

Manitowoc County Emergency Medical Services Association Bylaws

Purpose:

To promote and advance the delivery of emergency medical care and to promote and advance the professionalism of those persons who provide emergency medical care in Manitowoc County.

To serve as a channel of communication with local, county, regional and state governmental agencies involved with delivery of emergency medical care and with related professional and business organizations and groups concerned with the delivery of emergency medical care in Manitowoc County.

To promote and provide professional and public education and information related to emergency medical care providers of Manitowoc County. To promote development and maintenance of the high code of ethical standards among those who provide emergency medical care in Manitowoc County.

To promote the development of harmony and spirit fellowship among persons who are dedicated to the cause of saving lives and aiding the sick injured.

Article 1:

Section 1: Place of Meeting

Each EMS member organization shall share equally in hosting bimonthly meeting. Location of meeting shall be determined by rotating all EMS organizations according to an alphabetical list.

Section 2: Bimonthly Meetings

The bimonthly meeting of the member organizations shall be held on the fourth Wednesday in odd numbered months, with the exception of the Annual Meeting, which will be held the first Wednesday of December. Three days' notice of such meetings to be given to, but failure to give notice shall not affect the validity of such meeting or proceedings thereat. At such meeting, any business may be transacted without requiring a special notice.

Section 3: Special Meetings

Special meetings of the members or officers may be held upon call by the president, or upon direction in writing of a majority of the member organizations of said association. Five days' notice of such meeting as specified in the preceding section, save that such notice shall, in the addition specify the purpose of such meeting.

Section 4: Membership Fee

The membership fee of \$50.00 annually per department due March 1st for the ensuing year is a minimum fee. The officers shall be empowered to raise or lower this fee at their discretion, but to be no higher than \$100.00.

Section 5: Quorum

Presence at any meeting of one-half of the member EMS organizations shall constitute a quorum for the transaction of all business excepting the amendment of the articles of organization or these by-laws or the expelling or election of members of the association as provided in said articles, but less than a quorum meeting at any time pursuant to notice shall have the power to adjourn from time to time until a quorum shall be present.

Section 6: Meeting Control

The president or, in his/her absence, the vice-president, shall preside at meetings of the members, and the secretary shall act as secretary thereof, but should such officers not be present, the functions of the president and secretary may be performed by any members present. The members so assuming such offices shall be chosen by those in attendance.

Article 2:

Section 1: General Officers

1. The Board of Directors shall consist of four members, the President, Vice-President, Secretary and Treasurer.
2. Powers. The Board of Directors shall also have the power, in addition to all others lawfully vested in them, to establish any office necessary for carrying out the purpose of the Association.
3. The President, Vice-President, Secretary, and Treasurer shall be elected by the member organization. Each of said officers to hold office for a term of two years or until his successor is elected and qualified.
 - A. The President and Treasurer will be elected in the odd numbered years
 - B. Vice-President and Secretary being elected on the even numbered years.
4. Should an officer whose term does not expire, be elected to a new office, such as vice-President to President or the like, an officer will be elected to serve the unexpired term of the vacated office only. All officers shall be elected with the following procedure:
 - A. Elections shall be held at the annual meeting, on the first Wednesday in December.
 - B. A nominating committee will be appointed at the July monthly meeting.
 - C. The nominating committee will present a slate of nominees for each office up for election and present their choices to the members at the October meeting and December annual meeting.

- D. This slate, along with any others nominated from the floor from the October meeting and December annual meeting, shall be balloted on at the December annual meeting.

Section 2: Duties of the Officers

1. **President.** The President is the Chief Executive Officer of the Association charged with its general supervision and management subject to the control of the Board of Directors, with the execution of contract, deeds, leases, conveyances, and instruments generally on behalf of the Association and such other duties as may from time to time be prescribed by these by-laws or delegated to him/her by the association.
2. **Vice-President.** The Vice-President shall discharge the duties of the President in his/her absence or disability and in addition such other duties as may from time to time be prescribed by these by-laws or delegated to them by the Board of Directors.
3. **Secretary** The Secretary shall keep a complete and permanent record of the membership of said Association and all proceedings of meetings of the members and of the Board or Directors. In addition, shall have general charge of the books and records of the Association, shall countersign and seal with the seal of the Association, if any, all instruments on behalf of the Association, shall attend to the giving of notices of meetings of the members and of the Board of Directors, and shall, in addition, perform all such duties, as may from time to time be imposed by these bylaws or delegated by the President.
4. **Treasurer.** The Treasurer shall be the fiscal and disbursing agent of the Association. In addition, shall keep and account for all moneys, credits and property, shall make and endorse checks and evidences of indebtedness, shall deposit funds coming into his/her possession in such depositories as may from time to time be designated by the Board of Directors and shall, in addition, perform such duties as may from time to time be vested in him/her by these by- laws or delegated to him/her by the Board of Directors. The Treasurer shall also give an accounting report at the bi-monthly meetings or in their absence, submit the report to an appointed Association officer for presentation at the meeting.

Section 3: Compensation

The officers of the Association shall receive compensation annually. The rate of said compensation will be established by vote of the organization.

Article 3:

Section 1: Vacancies in Office

1. **Resignation of Directors.** A director may resign at any time by filing a written resignation with the Board of Directors and said resignation shall be effective from the filing thereof, unless a later date is fixed by its terms.

2. Removal of Directors. The members at any special meeting called for that purpose may remove from office any or all of the Directors by an affirmative vote of two-thirds of the voting members. All Association members may vote either, in person at said meeting or by proxy vote. The proxy vote must be received by mail within 30 calendar days of the date of the meeting and shall be sent to the appointed Association officer.

Section 2: Filling Vacancies

Any vacancies created in any manner shall be filled by appointment by the Board of Directors to serve until the next annual meeting at which time the voting membership shall elect one of their members to fill the unexpired term, provided that if the presidency shall become vacant, the vice-President shall assume that office and a vice-President shall be appointed.

Section 3: Absence or Disability

In case of the absence or disability of any general officer of the Association the Board of Directors may delegate his/her duties to one of the officers or to a member of the Board of Directors until the return or recovery of the absent or disabled officer.

Article 4:

Section 1: Committees

The association shall appoint the following committees. Such additional members as shall be deemed necessary may be appointed to serve on the named committees.

1. Training and education committee to oversee all training activities, suggest or arrange educational activities and assist as needed.
2. Finance committee to oversee all financial activities of the association and to audit all accounts of the officers of the association.
3. Standing committees shall be structured from time to time to address specific needs of the association.

Article 5:

Section 1: Funds

Any disbursements of funds of this organization shall require the approval of a majority of the voting members in advance.

Section 2: Debt

No member or officer shall have the right to incur debt on behalf of this organization without the advance approval of the association.

Article 6:

Section 1: Fiscal Year

The fiscal year of this association will begin on the first day of January and terminate on the last day of December of each year.

Section 2: Annual Meeting

The annual meeting of the members will be held on the first Wednesday of December and all officers elected shall take office at the beginning of the fiscal year.

Section 3: Amendments

These bylaws may be amended from time to time by amendments adopted at the annual meeting of the members of the association by a vote of a majority of all its voting members.

Section 4: Address

The permanent address of the registered agent shall be set by the association as necessary.

Article 7:

Section 1: Management System

This association shall be compliant with and maintain the updates of NIMS (National Incident Management System).

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11/30/05

01/17/07

09/17/08

03/26/25
