

**The Missouri Chapter of
Association of Air Medical Services
Bylaws
Approved June 23, 2008**

ARTICLE I

Name

Section 1 Name

The name of this association shall be: The Missouri Chapter of the Association of Air Medical Services (MOAAMS).

ARTICLE II

Mission

Section 1 Mission

The mission of the Missouri Chapter of Association of Air Medical Services is to provide a forum for providers in the air medical and critical care transport services. MOAAMS' goal is to promote the highest level of industry safety and commitment to delivering excellence in clinical care while transporting the critically ill or injured. Through collaborative efforts MOAAMS will promote education and the exchange of information among programs throughout our state and across the country. MOAAMS will provide a unified voice in the representation of programs, interests and concerns to organizations, agencies and legislators in the State of Missouri, and elsewhere as appropriate, on issues affecting air medical transport of the sick and injured.

ARTICLE III

Offices

Section 1 Offices

The mailing address of MOAAMS shall be established and maintained as agreed upon by the Board of Directors.

Section 2 Registration

MOAAMS shall have and continuously maintain a registered office and registered agent in the State of Missouri. The location of the registered office and the name of the registered agent in the State of Missouri shall be determined from time to time by the Board of Directors.

ARTICLE IV

Membership

Section 1 Eligibility for Membership

Membership in MOAAMS shall be open to entities having an interest in the air and surface medical transport services industry, subject to the procedure set forth in these bylaws.

Section 2 Membership Category

- A. Regular Membership
- B. Associate Membership
- C. Affiliate Membership
- D. Individual Membership

Membership Category may be altered pursuant to procedures contained in these bylaws.

Section 3 Defining Memberships

Section 3.1 Regular Membership

Regular Membership is limited to air medical transport programs that have physician-directed medical control, are licensed in the state of Missouri for patient transport and are a current member with the Association of Air Medical Services.

Regular Membership entitles an official representative of the member program to make motions, vote, attend the annual business meetings, be elected to office, serve on committees, receive periodic mailings and enjoy all rights and privileges of MOAAMS.

Section 3.2 Associate Membership

Associate Membership is limited to surface medical transport programs that are licensed in the state of Missouri for patient transport, have physician-directed medical control and who meet the definition of critical care transport under the Commission on Accreditation of Medical Transport Systems.

Associate Members shall have such rights as determined by the Board of Directors. Representatives from the Associate Members may sit on committees at the prerogative of the Board. The Associate Members may attend meetings held by the Association and receive periodic mailings. Associate Members shall not have any voting rights.

Section 3.3 Affiliate Membership

Affiliate Membership in MOAAMS shall be available to any organization which is ineligible for any other category of membership in MOAAMS and has, as determined by the Board of Directors, interests similar to those of MOAAMS

and conducts its activities in a manner consistent with MOAAMS' Code of Ethics.

Affiliate Members shall have no right to vote but may have such rights as determined by the Board of Directors from time to time. Affiliate Members may attend meetings held by MOAAMS and receive periodic mailings.

Section 3.4 Individual Membership

Individual Membership in MOAAMS shall be available to any person whose interests are similar to those of MOAAMS and conduct their activities in a manner consistent with MOAAMS' Code of Ethics.

Individual Members shall have no right to vote and may have such rights as determined by the Board of Directors from time to time. Individual Members may attend meetings held by the Association and receive periodic mailings.

Section 4 Application for Membership

Application for membership shall be made utilizing the approved application form from MOAAMS. Such application shall not be deemed received until it has been completed in all material aspects. Approval for all memberships shall be determined by MOAAMS Board of Directors.

Applicants will be notified by letter of their acceptance or denial. Letter of acceptance or denial will be mailed within 14 days after the Board of Directors evaluation and determination of the application.

Section 5 Appeal

Any member or applicant who has had membership or the requested Category of membership denied or terminated, may appeal the action to the MOAAMS Board of Directors at the next Board meeting upon submission of a written request at least ten (10) days in advance. All such applicants shall 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 for a final decision. When hearing an appeal of membership denial, two-thirds majority vote by closed ballot of the Board of Directors shall be necessary to reverse the denial.

Section 6 Membership Record Date

A record of the date of MOAAMS membership for each organization/agency shall be kept by MOAAMS and shall be consulted as necessary to determine eligibility to receive notice of meetings and/or to vote. Only those established as members at least 10 days prior to the event will receive notifications or be allowed to vote.

Section 7 Designation of Official Representative

Each member shall designate one person to act as an official representative for the purpose of receiving correspondence, voting (if eligible), and acting as an official contact between the member and MOAAMS. Such official representative shall be designated in writing to the MOAAMS' Board of Directors at least ten (10) days prior to any membership meeting.

Section 8 Termination from Membership

Any member or official representative who performs any act which, in the judgment of the Board of Directors, is a willful violation or breach of the provisions of MOAAMS' Articles of Incorporation or its Code of Ethics, or which may be unethical or prejudicial to the purposes of MOAAMS, may be suspended or expelled from membership by a two-thirds (2/3) vote of the Board of Directors.

Not less than fifteen (15) days prior to termination written notice must be given with the reason therefore. They must be given the opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of the termination by a person or persons authorized to decide that the proposed termination not take place; or it is fair and reasonable taking into consideration all of the relevant facts and circumstances. Any written notice given by mail must be given by first class or certified mail sent to the last address of the member shown or of MOAAMS' records.

Section 9 Resignation

Any member may resign from MOAAMS by giving written notice to the Board of Directors of MOAAMS.

Section 10 Reinstatement

Former members, whose membership has been terminated, may be reinstated only after submitting a completed application and further review by the Board of Directors. If membership was terminated due to provisions stated in section 8 of article IV of the MOAAMS Bylaws, the reason for the termination and the subsequent actions by the member will be taken into consideration.

Section 11 Transfer of Membership

Membership in MOAAMS is not transferable or assignable without Board Approval.

Dues

Dues or other financial assessments shall be established at the Board's discretion and are not refundable.

ARTICLE V

Meetings

Section 1 Regular and Special Meetings

The Members shall meet on a regular basis at the time and place determined by the Board of Directors as published in the notice of meetings. Special meetings of the members for any purpose, other than the election of officers, may be called by the President or any officer, upon a request in writing of a voting member.

Section 2 Notice of Meetings

Notice of a meeting including the date, location, time and agenda shall be e-mailed and/or posted on the MOAAMS website (as available) not less than ten (10) days in advance of the meeting. The address as shown by the books of MOAAMS shall be used when sending notices.

Section 3 Quorum

The presence of no less than fifty percent of the Voting Members as shown by the books of MOAAMS shall constitute a quorum for the transaction of business.

Section 4 Voting

Each Regular Member shall have one vote. Votes taken in person, by email or in phone conferences shall count as valid votes. Regular mail may be used for ballots for the election of officers. Voting by proxy is allowed if a statement is provided in writing, by facsimile or electronic transmission signed by the Regular Member or the duly authorized representative of the Regular Member and submitted to an officer and acknowledged at least one half hour prior to a vote. An affirmative vote of a majority of the Regular Members voting on a matter shall be the act of the members unless otherwise required by law, by the Articles of Incorporation, or by these Bylaws.

Section 5 Representatives

Each program shall have two representatives but only one representative from each program shall vote. These representatives are appointed by their program. If a representative is removed from the position the program must submit the replacement in writing no less than ten days prior to the next posted meeting in order to be allowed to vote.

ARTICLE VI

Officers

Section 1 Executive Committee

The officers of MOAAMS shall consist of President, Vice President, Secretary and Treasurer. The Executive Committee of MOAAMS shall consist of the officers of MOAAMS and the Immediate Past President. The Board may, at will, combine two offices and elect a Secretary/Treasurer. One person may not hold any two of said offices, and one program will not hold more than one of said offices. The Executive Committee shall be empowered to act for the Association on time sensitive legislative issues if the members of the Association approve such a motion.

Section 2 Board of Directors

The Board of Directors shall consist of two representatives from each voting program. Representatives shall have only one vote per program. At the first meeting of the calendar year of election of officers, the board shall internally elect a President, Vice President, Secretary and Treasurer (or Secretary/Treasurer as in Article VI Section 1). Any representative of a voting program may be a candidate for all elected positions.

Section 3 Other Officers and Agents

The Board of Directors may appoint such other individuals to committees/subcommittees as it may deem advisable, who shall hold their positions for such terms and shall exercise such powers and perform such duties as shall be determined from the time to time by the Members.

Section 4 Election of Officers

A Temporary Nominating Committee shall develop a proposed list of candidates for officers. This proposed list of candidates for election shall be distributed to the Voting Members at least thirty (30) days prior to the first regular meeting held each election year. Other nominations may be made from the floor by any Voting Member of MOAAMS. Following the closing of nominations, a secret ballot shall be obtained from the Voting Members present. The highest number of votes will determine the winning candidate. In case of a tie, another secret ballot will take place between the candidates receiving the two highest numbers of votes. If a tie results after two ballots, a coin toss shall determine the winner.

Section 5 Eligibility

The officers must be an official representative of a Voting Member.

Section 6 Term of Office

Officers shall be elected for a period of one year or until a successor shall have been elected and qualified. Officers may serve up to 3 successive terms in the same office.

Section 7 Resignation

An officer may resign at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time is specified, at

the time of its receipt by the Members. The acceptance of a resignation shall not be necessary to make it effective.

Section 8 Vacancies

If the office of the President becomes vacant, the Vice President shall assume the office of President until the end of the current term. If the office of the Vice President, Secretary or Treasurer becomes vacant, the President shall appoint a new Vice President, Secretary or Treasurer, subject to approval of the Voting Members.

Section 9 Power and Duties of the President

The President shall be the Chief Executive Officer of MOAAMS and shall have the general powers and duties of supervision and management usually vested in the office of the President. The President shall preside at all meetings of the members and shall have general supervision, direction and control of all affairs of MOAAMS. Except as the Members shall otherwise authorize, the President shall execute contracts on behalf of MOAAMS. The President shall act as liaison to the AAMS Executive Director and Region Director.

Section 10 Power and Duties of the Vice President

The Vice President shall assume all duties and authorities of the President in the President's absence and shall have such powers and duties as may be prescribed by the Members. The Vice President shall assume the office of President in the event of the President's vacancy as cited in Article VI Section 8. The Vice President shall also serve as the chair of the Public Relations Committee with the duties and responsibilities as delegated by the President and Membership.

Section 11 Power and Duties of the Secretary

The Secretary shall keep accurate and complete minutes of all meetings of the Membership and of other called meetings involving the Membership. They shall determine the presence of a quorum and also shall record votes cast. The Secretary shall record the activity of each meeting; minutes will be published on the MOAAMS website within two weeks of the Membership meeting. The secretary shall be responsible for sending out any communications, shall maintain all correspondence and shall keep an accurate membership list. The Secretary shall serve as the chair of the Membership Committee.

Section 12 Power and Duties of the Treasurer

The Treasurer shall have the custody of the MOAAMS funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to MOAAMS. The Treasurer shall be responsible for the deposit and disbursement of all moneys and other valuables in the name and to the credit of MOAAMS in such depositories as may be designated by the Members. The Treasurer shall render to the President and Members, whenever requested, an

accounting of all transactions and the financial condition of MOAAMS. A report shall be presented at each posted Membership meeting.

ARTICLE VII *Committees*

Section 1 Standing Committees

There shall be Standing Committees, as deemed necessary, created by the Board of Directors to carry out specific and ongoing organization activities. The Standing Committees may consist of but are not limited to Membership, Education, Governmental Affairs, Safety/Communications, Public Relations and Research. The Committees will be charged with specific responsibilities by the Board of Directors.

Section 2 Appointment

The President may appoint Committee Chairpersons with the approval of the Board of Directors.

Section 3 Powers and Duties

Each Standing Committee shall have such powers and duties as prescribed by the Members. Recommendations for policy, standards and positions may be developed and be presented to the Voting Members.

Section 4 Chairman

Standing Committee Chairpersons may serve until they are replaced.

Section 5 Meetings

Each committee shall meet as needed and shall report to the membership at each regular membership meeting.

Section 6 Removal

The Committee Chairpersons may be removed by the President with the approval of the majority of the Board of Directors at any time for any reason. The President shall appoint new Committee Chairpersons with the approval of the Board of Directors.

Section 7 Ad Hoc Committees

The President may designate Ad Hoc Committees from time to time. Ad Hoc Committees shall be dissolved when their charge has been completed.

ARTICLE VIII
Prohibition of Dividends

Section 1 Prohibition of Dividends

No part of any net earnings of MOAAMS shall inure to the benefit of, or be distributable as dividends or in any other manner, to its members, officers or other private persons, except that MOAAMS shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth by the Membership.

ARTICLE IX
Finances

Section 1 Fiscal Year

The fiscal year of the MOAAMS shall be January 1st through December 31st each year.

Section 2 Instruments

All checks, drafts, or other orders for the payment of money, notes or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of MOAAMS shall be signed by two officers, or agents for MOAAMS, and in such manner, as shall be determined from time to time by resolution of the Members. Any purchases, donations or other transactions that totals \$250.00 or more must gain Members approval prior to said transaction.

Section 3 Budget

The Treasurer shall prepare and present a budget for approval by the Board each fiscal year, and shall operate under generally accepted accounting principles.

Section 4 Miscellaneous

All travel costs associated with meetings, incurred by members, will not be the responsibility of MOAAMS. Any cost responsibility associated with the provision of space for MOAAMS meeting will be defined in the budget approved by the Board.

ARTICLE X
Parliamentary Authority

Section 1 Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order shall govern MOAAMS in all cases where they are not inconsistent with these bylaws and any special rules of order MOAAMS may adopt.

ARTICLE XI
Amendment to Bylaws

Section 1 Amendment to Bylaws

Recommendation for amendments to these bylaws may be made by the Board of Directors. Any voting member may make a request to the Board of Directors for consideration. Notification of proposed changes to the bylaws will be sent to all Voting Members a minimum of twenty-one days prior to a meeting at which a vote on such proposals will be taken.