

**NORTH DAKOTA EMS ASSOCIATION
ARTICLES OF INCORPORATION AND BYLAWS**

TERMINOLOGY

"The Board" will refer to the board of directors as defined in Article V. "The Officers" will refer to the officers as defined in Article V. "Region" will refer to the Emergency Medical Services (EMS) Region as geographically defined by the Division of Emergency Medical Services and Trauma of the North Dakota State Department of Health.

**ARTICLE I
ORGANIZATION**

SECTION 1 - NAME AND LOCATION

The name of this organization shall be the North Dakota EMS Association (NDEMSEA), referred to in these bylaws interchangeably as the association or corporation and its principal place of business and registered address shall be located at 1622 E. Interstate Ave. Bismarck, ND 58503.

SECTION 2 - STATUS AND SEAL

The association is organized as a nonprofit corporation and shall have no capital stock or shares. It may have a corporate seal in circular form and have inscribed therein the name of the corporation and the words "Corporate Seal."

SECTION 3 - POWERS AND POLICIES

This corporation shall have and enjoy all the general powers and authority enumerated in the North Dakota Nonprofit Corporation Act, and those, which may hereafter be granted to corporations organized there under. Its policies shall be determined by a two-thirds vote of the association's board of directors at any regular or special meeting, or by resolution presented at any general membership meeting passing by a majority of voting members present.

**ARTICLE II
OBJECTIVES, LIMITATIONS AND PENALTY**

SECTION 1 - OBJECTIVES

Objectives of the association shall be, but not limited to, the development, maintenance and improvement of:

- A. A continuing education program for all members and others involved in the emergency health care field.
- B. An active and strong voice in legislation pertinent to those in the emergency health care field.

- C. An award and/or incentive program for members of the association.
- D. An official publication which shall be published and distributed to all association members. This publication may be made available electronically or in hard copy.

SECTION 2 - LIMITATIONS

Neither the association, nor any of its employees, agents, representatives, officers, directors, nor any of its committees shall take a position which shall relate to the political advancement of any individual, group, or political party.

SECTION 3 - PENALTY

The board of directors may upon majority vote, deny membership in the association for a specified period of time to any member or group of members who shall:

- A. Take any action inconsistent with the policies established by the board of directors or the purposes or limitations stated herein.
- B. Propose to represent the view of, or act for the association or any of its committees without the authorization of said board of directors or committees.
- C. Use their supervisory or administrative positions to enforce the vote of any member of the association under their supervision at any committee, board, or general membership meeting.

ARTICLE III MEMBERSHIP, DUES, AND VOTING

SECTION I – MEMBERSHIP ELIGIBILITY

- A. **REGULAR MEMBERSHIP.** All persons holding current and valid certification in EMS, or other Health care field, as well as Fire / Rescue Service, and Law Enforcement, shall be eligible for regular membership in the association.
- B. **HONORARY MEMBERSHIP.** Any non-member selected for outstanding contribution to the association may, upon board approval, be given an honorary membership in the association.
- C. **STUDENT MEMBERSHIP.** Any individual who is not currently an Association Member but is currently enrolled in a State of North Dakota approved or nationally recognized EMS initial training program. This one-time student membership status is valid for 365 days from the date of issuance. Student Members may serve on any committee, but may not serve on the Board of Directors or an Officer position.

SECTION 2 - DUES

- A. **REGULAR MEMBER.** The dues of regular members shall be set by the Board of Directors. Membership shall expire on the thirty-first day of December in the year in which the paid membership period ends, and dues shall be due on the first day of January in the year immediately following.
- B. **HONORARY MEMBER.** For those persons designated as honorary members, there shall be no charge of dues.
- C. **STUDENT MEMBER.** The dues of the first-time student members shall be set by the Board of Directors and shall not exceed those of Regular Members. Dues shall be due on the first day of membership.

SECTION 3 - VOTING

- A. **REGULAR MEMBER.** Any person designated as a regular member shall be allowed one vote at any general membership or annual meeting. A member may vote for regional directors in the region of their home address. If the director's physical home address is not located in North Dakota, the closest affiliated North Dakota recognized EMS organization or ambulance service will be used to determine region affiliation.
- B. **HONORARY MEMBER.** Any person designated, as an honorary member shall not have voting privileges within the association or be able to hold an office or serve as a Director to the Board.
- C. **STUDENT MEMBER.** Any person designated as a student member shall not have voting privileges within the association or be able to hold an office or serve as a Director to the Board.

ARTICLE IV OFFICERS

The officers, who shall be Regular Members in good standing of the Association, shall be president, vice president, and secretary/treasurer

SECTION I - ELECTION

The officers of the association shall be elected from the regular membership as outlined in the Nominations/Election Committee section of the policy and procedure manual. Each officer so elected and the immediate past president shall have full voting rights at meetings of the board. A candidate for each office receiving the most votes cast for an office shall be deemed elected to said office. The board of directors shall establish election policies and procedures.

SECTION 2 - TERMS

Each elected officer shall serve for a term of two years, with the President and Secretary/Treasurer being elected on even numbered years and the Vice-President being elected on the odd numbered years, or until a successor is elected or appointed. Terms shall commence following the close of the business at the annual general meeting and run until the close of the business at the annual general meeting two years after the officer's election. (Revised 2/17/04 via e-mail vote)

SECTION 3 - OFFICERS' BONDS

The board may require any officer, agent or employee of the association to furnish a Security Bond for the faithful performance of the duties of such office in such an amount as the board shall prescribe. The association therefore shall pay the premium. Failure to furnish bond upon reasonable request shall be deemed a resignation of the office held by such officer, agent of employee.

SECTION 4 - REMOVAL

Any officer of the association may be suspended or removed by a two-thirds majority vote of the board at a meeting called for the purpose of considering such suspension or removal.

SECTION 5 - VACANCIES

Any vacancies in an office by reason of death, disability, resignation or removal from office shall be filled for the unexpired portion of the term by a remaining member of the board of directors, elected by the board of directors, except that the vice president shall become president.

A vacancy shall also be deemed to exist if the officer shall, for any reason, move to a location outside of the existing boundaries of North Dakota, if they do not maintain Regular Membership in the Association, or fails to maintain active participation with a North Dakota licensed ambulance service or any other EMS organization recognized by the state of North Dakota.

SECTION 6 - DUTIES

- B. **PRESIDENT:** The president shall preside at all meetings of the association and board. He or she shall have charge of, and supervise over, the affairs of the association, appoint all committees and designate the chairman of each, and in general, perform and exercise the usual functions of the office of president of an association. The president also shall be chairman of the board, but will not have voting privileges except in the case of a tie by other board members.
- C. **VICE-PRESIDENT:** In the absence of the president at a meeting, the vice-president shall preside. In the event of a vacancy (noted in section 5) in the office of president the vice-president shall become president.

- D. **SECRETARY/TREASURER:** The secretary shall have charge of all books, records, and papers of the association, give notice of, attend and keep accurate minutes of the meetings of the members of the association and board, be custodian of the corporate seal, carry out the directives of the president and the board and perform the duties of the office of secretary/treasurer of the association. He/she shall hold the necessary papers, instruments, and documents executed on behalf of the association in the event there is no physical administrative office. He/she shall make a summarization of meeting proceedings and actions in the newsletter following each meeting. Treasurer duties include reviewing the financial records and processes of the association in conjunction with the NDEMSEA office staff.

SECTION 7 - PREREQUISITES

No person shall hold the office of president, vice president and secretary/treasurer without first having completed at least one full term of office on the board of directors.

ARTICLE V BOARD OF DIRECTORS

SECTION 1 - COMPOSITION

The composition of the North Dakota EMS Association Board of Directors shall be:

- A. **Regional Directors:** The Board of Directors may have no more than 16 Regional Directors, with no more than four directors coming from any one region. Regional director elections will be held during the election period as outlined in the Nominations/Election Committee section of the policy and procedure manual. The region, in which a director represents, will be determined by their physical home address. If the director's physical home address is not located in North Dakota, the closest affiliated North Dakota recognized EMS organization or ambulance service will be used to determine region representation.
- B. **Officers:** Three state officers elected from the members at the annual general meeting and the immediate past president.
- C. **Special Appointees:** The president shall appoint an individual to serve a three year term on the Board of Directors, with full voting privileges, to represent each of the following areas:
- i. **Education:** This representative shall be a licensed instructor-coordinator in North Dakota and is responsible for representing educational interests in North Dakota.
 - ii. **Rescue:** This representative shall be a member of a fire and/or rescue service and shall represent the interest of North Dakota rescue organizations.
- D. **Advisory Members:** The board, as they deem appropriate and necessary, may solicit

individuals from interested organizations to serve on the Board of Directors in an advisory capacity. Advisory Members shall not have any voting privileges.

SECTION 2 - TERM OF OFFICE

Directors shall be elected as outlined in the Nominations/Election Committee section of the policy and procedure manual. The term of office shall be two years and they shall be staggered so that one-half of the directors' terms expire on odd numbered years and the other half of the directors' terms expire on even numbered years. Their terms shall commence following the close of the business at the annual general meeting.

SECTION 3 - VACANCIES

Any vacancies occurring on the board of directors by reason of death, disability, resignation or removal from office shall be filled for the unexpired term by appointment of that region's chairperson. A vacancy shall also be deemed to exist if the officer shall, for any reason, move to a location outside of the region in which they were elected to represent, if they do not maintain Regular Membership in the Association, or fails to maintain active participation with a North Dakotalicensed ambulance service or any other EMS organization recognized by the state of North Dakota. A vacancy of the immediate past president position by reason of death, disability, resignation or removal from office shall be filled by the next remaining immediate past presidents in order. In the event no remaining immediate past president is able to fill the immediate past president director position, it shall remain vacant until such time as the president is succeeded

The office of a director removed from office by Article V Section 7 shall not be filled by the preceding procedures of this section until 30 days have passed from the time of the director's removal from office.

SECTION 4 – QUORUM

For the transaction of business at an association meeting, a quorum must be present. A quorum is present if two-thirds of the current board is present.

SECTION 5 - VOTING

Each director shall have one vote.

SECTION 6 - POWERS AND DUTIES

The board shall have the power and authority and it shall be its duty to:

- A. Manage and control the business, affairs, funds, property, expenditures and other activities of the association.
- B. Consider the recommendation of association members adopted at the last annual general meeting.

- C. Employ and at its pleasure, discharge all agents and employees, fix their compensation and prescribe their duties.
- D. Authorize and direct the appropriate officers to execute, on behalf of the association, any legal papers, documents, or instruments.
- E. Plan and direct the work and activities to be undertaken by the association, and budget the necessary expenditures to carry out the same.
- F. Assess dues or other charges for membership in the association.
- G. Adopt the initial bylaws, amend or repeal the same, or adopt new bylaws by three-fourth vote of the board.
- H. Adopt rules and regulations, policies and procedures as it shall deem necessary, but not inconsistent with these bylaws.
- I. Amend, modify, or restate the articles of incorporation or substitute new articles therefore.
- J. Do all things authorized or reasonable implied by applicable law deemed necessary and proper to accomplish the purposes of the association.
- K. Serve as chairpersons of committees formed by the board or president.

SECTION 7 – REMOVAL OF A DIRECTOR

Any director having two absences from regular or special meetings per year will be removed from office the day of the second absence. Any director removed may petition the Executive Committee for reinstatement. Said petition shall be sent to an Executive Committee member within 30 days of removal. The director may be reinstated with 2/3rds vote of the Executive Committee.

ARTICLE VI MEETINGS

SECTION 1 - ANNUAL GENERAL

The annual general meeting of the association shall be held each year and notice of said meeting must be given to the association membership at least thirty days prior to said meeting through an official association publication, (including electronic formats). A quorum shall be constituted by a majority of those in attendance. The time and date of said meeting shall be set by the board of directors.

SECTION 2- BOARD MEETINGS

- A. **REGULAR.** The board shall meet at least once each quarter per calendar year at a time and place designated by the president. The board may hold as many regular meetings as the

proper conduct of the affairs of the association may require. A notice of the meeting shall be issued to each member of the board by the president or secretary/treasurer at the direction of the president, no less than fourteen (14) days prior to the meeting. Said notice shall also be published on the official website of the Association.

- B. SPECIAL. The board may hold as many special meetings as the proper conduct of the affairs of the association may require. Special meetings may be held upon call of the president, upon the call of any three directors or upon the call of five percent (5%) of Regular Members in good standing. At least five days written, telephone, or electronic notice of the purpose, date, time, and place shall be given by the president or secretary/treasurer, immediately upon the request of the president, ~~or~~ any three directors, or five percent (5%) of Regular Members in good standing, the exception being a meeting called for constitutional changes, which will require thirty days' notice. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The board may consider only the business for which the meeting was called.
- C. Any association member may attend any regular or special meeting of the board and may be granted privilege of the floor, if approved by a majority of the board present and voting.
- D. Special meetings may be held via teleconference. In the case that a special meeting or a regular meeting is held in a physical location but teleconference is available any board member participating via phone will be considered present and will enjoy all rights afford to the board members who are physically in attendance.
- E. COMMITTEES. Each committee shall meet as often as is necessary in order to accomplish the purpose for which it was established.

ARTICLE VII COMMITTEES

SECTION 1 - STANDING

Committees considered standing shall be chaired by presidential appointment from members of the board. The list of standing committees shall be, but not limited to:

- A. Advocacy
- B. Constitution and Resolutions
- C. Nominations/Elections
- D. Education
- E. Budget and Finance
- F. Publications
- G. Marketing/Membership
- H. Awards

I. Service Directors

SECTION 2 - SPECIAL

The president may appoint special committees for specific functions, and they shall be discharged upon the completion of the duties for which they were appointed.

SECTION 3 – EXECUTIVE COMMITTEE

The Executive committee will consist of the chairpersons of each region, president, vice-president, secretary/treasurer and past-president (as defined in Article V, Section 1, Paragraph B of these articles) of the board of directors. The executive committee may carry on any business of the organization with the exception of fund disbursements outside of financial policies and procedures, and bylaw changes.

**ARTICLE VIII
CONSTITUTIONAL CHANGES**

SECTION 1 - RATIFICATION

These bylaws shall be ratified and accepted by the association's steering committee by a two-thirds majority vote of the members present and voting at the June, 1976 General meeting. Upon ratification on said date, the steering committee shall become the governing body of the association until the first annual general meeting in March or April of 1977.

SECTION 2 – CONSTITUTIONAL CHANGES

These bylaws may be amended or repealed by a three-fourths majority vote of the board at any regular or special meeting, or by a two-thirds majority vote of regular members present and voting at any annual general meeting. Such amendments must be proposed in writing to the board not less than thirty days prior to the legally called meeting at which they are to be considered.

ARTICLE IX MISCELLANEOUS

SECTION 1 - AUDIT AND FINANCIAL STATEMENTS

A complete audit or reviewed financial statement of the bookkeeping records of the association shall be made before each annual general meeting by an appropriate committee or certified public accountant and reported to such annual general meeting. An audit shall be done by a certified public accountant prior to a new treasurer taking office or by direction of the board of directors of the association. An annual financial statement for the association's fiscal year shall be published in an official association publication (including electronic formats).

SECTION 2 - CONDUCT OF MEETING

The most recently revised edition of Robert's Rules of order shall govern the parliamentary procedure at all meetings of the association board and committees.
A roll call vote shall be held upon call of any regular member immediately following a verbal vote.

SECTION 3 - INSIGNIA

Any emblem, insignia, motto, letterhead design, etc, shall become representative of the association upon two-thirds majority of the board at any regularly scheduled board meeting, or by simple majority of the general membership at an annual general meeting.

SECTION 4 - ORDER OF BUSINESS

At all meetings of the membership, board, or committees, the order of business shall be as follows:

- A. Call to order
- B. Roll call
- C. Reading and approval of minutes of the previous meeting
- D. Old Business
- E. New Business
- F. Committee reports
- G. Adjournment

ARTICLE X NAEMT REPRESENTATION

The representative to NAEMT shall be the president or their designee and one other person designated by the president.

ARTICLE XI STATE EMS ASSOCIATION NETWORK

The representative to the State EMS Association Network shall be the president or designee thereof.

NORTH DAKOTA EMS ASSOCIATION

Articles of Incorporation and Bylaws as drawn June 6, 1976 with revisions adopted 9/03/81, 4/16/82, 4/16/82, 6/6/82, 4/11/85, 8/16/87, 4/9/92, 6/12/94, 4/20/95, 1/7/96, 1/12/98, 1/27/02, 2/17/04 (via e-mail vote), 4/1/2009, 3/3/2011, 6/11/2012, 3/10/2016, 3/16/2022.