



International Association of Emergency Medical Service Chiefs Bylaws

Article 1 - Name of the Organization

- 1.1** The name of the corporation shall be the International Association of Emergency Medical Service Chiefs (IAEMSC) Inc. herein referred to as the Association or IAEMSC.

Article 2 - Purposes of the Organization

- 2.1** To provide leadership to career and volunteer chiefs, chief officers and managers of emergency medical service organizations throughout the international community through vision, information, education, services and representation to enhance their professionalism and capabilities.
- 2.2** Networking with other EMS Chief officers from around the world providing opportunities to both acquire and share information.
- 2.3** Promote the discipline of Emergency Medical Services as a viable and sustainable career opportunity for EMT's and Paramedics.
- 2.4** Mentoring of future Emergency Medical Services Chief Officers to develop an adequate pool of candidates in the discipline to support future leadership needs of the profession.
- 2.5** Establish and maintain professional activities that are based upon validated outcomes to support the EMS discipline and its continued advancement – operational requirements, capacities & quality, core competencies for leadership and safety are all of critical importance.
- 2.6** Assist in providing regional and national operations and educational programs for enhancing capabilities, capacities and competencies of EMS Chief Officers.
- 2.7** Provide a sustained collective voice and representation for EMS Chief Officers to address EMS concerns before legislative bodies, regulatory agencies and the courts.
- 2.8** Analyses of proposed legislation/regulations, and their impact on EMS agencies & operations.

Article 3 - Membership of the Organization

- 3.1** Original Members – The Founding Charter Members of IAEMSC are the following persons: Bruce Baxter, Thaddeus Bishop, Christian Callsen, E. James Cole, Kent Collins, Steve Cotter, Herb de la Porte, Robert DiLuzio, Patricia Dukes, Bruce Graham, Daniel Gerard, Donald Hiett, Michael Hunter, James Judge, William Kiley, Mark Lamphiear, Gregg G. Lord, Donald Lundy,



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Paul M. Maniscalco, Robert McCaughan, Ted McFarlane, Patrick McMahon, Geoffrey Miller, Frank Mineo, Jeff Page, John Peruggia, Benjamin Podsiadio, Robb Rehberg, James Robinson, Norm Rooker, Edward Sawicki, Richard Serino, Mark Stone, William Sugiyama, Lawrence Tan, Michael Touchstone and Kenneth Wilkerson.

3.2 Membership shall be divided into active and associate membership categories

- 3.2.1** Active membership shall include qualified actively serving or officially retired EMS Chiefs or equivalents, who maintain current dues-paying status. They shall be entitled to hold elective office, serve on the board of directors and vote on all matters requiring a vote of the general membership unless otherwise prohibited herein. New regular members shall be entitled to voting privileges fifteen days after receipt, deposit and clearing of initial membership dues.
- 3.2.2** Associate membership shall include persons interested in the goals and objectives of the organization who are not eligible for regular membership. Associate members shall have all the benefits of Regular membership, except they are not eligible to hold elective office, serve on the board of directors or have voting privileges.
- 3.2.3** Honorary membership shall include persons of distinction who have rendered outstanding service to the Association or to the EMS Chief function may be proposed for honorary membership. A person may be nominated for honorary membership by an active member, and upon vote of the Board of Directors, shall be conferred the title of “Honorary Member”. An honorary member shall have none of the obligations of membership, but shall be entitled to privileges thereof excepting those of making motions, voting, or holding office.
- 3.2.4** Emeritus title, upon recommendation of the Board of Directors, a member who has a long history of service to the Association with distinguished and significant performance may be elected to emeritus status. Such person shall have rendered outstanding service to the Association. Such a person would be given the title Member Emeritus. A Member Emeritus, or an Officer Emeritus (using proper title, e.g. President Emeritus) shall have none of the obligations of office but shall be entitled to all the privileges and right appertaining thereto. Emeritus members are afforded an IAEMSC lifetime membership in recognition of this honor.
- 3.2.5** Lifetime Members of IAEMSC shall be defined as those individuals who qualify as Active members and pay a one-time Lifetime membership fee as determined by the Board of Directors. Lifetime members are entitled



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to the privileges given to any Active Member as defined by the bylaws and policies as set forth by the Association. Members who are elected to the office of President and who complete their terms as President shall be granted lifetime membership in the Association without having to pay any membership fee.

3.2.6 A prospective member shall submit an application for membership to the Association. The Board of Directors, or designee, shall review the application, verify and approve the candidate or reject the application for membership together with such credentials for membership and in such form as it may deem appropriate. The procedures utilized shall be subject to the approval of the Board of Directors. Appropriate grounds for rejection, shall include, but are not limited to, conviction of a felony, notice of official reprimand, sanction, or unethical or immoral behavior. Appeal of the decision may be made to the Board of Directors, which shall establish rules governing said appeals in accordance with the tenets of reasonable process. The decision of the Board of Directors shall be final.

3.3 Membership in the organization shall not be limited by consideration of age, race, creed, religion, sex, or national origin.

3.4 Any member may terminate membership in the organization by sending a letter of intent to the President of the organization. Termination shall be effective upon receipt or on the date indicated in the letter of intent.

3.5 Any organization member who fails to maintain requirements for membership or who violates the bylaws or rules, or the Code of Conduct as outlined in Article 11 promulgated by the organization risks the loss of membership. The member will be notified in writing of the proposed action, and shall have the right to appear before an executive committee of organization officers to refute any allegations.

3.6 Members entitled to vote may each cast one vote upon matters properly brought before the Association.

3.6.1 Members shall not be required to attend meetings in order to vote for the election of officers. Active Members shall be entitled to cast votes by mail or through electronic means for elections as described herein and on any matter brought by the Board of Directors before the Association membership for a vote. The Board of Directors shall approve a process to facilitate voting by all voting members of the Association.



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Article 4 - Meetings of the Association

- 4.1 An annual meeting of the Association shall be held with additional meetings as determined by the President. The annual meeting of the members shall be held at a time and place to be determined by the Board of Directors.
 - 4.1.1 Meetings may be conducted via telephone conference call, web conference or other electronic means.
- 4.2 Section and committee meetings may be conducted during the annual meeting of the Association, with additional meetings upon the call of the Section or Committee chairs. Additional meetings may be conducted via telephone conference call, web conference or other electronic means.
- 4.3 Quorum
 - 4.3.1 Except as otherwise required by law or these Bylaws, the majority of the active members present at a meeting or voting electronically on a matter shall constitute a quorum for the transaction of business.
 - 4.3.2 A majority of the Board of Directors then in office and present at any meeting of the Board of Directors shall constitute a quorum for the transaction of business.

Article 5 - Governing Body

- 5.1 The governing body of the Association shall be the executive board.
 - 5.1.1 The Association executive board membership shall consist of the officers of the Association and six (6) at-large members serving as Directors. Five (5) are elected by general election and one (1) is elected by the Metro-Chiefs Section as the Section Chair and also serves as a member of the Board of Directors representing the Metropolitan Chiefs. All At-Large members will have a term of two (2) years, which will begin and end at the annual meeting staggered terms will facilitate and sustain corporate memory beginning with one person being elected in the off year. Metro Chief / Board of Director member term coincides with the election of the Section Chair and runs concomitantly. The Medical Director/Medical Policy Advisor, appointed by the President, is an ex-officio member of the Board of Directors with no voting rights. The President of the Association shall serve as the presiding officer of the Board of Directors and the Association. If the President is unable to temporarily preside then the President-Elect shall serve in the place of the President in his absence or disability.



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5.2 The IAEMSC executive board shall have the authority to act in all business and matters affecting the association which may arise between annual meetings.

5.3 The IAEMSC Executive Board shall:

- i. Have general charge of the affairs of the Association.
- ii. Review the work of the Association at the board of directors meetings and develop Association policy for operations.
- iii. Create and maintain a biannual strategic plan to provide for continuity and the general direction of the Association.
- iv. Approve, adopt, change or amend all budgets as recommended by the President and any Section or committee.
- v. Cause to be made an audit of all books and present such audit to the Executive Board at its next meeting.

5.3.1 Officer or Board vacancies occurring as a result of resignation, removal, or other cause the Association, unless otherwise provided for in these Bylaws, shall be filled by appointment by the President subject to the approval of the Board of Directors.

5.3.2 Appointment of Auditors for the Association may be elected annually by the Board of Directors for appointment. If no such auditor(s) are elected, the Board of Directors shall cause an Audit Committee of the Association to be constituted and duly appointed by the President to audit the financial records of the Association and to report to the Members at the Annual Meeting of the Association. The Board of Director consistent with existing laws and regulations by a majority vote are also authorized, as required, to secure the services of an external auditing firm to ensure compliance with all applicable fiscal regulations which pertain to the conduction of Association affairs.

Article 6 - Officers

6.1 Officers shall consist of the President, President- Elect, Vice-President, Secretary, Treasurer, and Immediate Past President.

6.2 Term of office for all officers shall be two (2) years, which begins March 1st.

6.3 The duties of the elective officers are as follows:

6.3.1 The President or in the Presidents absence the President-Elect shall:

- i. Be the official representative and spokesperson for the Association.
- ii. Serve as the chair of the Executive Board.



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- iii. Preside at meetings of the Association and at meetings of the Executive Board.
- iv. Insure that all committees, work groups or task forces operate according to the Association by-laws and policies.
- v. Call a special meeting of the Executive Board when so requested by a majority of the Association officers or whenever the President determines necessary. At least five (5) days notification shall be given for the special meeting with the reason for the special meeting stated, except when the President determines that an unusual emergency exists.
- vi. Name additional committees, work groups, or task forces and appoint their chairs for the term of office to accomplish the goals and objectives of the Association.

6.3.2 President-Elect shall:

- i. Shall be an IAEMSC member in good standing for at least two (2) years in order to be nominated for this position
- ii. The President-Elect shall serve in the place of the President in the event of absence or disability, and shall perform such other duties as may be conferred from time to time by the President or the Board of Directors.
- iii. Assist the President in conducting the business and policies of the Association.
- iv. Perform such other duties as are prescribed by the President or Executive Board.

6.3.3 The Vice President shall:

- i. In the absence or inability of the President and President-Elect to perform all the duties of the office, be directed to assume the duties of the president.
- ii. Assist in conducting the business and policies of the Association.
- iii. Perform such other duties as are prescribed by the President or Executive Board.

6.3.4 The Treasurer shall:

- i. Supervise the use of all the assets of the Association with the advice and approval of the Executive Board.
- ii. Determine that all monies of the Association are deposited in proper accounts and, where applicable, draw the highest rate of return consistent with the greatest safety for the Association funds.
- iii. Determine that all funds collected and disbursed by the Association are collected, recorded, and disbursed according to accepted



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- accounting principles and in accordance with the by-laws of the Association and policies adopted by the Executive Board
- iv. Report to the annual conference on the financial condition of the Association, including a summary of all revenues and disbursements.
 - v. Consult with the Executive Board during budget preparation prior to consideration by the general membership.

6.3.5 The Secretary shall:

- i. Assure the proper storage and retention of the records of the Association.
- ii. Maintain an accurate record of all meeting minutes, to include storage and retention of the minutes of any Section, committees or task groups appointed in accordance with the Association bylaws.
- iii. Issue all official correspondence on behalf of the Association, as directed by the President or member of the Executive Board.
- iv. Assure the distribution of meeting notices and voting events to the membership.

6.3.6 Immediate Past President shall:

- i. The Immediate Past President shall perform such duties as may be conferred by the President or Board of Directors and shall advise and counsel the officers and Board of Directors.

6.3.7 The At-Large Directors shall:

- i. Participate in the governance of the Association as members of the Executive Board.

Article 7 – Committees / Sections

- 7.1 The executive committee may establish standing and ad-hoc committees in order to perform a specific duty for the Association. Unless extended by action of the Association Officers, ad-hoc committees shall dissolve at the next annual meeting or upon completion of the assigned duty or task.
- 7.2 Committee members and chairpersons are appointed by the Association President.
- 7.3 A standing section of the International Association of Emergency Medical Services Chiefs is the EMS Metro Chiefs Section.



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- 7.3.1 Membership in the EMS Metro Chiefs Section is limited to EMS Chief Officers with present or past affiliation with an EMS organization having the jurisdictional authority for EMS response operations in a community, jurisdiction or metropolitan region with a population of at least 250,000.
- 7.3.2 Officers for the section are elected from the membership of the EMS Metro Chiefs Section –Officers shall consist of a Section Chair, Section Vice-Chair, Secretary, Immediate Past Chair, two (2) At-large Metro Chiefs members who shall serve as Section Directors. Section Chair also serves as a member of the Association Board of Directors. The Association officers will serve as ex-officio members.
- 7.4 Presidents Council is a standing committee comprised of ex-officio members who have served in the elected office of IAEMSC President. This committee is responsible for supporting the elected officers and board on organizational & policy matters. The Chairperson of this standing committee is appointed by the incumbent IAEMSC President.

Article 8 - Resignation and Removal from Office

- 8.1 Any officer may resign at any time by delivering a letter of resignation to the Secretary of the Association or Section. The resignation shall be effective upon receipt unless specified otherwise.
- 8.2 The executive committee may remove an officer with cause by the vote of a majority of the executive committee. An officer may be removed for cause only after reasonable notice and opportunity to be heard before the executive committee.
- 8.3 The executive committee may remove an officer, board member, or member for violation of the IAEMSC's Code of Conduct as outlined in Article 11 in these By-Laws.
- 8.4 Any vacancy on the executive committee may be filled through appointment by the President.

Article 9 – Amendments to the Bylaws

- 9.1 These bylaws may be altered, amended, or repealed at any annual or special meeting of the organization by a two-thirds majority of those present. The bylaws may also be amended by a two-thirds majority of those participating in electronic voting, provided sufficient notice of the pending vote is provided to the membership.



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Article 10 - Parliamentary Procedure

- 10.1 The standard for parliamentary procedures at all meetings of the organization shall be the most current edition of Roberts Rules of Order.

Article 11 – Code of Conduct, Ethics and Financial Disclosures

- 11.1 All members, officers, and Board of Directors of the IAEMSC shall comply by these Standards of Conduct for the International Association of Emergency Medical Services Chiefs (IAEMSC) that have been adopted to promote and maintain the highest standards of the IAEMSC and personal conduct among its Board, Officers, and Members. Adherence to these standards is expected from Board, Officers, and Members of the IAEMSC, and serves to assure public confidence in the integrity and service of the IAEMSC.
- 11.2 All officer candidates, elected officers and Board of Directors of the IAEMSC shall be required to sign and submit an IAEMSC Code of Conduct statement and Conflict of Interest disclosure.
- 11.3 Codes of Conduct of IAEMSC:
- 11.3.1 Maintain the highest standard of personal conduct.
 - 11.3.2 To promote and encourage the highest level of ethics.
 - 11.3.3 To at all times in a manner consistent with the IAEMSC Mission Statement.
 - 11.3.4 Recognize and discharge my responsibility and that of the IAEMSC to uphold all laws and regulations relating to my association's policies and activities.
 - 11.3.4.1.1 Not serve in an officer capacity of in any other national organization related to a functional area of EMS while serving as an elected officer of IAEMSC thus removing any perception of conflict.
 - 11.3.5 Strive for excellence in all aspects of management of the IAEMSC.
 - 11.3.6 Use only legal and ethical means in all the IAEMSC activities.
 - 11.3.7 Serve all members of the IAEMSC impartially, provide no special privilege to any individual member, and accept no personal compensation from a member except with full disclosure and with the



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knowledge and consent of the IAEMSC's governing board.

- 11.3.8 Maintain the confidentiality of privileged information entrusted or known to me by virtue of my office or membership.
- 11.3.9 Refuse to engage in, countenance, activities for personal gain at the expense of the IAEMSC.
- 11.3.10 Refuse to engage in, or countenance, discrimination on the basis of race, sex, age, religion, national origin, sexual orientation, or disability.
- 11.3.11 Always communicate the IAEMSC internal and external statements in a truthful and accurate manner by assuring that there is integrity in the data and information used by the IAEMSC.
- 11.3.12 Cooperate in every reasonable way with other associations and work with them in the advancement of the IAEMSC mission.
- 11.3.13 Provide educational grant oversight based on conditions as set forth in respective contracts.

Article 12 – Indemnification

- 12.1 The Association shall indemnify to the fullest extent of the laws of the State of Delaware, every person, their heirs and personal representatives of such person, who is or was an Officer or agent of the Association against all liability and reasonable expense from any claim, action, suit, or proceeding if such Officer or agent, is wholly successful with respect thereto, or if not wholly successful, then if such Officer or agent is determined to have acted in good faith, in what he reasonably believes to be in the best interest of the Association, and in addition, with respect to any criminal action or proceeding is determined not to have had reasonable causes to believe his conduct was unlawful. The termination of any claim, action, suit or proceeding, by judgment, settlement (whether with or without court approval) or dismissal shall not be used to create a presumption that an Officer or agent did not meet the standards set forth in this section.
- 12.2 Specific Conditions - The Board of Directors shall define, and further proscribe the terms, rights, expenses, and other conditions of indemnification; by resolution and causes these definitions to be transmitted to Officers and Board of Directors, in accordance with prudent provisions as from time to time may be appropriate and upon advice of counsel.



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Article 13 – Fiscal Year

- 13.1 The fiscal year of the Association shall be from the period of January 1st through December 31st of each year, unless otherwise required by law or determined by the Finance Committee and ratified by the Board of Directors.

Article 14 – Dissolution

- 14.1 In the event of dissolution, consolidation, or other liquidation, the assets of the Association shall be applied and distributed to the extent possible as follows:
- 14.2 All liabilities and obligations of the Association shall be paid and discharged, or adequate provisions made according to law.
- 14.3 Assets held by the Association upon condition requiring return, transfer or conveyance, which condition occurs by reason of the conditions enumerated in this Article, shall be returned, transferred or conveyed in accordance with such requirements.
- 14.4 Remaining assets, if any, shall be transferred or conveyed for the purposes of the Association, or to such organizations formed and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as exempt organizations under Section 501(C), 26 United States Code, Internal Revenue Code of 1986, as amended, as Board of Directors shall determine. Any assets not so disposed of shall be disposed of in accordance with the laws of State of Delaware.

Approved and Adopted by Membership:

March 31, 2015