

# BYLAWS OF THE

## NATIONAL FLIGHT PARAMEDICS ASSOCIATION, INC. dba INTERNATIONAL ASSOCIATION OF FLIGHT & CRITICAL CARE PARAMEDICS (IAFCCP)

Amended and approved October 23, 2018

### ARTICLE I

#### MEMBERSHIP

1. Qualifications. Any individual person engaged in the business of providing air or ground medical transport for ill or injured patients and/or providing medical, paramedical, or rescue services to persons from flight or surfaced based facilities and equipment, may become a member. Membership may be national in scope and may include persons outside the United States.
2. Types of Members.
  - a. Active Members. An active member is a credentialed paramedic or military medic engaged in the business of providing treatment or transport to ill or injured patients by land, air, or sea as a critical care or "advanced practice," or community paramedic. Persons admitted as active members may vote on all matters brought before the membership for a decision and are eligible to hold any office provided for in these Bylaws. If an active member leaves the critical care/ "advanced practice" industry, that member shall be granted a grace period of (12) twelve months to re-enter the critical care/"advanced practice" industry.
  - b. Non-Voting Associate Members. Any person interested in critical care transport, "advanced practice paramedic" transport, or the air medical industry who is not eligible for admission as an active member may be admitted to the Association as a non-voting associate member. Persons admitted, as a non-voting associate member shall enjoy all benefits provided to active members, except, be entitled to vote, hold office, or serve on standing committees.
  - c. Honorary Members. The Board of Directors, at a duly organized meeting, may elect honorary members by unanimous vote of the members present. Honorary members shall be exempt from payment of any fees whatsoever and shall be entitled to all the privileges of active members, except the right to vote or hold office.
3. Guests. Non-members may attend membership meetings provided an active member invites them. Guests may take part in the educational and social functions of the Corporation but shall not be recognized or voice an opinion during business sessions.

4. Resignation. Any member may withdraw from the Corporation after fulfilling all obligations to it by giving written notice of such intention to the Secretary, which notice shall be presented to the Board of Directors at the first meeting after receipt of resignation notice.
5. Suspension and Expulsion. A member may be suspended for a period or expelled for cause such as violation of any of the Bylaws or rules of the Corporation, or for conduct prejudicial to the best interests of the Corporation. Suspension or expulsion shall require two-thirds vote Board of Directors. The Board of Directors shall give notice to the member within fifteen (15) days prior to final action. A statement outlining the charges shall be to the member via registered mail to the member's last recorded address, accompanied by a notice of the time and place where the Board of Directors shall take such action. The member shall be given an opportunity to present a defense at the time and place mentioned in said notice.

## **ARTICLE II**

### **DUES**

1. Annual Dues. The Board of Directors reserves the right to adjust the amount of any initiation fees and annual dues required for membership. Any modifications or additions shall require a two-thirds vote of the Board of Directors.
2. Payment of Dues. Dues shall be payable on the first day of the month in which the member's membership expires.
3. Default and Termination of Membership. For any member in default of annual dues, the Board of Directors will terminate membership privileges.
4. New Member Fee. A one-time administrative fee shall be charged to all new members. Those members whose memberships have lapsed greater than six (6) months shall also be charged this administrative fee.

## **ARTICLE III**

### **GENERAL MEMBERSHIP MEETINGS**

1. General Membership Meetings. The Corporation shall hold at least one general membership meeting annually for the purpose of receiving reports from its officers, directors and committees, as well as the transaction of any other scheduled business. Additional general membership meetings may be called at the discretion of the Board of Directors or executive committee as is deemed necessary to best engage with the membership of the Association. Notice of any meeting shall be mailed to each member at their last recorded address or sent electronically to the last recorded email address at least ten (10) days prior to the appointed meeting time. All notices of a meeting shall specify the location, date, time and purpose of said meeting.

2. Special Meetings. Special Meetings may be called at the discretion of the Board of Directors or the executive committee. Notice for special meetings shall be given in the same manner as outlined for a general membership meeting.
3. Waiver. Notwithstanding the provisions of any of the foregoing sections, a meeting of the members of the Corporation may be held at any time or any location, provided proper notice is given as outlined above.
4. Quorum. As otherwise provided by law, the presence in person or by proxy of a majority of the members entitled to vote shall constitute a quorum for the transaction of business.
5. Voting. Each member shall be entitled to only one vote for each matter submitted to the members. If the manner of deciding any questions has not otherwise been prescribed, it shall be decided by majority vote of the members through electronic/online voting or by proxy.
6. Proxy. Every member of the Corporation entitled to vote at any meeting thereof may vote by proxy. A proxy shall be in writing and revocable at the pleasure of the member executing it. Unless the duration of the proxy is specified, it shall be invalid after eleven (11) months from the date of its execution.
7. Order of Business. The order of business shall be as follows at the meetings of the Corporation, Board of Directors, and executive committee.
  - a. Call of the roll
  - b. Proof of notice of meeting or waiver of notice
  - c. Reading of the minutes
  - d. Receiving communications
  - e. seating of new officers and board members (if applicable)
  - f. Reports of officers
  - g. Reports of committees
  - h. Unfinished business
  - i. New business

The Chairperson without debate shall decide any questions as to priority of business. This order of business may be altered or suspended at any meeting by a majority vote of the members present.

## **ARTICLE IV**

### **BOARD OF DIRECTORS**

1. Number. The property, affairs, activities, and concerns of the Corporation shall be vested in a Board of Directors, consisting of fourteen (14) directors. Newly elected members of the board shall take office effective at the completion of the first General Membership Meeting following the fall board of directors meeting and shall continue in office until their successors shall be duly elected and qualified.

2. Formation of the Board of Directors. The first Board of Directors shall consist of the persons named in the articles of incorporation and their term of office shall expire when their successors have been elected at the first annual meeting of members. At the first annual meeting of members, nine (9) directors shall be elected, three of whom shall be elected for a term of three (3) years, three of whom shall be elected for a term of two (2) years and three of whom shall be elected for a term of one (1) year. Thereafter all board members at large positions shall be for a term of two (2) years. The Business Director shall serve for a three (3) year term. The Vice President shall serve a two (2) year term. The President shall serve for a two (2) year term.
  
3. Election of directors. The Board of Directors shall consist of ten (10) members elected by the general membership and will serve a two (2) year term. Half of these positions shall be elected on even years, the remainder on odd years. Six board members are considered board members at-large and four board of directors' positions are earmarked for the following specialties:
  - a. Ground Critical Care (active member of a ground critical care transport program)
  - b. Community Paramedicine (active member of a community paramedicine program)
  - c. Military (paramedic who serves within the military as active duty, Reserve, or National Guard)
  - d. International (employed outside of the United States as a specialty care paramedic)
  
4. Duties of directors. The Board of Directors may: (i) hold meetings at such times and places as it thinks proper; (ii) admit members and suspend or expel them by ballot; (iii) appoint committees on particular subjects from the members of the board, or from other members of the Corporation; (iv) print and circulate documents, publish articles; (v) carry on correspondence and communicate with other associations interested in the paramedic profession; (vi) employ agents; and (vii) devise and carry into execution such other measures as it deems proper and expedient to promote the objectives of the Corporation and to best protect the interest and welfare of the members.
  
5. Liaison Positions. Liaison positions may be appointed at any time by a majority of the board to represent the Association to key organizations within the specialty care transport industry upon request of said organization. Liaisons are selected from the membership at large and participate in all Association related Board of Directors activities. Liaison positions are non-voting members of the Board of Directors for a term at the will and pleasure of the board. Designated Liaison positions include representation on but are not limited to:
  - a. Association of Air Medical Services (AAMS)
  - b. International Board of Specialty Certification (IBSC)
  - c. Commission on Accreditation of Medical Transport Services (CAMTS)
  - d.

6. Place of Meeting. The Board of Directors may determine the location of any meeting provided proper notice is given to each board member.
7. Notice of Meetings. The executive board shall provide all board members with a minimum of seven (7) days notice of any regular and special meeting of the board.
8. Compensation. The directors and officers of the Corporation and all members of committees shall serve without compensation, except for special situations as determined by a majority vote of the directors.
9. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business. In the absence of the President and Vice President, the quorum present may choose a Chairperson for the meeting. If a quorum is not present, a lesser number may adjourn the meeting to a later day.
10. Voting. Each director present shall be entitled to one vote on any given issue brought before the board. If the manner of deciding any question has not otherwise been prescribed, it shall be decided by majority vote of the directors present in person or by proxy. Members of the Board of Directors may vote via electronic mail. Procedures for electronic mail voting shall be established by policy. Any member of the Board of Directors shall be entitled to call for any vote held on any matter to be conducted at a regular or special meeting of the Board of Directors. Such a call must be made prior to the expiration of the voting timeline identified with the question. Any such call shall be binding on the board and no electronic vote shall be held on the question.
11. Absence. All members of the Board of Directors shall provide written notification documenting their absence from any regularly scheduled board meeting including conference calls. This notice will be reviewed by the Board of Directors present to determine if the notice will be considered excused or unexcused. Failure to provide written notification shall constitute an unexcused absence. Attending less than two-thirds of the scheduled conference calls within a given year shall constitute grounds for removal of the member from the board. Two unexcused Meeting absences within one (1) calendar year shall constitute grounds for removal of the member from the board.
12. Action by Resolution. Any resolution must be made in writing and signed by a majority of the members of the Board of Directors.
13. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining directors, though not less than a quorum, and any director so chosen shall hold office until the next election of directors when his successor is elected and qualified. Any newly created directorship shall be deemed a vacancy. When one or more directors shall resign from the board, effective at a future time, a majority of the directors then in office, including those who have so resigned, shall have power to fill such vacancy or vacancies, the vote thereon to take effect

when such resignation or resignations shall become effective, and each director so chosen shall hold office as herein provided in the filling of other vacancies. If at any time, by reason of death or resignation or other cause, the Corporation should have no directors in office, then any officer or member or executor, administrator, trustee or guardian of a member, or other fiduciary entrusted with like responsibility for the person or estate of a member, may call a special meeting of the members for the purpose of electing directors. The person so chosen shall hold office until the next annual meeting, or until his successor shall have been chosen at a special meeting of the members.

14. Removal of Directors. Any one or more of the directors may be removed with cause, at any time, by a vote of two-thirds of the members of the board present at any special meeting called for that purpose.
15. Government & Legislative Affairs Committee Chairperson. The Board of Directors of the IAFCCP shall appoint from the Association membership an individual to serve as chair of the GLAC. This delegate shall serve a term of three (3) years. The preferred candidate for GLAC Chairman will have served on the Board of Directors. The GLAC Chairperson will hold a non-voting status on the Board of Directors of the IAFCCP, but will otherwise be expected to participate in Board activities.
16. Emeritus Board. The purpose of the IAFCCP Emeritus Board is to honor the service of past Board members, continue a legacy of past knowledge and insight for current and future Boards of Directors, and allow highly engaged former Board members to continue to work with the IAFCCP Board of Directors while permitting the Board of Directors to continue with new leadership.
  - a. Requirements: In order to be considered for nomination on the Emeritus Board, a member of the Board of Directors must have (1) successfully served the 3-year commitment of vice president, president, and past-president in good standing, (2) have served three terms on the Board of Directors, or (3) failing the above criteria, be nominated and elected by unanimous consent of the current Board of Directors.
  - b. Placement: Emeritus Board Candidates will be presented to the IAFCCP Board of Directors for consideration and approval at the annual Board meeting. Lifetime placement will be approved by a majority vote of the current Board of Directors.
  - c. Emeritus board members have no required governance responsibilities but are welcome to serve on any Board of Directors Committee, will be invited to all official Board of Directors meetings and/or functions, and will receive all official Board of Directors mailings, agendas, and minutes. Emeritus board members must remain in good standing as an Association member and may resign at any time in writing to the Board of Directors President.
  - d. Emeritus Board members may not vote on official Board of Directors business and will be excluded from any executive session of the Board of Directors.

- e. Removal of emeritus Board members. Any one or more of the members may be removed with cause, at any time, by a vote of two-thirds of the members of the Board present at any special meeting called for that purpose
- f. Emeritus board members will continue to support the mission, vision, values and strategic initiatives of the IAFCCP.

**ARTICLE V**  
**COMMITTEES**

1. Committees. The board may at anytime create committees of directors (other than the executive committee) for such purposes as it may deem expedient for managing the business, property and affairs of the Corporation. No such committee or committees shall have authority or power which this Article would deny to the executive committee.
2. General. A majority of any committee may determine its action and fix the time and place of its meetings, unless the board shall otherwise provide. Notice of such meetings shall be given to each member of the committee in the manner provided for in Article IV, Section 7. The board shall have any power at any time to fill vacancies in, to change the membership of, or to appoint one or more committees consisting in whole or in part of persons who are not directors of the Corporation; provided, however, that no such committee shall have or may exercise any authority of the board.
3. Reports. Each committee shall keep written minutes of its proceedings and shall report such minutes to the board when required.
4. Limitations. The executive committee shall consist of the executive officers of the corporation and shall have and may exercise all of the authority of the board in the management of the business, property and affairs of the Corporation but in no event shall the executive committee have authority as to the following matters:
  - a. The dissolution, merger or consolidation of the Corporation; or the sale, lease or exchange of all or substantially all of the property of the Corporation.
  - b. The recommendation to the members of any amendment to the Articles of Incorporation.
  - c. The removal of directors or the filling of vacancies in the board.
  - d. The designation of any committee of directors or the filling of vacancies in any such committee.
  - e. The fixing of compensation of the directors for serving on the board or any committee of directors.
  - f. The amendment or repeal of the Bylaws, or the adopting of new Bylaws.
  - g. The amendment or repeal of any resolution of the board, which by its terms shall not be so amendable or repealable.



5. Government & Legislative Affairs Committee. The GLAC shall be established by majority vote of the Board of Directors with the mission of educating elected officials, legislators, policy makers and other decision makers regarding emergency medical services, air medical & critical care transport and issues affecting the paramedic profession. The GLAC will educate IAFCCP members as well as others associated with the paramedic profession regarding issues, policies and/or legislation that would alter, enhance, harm or otherwise impact the paramedic profession. The GLAC will serve as a voice for the members of the IAFCCP and paramedic professional alike at the local, state and national levels. The GLAC shall consist of as many as five (5) members, including the chairperson. Committee members shall be appointed by the Board of Directors to serve a term of three (3) years. Members may serve for a maximum of two (2) terms. Meetings of this committee shall be conducted in the manner provided for in ARTICLE V, Section 2.
  
6. Nominating Committee  
The Nominating Committee shall consist of two emeritus board members and be chaired by the immediate-past president. This committee shall be responsible for recruiting, vetting, and nominating all applications for elected positions within the Association. Persons serving on the committee may also be eligible for office.

## **ARTICLE VI**

### **EXECUTIVE OFFICERS**

1. Number. The executive officers of the Corporation shall be the President, a Vice President, a Business Director and the Immediate Past President; and such subordinate officers, agents and employees as shall be appointed in accordance with the provisions of this article of these Bylaws. The board shall appoint one or more Medical Advisors, who shall be a licensed physician, to serve as corporate officer in charge of overseeing programs relating to and otherwise advising the board with respect to their respective fields of expertise. One person may not hold the office of, and perform the duties of, any two or more offices. The board may require any officer, agent or employee to give security for the faithful performance of his duties.
  
2. Election, Term of Office, Qualification. The President and Vice President shall be any member in good standing of the IAFCCP, shall be elected by the Board of Directors and shall each serve a two (2) year term. The Vice President shall automatically ascend to the office of President upon completion of the president's term. The Immediate Past President shall serve a two (2) year term. The Business Director shall be nominated by the nomination committee and elected by the board of directors and shall serve a term of three (3) years.
  
3. Subordinate Officers, Etc. The board may appoint such subordinate officers, agents or employees as the board may deem necessary or advisable, including, one or more Assistant Business Directors, each of whom shall hold office for such period, having such authority and perform such duties as are provided in

these Bylaws or as the board may from time to time determine. The board may delegate to any executive officers or to any committee the power to appoint any such additional officers, agents or employees.

4. Removal. An executive officer of the Corporation may be removed, only with cause, at any time, by resolution adopted by a majority of the whole board at a special meeting thereof called for that purpose.
5. Vacancies. A vacancy in any office, because of death, resignation, removal, or any other cause, shall be filled for the unexpired portion of the term in the manner prescribed in Article IV, Section 15.
6. President. The President shall be the chief executive officer of the Corporation and shall have general supervision over the business of the Corporation, subject to the control of the board. He/she shall, if present, preside at each meeting of the members and of the board. He/she shall see that all orders and resolutions of the board are carried into effect. He/she may sign, execute, and deliver in the name of the Corporation, all deeds, mortgages, bonds, contracts or other instruments authorized by the board, except in cases where the signing, execution or delivery thereof shall be expressly delegated by the board or by these Bylaws to some other officer or agent of the Corporation or where any thereof shall be required by law otherwise to be signed, executed and delivered, and he/she may affix the seal of the Corporation to any instrument which shall require it. In general, he/she shall perform all duties incident to the office of President and such other duties as may from time to time be assigned to him/her by these Bylaws or by the Board of Directors. The President shall cast a vote only in the event of a tie.
7. Vice President. The Vice President shall have such powers and perform such duties on the board or in the absence of the President as outlined in these Bylaws. At the request of the President, or in case of his/her absence or inability to act, the Vice President shall be designated for the purpose by the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President.
8. Immediate Past President. The Immediate Past President shall have such powers and perform such duties as the board or the President and may from time to time prescribe and shall perform such other duties as may be prescribed by these Bylaws. The Immediate Past President shall have voting privileges.
9. Business Director. The Business Director shall be responsible for all budgeting of funds and securities of the Corporation and shall work closely with the Corporation's bookkeeper to ensure accurate accounting for the Corporation. The Business Director shall be custodian of the seal of the Corporation and shall affix the seal or cause it to be affixed to all documents the execution of which on behalf of the Corporation under its seal, shall have been specifically or generally authorized by the board and he/she shall in general perform all the duties incident to the office of Business Director. In general, he/she shall also perform all the duties as deemed appropriate by the President and/or board members Business Director.

10. Salaries. The salaries of the executive officers of the Corporation, if any, shall be fixed from time to time by the board, and none of such officers shall be prevented from receiving a salary by reason of the fact that he/she is also a member of the board; and any officer who shall also be a member of the board shall be entitled to vote in the determination of the amount of the salary that shall be paid to him/her.
11. Resignations. Any executive officer may resign his/her office at any time by giving written notice of his/her resignation to the President or the Business Director of the Corporation. Such resignation shall take effect at the time specified therein, or, if no time be specified therein, then at the time of the receipt thereof and the acceptance thereof shall not be necessary to make it effective.

## **ARTICLE VII**

### **SEAL**

1. Design. The corporate seal shall have inscribed thereon the name of the Corporation. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced, which seal shall be in charge of the Business Director to be used as directed by the Board of Directors.

## **ARTICLE VIII**

### **WAIVER OF NOTICE**

1. Waiver. Any Director may waive any notice required to be given under the provisions of the statutes or provisions of the articles of incorporation or these Bylaws by delivering a waiver thereof in writing, to the Business Director of the Corporation. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the waiver of notice.

## **ARTICLE IX**

### **AMENDMENT**

1. Amendment. These Bylaws may be altered, amended or repealed or new Bylaws may be adopted by an affirmative vote of a majority of the members or by the Board of Directors at any meeting, provided that notice of the proposed change is contained in the notice of such meeting.

CERTIFICATE OF BUSINESS DIRECTOR

I hereby certify that the foregoing copy of the Bylaws is a true and correct copy of the Bylaws of National Flight Paramedics Association, as the same were adopted at this meeting of the Board of Directors.

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Business Director

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