

RURAL EMERGENCY MEDICAL SERVICES (EMS) DIRECTORS OF UTAH ASSOCIATION BYLAWS

ARTICLE I - NAME

The name of this organization shall be the Rural Emergency Medical Services (EMS) Directors Association of Utah (hereinafter, the Association).

ARTICLE II – MISSION, VISION, AND PURPOSE

The mission of the Rural EMS Directors Association of Utah is to Unify and Empower Rural EMS Directors to lead emergency medical services into the future.

The vision of the Association is that in Utah, where you live, work, or play will not determine if you live.

The specific purpose of the association shall be:

- 1) To provide a forum for the exchange of information and development of possible resolutions to common problems regarding rural EMS administrative matters.
- 2) To coordinate activities of the Association with State and Federal agencies to improve the standard of rural Emergency Medical services.

ARTICLE III – MEMBERSHIP

Membership of the Association shall represent individuals within the State of Utah concerned with the management of rural emergency medical services, emergency medical programs, or emergency medical organizations and shall consist of three levels:

- 1) Active Members - Active membership shall consist of one EMS Administrator per licensed agency providing prehospital ambulance service in a county of the 3rd, 4th, 5th, or 6th class or agencies in 1st or 2nd class counties with license service populations less than 10,000. This person shall be appointed by the agency and will serve as the active member and representative for their organization.
 - a) Active members may vote and hold office within the Association.
 - b) Active members may sponsor Associate members from their agency or Affiliate members from outside their agency.
- 2) Associate Members – Active members in good standing may sponsor Associate members from their agency whose job description indicates they have administrative, management, and supervisory responsibilities to their EMS organization and who express an interest in the sustainability and future of rural EMS in the state of Utah.
 - a) Associate members must be sponsored by an Active member in good standing.
 - b) Associate members may serve on committees.
 - c) Associate members shall not vote or hold office in the Association.
- 3) Affiliate Members – Active members in good standing may sponsor Affiliate members from outside their agencies who are interested in the promoting the betterment of rural EMS in the State of Utah.
 - a) Affiliate members must be sponsored by an Active Member in good standing.

- b) All affiliate members need to be voted in by a majority vote of active members at an association business meeting.
 - c) Affiliate members may serve on or act in advisory capacity for committees and shall not vote nor hold office in the Association.
- 4) All membership applications and renewals shall be subject to review and approval by the Membership Committee.
 - 5) All members must pay annual dues as set forth by the Executive Committee.
 - 6) An Active member must have a current paid membership and be in good standing to be able to vote at meetings of the Association.
 - 7) Membership in the Association shall not be limited by any consideration of age, race, creed, sex, or national origin.
 - 8) The Association retains the right to refuse, revoke, or suspend membership of any individual that may have acted in an unprofessional manner as determined by the Executive Committee.

ARTICLE IV- MEETINGS

- 1) A duly constituted meeting of the members shall be a meeting called by the president.
- 2) A process of credentialing Active and Associate members present will precede any duly constituted meeting. This process will include determination of a quorum and majority vote as dictated in these bylaws.
- 3) Only credentialed Active members or their appointed proxy may vote.
 - a) Proxy voters must be an Associate member from the Active member's agency in good standing with a written proxy form on file.
 - b) In an emergency, a phone in vote may be counted, if the Active member had been present at the prior business meeting.
- 4) The Association shall hold, at a minimum, an annual conference consisting of a training seminar and an annual business meeting. When necessary, election of officers will be held during the regularly scheduled business meeting of this conference.
- 5) A quorum shall be defined as 50% of the Active membership plus one.
- 6) A majority vote shall be defined as no less than two thirds of the quorum.

ARTICLE V- OFFICERS

Association Officers shall consist of the following:

- 1) President
- 2) President Elect
- 3) Secretary
- 4) Treasurer

Section 1: Terms and Election of Officers:

- 1) The term of office for all Officers shall be two (2) years with the exception of the first elected

Association officers to encourage staggering of Officer turnover.

- a) Terms begin on July 1 of the year elected.
- b) The initial officer terms are as follows:
 - i) President: 1 year, July 1, 2018 – June 30, 2019
 - ii) President-Elect: 2 years, July 1, 2018 – June 30, 2020
 - iii) Secretary: 3 years, July 1, 2018 – June 30, 2021
 - iv) Treasurer: 2 years, July 1, 2018 – June 30, 2020
 - v) Member At Large:
- 2) Officers shall be nominated from the Active membership of the Association.
- 3) Election shall be by majority vote of Active members in good standing present at the annual meeting of the Association.
- 4) In the event of an officer position vacancy prior to the expiration of their term, the executive committee shall appoint a qualified member to fill the unexpired term.
- 5) Any Officer may be removed from office by a two-thirds vote of three-quarters (75%) of the Active membership for cause, particularly failure to perform duties and/or abuse of office.
- 6) Initial officers were nominated and voted in on April 13, 2018 as follows:
 - a) President: Andy Smith, Grand County
 - b) President Elect: Mike Willits, Sevier County
 - c) Secretary: Christi Johnson, Ephraim Ambulance
 - d) Treasurer: Linda Simmons, Juab County
 - e) At Large Member: Clair Provost, Wasatch County

Section 2: Officer Duties:

The duties of the Officers shall be as follows:

- 1) President: The President shall preside at all meetings of the Association. The President will have such usual powers of supervision and management as may pertain to the Office of President.
- 2) President Elect: The President Elect shall chair the Training and Education Committee. The President Elect shall, in the event of absence, disability, resignation, removal, or death of the President possess all duties as may be designated by the President. The President Elect shall automatically become the President after the completion of their term.
- 3) Secretary: The Secretary shall assure the minutes are kept of all meetings of the Association and will present them as needed throughout the year. The Secretary shall sign, with the President, all contracts and other instruments when so authorized to do so by the Association. The secretary shall keep current bylaws as developed and/or modified by the membership. The secretary will be a member of the Membership Committee and shall be responsible for the Association mailing list.
 - a) The secretary may appoint an assistant to help with their duties from within or outside the association.
- 4) Treasurer: The Treasurer shall collect, receive, and disburse all moneys of the Association. The Treasurer will present a financial accounting of Association moneys quarterly, at each official Association business meeting, and upon request by any Active member in good standing.

ARTICLE VI – COMMITTEES

The President, with approval of the Executive Committee, may appoint such committees as are deemed necessary for the successful operation of the Association. Committee appointments shall be made with geographic diversity in mind.

The following standing committees shall be established:

- 1) **Executive**- The Executive Committee shall consist of all current Officers and an at large Active member elected by the Active membership. The President of the Association shall preside over the Executive Committee. The Executive Committee shall meet at least twice per year. Special meetings may be called by the President or any three members with two weeks written notice. The term of the at large Representative shall be two (2) years.
- 2) **Membership** - The Membership Committee shall consist of three active or associate representatives appointed by the Executive Committee. The committee shall elect its own Chair. Its duty shall be to recruit and screen new members. The Membership Committee shall meet at least twice per year.
- 3) **Training and Education** - The Training and Education Committee shall be chaired by the President Elect and shall consist of members appointed by the President Elect and approved by the Executive Committee. Its duties shall be to plan programs, arrange speakers and training sessions for the association's regular meetings. The Training and Education Committee shall meet as needed.
- 4) **Legal and Legislative** - The Legal and Legislative Committee shall be chaired by the Immediate Past President and shall consist of members appointed by the Immediate Past President and approved by the Executive Committee. Its duties shall be to work with government agencies and other associations, to recognize, research, and report on legal and legislative matter relevant to Rural Emergency Medical Services in Utah. The Legal and Legislative Committee shall meet as needed.
- 5) **Conference and Event** - The Conference and Event Committee shall consist of a committee chair and members appointed by the Chair. Its duties shall be to secure appropriate lodging and accommodations for Association sponsored conferences. The Conference and Event Committee shall meet as needed.

ARTICLE VII - ORDER OF BUSINESS

The order of business and rules of conduct shall be such as determined by the Executive Committee. In cases not covered by such rules, Roberts Rules of Order shall govern.

ARTICLE VIII - IDENTIFICATION OF OFFICIAL BUSINESS YEAR

- 1) The official business-reporting period of the Association shall be a Fiscal Year - July 1 to June 30.
 - a) An internal audit of all financial transactions shall occur on an annual basis.
 - b) Officers shall begin and end terms according to the same business year.

ARTICLE IX – AMENDMENTS

Amendments, additions, and changes to the Bylaws may be made during any regularly scheduled business

meeting, by approval of a majority vote as defined in the Bylaws. Amendments, additions, and changes to the Bylaws will be recommended by the Executive Committee and shall be made available at least 30 days prior to the regularly scheduled business meeting of the proposed vote.

ARTICLE X – CONFLICT OF INTERESTS POLICY

Section 1: Purpose

The purpose of the conflict of interest policy is to protect the Association's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2: Definitions

1) Interested Person

Any officer or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2) Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a) An ownership or investment interest in any entity with which the Association has a transaction or arrangement,
- b) A compensation arrangement with the Association or with any entity or individual with which the Association has a transaction or arrangement, or
- c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Executive Committee decides that a conflict of interest exists.

Section 3. Procedures

- 1) **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the officers and members of committees considering the proposed transaction or arrangement.
- 2) **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the at large membership meeting while the determination of a conflict of interest is discussed and voted upon. The remaining membership shall decide if a conflict of interest exists.
- 3) **Procedures for Addressing the Conflict of Interest**
 - a. An interested person may make a presentation at the at large membership meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

- b. The association President or President-Elect shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the determination of whether the Association can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the membership shall determine by a majority vote whether the transaction or arrangement is in the Association's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
- 4) Violations of the Conflicts of Interest Policy
- a. If the Executive Committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Executive Committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings

The minutes of the Association and all committees with delegated powers shall contain:

- 1) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the membership's decision as to whether a conflict of interest in fact existed.
- 2) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation

- 1) A voting member of Executive Committee who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member's compensation.
- 2) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member's compensation.
- 3) No voting member of the Executive Committee or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements

Each officer and member of a committee with delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and

- d. Understands the Association is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews

To ensure the Association operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- 1) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm’s length bargaining.
- 2) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Association’s written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts

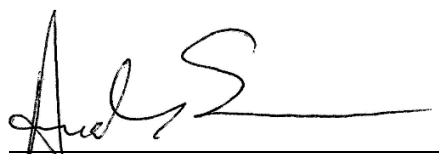
When conducting the periodic reviews as provided for in section 7 the association may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the membership of its responsibility for ensuring periodic reviews are conducted.

ARTICLE XI – DISSOLUTION


In the event of dissolution of the Association, the residual assets shall be distributed for one or more exempt purposes within the meaning of the section 501©3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

BYLAW ACCEPTANCE AND APPROVAL

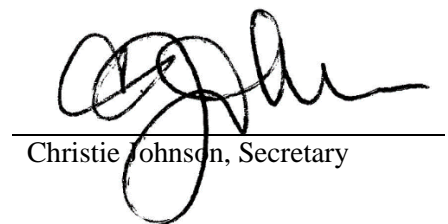
These bylaws were presented and accepted on April 14, 2018 by the Association Executive committee and others invested in the success of Rural EMS.




Andy Smith, President




Mike Willets, President Elect



Christie Johnson, Secretary



Linda Simmons, Treasurer



Clair Provost, At Large Member