directors may be removed from the Board for cause as determined by a majority vote of the Board of Directors. Once cause has been established, removal shall be by two-thirds vote of all the remaining Board members. The unexcused absence of a Board of Directors member from three consecutive meetings of the Board shall be sufficient cause for removal.

## D. President

The President shall be elected from the general membership and shall be considered the Chairperson of the Board of Directors and ex-officio member of all committees. The President shall assume his/her office concurrent with the seating of the Board. The President shall conduct all meetings of the Association and of the Board of Directors. The President will hold the right to appoint all committee chairs, shall serve as spokesperson for the Association, and shall represent or appoint representatives to

act as spokesman or liaison of the Association, before all bodies, public and private. The President of the Board serves as the statutory agent for the Association.

#### E. Vice President

The Vice President shall be elected from the general membership and shall be a member of the Board of Directors. The Vice President shall act in place of the President, and shall assume any and all duties thereof, in the absence of the President. The Vice President shall be the Chairperson and oversee the Legislative Committee. The Vice President shall act as the lead point of contact for the Association's lobbyist. The Vice President shall assist the President and exercise such other powers and perform other duties as delegated by either the President or the Board of Directors.

#### F. Secretary

The Secretary shall be elected from the general membership and shall be a member of the Board of Directors. The Secretary shall maintain the minutes of all meetings of the general membership and Board, recording all events, action, and resolutions and for distributing these to the membership; and shall be responsible for Association notices, communications, publications, mailings, website, and historical records. The Secretary shall also be responsible for completing all required updates and annual reports to maintain the Association's good standing with the Arizona Corporation Commission. Certain functions of the Secretary may be provided through a private provider subject to approval by the Board of Directors. The Secretary shall monitor services provided through a private provider as directed by the president.

#### G. Treasurer

The Treasurer shall be elected from the general membership and shall be a member of the Board of Directors. The Treasurer shall receive and deposit, in bank accounts of the Association, all monies of the Association and shall disburse and invest such funds as directed by the Board of Directors; shall insure that two Board member signatures are obtained for all disbursements of Association funds; shall keep proper books of accounts; shall be responsible for all tax reporting requirements; shall make available all financial records and shall present an itemized fiscal report at each regular meeting of the Board of Directors; shall prepare an annual budget and a statement of income and expenditures closing the fiscal year to be presented, upon approval of the Board of Directors, to the membership at the Association's regular Annual Meeting; and shall invoice and collect the annual Association fees/dues from Association members. The Treasurer shall also maintain, in current order, a listing of all members, and their membership status. At expiration of his/her term of office, the Treasurer shall deliver to his/or successor all monies, books, and documents with all vouchers and other property in his/her charge, belonging to

or held in trust for the Association. Certain functions of the Treasurer may be provided through private provider subject to approval by the board of directors. The Treasurer shall monitor services provided through a private provider as directed by the president.

#### H. Immediate Past President

The Immediate Past President shall serve as an ex-officio member of the Board and shall not have the right to vote on matters before the Board unless such vote is required to break a tie vote of the Board. Past Presidents shall be considered "Counselors to the Board" and may render advice to the Board as requested.

#### I. Regional Directors

The Regional Director shall be elected from the general membership by their respected Regions and shall be a member of the Board of Directors. The Regional Air Ambulance Director shall be elected from the general membership and shall be a member of Board of Directors. The Regional Directors shall function as a resource and conduit of information to and from their Regional membership. Each Regional Director is encouraged to represent the AzAA by attending and/or holding a seat on the regional EMS council within their respected area.

### **V. Powers and Responsibilities**

The Board of Directors shall have and exercise all powers and duties necessary for the proper conduct and administration of the affairs of the Association, and shall also have such powers and duties, including, but not limited to, the following:

1. To oversee the general affairs of the Association in compliance with the bylaws.
2. To adopt and approve an operating budget for the Association each calendar year.
3. To evaluate and recommend adjustments in the total amount of dues assessed per Article III, Section C, of these bylaws.

4. To purchase or arrange for such services, machinery, equipment, materials, and supplies, as in the opinion of the Board of Directors may from time to time be necessary for the proper operation and maintenance of the Association.

5. To contract, employ or retain professional services and to fix their compensation whenever such professional advice or services may be deemed necessary by the Board.

6. To cause such operating accounts and escrow and other accounts, if any, to be established and opened by the Treasurer.

7. To take such other actions and approve such expenditures as it deems to be in the best interests of the Association or its members.

8. To direct the legislative affairs of the association consistent with the intent of the organization.

## **VI. Meetings**

### **A. Annual Meeting**

The Association shall hold its Annual Meeting at a time and place to be designated by the Board of Directors. The purpose of the meeting shall be the election of Directors and Officers of the Board, the transaction of Association business, review of legislative matters, and the holding of an annual convention. The Annual Meeting shall be held once a year.

### **B. Board of Directors Meeting**

The Board of Directors may hold meetings from time to time, but at least quarterly, to deal with issues of concern to the Association membership. The Board may take such actions as it may deem necessary to further the aims and intent of the Association, provided that the actions are agreed upon by a majority of the quorum of the Directors present and voting. Actions taken in this manner may be subject to ratification by the entire General Membership acting at the next regularly scheduled General Meeting of the Association.

Board of Directors Meetings may be conducted via teleconference or some other electronic communications medium. Actions taken at meetings conducted via electronic communications media will have the same force as actions taken at any other meeting of the Board of Directors.

Any member of the Board of Directors may request a meeting of the Board at any time. This request will be made to the President, who shall call the meeting, with the meeting to take place no more than seven (7) days from the date of the request for the meeting. The format (regular or via electronic communications media) will be at the discretion of the President, with the understanding that the format chosen will be that which will allow for the greatest number of members to participate.

#### C. Meeting Announcements

Notice of the date, time and place of each Annual Membership Meeting shall be given to all members of the Association a minimum of sixty (60) days prior to each meeting. The notices shall be distributed either electronically or via postal mail, as well as posted on the Association website.

#### D. Format and Conduct

The President shall conduct all meetings of the Association and of the Board of Directors in accordance with Robert's Rules of Order provided they do not conflict with these Bylaws. Business shall be conducted per the published agenda for the meeting, with the provision that members may bring to the floor for consideration of matters not contained in the published agenda.

All Meetings of the Association will be open to the public, and there will be time allowed for members of the public to address the membership on matters of concern regarding the Association, or ambulance services and emergency medical services. The President will reserve the right to limit the scope of public comment to matters relating to the general purpose and intent of the Association.

#### E. Code of Conduct Policy

Association members have a duty to conduct themselves in the best interest of the association and its members.

1. Association members who believe that they have been publicly disparaged by another Association member shall have the ability to forward a complaint to the Arizona Ambulance Board of Directors for disposition.



2. The affected Association member shall forward a written complaint to the Arizona Ambulance Board of Directors who shall then consider the complaint at the next regularly scheduled meeting of the Board of Directors.

3. The Board shall appoint 3 Board members to review the complaint, request additional information if necessary and decide on a finding and subsequent disposition of the complaint that could include a finding that the complaint has no basis, the complaint is sustained and a recommendation of corrective action that could include at a minimum, a letter of warning or at the most, public notice of censure for a specific time frame.

4. The recommended action shall be forwarded to the Board of Directors for review and a majority vote on the corrective action.

5. If an Association member wishes to terminate membership regarding the corrective action received, the corrective action shall continue to be posted for the recommended time frame.

#### F. Voting on Positions of Policy

All issues requiring the Association to adopt a position of policy shall be voted upon by the general membership. Voting will be conducted at the Annual Meeting or by letter ballot. The results of the vote will be announced by the President. The results of letter ballots will be communicated to each general member of the Association by letter or summarized in a general newsletter, e-mail notification or other similar type communication. To validate the results of any vote taken, at least 50% of the ballots mailed to the general membership must be returned with a vote cast. A general member may vote either for or against any motion or may abstain from voting on a motion. One of these three actions must be taken to constitute a valid vote.

For letter ballot only one (1) ballot, one vote, shall be permitted per general membership CON or Air License. For voting in person only one person per general membership, shall be entitled to vote on behalf of their CON or Air License.

#### G. Quorum

For meetings of both the Association and the Board of Directors, a quorum must be present for business to be conducted. A quorum for meetings of the general membership shall consist of not less than 20% of the eligible voting general members of the Association. A quorum for a Board of Directors meeting shall consist of five (5) currently elected and seated Board of Directors.

## **VII. Nominations**

A nominations committee shall be formed no later than 60 days prior to the annual meeting of the Association.

B. The chairperson of the committee shall be appointed by the President.

C. The remaining members of the committee shall be recommended by the President and ratified by a majority vote of the Directors present and voting.

D. There shall be at least one member of the committee from each of the four EMS Regions and one member from a member air ambulance provider.

E. No member, while serving on the nominating committee, shall hold a Board position.

F. The nominations committee shall nominate individuals to serve on the Board of Directors. All nominees shall have met all Association General Membership requirements as defined in these Bylaws. Nominees are only eligible to run for one qualified position on the Board of Directors per election.

G. Within 45 days prior to the annual meeting of the Association, the chairperson of the nominations committee shall present a slate of candidates that have been ratified by a majority vote of the committee.

H. Within 30 days prior to the annual meeting of the Association, the Board of Directors shall cause to be mailed to each general member of the Association the names of the nominees who meet the general membership requirements of the Association and who have been selected by the nominating committee, the position for which they have been nominated, the official ballot, advisement to the general members on voting procedures, and also advisement that nominations other than those appearing on the ballot cannot be made from the floor at the annual meeting.

I. Any unfilled Board position(s) shall be filled by appointment made by the president from the qualified membership of the association subject to ratification by the board of directors.

## **VIII. Elections**

A. All general members shall be eligible to vote in accordance with Article III, of these bylaws. Voting shall be by secret ballot and may be cast in person or by absentee ballot; there shall be no more than one (1) VOTE per member CON. Absentee ballots must be requested from the Nomination Committee for absentee voting thirty days prior to election in writing after candidates have been slated. Absentee ballots will be sent with delivery confirmation.

B. Elections will be conducted during the annual meeting. Newly elected officers will begin their two-year office term on January 1 of the year following the annual meeting. They will have the opportunity to learn about their role as a member of the Board of Directors prior to taking office in January.

C. Elections shall be by majority vote.

D. In order for an absentee ballot to be valid, it must be postmarked and returned in the enclosed self-addressed envelope displaying the general member agency name, address and CON number and Region and state "Ballot" on the outside of the envelope at least ten (10) days prior to the election (Any envelope not meeting the requirements set forth in this provision will be considered invalid and the vote will not be counted.)

E. Absentee ballots can be rescinded after submission by the authorized representative on record with the Arizona Ambulance Association, provided that the person overseeing the election is notified prior to the opening of the polls. All absentee ballots that are rescinded shall be destroyed.

F. All active general members can cast a ballot in person provided that no absentee ballot exists at the opening of the polls.

F. An Officer and Board Member (neither of whom are running for office in the election at hand) appointed by the Board of Directors shall be present at the counting of ballots to serve as observers.

G. In the event the election ends in a tie, an immediate revote will take place for the tied position only. All members present at the annual membership meeting eligible to vote will cast a ballot and the nomination committee will count the recast ballots in addition to the previously cast absentee ballots. In the event of a second tie, the winner will be decided by the majority vote of the Board of Directors at the annual membership meeting to determine the winner. The immediate past president will not vote unless there is a tie by the board. Then the immediate past president will cast one vote to break the tie.

H. After all ballots have been counted and the election results validated by the Nomination Committee, the results shall be announced to the membership by the President or other officer and all ballots will be destroyed.

## **IX. Committees**

A. The President may establish, standing and/or ad-hoc committees as the board may deem appropriate to establish.

B. All committees established by the President shall consist of a minimum of four (4) members in good standing and a maximum of ten (10) members.

C. The chairperson of each committee shall be appointed by the President of the Association or pursuant to the Bylaws.

D. The members of the standing and/or ad hoc committee(s) will be selected by the chair and shall, if possible, consist of individual members in good standing who represent each of the four EMS Regions.

E. Permanent Committees:

1. The Legislative Committee shall consist of a minimum of four (4) members in good standing, inclusive of the Chair. The committee members selected by the Chair should attempt, if at all possible, to represent the diverse interest of the Association by including a representative of a metropolitan, rural and air ambulance provider. The committee shall meet at least once annually.

a. No organization which holds multiple CONs or has common ownership shall have more than one (1) representative on the Committee.

b. The Legislative Committee shall inform the membership, through the Board of Directors, of any proposed legislation, rules, regulations or policies that may affect Association membership and to request support for the Committee's legislative agenda. The committee shall be a liaison, as approved by the Board of Directors, between the AzAA members, the State legislature, and other government agencies. The committee shall assist in developing and drafting legislation favorable to the AzAA and

implementing the legislative program/agenda approved by the Board of Directors. The committee shall have the authority to represent the AzAA in such matters concerning the legislature, executive branch and/or governmental agencies, as have been approved by the Board of Directors. The Vice President shall be the Chairperson of the Legislative Committee. The Vice President shall also be the point of contact for the contracted lobbyist of the Association.

2. The Bylaws Committee shall be chaired by the Association Secretary and consist of at least four (4) members in good standing representative of the Association membership to include ground based metropolitan and rural providers and an air provider. The committee shall recommend amendments to the Bylaws and review and make recommendations as proposed by members other than committee members. The committee shall meet at least once annually.

3. The Finance Committee shall be chaired by the Association Treasurer and consist of at least four (4) members in good standing representative of the Association membership to include ground based metropolitan and rural providers and air provider. The committee shall review the annual budget and other financial matters as appropriate and make recommendations to the Board. The committee shall meet at least once annually.

#### **X. Amendments to Bylaws**

A. The bylaws of the Association may be amended by a majority of the members voting at any regularly scheduled meeting of the organization. Proposed amendments must be distributed to the membership at least thirty (30) days prior to the meeting at which the amendment is to be considered.

B. Requests to modify the bylaws can be requested by any member. Such requests shall be presented to the Board of Directors at least sixty (60) days prior to the meeting at which the amendment is to be considered.

#### **XI. Records**

The Association shall keep or cause to be kept, for a minimum of seven years, or longer as required by law:

1. The record of all meetings of the Board of Directors including, date, place, those attending, and the proceedings thereof, a copy of the notice of the meeting and when and how given; written approval of the minutes of the meeting.

2. The record of all meetings of the membership including date, place, members present and the proceedings thereof, a copy of the notice of the meeting and when and how given; written approval of minutes of the meeting.

3. All financial and other business records, as required by law.