

**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 Systems of the North Dakota 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 “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 thereunder. 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 annual general membership meeting passing by a majority of voting members present.

**ARTICLE II  
OBJECTIVES, LIMITATIONS AND PENALTY**

**SECTION 1 – OBJECTIVES**

Objects 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, the board of directors, or general membership meeting.

## **ARTICLE III MEMBERSHIP, DUES, AND VOTING**

### **SECTION 1 – 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 approval of the board of directors, 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 begin on the day dues are submitted. Membership shall expire on the thirty-first (31<sup>st</sup>) day of December in the year which the paid membership period ends.
- 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 (1) vote at any general membership or annual general meeting. A regular member's vote may be cast by absentee following the election policies established by the board of directors. A member may only vote for regional directors in the region of their home address. If the member'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 on the board of directors.
- 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 on the board of directors.

## **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 1 – 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 shall have full voting rights at meetings of the board of directors. 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 (2) years, with the president and secretary/treasurer being elected on even numbered years and the vice president being elected on odd numbered years, or until a successor is elected or appointed. Term shall commence following the close of business at the annual general meeting and run until the close of the business at the annual general meeting two (2) years after the officer's election. (Revised 2/17/04 via e-mail vote).

### **SECTION 3 – OFFICERS' BONDS**

The board of directors 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 of directors 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, or employee.

### **SECTION 4 – REMOVAL**

Any officer of the Association may be suspended or removed by a two-thirds (2/3) majority vote of the board of directors 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**

- A. **PRESIDENT:** The president shall preside at all meetings of the Association and the board of directors. The president 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 of directors, but will not have voting privileges, except in the case of a tie by other members of the board of directors.
- B. **VICE PRESIDENT:** In the absence of the president at a meeting, the vice president shall preside. In the event of a vacancy in the office of president (noted in Article IV, Section 5), the vice president shall become president.
- C. **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 the board of directors, be custodian of the corporate seal, carry out the directives of the president and the board of directors, and perform the duties of the office of secretary/treasurer of the Association. The secretary/treasurer shall hold the necessary papers, instruments, and documents executed on behalf of the Association in the event there is no physical administrative office. The secretary/treasurer 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 (1) 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 sixteen (16) regional directors, with no more than four (4) directors coming from any one (1) 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 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: The president, vice president, and secretary treasurer as defined in Article V.
- C. Immediate Past President: The person who served as president of the Association immediately prior to the current president.
- D. Special Appointees: The president shall appoint one (1) individual to serve a term of three (3) years on the board of directors 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.
- E. Advisory Members: The board of directors, as they deem appropriate and necessary, may solicit individuals from interested organizations to serve on the board of directors in an advisory capacity.

## **SECTION 2 – TERM OF OFFICE**

Regional directors shall be elected as outlined in the Nominations/Election Committee section of the policy and procedure manual. The term of office for regional directors shall be two (2) years and they shall be staggered so that eight (8) directors' terms expire on odd numbered years and eight (8) directors' terms expire on even numbered years. Their term shall commence following the close of 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 director, for any reason, moves to a location outside of the region in which they were elected to represent, if they do not remain 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. 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 available to fill the immediate past president director position, it shall remain vacant until such time as the president is succeeded.

## **SECTION 4 – QUORUM**

For the transaction of business at an Association meeting, a quorum must be present. A quorum is present if two-thirds (2/3) of the voting members of the current board of directors is present.

### **SECTION 5 – VOTING**

Each member of the board of directors shall have one (1) vote. Advisory members of the board of directors as defined in Article V, Section 1, Item E shall not have voting privileges.

### **SECTION 6 – POWERS AND DUTIES**

The board of directors 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 rules and regulations, policies, and procedures as it shall be necessary, but not inconsistent with these bylaws.
- H. Amend, modify, or restate the articles of incorporation or substitute new articles therefore.
- I. Do all things authorized or reasonably implied by applicable law deemed necessary and proper to accomplish the purposes of the Association.
- J. Serve as chairpersons of committees formed by the president.

### **SECTION 7 – REMOVAL OF A DIRECTOR**

Any director having two (2) 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 thirty (30) days of removal. The director may be reinstated with two-thirds (2/3) 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 (30) days prior to said meeting through an official Association publication, inclusive of 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 MEETING**

- A. **REGULAR.** The board of directors shall meet at least once each quarter per calendar year at a time and place designated by the president. The board of directors 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 of directors 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 of directors 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 (3) directors, or upon call of five percent (5%) of regular members in good standing. At least five (5) 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, any three (3) directors, or five percent (5%) of regular members in good standing, the exception being a meeting called for constitutional changes, which will require thirty (30) 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 of directors 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 of directors and may be granted privilege of the floor, if approved by a majority of the board of directors 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 member of the board of directors participating via teleconference will be considered present and will enjoy all rights afforded to members of the board of directors 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 of directors. 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 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 C of these articles). 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 (2/3) 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 (3/4) majority vote of the board of directors at any regular or special meeting, or by a two-thirds (2/3) majority vote of regular members present and voting at any annual general meeting. Such amendments must be proposed in writing to the board of directors not less than thirty (30) 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 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 of directors and committees.

## **SECTION 3 – INSIGNIA**

Any emblem, insignia, motto, letterhead design, etc., shall become representative of the Association upon two-thirds (2/3) majority of the board of directors at any regularly scheduled meeting of the board of directors, or by simple majority of the general membership at an annual general meeting.

## **SECTION 4 – ORDER OF BUSINESS**

At all meetings of the membership, the board of directors, 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.