

BYLAWS of the SOUTH DAKOTA AMBULANCE ASSOCIATION

ARTICLE I - NAME

The name of this organization is the SOUTH DAKOTA AMBULANCE ASSOCIATION, hereinafter referred to as “the Association”.

ARTICLE II - PURPOSE

This is a non-profit, non-sectarian, voluntary, private organization incorporated for the following:

1. To provide an organized and unified voice for ambulance services to intermediaries, legislators and regulatory bodies.
2. To develop and promote a code of ethics for ambulance services.
3. To provide for the exchange of appropriate information with those interested in ambulance services and pre-hospital medical care.
4. To promote understanding, cooperation and communication among ambulance services.
5. To develop and promote professionalism and quality standards of patient care and assurance of quality in the ambulance industry.
6. To initiate, sponsor and promote educational programs, cost-saving projects and research in the ambulance industry.
7. To assemble and disseminate information about the issues and needs of ambulance services.
8. To establish cooperative liaison activities with other associations and governmental agencies interested in the improvement of emergency medical care for the benefit of all providers of ambulance care in general.
9. To promote health and safety in the state of South Dakota.

ARTICLE III - MEMBERSHIP

Section 1. Membership Criteria.

Eligibility for membership shall be approved by a majority vote of the Board of Directors and shall not be denied for reason of race, color, religion, sex, age or national origin. Membership will be open to any organization or entity meeting the criteria established in Section 2 herein, and willing to abide by the by-laws of the Association.

Section 2. Classes of Membership.

Memberships in the Association shall be available to the following classes of individuals or entities:

- A. Active Membership. Any South Dakota organization engaged in the business of providing fee for service ground or air ambulance transportation which meets the standards of the Board of Directors, and is not eligible for any other membership category. Each active member organization shall designate a single representative who shall retain the sole authority and privilege of the member for the purposes of voting on official business of the Association. Only active members can vote.
- B. Associate Membership. Rescue squads and First Responder agencies which are staffed by full time, part time or volunteers. Associate Members cannot be eligible for Active Membership. Associate Members shall not having voting rights, shall not hold office or serve on the Board.
- C. Affiliate Membership. Any company or individual that has an interest in the purposes of the SOUTH DAKOTA AMBULANCE ASSOCIATION, but shall not include those eligible for Active or Associate Membership. Affiliate members shall have no voting rights, shall not hold office or serve on the Board of Directors.
- D. Corporate Membership. Corporate Membership shall include companies or individuals that have an interest in the purpose of the SOUTH DAKOTA AMBULANCE ASSOCIATION and that charge for goods or services

provided to the membership, but shall not include those eligible for Active or Associate Membership. Corporate Members shall have no voting rights, shall not hold office or serve on the Board of Directors, except in an ex-officio capacity.

- E. Honorary Membership. Honorary Membership can be conferred by a two-thirds [2/3] majority of those present and qualified to vote in an annual meeting, to persons who have rendered distinguished services to the Ambulance service industry and whose names have been recommended by the Board of Directors. Honorary Members shall not be entitled to hold office or vote and shall be exempt from the payment of dues.

Section 3: Duration

Membership of a person or organization eligible under Article III, Section 1, shall commence with the acceptance of an application by the Board of Directors and shall continue until termination as provided in Section 4 of this Article.

Section 4: Qualification

As a condition of membership in the Association, each member is to continuously conform to the provisions of the Articles of Incorporation, the Bylaws, the standards and decisions of the Board of Directors and Members, in addition to such other provisions as set forth in these Bylaws.

Standard of Conduct. In order to be considered for membership or retain membership in good standing, no person or organization can be found to have committed any violation listed below:

1. Conviction of any Federal, State or local laws including fraud, larceny, bribery or other egregious felonies that would have deleterious effects on the ambulance industry.
2. Falsification of any information submitted to the Association.
3. Failure to meet any financial obligation justly due to the Association.
4. Willful acts that discredit the Association.
5. Representing the Association or expressing an opinion in the name of the Association without official authority.
6. Theft or misappropriation of any property or any act to defraud the Association.
7. Any inappropriate use of Association material, resources and/or information.
8. Employee recruitment at any Association sponsored function.

Section 5. Resignation, Suspension, Expulsion and Reinstatement of Membership.

- A. Resignation. A member in good standing may tender his/her resignation in writing to the Secretary. No dues paid by the member for less than one year in advance of the date of the resignation or for the current membership year shall be refunded to the member. Such resignation shall not relieve the member of the obligation to pay all dues, assessments or other charges therefore accrued and unpaid up to and including the date of the resignation.
- B. Suspension. Membership renewal notices will be mailed to all active members in January each year and payment of renewal fees will be received in the Association office no later than April 30. Lack of payment by April 30 will result in suspension of the membership until such time as the due are paid. The Board of Directors may extend said time as they feel necessary. Suspended members shall not have voting rights and cannot hold office or serve on the Board until such times as the membership is returned to active status.
- C. Expulsion-Misconduct. Any applicant, member, organization or member's representative can be rejected or expelled from the Association when it has been determined that a violation has occurred specific to Article III, Section 4, *Standard of Conduct*. Such recommendations shall be in writing by the Board of Trustees to the Ethics Committee stating specific reasons therefore. The Ethics Committee shall first notify such member by certified mail and return receipt requested to the last address as it appears on the records of the

Association, of the charges presented against him/her. He/she shall have the right to prepare a written defense and to appear before the Ethics Committee of which meeting he/she shall be notified at least thirty [30] days in advance. The Ethics Committee shall consider the complaint and report back to the Board of Trustees, and if in their opinion the charges have been sustained, the accused may be expelled or permitted to resign.

- D. Reinstatement. Upon written request filed with the secretary, the Board of Directors by the affirmative vote of two-thirds [2/3] of the members of the Board may reinstate a former member to membership upon such terms as the Board may deem appropriate in accordance with the Bylaws.

Section 6: Dues.

All members will pay non-refundable dues as determined by the Board of Directors.

ARTICLE IV - Meetings

Section 1: Members Annual Meeting

The Annual Meeting of the members shall be held at such time, date and place as determine by the Board of Directors. The purpose of the meeting shall be the election of Directors and Officers, and the transaction of other business.

Section 2: Members Special Meetings

Special Meetings may be called by either the President, the majority of the Board of Directors or by signed petition of at least twenty-five percent [25%] of the Active Membership conditioned upon notice being issued by the Secretary to all members in good standing not less than twenty [20] and no more than sixty [60] days prior to the date of such meetings. Only the issues stated in the Notice of Special Meeting can be considered for action and no other business shall be conducted.

Section 3: Board of Directors Meetings

- A. A minimum of four [4] regular meetings of the Board of Directors shall take place during each fiscal year.
- B. Special meetings of the Board of Directors. A meeting of the Board of Directors may be called for any purpose by the President and shall be called by the President upon the written request of any three [3] Directors. Members of the Board of Directors may participate in a meeting through the use of conference telephone or similar communications equipment so long as all members participating in such meeting can hear one another. Participating in a meeting by this means constitutes presence at such meeting.
- C. The time and place of the meetings shall be determined by the President, or in the case of a special meeting, as specified by the notice of the meeting.
- D. Emergency Session of the Board of Directors. Emergency session of the Board of Directors can be called by the President, or majority of the Board of Directors to handle an urgent matter that has arisen which time would preclude a calling of a special meeting. Only those issues pertinent to the urgent matter can be considered by the Board and no other action can be taken. Members of the Board of Directors may participate in a meeting through the use of conference telephone or similar communications equipment so long as all members participating in such meeting can hear one another. Participating in a meeting by this means constitutes presence at such meeting.

Section 4: Notices

Notices shall specify time, date, place and purpose of the meetings, and shall be deemed given when deposited in the United States mail, first class postage paid thereon. Waiver of Notice may be accepted if in writing, and the presence of a member shall constitute a waiver of notice.

- A. Member's Regular Meetings. Notice of all regular meetings of the Association shall be sent to each member not less than thirty [30] days prior to the meeting.

- B. Member's Special Meetings. Notice of special meetings of the Association shall be sent not less than ten [10] days prior to the meeting.
- C. Notice of meetings of the Board of Directors shall be sent electronically to each Board member not less than five [5] days prior to the meeting.
- D. Exemptions. Emergency sessions of the Board of Directors and conferences do not require written notice. 6

Section 5: Quorum

- A. Member's Annual and Special Meetings. No less than twenty percent [20%] of the Active Membership, including the presence of three [3] members of the Board of Directors, shall constitute a quorum for the annual meeting.
- B. Regular or Special Meetings of the Board of Directors. A quorum for all regular or special meetings of the Board of Directors shall consist of a simple majority of the members of the Board. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

ARTICLE V – BOARD OF DIRECTORS AND OFFICERS

Section 1: Number and Composition

The number of the directors shall consist of eleven [11], seven [7] of which shall be regional members and one Director at Large shall be elected by the membership of the Association as a whole. A second Director at Large position shall be filled by the Immediate Past President of the Board. The elected offices of President, Vice President, Secretary and Treasurer shall complete the Board.

1. The President of the Association shall be considered the chairperson presiding over the Board.
2. No two offices shall be held by the same person.

Section 2: Terms

Directors and officers shall serve two [2] year terms.

- A. Vice President. The Vice President shall serve on the Board of Directors for a period of six years; two [2] years as Vice President; two [2] years as President; and, two [2] years as Immediate Past President.

Section 3: Removal

- B. Any Director who shall be absent from three [3] consecutive meetings of the Board of Directors without adequate cause as determined by the Board of Directors may be regarded as thereby resigning from the Board, subject to review by the Board of Directors. Any Director that misses fifty percent [50%] of the meetings in a calendar year will be deemed resigned from the Board subject to review of the Board.
 1. Directors who are no longer actively associated with an Active Member or who have retired shall be regarded thereby as resigning from the Board, subject to review by the Board of Directors. Upon a vote of the Board of Directors, a Director would be allowed to complete his or her term in office.
 2. Directors who are no longer actively associated with an Active Member or who have retired may request the status of Emeritus Director after serving a minimum of three terms on the Board of Directors and/or as an Officer. The Board of Directors must approve any application for Emeritus Director. Emeritus Directors will be considered advisors to the Board of Directors and may attend meetings of the Board of Directors for that purpose. Emeritus Directors shall have no vote on the Board and shall be exempt from the payment of dues.
- C. Officers who are no longer actively associated with an Active Member or who have retired shall be regarded as thereby resigning as an officer and Board of Directors member, subject to review by the Board of Directors. Upon a vote of the Board of Directors, an Officer would be allowed to complete his or her term in office.
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Directors and/or as an Officer. The Board of Directors must approve any application for Emeritus Director. Emeritus Directors will be considered advisors to the Board of Directors and may attend meetings of the Board of Directors for that purpose. Emeritus Directors shall have no vote on the Board and shall be exempt from the payment of dues.

- D. Officers may be removed by any Annual or Special Meeting of the Active Membership by the affirmative vote of two-thirds [2/3] of all Active Members whenever in their judgment the best interests of the Association will be served thereby. Members must be notified thirty [30] days in advance that this item will appear on the agenda.

Section 4: Vacancies

A vacancy of an officer or Director on the Board of Directors shall be filled by appointment of the President with approval of the Board of Directors for the remainder of the unexpired term with the exception of the President who shall be automatically replaced by the Vice President. A vacancy in the position of Vice President will require a new election for this position at the time of the next regular election of the Association.

Section 5: Powers and Duties

All the powers of the Association and vested in and shall be exercised by the Officers and Board of Directors unless otherwise prescribed by statute or these bylaws.

- A. President. The President shall be considered the chief executive officer of the Association and the Chairperson of the Board of Directors retaining such privileges to call executive sessions of the Board and direct the affairs of the association between meetings. The President shall, subject to the approval of the Board of Directors, appoint the chairperson of all committees.

He/she shall preside at all meetings of the Board of Directors and of the members. He/she shall be a non-voting ex-officio member of all standing committees of this Association, except the Nominating Committee.

- B. Vice President. The Vice President shall perform the duties of the President during the President's absence or inability to act and shall perform such other duties as may be assigned by the Board of Directors. The President Elect shall automatically succeed to the Presidency without election.
- C. Immediate Past President. The Immediate Past President shall perform whatever duties are assigned to him/her by the President or Board of Directors.
- D. Secretary. The Secretary or his/her designee shall keep or cause to be kept all corporate records and a current membership roster. The Secretary or his/her designee shall also see that notices of meetings are appropriately sent in accordance with these bylaws. The Secretary shall in general perform all duties incident to the office of Secretary and any other duties as may be assigned by the President or Board of Directors.

The Secretary or his/her designee shall keep or cause to be kept, a minute book which shall contain:

1. The record of all meetings of the Board of Directors including: date, place, those attending, the proceedings thereof signed by the Secretary of the Association and a copy of the notice of the meeting and when and how given.
 2. The record of all meetings of the membership including date, place, members present and the proceedings thereof signed by the Secretary of the Association and a copy of the notice of the meeting and when and how given.
 3. A copy of the articles of incorporation and all amendments thereof.
- E. Treasurer. The Treasurer shall have or cause to have custody of all monies and securities of the Association, shall keep regular books of account and in general shall perform all duties as may be assigned by the President and Board of Directors. The Treasurer shall be responsible for the deposit of monetary assets to the credit of the Association in a depository designated by the Board of Directors and shall be responsible for the disbursements of the funds of the Association as authorized by the Board of Directors.

All disbursement checks shall be signed by any one of the following: President, Vice President, Secretary, or Treasurer. The Treasurer must provide a report of all disbursements at the annual meeting.

- F. Board of Directors. 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 Association, and shall also have such powers and duties including, but not limited to, the following:
1. To set and establish general policies and to promulgate directives and programs to effectuate those policies for the operation, maintenance and betterment of the Association.
 2. To oversee the general affairs of the Association.
 3. To adopt and approve an operating budget for the Association each fiscal year and to establish and fix the membership dues for each class of member.
 4. To adjust or increase the amount of any such dues and to levy and collect in addition hereto, special assessments in such amounts as the Board may deem necessary to meet the financial requirements of the Association.
 5. To purchase or arrange for such services, machinery, equipment, materials, and supplies as in the opinion of the Board of Directors may from time to time be necessary for the proper operation and maintenance of the Association.
 6. To contract, employ or retain professional services and to fix their compensation whenever such professional advice or services may be deemed necessary by the Board.
 7. To cause such operating accounts and escrow and other accounts, if any, to be established and opened by the Treasurer.
 8. To make and enforce compliance with such reasonable rules and regulations relative to the affairs of the Association and to amend the same from time to time, when approved by appropriate resolutions.
 9. To take such other actions and approve such expenditures as it deems to be in the best interest of the Association or its members.

Section 6. Effective Date of Office

Newly elected Officers and Directors shall assume positions immediately following the close of the general membership meeting.

Section 7. Policy Decisions

An affirmative vote of a majority of the Board of Directors present and voting at any regular meeting shall be required to approve any issues or items properly brought before the Board of Directors.

Section 8. Referendum

The Board of Directors may refer any question to the Active Members for decision by the written ballot. In each case, the Secretary shall define the question and the effect of "aye" or "nay" votes. Proponent and opponent statements, if available, will be furnished. A majority vote of respondents shall determine the issue.

Section 9. Compensation

Officers and the Board of Directors shall receive no compensation for their services unless authorized by the Active Membership. The Association shall make no loans to any Officer or Director, nor shall it guarantee the obligations of any Officer or Director. Reimbursement for expenses incurred on behalf of the Association will be reimbursed as finances of the Association permit. The Board of Directors shall establish the limits of reimbursement.

ARTICLE VI – COMMITTEES

Section 1. Appointments

The President shall confirm appointment and replacements of the committees with the approval of the Board of Directors, except as otherwise provided.

Section 2. Nominating Committee

A Nominating Committee shall be appointed by the President subject to the approval of the Board of Directors not less than ninety [90] days prior to the annual election.

The Nominating Committee will consider any names submitted by the Active Membership as potential candidates for the proposed slate and will certify each nominee's eligibility for the office he/she will fill. The Committee shall insure that there are candidates for all offices and board positions without any limit to the number of candidates per office.

At either a regular or special meeting of the Board of Directors, the Chairperson of the Nominating Committee shall present to the Board a slate of candidates that have been certified as eligible by the Committee.

Section 3. Legislative Committee

The Board of Directors, including the Officers of the Association, shall serve as the Legislative Committee of the Association. The Legislative Committee will monitor state and national legislative activities and guide the activities of the Association on legislative initiatives that affect the members of the Association.

Section 4. Ethics Committee

Volunteers from the Active Membership will be selected to serve on the Ethics Committee. Membership on this committee will be determined annually.

Section 5. AD HOC Committees

The President may appoint special committees to address specific needs of the Association as may be required from time to time.

ARTICLE VII – ELECTIONS

Section 1. Elections. All Active Members shall be eligible to vote by mail only, except no more than one [1] person per member can participate in the election process. Elections shall be by majority vote.

Section 2. Ballots. The Board of Directors shall cause to be mailed at least forty-five [45] days prior to the annual meeting of the membership, the names of the nominees certified by the Nominating Committee and the positions for which they have been nominated.

- 1) Ballots must be received in the Association office not later than five [5] days prior to the annual meeting.
- 2) Ballots shall be kept sealed until the annual meeting at which time the Nominating Committee and the Past President shall tabulate said ballots. Results of the elections will be announced at the Annual General Membership Meeting.
- 3) Ballots not fully completed will not be used in the tabulation of votes.
- 4) Only one [1] ballot, one vote, permitted per membership.

ARTICLE VIII – GENERAL PROVISIONS

Section 1. Fiscal Year

The fiscal year of the South Dakota Ambulance Association shall be the calendar year.

Section 2. Commitments

No member of the South Dakota Ambulance Association shall make financial or policy commitments in the name of the Association except as authorized by the Board of Directors.

Section 3. Audit

There shall be an annual review of the finances of the South Dakota Ambulance Association by an independent auditor.

Section 4. Dissolution

In the event of the dissolution of the Association, the assets thereof, both real and personal, after provision for payment and discharge of all liabilities, shall not become the property of any member of the South Dakota Ambulance Association but shall be distributed to such organizations as are qualified as tax-exempt under Section 501 [c] [3] of the Internal Revenue Service code or the corresponding provisions of a future United States Internal Revenue Service Code.

An affirmative vote of fifty-one percent [51%] of all Active Members shall be required for dissolution.

ARTICLE IX – AMENDMENTS TO THE BYLAWS

Bylaws may be adopted, amended or replaced at any annual or special meeting of the Active Members by a two-thirds [2/3] vote of the membership in attendance. The membership shall be notified in writing of the proposed action at least thirty [30] days in advance of the meeting.

ARTICLE X – INDEMNIFICATION

Section 1. Indemnification of Officers and Directors.

The Association shall indemnify every Officer and Director, 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 a Director or Officer of the Association, 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 matter covered by the settlement as to which the Association is aided by counsel that the person be indemnified has not been guilty of gross misconduct in the performance of their duty as such Director or Officer in relation to the matter involved. The foregoing rights shall not be exclusive of other rights to which the Director or Officer may be entitled. All liability, loss, damage, costs and expenses incurred or suffered by the Association by reason or arising out of or in connection with the foregoing indemnification provisions, shall be treated by the Association as operating expenses.

Section 2. Insurance

The Association may purchase and maintain liability insurance on behalf of any person who serves in any capacity in the Association.