

**BYLAWS
OF
THE ARKANSAS AMBULANCE ASSOCIATION
as Amended August 4, 2016**

ARTICLE I

Name

The name of this organization shall be the Arkansas Ambulance Association, Inc., an Arkansas not-for-profit corporation.

ARTICLE II

Objectives

The objectives of this organization shall be to:

1. Advance the science and art of emergency medical services and ambulance transportation;
2. Afford its members opportunities for the interchange of ideas with respect to the science and art of emergency medical services, and for the publication of information thereon;
3. Establish cooperative liaison activities with other associations, organizations and governmental agencies interested in the improvement of emergency medical services;
4. Do all things incidental or conducive to the attainment of the above named objectives for the benefit of members of this Association;
5. Establish criteria for the standards of all levels of services whereby members of the Association can achieve recognition and receive accreditation for their progress within the emergency medical services systems and all other lawful purposes in Association therewith.
6. Encourage the highest standards of ethics and conduct throughout the emergency medical services community.

ARTICLE III

Members

- Section 1. Membership of the Association shall consist of three classes:
- 1.1. An active membership shall be for a licensed ambulance services provider in the state of Arkansas. A provider is defined as any person, partnership, corporation, authority, private, profit or nonprofit agency conducting and operating an ambulance service in the State of Arkansas.
 - 1.2. An associate member shall be any person, partnership, corporation or other entity engaged in the manufacture, sale, rental or servicing of equipment or furnishing of services utilized in the provision of medical transportation. Associate members shall not be eligible to vote, hold office or serve on the Board of Directors.
 - 1.3. An honorary membership shall be for any person, partnership, corporation, authority, private, profit or nonprofit agency who has rendered distinguished service to the science and art of emergency medical services, ambulance transportation and related business practices, and whose name has been recommended by the Board of Directors. Honorary membership must be confirmed by 2/3-majority vote of those present at the annual meeting. Honorary members shall not be eligible to vote, hold office or serve on the Board of Directors.
- Section 2. Providers eligible for membership in the Association shall be elected to such membership by a majority vote of the Board of Directors. Providers who serve multiple counties and have bases of operations in multiple counties shall pay annual dues based on the highest licensure level for each county served, in those counties where the provider maintains a base of operations. The prospective member must make application on the proper application form along with the first year's membership dues. Application form and membership dues will be directed to the Secretary/Treasurer for consideration by the Board of Directors at the next regular board meeting. A provider so elected shall be declared a member of the Association.
- Section 3. Upon being elected to membership in this association, the member shall designate the name of one person who shall represent the company and/or organization in this Association and shall exercise on behalf of the member the rights and privileges of the membership vested in such company and/or organization by virtue of these bylaws. A member may have one (1) representative for each service location that is a member in good standing, and each representative shall be entitled to cast one (1) vote.

Section 4. The membership year and annual dues structure shall be as follows:

- 4.1 The membership year shall be September 1st to the following August 31st. Annual dues are payable on September 1st. The Board of Directors will have the authority to determine the amount of the annual dues payable by the members and the policies and procedures for the assessment, payment and collection of any obligation due the Association. Members who hold multiple license levels at the same base of operation shall pay dues at the highest licensure maintained per each service location. The Secretary/Treasurer shall notify members thirty (30) days prior to the renewal date that their annual dues are due by said date. Those members whose dues are not paid by October 1st shall automatically be dropped from membership in the Association. Reinstatement of membership is outlined in *Article III Section 6.3*.

Section 5. As a condition of membership in this Association, each member is to continuously conform to the provisions of these bylaws, the decisions of the Board of Directors and members. In order to be considered for membership or retain membership no person or organization can be found to have violated any of the following Standards of Conduct:

- 5.1 Willful violation, resulting in a conviction, of any federal, state or local laws, including fraud, larceny, bribery or other egregious felonies, that would have an adverse effect on the ambulance industry.
- 5.2 Falsification of any information submitted to the Association.
- 5.3 Failure to meet any financial obligation justly due the Association.
- 5.4 Willful acts to discredit the Association.
- 5.5 Representing the Association or expressing an opinion in the name of the Association without official authority.
- 5.6 Theft or misappropriation of any property or any act to defraud the Association.
- 5.7 Engaging in any activity which may conflict with the interests, goals, and objectives of the Association.
- 5.8 Employee recruitment at any Association sponsored function.
- 5.9 Any inappropriate use of Association materials, resources, and information.
- 5.10 No member shall knowingly engage in any illegal self-referral patterns. Illegal is meant to be any willful violation, resulting in a conviction of the federal anti-kickback statutes.

Section 6. Resignation, expulsion, and reinstatement of members shall be as follows:

- 6.1. Resignation - Any member desiring to resign from the Association shall submit his resignation in writing to the Secretary/Treasurer who shall present it to the Board of Directors. Dues are not refundable.
- 6.2. Expulsion - Recommendations may be made to the Board of Directors for the expulsion of any member alleged to have violated the Standards of Conduct or other conduct unbecoming a member of the Association. Such recommendations shall be in writing and signed by three (3) or more members, stating specific reasons for expulsion. The Board of Directors shall first notify the member of the complaint by certified mail with return receipt requested at the latest address of record. The member shall have the right to defend any complaint in a hearing before the Board of Directors in executive session. The member will be notified at least thirty (30) days in advance of the hearing. The Board of Directors shall determine any action to be taken. Actions taken in regards to the complaint require a majority vote of the Board of Directors.
- 6.3. Reinstatement - The Board of Directors, by majority vote of the members of the board, may reinstate a former member to membership upon such terms as the board may deem appropriate in accordance with these bylaws.

ARTICLE IV

Association Meetings

- Section 1. The regular meetings of the Association shall be held at least twice per year unless otherwise ordered by the Association or by the Board of Directors. The place and time of these regular meetings will be designated by the President.
- Section 2. The association meeting held in conjunction with the annual Arkansas EMT Association Conference will be known as the Annual Meeting. It shall be for the purpose of electing officers, receiving reports of officers and committees and for any other business that may arise.
- Section 3. Special meetings can be called by the President, the Board of Directors, or upon the written request of twenty-five percent (25%) of the active members. The place and time of such meetings are to be designated by the President of the Association. The purpose of the meeting shall be stated in the communication and no other business may be conducted at that time. The calling of a special meeting incidental with the time and place of a regular meeting shall not limit the business to be considered at such meetings.
- Section 4. Notice of the regular and Annual Meetings shall be communicated to all members at least thirty (30) days prior to the date thereof. Notice of special meetings shall be communicated to all members at least three (3) days prior to the date thereof. All notices required to be given by the bylaws of this Association shall be provided to the member by the most appropriate method selected by the member. The names and

addresses as they appear on the records of the Association shall be used for mailing purposes unless otherwise notified.

Section 5. Those active members present shall constitute a quorum for meetings of the Association.

ARTICLE V

Officers

Section 1. The officers of the Association shall be a President, Vice President, Secretary/Treasurer. The officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Association.

Section 2. The officers shall serve two (2) year terms or until their successors are elected, and the term of office shall begin on September 1st of the odd numbered membership year.

Section 3. No member shall hold more than one office at a time, and no officer shall be eligible to serve more than two consecutive terms in the same office.

ARTICLE VI

Duties of Officers

Section 1. The President shall be the chief executive officer of the Association, and shall, subject to the control of the Board of Directors, have general supervision and control of the Association's affairs and business. The President shall preside at all meetings of the Board of Directors, and shall discharge the duties of a presiding officer. The President may sign on behalf of the Association any contracts or other instruments which the Board of Directors has authorized to be executed, and in general perform the duties of the President, and other duties as may be prescribed by the Board of Directors from time to time.

Section 2. In the absence of the President or in the event of the President's death or inability or refusal to act, the Vice President shall perform the duties of the President. When so, the Vice President shall have all the powers and be subject to all the restrictions of the President. In addition, the Vice President shall perform such other duties as may be assigned to him by the President or the Board of Directors.

Section 3. The Secretary/Treasurer shall keep a true and accurate record of the proceedings of all meetings. The Secretary/Treasurer shall give, or cause to be given, notice of all meetings of the Board of Directors, and shall perform whatever additional duties the Board of Directors and the President may from time to time, call upon him to do. The

Secretary/Treasurer shall have custody of all funds and securities of the Association. The Secretary/Treasurer shall keep full and accurate accounts of receipts and disbursements. The Secretary/Treasurer shall deposit all Association monies and other valuable assets in the name of the Association in an interest-bearing depository account designated by the Board of Directors. The Secretary/Treasurer shall sign all checks and drafts, disburse funds of the Association and render to the President and the Board of Directors an account of transactions of the financial condition of the Association.

ARTICLE VII

Board of Directors

- Section 1. The officers of the Association, nine (9) directors, and the immediate past President shall constitute the Board of Directors.
- Section 2. The business and affairs of the Association shall be mandated by a Board of Directors. The Board of Directors shall have the power to conduct the general affairs of the Association in accordance with the provisions of these bylaws, and shall exercise such powers to perform such duties as are conferred upon them by laws of the State of Arkansas. The board shall be subject to the orders of the Association, and none of its acts shall conflict with action taken by the Association.
- Section 3. Positions on the Board of Directors vacated between the Annual Meetings aside from resignation or removal shall be filled by a majority vote of the remaining members of the board.
- Section 4. At meetings of the Board of Directors or any standing committee, a majority of the Board of Directors or committee members shall constitute a quorum for the transaction of business. If a quorum is present, the acts of a majority of the Board of Directors or committee members in attendance shall be acts of the Board of Directors or the committee, unless a greater number is required by law or these bylaws. When a quorum is once present to organize the meeting, it is not broken by the subsequent withdrawal of any of those present and business may be transacted and a meeting may be adjourned despite the subsequent absence of a quorum.
- Section 5. The Board of Directors shall meet quarterly to conduct timely business of this association at times and places to be designated by the President of the Association. Should any member of the Board of Directors miss two (2) meetings in an annual term he/she shall automatically be dismissed from the board. He/she may appeal the action to the President and can be reappointed to the Board of Directors at the discretion of the President with the concurrence of a majority of the other members of the Board of Directors.

- Section 6. Written notice of quarterly meetings of the Board of Directors shall be sent to each member of the Board of Directors and shall be provided to the board member by the most appropriate method selected by the member at least ten (10) days prior to such meetings.
- Section 7. Special meetings of the Board of Directors may be called at any time by the President or by a majority of the Board of Directors. Written notice of each special meeting of the Board of Directors setting forth the time and place of the meeting as well as the purpose of the meeting shall be given to each director at least three (3) days before the meeting. This notice will be given to the member by the most appropriate method selected by the member. Nothing herein mentioned shall be construed to prevent the holding of special meetings of the Board of Directors upon written consent of the waiver of notice of all members of the Board of Directors.
- Section 8. Members of the Board of Directors and officers of the Association, as such, shall not receive any stated salaries for their services. By resolution of the Board of Directors, a fixed sum for expenses of attendance, if any, may be allowed for attendance at such regular or special meetings. Nothing herein contained shall be construed to preclude any director, member or officer from serving the Association in any other capacity in receiving compensation therefore.
- Section 9. Any member of the Board of Directors may be removed by a majority vote of the Board of Directors whenever, in its judgment, the best interests of the Association will be served thereby, but such approval shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of a Officer shall not in itself create contract rights.
- Section 10. Any member of the Board of Directors may resign at any time, subject to any rights or obligations under any existing contracts between the member and the Association, by giving written notice to the President of the Association. A member's resignation shall take effect at the time specified in such notice or immediately if no time is specified, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- Section 11. The President of the Association shall appoint a temporary member to the Board of Directors when a vacancy is created by the removal or resignation of a member. The temporary member's term will remain effective until the Annual Meeting at which time a permanent replacement shall be elected.

ARTICLE VIII

Committees

- Section 1. At least sixty (60) days prior to the Annual Meeting, the Board of Directors shall appoint a NOMINATING COMMITTEE consisting of not less than three (3) members.
- Section 2. Any member of the Arkansas Ambulance Association in good standing may be certified for candidacy for the Board of Directors or Officer positions. Application for placement on the election ballot shall be made in the following manner:
- The applicant shall sign and submit to the Nominating Committee an **application for candidacy** not more than sixty (60) days nor less than (45) days prior to the Annual Meeting. The candidacy form may be obtained from the Association's website or by contacting the Secretary/Treasurer of the Association. The Nominating Committee will certify that the applicant is a member in good standing and has properly filed an application.
- Section 3. The Nominating Committee may nominate from the members at least one (1) member to each position on the Board of Directors and at least one (1) member for each of the Association's offices.
- Section 4. Not less than thirty (30) days prior to the Annual Meeting the Secretary/Treasurer shall prepare and mail to each member a ballot containing the names of all candidates certified by the Nominating Committee and indicating the office or position for which the individual is seeking. The ballots shall be returned to the Secretary/Treasurer postmarked not less than ten (10) days prior to the Annual Meeting in envelopes marked "Election Ballot." The Secretary/Treasurer and the Ethics Committee will tabulate the votes prior to the Annual Meeting and announce the results at that meeting.
- Section 5. For the 2012 election cycle, the Association shall elect nine (9) directors, three of which shall serve a one (1) year term, three of which shall serve a two (2) year term, and three of which shall serve a three (3) year term. Terms shall be determined following the election by the drawing of lots.
- After serving the term as determined by the drawing of lots, thereafter directors shall serve three (3) year terms.
- Section 6. A Public Relations/Membership Committee of not less than three (3) members shall be appointed by the President. This committee has the responsibility of marketing membership activities of the Association and promoting statewide recognition to the general public. The chairman of said committee has the additional responsibility of fulfilling editorial roles for the Association newsletter.
- Section 7. A Scholarship Committee of not less than three (3) members shall be appointed by the President. This committee holds the responsibility of notifying applicants of

available scholarships, accountability of scholarship fund balances and securing donations to fund the scholarship accounts. The Scholarship Committee works under guidelines approved by the Board of Directors specifically for the scholarship committee.

- Section 8. A Governmental Affairs Committee of not less than three (3) members shall be appointed by the President. This committee's function is to seek statewide input from members on prioritizing issues relative to emergency medical services and to seek legislative enactment of the issues. The chairman is further responsible for recognizing and recommending necessary changes in legislative matters that may be in the best interests of members of the Association.
- Section 9. An Awards Committee of not less than three (3) members shall be appointed by the President. This committee has the responsibility to coordinate any award activities that the Association may participate in and to recommend awards that may be considered during these activities. The Awards Committee works under guidelines approved by the Board of Directors specifically for the awards committee.
- Section 10. An Ethics Committee of not less than three (3) members shall be appointed by the President. This committee has the responsibility, when guidelines are approved by the Board of Directors, to serve as a resource for emergency medical service providers. Resources may be defined as encouraging and marketing the role and concept of a quality Emergency Medical Service provider and recognition of statewide professional standards of conduct. The Secretary/Treasurer and the Ethics Committee will tabulate the votes for each election prior to the Annual Meeting and announce the results at that meeting.
- Section 11. A Conference Committee of not less than three (3) members shall be appointed by the President. This committee has the responsibility to coordinate any conference, provider education conference, or other conference activities that the Board of Directors and/or Association decide to support or produce.
- Section 12. The President, from time to time, may appoint special committees or add/delete members of committees. The President shall be an ex-officio member of all committees except the nominating committee.

ARTICLE IX

Parliamentary Authority

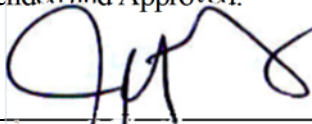
The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

ARTICLE X

Amendment of Bylaws

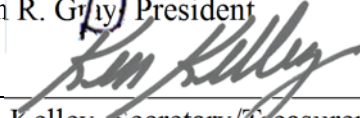
These bylaws can be amended at any regular meeting of the Association by a two-thirds vote of active members present, provided that the amendment has been communicated in writing to the membership at least thirty (30) days prior to the meeting.

Amended and Approved:



John R. Gray, President

August 4, 2016
Date



Ken Kelley, Secretary/Treasurer

August 4, 2016
Date