# NATIONAL ASSOCIATION OF EMS EDUCATORS BYLAWS

## ARTICLE 1
## INTRODUCTION AND NAME

**Name**: The name of the nonprofit corporation is the National Association of EMS Educators (NAEMSE), hereinafter called the "Association." The "Association" is registered in the Commonwealth of Pennsylvania as a national not-for-profit agency with Executive Offices, and its principal office shall be located in the state of incorporation.

1.01 Other Offices

The "Association" may have offices inside or outside the Commonwealth of Pennsylvania as the Board of Directors & Officers of NAEMSE may from time to time determine or activities of the "Association" may require.

The "Association" is subject to the limitations for organizations that qualify as exempt organizations, under Section 501 (c) (3) of the Internal Revenue Service Code, its regulations as they now exist or may hereafter be amended. The logo seen above is the registered trademark property of the "Association" and its use is regulated and governed by the "Association."

The "Association" conducts all of its business consistent with its mission and core values.

## ARTICLE 2
## PURPOSE

The mission of the "Association" is *Inspiring Education Excellence.* NAEMSE provides a forum for EMS educators to share insights and information concerning all aspects of EMS education at all levels. The "Association" activities shall include, but not be limited to, resource development, advocacy in educational endeavors, research in EMS education, and the initiation of any or all activities that will further the educational enrichment of students and instructors involved in EMS or EMS-related programs.

## ARTICLE 3
## MEMBERSHIP

3.01 Definition of Membership

Members shall consist of individuals who are involved or interested in the education of EMS and out-of-hospital personnel. These individuals will be involved in the planning, supervision, teaching, or clinical practice of emergency health care providers.

3.02 Classes of Membership

There shall be multiple types of membership within the "Association":

3.02.01 Active Members

Active Members, hereinafter called Members, will be afforded all privileges of the "Association," including voting rights to elect Board of Directors, committee membership, the right to advise and guide the "Association" in the conduct of its affairs.

3.02.02 Emeritus Members

Active Members who have been elected to the office of ~~Chair~~ President and complete their terms shall be granted Emeritus Membership immediately upon leaving the office of ~~Chair~~ President.
Emeritus Members are granted waived membership dues. These members are afforded all privileges of an active member.

3.02.03 Charter Members

Charter members are identified as members who joined the association within the first two years of the association existence. These members are afforded all privileges of an active member.

3.03 Application for "Association" Membership

A prospective member shall submit an application for membership to the NAEMSE national office. The Board of Directors & Officers of the "Association" reserves the right to reject an application for cause. Appeal of the decision of rejection may be made to the NAEMSE Board of Directors, which shall establish rules governing said appeals in accordance with the tenets of reasonable due process.

3.04 Revocation of Membership Status

Members who fail to pay dues after thirty (30) days of the payment due date, or who fail to meet other requirements of membership as determined by the Board of Directors may have their membership in the "Association" revoked until such time that the lapse is corrected, and membership is restored. Membership in the "Association" may be revoked for cause. Appeal of the decision of revocation shall follow the process as determined by the NAEMSE Board of Directors

3.05 Calculation of Membership Numbers for Reporting Purposes.

For the purposes of calculating membership numbers, the organization recognizes the following status for membership:

- Active Members: These members are within their current member cycle and have not reached their stated expiration date.
- Lapsed Members: These members were Active Members whose membership dues where not received within 30 days past their anniversary date. Because they are "lapsed" members, they are ineligible to participate in elections, represent the "Association" as a liaison to another organization, or other similar decision-making/leadership activities until their membership is restored to Active Member status.

## ARTICLE 4
## MEMBERSHIP DUES

4.01 Dues

Annual membership dues shall be set by the Board of Directors.

## ARTICLE 5
## "ASSOCIATION" MEETINGS

5.01 Quorum

A quorum is needed for the purposes of conducting business on behalf of the "Association." A quorum for any official meeting of the "Association" shall be defined as those in attendance.

5.02 General Membership Meeting

A face-to-face general membership meeting will be held yearly during the annual symposium. The general membership meeting will be conducted by the Board of Directors' ~~Chair~~ President or an appointed designee. Visitors are welcome at the general membership meeting; however, they may not participate in the meeting. For business to be conducted, a vote requires a simple majority of active members present. In the event of an emergency that causes the annual symposia to be cancelled, the general membership meeting will be delayed or postponed or rescheduled as a digital meeting at the discretion of the Board of Directors.

5.03 Board of Directors Meetings

The Board of Directors will meet face-to-face at least two (2) times during the fiscal year. One meeting shall be during the annual symposium. The other meeting shall be at mid-year and shall take place at least five (5) months after the first meeting. Notice of the date, time, and locations of the meetings will be advertised to afford interested members of the "Association" time to plan to attend. Such guests shall attend at their own expense. However, those summoned by the Board of Directors may be eligible for reimbursement of specific, reasonable meeting-related expenses. Members of the "Association" attending Board of Directors meetings are observers only and may not participate unless recognized by the ~~Chair~~ President of the Board of Directors.

For the purpose of verifying attendance of the Board of Directors and Officers, written or printed notice stating the place, day, and hour of any special meetings of the Board of Directors will be delivered to each Director no less than ten (10) days before the date of the meeting, either personally or by first class mail, by or at the direction of the ~~Chair~~ President. If mailed, such notice will be deemed to be delivered when deposited in the U.S. mail addressed to the Director's address as it appears on the records of this "Association" with postage prepaid. Such notice shall state the business to be conducted or the purpose of the special meeting.

5.04 Special meetings of the Board of Directors

Additional meetings may be called at the discretion of the ~~Chair~~ President or Officers of the Board of Directors with consideration of the fiscal impact of such additional meeting(s). Special Board of Directors meetings may occur either via a telephone conference or face-to-face at the discretion of the ~~Chair~~ President. A simple majority of the Board of Directors is required to conduct business via this manner. A special meeting of the Board of Directors may be called by the ~~Chair~~ President.

5.05 Telecommunication for Board of Directors Meetings

Any one or more Directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar telecommunications device which allows all persons participating in the meeting to hear each other. Participation by telephone shall be equivalent to presence in person at the meeting for purposes

of determining if a quorum is present. Any Director who objects to the business being conducted via an electronic meeting may request a special Board of Directors meeting.

5.06 Executive Session during Meetings

An Executive Session occurs when a member of the Board of Directors requests it and the quorum present votes to allow the Executive Session to occur. At that time, the regular meeting is stopped, along with any recording devices. The ~~Chair~~ President of the Board of Directors, at their discretion, will excuse visitors from meetings when there is a move into Executive Session. Business conducted in Executive Session will not be transcribed or entered into official meeting minutes, other than to note when the vote was taken during the regular meeting to begin Executive Session and when Executive Session ended. No official votes may be taken while the Board of Directors is in Executive Session. Disclosure of discussions held while the Board of Directors is in Executive Session is a serious breach of the Duty of Care. A member of the Board of Directors can be removed from attendance during Executive Session following a simple majority vote of official meeting attendees.

5.07 Board of Directors Meeting Attendance by Legal Counsel

For the purpose of legal guidance, the Board of Directors may request the attendance of the "Association's" legal counsel to meetings of the Board of Directors. Legal council representative(s) will participate as requested by the Board ~~Chair~~ President but will have no authority to vote or conduct business on behalf of the organization, unless so directed by the Board of Directors.

5.08 Meeting Minutes

Minutes of all official "Association" meetings will be taken. The Secretary of the "Association" bears the responsibility of ensuring that the meeting minutes are complete and accurate and are presented for ratification by the Board of Directors by the next regularly scheduled meeting. Once approved by the "Association's" Board of Directors, these minutes will be entered into the official archives of the "Association" and will be available for review by the membership of the "Association" per the NAEMSE Records Disclosure Policy.

5.09 Notice of Meetings

This provision of the Bylaws constitutes notice to all Directors of the regular meeting for all years and instances, and no further notice shall be required, although such notice may be given. The most current version of Robert's Rules of Order shall govern meetings of the "Association," the Directors, and any subsidiary bodies in all cases to which they are applicable, and in which they are not inconsistent with these Bylaws and any special rules of order the "Association" may adopt.

## ARTICLE 6
## BOARD OF DIRECTORS

6.01 Management

The ~~Chief~~ Executive Director, ~~Officer~~ in conjunction with the Board of Directors of the "Association" shall control the business, property, and affairs of the "Association" as stated in the Articles of Incorporation of the "Association," or these Bylaws.

6.02 Composition of the Board of Directors

The Board of Directors of the "Association" shall be composed of thirteen (13) individuals who are active members of the National Association of EMS Educators. Directors shall be elected by the membership for a three (3) year term but shall be so elected that one-third (1/3) are elected each year. Each Director may hold office for two (2) consecutive three (3) year terms, ~~;~~ after which said Director must relinquish membership on the Board for at least one (1) year, ~~;~~ individuals must sit out for one (1) full election cycle. Each director's term will commence at the annual membership meeting. Each Director shall maintain active membership within the "Association" or forfeit his or her position. The ~~Chair~~ President of the Board will have the deciding vote in case of a tie-breaker.

6.03 Responsibilities of Directors

Directors are expected to attend all regular and special meetings of the Board of Directors, unless permission for absence is requested and acknowledged by the ~~Chair~~ President, ~~Chief~~ Executive Director ~~Officer~~, and other officers of NAEMSE. The seat of any Director who is absent from twenty (20) percent of all official meetings, or from two consecutive meetings (including telephone meetings) within two (2) years may be declared vacant. Directors are expected to fulfill the duties of care, duty to disclose, duty of loyalty, duty of service, duty of confidentiality, and exercise appropriate fiduciary responsibilities.

A Director of the "Association" shall stand in a fiduciary relation to the "Association" and shall perform their duties as a Director, including their duties as a member of any committee of the board, upon which they may serve, in good faith, in a manner they reasonably believe to be in the best interests of the "Association," and with such care, including reasonable inquiry, skill, and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared by any of the following:

(1) One or more officers or employees of the "Association" whom the Director reasonably believes to be reliable and competent in the matter presented.
(2) Counsel, public accountants, or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person.
(3) A committee of the Board upon which they do not serve, duly designated in accordance with the law, as to matters within its designated authority, which the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if they have knowledge concerning the matter in question that would cause their reliance to be unwarranted. In discharging the duties of their respective positions, the Board of Directors, committees of the Board, and individual Directors may, in considering the best interests of the "Association," consider the effects of any action upon employees, upon suppliers and customers of the "Association," upon communities in which offices or other establishments of the "Association" are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of this section. Absent breach of fiduciary duty, lack of good faith, or self-dealing actions taken as a Director, or any failure to take any action shall be presumed to be in the best interests of the "Association."

A Director of the "Association" shall not be personally liable for monetary damages as such for any action taken, or any failure to take action, unless:

(1) The Director has breached or failed to perform the duties of their office under this section;

(2) The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

The provisions of this section shall not apply to:

(1) The responsibility or liability of a Director pursuant to any criminal statute;

Or

(2) The liability of a Director for the payment of taxes pursuant to local, state, or federal law.

6.04 Compensation of Board of Directors

No member of the Board of Directors or any committee of the "Association" shall be paid any compensation for services as a Director and shall not benefit in any way solely by reason of being a member of said Board of Directors. The Board of Directors may provide reimbursement of reasonable expenses incurred by Officers or Directors in connection with authorized "Association" business. This does not prohibit a member of the Board of Directors from entering into a work-for-hire agreement with the "Association."

6.05 Eligibility

A member of the Board of Directors shall be an individual who is of full age; an active member in good standing with the "Association" who need not be a resident of this Commonwealth.

6.06 Election of Directors

A list of nominees for the open Board of Directors positions, shall be developed by an Ad Hoc Nominations Committee. The list of nominees shall be distributed by the approved means to the full membership each year. The typical manner of distribution is electronic (via e- mail) unless specifically requested in writing by an individual member to be sent via U.S. mail. Minimally, three Directors shall be elected each year. Ballots will due back to the National office no later than February 28 for the mid-year meeting of the Board of Directors. The elected candidates shall be determined by those receiving the highest number of votes. In the event of a tie, the "Association" will provide a special balloting of members.

6.07 Resignation

Any member of the Board of Directors may resign at any time by giving written notice to the ~~Chair~~ President of the "Association." Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the ~~Chair~~ President of the "Association."

6.08 Vacancies

If a Director's position becomes vacant, the Board of Directors shall vote either to leave it vacant until the end of its term or to appoint a new Director to fill the remaining term. In the event that the number of Directors becomes less than thirteen (13) as specified in these Bylaws, the vacancy must be filled. If a new Director is appointed to fill a vacancy, that Director will serve for the unexpired term of the predecessor and be eligible for one more terms before the required rotation off the Board. The Board of Directors shall refer to the most recent Board of Directors election to obtain eligible candidates for the vacant position, beginning with the highest vote getter from the slate of candidates. If still eligible and interested, this individual should be the candidate recommended for the position although the Board of Directors reserves the right to make the final decision in this matter.

6.09 Removal from Office

The Board of Directors may remove an Officer or Director with or without cause by vote of two-thirds (2/3) of the Board of Directors then in office, following reasonable notice before the Board of Directors.

Cause may be defined to include, but shall not be limited to, an Officer's or Director's failure to attend meetings, fulfill the obligations of office, or malfeasance and/or misfeasance of office. The action of the Board of Directors shall be final. The Board of Directors shall establish procedures to implement this section.

The Officer or Director shall be notified, in writing, thirty (30) days prior to the intended removal date and be allowed thirty (30) days to respond, in writing, to the Board of Directors.

6.10 Manner of Action

The Board of Directors of the "Association" shall be organized and act as follows:

6.10.1 Voting Privileges

Only Directors who are voting members may vote at Board of Directors meetings.

6.10.2 Presiding Officer

The ~~Chair~~ President of the Board of Directors shall preside at the meetings and, if not present, the Vice-~~Chair~~ President or a member of the Board of Directors designated by the ~~Chair~~ President shall preside.

6.11 Waiver of Notice

Attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice of such meeting, except where such Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

6.12 Conflict of Interest

Directors have a duty to disclose actual or possible conflicts of interest. For example, a Director must abstain from voting on matters affecting personal gain, gains for family members, or gains for organizations where members of the Board of Directors are employees. Directors must also disclose the existence of their financial interest and shall be given the opportunity to disclose all material facts to the Board and more specifically to those Directors, if any, that the Board has delegated the powers to consider the proposed transactions or arrangements. Directors must sign a Conflict of Interest document at the start of each yearly Board of Directors cycle and must immediately inform the Board of Directors of any pertinent changes that may occur as they arise.

6.13 Rules

The most current version of Robert's Rules of Order shall govern meetings of the "Association," the Directors, and any subsidiary bodies in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the "Association" may adopt.

## ARTICLE 7
## OFFICERS OF THE "ASSOCIATION"

7.01 Officers of the "Association"

The Officers of the "Association" shall consist of the ~~Chair~~ President, Vice-~~Chair~~ President, Secretary, Treasurer, and are elected by the Board of Directors at the mid-year Board of Directors meeting prior to the annual membership meeting at symposium.

7.02 Terms of Officers

All elected Officers of the "Association" shall hold office for a two (2) year term. Officers may be removed from office by a two-third (2/3) vote of the Board of Directors when, in the judgment of the Board of Directors, the best interests of the "Association" will be served. However, such removal will be without prejudice to any contract rights of the Officer so removed.

7.03 ~~Chair~~ President

The ~~Chair~~ President shall have the general duties and powers of supervision, usually vested in the office of ~~Chair~~ President of an "Association." The ~~Chair~~ President shall preside at all meetings of the members and of the Board of Directors. The ~~Chair~~ President ~~-~~shall also perform other such duties as may be prescribed from time to time by the Board of Directors.

7.04 Vice ~~Chair~~ President

The Vice ~~Chair~~ President shall be a Director who is elected by the current Board of Directors for a two (2) year term and shall perform the duties and exercise the powers of the ~~Chair~~ President~~-~~ during any absence or disability of the ~~Chair~~ President. The Vice ~~Chair~~ President shall perform other such duties as may be prescribed from time to time by the Board of Directors.

7.06 Secretary

The Secretary shall be a Director who is elected by the Board of Directors for a two (2) year term from the currently seated Board of Directors. The Secretary shall record, reproduce, and distribute the minutes of the "Association's" general membership meeting and all meetings of the Board of Directors. The Secretary shall determine the presence of a quorum and record votes. The Secretary may delegate portions of these duties to "Association" staff as appropriate; however, the Secretary is responsible for the completeness, accuracy, and safeguarding of all "Association" documents. The Board of Directors must vote to approve the minutes of all "Association" meetings and an archive of all minutes must be maintained per the "Association" Policies and Procedures Manual.

7.07 Treasurer

The Treasurer shall be a Director who is elected by two (2) year term and shall be the custodian of the "Association's" financial records. The Treasurer shall be responsible for the oversight of the "Association's" funds, securities, and the deposit and disbursement of all monies and other valuables in the name and to the credit of the "Association." A full and accurate account of receipts and disbursements belonging to the "Association" shall be kept according to the best accounting practices. The Treasurer shall render to the ~~Chair~~ President and Board of Directors, on both a monthly basis and whenever requested, an accounting of all transactions and of the financial condition of the corporation. The Treasurer shall ensure an annual audit of all accounts is conducted and provide a report or accounting review to the Board of Directors. The Treasurer may delegate portions of these duties to staff as an appropriate agent to perform the listed duties.

7.08 Succession of Board Officers

An officer of the Board of Directors may resign by submitting a written resignation letter to the ~~Chair~~ President or Secretary. If the resigning officer is the ~~Chair~~ President, the officer may resign by submitting a written resignation letter to the other Directors. Resignation as an officer does not constitute resignation from the Board.

The Vice-~~Chair~~ President ~~-~~shall assist the ~~Chair~~ President as the ~~Chair~~ President requests and represents the "Association" on appropriate occasions. The Vice-~~Chair~~ President shall also, in the absence or disability of the ~~Chair~~ President, perform the duties and exercise the powers of the ~~Chair~~ President of the Association. If the ~~Chair~~ President resigns before the end of the elected term, the Vice-~~Chair~~ President shall perform the duties and exercise the powers of the ~~Chair~~ President of the "Association" until the end of the ~~Chair~~ President's elected term.

## ARTICLE 8
## COMMITTEES

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each consisting of two or more Directors, which committees shall have and exercise the authority of the Board of Directors in the governance of the Corporation. However, no committee shall have the authority to amend or repeal these Bylaws; elect or remove any officer or Director; adopt a plan of merger; or authorize the voluntary dissolution of the Corporation.

## ARTICLE 9
## LIAISONS AND REPRESENTATIVES

9. 01 Liaisons

The ~~Chair~~ President shall establish and appoint liaisons to other organizations with similar goals and objectives. The Board of Directors shall determine which organizations should have liaisons, and the liaison appointments shall be ratified by the Board of Directors. The ~~Chair~~ President of the "Association" shall seek candidates from within the "Association" membership to fill liaison positions. Liaisons must be active members in good standing, and they must maintain active member status for the duration of their appointment. Term length will vary with each appointment and will be approved by the Board of Directors. Liaisons are required to provide written reports to the Board of Directors by the specified deadlines and to keep the Board of Directors informed of meetings and activities of their assigned organization. Liaisons must obtain Board of Director approval prior to incurring any expenses or engaging in any extraordinary commitments on behalf of the "Association" in the performance of their assigned duties.

9.02 Representatives

National organizations with an interest in EMS education and other groups may send representatives to the Board of Directors meetings. The ~~Chair~~ President shall have the power to limit their attendance to specific portions of the meetings. They shall not have a vote in "Association" affairs.

## ARTICLE 10
## OPERATIONS

10.01 Fiscal Year

The fiscal year of the "Association" will begin on January 1 and end on December 31 of each year. The budget of the "Association" will coincide with the fiscal year cycle.

10.02 Annual Audit Report

The Board of Directors shall present annually to the membership a financial audit report verified by the ~~Chair~~ President and Treasurer or by the majority of the Directors, showing in appropriate detail the following:

(1) The assets and liabilities of the "Association" as of the end of the fiscal year immediately preceding the date of the report;
(2) The principal changes in assets and liabilities during the year immediately preceding the date of the report;
(3) The revenue or receipts of the "Association," both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report;
(4) The expenses or disbursements of the "Association," for both general and restricted purposes, during the year immediately preceding the date of the report;

This report shall be filed with the minutes of the annual meeting of the NAEMSE Board of Directors.

10.03 ~~Chief Executive Officer~~ Executive Director

The ~~Chief Executive Officer~~ Executive Director shall be appointed by the Board of Directors on such terms as may be mutually agreeable. The ~~Chief Executive Officer~~ Executive Director shall be responsible to the Board of Directors for the activities of the association implementing the various actions taken and policies established by the Board of Directors in the operation of the "Association" and for directing the staff in carrying out the purposes for the "Association." The ~~Chief Executive Officer~~ Executive Director shall hire and discharge "Association" staff as necessary. The ~~Chief Executive Officer~~ Executive Director may attend meetings of Standing and Ad Hoc Committees.

The ~~Chief Executive Officer~~ Executive Director shall be present at all meetings of the Board of Directors except when the ~~Chief Executive Officer~~ Executive Director's own tenure, performance or compensation is under discussion. The ~~Chief Executive Officer~~ Executive Director may attend all meetings of Standing and Ad Hoc Committees except for any committee meeting at which the ~~Chief Executive Officer~~ Executive Director's compensation or performance is under review.

## ARTICLE 11
## Non-Discrimination

In all its dealings, neither the Corporation nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, culture, national origin, marital status, sexual preference, or mental or physical handicap.

## ARTICLE 12
## AMENDMENTS TO THE BYLAWS

12.01 Amendments to the Bylaws

The bylaws may be amended, rescinded, or changed only after thirty (30) days written notice to all active members of the proposed amendments, by a simple majority of the membership responding to a normally conducted membership vote via electronic and/or paper ballot.

## ARTICLE 13
## PROHIBITION OF DIVIDENDS

13.01 Prohibition of Dividends

No part of the net earnings of the "Association" shall inure to the benefit of, or be distributable as dividends to, or in any other manner benefit its members, Officers, or other private persons except that the "Association" shall be authorized and empowered to pay reasonable compensation, for services rendered and to make payment and distributions in furtherance of the purposes set forth in the Articles of Incorporation.

## ARTICLE 14
## NOTICE, WAIVER OF NOTICE, & INDEMNIFICATION CLAUSE

14.01 Notice

Whenever any notice is required by these Bylaws to be given, personal notice is not required unless expressly so stated, and any such notice shall be deemed to be sufficient if given by telephonic or mail or other written communication, charges prepaid, addressed to the party entitled thereto at its address as it appears on the records of the "Association," and such notice shall be deemed to have been given on the day of such mailing. Members are not entitled to receive notice of any meetings except as otherwise provided by the Bylaws.

14.02 Waiver of Notice

Whenever any notice is required to be given under the provisions of any law, or under the provisions of the Articles of Incorporation, or under these Bylaws, a waiver thereof in writing by the person or persons entitled to receive said notice, whether before or after the time stated therein, shall be deemed proper notice.

14.03 Indemnification Clause

The "Association" shall indemnify each of its Directors, Officers, and Employees, whether or not then in service as such (and his or her executor, administrator, and heirs), against all reasonable expenses actually and necessarily incurred by him or her in connection with the defense of any litigation to which the individual may have been a party, because they are or were a Director, Officer, or Employee of the "Association." The individual shall have no right to reimbursement, however, in relation to matters as to which they has been adjudged liable to the "Association" for negligence or misconduct in the performance of his or her duty as Director, Officer, or Employee by reason of willful misconduct, bad faith, gross negligence, or reckless disregard of the duties of his or her office or employment. The right to indemnity for expenses, shall also apply to the expenses of suits which are compromised or settled if the court having jurisdiction of the matter shall approve such settlement. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to that which such Director, Officer, or Employee may be entitled.

14.04 Liability

The "Association" Members shall not be liable for the debts of the "Association."

## ARTICLE 15
## TERMINATION OF "ASSOCIATION"

15.01 Liquidation and Dissolution

The "Association" may be declared defunct at the discretion of the Board of Directors, by a three-fourths (3/4) majority vote.

The "Association" shall be a strictly nonprofit, non-stock, nonpolitical organization, and no part of the income or assets of the organization shall inure to any Director or Officer.

Upon the liquidation or dissolution of the "Association," the Board of Directors shall, after paying or making provision for the payment of all liabilities of the "Association," dispose of all assets, exclusively for the purposes of the "Association" in such manner or to such organizations as are operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization, under Section 501 (c) (3) of the Internal Revenue Service Code of 1954 or the corresponding provision of any future U.S. Internal Revenue Service law.

15.02 Adoption Clause

These Bylaws shall constitute the original Bylaws of the "Association" and shall become effective immediately upon their adoption by the NAEMSE membership.

Revisions

These Bylaws have been revised on the following dates: *February 12, 1996: September 16, 1996: August 13, 2001: December 10, 2001; January 13, 2003; September 15, 2008, May 17, 2010, May 14, 2012, March 4, 2015; May 4, 2018*.

Official Bylaws for the National Association of EMS Educators: ~~May 4, 2018 Final~~ April 3, 2019