

AMBULANCE ASSOCIATION of PENNSYLVANIA
BY-LAWS
Revised September 2011

Article I – Name/Offices

1.1 The name of the Association shall be the Ambulance Association of Pennsylvania, established as a not for profit corporation under the applicable statues of the Commonwealth of Pennsylvania, hereafter referred to as “Association”.

1.2 The Association shall maintain offices at such places as the Board of Directors may from time to time appoint or the activities of the Association may require.

Article II - Seal

2.1 The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization, and the words, “Corporate Seal, Pennsylvania.”

Article III – Applicability

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

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

Article IV – Purpose

4.1 The Ambulance Association of Pennsylvania (AAP) is the lead organization for the advancement of the needs of its members in the emergency and non-emergency ambulance and medical transportation industry.

The AAP advocates the highest quality patient care through ethical and sound business practices, advancing the interests of its members in important legislative, regulatory, educational and reimbursement issues.

In accomplishing this goal, the AAP is dedicated to excellence in providing superior service to all facets of its membership and in developing positive relationships with other organizations associated with the medical transportation industry through prompt communications and effective educational programs. In carrying out this mission, the AAP is committed to meet the needs of its members in the volunteer, non-profit and for-profit sector.

Article V – Membership

5.1 Membership Criteria – membership is open to any person who represents themselves, or any ambulance organization who is eligible for or is licensed and is currently operating as an ambulance organization by their state of domicile, and who furthermore abides by the membership standards and by-laws established by the Association.

5.2 Membership Approval – members shall be elected by a two-thirds vote of the Board of Directors pursuant to making application for such membership on the proper form and upon payment of such fees as required by these by-laws.

5.3 Membership Privileges – members are entitled to all rights and privileges offered by the Association.

5.4 Classes of Membership – there are four (4) classes of membership in the Association, as hereinafter defined:

5.4.1 Active Member (voting) – This class of membership shall be held by any person representing an ambulance organization, service, or agency that operates ambulances. Only one (1) designee from the Active class of membership is eligible to vote and hold office as prescribed by the by-laws.

5.4.2 Affiliate Member (voting) – This class of membership shall be held by any individual, organization or entity engaged in the manufacturing, sale, rental or support of products, goods or services to the ambulance industry, and such ambulance providers or ambulance companies who are not licensed in the Commonwealth of Pennsylvania, meeting and abiding by the membership standards and by-laws established by the Association. One (1) seat on the Board of Directors shall be held by an Affiliate Member who will have the same membership privileges as an active member.

5.4.3 Honorary Member (non-voting) – This class of membership shall be held by any individual or organization that has rendered distinguished service to the ambulance industry or related medical fields and may be elected as a lifetime honorary member of any affirmative vote of two-thirds of the Board of Directors.

5.4.4 Individual Member (non-voting) – This class of membership shall be held by individuals certified or licensed in pre-hospital, in-hospital, or other provider types, providing care and transport. This class of membership will not have a seat on the Board of Directors of the organization, and is not eligible to vote on issue brought before the membership.

5.5 Resignation, Suspension, Expulsion and Reinstatement of Members

5.5.1 Resignation – a member in good standing may tender his 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 theretofore accrued and unpaid up to and including the date of resignation.

5.5.2 Suspension – non-payment of dues. Any member whose dues to the Association shall remain unpaid sixty (60) days past the due date shall be billed again. If the dues remain unpaid ninety (90) days from the due date, the member shall be sent a notice, by certified mail with return receipt requested to the latest address as it appears on the records of the Association, stating that if such dues are not paid within fifteen (15) days from receipt, he shall cease to be a member in good standing of the Association, and shall lose all rights as a member. The Board may extend said time, as they feel necessary.

5.5.3 Expulsion – misconduct. Recommendation may be made to the Board of Directors for the expulsion of any member alleged to be guilty of misconduct adverse to the welfare of the Association and its members. Such recommendations shall be in writing and signed by three (3) or more members in good standing, stating specific reasons therefore.

The Board of Directors shall first notify such member, by certified mail with return receipt requested to the latest address on the records of the Association, of the charges presented against him. He shall have the right to prepare a written defense and appear for a hearing, before a meeting in Executive Session of the Board of Directors or their designee of which meeting he shall be notified at least thirty (30) days in advance. The Board of Directors shall consider the complaint, and if in their opinion the charges are sustained, the member may be expelled or permitted to resign.

5.5.4 Reinstatement – upon written request, filed with the Secretary, the Board of Directors by affirmative vote of two-thirds of the members of the Board, may reinstate a former member to the membership upon such terms as the Board may deem appropriate in accordance with the by-laws.

5.6 Transferability – upon change in operative control or ownership of an active member organization, membership may be transferred to a successor organization, subject to ratification by a 2/3 majority vote of the Board of Directors.

5.7 Membership Fee – the Board of Directors will have the authority to determine the amount of initiation fee, if any, and annual dues payable by the members by each member class.

Article VI – Meetings

6.1 General Meetings – general meetings of the members shall be held in different locations throughout Pennsylvania and at such other places as may be determined by the Board of Directors.

6.2 Annual Meetings – an annual meeting of the members shall be held during second half of the calendar year at which time the election of Officers and Board of Directors shall be held along with any other business as may properly be brought before the meeting.

6.3 Board of Directors Meetings – business meetings of the Board of Directors shall be held in Harrisburg, PA or at such other places as deemed necessary. Such meetings will be held at the discretion of the President or by a majority of the Board.

6.4 Special Meetings – special meetings of the Association may be called by the President, a majority of the Board of Directors, or not less than twenty-five percent (25%) of the active members in good standing. The place and time of such meetings are to be designated by the President of the Association. The business to be transacted at such meetings shall be stated in the notice thereof and no other business may be considered at that time. The calling of a regular meeting shall not limit the business to be considered at such meeting.

6.5 Notices – notices of all meetings, stating the time and place of such meetings shall be issued to all members at least fifteen (15) days prior to the date thereof. Notices may be made in written or electronic format, or other format as determined appropriate by the President or Board of Directors.

6.6 Quorum – a quorum for the annual or special meetings of the membership shall consist of not less than seven percent (7%) of the active members.

6.6.1 a quorum for the business meeting of the Board of Directors shall consist of a simple majority of the members of the Board.

6.7 Rules and Procedures – *Robert's Rules of Order*, latest version, shall govern the conduct of all meetings of the Association, provided that they do not conflict with these by-laws and any amendments thereto.

6.8 Meetings by Conference Calls or Other Electronic Media – one or more persons may participate in a meeting of the Board or of a committee of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting for establishing a quorum.

Article VII – Board of Directors

7.1 Composition – the Board of Directors shall consist of not less than nine (9) members and the immediate Past President. The remaining members shall be as follows: (a) one (1) representative from each of the Ambulance Association regions, (b) two (2) Affiliate members shall be elected from the Affiliate Members, (c) two (2) Active Members shall be elected At-Large.

7.1.1 The President shall serve as the Chairman of the Board of Directors with voting privileges.

7.1.2 No Board Member can represent more than one organization and or affiliate (each Board seat shall be from one organization only).

7.2 Powers and Responsibilities – the Board of Directors shall have and exercise all lawful powers 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:

7.2.1 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.

7.2.2 To oversee the general operation and affairs of the Association.

7.2.3 To adopt and approve an operating budget for the Association for each fiscal year, and to establish and fix the membership dues for each classification of membership to be paid by each member in each fiscal year.

7.2.4 To adjust or increase the amount of any such dues and to levy and collect in addition thereto, special assessments in such amounts as the Board may deem proper, whenever the Board is of the opinion it is necessary to do so in order to meet increased operating or maintenance costs, or additional capital expenses, or because of emergencies.

7.2.5 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. The Board of Directors may employ an Executive Director for the Association, at such compensation as may be established by the Board, to perform such duties and services as the Board may lawfully delegate.

7.2.6 To employ or retain legal counsel and accountants, and to fix their compensation whenever such professional advice or services may be deemed necessary by the Board for any proper purposes of the Association, including but not limited to, those hereinbefore or hereinafter referred to in these by-laws.

7.2.7 To cause such operating accounts, if any, to be established and opened as the Board of Directors may deem appropriate from time to time as may be consistent with good accounting practices.

7.2.8 To cause a complete audit of the books and accounts of the Association to be made by a competent independent public accountant at the end of each fiscal year, and at such other time or times as may be deemed necessary; and to maintain accounting records in accordance with generally accepted accounting practices.

7.2.9 To make and enforce compliance with such reasonable rules and regulations relative to the operation and maintenance of the Association and to amend the same from time to time, and when approved by appropriate resolutions shall be binding on all members. A copy of such rules and regulations and copies of any amendments thereof shall be delivered or mailed to each member promptly upon the adoption thereof.

7.3 Term of Office – all members elected to the Board of Directors shall serve for a term of two (2) years. Such terms shall begin at the close of the annual meeting of the Association at which they are elected.

7.3.1 The term of the Board of Directors shall be staggered so that the Board will have at least two (2) new Directors elected each year. To ensure this procedure is maintained, Directors from even number regions will be elected during the even number years and Directors from odd number regions will be elected during odd number years.

7.4 Vacancies by Resignation or Removal – any vacancy occurring by resignation of the office holder or removal of the office holder from the Board shall be filled by a vote of the majority of the Board of Directors at a meeting immediately preceding announcement of vacancy.

7.4.1 The Director appointed by the Board shall preferably be from the same region as the vacancy.

7.4.2 The appointed Director shall serve out the remaining period of the term of the vacated position conditioned upon that such term does not exceed one (1) year. In the event that the un-expired term exceeds one (1) year, a new Director shall be elected to serve the remaining term during the annual meeting of the members.

7.5 Director's Absence – any Director who shall absent themselves without notice, from two or more regular meetings of the Board of Directors can be considered resigned. The Board, at its discretion, can elect to replace such members as prescribed by the by-laws.

7.6 Compensation – Directors shall serve without compensation except that any out-of-pocket expense incurred, not including personal vehicle expenses, shall be reimbursed to the individual

when such expenses are approved by an affirmative vote of the majority of the Board of Directors, at a meeting in which such expenses are presented.

7.7 Loss of Eligibility - any Director losing eligibility for his Directorship (i.e. loss of job with employer member company, loss of certification or licensure, etc.) shall complete his current term of office.

Article VIII – Officers

8.1 Officers – the Officers of the Association shall consist of a President, Vice-President, a Secretary, and a Treasurer. No person shall hold more than one office.

8.2 Election and Term – the Officers of the Association shall be elected each year by the duly elected members of the Board of Directors at the Annual Meeting.

8.3 Executive Director – the Board of Directors may retain a professional association management executive, or management firm, to conduct the business affairs of the Association. The individual or firm so retained shall have only such powers as delegated by the Board of Directors and shall have the title Executive Director. The Board of Directors may grant such compensation to the Executive Director, legal counsel, consultants and staff as may be justified by the duties performed.

8.4 President Powers and Duties – the President shall be the Chief Executive Officer of the Association and shall preside at all meetings of the members of the Board of Directors and Executive Committee. He shall have the general powers and duties of the Association, including, but not limited to, the power to appoint committees from the members from time to time, as he/she may deem appropriate to assist in the conduct of affairs of the Association. He/she shall execute such deeds, contracts, and other instruments in the name and on behalf of the Association and perform other duties incident to the office of President.

8.5 Vice-President – the Vice-President shall perform all duties and functions of the President in the absence, disqualification, or disability of the President, and shall perform such other duties or functions as may be assigned to him by the President or the Executive Committee.

8.6 Secretary - the Secretary shall attend all meetings of the Board of Directors and all meetings of the general membership and record all votes and the minutes of all meetings and proceedings, including resolutions, in a Minute Book to be kept for such purposes.

8.7 Treasurer – the Treasurer will have the responsibility for the Association’s funds and securities, and shall keep full and accurate accounts of receipts and disbursements in books, belonging to the Association, and shall deposit all monies, checks and other valuable effects in the name and to the credit of the Association, in such depositories as may from time to time be ordered by the Board or the President, and shall render to the President, Board of Directors and the Executive Committee at the regular meetings of the Board, or whatever they or any of them

shall require, an account of his transactions as Treasurer and of the financial conditions of the Association.

8.8 Removal and Vacancies – any office may be removed by a two-thirds vote of the Board of Directors whenever in its judgment the best interests of the Association would be served thereby. Any vacancy in any office, except that of the President, shall be filled by a majority vote of the Board for the remainder of the terms of the office.

Article IX – Committees

9.1 Executive Committee – the President, Vice-President, Secretary, Treasurer and the Immediate Past President shall constitute an Executive Committee to be vested with such authority as may be directed by the Board of Directors. The Executive Committee shall manage the affairs of the Association in the interim between meetings of the Board of Directors.

9.2 Standing Committees – there shall be Standing Committees of the Association. The Board of Directors shall determine the number, names and duties of these committees. The President will appoint the Committee Chairpersons who shall be on the Active Membership list. The Committee Chairperson will appoint the members of the Committee with the advice of the Regional Directors. Each standing committee chairperson may appoint special as hoc or sub-committees of the standing committees whose composition needs not be limited to members of the Association.

9.3 Ad-Hoc Committee – the President may appoint such additional committees, as the Board may deem appropriate to establish.

Article X – Nominations and Elections

10.1 Elections of members to the Board of Directors shall be held each year as follows:

10.1.1 The Executive Director shall send to each eligible member a “Willingness To Serve” form, and an outline of the duties and responsibilities of Board of Directors members, to each active member from each class of membership 90 days in advance of the Annual Meeting each year, to be returned to the Association office within 30 days of the same year.

10.1.2 The Executive Director shall convene the Executive Committee for the purpose of validating the eligibility of those expressing a willingness to serve the Association. The ballots for each Director position will be sent out 45 days in advance of the Annual Meeting of the same year.

10.1.3 Duly executed ballots shall be directed to be returned with a postmark no later than 15 days prior to the Annual Meeting of the same year.

10.1.4 Ballots will be counted and results presented to the membership during the Annual Meeting.

10.2 All active members shall be eligible to vote, either in person or by mail.

10.3 Forty-five days prior to the annual meeting a list of those validated by the Nominating Committee in accordance with Section 10.1.2 above, and by petition at that time, shall be sent to each active member, together with a ballot to be completed and submitted to the Secretary, or other person designated, fifteen (15) days prior to the Annual Meeting, if a member wishes to vote by mail.

10.4 Active members wishing to vote in person may do so at the annual meeting, provided they have not already submitted a mail ballot. However, after submitting a mail ballot, a member who attends the annual meeting and wishes to vote in person may do so if he requests the Election Committee to destroy his mail ballot before the polls are opened.

10.5 The Directors representing the various State regions shall be elected by the active membership of their region.

10.6 Election shall be by plurality vote.

10.7 The procedure adopted for mail balloting shall be approved by the Board of Directors.

XI Administrator, Business Policies

11.1 The affairs of the Association shall be vested in its Board of Directors, which will be granted sole discretion to act on behalf of the entire membership conditioned upon that such actions are consistent with these by-laws.

11.2 Issues moved by a majority vote at the general membership meeting, other than proposed changes to these Bylaws in accordance with Section 12.3 below, will be presented to the Board of Directors in the form of a recommendation. The Board will be compelled to vote on all recommendations but will not be required to adopt any recommendations, unless such recommendations are made at either the annual membership meeting or such recommendations are presented in petition form signed by at least two-thirds of the active membership.

XII General Provisions

12.1 Surety Bond – a surety bond in an amount to be determined from time to time by the Board of Directors shall be in force covering the Officers, the Executive Director and the other parties as designated by the Board of Directors.

12.2 Indemnification of Officers and Directors – the Association shall indemnify every Trustee and Officer, his heirs, executors and administrators, against all loss, costs and expenses, including counsel fees, reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a Trustee or Officer of the Association, except in matters to which he 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 counsel that the person to be indemnified has not been guilty of gross misconduct in the performance of his duty as such aids the Association, Trustee or Officer in relation to the matter involved. The Association as operating expenses shall treat 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.

12.3 Amendments to By-Laws – these by-laws and the form of administration set forth herein may be amended from time to time by the affirmative vote of the members representing two-thirds of a quorum entitled to vote at such meeting where amendments to these by-laws are being considered within the limitations prescribed by law.

12.3.1 In the event that any provision or clause of these by-laws conflicts with applicable law, such conflict shall not affect other provisions of these by-laws, which can be given effect without the conflicting provision, and to this end, the provisions of these by-laws are declared to be severable.