



BYLAWS

Revised 3-09

Article I. Name, Territory & Office

- Item 1. The name of the association shall be the **Minnesota Ambulance Association**.
- Item 2. The territory of the Association shall be the total area of the State of Minnesota.
- Item 3. The principal office of the Association shall be located in the State of Minnesota in such place as the Board of Directors shall designate.

Article II. Purposes

- Item 1. The purposes of the Association shall be as expressed in the Association's Articles of Incorporation.

Article III. Membership and Dues

- Item 1. There shall be three classes of membership: Ambulance, First Responder, Associate, Individual and Corporate.
- Item 2. An ambulance service is a licensed EMS agency with the EMSRB that transports patients; they can be affiliated with any discipline, fire, ems, law enforcement.
- Item 3. First Responder Units are considered non transporting emergency medical service units. A First Responder unit can be attached to any discipline, fire, ems, or law enforcement.
- Item 4. Individual memberships are meant for individuals that work in EMS (fire, ems and/or law enforcement). OR first time EMS students.
- Item 5. Associate members are not directly associated in providing EMS services. Associate memberships are also not a vendor that sells products or services to EMS agencies. They are a partner discipline, agency or association.
- Item 6. Corporate memberships are meant for members that sell or could sell supplies, services, goods to EMS providers.
- Item 7. The annual dues for members of the Association shall be determined by the Board of Directors.

Article IV. Regions

- Item 1. The territory of the Association shall be divided into organizational units called regions. The number and boundaries of the regions shall be determined by the Board of Directors.
- Item 2. The membership in each region shall elect, between September 15th and November 15th of each year, one representative, an alternate or a director, to the Board of Directors for a two year term. The names of those elected shall be submitted to the President by December 1st. The term of office for all elected representatives and officers shall be for a minimum of two (2) years and a maximum of three (3) years. These representatives shall be responsible for and direct the programs and services of their regions.

Article V. Board of Directors

- Item 1. The governing body of the Association shall be known as the Board of Directors. It shall have a President, Vice-President and Secretary / Treasurer elected every two (2) years by a majority vote of the Board of Directors. The immediate Past-President of the Association shall be a member ex-official on the Board of Directors with the right to vote in case of a tie. No member shall hold more than one executive office or have more than one vote on the Board of Directors. Each region will be allowed one vote on the Board of Directors, the Vote to be brought to the Board by the regional director, or the regional alternate in the absence of the regional director. Proxy voting will be allowed by the regions with a follow-up letter sent out by the Association office to confirm the proxy vote cast at the Board of Directors meeting.
- Item 2. The Board of Directors shall have control and direct the program and services of the Association, shall determine its policies within the limits of the bylaws, and shall have discretion in the disbursement of the Association funds. It may adopt such rules and regulations for the conduct of its business, as it deems advisable and may appoint and retain such professional staff and advisors, as it considers necessary.
- Item 3. One half (1/2) of the Board of Directors shall constitute a quorum at any meeting of the Board. The Board shall meet upon the call of the President at such times and places, as he/she deems appropriate.
- Item 4. If any regional representative to the Board of Directors is absent from two (2) consecutive Board meetings in one year without notification to the President, the regional position shall be declared vacant.
- Item 5. Any vacancies among the Association's officers by reason of death, resignation or otherwise shall be filled by the Board for the un-expired term. Any vacancies among the Association's regional directors by reason of death, resignation or otherwise shall be filled by the alternate or a director shall be appointed by the Board for the un-expired term.
- Item 6. The duties of the officers shall include the following:
- Item 7. The president shall have one vote and preside at Board of Directors meetings and at the annual meeting. He / She shall also be a member ex-official with the right to vote on all committees of the Association.

- Item 8. The Vice-President shall have one vote and shall serve in the place of the President in the event of his/her temporary disability or absence from meeting, and shall have such other duties as the President or Board may assign.
- Item 9. The Secretary/Treasurer shall have one vote and shall have supervisory charge of and responsibility for the minutes and records of the Association; and for all monies of the Association, all reports of receipts and disbursements, and all tax and information returns, and shall have other such duties as the President or Board may assign.

Article VI. Committees

- Item 1. There shall be an executive committee consisting of the President, Vice-President and Secretary/Treasurer. The executive committee may confer between meetings of the Board of Directors to implement Board policies and directives, reporting to the Board at its succeeding meeting all actions taken. Executive committee meetings may be called by the President, or any two (2) members of the executive committee.
- Item 2. The President may, with the approval of the Board of Directors, appoint such other standing or special committees he/she deems necessary.
- Item 3. The Executive Committee may take action, on behalf of the Minnesota Ambulance Association, between regularly scheduled board meetings, on issues that can not reasonably wait for a regularly scheduled board meeting. All three Executive Committee members must unanimously support any action taken by the committee. Any action taken by the committee between regularly scheduled meetings will be reported at the next board meeting.

Article VII. Annual Meetings

- Item 1. There shall be an annual meeting of the members of the Association during the month of December unless otherwise ordered by the Board of Directors, for the purpose of receiving annual reports, adopting programs and services and transacting other Business. An annual budget will be mailed to all service members for review prior to the December Board Meeting.
- Item 2. There will be one vote allowed to be cast by each service member. Those service members voting must have current membership and be a member in good standing.
- Item 3. Written notice of the annual meeting shall be mailed to the last known address of each member at least thirty (30) days prior to the date of the meeting. Each service member in attendance at the annual meeting shall be entitled to one vote. No proxy voting will be permitted.
- Item 4. Five percent (5%) of the voting members of the association shall constitute a quorum at any special membership meeting or annual meeting.

Article VIII. Other Associations

- Item 1. The Board of Directors may approve membership and voting rights to other professional Associations.
- Item 2. Fire / EMS Management Position: A representative of the Minnesota Fire Chiefs Association shall be appointed biannually by their board of directors. The appointee will have (1) voting position on the Minnesota Ambulance Associations Board of Directors. This person appointed must be on a fire based EMS system. They must also belong to a service, which holds a current membership with the Minnesota Ambulance Association.
- Item 3. Regional Program Representative Position: A representative of one of the eight regional programs shall be appointed biannually at their annual regional directors meeting. The appointee will have (1) voting position on the Minnesota Ambulance Associations Board of Directors. The region from which the director has been appointed must hold active membership in the MAA.
- Item 4. Minnesota Paramedic Association Position: A Representative of the Minnesota Paramedic Association shall be appointed biannually by their Board of Directors. The appointee will have (1) voting position on the Minnesota Ambulance Association Board of Directors. This person appointed must be active on the Minnesota Paramedic Association Board. They must also belong to a service which holds current membership with the Minnesota Ambulance Association.
- Item 5. MEMSA: A Representative of MEMSA shall be appointed biannually by their Board of Directors. The appointee will have (1) voting position on the Minnesota Ambulance Association Board of Directors. This person appointed must be active on the MEMSA. They must also belong to a service which holds current membership with the Minnesota Ambulance Association.