

# **Minnesota Chapter Bylaws**

## **Article I: Purpose and Mission**

### 1.1 Purpose and Mission

The NAEMSP® - Minnesota Chapter is constituted and formed for the purpose of promoting the professional growth of its members, networking with people of similar interests, developing leadership skills through opportunity, advocating for the interests of the membership, promoting awareness of EMS within the local community, and participating in and developing educational opportunities locally. As a Chapter of the National Association of EMS Physicians®, all activities of the Chapter will be in accordance with the standards established by the Association. The purpose and mission statement of the Association also extend to the Minnesota Chapter.

### 1.2 Duration

The term of existence of the Chapter shall be perpetual unless dissolved according to the bylaws of the Association.

## **Article II: Membership and Privileges**

### 2.1 Chapter Membership

Anyone that qualifies for NAEMSP® membership and lives or works within the geographic boundaries of the Minnesota Chapter qualifies for membership. Membership categories shall be the same as the National Association. All members of the chapter must be an active member of NAEMSP®.

### 2.2 Voting Privileges

All members of the Chapter shall be entitled to vote for chapter officers and directors and to vote to change the bylaws in accordance with the procedures outlined in these bylaws.

### 2.3 Obligations of Members

By virtue of membership, each member of the Chapter agrees to be bound by these bylaws and all lawful rules and practices adopted by the board of directors of the Chapter and of the Association.

### 2.4 Action on Behalf of the Chapter

Only the officers of the Chapter, the board of directors of the Chapter, and other authorized agents of the Chapter may state policies or positions on behalf of the Chapter. Any policy and position of the Chapter must be consistent with those of the National Association.

## **Article III: Resignation**

### 3.1 Resignation

Membership in the chapter requires membership in NAEMSP®. Membership in the chapter shall be terminated immediately upon termination of membership in NAEMSP®.

#### **Article IV: Assessments**

##### 4.1 Dues

The Minnesota Chapter does not collect dues.

#### **Article V: Meetings**

##### 5.1 Annual and Special Meetings

There will be a formal meeting of the Minnesota Chapter at the Association's Annual Meeting or other venue as determined by the executive committee annually. Other meetings throughout the year will be held as circumstances and needs dictate, as determined by the executive committee. The executive committee at its discretion may call special meetings.

##### 5.2 Voting

Any voting member may be represented in person or by proxy at any meeting, but each voting member shall be entitled to only one vote. (A voting member may not cast their own vote and a proxy vote.)

#### **Article VI: Officers and Board of Directors**

##### 6.1 Officers

The officers of the Chapter shall consist of a president, immediate past president, vice president, and secretary-treasurer. These officers are responsible for the day-to-day operations of the Chapter.

##### 6.2 Board of Directors

The board of directors is responsible for the direction of the Chapter and long-term planning. The Chapter president chairs the Board of Directors. The board of directors shall consist of the Chapter president, immediate past president, vice president, secretary-treasurer, and a member at large. (For the purpose of the initial election, two members at large will be elected. This is to account for the absence of an immediate past president, and at such time an immediate past president is established, the board will return to a single member at large.)

##### 6.3 NAEMSP® Board of Directors Liaison

The Chapter Board of Directors shall recognize a liaison from the NAEMSP® Board of Directors. This liaison shall be appointed by the NAEMSP® Board of Directors and approved by vote of the Chapter Executive Committee.

##### 6.4 Election Procedure

Any Chapter member may nominate another eligible member (including him or herself) for an open position. To be eligible for nomination, the member must meet the requirements for membership in the chapter, as outlined in Article II, throughout the duration of the term for which he or she is nominated. Voting in the general election will be undertaken via mail or online: one vote per person. Each voting member shall have one vote for each open position of president, vice-president, secretary-treasurer and each open director position. Each open board position will be filled by the nominee receiving the most votes. An uncontested open position will be filled by the nominee regardless of the number of votes received for that position. Elections will be held the same time as the National elections. In the case of a tie in the election of any position, a run-off election for the tied candidates will be held. The run-off election will begin at the discretion of the current Chapter president. Voting will be open for a 14-day period, otherwise following the same procedures as the general election. No changes to the official candidate statements will be allowed during this period. The newly elected officers and directors will take their positions at the same time as the National Association. No officer or board member may hold more than one position on the board at a time.

### 6.5 Terms of Office

The term is for two (2) years. Term limitations are established at two consecutive terms for each office, unless no new candidate is nominated. A term will not count towards the term limitation unless the member shall have served at least 11 months in that position.

### 6.6 Rules of Succession

Officers and directors shall hold office until a successor has been duly elected and takes office. In the event of a vacancy in the offices of vice president or president-elect, secretary-treasurer or director due to death, resignation, or otherwise, the position shall be filled through appointment by the president and must be approved by the board of directors. In the event of similar vacancy in the office of president, the vice president or president-elect will assume command for the unexpired term. If he or she is unable to take over the role of president, then succession falls to the secretary-treasurer of the Chapter. In the event of any succession, the succeeding officer will be eligible at the completion of the unexpired term of his or her predecessor for election to two full terms in that position.

### 6.7 Meetings of the Board

Meetings of the board of directors shall be open to the members of the Chapter. A closed executive session may be called by the board for just cause, but all voting must be in open session by open ballot. Special meetings of the board of directors may be called by or at the request of the executive committee, any four directors, or at the request of 20 percent of all of the voting members of the Chapter. Any member of the Chapter may submit any resolution or item for discussion and vote at any of the board meetings.

### 6.8 Quorum

At any meeting of the board of directors, a majority of the directors shall constitute a quorum for the transaction of business.

### 6.9 Resignation

A director or officer may resign at any time by giving written notice to the board, the president, or the secretary-treasurer of the Chapter. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

#### 6.10 Majority Action

Except as otherwise provided in these bylaws, every act or decision done or made by a majority of officers and directors present at any meeting duly held at which a quorum is present shall be the act of the board of directors. Voting may also be conducted by electronic mail.

#### 6.11 Removal of an Officer or Director

Any officer or director may be removed from office by a vote passed by at least three-quarters of the entire board of directors. A recall requires a petition by one-third of the entire board of directors or ten percent of Chapter membership. If an officer or director misses three consecutive meetings of the board, the board may then, at its discretion, declare the position to be vacant.

### **Article VII: Committees of the Board**

#### 7.1 Executive Committee

The executive committee shall consist of the president, immediate past president, vice president, and secretary-treasurer. The executive committee shall have the authority to act on behalf of the board subject to ratification by the board. The executive committee shall meet at the call of the president, vice president or secretary-treasurer. A report of its actions shall be given to the board. Any tie vote of the executive committee may be decided by the president.

#### 7.2 General Committees

The executive committee may appoint committees and task forces to address issues of the Chapter. Meetings shall be at the discretion of the committee chair. Each committee chairperson is responsible for an annual report to the officers and board of directors.

### **Article VIII: Accountability**

#### 8.1 Records

Minutes of the meetings of the board and books of account shall be open to inspection by any member of the Chapter and the National Association.

#### 8.2 Rules of Order

The Chapter shall follow Dr. James E. Davis' Rules of Order.

### **Article IX: Indemnification**

9.1 The directors and officers of the Chapter shall not be personally liable for any debts, liabilities, or other obligations of the Chapter or the Association. The Association shall defend

current and former directors and officers against all claims, suits, actions, or other proceedings that arise as a result of such persons' position with the Chapter. The Association shall hold harmless and indemnify each director and officer for reasonable expenses and liabilities incurred in all such proceedings.

**Article X: Amendments to Bylaws**

10.1 These bylaws may be amended, repealed or altered in whole or in part by a vote passed by at least two-thirds of the entire board of directors or at least two-thirds of the voting members of the Association.

Approved January 10, 2019 by  (Bjorn Peterson, MD – President)

*Ratified by unanimous vote of charter members present*