

Oil Impacted Emergency Medical Services, Inc.

Bylaws

Adopted: July 22, 2011

Ratified: August 2, 2011

These Bylaws have been subsequently amended on the following dates:

Adopted: October 28, 2011 Ratified: January 13, 2012, January 10, 2013

Bylaws of the Oil Impacted Emergency Medical Services, Inc.

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Article I: Organization

Section 1: Name

The name of the Organization shall be Oil Impacted Emergency Medical Services, Inc., hereafter referred to as 'Organization.'

Section 2: Status

This Organization shall be established as a not-for-profit corporation under the applicable provisions of Section 501(c)(3) of the Internal Revenue Code and incorporated under Chapter 10-33 of the North Dakota Century Code. The Organization shall have no capital stock.

Section 3: Office

The office of the Organization shall be in the state of North Dakota in such location as the Board of Directors shall designate.

Section 4: Seal

The Organization shall not have a corporate seal.

Section 5: Fiscal Year

The Fiscal Year of the Organization shall begin on the first day of January and end on the last day of December of each year.

Section 6: Powers

The Organization shall enjoy all general powers and authority enumerated in Chapter 10- 33 of the North Dakota Century Code, and those, which may hereafter be granted to the Organization through these bylaws.

Section 7: Limitations

The Organization shall be limited, in scope and practice, by the provisions of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code and by Article IV of the Organization's Articles of Incorporation.

Section 8: Policies

The Organization's Board of Directors shall establish and maintain policies and standard operating procedures by a majority vote at any Regular or Special Meeting. Said policies and standard operating procedures shall include provisions for, but not be limited to:

- 8.1 Conflict of interest, whistleblower claims, record retention, destruction and inspection, fundraising, contributions and gifts, funds, deposits and investments, negotiable instruments and contracts.

Section 9: Applicability

These bylaws, any subsequent validly adopted amendments, and any established policies of the Organization shall be applicable to every director, officer and employee of the Organization.

- 9.1 Upon accepting any position aforementioned, each individual shall be deemed to have fully subscribed to the conditions set forth.

Section 10: Service Area

The Organization shall serve North Dakota licensed emergency medical services impacted by oil and gas development.

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Article II: Purpose

Section 1: Purpose

The purpose for which the Organization is organized is exclusively to provide North Dakota licensed emergency medical services impacted by oil and gas development with charitable support, connections to resources, people and training and establish public awareness regarding the challenges surrounding them.

Article III: Membership

Section 1: Criteria

The Organization shall have one member, the North Dakota Emergency Medical Services Association, Inc., hereafter referred to as 'Member'.

Section 2: Privileges

The Member of the Organization shall have the following rights and responsibilities, and may exercise said rights and responsibilities at any lawfully called meeting of its Board of Directors at which a quorum is present.

- 2.1 Remove any member(s) from the Organization's Board of Directors pursuant to the provisions enumerated in Article V, Section 6 of these bylaws.
- 2.2 Ratify the Organizations Articles of Incorporation, Bylaws and all amendments thereto through a two-thirds (2/3) majority vote of its Board of Directors.

Section 3: Classes

There shall not be, nor shall the Board of Directors of the Organization have the authority to accept or establish, any member or class of members, other than the aforementioned Member.

Section 4: Standards of Conduct:

The Member shall be compelled by the following Standards of Conduct:

- 4.1 The Member shall not impede the Organization's Board of Directors power to conduct, control, manage and govern the affairs, operations, business, property and assets of the Organization, so long as the exercise of such powers is not inconsistent with federal or state laws, the Articles of Incorporations or the Bylaws of this Organization.
- 4.2 The Member may offer recommended courses of action, policy revisions, program direction or amendments to the Organization's Articles of Incorporation or Bylaws. However, the Member may not compel nor unduly influence the Organization's Board of Directors to act upon such recommendations.

Section 5: Suspension and Expulsion

The Organization shall have no authority to suspend or expel the Member.

Section 6: Dues and Fees

The Board of Directors shall not have the authority to assess any membership dues or fees.

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Article IV: Divisions

Section 1: Divisions

The Board of Directors of the Organization, through resolution, shall have the authority to establish divisions, but shall not be able to increase or decrease the number of directors without amending these bylaws.

Section 2: Reapportionment

The Board of Directors, through resolution, shall have the authority to reapportion the divisions every two (2) years to ensure equal representation.

Article V: Board of Directors

Section 1: Composition

- 1.1 The Board of Directors shall consist of nine (7) voting members:
 - 1.1.1 Seven (7) members shall represent emergency medical services impacted by oil and gas development.
- 1.2 The Board of Directors shall consist of one (1) non-voting member, a liaison between the Organization and Member. The liaison member shall be appointed by the Board of Directors of the Member, through a majority vote, with the consent of the Board of Directors of the Organization. A majority vote shall constitute consent. The liaison shall be ineligible to serve as an office of the Organization.

Section 2: Qualifications

To be eligible to serve as a Director of the Organization, an individual shall:

- 2.1 EMS Agency Representatives: Be a member of an emergency medical services agency impacted by oil and gas development.
- 2.2 City and County Government Director: Be a member of a city council or county commission or an employee of a city or county, within the area impacted by oil and gas development.
- 2.3 Emergency Manager and 9-1-1 Coordinator Director: Be an active Emergency Manager or 9-1-1 Coordinator within the area impacted by oil and gas development.
- 2.4 A Director of the Member shall be ineligible for voting membership of the Organization's Board of Directors.
- 2.5 Directorship shall not be denied to any person on the basis of race, ethnicity, creed, gender, religion or sexual orientation.

Section 3: Term of Office

Directors shall be elected to serve three (3) year terms. Terms of the directors shall be staggered so that three (3) terms expire each year. Terms shall expire on July 31 of their respective year. There shall be no limit to the number of terms an individual may serve. The initial Board of Directors and the staggering of terms are set forth in the Articles of Incorporation.

Section 4: Compensation

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All elected members of the Board of Directors shall serve without compensation. The Board of Directors may, by resolution, permit the reimbursement of actual, reasonable and necessary expenses incurred on behalf of the Organization or in performance of their duties.

Section 5: Powers and Responsibilities

The Board of Directors shall have and exercise all lawful powers and duties necessary for the proper conduct and administration of the affairs of the Organization, and shall also have such powers and duties including, but not limited to, the following:

- 5.1 To manage, control, and oversee the general affairs, funds and property of the Organization.
- 5.2 To establish general policies, rules and regulations and procedures, within the limits of these Bylaws, for the operation, maintenance, continued viability and general welfare of the Organization.
- 5.3 To adopt the Annual Operating Budget of the Organization each fiscal year.
- 5.4 To have discretion in the disbursement of the Organization's funds.
- 5.5 To control and direct the programs of the Organization.
- 5.6 To employ, retain and, at their pleasure, discharge all agents and/or employees, to fix their compensation, and to prescribe their duties as deemed necessary.
- 5.7 To purchase or arrange for such professional services, machinery, equipment, materials, and supplies, as may be deemed, from time to time, necessary for the proper operation and maintenance of the Organization.
- 5.8 To perform all other duties as reasonably implied by law or herein.

Section 6: Removal from Office

- 6.1 The Board of Directors of the Organization or the Board of Directors of the Member each shall have the authority, by two-thirds (2/3) affirmative vote, to remove any director or officer from office for any reason.
- 6.2 The Secretary of the Organization shall inform the Member of any action taken by the Organization to remove a director. The notice shall be in writing and within a reasonable amount of time. The Secretary of the Member shall inform the Organization of any action taken by the Member to remove a director. The notice shall be in writing and within a reasonable amount of time.
- 6.3 Any Director or Officer who is absent, without cause, from two (2) consecutive meetings, regular or special, of the Board of Directors shall be automatically removed from office the day of the second (2nd) absence. The removed director may appeal within thirty (30) days in writing, to the Executive Committee. The said committee may reinstate the Director by a two-thirds (2/3) affirmative vote.
- 6.4 Any director that no longer meets the qualifications for the directorship they hold shall automatically be removed from office without the right to appeal such removal.

Section 7: Resignation

Any member of the Board of Directors may resign from office by filing a written notice of resignation with the Board Secretary or Board Chair. Resignations shall become effective on the date specified in the resignation or immediately in the case that no date is given. Any resignation tendered must be reported to the remaining members of the Board of Directors and the Member within a reasonable amount of time.

Section 8: Vacancies

Any vacancies of the Board of Directors, by reason of death, disability, resignation, removal, or otherwise shall be reported to the Member and shall be filed, by the remaining members of the Board of Directors of

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the Organization, within a reasonable amount of time. The new Director shall represent the constituency of the vacancy, meet the qualifications to fill said vacancy and fulfill the remainder of the unexpired term.

Article VI: Officers

The officers of the Organization shall be the President, Vice President Secretary and Treasurer.

Section 1: Qualifications

- 1.1 No individual shall serve as an officer of the Organization without first serving one (1) full term of office on the Board of Directors of the Organization.
 - 1.1.1 The original three terms of officers of the Organization will not be required to satisfy this qualification.
- 1.2 Shall be a current member of the Board of Directors.

Section 2: Election and Term of Office

- 2.1 Election: The officers of the Organization shall be elected by a majority affirmative vote of the Board of Directors no later than August 31 of each year.
- 2.2 Term of Office: Each officer shall have a term of office for one (1) year, beginning immediately after election and ending on July 31 of the following year. There shall be no limit to the number of terms an individual can serve.

Section 3: Removal from Office

- 3.1 The Board of Directors shall have the authority, by two-thirds (2/3) affirmative vote, to remove any officer from office for any reason.
- 3.2 Any officer who is absent, without cause, from two (2) consecutive meetings, regular or special, of the Board of Directors shall be automatically removed from office the day of the second (2nd) absence. The removed officer may appeal, within thirty (30) days in writing, to the Board of Directors. The Board of Directors may reinstate the officer by a two-thirds (2/3) affirmative vote.

Section 4: Resignation

Any officer of the Organization may resign from office by filing a written notice of resignation with the Board Secretary or Board Chair. Resignations shall become effective on the date specified in the resignation or immediately in the case that no date is given. Any resignation tendered must be reported to the remaining members of the Board of Directors and the Member within a reasonable amount of time.

Section 5: Vacancies

Any vacancy of an officer position, by reason of death, disability, resignation, removal, or otherwise shall be filled in the manner prescribed in Article VI, Section 2 of these Bylaws. Except in the case of the President, if this position becomes vacant the Vice President shall become the President and the Board shall fill the vacated position of the Vice President.

Section 6: Powers and Duties

- 6.1 President: The President shall be considered the Chief Executive Officer of the Organization, and, subject to the consent of the Board of Directors, shall have general supervision of the affairs of the Organization, appoint all chairpersons and members of all committees, except as otherwise provided, shall preside at all meetings of the Board of Directors, and shall be a non-voting, ex-officio member of all standing committees. The President may have such other duties as the Board may assign. The President shall enjoy the same privileges as all other directors.
 - 6.1.1 Shall serve as the chairperson of the Executive Committee.

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- 6.1.2 Shall be the official spokesperson of the Organization.
- 6.2 Vice President: The Vice President shall fulfill the duties of the President in the event of their temporary disability or absence. In the event of resignation, removal from office, permanent disability, or death of the President, the Vice President shall become the President. The Vice President shall perform such duties as may be assigned by the President or Board of Directors and shall enjoy the same privileges as all other directors.
- 6.2.1 Shall serve as a member of the Executive Committee.
- 6.3 Secretary: The Secretary shall maintain the minutes of all meetings of the Board of Directors, recording all events, action, and resolutions. The Secretary shall also be responsible for issuing all meeting notices to the Board of Director. The Secretary shall be the custodian of the corporate seal and when authorized by the Board, shall affix or cause to be affixed the seal of the Organization to all contracts and other instruments. The Secretary shall perform all other duties as may be assigned by the President or Board of Directors and shall enjoy the same privileges as all other directors.
- 6.3.1 Shall serve as a member of the Executive Committee.
- 6.4 Treasurer: The Treasurer shall oversee the maintenance of the finances of the Organization and shall approve all disbursements of funds. The Treasurer shall perform all other duties as may be assigned by the President or Board of Directors and shall enjoy the same privileges as all other directors.
- 6.4.1 Shall serve as a member of the Executive Committee.
- 6.4.2 Shall be the chairperson of the Committee on Finance and Budget.

Article VII: Nominations and Election

Section 1: Nominations

The Committee on Board Selection shall collect nominations for any Board of Director position where a vacancy will be occurring due to term expiration, in a method established by the Board of Directors, prior to the second quarter meeting of the Organization's Board of Directors. They shall validate the nominees and present them to the Board of Directors at the Organizations second quarter meeting of the Board of Directors.

Section 2: Election

The Board of Directors of the Organization, by majority vote, shall elect the directors of the Organization at the second quarter meeting of the Board of Directors.

Article VIII: Meetings

Section 1: Regular Meeting

The Board of Directors shall hold no less than one (1) meeting each calendar quarter to conduct the business of the Organization at times and places to be designated by the Board of Directors.

- 1.1 The Board of Directors shall retain the right to establish a schedule of meetings at more frequent intervals, if deemed necessary.
- 1.2 Notice of all Regular Meetings shall be issued no fewer than fourteen (14) days prior to the meeting. Notice shall be in writing and may be giving by mail, electronic mail or facsimile. If a forthcoming Regular Meeting was announced at the proceeding Regular Meeting notice shall not be required.

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- 1.3 Any business properly brought before the Board of Directors may be considered at any Regular Meeting. There shall be no requirement for advanced notice of business items.
- 1.4 Regular Meetings shall be open to the public. The Board of Directors has the authority to enter into executive session at any time during a Regular Meeting.
 - 1.4.1 Executive Session: Executive Session may be called by any director and will be entered upon a two-thirds (2/3) affirmative vote of the Board of Directors. Votes shall not be taken while the Board of Directors is in Executive Session.

Section 2: Special Meetings

A special meeting may be called by the president or by petition of a majority of the Board of Directors, filed with the Secretary/Treasurer. A notice of the time, place and purpose of the meeting must be issued. Only business included in such notice may be considered.

- 2.1 Notice of all Special Meetings shall be issued no fewer than seven (7) days prior to the meeting. Notice shall be in writing and may be giving by mail, electronic mail or facsimile.
- 2.2 Special Meetings shall be open to the public. The Board of Directors has the authority to enter into executive session at any time during a Special Meeting.
 - 2.1.1 Executive Session: Executive Session may be called by any director and will be entered upon a two-thirds (2/3) affirmative vote of the Board of Directors. Votes shall not be taken while the Board of Directors is in Executive Session.

Section 3: Committee Meetings

A committee meeting may be called by the president, committee chairperson or by petition of a majority of the committee members, filed with the committee chairperson. A notice of the time, place and purpose of the meeting must be issued. Only business included in such notice may be considered.

- 3.1 Notice of all committee meetings shall be issued no fewer than three (3) days prior to the meeting. Notice shall be in writing and may be giving by mail, electronic mail or facsimile.
- 3.2 Committee meetings shall be open to public.

Section 4: Meetings by Remote Communication

The Board of Directors shall have the authority to elect to hold any Regular, Special or Committee Meeting through means of remote communication, such as teleconferencing, videoconference or web conferencing. In the event that a face-to-face meeting is held and offered through remote communication any director joining through remote communication shall be considered present and voting.

Section 5: Minutes

Accurate and sufficient minutes of all Regular and Special Meetings of the Board of Directors shall be recorded by the Secretary and retained in the Organization's registered office. Accurate and sufficient minutes of all Committee Meeting shall be recorded by a designee of the committee, filed with the Secretary and retained in the Organization's registered office.

Section 6: Quorum

A quorum is present when a majority of the directors currently holding office and eligible to vote at the specific meeting type are present.

Section 7: Voting

Each director and officer will be entitled to one vote at all regular and special meetings.

- 7.1 Proxy voting shall not be permitted.

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Section 8: Manner of Acting

An affirmative vote of a majority of the Board of Directors, unless otherwise required by law, the Articles of Incorporation or these bylaws, at any Regular or Special Meeting, where a quorum is present, shall be required to approve any issues or items properly brought before the Board of Directors. Such vote establishes the position and action of the Organization and is binding on all officers, directors and employees. References in these bylaws to a two-thirds (2/3) affirmative vote means an affirmative vote of two-thirds (2/3) of the directors present at a duly constituted meeting.

Section 9: Presumption of Assent

A director who is present at a meeting at which action on any matter is taken shall be presumed to have assented to such action unless his or her dissent shall be entered into the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the Secretary within five (5) days of the adjournment of the meeting. Such filed dissent shall be recorded in the minutes of the meeting.

Section 10: Action by Written Consent

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if prior to such action a written consent thereto is signed, or consented to by authenticated electronic communication, by all members of the Board of Directors and such action is recorded in the minutes of the following meeting and such written consent is filed with the minutes.

Section 11: Waiver of Notice

Any required notice may be waived by written consent of the director(s) entitled to such notice either before or after the time for giving of the notice; and attendance of a director at a meeting shall constitute a waiver of notice, except when the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting after the objection.

11.1 All directors entitled to notice must waive such right. If not all directors waive such right the meeting shall not be considered lawfully and any action taken shall be null.

Article IX: Committees

Section 1: Standing Committees:

The Organization shall have the following standing committees:

- 1.1 Executive Committee: The Executive Committee shall consist of the President, Vice President, Secretary and Treasurer of the Organization. The committee shall be chaired by the President and all members shall have one vote.
 - 1.1.1 The committee shall be responsible for managing the affairs of the Organization between regular meetings of the Board of Directors and implementing Board policies and directives.
 - 1.1.2 The committee may take action on behalf of the organization when issues arise that cannot reasonably wait for the time restraint of convening a special meeting. All four (4) members must unanimously support an action in order to carry it out. Any action taken must be reported to the Board of Directors at the next Regular Meeting and recorded in the minutes of such meeting.
 - 1.1.3 Perform all other duties and responsibilities as prescribed by the President or Board of Directors.

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- 1.2 Committee on Finance and Budget: The Committee on Finance and Budget shall consist of the Organization's Treasurer, Accountant and three (3) additional members. The Treasurer shall chair the committee. The Committee on Finance and Budget shall:
- 1.2.1 Be responsible for ensuring the ongoing financial stability and growth of the Organization.
 - 1.2.2 Oversee the management of financial activities, preparing long-term and short-term budget plans and spontaneously auditing the receipts and disbursements of the Organization.
 - 1.2.3 Develop and enforce all financial policies of the Organization.
 - 1.2.4 The committee shall present an annual operation budget, for adoption, at the last meeting each fiscal year.
 - 1.2.5 The committee shall arrange for an audit of the books annually by a third party, independent certified public accountant, with approval from the Board of Directors.
 - 1.2.6 Perform all other duties and responsibilities as prescribed by the President or Board of Directors.
- 1.3 Committee on Board Selection: The Committee on Board Selection shall be comprised of five (5) members. A member shall not be allowed to serve on this committee if he or she is seeking reelection at such time. The chairperson of the committee shall be a member of the Board of Directors and be appointed by the President of the Organization with consent of the Board of Directors. A majority vote of the Board of Directors shall constitute consent. The committee shall:
- 1.3.1 Establish policy and procedure for soliciting nominations for directorships.
 - 1.3.2 Collect and validate all nominations for the Board of Director and present the nominees to the Board of Directors.
 - 1.3.3 Perform all other duties and responsibilities as prescribed by the President or Board of Directors.
- 1.4. Committee on Charitable Giving: The Committee on Charitable Giving shall be comprised of five (5) members. The chairperson of the committee shall be a member of the Board of Directors and appointed by the President of the Organization, with the consent of the Board of Directors. A majority vote of the Board of Directors will constitute consent. The committee shall:
- 1.4.1 Develop and present policies regarding charitable giving programs to the Board of Directors.
 - 1.4.2 Annually review all programs to ensure they serve the purpose of the Organization and are consistent with all federal and state laws and the Articles of Incorporation, Bylaws and Policies of the Organization. The committee shall report any inconsistencies to the Board of Directors.
 - 1.4.3 Review all charitable giving requests and make recommendations to the Board of Directors.
 - 1.4.4 Perform all other duties and responsibilities as prescribed by the President or Board of Directors.
- 1.5 Committee on Development: The Committee on Development shall be comprised of five (5) members. The chairperson of the committee shall be a member of the Board of Directors and appointed by the president of the Organization, with the consent of the Board of Directors. A majority vote of the Board of Directors will constitute consent. The committee shall:
- 1.5.1 Identifying potential funders for the Organization's programs. Potential funders shall include governmental agencies, public charities, private foundations, corporations and individuals.
 - 1.5.2 Develop and oversee the execution of annual fundraising activities.
 - 1.5.3 Review grant proposals and requests for support prior to their submittal.

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- 1.5.4 Perform all other duties and responsibilities as prescribed by the President or Board of Directors.

Section 2: Special Committees

The Board of Directors shall have the authority to establish any special committee deemed necessary by a majority vote of the board.

Section 3: Committee Selection

The process for committee selection shall be as follows:

- 3.1 All committee chairs shall be Directors of the Organization,
- 3.2 Committee membership shall not be limited to Directors of the Organization, and
- 3.3 Each standing and special committee shall be filled by appointment from the president and consent by the Board of Directors, unless otherwise prescribed in these bylaws. A majority vote of the board will constitute consent.

Section 4: Authority

Committees of the Organization shall be charged with the duty to research and discuss business issues or oversee a particular business operation and report back to the Board of Directors. No committee shall have any power or authority to bind the corporation to any decision, action, engagement or pledge, unless otherwise stated in these bylaws or by resolution of the Board of Directors.

Article X: Rules of Order

Section 1: Governance

The organization shall be governed in the following manner:

- 1.1 To the extent that these Bylaws are inconsistent with the Article of Incorporation, the Articles of Incorporation shall control.
- 1.2 If the Bylaws are silent as to any procedural aspect of any action taken by or meeting of the Board of Directors, the procedures of the latest edition of Robert's Rules of Order shall control.
- 1.3 If the Bylaws are silent on any policy aspect, the Board of Directors shall have the discretion to develop such a policy or take the action deemed appropriate.
- 1.4 Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.
- 1.5 These Bylaws shall be reviewed, at a time, place and by whom the Board of Directors prescribes, every odd year to ensure compliance and to recommend any necessary amendments.

Article XI: Amendments

Section 1: Provisions for Articles of Incorporation Amendments

The Articles of Incorporation may be amended pursuant to the following method.

- 1.1 The Organization's Articles of Incorporation may be amended by a two-thirds (2/3) affirmative vote of the Board of Directors at any regular or special meeting, provided that no less than thirty (30) days notice of the proposed amendment(s) was issued. No amendment(s) to the Articles of Incorporation shall be valid unless and until the Member has consented, through two-thirds (2/3)

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majority vote of its Board of Directors, to the amendment(s) and has notified the Organization in writing.

Section 2: Provisions for Bylaw Amendments

The Bylaws may be amended pursuant to the following method.

- 2.1 These Bylaws may be amended by a two-thirds (2/3) affirmative vote of the Board of Directors at any regular or special meeting, provided that no less than thirty (30) days notice of the proposed amendment(s) was issued. No amendment(s) to these Bylaws shall be valid unless and until the Member has consented, through two-thirds (2/3) majority vote of its Board of Directors, to the amendment(s) and has notified the Organization in writing.

Section 2: Notice

Notice of any proposed amendment(s) to the Articles of Incorporation or Bylaws must include the current provision and the proposed amendment(s). It must be issued to each director and the Member.

Section 4: Proposal

Any member of the Board of Directors of the Organization can propose an amendment to the Articles of Incorporation or Bylaws, provided that they follow the procedure aforementioned. The Member may recommend the Organization's Board of Directors consider an amendment; however, the Member shall not compel or unduly influence them to make such consideration.

Article XII: Indemnification

Section 1: Indemnification of Officers, Directors, and Staff

The Organization shall indemnify every Officer, Director, and Staff member, their heirs, executors, and administrators, against all loss, costs, and expenses, including counsel fees, reasonably incurred by them in connection with any action, suit, or proceeding to which they may be made a party by reason of them being or having been an Officer, Director, or Staff member, except as to matters to which they shall be finally adjudged in such action, suit, or proceeding to be liable for gross negligence or willful misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Organization is aided by counsel that the person to be indemnified has not been guilty of gross misconduct in the performance of their duty as such Officer, Director, or Staff member in relation to the matter involved. The foregoing rights shall not be exclusive of other rights to which the Officer, Director, or Staff member may be entitled. All liability, loss, damage, costs, and expenses incurred or suffered by the Organization by reason or arising out of or in connection with the foregoing indemnification provisions, shall be treated by the Organization as an operating expense.

Article XII: Dissolution

Section 1: Dissolution of the Organization

In the event of the dissolution of the Organization, whether voluntary or involuntary, the Organization shall, after obtaining or making provision for the payment of all liabilities of the Organization, dispose of all of its assets to such other organization or organizations with purposes and functions similar to those of this Organization which are organized and operate under Section 501(c)(3) of the Internal Revenue Code or any corresponding provision of any future United States Internal Revenue law. In the event of a voluntary

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dissolution the Organization shall follow the process as established in the Organization's policies and procedures.

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Appendix A: Amendments

Section 1: Adopted on October 28, 2011

The following amendments were properly proposed and adopted by the Board of Directors, per the advice of legal counsel. They were ratified by the member on January 13, 2012.

Article I, Section 4

Original Provision:

‘The Organization may have a corporate seal in circular form and have inscribed therein the name of the Organization and the words “Corporate Seal”.’

Proposed Amendment:

The Organization ~~may~~shall not have a corporate seal, ~~in circular form and have inscribed therein the name of the Organization and the words “Corporate Seal”.~~

Article I, Section 8

Original Provision:

‘The Organization’s Board of Directors shall establish and maintain policies and standard operating procedures by a two-thirds (2/3) affirmative vote at any Regular or Special Meeting. Said policies and standard operating procedures shall include provisions for, but not limited to:…’

Proposed Amendment:

The Organization’s Board of Directors shall establish and maintain policies and standard operating procedures by a ~~two-thirds (2/3)~~majority affirmative vote at any Regular or Special Meeting. Said policies and standard operating procedures shall include provisions for, but not limited to:…

Article IV, Section 1

Original Provision:

‘The Board of Directors of the Organization, through resolution, shall have the authority to establish divisions.’

Proposed Amendment:

The Board of Directors of the Organization, through resolution, shall have the authority to establish divisions, ~~but shall not be able to increase or decrease the number of directors without amending these bylaws.~~

Article V, Section 3

Original Provision:

‘Directors shall be elected to serve three (3) year terms. Terms of the directors shall be staggered so that three (3) terms expire each year. Terms shall expire on July 31 of their respective year. There shall be no limit to the number of terms an individual may serve.

3.1 The Organization’s original Board of Directors shall nominate three (3) directors to serve one (1) year terms, three (3) directors to serve two (2) year terms and three (3) directors to serve three (3) year terms. The Board of Directors, by resolutions, shall determine which directors and positions shall fill each of the aforementioned terms.’

Proposed Amendment:

Directors shall be elected to serve three (3) year terms. Terms of the directors shall be staggered so that three (3) terms expire each year. Terms shall expire on July 31 of their respective year. There shall be no limit to the number of terms an individual may serve. The initial Board of Directors and the staggering of terms are set forth in the Articles of Incorporation.

~~3.1 The Organization’s original Board of Directors shall nominate three (3) directors to serve one (1) year terms, three (3) directors to serve two (2) year terms and three (3) directors to serve three (3) year terms. The Board of Directors, by resolutions, shall determine which directors and positions shall fill each of the aforementioned terms.~~

Bylaws of the Oil Impacted Emergency Medical Services, Inc.

Article V, Section 6

Original Provision:

‘6.1 The Board of Directors of the Organization and the Board of Directors of the Member shall have the authority, by two-thirds (2/3) affirmative vote, to remove any director of officer from office for any of the reasons hereafter.

- 6.1.1 Fail to perform or are negligent in the performance of their duties.
- 6.1.2 It serves the best interest of the Organization.
- 6.1.3 Willful violation of the Organization’s Articles of Incorporation, Bylaws or Policies.
- 6.1.4 Willful violation of any federal, state or local laws, including fraud, larceny, bribery or other egregious felonies, that would have an adverse effect on the Organization or Member.
- 6.1.5 Falsification of any information submitted to the Organization or Member.
- 6.1.6 Willful acts to discredit the Organization or Member.
- 6.1.7 Represent the Organization of Member by expressing an opinion in the name of the Organization or Member without official authority granted by the respective Board of Directors.
- 6.1.8 Theft or misappropriation of any property or any act to defraud the Organization or Member.
- 6.1.9 Engaging in any activity which may conflict with the interest, goals and objectives of the Organization or Member.
- 6.1.10 Any inappropriate use of the Organization’s or Member’s materials, resources and information.

6.2 Removal may occur only after the said Director or Officer is given written notice and afforded the opportunity to appear before the respective Board of Directors in defense. Notice shall be given no less than two (2) weeks before consideration for removal.’

Proposed Amendment:

6.1 The Board of Directors of the Organization ~~or~~ and the Board of Directors of the Member each shall have the authority, by two-thirds (2/3) affirmative vote, to remove any director of officer from office for any of the reasons hereafter.

- ~~6.1.1 Fail to perform or are negligent in the performance of their duties.~~
 - ~~6.1.2 It serves the best interest of the Organization.~~
 - ~~6.1.3 Willful violation of the Organization’s Articles of Incorporation, Bylaws or Policies.~~
 - ~~6.1.4 Willful violation of any federal, state or local laws, including fraud, larceny, bribery or other egregious felonies, that would have an adverse effect on the Organization or Member.~~
 - ~~6.1.5 Falsification of any information submitted to the Organization or Member.~~
 - ~~6.1.6 Willful acts to discredit the Organization or Member.~~
 - ~~6.1.7 Represent the Organization of Member by expressing an opinion in the name of the Organization or Member without official authority granted by the respective Board of Directors.~~
 - ~~6.1.8 Theft or misappropriation of any property or any act to defraud the Organization or Member.~~
 - ~~6.1.9 Engaging in any activity which may conflict with the interest, goals and objectives of the Organization or Member.~~
 - ~~6.1.10 Any inappropriate use of the Organization’s or Member’s materials, resources and information.~~
- ~~6.2 Removal may occur only after the said Director or Officer is given written notice and afforded the opportunity to appear before the respective Board of Directors in defense. Notice shall be given no less than two (2) weeks before consideration for removal.~~

Renumber accordingly

Article VI, Section 2

Original Provision:

‘2.1 Election: The officers of the Organization shall be elected by a two-thirds (2/3) affirmative vote of the Board of Directors no later than August 31 of each year.’

Bylaws of the Oil Impacted Emergency Medical Services, Inc.

Proposed Amendment:

2.1 Election: The officers of the Organization shall be elected by a ~~two-thirds (2/3)~~ majority affirmative vote of the Board of Directors no later than August 31 of each year.

Article VI, Section 3

Original Provision:

3.1 The Board of Directors shall have the authority, by two-thirds (2/3) affirmative vote, to remove any officer from office for any reason prescribed in Article 5, Section 6 of these Bylaws. Removal may occur only after the said Officer is given written notice and afforded the opportunity to appear before the Board of Directors in defense. Notice shall be given no less than two (2) weeks before consideration for removal.'

Proposed Amendment:

3.1 The Board of Directors shall have the authority, by two-thirds (2/3) affirmative vote, to remove any officer from office for any reason, ~~prescribed in Article 5, Section 6 of these Bylaws. Removal may occur only after the said Officer is given written notice and~~ ~~afforded the opportunity to appear before the Board of Directors in defense.~~ ~~Notice shall~~ ~~be given no less than two (2) weeks before consideration for removal.~~

Article VIII, Section 8

Original Provision:

'An affirmative vote of a majority of the Board of Directors, unless otherwise required by law, the Articles of Incorporation or these bylaws, at any Regular or Special Meeting, where a quorum is present, shall be required to approve any issues or items properly brought before the Board of Directors. Such vote establishes the position and action of the Organization and is binding on all officers, directors and employees.'

Proposed Amendment:

An affirmative vote of a majority of the Board of Directors, unless otherwise required by law, the Articles of Incorporation or these bylaws, at any Regular or Special Meeting, where a quorum is present, shall be required to approve any issues or items properly brought before the Board of Directors. Such vote establishes the position and action of the Organization and is binding on all officers, directors and employees. References in these bylaws to a two-thirds (2/3) affirmative vote means an affirmative vote of two-thirds (2/3) of the directors present at a duly constituted meeting.

Bylaws of the Oil Impacted Emergency Medical Services, Inc.

Notice of Proposed Amendments

to the Bylaws of Oil Impacted Emergency Medical Services, Inc.

Issued on December 11, 2012

Adopted on January 10, 2013

Article V: Board of Directors

Section 1: Composition

Currently:

- 1.1 The Board of Directors shall consist of nine (9) voting members:
 - 1.1.1 Seven (7) members shall represent emergency medical services impacted by oil and gas development,
 - 1.1.2 One (1) member shall represent city and county governments within the area impacted by oil and gas development, and
 - 1.1.3 One (1) member shall represent Emergency Managers and 9-1-1 Coordinators within the area impacted by oil and gas development.

Proposed Amendment:

- 1.1 The Board of Directors shall consist of ~~nine (9)~~ **seven (7)** voting members:
 - 1.1.1 Seven (7) members shall represent emergency medical services impacted by oil and gas development, .
 - ~~1.1.2 One (1) member shall represent city and county governments within the area impacted by oil and gas development, and~~
 - ~~1.1.3 One (1) member shall represent Emergency Managers and 9-1-1 Coordinators within the area impacted by oil and gas development.~~