

Florida Association of EMS Medical Directors

Model Chapter BYLAWS

Article I

Name

The name of this organization, a non-profit corporation organized under the laws of the State of Florida, shall be the Florida Association of EMS Medical Directors.

Article II

Purpose

The purpose of the Florida Association of EMS Medical Directors (hereinafter "the Association") is to promote cooperation between EMS medical directors, establish guidelines for EMS medical direction, and advise the State of Florida in matters concerning pre-hospital medical care in Florida.

Article III

Membership

Section 1. Membership in the Association shall be available to all licensed physicians in the State of Florida as defined under Chapter 458 and 459 of the Florida codes.

Section 2. Active members of the Association shall be *physicians* responsible for the medical direction of a pre-hospital care system. Each active member is entitled to one vote, when the member or his designed alternates is present at the meeting.

Section 3. Associate membership may include any individuals (or institutional or corporate body) associated with pre-hospital medical care, who may serve on various committees and participate in the affairs of the Association. Associate members do not have voting powers (unless qualified under Section 2) or serve as officers in this Association.

- Associate membership category shall include medical directors earning less than \$20,000 annually for their

medical direction contract, with executive committee approval.

Section 4. Resident/Fellow members may include any Emergency Medicine resident or EMS fellow currently enrolled in an ACGME accredited training program in Florida. Residents/Fellows must apply for membership with review/approval by the executive committee. Each will be required to provide (1) review/summary of evidence-based medicine article with relevance to EMS or (1) CME presentation at one FAEMSMD meeting annually. Resident/Fellow members do not have voting powers.

Section 5. Membership applications and resignations shall be handled by the Governing Council, while suspensions and expulsions shall be submitted to and acted upon by the Association.

Section 6. The minutes of the proceedings of the Governing Council, the meetings, and books of any active member of the Association at any reasonable time, for any purpose reasonably related to the member's interest as a member can be requested by the member by contacting the Governing Council or management staff. Such inspection may be made by agent or attorney, and shall include the right to make extracts thereof. Demand of inspection, other than at a meeting of the members, shall be in writing, to the President or Secretary-Treasurer of the Association.

Article IV

Dues and Assessments

Section 1. Dues for members shall be determined annually by the Governing Council, approved by the membership, and shall be payable annually by January 1.

- Active members pay full dues.
- Associate members pay reduced dues.
- Resident/Fellow members do not pay dues.

Section 2. An application fee as determined by the Governing Council shall accompany any application for new membership.

Section 3. The Governing Council will retain the right by majority vote to levy assessments against its members so

long as the recommendation for assessments has been mailed to the membership at least 30 days before the meeting.

Section 4. Any member whose dues or assessments are unpaid shall be ineligible to vote or to hold office. The Governing Council may establish procedures and policies with regard to non-payment of dues and assessments.

Article V

Meetings

Section 1. There shall be at least one (1) annual meeting of the Association each calendar year, at such time and place as established by the Governing Council. Notice of such meeting shall be mailed to the last recorded address of each member at least 30 days before the meeting.

Section 2. Regular meetings of the Association may be held as determined by the Governing Council. Notice of such meetings shall be provided to each member at least 30 days before the meeting.

Section 3. Members of the Association present at any meeting of the Association shall constitute a quorum provided at least one officer and 25% of members are present.

Section 4. A member in good standing may appoint an alternate individual to attend the annual meeting or any other meeting in his stead. This individual shall have a single vote in all matters of the Association, equal to the vote of the active member. The active member shall present to an officer of the Association a simple letter on official letterhead identifying his designated alternate for each meeting.

Section 5. When not in conflict with these bylaws, the latest edition of Robert's Rules of Order shall govern all Association meetings.

Article VI

Governing Council

Section 1. The Governing Council shall have supervision, control and direction of the affairs of the Association,

shall determine its policies or changes therein within the limits of the bylaws, shall actively persecute its purposes and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 2. The Governing Council of the Association shall consist of President, Vice-President, Secretary-Treasurer, and two members-at-large. The terms of office shall extend two calendar years and elected officers shall be active members in good standing of the Association.

Section 3. The President shall appoint a Nominating Committee who will present a slate of officers to the membership of the Association ninety (90) days prior to the annual meeting. Nothing in this charter shall exclude nominations from the floor at the annual meeting for these positions. Elections will be by a simple majority of active members. Elections will be conducted electronically as determined by the nominating committee and approved by the executive board.

Section 4. The fiscal year of the Association shall be determined by the Governing Council.

Article VII

Council Duties

Section 1. The duties of the Governing Council shall be as follows:

(a) The President shall be an active member of the Association and represent the Association in matters concerning pre-hospital care between annual meetings, after consultation and approval of the other Council members. The term of office shall begin at the conclusion of the summer meeting during which the election occurs and shall end at the conclusion of the two-year term. The President shall appoint the committee chairman for standing committees of the annual meeting at which his election occurs and shall end at the conclusion of the second year or when his successor is seated by vote of membership.

(b) The Vice President shall be an active member of the Association and shall preside at meetings of the Association in absence of the President. The Vice President shall have an equal vote to the President in matters pertaining to the business of the Association when deciding issues between annual meetings. The term of office shall begin at the conclusion of the summer meeting at which his election occurs and shall end at the conclusion of the two year term. In the event of the death or resignation of the President during his term of office or if he shall for any reason be unable or unqualified to serve, the Vice President shall succeed to the office of President for the unexpired portion of the President's term.

(c) The Secretary-Treasurer shall be an active member of the Association. The term of office shall begin at the conclusion of the summer meeting at which his election occurs and shall end at the conclusion of the two year term. He/she shall oversee adequate and proper accounts of the properties, funds and records of the Association, and shall perform such other duties as prescribed by the President. The Secretary-Treasurer shall review all monies deposited and other valuables in the name and to the credit of the Association as deposited and managed by the Association management company. He/she shall approve and oversee the disbursement the funds of the Association as may be ordered by the Governing Council; shall render the membership on an annual basis an account of all transactions and of the financial condition of the Association; and shall have such other powers and perform such other duties as may be prescribed by the Governing Council. The Secretary-Treasurer will have an equal vote with the President and Vice-President in issues presented to the Association between meetings. In the event of death, resignation, or incapacity of both the President and Vice-President, the Secretary-Treasurer shall succeed to the office for the unexpired portion of the President's term.

(d) The two Members-at-large shall be active members of the Association. Each shall have an equal vote to the President, Vice-President, and Secretary-Treasurer in matters pertaining to the business of the Association between meetings. The term of office shall begin at the conclusion of the summer meeting during which the election

occurs and shall end at the conclusion of the two-year term.

Article VIII

Committees

The President may appoint committees and associated chairs as he or she deems necessary.

Article IX

Indemnification

The Association may, by resolution of the Governing Council, provide for indemnification by the Association of any and all of its Council Members or former council Members against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceedings, in which they or any of them are made parties, or a party, by reason of having been Council Members of the Association, except in relation to matters as to which such Council Member or Former Council Member shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

Article X

BY-LAWS

Section 1. The By-Laws shall not become effective until approved by the Governing Council of the Association.

Section 2. By-Laws may be promulgated, changed or deleted, at any regular meeting of the Association, by two-thirds vote of the members present, provided notification is given at least 30 days prior to the meeting and a quorum is present at the meeting.

Section 3. Amendments to the By-Laws shall be submitted in writing to the Association by email, return receipt requested. They will be acted upon at the next regularly scheduled meeting of the Association.