**Utah Association of**

**Emergency Medical Technicians**

**By-Laws**

Revised February 2020

BY-LAWS OF THE UTAH ASSOCIATION OF

EMERGENCY MEDICAL TECHNICIANS

A Utah Non-Profit Corporation

**ARTICLE I**

**Name**

 The name of this corporation is The Utah Association of Emergency Medical Technicians (Hereinafter, the Association)

**ARTICLE II**

**Office**

 The principal address of The Association may be changed from time to time as the Board of Directors may determine and without amending these by-laws.

**ARTICLE III**

**Policies**

**Section 1** The name of The Association or the name of any person in their official capacity with the Association shall not be used for any purpose not related to the promotion of the Association as approved be the Board of Directors.

**Section 2** The Association and its members shall cooperate with local, state, and federal authorities and shall assist Emergency Medical Providers and agencies without interfering with their sworn duties and internal workings.

**Section 3** Individuals shall not make commitments binding the Association or act on behalf of the Association through correspondence or verbal communications, without prior approval from the Board of Directors.

**Section 4** The Association does not endorse any individual company or product or services.

**ARTICLE IV**

**Purposes**

To promote professionalism, education, comradery, and advance the education, health and overall wellbeing of Emergency Medical Services personnel and the agencies they represent.

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**ARTICLE V**

**Membership**

**Section 1** A person may be granted membership in the Association providing the following requirements are met:

1. Payment of current dues.
2. Qualifications under the requirements of one of the four (4) types of membership described herein.
3. Adherence to the Association and By-laws of the Association.
4. Any membership may be suspended for debts or liabilities owed to the Association.

**Section 2** Types of Membership:

1. Active Members: Those persons who are currently engaged in medical services as Emergency Medical Responders, (EMR); Emergency Medical Dispatch, (EMD); Emergency Medical Technician, (EMT); Advanced Emergency Medical Technician, (AEMT) Emergency Medical Technician Intermediate Advanced, (EMT-IA) Emergency Medical Technician Paramedic, (EMT-P) Paramedic. That have applied for membership, paid all required fees and dues as provided for in these By-laws.
2. Honorary Members: Those persons upon whom the Board of Directors has conferred honorary membership, because of their outstanding contributions to Emergency Medical Services or to the Association.
3. Associate Members: Those persons or organizations manufacturing, renting or selling equipment or providing services used by Emergency Medical Technicians and to whom the Association has seen fit to grant an Associate Membership.
4. Charter Member: Is an Individual who shall have paid dues before August 31, 1977.
5. Life Members: Past Presidents, John N. Henrie Award recipients and Charter Members shall be life members of the Association.

**Section 3** Responsibilities of Members: It shall be the responsibility of all members to promote the purposes of the Association and to adhere to its By-laws.

**Section 4** Applications for Membership: Request or nomination for any type of membership shall be made in writing.

**Section 5** *Removal*: Any member may be removed for just cause from the Association by the Board of Directors.

**Section 6** Voting Rights: Each Active member or Life member shall be entitled to cast one vote on all matters submitted to a vote of the membership.

**Section 7** Transfers of Membership: Membership in this Association is not transferable or assignable.

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**ARTICLE VI**

**Dues**

**Section 1** Dues: Dues shall be set by the Board of Directors.

**Section 2** Payment of Dues: Dues shall be paid in full upon application for membership and shall be considered paid in full until the last day of the same month the following year.

**Section 3** Honorary and Life Members shall be exempt from payment of dues.

**ARTICLE VII**

**Annual Conference Meetings**

**Section 1 Annual Business Meetings:**

 An Annual Business Meeting shall be held for the purpose of nominations, consideration of amendments to the By-laws of the Association, and the other Association business as required. The membership shall be notified of the Date, Time and Location of the next annual business meeting (30) days in advance of said annual business meeting by means of E-Mail, or social media as determined by the Board.

**Section 2 Special Meetings:**

 Special meetings of the Association shall be held at the call of the President or upon written petition of one-fourth (1/4) of the Association membership, or by a majority vote of the Board of Directors. Notification of Special meetings will be the same as provided in Section 1 of this Article.

**Section 3 Voting Rights:**

 To be eligible to vote on any matter, membership must be validated at the annual meeting. Each Active member, Honorary member and Life member shall be entitled to cast one vote. Members must be in attendance to cast their votes. No member shall cast more than one ballot.

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**ARTICLE VIII**

**Board of Directors**

**Section 1 Makeup:**

 The Board of Directors (hereinafter “The Board”) shall consist of the President, the Vice President, the immediate Past President, (Chairperson of the Board) the Secretary and the Treasurer of the Association, and one representative at large member appointed by the Board of Directors.

**Section 2 General Powers:**

 The affairs and operation of the Association shall be governed by The Board. The Board, shall determine the general policies of the Association within the limits prescribed by these By-laws. It shall counsel the President and other Officers in the conduct of their office. The Board shall approve all expenditures and budgets and shall make such provision for auditing of records as it may deem proper for the protection of the funds and property of the Association. It shall consider all applications for membership and it maintains the right to accept or reject any membership application.

**Section 3 Regular Meetings:**

 A regular meeting of The Board shall be held without any notice other than this By-law immediately following, and at the same location as, the annual meeting of the membership. The Board may provide, by resolution, the time and place for holding additional regular meetings without other notice than said resolution. Additional regular meetings may be held at the principal office of the Association or at a location determined and designated by the President in the absence of any designation of location in the resolution.

**Section 4 Special Meetings:**

Special meetings of the Board of Directors may be called by or at the request of the President or any two directors, and may be held at a location as the directors may determine.

**Section 5 Notice of Meetings:**

Notice of any special meeting of the Board of Directors shall be given at least seven days previous to the meeting thereto by written notice, or by electronic transmission, delivered personally sent by regular US mail, or by electronic notification, email, social media, or other electronic communication to each director at his/her address as shown by the records of the Association.

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**Section 6 Quorum:**

 A quorum shall consist of:

1. For Board of Directors meetings, three (3) voting members of the Board of Directors.
2. For Annual and General Membership meetings, three (3) members of the Board of Directors and those current members present and eligible to vote.

**Section 7 Voting without a Meeting:**

1. The Board of Directors may vote on matters before the board through telephone, E-mail, or other electronic means. Matters voted on by E-mail or other electronic means shall meet the following requirements:
2. Item(s) requiring a vote shall be listed individually.
3. A quorum for voting without a meeting shall consist of the majority of members of the Board of Directors.
4. Sufficient materials shall accompany the request for such vote to permit each person casting a vote to reach an informed decision on the matter.
5. Board members shall be provided a time and date by which votes must be received that must be at least 72 hours after the request is sent.
6. Prior to adoption of the measure the President, or acting chairperson will provide all board members with a roll call of the votes by the deadline and Board Members will have 24 hours to contest the vote recorded on their behalf.

**Section 8 Manner of Acting**

The act of a majority of the directors shall be the act of the Board of Directors, unless the act of the greater number is required by law or by these by-laws.

**ARTICLE**

**IX Officers**

**Section 1 Individuals Who May Serve:**

Only active members in good standing shall be eligible to hold office. Should the right of member to hold office be questioned, the records of the Association shall be conclusive evidence.

**Section 2 Board of Directors:**

1. The officers of the Association shall be the current President, Vice-President, Immediate Past President (Chairperson of the Board,) the Secretary, the Treasurer, and the Bureau of EMS&P Representative, or one at large representative.

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1. The officers, the appointed EMS&P representative or one at large representative, and the immediate Past-President Chairperson of the Board, shall make up and be known as the Board of Directors for the purpose of conducting the business of the Association.

**Section 3 Election and Terms of Office:**

The regular term of office for the officers of the Association shall be for a period of one year with the exception of the Secretary and Treasurer. The Vice President of the Association shall be elected by secret ballot annually by the members entitled to vote at the regular annual meeting, or conference of the Association. The Vice President shall automatically succeed to the office of the President. The President shall succeed to the Immediate Past President, (Chairperson of the Board). Each officer shall hold until his successor has been duly elected and qualified. Terms of office shall commerce at the conclusion of the annual Conference.

**Section 4 Eligibility:**

To be eligible to serve on the Board of Directors an Individual shall:

1. Be an active member in good standing.
2. Have never been convicted of a felony, moral turpitude or offenses related to Emergency Services.

**Section 5 Nominations:**

Nominations shall be done from the floor at the business meeting of the Association. Before a member can be elected, the Secretary shall verify eligibility. To become a nominee, a candidate should understand and be willing to abide by these by-laws and policies of the Utah Association of Emergency Medical Services.

The Secretary shall present the nominees at the annual conference. Each nominee will be given a chance to and may speak prior to the opening session on the second day of the annual conference. They will each be given no more than five (5) minutes. Nominees must be present at the annual conference.

**Section 6 Elections**:

An Election Committee consisting of the Secretary, the President and 2 members appointed by the President at the annual Business meeting. The Committee shall: provide balloting materials, count and tally the votes, act as tellers/judges of and for the election. A simple majority of the votes shall be necessary for election. In the event of a tie vote, the board shall cast the determining vote. Nominees shall not serve on this committee.

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**Section 7 Removal**

Board Members may be removed from the Board of Directors for actions detrimental, damaging, or for conduct resulting in discrediting of this Association. All charges will be investigated by a committee appointed by the President. The member may be removed by a two-thirds (2/3) majority vote of the Board of Directors.

**Section 8 Vacancy:**

A vacancy in any office because of death, resignation, removal, disqualification or otherwise shall be filled by appointment of the Board of Directors for the unexpired portion of the term, except that a vacancy in the office of the President shall be filled by the Vice President. The office of the Vice President shall be filled by recommendation of the President. All Appointments shall be ratified by a two thirds (2/3) majority vote of the Board of Directors. If the Vice President is unwilling or unable to assume the duties of the President who shall elect a new President who shall serve until the completion of the term.

**Section 8.1 Appointment of New Officers:**

New offices may be created and filled at any meeting of the Board of Directors. The President shall make the recommendation for appointment. There shall be a 2/3 majority vote of the Board of Directors for ratification of the appointee.

**Section 9 Duties of the Officers:**

Duties of the Officers of the Association shall include, but not be limited to the following:

1. **Duties of the President:** The President shall preside at all meetings of the Association. They shall have the power to act on behalf of the Association with the consent of the Board of Directors; Shall act as the spokesperson of the Association; Shall be nonvoting, Ex officio member of all committees; Shall act as a liaison between the Association and all other organizations; may delegate duties to other members of the Association; and shall perform such additional duties as may be incident to the office of the President.
2. **Duties of the Vice President:** The Vice President shall assume the duties of the President in his/her absence or, at the direction of the President. The Vice President shall succeed the President at the end of the next annual meeting.
3. **Duties of the Secretary:** The Secretary shall be responsible for keeping all record of the Association; shall submit reports as directed by the Board to the Board of Directors and surrender the records to his/her successor when the latter has been duly elected to office. Shall keep minutes of all meetings of the Association, prepare notices of such meetings and perform other duties as may be assigned by the President.

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1. **Duties of the Treasurer:** The Treasurer shall prepare and maintain an annual budget; collect all fees and dues, disburse all monies and encumbrances, and keep such accounts as may be determined by the Board of Directors. The Treasurer shall bring to each regular board meeting an accounting of the income and expenditures of the Association. The Treasure, shall submit the record books for audit when requested by the board or required by law or these By-laws. They shall submit quarterly reports to the Board of Directors and surrender the records to the duly elected successor to office and perform other duties as may be assigned by the President.
2. **Duties of the Immediate Past President:** (Chairperson of the Board) The Immediate Past President shall be an advisor to and assist the President as directed.
3. **Duties of the Utah Bureau of Emergency Services and Preparedness Representative or One at Large Representative.** The representative shall be and act as a liaison between the Board and the UT BEMS & P. Inform and report to the Board on matters from the Bureau of EMS Committees. Advise the Board on items that may be of interest or have an impact on EMS arising from or up for consideration by the BEMS&P. State Legislature; and other as assigned by the President; that are not and do not result in or become a conflict of interest.

**Article X**

**Committees**

**Section 1 Committees**

The President may appoint committee chairpersons to carry out a specific assignment for the Association. The appointment shall be ratified by a simple majority vote of the Board.

**Section 2 Committee Members**

Each Committee Chairperson may choose his/her own committee members from a list of eligible members of the Association. The Members selected to serve on a specific committee shall be approved by a simple majority vote of the Board.

**ARTICLE XI**

**Contracts, Checks, Deposits, and Funds**

**Section 1 Contracts**

The Board of Directors must authorize any officers or agents of the Association prior to their entry into any contract to execute and deliver any instrument in the name of and on behalf of the Association.

**Section 2 Checks, Drafts or Orders**

All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the

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Association and in such a manner as shall determined by resolution of the Board of Directors. All orders for merchandise and supplies shall be approved and authorized by the Board.

**Section 3 Deposits**

All funds of the Association shall be deposited by the Treasure, within thirty days of receipt.

**Section 4 Gifts**

The Board of Directors may accept on behalf of the Association any contribution gift, bequest, or devise for any purpose of the Association.

**ARTICLE XII**

**Books and Records**

The Association shall keep correct and complete books and record in accordance with state and federal regulations.

These By-laws and current Board Members shall be available to all members.

**ARTICLE XIII**

**Fiscal Year**

The fiscal year of the Association shall extend from January 1st thru December 31st of the calendar year.

**ARTICLE XIV**

**Seal**

The Board of Directors may provide a corporate seal.

**ARTICLE XV**

**Waiver of Notice**

Whenever any notice is required to be given under the provisions of Utah Code Annotated, Sec. 16-6a-103 et seq. or under the provisions of the articles of Incorporation or By-laws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

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**ARTICLE XVI**

**Parliamentary Authority**

Robert’s Rules of Order, Newly Revised: Shall govern all proceedings except when in conflict with the By-laws, or Board of Directors resolutions.

**ARTICLE XVII**

**Amendments**

1. Proposed amendments to these By-laws msut be submitted in writing, and signed by at least three (3) current association members.
2. The proposed amendments must be submitted to the Board of Directors no less than ninety days prior to the Annual Meeting.
3. The Board of Directors will review the changes to determine if they violate any other provisions of the By-laws or Roberts Rules of Order.
4. The proposed By-laws changes must be published to the general membership thirty (30) days prior to the meeting.
5. Confirmation of the proposed changes will require two thirds (2/3) ratifying vote of the voting membership at the Annual Meeting.

**ARTICLE XVIII**

**Salary of Fees**

Members of The Board of Directors of The Association shall not receive any salary or fee for their services but may receive payment for expenses incurred in the performance of their Association duties and authorized in the budget. If, however, expenses are incurred which have not been approved in advance, are a duplication of service or are incurred outside of Association procedures, said expenses shall not be reimbursed and shall be borne by the Board Member.

Dated this 4th day of February 2020.

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