



BYLAWS

Article I. Name, Territory & Office

1. The name of the Association shall be the Minnesota Emergency Care Association doing business as the Minnesota Ambulance Association, (MAA).
2. The territory of the MAA shall be the total area of the State of Minnesota.
3. The principal office of the MAA shall be located in the State of Minnesota in such place as the Board of Directors shall designate.

Article II. Purpose

1. The purpose of the MAA shall be documented in the MAA Articles of Incorporation. The MAA operates under Section 501 of the Internal Revenue Code.
2. The Vision of the MAA is *Minnesota's member-driven advocacy organization promoting and strengthening Emergency Medical Services (EMS)*.
3. The Mission of the MAA is to *Advance EMS leadership, policy and practice*.
4. The Guiding Principles/Values of the MAA are *We constantly strive to exhibit:*
 - a. **Commitment to Members** – *We respond to member interests through action, achieving results and moving the organization toward its vision and goals.*
 - b. **Professionalism, Respect and Openness** – *We value each other and our partners and act with integrity. We expect the honest exchange of information and ideas.*
 - c. **Leadership** – *We value leadership in our industry.*
 - d. **Learning** – *We value continuous personal and organizational learning.*

Article III. Membership and Dues

1. There shall be six classes of membership: Ambulance Service, Medical Response Unit, Individual, Regional Systems, Associate and Corporate.
 - a. Ambulance Service Member - is a natural person, partnership, association, corporation or unit of government possessing a valid license issued to provide EMS by the State of Minnesota Emergency Medical Services Regulatory Board (EMSRB).
 - b. Medical Response Unit (MRU) Member – is a natural person, partnership, association, corporation or unit of government that provides non-transporting EMS that may or may not be registered with the EMSRB. An MRU can be independent or attached to various disciplines, EMS, fire or law enforcement.
 - c. Individual Members – are natural persons who are or have been employees or volunteers of a partnership, association, corporation or unit of government involved in providing EMS and/or public safety, or EMS student in Minnesota.
 - d. Regional Systems – are identified as the eight Programs which receive funding as from the EMSRB in accordance with Minnesota Statute 144E.52.

- e. Associate Members - are natural persons, partnerships, associations, corporations, or units of government that do not provide direct patient care, and do not provide, sell or offer to sell products or services to Ambulance Services or Medical Response Units.
 - f. Corporate Members - are natural persons, partnerships, associations, corporations, or units of government that do not provide direct patient care, and do provide, sell or offer to sell products or services to Ambulance Services or Medical Response Units.
2. The annual dues for members of the MAA shall be determined annually by the Board of Directors at the annual meeting.
 3. Voting Members of the MAA are Ambulance Service Members and MRU Members, one membership equals one vote. However, services with operations in multiple regions, shall also have one vote in the region where a base of operations is located.
 4. Membership in the MAA shall terminate automatically upon nonpayment of annual dues.
 5. Membership in the MAA shall be terminated if a member has engaged in conduct unbecoming a member of the MAA, or engaged in conduct detrimental to the MAA or its reputation. Such termination requires a two-thirds vote by the Board of Directors.

Article IV. Regions

1. The territory of the MAA shall be divided into organizational units called regions. The number of regions shall be 8, the same 8 regions as outlined by the EMSRB.

Article V. Board of Directors

1. The governing body of the MAA shall be known as the Board of Directors (Board). It shall have 15 members:
 - a. Director and Alternate Director from each of the 8 regions
 - i. Directors elected in even numbered years.
 - ii. Alternate directors elected in odd numbered years.
 1. Directors and Alternates shall be elected for a two year term by the voting members (defined in Article III 3.) in that region. Nominations and election shall be conducted with the help of the MAA office between September 15 and November 15. Elections shall be confirmed at the Annual Meeting of the MAA.
 - b. President
 - i. Prior President Elect.
 - ii. Preside at Board Meetings.
 - iii. Ex-officio member of all committees.
 - iv. Succeeds to Past President after two years as President.
 - c. Vice President
 - i. Elected for a two year term by a majority vote of the Board at the first board meeting following the annual meeting of an odd numbered year
 - ii. Serve in place of the President when necessary.
 - iii. Other duties as assigned.
 - d. Secretary/Treasurer
 - i. Elected for a two year term by a majority vote of the Board at the first board meeting following the annual meeting of an odd numbered year.
 - ii. Supervisory charge of and responsibility for minutes, records, monies, reports of receipts and disbursements, tax and information returns of the MAA.
 - iii. Other duties as assigned.
 - e. Past President
 - i. Prior President.

- ii. Serves a two year term.
 - iii. Duties as assigned.
 - f. President Elect
 - i. Elected for a two year term by a majority vote of the Board at the first board meeting following annual meeting of an odd numbered year.
 - ii. Learn role of President.
 - iii. Succeeds to President .
 - g. A representative from the Regional Systems membership.
 - i. Appointed by Regional Directors.
 - ii. Regional System represented must be a member of the MAA in good standing.
 - h. A representative from the MSFCA (Minnesota State Fire Chiefs Association)
 - i. Appointed by MSFCA from a fire based EMS system.
 - ii. Must be a member of the MAA in good standing.
2. No member shall hold more than one position on the Board.
 3. Members eligible to serve on the Board as directors, director alternates and executive committee members, include Ambulance Service Members and MRU Members, and must be in good standing.
 4. Members holding seats outlined in Article V. 1. g. & h., our partners, shall have one vote at board meetings. The partners may also appoint an alternate representative. Partner member and alternate appointees shall be confirmed at the annual meeting.
 5. The Board shall have control over and direct the programs and services of the MAA. It shall determine its policies within the limits of the bylaws, and have discretion in the disbursement of the funds of the MAA. It may adopt rules and regulations for the conduct of its business, as it deems advisable and may appoint and/or contract professional staff and advisors as it deems necessary.
 6. 50% of the members of the Board shall constitute a quorum at any meeting of the Board.
 7. The Board shall meet upon the call of the President at such times and places as he/she deems appropriate. Notice of regular Board meetings including relevant materials shall be e-mailed to each member prior to the date of the meeting. Meeting notices will also be posted on the MAA website (www.mnems.org). Members may request written notification by contacting the MAA office.
 8. Board Meetings shall be conducted in accordance with Robert’s Rules of Order.
 9. If any member of the Board is absent from two (2) consecutive Board meetings in one year without notice given to the President, the position shall be declared vacant.
 10. Vacancies for an unfilled or unexpired term shall be filled as follows:
 - a. Officers – appointed by the Board.
 - b. Regional Directors – appointed by the Board.
 - i. The vacancy occurs within six (6) months of the end of the normal term, at which time the position will be filled by appointment of the Board of Directors.
 - c. All others – appointed by the organization represented.
 - d. Vacancy appointments shall be confirmed at the next regular Board meeting.
 11. There shall be an Executive Committee. Its members shall be the President, Past President, President Elect, Vice President and Secretary/Treasurer.
 - a. The Executive Committee may confer between meetings of the Board to implement policies and directives that cannot reasonably wait for a regular Board meeting. All actions taken shall be reported to the Board at the next regular meeting.
 - b. Executive Committee meetings may be called by any member of the Executive Committee.
 - c. Action taken by the Executive Committee shall have a unanimous vote of all five members.
 - d. Up to one position on the Executive Committee can be held by an MRU Member.

Article VI. Officer Roles and Responsibilities

1. President

- a. The president shall serve as the chairperson of the Board of Directors, the chairperson of the Executive Committee, and an ex-officio member of all committees. The President shall have the privilege to call executive sessions of the Board of Directors and shall direct the affairs of the association between meetings of the Board of Directors.
 - i. Preside at all meetings of the Board of Directors and chair Executive Committee meetings.
 - ii. Act as official spokesperson for the association or designate appropriate persons.
 - iii. Call executive sessions to address problems or occurrences that arise between regularly scheduled meetings as prescribed in the bylaws.
 - iv. Serve as liaison with other organizations or appoint the appropriate designee.
 - v. Coordinate strategic planning sessions and workshops to update long-range plans.
 - vi. Submit articles for MAA Newsletter.
 - vii. Approve draft agendas for Quarterly Meetings.
 - viii. Evaluate the performance of any contracted entities on an annual basis.
2. Vice President
 - a. The Vice President shall assist the President and perform other duties as delegated by the President and Board of Directors. In the absence of the President, the Vice President shall assume all duties of the President. The Vice President shall serve on the Executive Committee.
 - i. Perform the duties of the President in his/her absence.
 - ii. Serve as a member of the Executive Committee.
 - iii. Serve as a member of the Board of Directors at quarterly board meetings.
3. President Elect
 - a. The President Elect shall assist the President and perform other duties as delegated by the President and Board of Directors. The President Elect shall learn the role of the President during the 2 years preceding his/her term. Upon termination or expiration of the President's term, the President Elect shall automatically succeed the President without election. The President Elect will serve on the Executive Committee.
 - i. Learn the role of the President and assist him/her as delegated.
 - ii. Serve as a member of the Executive Committee.
 - iii. Serve as a member of the Board of Directors at quarterly board meetings.
4. Secretary/Treasurer
 - a. The Secretary/Treasurer shall be responsible for overseeing the maintenance of the financial books and records of the association. The Secretary/Treasurer shall approve all disbursements of funds and oversee the deposit of all moneys, checks, and other valuables in to such depositories as approved by the Board of Directors. The Secretary/Treasurer shall prepare the association's budget and render financial statements to the Board of Directors quarterly and to the general membership annually.
 - b. The Secretary/Treasurer has supervisory charge of and responsibility for meeting minutes, membership rosters, and meeting notices. The Secretary/Treasurer will serve on the Executive Committee.
 - i. Prepare the association's budget.
 - ii. Prepare financial statements in a format acceptable to the Board of Directors.
 - iii. Present the financial report at Quarterly Board Meetings.
 - iv. Ensure that minutes of all proceedings of the Board of Directors are properly documented.
 - v. Ensure that all meeting notices adhere to MAA bylaws and Minnesota Law.
 - vi. Serve as a member of the Executive Committee.
 - vii. Serve as a member of the Board of Directors at quarterly board meetings.
5. Past President

- a. The Past President shall serve on the Board of Directors in a consultative role until the end of the current President's term. If the Past President is unable to assume the role of the Past President, the position shall remain vacant until the current President succeeds to the office of Past President. The Past President shall serve on the Executive Committee.
 - i. President shall serve on the Executive Committee.
 - ii. Serve as an advisory consultant to the current President and Board of Directors.
 - iii. Serve as a member of the Executive Committee.
 - iv. Attend quarterly Board Meetings.
 - v. Serve as a member of the Board of Directors at quarterly board meetings.

Article VI. Committees

1. Current Committees are listed and maintained in the current MAA Work Plan.

Article VII. Annual Meetings

1. There shall be an annual meeting of the MAA during the December board meeting unless otherwise ordered by the Board of Directors, for the purpose of receiving annual reports, adopting programs and services and transacting other business.
2. Notice of the annual meeting shall be e-mailed to each member at least thirty (30) days prior to the date of the meeting. Notification of the annual meeting is also posted on the MAA website (www.mnems.org). Members may request written notification by contacting the MAA office.
3. Relevant materials for the annual meeting shall be e-mailed to each member prior to the meeting. Members may request written materials by contacting the MAA office.
4. There will be one vote allowed to be cast by each voting members in good standing. No proxy voting will be permitted.
5. The Board of Directors shall approve the MAA Budget annually at the annual meeting
6. The Board of Directors shall approve the MAA Work Plan annually at the annual meeting.

Article VIII. Amendments

1. The provisions of the Articles of the Bylaws may be altered, amended or revised at any regular board meeting. Proposed alterations, amendments and revisions shall be submitted to the membership 30 days prior to the vote on such changes. Alterations, amendments and revisions may be initiated by a voting member. Approval of alterations, amendments and revisions requires a two-thirds vote by the Board of Directors.