

MICHIGAN ASSOCIATION OF AMBULANCE SERVICES

As Amended December 2014

BYLAWS

ARTICLE I

Name

The name of this Corporation shall be Michigan Association of Ambulance Services.

ARTICLE II

Purpose

This is a non-profit, non-sectarian, voluntary, private organization incorporated for the following purposes:

- 1) To provide an organized and unified voice for ambulance services to intermediaries, legislators, and regulatory bodies.
- 2) To develop and promote a code of ethics for ambulance services.
- 3) To provide for the exchange of appropriate information with those interested in ambulance services and pre-hospital medical care.
- 4) To promote understanding, cooperation and communication among ambulance services.
- 5) To develop and promote high standards of patient care and assurance of quality in pre-hospital care.
- 6) To initiate, sponsor, and promote educational programs, cost savings projects and research in the ambulance industry.
- 7) To assemble and disseminate information about ambulance services, issues and needs to ambulance services, appropriate bodies and individuals.
- 8) To promote cooperation with existing organizations at local, state and national levels.
- 9) To promote health care and safety in the state of Michigan.

ARTICLE III

Membership

Section 1: Eligibility and Classification of Members

Eligibility for membership shall be approved by the Board of Directors in each of the following categories and shall not be denied for reason of race, color, religion, sex, age or national origin.

A) Active Membership

An Active Member must be an entity or organization licensed by the State of Michigan to provide emergency medical series and patient transport by stretcher, cot, litter, or isolette (emergent or non-emergent) and which does not provide fire-protection or fire-fighting services.

B) Associate Membership

Associate Membership shall include any local, regional or national association and/or organization which has an interest in the purpose of the Michigan Association of Ambulance Services but shall not include those eligible for Active Membership. Associate Members shall have no voting rights, shall not hold office or serve on the Board of Directors.

C) Vendor Membership

Vendor Membership shall include companies or individuals that have an interest in the purpose of the Michigan Association of Ambulance Services and that charge for goods or services provided to the membership but shall not include those eligible for Active Membership. Vendor Members shall have no voting rights and shall not hold office or serve on the Board of Directors.

Section 2: Membership by Region

The association shall inform each active member of the association region to which the member belongs.

Section 3: Duration

Membership of a person or organization eligible under Article III, Section 1, shall commence with the acceptance of an application by the Board of Directors and shall continue until termination as provided in Section 4 of this Article.

Section 4: Termination

- A) All categories of members may cancel membership at any time by submitting to the Board of Directors either a written notice to such effect signed by the administrative head of the member organization or by an individual member, or a copy of a resolution authorizing termination of membership duly adopted by the Board of Directors of the member organization.
- B) The Board of Directors may cancel membership for delinquency in payment of dues or by a two-thirds vote of the directors then in office for conduct detrimental to the Corporation and in accordance with applicable law after a full and fair due process hearing.

Section 5: Dues

All members will pay non-refundable dues as determined by the Board of Directors. Dues must be paid for each Michigan licensed ambulance service which is not a current Active Member but which is related to an Active Member or applicant by reason of ownership. All current Active Members and applicants for Active Membership must disclose to the association the names of all non-member Michigan licensed ambulance services in which there is any common ownership with the Active Member or applicant. If any such ownership relationship exists, then either such other service must apply for Active Membership, or the Active Member or applicant must pay dues based on the total of its own and such services. This provision applies to new applicants and to current Active Members.

Section 6: Meetings and Voting

- A) The Board of Directors each year shall decide whether an Annual meeting of the members shall be conducted, in which case the time, date and place shall be determined by the Board. The Board of Directors each year shall determine whether the election of directors and officers shall be conducted by action taken by written consent as permitted by the Articles of Incorporation or at an Annual Meeting.
- B) Special meetings may be called by the Board of Directors or by signed petition of at least twenty-five (25) percent of the Active Membership.
- C) Notice of an Annual Meeting of the Michigan Association of Ambulance Services

shall be sent to each member not less than thirty (30) days prior to the meeting. Notice of special meetings of the Michigan Association of Ambulance Services shall be sent to each member not less than ten (10) days prior to the meeting. Notices shall specify time, date, place, and purpose of the meeting, and shall be deemed given when deposited in the United States mail, addressed to the last known address of the member, and with first class postage paid thereon. Waiver of notice may be accepted if in writing, and the presence of a member shall constitute a waiver of notice.

- D) Proxy voting is not permitted at any meeting of the members .
- E) A majority of the votes entitled to be cast on a matter to be voted upon by the members present at a meeting at which a quorum is present shall be necessary for the adoption thereof, unless a greater plurality is required by law, these Bylaws or the Articles of Incorporation of the Corporation.
- F) To the extent provided in the Articles of Incorporation, any action which may be taken by the members at a meeting of the members, may be taken by written consent of the members without a meeting and without prior notice, but only in accordance with the Michigan Nonprofit Corporation Act as that Act is in effect at the time of the action by written consent; however, removal of an officer cannot be acted upon by written consent of the members. To act without a meeting, a consent in writing, setting forth the action taken, must be signed by the members having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all members entitled to vote thereon were present and voted, unless a greater number of votes is required by the Articles of Incorporation or these Bylaws. If the required number of members signs the written consent to take the action, but there is less than a unanimous consent of all the members, prompt notice of the action taken shall be given to those members who have not consented in writing. This paragraph shall not be changed without first changing Article X of the Articles of Incorporation.
- G) When an action is to be taken by written consent of the members, as permitted by the Articles of Incorporation, the Michigan Association of Ambulance Services may provide for a method by which a member may give written consent either by electronic signature or written signature. Each written consent must be completed and executed in full, meeting all requirements stipulated in the consent form in order to be considered valid. Incomplete consents will not be accepted. The members shall have a period of at least ten (10) days in which to respond on an action by written consent.
- H) A member may participate in any duly called and constituted meeting of the members by means of conference telephone or similar communications equipment

by means of which all persons participating in the meeting can hear each other, if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting of the members in such manner constitutes presence in person at the meeting.

Section 7: Quorum

No less than twenty (20) percent of the Active Membership, including the presence of two members of the Board of Directors, shall constitute a quorum for an Annual Meeting or any duly called special meeting.

ARTICLE IV

Board of Directors

Section 1: Number and Composition

The Board of Directors shall consist of the officers, one representative from each region, and no less than one but no more than four at-large directors. Directors shall be elected in accordance with Article IV, Section 2 by the Active Membership from representatives of Active Members as defined in Article III. In addition, the immediate past president shall automatically serve a two-year term on the board with vote.

Section 2: Election

The Board of Directors may determine that the written consent process for action by the members set out in Article III, Section 6 shall be used for the elections in lieu of elections conducted at an Annual Meeting. If the election is held at an Annual Meeting, the President-Elect, the Secretary/Treasurer, and at-large directors shall be elected by plurality vote of the Active Members present in person at the Annual Meeting and each regional director shall be elected by plurality vote of the Active Members from that region which are present in person at the Annual Meeting.

Section 3: Terms

Directors other than officers shall serve two (2) year terms and until a successor is elected.

Section 4: Removal

A) Any director who shall be absent from two (2) consecutive meetings of the Board of

Directors without adequate cause as determined by the Board of Directors may be regarded as thereby resigning from the Board, subject to review by the Board of Directors. Any member who misses fifty (50) percent of the meetings in a calendar year will be deemed resigned from the Board.

- B) Directors who are no longer actively associated with an Active Member or who have retired shall be regarded as thereby resigning from the Board, subject to review by the Board of Directors.
- C) Officers who are no longer actively associated with an Active Member or who have retired shall be regarded as thereby resigning as an officer and Board of Directors member, subject to review by the Board of Directors.
- D) Except as provided above, a director may be removed only by the affirmative vote of two-thirds (2/3) of the directors then in office at a meeting of the board, whenever in their judgment the best interests of the Corporation will be served thereby. Directors must be notified ten (10) days in advance that this item will appear on the agenda.

Section 5: Vacancies

Vacancies in the Board of Directors shall be filled by appointment of the President with approval of the Board of Directors.

Section 6: Powers and Duties

All the powers of the Corporation are vested in and shall be exercised by the Board of Directors unless otherwise prescribed by statute or by the Articles of Incorporation or by these Bylaws. These responsibilities shall include, but are not limited to: the administration of properties; the responsibility for the programs of the organization; the creating of such standing and special committees as the Board deems appropriate; the selection and annual evaluation of the Executive Director; the authorization of the making and execution in behalf of the Corporation of any lawful contracts, including employment, lease, purchase, sale and other contracts essential or desirable for the operation of the Corporation; the maintenance and protection of its property; and the receipt, banking and disbursements of its funds to carry out its aforementioned purposes. The board of directors may, at its discretion, establish regions for geographic and special category representation of the membership.

Section 7: Meetings

- A) A minimum of four (4) meetings of the Board of Directors shall take place during each fiscal year.

- B) Special meetings of the Board of Directors, for any purpose, may be called by the President, and shall be called by the President upon written request of any three (3) directors.
- C) The time and place of the meetings shall be determined by the directors, or in case of a special meeting, as specified by the notice of the meeting.
- D) Any action required or permitted to be taken at a meeting of the Board or a committee thereof may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors or the members of the committee.
- E) A director, or a member of a committee designated by the Board, may participate in any meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting of the Board of Directors in such manner constitutes presence in person at the meeting.

Section 8: Quorum

A majority of the number of current directors shall constitute a quorum for the transaction of business. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 9: Compensation

Officers and the Board of Directors shall receive no compensation for their services unless authorized by the Active Membership. The Corporation shall make no loans to any officer or director, nor shall it guarantee the obligations of any officer or director. Reimbursement for expenses incurred on behalf of the Corporation will be reimbursed as finances of the Corporation permit. The Board of Directors shall establish the limits of reimbursement.

ARTICLE V

Officers

Section 1: General Responsibilities

All officers are responsible to the Board of Directors and to the Active Members for the performance of duties of the offices to which they have been elected.

Section 2: Number and Election

The officers of the Corporation shall be President, President-Elect, Secretary and Treasurer. The President-Elect, Secretary and Treasurer shall be elected in accordance with Article IV, Section 2. The Secretary and Treasurer shall hold office until a successor shall be elected.

Section 3: Terms

The Secretary and Treasurer shall serve a term of two (2) years. The President shall serve a term of two (2) years and be succeeded by the President-Elect. Officers shall serve on the Board of Directors with vote during their term of office.

Section 4: President

The President shall be the principal executive officer of the Corporation, and, subject to the control of the Board of Directors, shall have general supervision of the affairs of the Corporation. The President shall, subject to the approval of the Board of Directors, appoint the chairperson of all committees, except as otherwise provided. He/she shall preside at all meetings of the Board of Directors and of the members. He/she shall be a non-voting ex-officio member of all standing committees of this Corporation, except the Nominating Committee.

Section 5: President-Elect

The President-Elect shall perform the duties of the President during the President's absence or inability to act and shall perform such other duties as may be assigned by the Board of Directors. The President-Elect shall be nominated only from the current Board of Directors. The President-Elect shall become the President at the end of the current President's term of office.

Section 6: Secretary

The Secretary shall keep or cause to be kept all corporate records, a current membership roster, and minutes of all meetings of the Board of Directors and of the members. The Secretary shall assure that the Corporation shall provide notices of meetings of the Board of Directors and of regular and special meetings of the members in accordance with these Bylaws or as required by law. The Secretary shall in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or Board of Directors.

Section 7: Treasurer

The Treasurer shall oversee the financial resources of the Corporation and see to it that the Corporation provides for proper custody of and responsibility for all funds and securities of the Corporation; for receiving of and giving receipts for moneys due and payable to the Corporation from any source whatsoever; for the deposit of all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be designated; for all books and accounts to be properly and accurately kept; and for the rendering of full reports to the Board of Directors on a schedule to be determined by the Board but not less than annually; and in general the Treasurer shall perform all the duties incident to the Office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. All disbursement checks shall be signed by any one of the following: President, President-Elect, Secretary, Treasurer or Executive Director.

Section 8: Removal

Officers may be removed at any Annual or special meeting of the Active Membership at which a quorum is present by the affirmative vote of two-thirds (2/3) of all the Active Members whenever in their judgment the best interests of the Corporation will be served thereby. Members must be notified thirty (30) days in advance that this item will appear on the agenda.

Section 9: Vacancies

Whenever a vacancy occurs in any of the above described officers, except that of President, the Board of Directors shall have the power to fill the vacancy by two-thirds (2/3) vote of all directors then in office to complete the unexpired term. Whenever a vacancy occurs in the office of President, the President-Elect shall complete the unexpired term. If the unexpired term consists of more than six months, it shall be considered a full term.

ARTICLE VI

Committees

Section 1: Designation of Committees

The Board of Directors, by resolution adopted by a majority of the directors then in office, may designate the officers and immediate past president to constitute an

Executive Committee, to exercise the powers and authority of the Board in managing the business and affairs of the Corporation between the meetings of the Board, to the extent permitted by the Michigan Nonprofit Corporation Act as that act is in effect at the time of the action. The Board may designate any other committees as it deems necessary. Each committee has and shall exercise those powers conferred or authorized by the resolution designating that committee. A majority of any committee may fix the time and place of its meetings and take its actions unless otherwise provided by the Board of Directors. The Board has the power at any time to discharge any committee. Each committee shall keep a written record of its acts and proceedings, and shall submit that record to the Board as requested by the Board.

Section 2: Appointments

The President shall confirm appointments and replacements of the members of the committees with the approval of the Board of Directors, except as otherwise provided. The President may appoint special committees as may be required from time to time.

Section 3: Nominating Committee

A Nominating Committee shall be appointed by the President subject to the approval of the Board of Directors not less than sixty (60) days prior to the election of directors and officers. A slate containing the names of nominees and the position for which they have been nominated shall be presented to the Board for approval not less than forty (40) days prior to the election. The final slate shall be provided to each Active Member not less than 30 days prior to the election.

ARTICLE VII

General Provisions

Section 1: Fiscal Year

The fiscal year of the Michigan Association of Ambulance Services shall be the calendar year.

Section 2: Parliamentary Authority

Except as otherwise provided by these Bylaws, Robert's Rules of Order, Revised, shall govern all parliamentary questions at meetings of the Board of Directors or members.

Section 3: Commitments

No member of the Michigan Association of Ambulance Services shall make financial or policy commitments in the name of the Corporation except as authorized by the Board of Directors.

Section 4: Audit

There shall be an annual review of the finances of the Michigan Association of Ambulance Services.

Section 5: Dissolution

In the event of the dissolution of the Corporation, the assets thereof, both real and personal, after provision for payment or discharge of all liabilities, shall not become the property of any member of the Corporation but shall be distributed to one or more regularly organized and qualified tax-exempt non-profit organizations, to be selected by the Board of Directors, which are engaged in activities substantially similar to or consistent with those of the association.

An affirmative vote or written consent of fifty-one (51) percent of all Active Members shall be required for dissolution.

ARTICLE VIII

Amendments to the Bylaws

Section 1:

An Annual Meeting of the members for election of directors for such other business as may come before the meeting shall be held each fiscal year at a time and place determined by the Board of Directors unless such action is taken by written consent pursuant to the Articles of Incorporation and these Bylaws.

ARTICLE IX

Indemnification

Section 1: Indemnification Other than in Action by or in the Corporation.

Any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of

the fact that he/she is or was a director, officer, employee, agent, or volunteer of the Corporation, may be indemnified by the Corporation against expenses (including attorney fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit, or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her action was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, in itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interest of the Corporation, or, with respect to any criminal action or proceeding, that he/she had reasonable cause to believe that his/her conduct was unlawful.

Section 2: Indemnification in Actions by or in the Right of the Corporation.

Any person who has or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he/she is or was a director, officer, employee, agent, or volunteer of the Corporation, may be indemnified by the Corporation against expenses including actual reasonable attorney fees and amounts paid in settlement incurred by him/her in connection with the action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 3: Expenses

To the extent that a director, officer, employee, agent or volunteer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in this article, or in the defense of any claim, issue or matter therein, he/she may be indemnified against expenses (including attorney fees) actually and reasonably incurred by him/her in connection therewith.

Section 4: Authorization

Any indemnification under this article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that

indemnification of the director, officer, employee, agent or volunteer is proper in the circumstances because he/she has met the applicable standard of conduct set forth in this article. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, then by a majority vote of a committee of not less than two directors who are not parties to the action; or (3) by independent legal counsel (who may be the regular counsel of the Corporation) in a written opinion.

Section 5: Advancing

Expenses incurred in defending a civil or criminal action, suit or proceeding described in this article may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the director, officer, employee, agent or volunteer to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Corporation as authorized by this article.

Section 6: Not Exclusive

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a party seeking indemnification may be entitled under the Articles of Incorporation, these Bylaws, or contractual agreement, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, agent or volunteer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7: Insurance

The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, agent or volunteer of the Corporation, against any liability asserted against him/her and incurred by him/her in any such capacity or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him/her against such liability under the provisions of the Article.

Amended December 4, 1998
Amended December 1, 1999
Amended November 29, 2000
Amended September 12, 2003
Amended May 15, 2012
Amended December 9, 2013