



Bylaws of the Wisconsin Emergency Medical Technicians Association, Inc.

Revisions

Rev. 05/98
Rev. 10/07
Rev. 10/10
Rev. 10/15
Rev. 04/17
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SECTION 1. Name

1.1 Name. The legal name of the Organization shall be the *Wisconsin Emergency Medical Technicians Association, Inc.*, a Wisconsin non-stock corporation organized under Chapter 181, Wisconsin Statutes.

1.2 Doing Business As. The Organization conducts business under the registered trade names Wisconsin EMS Association and WEMSA, and may register or discontinue additional trade names as authorized by the Board of Directors.

SECTION 2. Offices

2.1 Offices. The principal office of the Corporation shall be located at such location within the State of Wisconsin as the Board of Directors shall determine appropriate. The Corporation may maintain additional offices within or outside of Wisconsin as the Board deems necessary and appropriate.

SECTION 3. Relationship to Articles of Incorporation

3.1 Subordination. These are the Bylaws of the Wisconsin Emergency Medical Technicians Association, Inc., doing business as the Wisconsin EMS Association. The Bylaws are subordinate to and controlled by, the Restated Articles of Incorporation dated April 17, 1993 (including any subsequent amendments thereto). Nothing in these Bylaws is intended to conflict with the Articles of Incorporation. If any such conflict is found to exist the Articles of Incorporation shall control.

SECTION 4. Purpose and Mission

4.1. Purpose. The purposes for which the Association is formed are:

4.1.1 Uniform Standards. To promote and encourage the acceptance of a uniform standard of recognition for the skills and abilities of the emergency medical responders, emergency medical service practitioners, and emergency medical service providers.

4.1.2 Professional Status. To promote the professional status of the emergency medical responders, emergency medical service practitioners, and emergency medical service providers.

4.1.3 Upgrade Skills. To foster, encourage and promote the constant upgrading of the skills, abilities, qualifications and educational requirements of the pre-hospital emergency medical services.

4.1.4 Encourage, Promote and Support. To encourage, promote and support the establishment of emergency medical services systems at the local, county, regional, state and national levels.

4.1.5 Information, Education and Guidance. To offer information, education and guidance on current concepts of pre-hospital emergency care and government policies related to the control, certification and licensure of the emergency medical responders, emergency medical service practitioners, and emergency medical service providers.

4.1.6 Research. To promote, encourage and continue research related to the care and transportation of the sick and injured.

4.1.7 Public Welfare. To promote the public welfare and the education of the general public regarding pre-hospital emergency medical services.

4.1.8 Resources and Service. To provide resources and services to the pre-hospital emergency medical care provider or to others in furtherance of the purposes of the Association.

4.2 Mission. The Wisconsin EMS Association's mission is to represent and support the collective interests of its members as the Voice for EMS by promoting education, advocacy, and collaboration to strengthen emergency medical services throughout Wisconsin.

SECTION 5. Membership.

5.1 Active Members. Any person that holds an active membership within a membership class is considered an active member of the Association. Individuals and companies apply and can be approved for membership. Active members in good standing shall have the rights and privileges specified for their class of membership, including, where applicable, make motions at annual meetings, vote, hold any office of the association, and receive member benefits.

5.2 Dues. Annual membership dues and assessments, if any, shall be established by resolution of the Board of Directors. A member whose dues remain unpaid thirty (30) days after their due date shall be deemed not in good standing and may have membership privileges suspended until paid.

5.3 Classes of Membership. The Association has classes of membership as established by the Bylaws. The Association may adopt policies defining benefits of each membership class, provided that only Individual Members, Agency Members, Retired Members, and Lifetime Members, in good standing, shall be entitled to vote, hold office, or make motions at annual meetings. The classes of membership are as follows:

5.3.1 Individual Member. Any person who is an actively licensed EMS provider in any state or nationally licensed by NREMT and interested in the purposes of the Association and pays annual dues is classified as an Individual Member.

5.3.1.1 Individual Members may be located in or outside Wisconsin. Only Individual Members who reside in Wisconsin or are primarily employed, appointed, volunteering, or serving with a Wisconsin-based ambulance or emergency medical responder agency are eligible to vote, hold office, or make motions at annual meetings.

5.3.2 Business Member. Any organization, company, corporation or educational institution that has an interest in the purposes of the Association and wishes to further support the Association's mission and that pays dues shall become a Business Member. Business Members are not eligible to vote, make motions, or hold office.

5.3.3 Agency Member. Any emergency medical services entity that has an interest in the Association, and wishes to further support the Association's mission and that pays dues shall become Agency Member. Individuals listed on an Agency Member roster are eligible voting members.

5.3.3.1 Agency Member voting eligibility shall be limited to those individuals identified on the official Agency Member roster on file with the Association. Each Agency Member shall submit and update its roster in the manner

prescribed by the Association. Roster changes shall be effective only upon receipt and recognition by the Association and may be subject to a record date or cutoff established for any meeting or election.

5.3.3.2 Agency Members may be located in or outside Wisconsin. Only Agency Members licensed in Wisconsin may have members eligible to vote. Only individuals listed on the official roster of such a Wisconsin licensed Agency Member, and who are affiliated with and primarily serve that organization in Wisconsin, are eligible to vote or hold office.

5.3.4 Student Member. Any student enrolled in a Wisconsin approved emergency medical services training center program or course through a state-approved training center, has an interest in the Association, and wishes to further support the Association's mission. Student Membership is free for one year from the original joining date. Student Members are not eligible to vote, make motions, or hold office.

5.3.5 Retired Member. Retired Members are considered active members of the association and may receive applicable benefits. The Association may define a policy for eligibility for Retired Membership.

5.3.6 Non-EMS Affiliate Member. Any individual or entity who is not an actively licensed EMS individual or provider that has an interest in the purposes of the Association and wishes to further and support the Association's mission and that pays dues shall become a Non-EMS Affiliate Member. Non-EMS Affiliate Members are not eligible to vote, make motions, or hold office.. The Association may define a policy for eligibility for Non-EMS Affiliate Membership.

5.3.7 Lifetime Member. The Board of Directors may award Lifetime Membership to a person based upon exceptional service to the Association or in recognition of exceptional contributions to WEMSA. The requirements and qualifications to receive such an award are determined by the Board of Directors on an individual basis. Lifetime Members are considered eligible voting members but are not required to pay annual dues.

5.4 Discrimination. The Association does not and shall not limit membership on the basis of race, color, religion, creed, gender, gender expression, age, national origin, ancestry, disability, marital status, sexual orientation, or military status or any other category protected by applicable law.

5.5 Voting. A member entitled to vote may cast one vote upon matters properly brought before the membership. No member is entitled to vote on behalf of another member. Each eligible voting member in good standing shall be entitled to one vote on matters properly submitted to the membership. Proxy voting is prohibited; however, electronic or mail balloting authorized by the Board shall constitute valid voting.

5.6 Membership Not Assignable. Membership in the Association, or any other interest therein, shall not be assignable, nor shall membership or any other interest in the Association pass by operation of law or otherwise to anyone other than the member.

5.7 Termination / Denial of Membership. Membership may terminate upon nonpayment of dues as provided in § 5.2 or upon failure to maintain eligibility requirements. The Board of Directors may suspend or terminate any member for cause for noncompliance with any pertinent provision of the Bylaws, or for conduct detrimental to the best interest of the Association as determined by a majority of the Board of Directors then in office. Individuals whose membership has been terminated will not be eligible for membership and are no longer considered active members of the Association unless their membership is reinstated.

5.8 Reinstatement. A former member may be reinstated to membership upon application and payment of any outstanding obligations to the Association, unless that membership was previously suspended or terminated for cause by the Board of Directors, in which reinstatement shall be subject to approval by majority vote of the Board of Directors.

5.9 Approval Process. Applications for membership shall be submitted in the form prescribed by the Association and approved by the Executive Director or designee. Denials may be appealed to the Board of Directors, whose decision shall be final.

SECTION 6. Meetings of the Members

6.1 Parliamentary Procedure. At all meetings of the Association, Board of Directors or committees, the most current edition of Robert's Rules of Order shall be the standard for parliamentary procedure.

6.2 Annual Meeting. A meeting of the members shall be held annually at a time and place to be determined by the Board of Directors. The President, or their designee, shall report to the members on the state of the Association and shall conduct such other business as may properly be brought before the members. Any active voting eligible member in attendance is entitled to make motions and vote.

6.3 Special Meeting. A special meeting of the members may be called at any time by a majority of the Board of Directors then in office, or by written petition signed by at least two hundred (200) active voting eligible members. The petition shall state the purpose for which the special meeting is being called. The petition shall be presented to the Association Director, or designee, who shall call the special meeting within forty five (45) days of the presentation of the said petition. Any active voting eligible member in attendance at a special meeting is entitled to make motions and vote.

6.4 Notice of Meetings. Notice of the Annual Meeting shall be provided by the Secretary, or their designee, to each member not less than thirty (30) days in advance of such meeting. Notices of special meetings of the members shall be provided by the Secretary, or their designee, to each active voting eligible member in good standing not less than ten days in advance of such meeting. The notice shall state the time, place and purpose of the meeting. Such notice may be provided by mail or electronic mail at the address then on file with the Association. It may also be provided via website posting, electronic announcement, and/or any other methods that ensure members can access such notices with ease and with readily available technology.

6.5 Notice of Quorum. At any meeting of the members, a quorum shall consist of members present and eligible to vote according to the current records of the Association.

6.6 Action by Simple Majority. A majority of the votes cast on any motion shall decide the motion, except when a greater vote is required by law, the Articles of Incorporation, or these Bylaws.

6.7 Record Date. For any annual or special meeting of members, the Association may set a record date or roster cutoff date, after which roster changes will not affect eligibility to vote at that meeting or election.

SECTION 7. Board of Directors

7.1 Number. A board of twelve (12) Directors shall constitute the Board of Directors.

7.2 Powers. The business and affairs of the Association shall be managed by the Directors who shall have and shall exercise all the powers of the Association. The Board of Directors shall focus its energies on three core areas: (1) Leadership, (2) Stewardship, and (3) Governance.

7.2.1 Leadership – The Board of Directors shall establish and guide the Association mission and plan strategically about how to fulfill the mission.

7.2.2 Stewardship – The Board of Directors shall work together through long-range planning and monitoring of Association activities to ensure the continuity of the Association through development and recruitment of the Association's leaders and members, shall participate in and support activities such as board development, transition, succession planning, and evaluation.

7.2.3 Governance – The Board of Directors shall oversee the hiring, supervision, and review of the Executive Director. The Board of Directors shall oversee and evaluate the organization's progress in meeting strategic goals and operational objectives. The Board of Directors shall review and approve the annual budget and monitor progress toward program and financial goals, ensuring the viability and financial health of the Association and its assets.

7.3 Qualifications. To be eligible for election to the Board of Directors, candidates must have been an active voting eligible member for at least two consecutive years immediately preceding the time of nomination. Directors must remain active members of the Association throughout their tenure on the Board of Directors. No greater than three Directors may be affiliated with or employed by the same entity, enterprise, agency, ambulance service, emergency responder organization, fire department, hospital, local labor union, local training center, local teaching institution or any other local group or firm related to the field of emergency medical services. This section is not intended to include

national membership or affiliation including but not limited to, National Registry of EMTs, National Association of EMT's, American Heart Association, etc. The Association Attorney, Medical Director, and Accountant for the Association shall be considered non-voting members of the Board of Directors.

7.3.1 Affiliation Conflicts: If a Director's employment, appointment, or other affiliation changes during their term in a manner that would cause the limitation in Section 7.3 to be exceeded, the Director shall not automatically be disqualified from completing the remainder of their current term solely because of that change. However, no person may thereafter be elected, appointed, or reappointed to the Board if doing so would continue or increase the excess affiliation. The Board shall fill vacancies and conduct future elections in a manner that restores compliance with Section 7.3 as soon as reasonably practicable.

7.4 Nomination. Any eligible candidate may apply for the Board of Directors when the application period opens each year. The current Board of Directors shall set the requirements for Board applications and may be defined by the policies of the Association. The Executive Committee shall review the applications received, provide background checks on the candidates as the Executive Committee deems necessary, and approve and present a slate of candidates for the official ballot. If a current sitting director wishes to serve a second successive term, they will not be required to submit an application for their second term unless new application requirements and policies deem necessary.

7.5 Election and Term. The active voting eligible members shall annually elect four members to serve as Directors, who shall serve for a term of three (3) years, whose terms shall be staggered so that approximately one-third of the directors shall be elected each year to three-year terms. A Director term begins on the first day of July immediately following the election and ends on the last day of June. A Director's initial term shall be elected by a plurality vote of the membership by written ballot or electronic ballot. A Director who has completed their two full consecutive terms shall not be eligible to serve for an open Board position until a minimum of least one (1) year has lapsed since the conclusion of their most recent term.

7.5.1 Election by The Board of Directors. If the number of members seeking election to the Board of Directors does not exceed the number of open Director

positions, then the Board of Directors rather than the active members will fill an open position. Directors so elected by the Board of Directors must be elected by a majority vote of the then sitting Board of Directors.

7.6 Resignation. Any Director or Officer may resign at any time by delivering a resignation in writing via U.S. Mail or email to any member of the Board of Directors or the Executive Director. Resignation from the Board of Directors shall be effective upon receipt unless specified to be effective at some other time. Any open seat on the Board of Directors created by a resignation may be filled by an election by the members of the Board of Directors. The replacement Director may be elected by majority vote of the Board of Directors and will serve the remainder of the unexpired term of the Director they are replacing.

7.6.1 Removals. The Board of Directors may remove an Officer or Director for cause, including failure to satisfy the attendance requirements set forth in Section 7.7, by a vote of two-thirds of the Directors then in office. A Director or Officer may be removed for cause only after reasonable notice and an opportunity to be heard before the Board of Directors.

7.7 Regular Meetings. Regular meetings of the Board of Directors will be held four times each year. The regular meetings will be held quarterly at a time and place determined by the Board of Directors. Board members are encouraged to attend the meetings in person, but as an alternative, they may attend by phone or video conference. Board Members shall attend at least 75% of the regular meetings held within a fiscal year. Any Board Member that does not meet this requirement may be subject to removal.

7.8 Special Meetings. Special meetings of the Board of Directors may be called by the President, or by written petition to the President of two or more members of the Executive Committee or one-quarter of the then sitting Directors, provided reasonable notice is given to each Director. The petition shall state the purpose for which the special meeting is being called.

7.9 Notice. It is a reasonable notice to notify a Director of a meeting, by mail or electronic mail, at least two weeks before the meeting to the address in the records of the Association. The notice shall state the time, location, and purpose of the meeting. A Director that does not receive notice of a meeting, may waive any lack of notice by

attending the meeting without protesting prior to the meeting, or at its commencement, the lack of notice to the Director.

7.10 Quorum. Except as may be otherwise provided by law or these Bylaws, at any meeting of the Board of Directors a majority of the Directors then in office shall constitute a quorum. A quorum shall be considered at least 50% of those in attendance. Attendance may be in person, by phone, or by video conference.

7.11 Action by Vote. Except as may be otherwise provided by law or these Bylaws, the vote 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.

7.12 Open Meetings. All meetings of the Board of Directors shall be open to all active voting eligible members. All meetings of the Board of Directors should be viewable on the Association's website.

SECTION 8. Committees

8.1 Executive Committee. There shall be an Executive Committee of the Board of Directors who shall conduct the affairs of the Association between meetings of the Association and of the Board of Directors. The Executive Committee shall also fix the hour and place of special meetings of the Board of Directors, make recommendations to the Board of Directors, and perform other such duties as are specified in these Bylaws or as directed by the Board of Directors. The Executive Committee shall consist of the Officers and the Immediate Past President.

8.2 Standing Committees. There shall be Standing Committees of the Association. The Board of Directors shall determine the number, names, and duties of these committees. The President will appoint the Committee Chairpersons who shall be a member of the Board. The Committee will be made up of members of the Board and members in good standing of the Association. The Board of Directors or Executive Committee shall clearly state the purpose, scope, and authority of each Standing Committee.

8.3 Ad Hoc Committee. The Board of Directors or the Executive Committee may establish committees as needed, except as prohibited by law, by the Articles of Incorporation, or by

these Bylaws. The President or Executive Director shall appoint the committee chair and members of any such committee. The Board of Directors or Executive Committee shall clearly state the purpose, scope, and authority of each Ad Hoc Committee.

SECTION 9. Officers

9.1 Qualifications. The officers of the Association shall consist of a President, Vice President, Secretary, and Treasurer.

9.2 Nominations. Any member of the Board of Directors may nominate any other member of the Board of Directors for the office of President, Vice President, Secretary, and Treasurer.

9.3 Powers. Subject to law, to the Articles of Incorporation and to other provisions in these Bylaws, each Officer shall have, in addition to the duties and powers herein set forth, such duties and powers as are determined by the Board of Directors or delegated in the Board of Directors Policy Book.

9.4 Election and Term of Office.

9.4.1 Officer Election. The Officers of the Association shall be elected by the Board of Directors at their first meeting of each new fiscal year except for the Immediate Past President who shall serve until a successor President is elected. Every Officer must be, at the time of election and throughout the term of office, an active member of the Association and a member of the Board of Directors.

9.4.2 Term of Office. The Officers shall take office at the first board meeting of the new fiscal year following their election, and shall serve a two-year term of office. The President and Secretary shall be elected in the even-numbered years. The Vice President and Treasurer shall be elected in the odd-numbered years.

9.4.3 Successive Terms. Officers may be reelected to successive terms.

9.4.4 Officer Vacancies. Officer vacancies which occur will be acted on at the next Board of Directors meeting and shall be filled at the next board meeting by majority vote of the Board of Directors.

9.5 President. The President shall preside at all meetings of the members, the Board of

Directors and the Executive Committee. The President shall have such other powers and duties as shall be designated from time to time by the Board of Directors or the Board of Directors Policies.

9.6 Vice President. The Vice President shall proceed to the office of President in the event that the President is unable to carry out the duties of the office of President. The Vice President shall preside at all meetings of the members, the Board of Directors and the Executive Committee in the absence of the President, and shall have such duties as shall be conferred from time to time by the President, the Board of Directors, or the Board of Directors Policies.

9.7 Treasurer. The Treasurer shall oversee the keeping of all financial transactions and financial status. The Treasurer shall sign all checks made payable to the Executive Director, and shall supervise any and all reviews of financial records that are conducted by the Board of Directors from time to time as determined by the Board of Directors or outlined in the Board of Directors Policies.

9.8 Secretary. The Secretary shall oversee the keeping of all records of all meetings.

9.9 Immediate Past President. The position of Immediate Past President is meant to allow for a smooth transition for the newly elected President. The Immediate Past President shall assist the President with duties as determined by the President. It is understood that in some cases there will not be a Past President.

SECTION 10. Executive Director

10.1 Executive Director. The Executive Director shall be an employee of the Association, or a contracted service agent by the Association, and shall serve under the direction and oversight of the Board of Directors. The Executive Director shall be the Chief Executive Officer of the Association and, subject to the authority of the Board of Directors and the Executive Committee, shall have responsibility for the general supervision and direction of the operation of the Association.

10.2 Duties and Powers. The Executive Director must attend and shall receive notice of all meetings of the Board of Directors and of its Executive Committee, but shall not be counted for the purpose of determining the presence of a quorum at any meeting of the Board of Directors, and shall not vote on any motion. The Executive Director shall have

the primary responsibility with respect to all contractual and other arrangements and relationships of the Association and with other persons or organizations. In the event of the absence or disability of the Executive Director, those duties shall be performed by the President. The duties of the Executive Director shall be determined by the Board of Directors and defined in their job description.

SECTION 11. Vacancies

11.1 The Board of Directors, Executive Committee and Officers. Any vacancy on the Board of Directors, Executive Committee or any Officer vacancy may be filled by the Board of Directors unless provisions for such vacancy are otherwise specified by law, in the Articles of Incorporation, or in these Bylaws.

SECTION 12. Fiscal Year

12.1 Fiscal Year. The fiscal year of the Association shall end on the last day of June each year.

SECTION 13. Amendments

13.1 Amendments. Amendments and changes to the Bylaws may be proposed by either the membership or the Board of Directors and shall be considered by the Board of Directors. Amendments and changes to the Bylaws that have been approved by the Board of Directors shall be published on the website and announced in the next possible WEMSA magazine.

SECTION 14. Dissolution of the Association

14.1. Dissolution. The Association may be dissolved upon approval by the Board of Directors and the affirmative vote of not less than two-thirds (2/3) of the members of the Association entitled to vote. The property and assets, after payment of all just debts, shall be given in kind or converted into cash and distributed to a not-for-profit organization(s) for the benefit of the Emergency Medical Services in Wisconsin. Such organizations are to be selected by the Board of Directors.