

National Collegiate EMS Foundation
BY-LAWS

Working Draft

This document will become the By-Laws upon ratification

Article I - Structure

The National Collegiate EMS Foundation, hereafter referred to as the Foundation, will consist of the Executive Board and standing committees established by the Board.

Section 1 - Executive Board

- A. Definition - The Executive Board will be the governing board of the Foundation.
- B. Membership - The membership of the Executive Board will consist of President, Vice-President, Secretary, Treasurer, and two Members-at-Large.
- C. Meetings - The Executive Board will have regular meetings annually and as required for the conduct of Foundation business.
 - 1. Procedures - Meetings will be conducted according to Robert's Rules of Order in all cases not otherwise specified in the By-Laws.
 - 2. Attendance - All members of the Executive Board will be expected to attend each meeting of the Board and remain for its entirety. After two unexcused absences in a one year term, a motion for impeachment will be brought against the member by the President. The discretion of the President will determine what constitutes an unexcused absence. The member will be notified within 24 hours whether the absence is unexcused.
 - 3. Open meetings - Any member of the Foundation or any other invited guest may attend an Executive Board Meeting. If a visitor wishes to address the Board, notification must be given to the President in order to be placed on the agenda. Executive session may be called by the President for the discussion of legal matters of the Foundation.
 - 4. Meeting by electronic communication - The Executive Board may meet in regular form for the conduct of business by electronic communication including telephone, electronic mail, and other forms of electronic communication.
- D. Quorum - A quorum is defined as two-thirds of the membership of the Executive Board. A quorum is necessary to transact business at any meeting of the Board.

Section 2 - Committees

- A. Definition - Standing committees of the Foundation include: Information/Technical Systems, Conference, New Organization Liaison, and others as created by the Executive Board.
- B. Membership - The membership of each committee will consist of the committee chair and other members as required by the Executive Board and will be appointed by the President of the Foundation. Committee chairs who are not members of the Executive Board do not have a vote on the Executive Board and therefore are not counted in determining a quorum.
- C. Meetings - Each standing committee will meet as necessary as determined by the committee chair to carry out responsibilities assigned by the Executive Board.
- D. Powers & Duties - Each standing committee will have the following powers and duties:

1. Establish committee goals, objectives and guidelines that are consistent with the established mission and guidelines established by the Executive Board;
2. initiate and implement programming after approval by the Executive Board;
3. recruit new members;
4. keep accurate records of expenditures; and
5. maintain accurate committee membership and attendance records.

Article II - Executive Board

Section 1 - Officers

Qualification and election of officers.

A. Definition - The officers of the Foundation shall also be the officers of the Executive Board and are:

1. President
2. Vice-President
3. Secretary
4. Treasurer
5. Two Members-at-Large

B. Qualifications - All Foundation Executive Board members must meet the requirements for Individual membership in the Foundation as defined in the Constitution and be affiliated as a student, employee, or Emergency Medical Services volunteer with an institution of higher learning at the time of their election. The qualifications for each office are:

1. President
 - a) Have been a member of the Foundation for a period of at least two years;
 - b) be able to serve at least one year in office; and
 - c) be able to work towards the goals of the Foundation.
2. Vice-president
Meet the same qualifications as for the office of President.
3. Secretary
Have been a member of the Foundation for a period of at least one year.
4. Treasurer
Have been a member of the Foundation for a period of at least one year.
5. Member-at-Large Be a member of the Foundation.

C. Selection

1. Nominations for officers shall be called for annually and will be received by the
2. Executive Board. The Executive Board will close the nominations, certify the eligibility of each nominee, and announce the certified candidates prior to the election.
3. Each Individual member as defined by the constitution will have one vote for each office. Ballots will be cast in person by qualified members at the time of the election. Absentee ballots may be cast by mail or electronic mail by qualified members to be received prior to the election. Ballots will be certified by a committee of tellers appointed by the Executive Board.
4. Executive Board officers will be judged elected from the nominees for each office receiving the most votes for the respective offices.

- D. Term of Office - Officers of the Executive Board will be elected for a one year term. Officers will assume office on a date determined by the Executive Board and shall serve until successors are elected and installed in accordance with Subsection C of this article.
- E. Vacancy
 - 1. The Vice-President shall succeed the President in the event the President does not complete the term of office.
 - 2. Vacancies in the offices of Vice-president, Secretary, and Treasurer, and Member-at-Large shall be filled by appointment by the President upon simple majority approval of the Executive Board.

Section 2 - General Duties and Responsibilities

All officers will be responsible for the following:

- A. A. Serve as a member of the Executive Board and attend all meetings;
- B. B. orient successor to the duties of the position upon completion of the election process;
- C. participate committees; and
- D. be available for correspondence with Foundation membership.

Article III - General Membership Dues

The Executive Board will have the authority to establish annual and life membership dues rates for each category of membership as defined by the Constitution.

Article IV - Operations

Section 1 - Finances

The Foundation's finances will be approved and controlled by the Executive Board and maintained by the Treasurer.

Section 2 - Conferences and meetings

The Executive Board will approve and conduct all conferences, business meetings, and other functions of the Foundation.

Section 3 - Voting

A. General Membership

- 1. Individual members as defined by the Constitution shall have the right to vote for Executive Board officers in accordance with the procedures established for the election of officers. Each Individual member shall have one vote.
- 2. Institutional members as defined by the Constitution shall have the right to vote on the ratification of the Constitution, amendments to the Constitution, By-Laws, and amendments to the By-Laws. Each Institutional member shall have one vote.

B. Executive Board

- 1. The Executive Board shall conduct all business of the Foundation not otherwise specifically requiring a vote by the general membership. Decisions of the Executive Board shall be determined by simple majority vote unless otherwise specified by the Constitution, By-Laws, or by the Executive Board.
- 2. A two-thirds majority of the membership of the Executive Board must be present to conduct official business of the Executive Board. In situations where a meeting is not feasible, the President may make a reasonable effort to contact all members of the Executive Board in order to ascertain a vote by telephone or other means. In unusual circumstances where contacting members is impractical or unfeasible, an emergency decision may be made by the President in

collaboration with one other officer. The President must report to the Board the circumstances and the results of any such occurrence within 72 hours.

Section 4 - Deficient Performance

Any infraction of the Foundation Constitution, By-Laws or guidelines, and/or failure to adequately carry out job functions by a Foundation Executive Board Member will constitute deficient performance. Any member in good standing with the Foundation may bring charges of negligence against an Executive Board Member. Charges may not be made anonymously. All charges must be made in writing and submitted to the President. In the event that the President is being charged, the Vice-President will carry out the proceedings. Any such member's status will be subject to review according to the following procedures:

- A. The President will convene a meeting with the Board member to discuss the alleged deficiencies. The result of this meeting will be one of the following:
 1. Corrective actions recommended which may include a probationary period;
 2. decision to take no action and dismiss the issue; or
 3. recommend resignation by member or impeachment by the Executive Board.
- B. Any action will be documented in writing with copies to the member and the Foundation's file.
- C. If a member is dissatisfied after meeting with the President's decision an appeal may be filed in writing to the Executive Board within fourteen (14) days. The President will convene a meeting of the Board to hear the appeal. The decision of the Executive Board will be final.
- D. If a motion for impeachment is made and seconded before the Executive Board, the issue will be discussed at the next regular meeting of the Executive Board in closed session. The member will be invited to be present with reasonable notice. The issue will be brought up as the first order of business. The Executive Board will effect impeachment with a two-thirds majority vote. The Executive Board may also elect to impose a lesser sanction.

Article V - Separability and Amendments:

Section 1 - Separability

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

Section 2 - Amendments

Amendments to these By-Laws 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 VI - Ratification

These By-Laws will become effective upon approval by two-thirds of the voting members. These By-Laws, when ratified, will supersede any existing documents.

Article VII - Review

There will be a mandatory review of the Constitution and the By-Laws on even numbered years.

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