

BY-LAWS
of the
TAYLOR COUNTY (IOWA)
EMERGENCY MEDICAL SERVICES ASSOCIATION

The following articles shall govern the operating of the *Taylor County Emergency Medical Services Association*:

Article I – Name and Geographical Area

Section 1. Name: The official name of this organization shall be the Taylor County Emergency Medical Services Association (TCEMSA).

Section 2. Geographical area: TCEMS will serve Taylor County, Iowa, and areas in adjacent counties that are within the service areas of Taylor County EMS Programs.

Article II – Purpose and Objectives

Section 1. The general purpose of TCEMSA is the improvement and maintenance of quality Emergency Medical Services for citizens residing in the local service areas of its members and for such transient citizens who may pass through the county. Additional purposes are to enhance cooperation, communication, and training within the organization, and the provision of emergency health care by its members.

Section 2. In order to fulfill the purpose of TCEMSA, the activities of the organization shall include, but are not limited to:

- A. The receipt and disbursement of governmental or private funds
- B. Development of standards for equipment and training
- C. Annually review ambulance/rescue calls for problems that might arise during these calls
- D. Develop and promote training for departments within this organization
- E. Other such activities that will improve, promote, and provide Emergency Medical Services within the members' service areas.

Article III – Duration and Dissolution

Section 1. The duration and existence of TCEMSA shall be perpetual unless terminated or dissolved by an affirmative vote by 2/3 of the total members on a written ballot.

Section 2. In the event of dissolution, any property or funds which may be under control of TCEMSA shall be distributed according to prior intent as established by the membership, or shall be transferred to another non-profit organization avowing like purpose.

Article IV – Powers

TCEMSA shall have the power to do all things necessary to carry out the purpose as set forth in Article II, insofar as the same is not in conflict with any existing laws of the State of Iowa.

Article V – Council

Section 1. The Council shall be the voting body of the TCEMSA, with each member of the Council having one vote.

- a. Each Service Program Director shall serve on, or appoint a member of his or her Service Program to serve on, the Council.
- b. For a Service Program to maintain voting rights of its Council member, the Service Program must be current in payment of annual dues to TCEMSA.
- c. Proxy – A proxy may be appointed by any member of the Council.
 - i. The proxy must be an Active Member of TCEMSA
 - ii. Notice of this appointment may be provided by verbal or written statement, email, or other means of reliable communication.

Section 2. A Council Member who holds office on the Executive Board shall retain voting rights, except for the President, who votes only to break a tie. If the President is a Service Program Director, he or she may appoint another member of his or her Service to serve as a voting member of the Council, so that all Service Programs retain a vote on all issues.

Article VI – Executive Board

Section 1. The Executive Board of TCEMSA shall be nominated by a nominating committee appointed by the President of the Executive Board, and then shall be voted on by the Council by motion or written ballot. All officers must be Active Members of TCEMSA.

Section 2. The Executive Board of the TCEMSA shall consist of a President, Vice-President, Secretary and Treasurer.

Section 3. Duties

- a. The President shall preside over all meetings of the TCEMSA, and of the Executive Board, and shall be the Chief Executive Officer of the organization and perform such duties as are necessary to the office of President as may be prescribed by the TCEMS Council. The President may be a member of all committees of the organization. The President shall concern himself or herself with the implementation of policy set by the Executive Board. The President shall announce meetings according to Article IX, sections 4 and 5.
- b. The Vice-President, in the absence or disability of the President, shall perform the duties and exercise the powers of the President, subject to control of the TCEMSA Council.
- c. The Treasurer shall have the care and custody of the TCEMSA funds and shall keep full and accurate accounts of receipts and disbursements of all monies received and paid, in accordance with the state regulations. He or she shall exhibit such books of account and records to any Association member at any time, upon request and shall render detailed financial statements to them. He or she may execute all instruments requiring the signature of the Treasurer.
- d. The Secretary shall attend all meetings of the TCEMSA, shall record all proceedings and votes of meetings of the Council, shall sign the notices for meetings thereof, and shall perform, in general, the duties incident to the office of the Secretary, subject to the control of the Council.

Section 4. The Executive Board shall be elected for one-year terms or shall hold office until their successors have been chosen. No person may fill the same office for more than three consecutive terms.

Section 5. Any Executive Board officer unable or unwilling to fulfill the obligations of their office is requested to submit a written resignation to the TCEMSA Executive Board before the next regular meeting. To be considered willing to serve, Executive Board members must attend at least three out of four meetings each year.

Section 6. Vacancies – When vacancies occur in an office before its holder’s term has expired, the election process as stated in Section 1 of this Article, shall be followed to elect a successor to fill the position for the balance of the term at the earliest time possible.

Article VII – Membership

Section 1. Taylor County EMS Organizations with State Service Program Authorization shall be considered Service Members of the Association.

Section 2. Individuals certified as EMS Providers who are affiliated with a Service Member shall be considered Active Members of the Association.

Section 3. Service Programs based outside Taylor County, but who provide care in Taylor County per assigned territories, shall be considered Affiliate Members of the Association. Affiliate Members do not pay dues, and shall not be entitled to make motions, vote or hold office. However, they shall have the right of the floor at meetings upon the request of one Council member, and may serve as members of the Association’s Committees.

Section 4. Other Medical and/or Emergency Service Organizations which are not State Authorized EMS Service Programs (such as law enforcement organizations, hospitals, public health, etc.) located in or providing service in Taylor County, may be invited to participate in the activities and meetings of the Association as deemed appropriate by the Council. These groups shall not be considered members of the association, but they shall have the right of the floor at meetings upon the requests of one Council member, and may serve as members of the Association’s Committees.

Section 5. State Certified EMS Providers residing in Taylor County but not affiliated with a Service Member will be considered Associate Members.

Article VIII – Committees

The Executive Board may establish any committee deemed necessary for the efficient operation of TCEMSA. Members of these committees must be members of TCEMSA as described in Article VII.

Article IX – Meetings

Section 1. Regular meetings shall be held on the 2nd Tuesday of the months of October, January, April, and June, unless otherwise specified. Meeting places will be held in the cities of the Service Programs in alphabetical order of the services with current paid dues to TCEMSA. Special meetings may be called at the discretion of the Executive Board, with location to be determined by the Executive Board.

Section 2. A quorum shall be a simple majority of the council.

Section 3. Rules of Procedure – Robert’s Rules of Order shall be used to conduct all regular and special meetings, except if otherwise specified.

Section 4. Notice of Meetings – Notice of all meetings shall be sent to each organization which is represented in TCEMSA. This notice shall be either mailed or electronically mailed a minimum of 10 days prior to regular meetings, and as early as feasible for special meetings. The meetings may be announced in the local papers, and can be pagged at any time.

Article X – Financing

Section 1. TCEMSA may cooperate with, contract with, and accept and expend funds from Federal, State, and Local Associations, public or semi-public, or private individuals or corporations, and may carry out such cooperative undertakings and contracts as long as the same are for the purpose set forth in these Articles for TCEMSA.

Section 2. The membership of TCEMSA shall be informed as to such financial transactions (i.e. funds obtained, received, and expended) in the name of the TCEMSA through the means of an Annual Financial Report and all such transactions shall be a matter of public record.

Section 3. Any expenditure other than that required for regular meeting notices shall require approval from the Council prior to spending.

Article XI – By=Laws

TCEMSA shall establish such additional by-laws as are necessary for the internal operations of this organization. Adoption, amendment, or such by-laws shall require a 2/3 majority vote of a quorum of the County present at a regular meeting of TCEMSA.

*Amended By-Laws on April 14, 2009