

BY-LAWS

MASSACHUSETTS AMBULANCE ASSOCIATION

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**ARTICLE I -- NAME/OFFICES**

1.1 Name. The name of the Association shall be the Massachusetts Ambulance Association established as a non-profit corporation under the applicable statutes of the Commonwealth of Massachusetts, hereafter referred to as Association.

1.2 Principal Office. The principal office of the Association shall be maintained at the offices of the general counsel for the Association. The Corporation shall have offices in such other places as the Board of Directors shall determine.

**ARTICLE II -- SEAL/FISCAL YEAR**

2.1 Seal. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words, "MASSACHUSETTS AMBULANCE ASSOCIATION, INCORPORATED" around the periphery, and the figures "1980 Incorporated" within.

2.2 Fiscal Year. The fiscal year of the Association shall begin on the first day of January and end on the last day of December.

**ARTICLE III -- APPLICABILITY**

3.1 Applicability. These by-laws and any validly adopted amendments shall be applicable to every member of the Association.

3.2 Each member upon accepting membership herein, shall be deemed to have fully subscribed to the conditions set forth.

**ARTICLE IV — PURPOSE**

4.1 The Association is organized for the primary purpose of promoting excellence and quality in the ambulance industry. And to;

4.1.1 Assist its members in meeting this and other objectives through education, resources, and communications, technology, and to;

4.1.2 Encourage the highest standards of ethics and conduct throughout the ambulance community, and to;

4.1.3 Encourage improvements in ambulance service standards, and to;

4.1.4 Promote cooperation among those who are directly or indirectly involved in the ambulance profession, and to;

4.1.5 Provide information to individuals and government entities and to advocate on matters pertaining to the ambulance industry, and to;

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4.1.6 Protect the interests of Association members and the public they serve.

### ARTICLE V – MEMBERSHIP

5.1 Membership Criteria. Membership will be open to any person, organization or entity meeting the criteria established in Section 5.3 herein, and willing to abide by the by-laws of the Association.

5.2 Membership Privileges. All classes of members are entitled to all rights and privileges offered by the Association without limitation to the number of participants engaged in activities of the Association except; that only the Active class of membership is eligible to vote and hold office as prescribed by the by-laws.

5.3 Classes of Membership. Membership in the Association shall be available to the following classes of individuals or entities:

5.3.1 General Membership in this Corporation shall be available to any licensed non-municipal owned ambulance service regardless of its business structure (e.g., Corporation, partnership, or sole proprietorship). General Membership shall be held by and in the name of the ambulance service, rather than any individual. Voting privileges shall be limited to one vote per General Member. Each General Membership's ownership or management council shall designate a representative who shall be empowered to vote on behalf of such Member.

5.3.2 Associate Membership shall be available to any individual or entity who supports the purposes of the Corporation as stated in Article 1, and who is not otherwise eligible for General Membership. Associate Members shall be entitled to attend and participate in designated meetings of the Corporation. Associate Members shall not have voting privileges.

5.3.3 Lifetime Membership may be awarded from time to time in recognition of an individual's outstanding contributions to the industry and to the Corporation. Any General Member may nominate an individual for such an award. If a majority of the General Members votes to confer such an award on a candidate, he or she shall thereafter be a non-voting member of the Corporation for as long as he or she desires, and shall enjoy all the other benefits of membership, with any and all dues to be waived.

5.4 New Membership Application. Application for membership shall be made upon the proper form, as prescribed by the Board of Directors or its duly authorized designee, and submitted with such fees as may be required, to the principal offices of the Association or the Association's duly authorized designee.

5.5 Resignation. A member in good standing may tender their resignation, in writing, to the Secretary. No dues paid by the member for less than one year in advance of the date of resignation or for the current membership shall be refunded to the member. Such resignation, shall not relieve the member so resigning of the obligation to pay all dues, assessments or other

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charges there-to-fore accrued and unpaid up to and including the date of resignation.

5.6 Transferability. Upon change in operational control of an organization, membership may be transferred to a successor, subject to ratification by a majority vote of the Board of Directors.

5.7 Membership Dues. The annual dues, payable for the calendar year, shall be determined by the Board of Directors, and shall be due on a pro rata basis upon joining and thereafter shall be due in advance by January 1<sup>st</sup>. No General Member may vote or attend meetings if the Member's dues or any special assessment have not been paid in full, unless prior dispensation has been granted to the Member by the Board of Directors. No General Member may nominate a representative for any corporate office if the Member's dues or any special assessment have not been paid in full. Failure of any General Member or Associate Member to pay its annual dues or any special assessment within ninety (90) days of the date due shall be grounds for termination of membership. Such termination may be effected by a majority vote of the Board of Directors, after due notice to the Member. Termination of the membership for non-payment of dues or of any special assessment shall render a member ineligible for renewed membership until the following calendar year or as voted by the Board of Directors.

### ARTICLE VI – BOARD OF DIRECTORS

6.1 Powers. The property, affairs, and business of the Corporation shall be managed by the Board of Directors, who may exercise all such powers of the Corporation as are not by law required to be otherwise restricting the generality of the foregoing, the Board of Directors, shall have power to enter into any contracts, including appointment of counsel, certified public accountant, and other persons, items or services which they may deem advantageous to the Corporation, and in general to exercise such other powers, and do all such other things as are not by statute, or by Articles of Organization or by the By-Laws, required to be exercised or done by the Members. The Directors may, from time to time, delegate any of their powers to committees or officers, subject to any regulations imposed by the Board.

6.2 Number. The General Membership shall elect five (5) directors who shall jointly constitute the Board of Directors of the Corporation.

6.3 Election. Commencing on November 1<sup>st</sup> in a year which an election will be held, each General Member will have the opportunity to designate one senior level manager or owner as its candidate for the Board of Directors by forwarding such nomination to the Corporation's General Counsel via electronic transmission. Only one individual from each General Member may be eligible to hold office at any one time. The nomination period will close no later than December 1<sup>st</sup> in a year in which an election will be held. By at least December 7<sup>th</sup> in a year in which an election will be held, the Corporation's General Counsel will provide the General Membership eligible to vote with a voting ballot via electronic transmission. The General Member will thereafter have the opportunity to submit their vote to the Corporation's General Counsel by 11:59 p.m. on December 31<sup>st</sup>. Said vote will be duly counted and credited so long as it is received, via mailing, electronic transmission, facsimile, or otherwise by 11:59 p.m. on December 31<sup>st</sup>.

6.4 Disclosure of Conflicts. Any member seeking election to the Board of Directors shall, prior

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to the General Membership's vote, disclose each industry issue, subject, person, or entity in which he or she has a financial or other interest where there is the potential that the Corporation may make decisions that affects that issue, subject, person or entity.

6.5 Disclosure Statement. Each Member will describe clearly his or her interest in each such issue, subject, person or entity on the supplied Disclosure Statement form and submit it to the Corporation's general counsel prior to a scheduled vote. Disclosure Statement is attached as Appendix "A". The Board of Directors may from time to time amend the Disclosure Statement as the Directors deem appropriate. Failure to file a Disclosure Statement prior to the commencement of the vote will exclude the member from seeking election and will result in his/her name not being placed on the ballot or being removed from the ballot but in the event a vote is cast for that member, such vote will not be counted. The original Disclosure Statements will be retained and kept on file by the general counsel.

6.6 Distribution. The Disclosure Statements will be distributed by General Counsel to the General Membership by electronic means or at the annual meeting upon which a vote is schedule prior to commencement of the vote.

6.7 Officers. Subsequent to the vote and election, the Board of Directors will meet no later than January 10<sup>th</sup> to nominate and select the officer positions to serve the duration of the term.

6.8 Officer Duties.

- (a) President. The President shall be the chief executive officer of the Corporation. He/she shall see that all order and resolution of the Board of Directors are carried out or complied with, and shall discharge all duties imposed by law upon the President of the Corporation.
- (b) Vice President. In the event of the absence or disability of the President, the Vice President shall preside at all meeting of the Board of Directors and/or the members. He/she shall discharge all duties imposed by law upon the President in his/her absence or disability.
- (c) Clerk. The Clerk shall faithfully discharge his/her duties, shall keep the records of the Corporation and members, and shall give notice of all meetings of the members in the manner prescribed by these by-laws, shall have the custody of the record books and shall discharge all other duties properly appertaining to this office, and which may be imposed upon him/her by the Board of Directors.
- (d) Treasurer. The Treasurer and the President shall have charge of the Corporation's financial affairs and shall have the custody of its money and securities. He/she and the President or their designee, shall deposit all moneys and valuables in the name and to the credit of the Corporation in such depositories as shall be determined by the Board of Directors. He/she and the President shall disburse the funds of the Corporation as ordered by the Board of Directors or Executive Committee. He/she shall be accurately recorded and shall render to the President and the Directors at regular meetings of the Board or when they require it, an account of his transactions

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as Treasurer, and of the financial condition of the Corporation, and shall discharge all other duties properly appertaining to this officer, or which may be attached thereto by the Board of Directors.

6.9 Term. If elected, such individual shall serve on the Board of Directors for a two-year term, or until such time as s/he resigns, is removed, or ceases to be employed by the General Member who designated him/her.

6.10 Resignation of Directors. Any Director may resign by giving written notice to the Board of Directors, or the President or Clerk, and upon the acceptance of his resignation by the Board of Directors, his/her office shall be vacant. The Board of Directors, at its sole discretion, will decide whether to fill the vacancy. In any event, the continuing Directors may act notwithstanding any vacancy on the Board.

6.11 Removal of Directors. A Director may be removed at any time by a vote of the general membership pursuant to the procedures set forth herein:

6.11.1 Procedure: Any General member may make a motion for the removal of a Board member. The motion must be duly seconded by another General member. The Board Member will receive written notification of the Motion for removal by the Board of Directors or General Counsel within 5 business days. Discussion of the Motion will occur at the next scheduled General Membership meeting. At this time, such Board Member will have an opportunity to discuss the Motion. After discussion of the motion, a vote on the Motion will occur by electronic vote. Removal of a Board member requires an affirmative two thirds (2/3) vote of all General members.

6.12 Quorum of Directors. A majority of the current Directors shall constitute a quorum for the transaction of business.

6.13 Recusal. Prior to any Board decision, all members of the Board of Directors shall declare any conflict(s) of interest that could possibly prejudice the decision making process. If such a conflict of interest is revealed, the applicable Board member(s) will recuse themselves from any further involvement in the action.

## ARTICLE VII – STANDARDS OF CONDUCT

7.1 Standards of Conduct. In order to be considered for membership or retain membership in good standing, no person or organization can be found to have violated any of the provisions listed below. This list is intended as a guideline and includes, but is not limited to:

7.1.1 Willful violation, resulting in a conviction, of any federal, state or local laws, including fraud, larceny, bribery or other egregious felonies, that would have an adverse effect on the ambulance industry.

7.1.2 Falsification of any information submitted to the Association.

7.1.3 Failure to meet any financial obligation justly due the Association.

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7.1.4 Willful acts to discredit the Association.

7.1.5 Representing the Association or expressing an opinion in the name of the Association without official authority.

7.1.6 Theft or misappropriation of any property or any act to defraud the Association.

7.1.7 Engaging in any activity which may conflict with the interests, goals, and objectives of the Association.

7.1.8 Employee recruitment at any Association sponsored function.

7.1.9 Any inappropriate use of Association materials, resources, and information.

7.1.10 No member shall knowingly engage in any illegal self-referral patterns. Illegal is meant to be any willful violation, resulting in a conviction of the federal anti-kickback statutes.

### **ARTICLE VIII — GROUNDS FOR REJECTION, SUSPENSION & EXPULSION**

8.1 Rejection, Suspension, Expulsion. Any member organization or member's representative can be rejected, suspended or expelled from the Association at any time pursuant to the procedures set forth in Section 8.2.

8.2 Procedure. Any General member may notify General Counsel of any alleged violations of the Standard of Conduct. After an investigation, the General Counsel may make a recommendation for a motion for the rejection, suspension, or expulsion of any member organization or member's representative that must be so moved by a General Member. The motion must be duly seconded by another General member. The member organization or member's representative will receive written notification of the Motion for removal from the Board of Directors or General Counsel within 5 business days. Discussion of the Motion will occur at a Special Membership Meeting scheduled within two weeks or at the next scheduled General Membership meeting. At this time, such member organization or member's representative will have an opportunity to discuss the Motion. After discussion of the motion, a vote on the Motion will occur by electronic vote which would remain open for one (1) week. Removal of a member organization or member's representative requires an affirmative two thirds (2/3) vote of all General members.

### **ARTICLE IX — MEETINGS OF THE CORPORATION**

9.1 The Annual Meeting. The Annual Meeting of the Corporation shall be held at the hour stated in the Notice of the Meeting to be held by March 1st of each year at a place to be chosen by the Board of Directors in the Commonwealth of Massachusetts.

9.2 Special Meetings. Special meeting of the Corporation for any purpose other than those required by statute, shall be called by the Clerk whenever a majority of the Board of Directors, or the President shall so order, or upon the written request of three or more General Members

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entitled to vote, and such request shall state the time, place and purpose of such meetings. In the event the President or Board of Directors deems appropriate, the special meeting of the corporation could take place by way of a conference call or electronic mail.

9.3 Notice. Notice of the Annual Meeting and of Special Meetings of the Corporation shall be given by the Clerk either by fax, electronic mail, or United States Postal Service mailing, delivering to eligible General Members, at least seven (7) days before the day fixed for the meeting, a notice stating the place, day, hour and purpose of the meeting. The notice so communicated shall be directed to each General Member at the last address given to the Clerk, and every General Member shall for all purposes be deemed to have received due notice of a meeting if a representative is present or if such Member has, in writing, waived such notice before or after the meeting.

9.4 Quorum. At least one-third of the eligible General Members is required to constitute a quorum. Notwithstanding the foregoing, a smaller number may convene from time to time.

### ARTICLE X — NOMINATIONS

10.1 Nominations. Each General Member may nominate one senior level manager or owner as a candidate for a position on the Board of Directors. Such nominations will be made electronically to the General Counsel.

### ARTICLE XI -- RECORDS

11.1 Minutes. The Association, or its duly authorized designee, shall keep or cause to be kept, a minute book which shall contain:

11.1.1 A copy of the articles of incorporation and all amendments thereof and a copy of all Certificates filed with the Secretary of State.

11.1.2 The record of all meetings of the Board of Directors including: date, place, those attending, the proceedings thereof, a copy of the notice of the meeting and when and how given and written approval of the minutes of the meeting. Copies of all meeting minutes shall be electronically mailed to the general membership prior to the next regularly scheduled meeting.

11.1.3 The record of all meetings of the membership including date, place, members present and the proceedings thereof, a copy of the notice of the meeting and when and how given and written approval of minutes of the meeting. Copies of all meeting minutes shall be electronically mailed to the general membership prior to the next regularly scheduled meeting.

### ARTICLE XII – AMENDMENTS

12.1 By-laws Amendments. Any General member may make a motion to amend the by-laws. The motion must be duly seconded by a General member. Discussion of the Motion will occur at the next scheduled General Membership meeting or Special Meeting. After discussion of the



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motion, a vote on the Motion will occur by electronic vote which would remain open for a period of one (1) week. Amendment of the By-laws requires an affirmative two thirds (2/3) vote of General Members at the General Membership meeting or Special Meeting duly called for that purpose.