

FLORIDA AMBULANCE ASSOCIATION BYLAWS

AS ADOPTED AT THE BOARD OF DIRECTORS' MEETING **MM/DD/YYYY**

ARTICLE I – NAME

The name of this association shall be the Florida Ambulance Association, incorporated under the laws of the State of Florida and shall hereinafter be referred to as the Association.

ARTICLE II – PURPOSE

The Association is organized for the purpose of promoting excellence in patient care during circumstances requiring medical transportation including emergency medical service and/or pre-hospital care* and, more specifically:

- A) To promote the development of the highest level of medical transportation achievable at a reasonable cost to the public;
- B) To encourage cooperation among persons, organizations, entities, or authorities engaged in the provision of medical transportation or in related activities;
- C) To encourage improvement in standards for personnel and equipment required in the provision of medical transportation;
- D) To encourage the highest standards of ethics and conduct among the providers of medical transportation;
- E) To offer advice and counsel to providers of emergency medical services regarding federal statutes and regulations and other matters related to the provision of medical transportation;
- F) To provide information regarding medical transportation to physicians, educators, legislators, regulators, and the general public;
- G) To encourage education of the public with regard to proper responses in medical transportation situations;
- H) To do everything in its power to best serve the interests and welfare of members of the Association, the public at large, and persons who have need of the services of the members.

** Hereinafter in these By-laws the term “medical transportation” shall include emergency medical services and/or pre-hospital care.*

ARTICLE III – MEMBERSHIP

Section 1. Classes of Membership

Membership in the Association shall be available to the following classes of individuals or entities:

A. Active: Any sole proprietorship, partnership, corporation, quasi-governmental agency or public utility model (PUM) engaged in the business of providing fee for service ground ambulance transportation. Voting membership, one vote per organization cast by the primary contact of record.

B. Affiliate: Any person, partnership, corporation, or other entity engaged in the manufacture, sale, rental, or servicing of equipment or furnishing of services utilized in the provision of medical transportation. Non-voting membership.

C. Associate: Any governmental entity providing medical transportation regardless of fee for service. Any person, partnership, corporation, or other entity engaged in providing medical transportation utilizing other than ground ambulance vehicles and meeting standards prescribed by the Board of Directors. Non-voting membership.

D. Honorary: Any person who has rendered distinguished service to the science and art of medical transportation may be elected to honorary membership in the Association for life by a three-fourths (3/4) vote of the voting membership at the Annual meeting upon nomination by the Nominating Committee. Non-voting membership.

Section 2. Application for Membership

All entities eligible for membership in the Association shall be elected to such membership by majority vote of the Board of Directors or pursuant to election procedures established by the Board of Directors, upon making application for such membership on the proper form, and upon payment of such fees as may be required by these Bylaws.

Section 3. Privileges

All classes of members are entitled to all rights and privileges of membership as established from time to time by the Board of Directors except that only the Active class of members are eligible to vote. Only Active members can hold the positions of President or Vice President. Active or Associate members are eligible to hold any other office.

Section 4. Resignation, Suspension, Expulsion, and Reinstatement of Members

A. Resignation: A member in good standing may tender its resignation in writing to the Board. No dues paid by the member for less than one (1) year in advance of the date of resignation or for the current membership shall be refunded. 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: Nonpayment of dues. Any member whose dues to the Association shall remain unpaid sixty (60) days past the due date shall be billed again. If the dues remain unpaid at ninety (90) days from the due date, the entity shall cease to be a member in good standing of the Association, and shall lose all rights as a member. The Board may extend said time, as they feel necessary.

C. Expulsion or Misconduct: Recommendations may be made to the Board of Directors for the expulsion of any member alleged to be guilty of misconduct adverse to the welfare of the Association and its members. Such recommendation shall be in writing and signed by three (3) or more members in good standing, stating specific reasons therefore. The Board of Directors shall first notify such member by certified mail with return receipt requested to the latest address on the records of the Association, of the charges presented against the member. The member shall have the right to prepare a written defense and to appear for a hearing-before a meeting in executive session of the Board of Directors or their designees of which meeting he shall be notified at least thirty (30) days in advance. The Board of Directors shall consider the complaint and, if in their opinion, the charges have been sustained, the member may be expelled or permitted to resign.

D. Reinstatement: Upon written request filed with the Board of Directors, by affirmative vote of two-thirds (2/3) of the members of the Board, may reinstate a former member to membership upon such terms as the Board may deem appropriate in accordance with the Bylaws. Any unpaid dues balances must be brought up to date upon reinstatement.

Section 5. Transferability

Upon change in operative control of a member, membership may be transferred to a successor, subject to ratification by a majority of the Board of Directors.

ARTICLE IV – MEETINGS OF MEMBERS

Section 1. Annual Meeting

There shall be an Annual meeting of the members of the Association at a time and place to be designated by the Board of Directors. The purpose of this meeting shall be to election to the Board of Directors and to transact other business.

Section 2. Special Meetings

Special meetings of the Active members of the Association may be called by the President, a majority of the Board of Directors, or not less than 25% of the Active members in good standing. The place and time of such meetings are to be designated by the President of the Association, as agreed to by the Board of Directors. 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 3. Notice.

Notice of each Annual or special meeting of the members shall be communicated to all members at least thirty (30) days prior to the date thereof. State notification of the scheduled EMS meetings or electronic mail announcement to the email of record is sufficient to meet this requirement.

Section 4. Quorum.

A quorum for the Annual or special meeting of the membership shall be not less than 25% of the Active membership.

Section 5. Rules and Procedures.

Robert's Rules of Order Newly Revised shall govern the conduct of all meetings of the Association provided that they do not conflict with these Bylaws and all amendments thereto.

ARTICLE V – BOARD OF DIRECTORS

Section 1. Composition.

The Board of Directors shall consist of five (5) members, four (4) of whom are to be elected as provided in these Bylaws and one (1) who shall be the immediate past president. In the event that the immediate past president assumed another Board position or declines to serve, the Board may appoint an additional member to fill the vacant position of immediate past president. In this case, this shall be an At-Large position.

Section 2. Responsibilities.

The Board of Directors shall have the power to conduct the general affairs of the Association in accordance with the provisions of the Articles of Incorporation and these Bylaws, and shall exercise such powers and perform such duties as are conferred upon them by law.

Section 3. Term of Office.

The five (5) directors shall serve for a term of two (2) years or until their successors are elected. The term of office shall begin upon the election of officers.

Section 4. Regular Meetings.

The Board shall hold at least one (1) meeting each calendar year to conduct the business of the Association at times and places to be designated by the President provided; however, the Board of Directors shall have the power to establish a schedule of meeting at more frequent intervals. The Secretary or the association's administrative support contractor shall notify all members of the Association of the time and place of such regular meetings, at least thirty (30) days prior to the time set for the holding thereof.

Section 5. Special Meetings.

The Board of Directors shall hold special meetings upon the call of the President after at least fifteen (15) days' notice to the membership or upon the call of the majority of the members of the Board, upon like notice, or upon request of a majority of the active class of membership upon like written notice. Any such call and notice shall set forth therein the business to be conducted at such meeting, and no other business shall be transacted at such meeting. Nothing herein shall be construed to prevent the holding of a special meeting upon written consent and waiver of notice by a majority of the Board of Directors.

Section 6. Quorum.

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of any and all business at any regular or special meeting.

Section 7. Vacancies.

Any vacancies occurring in the Board of Directors before the election by the membership shall be filled, for the unexpired term, by a vote of the majority of the Board of Directors at any regular or special meeting.

Section 8. Director Absence.

Any Director who is absent without notice from any regular meeting of the Board of Directors shall be deemed to have resigned, at the discretion of the President. The Board may elect a replacement in such cases under the same provisions as in any other vacancy.

Section 9. Interim Action.

The Board of Directors may take official action on any matter in the interim between meetings through the medium of the United States mail, email, or by conference telephone call.

Section 10. Compensation.

Directors shall not be paid by reason of being Directors. However, by a majority vote of the Board of Directors, they may be paid out-of-pocket expenses. Nothing contained herein shall be construed to preclude a Director from serving in any other capacity on behalf of the Association and receiving compensation therefore, to be determined by the Board of Directors.

Section 11. Policy Decisions.

An affirmative vote of a majority of the Directors present and voting shall be required to adopt or change a policy of the Association regarding issues concerning government policies which directly affect medical transportation services.

ARTICLE VI – NOMINATIONS AND ELECTIONS

Section 1. Nominations.

No later than one (1) month prior to the Annual meeting, the President shall appoint a nominating committee. The committee shall make nominations to fill vacancies occurring on the Board. The committee may also nominate deserving individuals for election by the membership to honorary member status as defined.

Section 2. Other Nominations.

Nominations may also be submitted by written or electronic petition and be considered along with those who may also be made from the floor of the meeting at which the election is held. No nomination shall be made unless the nominee has expressed his willingness in writing or by other means, to serve.

Section 3. Elections.

- A) Only Active members shall be eligible to vote.
- B) Votes may be submitted in person, or, if available, via an electronic means selected by the board of directors. Only one vote per member organization.
- C) No fewer than fifteen (15) days prior to the annual meeting a list of those nominated by the Nominating Committee and those submitted electronically shall be sent to each voting member for consideration before the meeting at which the election is held.
- D) Secretary is to record voting members.
- E) Election shall be by plurality vote.

ARTICLE VII – OFFICERS

Section 1. Number.

The officers of the Association shall consist of a President, a Vice-President, a Secretary, and a Treasurer. The immediate Past President may also serve as an at-large member. No two (2) offices shall be held by one (1) person.

Section 2. Election and Term.

The Active membership shall elect the officers from the membership of the Board of Directors at the Annual meeting. All officers shall hold office for two (2) years or until their successor(s) are elected or installed. No person shall hold the same office in the Association for more than four (4) consecutive years.

Section 3. Removal and Vacancies.

Any officer may be removed by a 2/3 vote of the Board of Directors whenever in its judgment the best interests of the Association would be served thereby. Any vacancy in any office, except that of President, shall be filled by a majority vote of the Board for the remainder of the term of the office.

Section 4. President.

The President shall:

- be an Active member.
- have previously served on the Board of Directors for at least one year.
- preside at all meetings of the members of the Board of Directors.
- appoint committee Chairmen and be ex-officio member of all committees.
- perform all other duties incident to the office of President or as shall be assigned by the Board of Directors.

Section 5. Vice-President.

The Vice-President shall:

- in the absence of or disability of the President, exercise the powers and perform the duties of the President.
- generally assist the President and exercise such other powers and perform such other duties as shall be prescribed by the Board of Directors, or by the President.

Section 6. Secretary.

The Secretary shall:

- keep the minutes of all proceedings of the Directors and the members.
- attend the giving of all notices to the membership and the Board of Directors or other notices required by law or by these Bylaws.
- maintain or cause to be maintained the roll of membership.
- perform all other duties incident to the office of the Secretary.
- call upon the Vice-President for assistance in the performance of the duties of the office.

Section 7. Treasurer.

The Treasurer shall

- prepare the Association budget,

- render regular financial statements to the Board of Directors and an annual audit of financial condition to the membership at the Annual meeting.
- perform all other duties incident to the office of the Treasurer.
- call upon the Vice-President for assistance in the performance of the duties of the office.
- submit a budget for approval during the meeting held within the third quarter of the fiscal year. The budget shall include the dues required from the resource services and the general membership.
- set all fees for association-approved programs presented for the benefit of the association.

Section 8. Surety Bond.

At the discretion of the Board of Directors, a Surety Bond in an amount to be determined from time to time by the Board shall be in force covering the officers and any other parties as designated by the Board of Directors.

ARTICLE VIII – COMMITTEES

Section 1. Standing Committees.

There may be Standing Committees of the Association. The number, names, and duties of these committees shall be determined by the Board of Directors. The President will appoint the Committee Chairpersons who shall be on the Active, Associate or Affiliate Membership list. The Committee Chairperson will appoint the members of the committee. Each standing Committee Chairperson may appoint special ad hoc or sub-committees of the Standing Committee, as he may deem appropriate. Such committees may include advisory committees whose composition need not be limited to members of the Association.

Section 2. Health Care and Transportation Legislative Committee.

There is created the Health Care and Transportation Legislative Committee for the purpose of assisting the association in evaluating and advocating reimbursement reforms that are in the best interest of the association’s membership. This committee shall meet at least two times per year and shall prepare periodic reports that outline the actions that will be required of the association to support legislative initiatives that focus on reimbursement or healthcare reform.

Section 3. Ad Hoc Committees.

The President may appoint such additional committees, as the Board may deem appropriate to establish.

ARTICLE IX – GENERAL PROVISIONS

Section 1. Dues.

The Board of Directors shall determine from time to time the amount of application fees and annual fees, which must be paid to acquire and maintain membership in the Association. Annual dues shall be payable on the first day of each fiscal year of the Association.

Section 2. Fiscal Year.

The fiscal year of the Association shall begin January 1, and end December 31.

ARTICLE X – AMENDMENTS

The Bylaws of this Association may be amended in the following manner, except as provided otherwise by law:

- A) By a vote of the majority of the Board of Directors at a regular or special meeting of the Board of Directors, providing that at least thirty (30) days' notice has been given to the membership of the proposed amendment.
- B) By a vote of a majority of the members at an Annual meeting of the members or a special meeting of the members called for such specific purposes, providing that a thirty (30) day notice is given to the membership.

