

AAMS BYLAWS

Bylaws for the regulation, except as otherwise provided by statute or its Articles of Incorporation, of the ASSOCIATION OF AIR MEDICAL SERVICES, an Iowa Corporation.

Article I. PURPOSE

Section 1. Name: The name of this Corporation is the "Association of Air Medical Services" (hereinafter referred to as the "Corporation" or "AAMS").

Section 2. Purpose: The purposes for which this Corporation is formed are as set forth in the Corporation's Articles of Incorporation, *to wit*:

- A. to provide recognition of the emergency medical transportation industry;
- B. to promote the provision of quality emergency medical services to patients;
- C. to provide education and information activities;
- D. to develop standards of operation and performance; and
- E. to engage in any other lawful activities which are permitted by the Act and permitted for tax exempt purposes by Section 501(c) (6) of the Internal Revenue Code of 1954 and amendments thereto.

Section 3. Antitrust Compliance: The Corporation and its Members will be guided in their conduct and discussions by the antitrust laws of the United States, and intend to fully comply with these laws in all of the Corporation's activities.

Article II. MEMBERSHIP

Section 1. Eligibility for Membership: Membership in the Corporation shall be open to entities or individuals having an interest in the medical transportation of critically ill or injured patients via air or ground services, subject to the procedures adopted by the Board of Directors.

Section 2. Membership Classes: There shall be seven classes of Members:

Regular Membership;
Honorary Membership;
Associate Membership;
Affiliate Membership;
Allied Membership;
Personal Membership; and
Chapter Membership.

Membership classification may be altered pursuant to procedures contained in the Articles of Incorporation.

A. Regular Membership

- (i) Regular Membership is limited to air and critical care ground medical transport services, regardless of market segment or service configuration, that have physician-directed medical controls. "Market segments" are defined as and not limited to:
 - (a) traditional hospital-sponsored transport services;
 - (b) multiple hospitals or partners sponsoring joint venture transport services;
 - (c) consortium transport services;
 - (d) independent provider models which may or may not be associated with a sponsoring hospital;
 - (e) transport services owned and/or operated by public agencies;
 - (f) not for-profit transport services; and
 - (g) for-profit transport services.
- (ii) Regular membership entitles an official representative of the Regular Member to attend the Annual Business Meeting, receive periodic mailings and enjoy other rights and privileges as may be extended by the Corporation. Regular Members shall have the right to elect Directors as provided in Article V (Board of Directors) and to make motions and to vote on all matters requiring a vote by the membership.

B. Honorary Membership

- (i) Honorary Membership is an extraordinary class limited to individuals who have rendered notable service or who have distinguished themselves to a significant degree through efforts directed toward the advancement or improvement of the air medical transport industry or to this Corporation. Nominations for Honorary Membership shall be presented to the President/CEO, who shall submit the nominations to the Board of Directors for approval. Nominees are awarded Honorary Membership status upon unanimous approval by the Board of Directors, and are then entitled to free lifetime membership in the Corporation. The Board of Directors shall exercise the greatest discretion in granting such approval and shall not approve any nominees without insuring that substantial justification exists for the award of the honor. No more than two (2) Honorary Memberships may be awarded per year.

- (ii) Honorary Membership entitles the Member to attend the Annual Business Meeting, receive periodic mailings, and enjoy other rights and privileges as may be extended by the Corporation. Honorary Members shall have no right to elect Directors or to make motions or to vote on any matter requiring a vote by the membership.

C. Associate Membership

- (i) Associate Membership in the Corporation shall be limited to any person, partnership, corporation or other business entity, which is an aviation operator of emergency medical services.
- (ii) Associate Membership entitles an official representative of an Associate Member to attend the Annual Business Meeting, receive periodic mailings, and enjoy other rights and privileges as may be extended by the Corporation. Associate Members shall have the right to elect Directors as provided in Article V (Board of Directors) and to make motions and to vote on any other matter requiring a vote by the membership, except for matters related to bylaws changes, merger or dissolution of the Corporation.

D. Affiliate Membership

- (i) Affiliate Membership in the Corporation shall be limited to any person, partnership, corporation or other business entity, not eligible for Regular or Associate membership, which provides a product or service to the medical transport industry. “Products and services” include but are not limited to:
 - (a) a manufacturer directly engaged in the manufacture or development of helicopters, airplanes, and/or ground ambulances, or affecting a certified product to the industry;
 - (b) a supplier or service group providing supplies or services for helicopter, airplane or ground ambulance operators; or
 - (c) a manufacturer of equipment integral to helicopter, airplane, or ground ambulance operations, including airframes, engines and parts.
- (ii) Affiliate Membership entitles an official representative of an Affiliate Member to attend the Annual Business Meeting, receive periodic mailings, and enjoy other rights and privileges as may be extended by the Corporation. Affiliate Members shall have the right to elect Directors as provided in Article V (Board of Directors), but shall have no right to make motions or to vote on

any other matter requiring a vote by the membership, except for setting Affiliate member dues.

E. Allied Membership

- (i) Allied Membership in the Corporation shall be available to any organization, which is ineligible for any other category of membership in AAMS and which has, as determined by the Board of Directors, interests similar to those of the Corporation and which conducts its activities in a manner consistent with the Corporation's Code of Ethics.
- (ii) Allied Membership entitles an official representative of an Allied Member to attend the Annual Business Meeting, receive periodic mailings, and enjoy other rights and privileges as may be extended by the Corporation. Allied Members shall have no right to elect Directors or to make motions or to vote on any matter requiring a vote by the membership.

- F. Personal Membership:** Personal Members shall be individuals having an interest in the medical transport industry who currently are not employed or associated with a medical transport service, or who are currently employed by or associated with an AAMS Regular, Associate, Affiliate, or Allied Member. Personal Membership entitles a Member to attend the Annual Business Meeting, receive periodic mailings, and enjoy other rights and privileges as may be extended by the Corporation. Personal Members shall have no right to elect Directors or to make motions or to vote on any matter requiring a vote by the membership.

G. Chapter Membership

- (i) Any formal local, state or regional group of services and individuals interested in air and surface critical care medical transport within a geographical area that has applied for Chapter status to, and been accepted by, the Corporation's Board of Directors as set forth below in Article X, shall be a Chapter Member of the Corporation.
- (ii) Chapter Membership entitles the Member (or its official representative) to attend the Annual Business Meeting, receive periodic mailings, and enjoy other rights and privileges as may be extended by the Corporation. Chapter Members shall have no right to elect Directors or to make motions or to vote on any matter requiring a vote by the membership.

Section 3. Application for Membership

- A. Application for Membership shall be made to the National Office on the form provided by the Corporation. Such application shall not be deemed received until it has been completed in all material respects and the required remittance has been paid to the Corporation.
- B. Membership shall be effective upon approval by the Corporation's National Office.

Section 4. Appeal: Any Member or applicant who has had membership or the requested class of membership denied, may appeal the action to the Board of Directors at the next Board Meeting upon submission of a written request at least ten (10) days in advance. All such complainants will be given an opportunity to explain to the Board of Directors why they believe a change in the action should be granted. A vote shall then be taken among the Board of Directors present for a final decision. Any affirmative vote of two-thirds (2/3) of the Board of Directors present and voting shall constitute the final decision of the Corporation.

Section 5. Membership Record Date: In order that the Corporation may determine the Members entitled to notice of or to vote at any meeting of the Members or any adjournment thereof, or to express consent to corporate action in writing without a meeting, the Board of Directors may fix, in advance, a record date which shall not be more than seventy-five (75) days before the day of such meeting nor less than ten (10) days before the day of such meeting, nor less than ten (10) days prior to any other action, and in this event only Members of record on the date so fixed are entitled to notice and to vote or to give consents.

Section 6. Designation of Official Representative: Each organization which is a Member shall designate one person to act as its official representative for the purpose of receiving correspondence, voting (if eligible), and acting as an official contact between the Member and the Corporation. Such official representative shall be designated in writing to the National Office at least ten (10) days prior to any membership meeting, and shall be both (a) an officer, director, or managing official of the Member, and (b) employed by the Member in the management or operation of the Member as the principal occupation of the representative. Changes in designation of the official representative of a Member shall be made in writing to the National Office.

Section 7. Termination from Membership

- A. Members who fail to pay dues within ninety (90) days after the due date will be dropped from membership.
- B. The Board of Directors may terminate a membership if the Member violates these Bylaws or other Corporation rules, or for other good cause.

Not less than fifteen (15) days prior to the effective date of a proposed termination, the Board of Directors must advise the Member of the reason(s) for the proposed termination. Not less than five (5) days prior to the effective date of a proposed termination, the Board must allow the Member an opportunity to submit a written response. The Board shall consider all relevant facts and circumstances. Termination requires a two-thirds vote of the Board of Directors present and voting.

C. Membership in the Allied Member classification may be terminated by the Board of Directors at any time with or without cause.

D. Any terminated Member shall not be entitled to a refund of dues paid.

Section 8. Resignation: Any Member may withdraw from the Corporation by giving appropriate written notice to the President/CEO. Resignation shall not relieve the Member of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

Section 9. Reinstatement: Former Members, whose membership has been terminated on account of non-payment of dues, shall be automatically reinstated upon remittance to the National Office of the appropriate dues and outstanding assessments or other charges accrued and unpaid.

Section 10. Transfer of Membership: Membership in this Corporation is not transferable or assignable.

Article III. MEMBER MEETINGS

Section 1. Annual and Special Meetings

A. The Members shall meet annually at the time and place, either within or without the State of Iowa, as set by the Board of Directors and as stated in the Notice of Annual Meeting. In the event the Board of Directors fails to so set the time and place of the meeting, the annual meeting of the Members shall be held in conjunction with the Annual Conference of the Members. Special meetings of the Members for any purpose, other than the election of Directors, may be called by the Board Chair, upon a request of a majority of the voting Directors or at the request of a majority of the Members having the right to cast a vote at such meeting.

B. The purpose of the Annual Meeting shall be to discuss matters within the scope of the Corporation, to make recommendations, and to hold an election for any open seats on the Board of Directors unless such election occurs outside of a meeting by electronic ballot as described in Section 6 below.

Section 2. Notice of Meetings: Notice stating the place, day and time of any business meeting shall be mailed not less than ten (10) nor more than sixty (60) days in advance of the meeting to each Member having the right to cast a vote at such meeting. Notice must be delivered by mail or electronic transmission to each Member. The notice must include a description of any matter which must be considered for approval by the Members and include notice of a matter a Member intends to raise at the meeting if the Corporation is requested in writing to do so by a person entitled to call a special meeting and if the request is received at least ten days before the Corporation gives notice of the meeting.

Section 3. Quorum: At a meeting of the Members, a quorum shall consist of ten percent of the votes entitled to be cast on a matter at the meeting. Regarding matters for which Members are entitled to vote as a separate group, the group of Members may take action on the matter at a meeting only if a quorum of those Members is present.

Section 4. Means of Attendance: Member meetings need not be held at a geographic location and may instead be held by means of the Internet or other electronic communications technology in a fashion pursuant to which the Members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the Members, pose questions, and make comments. Participation through these means constitutes presence in person at the meeting.

Section 5. Member Voting at a Meeting

A. Member Voting: Each Member with the right to vote shall have one vote. An affirmative vote of a majority of the Members voting on the matter shall be the act of the Members unless otherwise required by law, by the Articles of Incorporation, or by these Bylaws.

B. Method of Voting

(i) A Member may vote in person.

(ii) A Member may vote by proxy. Members who vote by proxy are deemed present in person for purposes of determining whether a quorum is present.

Section 6. Action Without a Meeting: Any action that may be taken at a meeting of the Members may be taken without a meeting if approved by a ballot vote conducted in the following manner. A written ballot may be delivered and a vote may be cast on that ballot by electronic transmission so long as it contains or is accompanied by information indicating that the Member authorized the electronic transmission of the ballot.

- A. The Corporation shall deliver a ballot to every Member entitled to vote on the matter.
- B. The ballot must include:
 - (i) a description of the proposed action;
 - (ii) an opportunity to vote for, or withhold a vote for, each candidate for election as a director; and
 - (iii) an opportunity to vote for or against each other proposed action.
- C. The Corporation shall include with the ballot a statement indicating:
 - (i) the number of responses needed to meet the quorum requirements;
 - (ii) the percentage of approvals necessary to approve each matter other than election of Directors; and
 - (iii) the time by which a ballot must be received by the Corporation in order to be counted.
- D. Approval by ballot vote of an action other than election of directors will be valid only when:
 - (i) the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting; and
 - (ii) the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting.

Article IV. DUES

Section 1. Membership shall be assessed on an annual basis. The amount of dues per category of Membership shall be determined by the Board of Directors. Any change in dues must be approved by majority vote of the Regular Members. Membership shall be for one year and shall be paid in American dollars to the Corporation.

Section 2. Honorary Members are not required to pay any membership dues, and subject to Article II, Section 2B herein, shall hold membership for life.

Section 3. Membership dues for the Associate membership class shall be assessed on an annual basis. Any change in dues must be approved by majority vote of the Associate Members. Membership shall be for one year and shall be paid in American dollars to the Corporation.

Section 4. Membership dues for the Affiliate membership class shall be assessed on an annual basis. Any change in dues must be approved by majority vote of the Affiliate Members. Membership shall be for one year and shall be paid in American dollars to the Corporation.

Section 5. Membership dues for the Allied membership class shall be in an amount set from time to time by two-thirds (2/3) vote of the Board of Directors present and voting. Membership shall be for one year and shall be paid in American dollars to the Corporation.

Section 6. Membership dues for the Personal membership class shall be in an amount set from time to time by two-thirds (2/3) vote of the Board of Directors present and voting. Membership shall be for one year and shall be paid in American dollars to the Corporation.

Section 7. Membership dues for the Chapter membership class shall be in an amount set from time to time by two-thirds (2/3) vote of the Board of Directors present and voting. Membership shall be for one year and shall be paid in American dollars to the Corporation.

Article V. BOARD OF DIRECTORS

Section 1. Powers and Duties of the Board of Directors

- A.** The business of the Corporation shall be governed by its Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws directed or required to be exercised or to be done by the members.
- B.** Directors shall be responsible for representing the interest of all Corporation Members in conducting the business of the Corporation.

Section 2. Composition: The number of voting Directors shall be fifteen (15) and shall include eight (8) Regional Directors, one (1) Immediate Past Board Chair, one (1) Associate Member Director, four (4) At-Large Directors, and one (1) Public Director. The President/CEO and the CAMTS representative to the Board shall serve as ex-officio non-voting members of the Board of Directors.

Section 3. Eligibility: A Regular Member may have only one representative on the Board of Directors. All Regional Directors must be currently employed by a Regular Member upon election. The Associate Director must be a current employee of an Associate Member of the Corporation. The At-Large Directors must be currently employed by a Regular, Associate, Affiliate, Allied, or Chapter Member upon election. The Public Director must not be an employee or maintain ownership interest in an organization eligible for Regular, Associate, Affiliate, or Allied membership in the Association.

Section 4. Term of Office: All Directors shall be elected for terms of two (2) years, and shall hold office until the Director's successor is elected and accepts the position. Regional and At-Large directors will be elected on a rotating basis so as not to

provide a complete turnover in Directors in any given year. A Director may not serve more than three (3) consecutive terms for a total of six (6) years in the same position unless he/she assumed a vacancy in office, in which case, he may serve the unexpired portion of one full term and three consecutive terms.

Section 5. Regional Directors: Regular members shall be classified as members in one of eight (8) designated regions. Each region shall be composed as follows:

Region 1:	Alaska, California, Guam, Hawaii, Nevada, Oregon, Washington
Region 2:	Arizona, Colorado, Idaho, Montana, New Mexico, Utah, Wyoming
Region 3:	Illinois, Iowa, Kansas, Minnesota, Missouri, Nebraska, North Dakota, South Dakota, Wisconsin
Region 4:	Alabama, Arkansas, Kentucky, Louisiana, Mississippi, Oklahoma, Tennessee, Texas
Region 5:	Connecticut, Delaware, District of Columbia, Indiana, Maine, Maryland, Massachusetts, Michigan, New Hampshire, New Jersey, New York, Ohio, Pennsylvania, Rhode Island, Vermont
Region 6:	Florida, Georgia, North Carolina, Puerto Rico, South Carolina, Virginia, West Virginia
Region 7:	International region including Canada, Mexico, the Caribbean, and other countries in North America, Central America, South America, Africa and Europe
Region 8:	International region including Australia, New Zealand, Japan, Asia, and Antarctica

Section 6. Election of Regional Directors

- A. One Regional Director from each Region will be elected by the Regular Members in that Region to serve as a voting member of the Board of Directors.
- B. The Nominating Committee will develop a proposed slate of Regional Directors that will be distributed to the Regular Members at least thirty (30) days prior to the Annual Meeting of the Members. Regular Members may only vote for candidates in their Region. In the event that the Nominating Committee, after extending invitations to at least two (2) persons per open position, fails to develop the proposed slate, then the ballot will contain only spaces for write-in candidates. Should no write-in candidate receive any votes, then the Board Chair shall appoint the Regional Director.
- C. Write-in candidates may be added to the ballot by a Regular Member. All ballots must be returned to the National Office for counting by the time and date specified on the ballot, such time and date to be determined by the Nominating Committee. The successful candidates will be determined by the highest number of votes.

- D. The successful candidates will be announced at the next Annual Meeting of the Members.
- E. Although Regional Directors must be employed by a Regular Member upon election to office, failure by a Regional Director to remain so employed shall not result in automatic removal from office so long as he/she continues to live within the region which he/she was elected to represent. A Regional Director who is neither employed by a Regular Member from their region nor lives in the region shall be automatically removed from office. Similarly, a Regional Director who becomes employed by a Regular Member from another region shall be automatically removed from office.

Section 7. Election of Associate Director

- A. One Associate Director from among the members in the Associate Member classification will be elected by the Associate Members to serve as a voting member of the Board of Directors.
- B. The Nominating Committee will develop a proposed slate of candidates for the Associate Director position that will be distributed to the Associate Members at least thirty (30) days prior to the Annual Meeting of the Members. Associate Members may only vote for candidates for the Associate Director position. In the event that the Nominating Committee, after extending invitations to at least two (2) persons per open position, fails to develop a proposed slate of candidates, then the ballot will contain only spaces for write-in candidates. Should no write-in candidate receive any votes, then the Board Chair shall appoint the Associate Director.
- C. Write-in candidates may be added to the ballot by an Associate Member. All ballots must be returned to the National Office for counting by the time and date specified on the ballot, such time and date to be determined by the Nominating Committee. The successful candidate will be determined by the highest number of votes.
- D. The successful candidate will be announced at the next Annual Meeting of the Members.
- E. The Associate Director shall be automatically removed from office for failure to remain an employee of an Associate Member of the Corporation.

Section 8. Election of At-Large Director

- A. Four (4) At-Large Directors from among the members in the Regular, Associate, Affiliate, Allied, and Chapter Member classifications shall be

elected by the Regular, Associate, and Affiliate Members to serve as voting members of the Board of Directors.

- B.** The Nominating Committee will develop a proposed slate of candidates for the At-Large Director positions that will be distributed to the Regular, Associate, and Affiliate Members at least thirty (30) days prior to the Annual Meeting of the Members. Only Regular, Associate, and Affiliate Members may vote for candidates for the At-Large Director positions. In the event that the Nominating Committee, after extending invitations to at least two (2) persons per open position, fails to develop a proposed slate of candidates, then the ballot will contain only spaces for write-in candidates. Should no write-in candidate receive any votes, then the Board Chair shall appoint the At-Large Director.
- C.** Write-in candidates may be added to the ballot by a Regular, Associate, or Affiliate Member. All ballots must be returned to the National Office for counting by the time and date specified on the ballot, such time and date to be determined by the Nominating Committee. The successful candidate will be determined by the highest number of votes.
- D.** The successful candidate will be announced at the next Annual Meeting of the Members.
- E.** The At-Large Director shall be automatically removed from office for failure to remain an employee of a Regular, Associate, Affiliate, Allied, or Chapter Member of the Corporation.

Section 9. Appointment of Public Director

- A.** One Public Director from the general public will be appointed by the Board Chair, with the approval of the Board of Directors to serve as a voting member of the Board of Directors. The Public Director must not be an employee or maintain ownership interest in an organization eligible for Regular, Associate, Affiliate, or Allied Membership in the Association.
- B.** The Public Director shall be automatically removed from office upon employment by, or ownership of, a Regular, Associate, Affiliate, or Allied Member of the Corporation.

Section 10. Board of Director Meetings: The Board of Directors shall hold at least two (2) regular meetings per year, at the time and place as stated in the Notice of Regular Meeting and as called by the Board Chair. In addition to the two (2) Regular Meetings which are to be held in person, special meetings may be held in person, or by conference telephone call or similar communication equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at the meeting.

Section 11. Notice of Meeting and Waiver of Notice

- A.** Notice of a meeting shall be delivered not less than ten (10) nor more than fifty (50) days in advance of the meeting to each Officer and Director, setting forth the time and place of the meeting and whether it is a Regular or Special Meeting. Notice must be delivered personally (either in writing or orally) or by mail, electronic mail, facsimile, or telephone to each Director.
- B.** A Director may waive his/her right to notice. A waiver must be in writing and signed by the Director, and must be filed with the minutes. A Director's attendance at or participation in a meeting waives any required notice unless the Director at the beginning of the meeting (or promptly upon the Director's arrival) objects to holding the meeting or transacting business at the meeting and does not participate in any vote taken at the meeting.

Section 12. Quorum

- A.** At meetings of the Board of Directors, a majority of the Directors with voting privileges shall constitute a quorum for the transaction of business, and the act of a majority of the Directors present with voting privileges at any meeting at which there is a quorum shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present thereat may adjourn the meeting, without notice other than announcement at the meeting, until a quorum shall be present.
- B.** If any vacancies exist by reason of death, resignation, removal, or otherwise, a majority of the remaining Directors with voting privileges shall constitute a quorum so long as no less than one-third of the number of Directors set forth herein is present.

Section 13. Voting

- A.** Each Director entitled to vote is entitled to one (1) vote, which may not be voted by proxy or by email except as unanimous written consent.
- B.** An action may be taken without a meeting of the Board of Directors if a consent in writing describing the action to be taken is approved and signed by all of the Directors entitled to vote. If all of the Directors respond and if the decision is unanimous, then the result will be an action of the Board. Documentation of the unanimous consent must: (i) describe the action taken, (ii) be signed by each Director in a manner that confirms his/her approval and identity, and (iii) be filed with the minutes. If one or more Directors do not respond or if the decision is not unanimous, then no

action will be taken and the business or question must wait for discussion and vote at a meeting of the Board.

- C. The outcome of any votes taken or action instituted at any conference call meeting of the Board of Directors or any authorization of action by written consent must be filed with the minutes of proceedings of the Board of Directors.

Section 14. Vacancies

- A. The Board Chair shall appoint, subject to the approval of the Board, any vacancies on the Board of Directors that may occur mid-term. Any Director appointed by the Chair to fill a vacancy on the Board of Directors shall hold office for the unexpired term of his or her predecessor.
- B. Eligibility requirements for a Director appointed to fill a vacancy under this Section shall be identical to those required of the elected Director whose unexpired term he or she has been appointed to fill.

Section 15. Compensation: With the exception of the President/CEO, Directors shall not receive any stated salaries for their services as Directors or Officers, but by resolution of the Board, expenses may be allowed for attendance at meetings. Nothing herein contained shall be construed to preclude any Director or Officer from serving the Corporation in any other capacity and receiving reasonable compensation therefore, except as outlined in the Code of Ethics and Board Policy Manual or unless otherwise required by law, by the Articles of Incorporation, or by these Bylaws.

Section 16. Rules: The conduct of all meetings of the Board of Directors shall be governed by proper parliamentary procedure.

Section 17. Proceedings: A report of the actions of the Board of Directors shall be created by the Secretary of the Corporation and distributed to each Board member following each Board Meeting.

Section 18. Employees: The Board of Directors shall have the sole right to employ and /or contract with a chief executive who shall have the title of President/CEO.

Section 19. Ties: In the event of a tie for any Director position, a run-off election shall be held within two (2) weeks of the initial election date. The name of each candidate shall remain on the ballot unless the candidate chooses to withdraw his candidacy. Should a tie result following the run-off election, the two or more candidates receiving the tying number of votes shall draw straws.

Article VI. OFFICERS

Section 1. Executive Officers: The Officers of the Corporation shall consist of a Board Chair, a Vice Chair, a Secretary, a Treasurer, an Immediate Past Chair, and a President/CEO (ex officio). One person may not hold any two of said offices.

Section 2. Other Officers and Agents: The Board of Directors may appoint such other officers and agents as it may deem advisable, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors, but who shall not be members of the Board of Directors.

Section 3. Executive Committee: The Executive Committee of the Board of Directors shall be comprised of the Board Chair, the Vice Chair, the Immediate Past Chair, the Secretary, the Treasurer, and the President/CEO (ex officio). The President/CEO serves without the right to vote. Subject to the limitations of authority set forth in Section 504.826 of the Revised Iowa Nonprofit Corporation Act, the purpose of the Executive Committee is to consult with and advise the Board Chair on any pertinent Corporation matters, to conduct the business of the Corporation in the interval between Board meetings, to determine the compensation to be paid to the President/CEO, who shall be the only Officer entitled to compensation from the Corporation, and to carry out the wishes and directives of the Board of Directors. The Executive Committee shall follow the same meeting procedures (action without meetings, notice and waiver of notice, quorum, etc.) as the Board as a whole.

Section 4. Nomination & Election of Officers: Immediately after the Annual Meeting of members, the Board of Directors shall meet to elect, by majority vote of the Directors present and voting, a Chair, Vice Chair, Secretary, and Treasurer from a slate of nominations prepared by the Nominating Committee. After completing a term as Board Chair without election to a second consecutive term or after completing two consecutive terms as Board Chair, each Board Chair shall automatically become the Immediate Past Chair.

Section 5. Eligibility: All then-current members of the Board of Directors, excluding the President/CEO, CAMTS Representative, and the Public Director, are eligible to serve as Officers of the Board, except that candidates for the office of Chair and Vice Chair shall have served as an elected member of the Board for a period of not less than two (2) years.

Section 6. Term of Office

A. Officers shall be elected for a period of one (1) year or until a successor shall have been elected and qualified. Each elected Officer shall serve concurrently as a Director and as an Officer.

- B. An Officer may serve only two (2) consecutive terms in the same office unless he or she shall have assumed a vacancy in the office, in which case he or she may serve only the unexpired portion of the term and one full term. In the event a Board Chair is elected to serve a second consecutive term, the Immediate Past Chair shall also remain in that position for a second consecutive term.

Section 7. Resignation: An Officer may resign at any time. Such resignation shall be made in writing or by e-mail and shall take effect upon receipt of the resignation by the Board Chair or President/CEO.

Section 8. Vacancies

- A. If the office of the Board Chair becomes vacant, the Vice Chair shall assume the office of Board Chair.
- B. If any other office becomes vacant, the Board of Directors then will elect a new Officer by an affirmative vote of two-thirds of the Directors present and voting.

Section 9. Powers and Duties of the Board Chair

- A. The Board Chair shall call all meetings of the Board of Directors, except as otherwise specified in the Bylaws. The Board Chair shall preside at all meetings of the Members and the Board of Directors.
- B. The Board Chair shall appoint all Committee Chairs and fill all vacancies on the Board of Directors, with the approval of the Board.
- C. The Board Chair shall be a member ex-officio of all Committees except the Nominating Committee.
- D. The Board Chair shall be an honorary member of all Section and Special Interest Groups.
- E. The Board Chair may delegate the duties of any Officer during such Officer's absence or disability.
- F. The Board Chair shall assist the other Officers in carrying out their duties.
- G. The Board Chair shall perform such other duties as may be assigned by the Board of Directors.

Section 10. Powers and Duties of the Vice Chair

- A. The Vice Chair shall serve as assistant to the Chair.
- B. The Vice Chair shall assume all duties and authorities of the Board Chair in his/her absence and shall have such powers and duties as may be prescribed by the Board of Directors. The Vice Chair shall assume the office of the Chair in the event of his/her death, resignation, or removal.
- C. The Vice Chair shall assist the Board Chair and other Officers in carrying out their duties.

- D. The Vice Chair shall perform such other duties as may be assigned by the Board Chair or the Board of Directors.

Section 11. Powers and Duties of the Secretary

- A. The Secretary shall be responsible for the keeping of accurate and complete minutes of all meetings of the Board of Directors, including all conference calls, and all meetings of the Members.
- B. The Secretary shall determine the presence of a quorum and also shall record votes cast.
- C. The Secretary shall assist the Board Chair and other Officers in carrying out their duties.
- D. The Secretary shall perform such other duties as may be assigned by the Board Chair or the Board of Directors.

Section 12. Powers and Duties of the Treasurer

- A. The Treasurer shall have the responsibility for the corporate funds and assets and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation.
- B. The Treasurer shall be responsible for the deposit and disbursement of all monies and other valuables in the name and to the credit of the Corporation.
- C. The Treasurer shall assist the Board Chair and other Officers in carrying out their duties.
- D. The Treasurer shall perform such other duties as may be assigned by the Board Chair or the Board of Directors.

Section 13. Powers and Duties of the President/Chief Executive Officer

- A. The President/CEO shall serve as an ex officio, non-voting member of the Board of Directors and the Executive Committee.
- B. The President/CEO shall have the authority of the Board of Directors in the management of the business of the Corporation in the intervals between the meetings of the Board of Directors as directed by the Executive Committee.
- C. The President/CEO shall manage and direct all activities of the Corporation subject to the policies of the Board of Directors.
- D. The President/CEO shall employ and may terminate the employment of members of the staff necessary to carry on the work of the Corporation, and shall set their compensation within the approved budget. The President/CEO shall define the duties of the staff, supervise their performance, establish their titles, and delegate those responsibilities of management as shall be in the best interest of the Corporation.
- E. The President/CEO shall assist the Board Chair and other Officers and Directors in carrying out their duties.

- F. The President/CEO shall perform such other duties as may be assigned by the Board Chair or the Board of Directors.

Article VII. COMMITTEES

Section 1. Standing Committees

- A. There shall be Standing Committees as deemed necessary, created by resolution adopted by a majority vote of the Board of Directors present and voting and responsible to the Board of Directors, to carry out specific and ongoing organization activities.
- B. The permanent Standing Committee will be the Nominating Committee.

Section 2. Special Committees: Special, or Ad Hoc, Committees may be created by resolution adopted by a majority of the Board of Directors present and voting from time to time as it deems necessary to promote the interests of the membership and to carry out specific organizational activities. Special Committees shall be dissolved when their charge has been completed.

Section 3. Committee Chairs: Committee Chairs shall be appointed by the Board Chair, with the approval of the Board of Directors.

Section 4. Term: Committee Chairs shall serve a one (1) year term, unless otherwise provided in the Board resolution establishing the committee.

Section 5. Membership: Each Committee, whether Standing or Special, shall include one or more Directors appointed to the Committee by the Board Chair and approved by the Board. Members from all membership classifications may participate on Committees upon appointment by the Board Chair. The Board Chair shall be a member ex-officio of all AAMS Committees except the Nominating Committee.

Section 6. Committee Minutes: The Committees shall keep regular minutes of their proceedings and forward such minutes to the Board Chair and the President/CEO, who shall report the same to the Board of Directors.

Section 7. Nominating Committee: The Nominating Committee is responsible for the identification and recruitment of qualified candidates for Board and Officer Positions of the Corporation, preparation of the slate of candidates, and the conduct of the annual elections.

Article VIII. SECTIONS

Section 1. Sections: To achieve the objectives of the Corporation, the Board of Directors may at its discretion establish organizational units called "Sections" to provide educational opportunities and member services for individuals in specialty and

professional areas associated with air and surface medical transport services. The Board of Directors shall exercise authority over policies, services, programs, dues, fees, and budgets of all organizational units, including qualification for participation, unless otherwise stated in these Bylaws.

Section 2. Creation of a Section: A Section may be created by a vote of two-thirds (2/3) of the members of the Board of Directors, present and voting, once at least 25 individuals who are employed by AAMS Members request the creation of a Section.

Section 3. Section Membership: Section membership shall be open to any individual who is currently employed by an AAMS Member and who is actively involved on a daily basis with the specialty or profession represented by the Section. The Board Chair will be an honorary member of all Sections.

Section 4. Section Chair: The Board Chair shall appoint, with the approval of the Board of Directors, a Chair for each Section who shall be responsible for maintaining communication within the Section, and reporting on Section recommendations and activities to the National Office, the Board of Directors, and to the membership.

Section 5. Dues: Dues may be assessed and collected to support Section activities and programming. All such dues will be set by a vote of two-thirds (2/3) of the Board of Directors present and voting.

Section 6. Activities

A. All Section activities shall be conducted in accordance with the Articles of Incorporation, Bylaws, and policies and procedures of this Corporation, which shall take precedence over all Section policies, plans or documents.

B. Official correspondence of the Section shall be conducted through the National Office of this Corporation.

Section 7. Section Dissolution: A resolution recommending dissolution of any Section may be passed by two-thirds (2/3) vote of the Board of Directors present and voting.

Article IX. SPECIAL INTEREST GROUPS

Section 1. Special Interest Groups: To achieve the objectives of the Corporation, the Board of Directors may at its discretion establish organizational units called "Special Interest Groups" to provide educational opportunities and member services for special market segments within the air and surface critical care medical transport industry. The Board of Directors shall exercise authority over policies, services, programs, dues, fees, and budgets of all organizational units, including qualification for participation, unless otherwise stated in these Bylaws.

Section 2. Special Interest Group Membership: Special Interest Group membership shall be open to any representative of any classification of Membership. The Board Chair will be an honorary member of all Special Interest Groups.

Section 3. Board Liaison: The Board Chair will appoint one Director to serve as Board Liaison to each Special Interest Group, who will be an honorary member of that Special Interest Group.

Section 4. Special Interest Group Chair: The Board Chair shall appoint, with the approval of the Board of Directors, a Chair for each Special Interest Group who shall be responsible for maintaining communication within the Special Interest Group, and reporting on Special Interest Group recommendations and activities to the National Office, the Board of Directors and to the membership through the Board liaison.

Section 5. Activities

A. All Special Interest Group activities shall be conducted in accordance with the Articles of Incorporation, Bylaws, and policies and procedures of this Corporation, which shall take precedence over all Special Interest Group policies, plans or documents.

B. Official correspondence of the Special Interest Group shall be conducted through the National Office of this Corporation.

Section 6. Special Interest Group Dissolution: A resolution recommending dissolution of any Special Interest Group may be passed by majority vote of the Board of Directors present and voting.

Article X. CHAPTERS

Section 1. Chapters: This Corporation shall formally recognize local, state, regional, and/or national Chapters.

Section 2. Purpose: The purpose of this recognition is the implementation of the goals of this Corporation at a local, state, regional, or national level.

Section 3. Definition

A. A Chapter shall be defined as a formal group of medical transport services interested in air and surface critical care medical transport within a geographical area that has applied for Chapter status to, and been accepted by, the Corporation's Board of Directors.

- B. The Board of Directors is responsible for developing the criteria for awarding Chapter status and for making any and all determinations of Chapter status.

Section 4. Application: The procedures for Chapter application may be obtained from the National Office.

Section 5. Withdrawal of Recognition

- A. Withdrawal of Chapter status by this Corporation shall be considered and decided upon by a majority vote of the Board of Directors present and voting.
- B. The National Office shall inform the Chapter leaders within thirty (30) days of a withdrawal of Chapter status.
- C. Following the receipt of notice of a withdrawal of recognition, a Chapter may no longer refer to itself as being a Chapter of this Corporation nor use the Corporation's name, logo, service marks, trademarks, or other intellectual property.

Article XI. FINANCES

Section 1. Fiscal Year: The fiscal year of the Corporation shall be determined by resolution of the Board of Directors.

Section 2. Reserves: There may be set aside out of any funds of the Corporation such sum or sums as the Board of Directors may from time to time, in its absolute discretion, determine to be proper as reserve or reserves to meet contingencies or for acquiring, repairing or maintaining any property of the Corporation. The Board of Directors also may modify or abolish any such reserve.

Section 3. Budget: The Board of Directors shall establish a budget for each fiscal year and shall operate under generally accepted accounting principles.

Article XII. MISCELLANEOUS PROVISIONS

Section 1. Indemnification: The Corporation shall indemnify its Directors and Officers as required by the Revised Iowa Nonprofit Corporation Act. If indemnification is permitted but not required under the Act, then the Corporation may, by vote of the Board of Directors, provide indemnification to a Director or Officer as permitted by those laws to the extent the Board determines to be appropriate. Further, the Corporation may, by vote of the Board of Directors, provide indemnification to an employee, agent, or volunteer as permitted by the Act to the extent the Board determines to be appropriate. This right to indemnification is not exclusive of any other rights to which the Director, Officer, employee, agent, or volunteer may be

entitled. The Corporation may purchase insurance to cover this indemnification obligation as determined by the Board of Directors

Section 2. Liability: The Members shall not be liable for the debts of the Corporation.

Section 3. Amendment to Bylaws

- A. A two-thirds vote of the entire Board of Directors is required to amend these Bylaws. If a Bylaws amendment will be considered at a meeting, notice of the meeting must state that the purpose of the meeting is to consider a proposed amendment to the Bylaws and contain or be accompanied by a copy or summary of the amendment (or state the general nature of the amendment).
- B. Upon written request of at least five percent (5%) of the Regular Members, the Board of Directors shall submit an approved Bylaws amendment to a vote of the Regular Members. Ratification requires a majority vote of the Regular Members present and voting.

Article XIII. TRANSITION RESOLUTION

Section 1. Transition Period: This transition will be in effect from the period October 1, 2009 to November 3, 2013, and will automatically be deleted from these Bylaws on November 4, 2013.

Section 2. Transition Procedures for Changing the Election Rotation of the Board of Directors

- A. Any Regional Director and/or Officer currently serving a term on the Board of Directors at the time of the proposed changes are adopted may continue to serve the remaining portion of his/her term until completion.
- B. The terms of two At-Large Directors elected in 2009 will serve one three-year term rather than the usual two-year term. The two At-Large Director seats chosen to serve a three-year term will be identified by drawing straws at the 2009 Annual Membership Meeting. The two At-Large Director seats chosen to serve a three-year term starting in 2009 will revert to two-year terms starting in 2012.
- C. The terms of the Directors from Region 6 and Region 8 elected in 2010 will serve one three-year term rather than the usual two-year term. The Region 6 and Region 8 seats will revert to two-year terms starting in 2013.

*Adopted 4/1/1998
Revised 10/25/1998
Revised 10/31/1999*

Revised 01/31/2003
Revised 10/23/2005
Revised 10/1/2009
Revised _____