

**FIRST AMENDED**  
**BYLAWS of the**  
**TEXAS EMERGENCY MEDICAL SERVICES ALLIANCE**  
**(Amended on June 22, 2016)**

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**Article I. NAME**

**Section 1.01 Name.**

The name of this organization is the TEXAS EMERGENCY MEDICAL SERVICES ALLIANCE, INCORPORATED (hereinafter referred to as the “Alliance”).

**Article II. PURPOSE**

**Section 2.01 Purpose.**

The Alliance is organized for the primary purpose of promoting excellence and quality in the emergency medical services (EMS) and ambulance industry and in connection with these purposes to:

- a. Assist its members in meeting the purposes set forth in these by-laws through education, resources and communications
- b. Encourage the highest standards of ethics and conduct throughout the EMS and ambulance community;
- c. Encourage improvements in EMS and ambulance service standards;
- d. Promote cooperation among those who are directly or indirectly involved in the EMS and ambulance profession;
- e. Provide information to individuals and government entities and to advocate on matters pertaining to the EMS and ambulance industry; and
- f. Protect the interests of Alliance members and the public they serve.

**Article III. MEMBERSHIP**

**Section 3.01 Membership Eligibility.**

- a. Eligibility for membership shall be approved by a majority vote of the Board of Directors for each Member and shall not be denied for reason of race, color, religion, sex, age or national origin. Membership will be open to any organization or entity meeting the criteria established in Section 2 herein, and willing to abide by the by-laws of the Alliance.
- b. The Board of Directors shall appoint a standing “Membership Committee” made up of members of the Board and of Active Members. Section 6.2.2 describes the size and make-up of the Membership Committee. The role of the Membership Committee shall be to review all

applications for membership and recommend approval or disapproval of the application to the Board of Directors. Membership decisions shall be made at Regular Board Meetings.

- c. Organizations or persons that own, manage or control multiple Texas state licensed ambulance services shall apply for separate memberships for each licensed service.
- d. Agencies that have been in operation less than two years shall be granted full Active Member Status, including voting rights or the ability to hold elected office, after one year of Membership in the Alliance. Agencies that have been in operation greater than two years will be granted full Active Membership upon approval.
- e. Membership applications must include the names of all owners, officers, or individuals with control over the agency to determine if they are on an exclusion list for any payer or governmental agency.
- f. All initial and renewal applications for Active Member status shall include a minimum set of information about the agency as determined by the Alliance to include the agency's voting representative and their designee as well as that agency's dues as set by the Board of Directors.

### ***Section 3.02 Classes of Membership.***

There are four (4) classes of membership in the Alliance, as hereinafter defined:

- a. Active Member (voting) – This class of membership shall be held by any person representing a licensed Texas emergency medical services organization, service, or agency that operates ambulances. The Board shall establish procedures that guarantee every Active Member has a minimum of one voting designee regardless of size or organization type.
- b. Affiliate Member (non-voting) – This class of membership shall be held by any individual, organization or entity engaged in the EMS and ambulance industry that does not operate an ambulance provider. This would include but not be limited to those engaged in the manufacturing, sale, rental or support of products, goods or services to the EMS and ambulance industry, First Responder Organizations, EMS Stakeholders and such ambulance providers or ambulance companies who are not licensed in the state of Texas, meeting and abiding by the membership standards and by-laws established by the Alliance.
- c. Honorary Member (non-voting) – This class of membership shall be held by any individual or organization that has rendered distinguished service to the EMS and ambulance industry or related medical fields and may be elected as a lifetime honorary member of any affirmative vote of two-thirds of the Board of Directors.
- d. Individual Member (non-voting) – This class of membership shall be held by individuals who are not associated with an ambulance provider but are interested in promoting the ambulance industry. This class of membership will not have a seat on the Board of Directors of the organization, and is not eligible to vote on issues brought before the membership.

### ***Section 3.03 Resignation, Suspension, Expulsion and Reinstatement of Members***

- a. Resignation – a member in good standing may tender his resignation, in writing, to the Secretary. No dues paid by the member for less than one year in advance of the date of resignation or for the current membership shall be refunded to the member. Such resignation

shall not relieve the member so resigning of the obligation to pay all dues, assessments, or other charges theretofore accrued and unpaid up to and including the date of resignation.

- b. Suspension – non-payment of dues. Any member whose dues to the Alliance shall remain unpaid sixty (60) days past the due date shall be billed again. If the dues remain unpaid ninety (90) days from the due date, the member shall be sent a notice, by certified mail with return receipt requested to the latest address as it appears on the records of the Alliance, stating that if such dues are not paid within fifteen (15) days from receipt, he shall cease to be a member in good standing of the Alliance, and shall lose all rights as a member. The Board may extend said time, as they feel necessary.
- c. Termination – misconduct. Complaints may be made to the Alliance President for the expulsion of any member alleged to be guilty of misconduct as defined by the Standard of Conduct and/or the Alliance’s Code of Ethics that is adverse to the welfare of the Alliance and its members. Such complaint shall be in writing and signed by three (3) or more members in good standing, stating specific reasons therefore. The President shall refer the complaint to the Alliance Ethics Committee for review. If the Ethics Committee believes the complaint has merit, they shall notify the accused member, by certified mail with return receipt requested to the latest address on the records of the Alliance, of the charges presented against it. The accused members shall have the right to prepare a written defense and appear for a hearing, before a meeting in Executive Session of the Ethics Committee of which meeting they shall be notified of at least thirty (30) days in advance. At the completion of this process, the Ethics Committee shall refer the complaint back to the President with their recommendations. The Board of Directors shall review the recommendations of the Ethics Committee, and if, in their opinion the charges are sustained, the member may be expelled or permitted to resign. If the Ethics Committee believes the complaint does not have merit, they shall notify the President of their findings and the matter shall be closed. If the complaint involves the President, this process shall then be conducted by the President-Elect. To the extent applicable law permits, full and complete confidentiality of all matters regarding any complaint shall be maintained during the process and after the process is concluded. All complaints received by the Alliance shall be reviewed and completed within ninety (90) days of receipt.
- d. Reinstatement – upon written request, filed with the Secretary, the Board of Directors by affirmative vote of two-thirds of the members of the Board, may reinstate a former member to the membership upon such terms as the Board may deem appropriate in accordance with the by-laws.
- e. Transferability – upon change in operative control or ownership of an active member organization, membership may be transferred to a successor organization, subject to ratification by a 2/3 majority vote of the Board of Directors as long as the successor meets all membership requirements.
- f. Membership Dues – the Board of Directors shall have the authority to determine the amount of initiation fee, if any, and annual dues payable by the members by each member class.

***Section 3.04 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 6 of this Article.

***Section 3.05 Qualification***

As a condition of membership in the Alliance, each member is to continuously conform to the provisions of the Alliance's Certificate of Formation, Bylaws, Standard of Conduct as discussed in Article III, Section 6, Code of Ethics, and any amendments thereto, in addition to such other provisions as set forth in these Bylaws.

***Section 3.06 Standard of Conduct***

In order to be considered for membership or retain membership in good standing, no person or organization can be found to have committed any violation listed below:

- a. Conviction of any Federal, State or local laws including fraud, larceny, bribery or other egregious felonies that would have deleterious effects on the ambulance industry.
- b. Falsification of any information submitted to the Alliance.
- c. Failure to meet any financial obligation justly due the Alliance.
- d. Violation of the Alliance's adopted Code of Ethics
- e. Willful acts that discredit the Alliance.
- f. Representing the Alliance or expressing an opinion in the name of the Alliance without official authority.
- g. Theft or misappropriation of any property or any act to defraud the Alliance.
- h. Any inappropriate use of Alliance material, resources and/or information.
- i. Recruitment of employees of other Alliance Members at any Alliance sponsored function.

**Article IV. MEETINGS**

***Section 4.01 General Meetings***

General meetings of the members shall be held in different locations throughout Texas and at such other places as may be determined by the Board of Directors.

***Section 4.02 Annual Member Meetings***

Members Annual Meeting. There shall be at least an annual meeting of the members of the Alliance at a time and place to be designated by the Board of Directors. The purposes of the meeting shall be the: (a) election of Directors and Officers; (b) transaction of Alliance business, and (c) holding of an annual convention. Written notice of the annual meeting shall be provided to all members at least forty-five (45) days prior to the date of the annual meeting.

***Section 4.03 Special Member Meetings***

Special meetings of the Alliance may be called by the President, a majority of the Board of Directors, or not less than twenty-five percent (25%) of the Active Members in good standing. The place and time of

such meetings are to be designated by the President of the Alliance. The business to be transacted at such meetings shall be stated in the notice thereof and no other business may be considered at that time. The calling of a regular meeting shall not limit the business to be considered at such meeting.

***Section 4.04 Board of Directors Annual Meetings***

The Board of Directors shall hold at least one (1) regular meeting each calendar quarter to conduct the business of the Alliance at times and places to be designated by the Board of Directors. At least thirty (30) days advance notice shall be provided to all Directors in advance of a regular meeting. The Board of Directors may establish a schedule of regular meetings at more frequent intervals, if necessary.

Directors may participate in a regular meeting through the use of conference telephone or similar communications equipment so long as all members participating in such meeting can hear one another. Participating in a regular meeting by this means constitutes presence at such meeting.

***Section 4.05 Board of Directors Special Meetings***

A special meeting may be called by either the President, a majority of the Board of Directors, or at least five percent (5%) of the Active Members, provided that written notice has been sent by the Secretary to all members in good standing not less than twenty (20) and not more than sixty (60) days prior to the date of such special meeting. Only those issues set forth in the notice of special meeting may be considered for action and no other business may be conducted at any special meeting. Directors may participate in a special meeting through the use of conference telephone or similar communications equipment so long as all members participating in such meeting can hear one another. Participating in a special meeting by this means constitutes presence at such meeting.

The time and place of the meetings shall be determined by the President, or in the case of a special meeting, as specified by the notice of the meeting.

***Section 4.06 Emergency Meetings of the Board of Directors***

Emergency sessions of the Board of Directors may be called by the President or a majority of the Board of Directors. Emergency sessions may discuss only those urgent matters which time precludes the calling of a special meeting. Reasonable efforts shall be made to provide advance notice for emergency sessions, if possible.

Only those issues pertinent to the urgent matters may be considered by the Board of Directors and no other action may be taken.

Only a two-thirds (2/3) affirmative vote of a quorum of the Board of Directors may pass any action of the Board of Directors when in emergency session

The Board of Directors shall issue member communications specifying the reason for the emergency session and detailing all actions taken within five (5) business days from the date of the emergency session

Members of the Board of Directors may participate in a meeting through the use of conference telephone or similar communications equipment so long as all members participating in such meeting can hear one another. Participating in a meeting by this means constitutes presence at such meeting.

***Section 4.07 Notices***

Notices of all regular and special meetings, stating the time and place of such meetings shall be issued to all members at least fifteen (15) business days prior to the date thereof. Notices may be made in written or electronic format, or other format as determined appropriate by the President or Board of Directors.

***Section 4.08 Quorum***

A quorum for the annual or special meetings of the membership shall consist of the number of Active Members who attend a duly called and noticed meeting. At a minimum, this shall consist of not less than ten percent (10%) of the Active Members.

A quorum of the Board of Directors shall consist of a simple majority of the members of the Board.

***Section 4.09 Rules and Procedures***

Robert's Rules of Order, latest version, or other agreed upon meeting governance process shall govern the conduct of all meetings of the Alliance, provided that they do not conflict with these by-laws and any amendments thereto.

***Section 4.10 Meetings by Conference Calls or Other Electronic Media***

One or more persons may participate in a meeting of the Board or of a committee of the Board 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 pursuant to this section shall constitute presence in person at such meeting for establishing a quorum.

**Article V. BOARD OF DIRECTORS AND OFFICERS**

***Section 5.01 Eligibility***

The appointed designee for any Active Member agency who has been an Active Member for two (2) or more years shall be eligible for election to the Board of Directors or as an officer. The appointed designee must be a full time employee of the agency they represent at the time nominations are approved by the Board of Directors. Any person seeking election to the Board of Directors or as an Officer must disclose to the Board all EMS and ambulance providers in Texas with which they have any type of ownership, employment or fiduciary relationship. No organization shall be allowed to hold more than one board seat. This applies to agencies, corporations and subsidiaries of those corporations.

***Section 5.02 Number and Composition***

There will be thirteen [13] members of the Board of Directors. They shall be the President, the President-Elect, One (1) At-Large Board Members and Ten (10) Board members (one each) from the following provider types:



- a. Private Provider – Small (1-5 licensed ambulances)
- b. Private Provider – Medium (6-15 licensed ambulances)
- c. Private Provider – Large (> 15 licensed ambulances)
- d. Not for Profit Private provider
- e. Fire-Based Providers – Small (<10 licensed ambulances)
- f. Fire-Based Providers – Large (10 or more licensed ambulances)
- g. Government Provider – Non-Fire Small (<10 licensed ambulances)
- h. Government Provider – Non-Fire Large (10 or more licensed ambulances)
- i. Hospital-Based Provider – Small (<10 licensed ambulances)
- j. Hospital-Based Provider – Large (10 or more licensed ambulances)

The Immediate Past President shall be an Ex-Officio member of the Board. The President, President-Elect, and “At Large” Directors shall be elected by the general membership. The President of the Alliance shall be considered the chairperson presiding over the Board. No two offices shall be held by the same person.

This Section 5.02 of the Alliance By-laws shall be reviewed every five years at a minimum to ensure that the Board of Director positions appropriately reflect the status of the EMS and ambulance industry in Texas and of the Alliance.

***Section 5.03 Terms of Office***

- a. Directors other than the President, President-Elect and Immediate Past President shall serve staggered three [3] year terms. For the initial term, all Designated Directors shall be elected at the general membership meeting with four [4] Designated Directors serving an initial one year term, four [4] Designated Directors serving an initial two year term and three [3] Designated Directors serving a three year term.
- b. At the initial Board of Directors election, if any designated provider type position does not have at least two active, in good standing members, that Board position will automatically be assigned one of the initial one-year terms. This initial designated position(s) will be an “at-large” position within the entire designated provider type and candidates can come from any size provider of that type and will be elected by the entire provider type group regardless of size of provider.
- c. The President-Elect shall be elected by the Active Members to a two year term. All candidates for the President-Elect must meet the qualifications of Active Member and Board Member and must currently be serving one of the positions on the Board when nominated and elected. If the President-Elect candidate is successfully elected to the President-Elect position, they will immediately surrender their Board seat which will be filled by a special election. If the President-Elect Candidate is unsuccessful, they can continue to serve out their Board member term.
- d. The President-Elect shall serve one [1] two [2] year term and then serve one [1] two [2] year term as President, then serve one [1] two [2] year term as Immediate Past President.

- e. The Secretary and Treasurer will be elected by the Board of Directors to a two-year term. All candidates for both positions must meet the qualifications of Active Member and Board Member and must currently be serving one of the positions on the Board when nominated and elected. The Secretary and Treasurer will continue to serve in their Designated Director position while serving as the Secretary or Treasurer.
- f. All Directors and Officer positions are filled by the person elected into that place, not the agency they are employed by. Any change in employment status by an Officer or Director will be handled according to Section 5.04(b).

#### *Section 5.04 Attendance*

Any Director who is absent from two [2] consecutive regular 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 Director that misses fifty percent [50%] of the meetings in a calendar year will be deemed resigned from the Board subject to review of the Board.

Directors who are no longer actively associated with an Active Member, or who have retired, shall be regarded thereby as resigning from the Board or upon a vote of the Board of Directors, a Director would be allowed to complete his or her term in office

#### *Section 5.05 Vacancies*

A vacancy of an officer or Director on the Board of Directors shall be filled by conducting a special election of the Alliance in accordance with the by-laws with the exception of the President who shall be automatically replaced by the President-Elect who will fulfill the replaced President's term and then serve his two-year term as President. A vacancy in the position of President-Elect will require a new election for this position at the time of the next regular election of the Alliance. The newly elected President-Elect will fulfill the previous President-Elect's term and/or his regular two year term as President-Elect before assuming the role of President.

#### *Section 5.06 Powers and Duties*

- a. All the powers of the Alliance are vested in and shall be exercised by the Officers and Board of Directors unless otherwise prescribed by statute or these bylaws.
  - i. President. The President shall be considered the chief executive officer of the Alliance and the Chairperson of the Board of Directors retaining such privileges to call executive sessions of the Board and direct the affairs of the Alliance between meetings. The President shall, subject to the approval of the Board of Directors, appoint the chairperson of all committees. S/he 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 Alliance, except the Nominating Committee.
  - ii. 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 automatically succeed to the Presidency without election.

- iii. Immediate Past President. The Immediate Past President shall serve as an ex officio member of the Board of Directors and will perform whatever duties are assigned to him/her by the President or Board of Directors.
- iv. Secretary. The Secretary or his/her designee shall keep or cause to be kept all corporate records and a current membership roster. The Secretary or his/her designee shall also see that notices of meetings are appropriately sent in accordance with these bylaws. The Secretary shall in general perform all duties incident to the office of Secretary and any other duties as may be assigned by the President or Board of Directors. The Secretary or his/her designee shall keep or cause to be kept, a minute book which shall contain:
  - 1. The record of all meetings of the Board of Directors including: date, place, those attending, the proceedings thereof signed by the Secretary of the Alliance and a copy of the notice of the meeting and when and how given.
  - 2. The record of all meetings of the membership including date, place, members present and the proceedings thereof signed by the Secretary of the Alliance and a copy of the notice of the meeting and when and how given.
  - 3. A copy of the articles of incorporation and all amendments thereof.
- v. Treasurer. The Treasurer shall have or cause to have custody of all monies and securities of the Alliance shall keep regular books of account and in general shall perform all duties as may be assigned by the President and Board of Directors. The Treasurer shall be responsible for the deposit of monetary assets to the credit of the Alliance in a depository designated by the Board of Directors and shall be responsible for the disbursements of the funds of the Alliance as authorized by the Board of Directors. The Treasurer must provide a report of all disbursements at the annual meeting.
- b. Board of Directors. The Board of Directors shall have and exercise all lawful powers and duties necessary for the proper conduct and administration of the affairs of the Alliance, and shall also have such powers and duties including, but not limited to, the following:
  - i. To set and establish general policies and to promulgate directives and programs to effectuate those policies for the operation, maintenance and betterment of the Alliance.
  - ii. To oversee the general affairs of the Alliance.
  - iii. To adopt and approve an operating budget for the Alliance each fiscal year and to establish and fix the membership dues for each class of member.
  - iv. To adjust or increase the amount of any such dues and to levy and collect in addition hereto, special assessments in such amounts as the Board may deem necessary to meet the financial requirements of the Alliance.
  - v. To establish procedures for elections, special elections and qualifications for organizations designees.
  - vi. To purchase or arrange for such services, machinery, equipment, materials, and supplies as in the opinion of the Board of Directors may from time to time be necessary for the proper operation and maintenance of the Alliance.
  - vii. To contract, employ or retain professional services and to fix their compensation whenever such professional advice or services may be deemed necessary by the Board.

- viii. To cause such operating accounts and escrow and other accounts, if any, to be established and opened by the Treasurer.
- ix. To make and enforce compliance with such reasonable rules and regulations relative to the affairs of the Alliance and to amend the same from time to time, when approved by appropriate resolutions.
- x. To take such other actions and approve such expenditures as it deems to be in the best interest of the Alliance or its members.

***Section 5.07 Effective Date of Office***

Newly elected Officers and Directors shall assume positions immediately following the close of the general membership meeting in which they were elected.

***Section 5.08 Policy Decisions***

An affirmative vote of a majority of the Board of Directors present and voting at any regular meeting shall be required to approve any issues or items properly brought before the Board of Directors.

***Section 5.09 Referendum***

The Board of Directors may refer any question to the Active Members for decision by the written ballot. In each case, the Secretary shall define the question and the effect of “aye” or “nay” votes. Proponent and opponent statements, if available, will be furnished. A majority vote of respondents shall determine the issue.

***Section 5.10 Compensation***

Officers and the Board of Directors shall receive no compensation for their services unless authorized by the Active Membership. The Alliance 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 Alliance will be reimbursed as finances of the Alliance permit. The Board of Directors shall establish the limits of reimbursement.

***Section 5.11 Board Member Conduct***

Board members shall agree that decisions made by the Alliance are the final decision of the Alliance and Board Members shall refrain from communicating or taking a position that is contrary to the official decision of the Alliance when actually representing the Alliance or when it could reasonably be construed by non-Alliance individuals that the Board Member is representing the Alliance. This tenet of the By-Laws is not meant to preclude a Board Member from adequately and appropriately fulfilling the function assigned by their agency or to preclude a Board Member from representing and protecting the needs of their agency. Potential conflicts in this area should be shared with the President as soon as it is known a potential conflict exists. If the President has a conflict, that should be shared with the President-Elect.

***Section 5.12 Board Member Removal***

Officers may be removed by any Annual or Special Meeting of the Active Membership by the affirmative vote of two-thirds [2/3] of all Active Members whenever in their judgment the best interests of the

Alliance will be served thereby. Members must be notified thirty [30] days in advance that this item will appear on the agenda.

***Section 5.13 Exempt Activities.***

Notwithstanding any other provision of these Bylaws, no Board member, officer, employee, or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation which is not permitted to be taken or carried on by an organization exempt from federal income taxation under sections 501(a) and 501(c)(3) of the Code and its regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under section 170(a)(1) of the Code and its regulations as they now exist or as they may hereafter be amended, by virtue of being charitable contributions as defined in section 170(c)(2) of the Code and its regulations as they now exist or as they may hereafter be amended.

***Section 5.14 Ex-Officio Board Members***

In addition to the regular members of the Board, representatives of such other organizations or individuals as the Board may deem advisable to elect shall be Ex-Officio Board Members, but shall not have voting power, shall not count as one of the regular Board members, and shall not be eligible for office.

**Article VI. COMMITTEES**

***Section 6.01 Appointments***

The President shall confirm appointment and replacements of the committees with the approval of the Board of Directors, except as otherwise provided.

***Section 6.02 Membership Committee***

A Membership Committee shall be appointed by the President subject to the approval of the Board of Directors. Membership on this Committee shall be determined annually. The Membership Committee's function will be to evaluate every application for membership of all types and make recommendations to the Board of Directors at each Regular Board of Director's Meeting regarding approval or disapproval of membership applicants. Recommendations will be based upon the qualifications of the member candidates as set aside in the By-laws and rules and procedures developed by the Board of Directors.

The Membership Committee shall be made up of at least one Designated Director representing Private, Fire-Based, Government non-Fire Based and Hospital as well as volunteer Active Members that have diverse representation.

***Section 6.03 Nominating Committee***

A Nominating Committee shall be appointed by the President subject to the approval of the Board of Directors not less than ninety [90] days prior to the annual election. The Nominating Committee will consider any names submitted by the Active Membership as potential candidates for the proposed slate and will certify each nominee's eligibility for the office he/she will fill. The Committee shall insure that

there are candidates for all offices and board positions without any limit to the number of candidates per office.

At either a regular or special meeting of the Board of Directors, the Chairperson of the Nominating Committee shall present to the Board a slate of candidates that have been certified as eligible by the Committee. Once approved by the Board of Directors, no other nominations will be allowed.

***Section 6.04 Legislative Committee***

The Board of Directors, including the Officers of the Alliance, shall serve as the Legislative Committee of the Alliance. The Legislative Committee will monitor state and national legislative activities and guide the activities of the Alliance on legislative initiatives that affect the members of the Alliance.

***Section 6.05 Ethics Committee***

Volunteers from the Active Membership will be selected to serve on the Ethics Committee. Membership on this committee will be determined annually.

***Section 6.06 Reimbursement Committee***

Volunteers from the Active Membership will be selected to serve on the Reimbursement Committee. Membership on this committee will be determined annually. The Reimbursement Committee shall work with payers to represent the interests of the Alliance membership on matters of reimbursement and fees for services provided.

***Section 6.07 AD HOC Committees***

The President may appoint special committees to address specific needs of the Alliance as may be required from time to time.

## Article VII. ELECTIONS

***Section 7.01 Elections***

- a. Voting shall be on-line or in person at the Annual Meeting.
- b. Members in each membership category as described in Section 5.1 shall elect the Director to represent them on the Board of Directors.
- c. At-Large Board Members shall be elected by a plurality vote.
- d. A plurality vote shall be required for the election of the President and President-Elect and must be done in accordance with these by-laws.

***Section 7.02 Ballots***

- a. Ballots must be fully and completely executed and shall comply with all of the requirements set forth on the ballots. Any ballot that is not fully completed will not be used in the tabulation of votes. Votes shall be for properly nominated candidates.
- b. On-line voting will open not less than 7 days nor more than 21 days prior to the Membership Meeting where an election will be held.
- c. On-line voting will close 24 hours prior to the scheduled start time of the Membership Meeting.

- d. In person voting will be done by written ballot during the Membership Meeting. Each Active Member's official designee that has not yet voted will be allowed to sign out one ballot when voting begins. Ballots must be completed in accordance with Section 7.2.1. All ballots will be turned in at or before the end of voting is called.
- e. On-line Ballots shall be kept sealed until after In person voting is complete at which time the Nominating Committee, the Secretary and the Executive Director shall tabulate the ballot results. Results of the elections will be announced at the end of the Membership Meeting; and
- f. All ballots shall be destroyed.
- g. If a Write-In Candidate is duly elected, that candidate must meet all qualifications as a Board member and must be vetted by the Nominations Committee. If the Write-In Candidate does not meet qualifications, a special election will be held to fill this seat as directed in these By-Laws.

**Section 7.03    *Special Elections***

- a. In the event of a tie vote, if a write-in candidate was disqualified, or in the event of a vacancy in any directorship position, with the exception of the vacancy of the position of President, which vacancy automatically shall be filled by the President Elect, the Nominating Committee will conduct a special election.
- b. Within two (2) weeks of the tie or vacancy, the Nominating Committee will distribute a Call for Nominations to the Active Members
- c. Candidates for the vacancies will be given not less than fifteen (15) business days to file nomination forms
- d. The slate of candidates for the vacancy must be certified by the Nominating Committee, and must be ratified by the Board of Directors by written consent
- e. The election will be held according to Section 7.2 above. If no Membership Meeting will be held for in-person voting, all voting will be conducted on-line.
- f. Ballots must be kept sealed until the day of the counting of the ballots. Ballots shall be tabulated by the Nominating Committee and Board of Directors with no fewer than two (2) members of the Nominating Committee and 2 Board Members participating. Results of the elections will be announced in a Member Advisory on the day the ballots are opened
- g. Newly elected Directors and/or Officers shall assume their positions immediately following the announcement of the election results.

**Article VIII.    GENERAL PROVISIONS**

**Section 8.01    *Fiscal Year***

The fiscal year of the Alliance shall be the calendar year.

**Section 8.02    *Commitments***

No member of the Alliance shall make financial or policy commitments in the name of the Alliance except as authorized by the Board of Directors.

***Section 8.03 Audit***

There shall be an annual review of the finances of the Alliance by an independent certified public accountant.

***Section 8.04 Dissolution***

In the event of the dissolution of the Alliance, the assets thereof, both real and personal, after provision for payment and discharge of all liabilities, shall not become the property of any member of the Alliance but shall be distributed to such organizations as are qualified as tax-exempt under Section 501 [c] [3] of the Internal Revenue Service code or the corresponding provisions of a future United States Internal Revenue Service Code. An affirmative vote of fifty-one percent [51%] of all Active Members shall be required for dissolution.

***Section 8.05 Investments***

The Alliance shall have the right to retain all or any part of any property – real, personal, tangible, or intangible – acquired by it in whatever manner and pursuant to the direction and judgment of the Board, to invest and reinvest any funds held by it without being restricted to the class of investments available to trustees by law or any similar restriction.

***Section 8.06 Execution of Documents***

Unless specifically authorized by the Board of Directors or as otherwise required by law, all final contracts, deeds, conveyances, leases, promissory notes, or legal written instruments executed in the name of and on behalf of the Alliance shall be signed and executed by the President (or such other person designated by the Board of Directors), pursuant to the general authorization of the Board. All conveyances of land by deed shall be signed by the President or two other members of the Board of Directors and must be approved by resolution of the Board of Directors.

***Section 8.07 Disbursement of Funds***

Financial Transactions which have a value of \$1,000.00 or more shall require majority approval of the Board of Directors. In all other transactions, the Treasurer (or other Director or Officer approved by the majority of the Board of Directors) may dispense with the funds of the Alliance in accordance with the annual budget approved by the Board of Directors and the purposes of the Alliance as set out in the Certificate of Formation and these bylaws.

***Section 8.08 Loans to Management***

The Alliance shall make no loans to any of its Directors or Officers.

***Section 8.09 Dividends Prohibited***

A dividend may not be paid to, and no part of the income of this corporation may be distributed to, Members, Directors, or Officers of this corporation.

***Section 8.10 Limits on Political Activity***

No substantial part of the activities of the Alliance shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal



Revenue Code, as amended), nor shall the Alliance participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidates for public office.

#### Article IX. AMENDMENTS TO THE BYLAWS

Bylaws may be adopted, amended or replaced at any annual or special meeting of the Active Members by a two-thirds [2/3] vote of the membership in attendance. The membership shall be notified in writing of the proposed action at least thirty [30] days in advance of the meeting.

#### Article X. INDEMNIFICATION

##### *Section 10.01 Indemnification of Officers and Directors.*

- a. The Alliance shall indemnify every Officer and Director, their heirs, executors and administrators, against all loss, costs and expenses, including counsel fees, reasonably incurred by them in connection with any action, suit or proceeding to which they may be made a party by reason of them being or having been a Director or Officer of the Alliance, except as to matters to which they shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct.
- b. In the event of a settlement, indemnification shall be provided only in connection with such matter covered by the settlement as to which the Alliance is aided by counsel that the person be indemnified has not been guilty of gross misconduct in the performance of their duty as such Director or Officer in relation to the matter involved. The foregoing rights shall not be exclusive of other rights to which the Director or Officer may be entitled. All liability, loss, damage, costs and expenses incurred or suffered by the Alliance by reason or arising out of or in connection with the foregoing indemnification provisions, shall be treated by the Alliance as operating expenses.

##### *Section 10.02 Insurance*

The Alliance may purchase and maintain liability insurance on behalf of any person who serves in any capacity in the Alliance.