

Article I - Name:

The organization title shall be the National Collegiate Emergency Medical Services Foundation (N.C.E.M.S.F.), henceforth referred to as the Foundation.

Article II - Purpose:

The Foundation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The Foundation shall foster open lines of communication between its members and their respective campus organizations. The Foundation shall facilitate a free flow of information on topics related to collegiate Emergency Medical Services. The Foundation shall serve as a resource to assist in the development and promotion of campus-based Emergency Medical Service programs. The Foundation shall further the common welfare by promoting educational opportunities related to Emergency Medical Services.

Article III - Membership:

Section 1 - Membership shall be open to any group or individual who files an Application of Membership with the Foundation Executive Board and meets the membership criteria set forth in Section 2 of this Article. The Foundation shall provide an equal opportunity to all qualified individuals or groups without regard to race, sex, color, religion, natural origin, age, sexual preference, or handicap.

Section 2 - Applicants shall have an official affiliation with an institution of higher learning. Individuals or groups without this affiliation may apply for membership as a non-voting sponsor of the Foundation. Applicants to the Foundation shall be committed to the purposes set forth in Article II.

Section 3 - Membership shall be categorized as follows:

A. Institutional - An organization with an interest in Emergency Medical Services that is affiliated with an institution of higher learning by recognition as an official student organization of that institution of higher learning, as an official department or organizational unit of that institution of higher learning, or as an organization officially contracted by that institution of higher learning to be the primary Emergency Medical Services provider to a campus of the institution and maintains at least one volunteer or employee who is a student or employee of the contracting institution of higher learning.

B. Individual - An individual who is affiliated as a student, employee, or volunteer with an institution of higher learning.

C. Sponsoring Organization - Subject to the approval of the Executive Board, any corporation or organization that does not meet the requirements for Institutional membership as defined in this section.

D. Sponsoring Individual - Subject to the approval of the Executive Board, any individual who does not meet the requirements for Individual membership as defined in this section.

Article IV - Executive Board:

Section 1 - Definition

The Executive Board will be the governing body of the Foundation. The Executive Board will establish and enforce Foundation policy, approve all activities, supervise operations, provide leadership, and act as trustees of the Foundation.

Section 2 - Membership

The membership of the Executive Board will consist of the officers as specified in the Foundation By-Laws.

Section 3 - Meetings

The Executive Board will meet annually and at other times as required to conduct the business of the Foundation.

A. Quorum - a quorum will be defined as two-thirds of the membership of the Executive Board. A quorum is necessary in order to transact business at any Executive Board meeting.

B. All meetings shall be conducted in accordance with the rules of order as set forth in the By-Laws.

Article V - Dues and Fees:

Dues shall be set by the Executive Board.

Article VI - Assets:

Section 1. No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Second hereof. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in (including the

publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Foundation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Upon the dissolution of the Foundation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal officer of the Foundation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article VII - By-laws:

By-laws of the Foundation will be established upon approval by a two-thirds majority vote of the Executive Board and ratification by a simple majority of the voting member institutions.

Article VIII - Separability and Amendments:

Section 1 - Separability

If a section of this document is found to be in conflict with law, that section will be void, but the remainder of the document will remain in effect.

Section 2 - Amendments

Amendments to this Constitution may be proposed in writing by any member of the Executive Board at any regular meeting of the Board. A proposal presented at a regular meeting will be voted on no sooner than the next regular meeting, and will become effective upon approval by a two-thirds majority vote of the voting member institutions.

Article IX - Ratification:

This constitution will become effective upon approval by two-thirds of the voting members. This Constitution when ratified, will supersede any existing documents.

Article X - Trustees:

The names and addresses of the persons who are the initial trustees of the Foundation are as follows:

George Koenig, 1108 Ashton Road, Wynnewood, Pennsylvania 19096.
Michael Kiernan, 441 East Fordham Road, Bronx, New York 10458.
Barbara Black, 7600 Stenton Avenue, Apt. 9D, Philadelphia, Pennsylvania 19118.
Mark Milliron, 900 Pike Street, Lemont, Pennsylvania 16851.
Dale Lafayette, 120 Newtown Road, Unit 9D, Plaistow, New Hampshire 03865.
Scott Savett, 104-B Country Village Drive, Seneca, South Carolina 29678.

In witness whereof, we have hereunto subscribed our names this 31st day of January 1997.

/s/ George Koenig
/s/ Michael Kiernan
/s/ Barbara Black
/s/ Mark Milliron
/s/ Dale Lafayette
/s/ Scott Savett

Amendment I

Article VI - Assets, shall be amended to include

Section 3. In any taxable year in which the Foundation is a private foundation as described in IRC Section 509(a), the Foundation shall distribute its income for said period at such time and manner as not to subject it to tax under IRC Section 4942, and the Foundation shall not (a) engage in any act of self-dealing as defined in IRC Section 4941(d), retain any excess business holdings as defined in IRC Section 4943(c), (b) make any investments in such manner as to subject the Foundation to tax under IRC Section 4944, or (c) make any taxable expenditures as defined in IRC Section 4945(d) or corresponding provisions of any subsequent Federal tax laws.

Having been approved by a two-thirds majority vote of the voting member institutions, in witness whereof, we have hereunto subscribed our names this 10th day of November 1997.

/s/ George Koenig, Jr., President
/s/ Barbara Black, Secretary