

BY-LAWS

AMERICAN AMBULANCE ASSOCIATION

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AMERICAN AMBULANCE ASSOCIATION BY-LAWS

August 28, 2006

ARTICLE I -- NAME/OFFICES

Section 1 Name. The name of the Association shall be the American Ambulance Association established as a not-for-profit corporation under the applicable statutes of the State of California, hereafter referred to as Association.

Section 2 Offices. The registered office of the Association shall be maintained at the offices of the management firm of the Association.

- 2.1 The Association may also have offices at such other places as the Board of Directors may from time to time appoint or the activities of the Association may require.

ARTICLE II -- SEAL/FISCAL YEAR

Section 1 Seal. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words, "Corporate Seal, California".

Section 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

Section 1 Applicability. These by-laws and any validly adopted amendments shall be applicable to every member of the Association.

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

ARTICLE IV – PURPOSE

Section 1 Purpose. The Association is organized for the primary purpose of promoting excellence and quality in the ambulance industry. And to;

- 1.1 Assist its members in meeting this and other objectives through education, resources and communications, and to;
- 1.2 Encourage the highest standards of ethics and conduct throughout the ambulance community, and to;
- 1.3 Encourage improvements in ambulance service standards, and to;
- 1.4 Promote cooperation among those who are directly or indirectly involved in the ambulance profession, and to;

- 1.5 Provide information to individuals and government entities and to advocate on matters pertaining to the ambulance industry, and to;
- 1.6 Protect the interests of Association members and the public they serve.

ARTICLE V -- MEMBERSHIP

Section 1 Membership Criteria. Membership will be open to any person, organization or entity meeting the criteria established in Section 3 herein, and willing to abide by the by-laws of the Association.

Section 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.

Section 3 Classes of Membership. Membership in the Association shall be available to the following classes of individuals or entities:

- 3.1 **Active Member (voting).** Any organization engaged in the business of providing fee for service ground ambulance transportation which meets the standards of the Board of Directors, and is not eligible for any other membership category. Each active member organization shall designate a single representative who shall retain the sole authority and privilege of the member for the purposes of voting on official business of the Association. Only Active Members can vote.
- 3.2 **Associate Member (non-voting).** Any entity engaged in the business of providing ambulance or public safety services which are government-operated fire departments, aeromedical services or ambulance services which are staffed predominately by unpaid volunteers. Associate Members must meet the standards prescribed by the Board of Directors.
- 3.3 **Affiliate Member (non-voting).** Any person, partnership, corporation or other entity engaged in the manufacture, sale, rental or servicing of equipment or furnishing of services utilized in the provision of medical transportation.
- 3.4 **Honorary Member (non-voting).** Any person who has rendered distinguished service to the science and art of medical transportation may be elected to honorary membership in the Association for life by a three-fourths (3/4) vote of the voting membership at the annual meeting upon nomination of the Nominating Committee.
- 3.5 **Individual Member (non-voting).** Any person interested in the medical transportation industry, and who does not qualify for any other category of membership, either directly or indirectly through their employer, and meeting the standards prescribed by the Board of Directors.
- 3.6 **State Association Member (non-voting).** Any entity engaged in the business of providing member benefits to ambulance service providers for a specific geographic region in the United States. State Association Members must meet the standards prescribed by the Board of Directors.

Section 4 New Membership Application. Application for membership shall be made upon the proper form, as prescribed by the Board of Directors and submitted with such fees as may be required, to the administrative offices of the Association.

Section 5 Application Process. Each application for membership in the Association shall be first reviewed by the Executive Vice President with the Directors from the applicant's region to ensure that the applicant meets the requirements for membership as defined within these by-laws.

- 5.1 The applicant will be considered for membership by the Board of Directors at the first regularly scheduled meeting of the Board of Directors following receipt of the application.
- 5.2 The Board of Directors will confirm all new members by an affirmative vote of the majority of the Board of Directors, present and voting.
- 5.3 No applicant shall be denied access to membership in the Association unless it has been determined by the Board of Directors, after exhausting due process, that the applicant has violated standards of conduct referenced below.

Section 6 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:

- 6.1 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.
- 6.2 Falsification of any information submitted to the Association.
- 6.3 Failure to meet any financial obligation justly due the Association.
- 6.4 Willful acts to discredit the Association.
- 6.5 Representing the Association or expressing an opinion in the name of the Association without official authority.
- 6.6 Theft or misappropriation of any property or any act to defraud the Association.
- 6.7 Engaging in any activity which may conflict with the interests, goals, and objectives of the Association.
- 6.8 Employee recruitment at any Association sponsored function.
- 6.9 Any inappropriate use of Association materials, resources, and information.
- 6.10 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.

Section 7 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 charges there-to-fore accrued and unpaid up to and including the date of resignation.

Section 8 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.

Section 9 Membership Fee. The Board of Directors will have the authority to determine the amount of initiation fees, if any, the annual dues payable by the members and the policies and procedures for the assessment, payment and collection of any obligation due the Association.

ARTICLE VI -- GROUNDS FOR REJECTION, SUSPENSION & EXPULSION

Section 1 Rejection, Suspension, Expulsion. Any applicant, member, organization or member's representative can be rejected, suspended or expelled from the Association when it has been determined, after exhausting all procedures specified herein, that a violation has occurred specific to Article V, Section 6, inclusive.

Section 2 Charging Procedure. Alleged charges of violating the standards of conduct can be brought against any proposed or current member by a majority vote of the Board or any member, in good standing, from the Active member class, conditioned that such charges are in writing with specific detail as to the nature and circumstances of the charge and duly signed and sworn by the complainant(s).

- 2.1** The President, upon receipt of written complaint properly filed shall immediately forward all materials to the chairperson of the Ethics Committee.
 - 2.1.1** Upon receipt of a written complaint alleging an ethics violation, the Ethics Committee should meet to determine whether or not the complaint meets the qualifications of an ethics violation. If the Ethics Committee determines that an ethics violation possibly exists, the Committee shall provide a thirty (30) day period for the respondent to submit a written rebuttal to the allegations. After receipt of all relevant information, the Committee shall convene to determine if there are grounds for further investigation.
- 2.2** Upon receipt of all materials, a quorum of the Ethics Committee as defined in Section 3.1 shall convene to review the charges or complaints and determine whether or not a formal hearing should be held.
 - 2.2.1** If after review of the Ethics Committee, it is determined that the charges or complaints are outside of the Association's standard of conduct or without sufficient merit, no hearing shall be held and the matter shall be discharged.
 - 2.2.2** If after review of the Ethics Committee, it is determined that the charges or complaints are within the scope of the Association's standards of conduct and meet the charging procedures, then the chairperson shall schedule a formal hearing.
- 2.3** Notice of the hearing shall be mailed only to the members of the Ethics Committee and the member(s) against whom charges have been preferred at least (30) days prior to the date set by the chairperson for such hearing. All mail shall be by certified/return receipt requested.
- 2.4** Such notice shall fully describe the charges raised and shall state further the first date the committee will meet to consider the charges.
- 2.5** If a complaint is brought by the Board, all procedures herein described shall be followed except that the President, or his designee, shall represent the Board.
- 2.6** The member(s) upon receipt of notice of violation shall have the right to appear before the committee and present witnesses and such other evidence as the accused member(s) may desire.

Section 3 Hearing Procedure. All hearings shall be held in closed session of the committee, restricting attendance to only the members of the committee, the applicant or member(s) charged, the complainant(s), any witnesses and counsel, if desired.

- 3.1 The quorum to act for this committee will consist of at least four members.
- 3.2 Upon conclusion of all testimony the committee shall conduct a ballot vote on the charges being considered. An affirmative vote of two-thirds (2/3) of the committee present and voting will be required to sustain the charge.

Section 4 Sanctions. The Ethics Committee will solely and exclusively retain the option of either rejecting any complaints or taking action up to and including expulsion of a member organization or member's designee who has been found guilty of violating the standards of conduct.

- 4.1 When it is determined by the committee that a party has committed a violation, the committee will be required to assess whether the act was committed with the knowledge and consent of the member's organization.
- 4.2 In the event the committee finds the act was condoned by the member's organization, then the action of the committee will be imposed on the member, individual and organization.
- 4.3 In the event the committee finds the violation was an act of the individual, outside of the organization's knowledge and consent, then the action of the committee will be imposed only on the individual.
- 4.4 When actions are imposed on the individual, the member organization will be required to withdraw the violating individual and designate a new individual to represent the organization.

Section 5 Appeal, Reconsideration or Reinstatement. The Board of Directors can overturn actions of the Ethics Committee, reconsider an applicant or reinstate a member or member's organization, upon such terms as deemed appropriate, when such requests are brought before the full board and are ratified by two-thirds (2/3) vote of the Board of Directors at a closed meeting.

- 5.1 Prior to the appeal of an Ethics Committee 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 -- MEETINGS

Section 1 Members Annual Meeting. There shall be an annual meeting of the members of the Association, at a time and place to be designated by the Board of Directors. The purpose of the meeting shall be the election of Directors, Officers and Ethics Committee members; the transaction of other business, and the holding of an annual convention.

Section 2 Board of Directors Regular Meetings. The Board of Directors shall hold at least one (1) meeting each calendar quarter to conduct the business of the Association at times and places to be designated by the Board of Directors and will also retain the right to establish a schedule of meetings at more frequent intervals, if deemed necessary.

Section 3 Special Meetings. Special meetings can be called by either the President, the majority of the Board of Directors or at least five (5) percent of the Active membership, conditioned upon notice being issued by the Secretary to all members in good standing not less than twenty (20) and no more than sixty (60) days prior to the date of such meetings.

- 3.1 Only the issues stated in the Notice of Special Meeting, can be considered for action and no other business can be conducted.

Section 4 Emergency Session of the Board of Directors. Emergency session of the Board of Directors can be called by the President, majority of the Executive Committee or a majority of the Board of Directors to handle an urgent matter that has arisen which time would preclude a calling of a special meeting.

- 4.1 Only those issues pertinent to the urgent matter can be considered by the Board of Directors and no other action can be taken.
- 4.2 A two-thirds (2/3) affirmative vote of the Board of Directors, present and voting, will be required to pass any action of the Board of Directors when in emergency session.
- 4.3 Within five (5) days following the call of such session, a member communication will be distributed specifying the reason for the session and detailing any action taken.
- 4.4 Members of the Board of Directors may participate in a meeting through the use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Participating in a meeting by this means constitutes presence at such meeting.

Section 5 Notices. All notices of meetings shall be written, listing time, date, and place and business issues and sent by first class mail, prior to the required time.

- 5.1 REGULAR MEETINGS: Notice of all regular meetings of the membership and Board of Directors will be issued at least thirty (30) days prior to the meeting.
- 5.2 SPECIAL MEETINGS: Notice of all special meetings of the membership and Board of Directors will be issued at least twenty (20) days prior to the meeting.
- 5.3 EXEMPTIONS: Emergency sessions and conferences do not require written notice.

Section 6 Quorums.

- 6.1 GENERAL MEMBERSHIP AND ANNUAL MEETINGS: A quorum for all annual meetings of the general membership shall consist of not less than ten (10) percent of the Active member class.

- 6.2 SPECIAL OR REGULAR MEETINGS: A quorum for all special or regular meetings of the Board of Directors shall consist of a simple majority of the members of the Board.
- 6.3 EMERGENCY SESSION OF THE BOARD OF DIRECTORS: A quorum for all emergency meetings or conference sessions of the Board of Directors shall consist of at least eleven (11) members of the Board of Directors.
- 6.4 ETHICS COMMITTEE: A quorum for all meetings of the committee shall consist of a simple majority of the members except as noted in Article VI, Section 3.1 of these by-laws.

Section 7 Rules and Procedures. Robert's Rules of Order, newly revised, shall govern the conduct of all meetings and sessions of the Association provided they do not conflict with these by-laws.

Section 8 Written Consent of Directors. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board of Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as a unanimous vote of such directors.

ARTICLE VIII -- BOARD OF DIRECTORS

Section 1 Composition. The Board of Directors shall consist of a body of fifteen (15) members, ten (10) being duly elected representative Regional Directors from the Active membership; four (4) being duly elected representative Directors-at-large (to fill the officer positions) from the Active membership; one (1) being the Immediate Past President, from the Active membership. The four (4) at-large Directors will represent the Officer positions as designated in these by-laws with the exception of the Immediate Past President.

- 1.1 The President of the Association shall be considered the chairperson presiding over the Board.

Section 2 Regional Directors. There shall be ten (10) Regional Directors elected to the Board of Directors. There will be two (2) Directors per region representing five (5) regions of the United States. When apportioning, each region of the United States will have equal representation based on an equal Active membership distribution, not to exceed a twenty (20) percent difference, for each of the five regions. Reapportionment, conducted by the Board of Directors, shall take place every ten (10) years, beginning in 2005, to continually assure equal representation of the five regions, within the twenty (20) percent variance.

- 2.1 All Regional Directors will be elected by the membership within the region.
- 2.2 Each Regional Director shall serve a period of two (2) years and be required to have and maintain primary employment with the Active member's business operations in their represented region. In the event a Regional Director's affiliation changes in any material way, the Regional Director, through the office of the Executive Vice President, shall write to all Active members in his/her region to reaffirm their elected position.

- 2.3** Elections for the position of Director will occur annually for each region. At the 1995 annual elections, the individual receiving the highest votes in the region will receive a two (2) year term as Director, the individual receiving the second highest vote will receive a one (1) year term as Director and the individual receiving the third highest number of votes cast in the election for Regional Director will be identified as the Alternate Director for the region.
- 2.4** A Regional Director elected as an Officer of the Association shall resign from the position of Regional Director. The Alternate Director of the region will fulfill the remainder of the unexpired term of the Director.

Section 3 Alternate Regional Director. There shall be five (5) Alternates to the Regional Directors who serve a one (1) year term and serve in the absence of the Director.

- 3.1** The Alternate Director shall be the individual who receives the second highest number of votes cast in the election for the Regional Director.
- 3.2** In the event an Alternate Director resigns or is otherwise unable to continue the position, the Board of Directors will solicit recommendations from the Active membership of the region and appoint a replacement to fill the unexpired term.

Section 4 Directors-at-Large. There shall be four (4) Directors-at-large elected by the active membership for a term of two (2) years with the exception of the President Elect who shall serve as Director-at-large for a term of four (4) years.

- 4.1** The four (4) Directors-at-large shall serve as the President, President Elect, Secretary and Treasurer.

Section 5 Immediate Past President. The Immediate Past President of the Association shall automatically serve on the Board of Directors until the end of the current President's term. The Immediate Past President shall be part of the fifteen (15) member board.

- 5.1** In circumstances where the Immediate Past President is ineligible or unable to assume the role of the Immediate Past President, the position shall remain vacant until the current President succeeds to the office of Immediate Past President.

Section 6 Director's Absence. It is required that all Directors be present at all regular and special meetings of the Board of Directors. Any member of the Board of Directors, absent twice (2) annually or three (3) times during a term, shall require the Board of Directors to investigate and take actions as deemed appropriate. Actions to replace such individuals shall be in accordance with these by-laws.

Section 7 Vacancies. Any vacancy occurring on the Board of Directors, before a meeting of the general membership, will be filled by the respective alternate. If the alternate seat is vacant or the vacancy is for a Director-at-large position, the vacancy will be filled by an individual who meets the requirements for the position and who is confirmed by a majority vote of the Board of Directors.

Section 8 Term Limits. All Board of Directors positions are subject to a term limit of three (3), two (2) years term for a total of six (6) years. These are complete terms. If appointed to a position, the term limit timeframe commences at the beginning of the first full term, not with the partial term.

- 8.1 The six (6) year term limit would begin immediately following the adoption of the Bylaws changes.
- 8.2 The term limits are in effect for the same position only.

Section 9 Compensation. All elected members of the Board of Directors shall serve without compensation, except that out-of-pocket expenses may be reimbursed if presented to and verified by the Treasurer and approved by a majority vote of the Board of Directors, present and voting.

Section 10 Powers and Responsibilities. The Board of Directors shall have and exercise all lawful powers and duties necessary for the proper conduct and administration of the affairs of the Association, and shall also have such powers and duties including, but not limited to, the following:

- 10.1 To represent all constituent groups.
- 10.2 To set and establish general policies and to promulgate directives and programs to effectuate those policies for the operation, maintenance and betterment of the Association.
- 10.3 To oversee the general affairs of the Association.
- 10.4 To adopt and approve an operating budget for the Association each fiscal year and to establish and fix the membership dues for each class of member.
- 10.5 To adjust or increase the amount of any such dues and to levy and collect special assessments in such amounts as the Board of Directors may deem necessary to meet the financial requirements of the Association.
- 10.6 To purchase or arrange for such services, machinery, equipment, materials, and supplies, as in the opinion of the Board of Directors may from time to time be necessary for the proper operation and maintenance of the Association.
- 10.7 To contract, employ or retain professional services and to fix their compensation whenever such professional advice or services may be deemed necessary by the Board of Directors.
- 10.8 To cause such operating accounts, escrow and other accounts, if any, to be established and opened by the Treasurer.
- 10.9 To cause an audited financial statement of the Association's financial affairs to be completed annually within ninety (90) days of the close of the Association's fiscal year by an independent certified public accountant.
- 10.10 To make and enforce compliance with such reasonable rules and regulations relative to the affairs of the Association and to amend the same from time to time.
- 10.11 To take such other actions and approve such expenditures as it deems to be in the best interests of the Association or its members.
- 10.12 To prepare a short and long term plan and present and approve such plan in concert with the annual operating budget each year.

Section 11 Effective Date of Office. Newly elected Directors shall assume positions immediately following the close of the general membership meeting.

Section 12 Policy Decisions. An affirmative vote of a majority of the Board of Directors present and voting at any regular or special meeting shall be required to approve any issues or items properly brought before the Board of Directors.

Section 13 Inspection Rights of Directors. Every Director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and to inspect the physical properties of the Association.

ARTICLE IX -- NOMINATIONS

Section 1 Nominating Committee. A Nominating Committee shall be formed at the second quarterly meeting of the Board of Directors. The chairperson shall be nominated by the President. The Chair and remaining members, not to exceed eight (8), shall be ratified by a majority vote of the Board of Directors.

- 1.1 At least one (1) member of the committee shall be from each region where a vacancy occurs or will be occurring.
- 1.2 No member, while serving on the Nominating Committee, shall hold a board position nor shall be eligible to be nominated for any elected positions.

Section 2 Duties of the Nominating Committee. The Nominating Committee shall be responsible to carry out and oversee the procedures established for the nominations and elections of individuals to positions of the Association and to certify the nominee's eligibility. The Committee shall insure that there are candidates for all offices and board positions without any limit to the number of candidates per office.

Section 3 Floor Nominations. Floor nominations will be accepted at the regularly scheduled third quarterly meeting of the Board of Directors. The nominations process will be closed at the conclusion of said meeting.

Section 4 Report of Nominations. At the third quarterly meeting of the Board of Directors, the chairperson of the committee shall present a slate of candidates that have been certified as eligible by the committee.

- 4.1 The Board of Directors shall cause the report to be published in the official publication of the Association prior to the annual meeting of the membership; and shall cause to be mailed to each member of the Association the names of the nominees certified by the Nominating Committee and the positions for which they have been nominated. Said notice of nominees, official ballots, and mailings shall be delivered to every member thirty (30) days prior to the election advising the members on voting procedures.

ARTICLE X -- ELECTIONS

Section 1 Elections. All Active members shall be eligible to vote by mail only, except no more than one (1) person per member can participate in the election process.

1.1 Elections shall be by plurality vote.

Section 2 Ballots. Ballots must be fully and completely executed, meeting all of the requirements stipulated, on such ballots, to be considered valid.

2.1 Ballots not fully completed will not be used in the tabulation of votes.

Section 3 Mailing of Ballots. Thirty (30) days prior to the commencement of the annual meeting, a ballot with the names of those individuals certified by the Nominating Committee will be sent to all members.

3.1 In order for the ballot to be valid, it must be postmarked and sent to the office of the Executive Vice President at least twenty (20) days prior to the annual meeting.

3.2 Ballots shall be kept sealed until the annual meeting at which time the Nominating Committee and the Executive Vice President shall tabulate said ballots. Results of the elections will be announced at the Annual General Membership Meeting.

3.3 All mail-in ballots that are rescinded will be destroyed.

Section 4 Special Elections. If in the case of a tie or in the case of a vacancy in the President Elect, Treasurer or Secretary positions, the Nominating Committee will conduct a Special Election.

4.1 Within two (2) weeks of the vacancy or tie, the Nominating Committee will distribute a Call for Nominations to the Active membership of the Association.

4.2 Candidates for the vacancies will be given no less than fifteen (15) business days to file nomination forms.

4.3 The slate of candidates for the vacancy will be certified by the Nominating Committee, and ratified by the Board of Directors by written consent.

4.4 Ballots will be mailed to all Active membership of the Association thirty (30) days prior to the counting of the ballots. Ballots must be postmarked ten (10) days prior to the counting of the ballots.

4.5 Ballots shall be kept sealed until the day of the counting of the ballots. Ballots shall be tabulated by the Executive Vice President and no less than two members of the Nominating Committee. Results of the elections will be announced in a Member Advisory on the day the ballots are opened.

4.6 Newly elected Directors or Officers shall assume positions immediately following the announcement of the election results.

ARTICLE XI -- OFFICERS

Section 1 Elected Officers. The Elected Officers of the Association shall consist of the President, President Elect, Secretary, and Treasurer.

1.1 No two offices shall be held by the same person.

Section 2 Qualifications. Candidates for an officer position of the Association must have previous experience (within the last 5 years) as a board member.

Section 3 Election and Term. All officer positions of the Association with the exception of the President Elect who shall serve one (1), two (2) year term as President Elect and one (1), two (2) year term as President are subject to a term limit of three (3), two (2) year terms for a total of six (6) years. These are complete terms. If elected during a special election of the association, the term limit timeframe commences at the beginning of the first full term, not with the partial term.

3.1 The six (6) year limit would begin immediately following the adoption of the by-laws changes.

3.2 The term limits are in effect for the same position only.

Section 4 Removal and Vacancies. Any officer of the Association can be removed by a two-thirds (2/3) vote of the entire board of Directors, when it is determined by the Board of Directors that the interest of the Association would be best served.

4.1 Vacancies shall be filled for the remainder of the term by appointment and ratification of a majority vote of the Board of Directors, with the exception of the President who shall be automatically replaced by the President Elect. A new election will then be held to replace the President Elect.

4.2 A vacancy occurring in the office of the President Elect, Treasurer or Secretary shall be filled by a special election.

Section 5 Powers and Authority. All officers shall retain such power and authority as is consistent with the responsibilities and duties of their respective offices and with those specified herein.

5.1 **PRESIDENT:** The President shall be considered the chief executive officer of the Association, the chairperson of the Board of Directors and Executive Committee, and ex-officio member of all committees, retaining such privileges to call executive sessions of the Board and direct the affairs of the Association between meetings.

5.1.1 The President shall nominate all committee chairs that are not specified by these by-laws and nominate representatives to act as liaisons between the Association and other associations and agencies.

5.1.2 The President shall be the official spokesperson for the Association, representing, coordinating, delegating, and approving all actions of any individual or contractors who may represent the interest of the Association, restricted to only those opinions or actions that have been previously approved by the Board of Directors.

- 5.1.3** The President shall perform all other duties consistent to the office of President.
- 5.2** **PRESIDENT ELECT:** The President Elect shall assist the President and exercise such other powers and perform such other duties as specified by these by-laws or as delegated by either the President or the Board of Directors. In the temporary absence of the President, the President Elect shall assume all duties of the President.
- 5.2.1** The President Elect shall serve on the Membership Development, Executive and Finance Committees of the Association.
- 5.2.2** The President Elect shall automatically succeed the President without election.
- 5.3** **SECRETARY:** The Secretary shall maintain the minutes of all meetings of the Board of Directors and general membership, recording all events, action, and resolutions and shall also see that notice of such meetings are appropriately sent in accordance with these by-laws. The Secretary shall be responsible to maintain current and accurate rolls of membership and all attendance records for all meetings. The Secretary shall also be the custodian of the corporate seal and when authorized by the Board, shall affix or cause to be affixed the seal of the Association to all contracts and other instruments, attesting same when appropriate.
- 5.3.1** The Secretary shall also be the proctor for maintaining communications within the Association and also serve on the Executive Committee, Finance Committee, Membership Committee and By-laws Committee of the Association.
- 5.4** **TREASURER:** The Treasurer shall be responsible to oversee the maintenance of the financial books and records of the Association, approve all disbursements of funds and cause for the deposit of all moneys, checks and other valuables into such depositories as approved by the Board of Directors. The Treasurer shall also prepare the Association's budget and render financial statements to the Board of Directors quarterly and to the general membership annually.
- 5.4.1** The Treasurer shall also serve as the chairperson of the Finance Committee and also serve on the Executive, Management Training Institute (MTI) and Membership Development Committees of the Association.

Section 6 Executive Vice President. The Executive Vice President of the Association shall be considered the chief operations officer of the Association and shall be a paid professional, who may be part of a professional management firm retained by the Association and whose duties and responsibilities shall be determined by the Board of Directors.

Section 7 Liability Coverage. All members of the Board of Directors, officers and others performing association duties or activities shall be protected against legal liability by a directors and officers liability insurance policy, a general liability insurance policy to include non-owned auto and hired car coverage, and a fidelity bond in an amount equal to the maximum amount of cash and negotiable securities which the Association may maintain during any one year. The Executive Vice President shall annually furnish to each board member, alternate, committee chair and officer a certificate of insurance. The directors and officers policy shall have limits in an amount to be determined by the Board of Directors. Any person, firm or entity contracting with the Association must show proof of professional and general liability insurance and malpractice insurance in an amount acceptable to the Association prior to acceptance as a contractor.

A firm contracted to manage the Association, including an Executive Vice President and his/her staff, and any other contractor handling association funds, shall also maintain a fidelity bond in an amount equal to the maximum amount of cash and negotiable securities which the Association may maintain in any one year. A certificate of insurance, showing the American Ambulance Association as a named insured, shall be provided to the Treasurer by each contracting entity.

Section 8 Indemnification of Officers and Directors. The Association shall indemnify every Officer and Director, their heirs, executors and administrators, against all loss, costs and expenses, including counsel fees, reasonably incurred by them in connection with any action, suit or proceeding to which they may be made a party by reason of them being or having been a Director or Officer of the Association, except as to matters to which they shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matter covered by the settlement as to which the Association is aided by counsel that the person to be indemnified has not been guilty of gross misconduct in the performance of their duty as such Director or Officer in relation to the matter involved. The foregoing rights shall not be exclusive of other rights to which the Director or Officer may be entitled. All liability, loss, damage, costs and expenses incurred or suffered by the Association by reason or arising out of or in connection with the foregoing indemnification provisions, shall be treated by the Association as operating expenses.

ARTICLE XII -- COMMITTEES

Section 1 Size and Composition. All committees of the Association with the exception of the Executive Committee and Ethics Committee shall consist of a minimum of five (5) members and a maximum of fifteen (15) members.

- 1.1 The chairperson of each committee shall be nominated by the President of the Association and ratified by a majority vote of the Board of Directors.
- 1.2 The appointed chairperson shall appoint a vice chair, who will replace the chairperson when absent.
- 1.3 The members of the Committee shall be selected by the chairperson and should consist of the broadest representation geographically, by membership categories, by provider types and by interest groups.
- 1.4 No member organization shall have more than two voting members on any given committee.

Section 2 Terms. All Committee chairpersons are subject to a term limit of three (3), two (2) year terms for a total of six (6) years. These are complete terms. If nominated to a position, the term limit timeframe commences at the beginning of the first full term, not with the partial term.

- 2.1 The six (6) year limit would begin immediately following the adoption of the by-laws changes.
- 2.2 The term limits are in effect for the same position only.
- 2.3 A vote of the Board can overrule the term limit with a two-thirds (2/3) vote of the Board members, present and voting.

Section 3 Removals. The President can recommend the removal of a committee chairperson with ratification by a majority of the Board of Directors.

Section 4 Executive Committee. The Executive Committee shall consist of four (4) elected officers, the Immediate Past President, and the Executive Vice President, and shall collectively be responsible to manage the affairs of the Association between meetings of the Board of Directors. The Committee shall be chaired by the President.

- 4.1 The Executive Committee shall be restricted from establishing policy and shall carry out those activities previously approved by the Board of Directors.
- 4.2 The Executive Committee shall also be responsible to solicit and negotiate bids and perform evaluations on all individuals and/or firms contracted to the Association and present such bids and evaluations to the Board of Directors for their consideration.

Section 5 Permanent Committees. There shall be the following permanent committees established and defined as stated herein:

- 5.1 **BY-LAWS COMMITTEE:** It is the mission of the By-Laws Committee to ensure the integrity of the Association's by-laws. The committee is responsible for reviewing and making appropriate recommendations for revisions of the by-laws to the Board of Directors and membership as needed.
- 5.2 **NOMINATING COMMITTEE:** It is the mission of the Nominating Committee to identify and solicit the best qualified member candidates for the leadership positions of the Association, including Officers, Regional Directors, Ethics Committee Members and candidates for honorary membership, and ensure that the slate of candidates reflect the broadest representation of active member constituencies possible. The committee is responsible for overseeing the procedures established for the nomination of candidates and for conducting the annual elections.
- 5.3 **FINANCE COMMITTEE:** It is the mission of the Finance Committee to ensure the ongoing financial stability and growth of the Association. The committee is responsible for managing the financial activities of the Association, preparing long-term and short-term budget plans and reviewing and approving the funding requests of the Association's committees.
- 5.4 **ETHICS COMMITTEE:** It is the mission of the Ethics Committee to review and make appropriate recommendations to the Board of Directors for revisions to the Association's Standards of Conduct as defined in Article V, Section 6 of the by-laws. The committee is responsible for hearing complaints and making appropriate recommendations regarding violations of the Standards of Conduct.
 - 5.4.1 The committee shall consist of five (5) members from the active class of membership.
 - 5.4.2 No Board member may serve on the committee.
 - 5.4.3 The term of each committee member shall be two (2) years.
 - 5.4.4 The chairperson of the committee shall be elected by the committee upon completion of the annual elections.

- 5.4.5 Any vacancy occurring on the committee before a meeting of the general membership shall be filled by an individual who meets the requirements for the position and who is confirmed by a majority vote of the Board of Directors.
- 5.4.6 Only those active members having maintained membership in good standing for a minimum of two (2) consecutive years shall be eligible for a position on the Ethics Committee.

Section 6 Other Committees. The President may establish other committees, ad hoc committees or task forces to advance the purpose of the Association. The chairperson of said other committees, ad hoc committee and task forces shall be nominated by the President and ratified by a majority vote of the Board of Directors. A list of all other committees, ad hoc committees, and task forces will be maintained by the Executive Vice President.

ARTICLE XIII -- RECORDS

Section 1 Minute Book. The Association shall keep or cause to be kept, a minute book which shall contain:

- 1.1 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.
- 1.2 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.
- 1.3 A copy of the articles of incorporation and all amendments thereof and a copy of all certificates filed with the Secretary of State.

Section 2 Annual Report. The Association shall make or cause to be made an annual report to the membership.

- 2.1 The Association shall notify each member yearly of the member's right to receive a financial report pursuant to section 8321 of the corporation code. Upon written request of a member, the Association shall send the most recent annual report to the requesting member.
- 2.2 The Association shall maintain and send each member yearly, a list of all members of the Association and the place where the records of the Association are located.

ARTICLE XIV -- AMENDMENTS

Section 1 By-laws Amendments. The by-laws of the Association may be amended as called for by the Board of Directors, provided that the following procedures and notices are adhered to:

- 1.1 Requests to modify the by-laws can be requested by any member in good standing.
- 1.2 All such requests will be delivered to the by-laws chairperson who will prepare a report and present it to the Board of Directors.

- 1.3 Upon a resolution of the Board of Directors the proposed modifications to the by-laws will be prepared and sent out to all members of the Association at least thirty (30) days prior to the date which such modifications will be considered.
- 1.4 Approval to modify the by-laws will require a two-thirds (2/3) vote of the entire Board of Directors or by a paper or electronic ballot of no less than a simple majority vote of twenty-five (25) percent of the Active membership.

CERTIFICATION OF SECRETARY

The undersigned, Secretary of the AMERICAN AMBULANCE ASSOCIATION, a California corporation, hereby certifies that the foregoing by-laws are the true and correct, duly adopted by-laws of the corporation, as amended, that such by-laws were last amended on October 28, 2006 and that such by-laws include all amendments to the date of this certificate.

Dated: June 4, 2007

Jim Finger, Secretary