

# **BYLAWS OF TEXAS ASSOCIATION OF EMS EDUCATORS, INC.**

## **ARTICLE ONE OFFICE**

1.1 The registered office of the Association is located at [REDACTED] and the name of the registered agent of the Association at such address is Jeff McDonald.

## **ARTICLE ONE CLASSIFICATION OF MEMBERSHIP**

### **Voting Member**

2.1 Regular Members are defined as individuals who currently possess Instructor or Coordinator certification issued by the Texas Department of State Health Services. These members are eligible to vote. Regular Members will pay annual dues as established by the Board of Directors.

### **Emeritus Member**

2.1.1 Emeritus Members are defined as individuals who have previously served as Officers on the Board of Directors or as an Executive Staff Member. These members are eligible to vote. Emeritus Members are exempt from annual dues.

### **No Shares of Ownership**

2.2 There are no owners of this Association. This Association shall have no stock.

### **Membership Powers**

2.3 The members, when qualified, will exercise traditional membership powers within the Association.

**ARTICLE THREE  
REGIONAL REPRESENTATIVES**

Powers

3.1 The Regional Representative is responsible for overseeing operations within their appointed geographical jurisdiction.

Number and Qualification of Regional Representatives

3.2 The authorized number of Regional Representatives shall be eight (8). The regions of this Association are Panhandle, North, East, West, South Central, Heart of Texas, Gulf Coast, and Boarder. Regional Representatives must be regular members of the Association and must work and/or reside within their assigned region.

Election and Term of Office

3.3 Regional Representatives shall be selected by the Board of Directors and will serve at their discretion. Regional Representatives may also serve on the Board of Directors.

**ARTICLE FOUR  
BOARD OF DIRECTORS**

Powers and Duties of Board of Directors

4.1 The Board of Directors shall be representatives of the membership's interest at all meetings. The Board of Directors is responsible for voting on agenda items in the best interest of the membership. They also fulfill the function of oversight of the Officer's proceedings. The Board of Directors shall review all purchases and fiscal activities of the Association, and at least annually, review the permanent financial records of the organization for reasonable compliance with applicable law and IRS requirements. The Board of Directors will approve the annual budget submitted by the Executive Staff. The Board of Directors shall act only as a board and an individual Board Member shall have no power as such. All Association powers shall be exercised by, or under the authority of, the duly selected Officers and Board of Directors, subject, however, to such limitations as are imposed by law, the Articles of Incorporation or these Bylaws. The Board of Directors may, by contract or otherwise, give general or limited or special power and authority to an officer and employees of the Association to transact the general business, or any special business, of the Association, and may give powers of attorney to agents of the Association to transact any special business requiring such authorization. The Board of Directors Members will remain a regular member of the Association

#### Number and Qualification of the Board of Directors

4.2 The authorized number of Board Members of the Association shall be eleven (11). Board Members must be regular members of the Association and must work and/or reside within Texas. The number of Board members may be increased or decreased from time to time by amendment to these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent Board of Director or Officer.

#### Election and Term of Office

4.3 Board Members shall be elected for a term not to exceed three (3) years. Board Members may also serve as Regional Representatives. Refer to Exhibit A: Organizational Chart for positions and terms.

#### Vacancies

4.4 In the event of a vacancy on the Board of Directors such vacancy will be filled by election at the annual meeting or at a special meeting called for that purpose.

#### Removal of Board Members

4.5 Board members may be removed from office with or without cause by eight (8) votes from the Board of Directors or 2/3 vote if there are less than 8 (eight) current Board Members in office. Voting will occur at an official meeting, following reasonable notice.

#### Compensation

4.6 Board Members may receive such compensation, if any, for their services, and such reimbursement for expenses, as may be fixed or determined by resolution by the Board of Directors, subject to approval by the voting membership.

### **ARTICLE FIVE OFFICERS**

#### Powers and Duties of Officers

5.1 The Officers shall function as oversight to the Board of Directors. All Association powers shall be exercised by, or under the authority of, the duly selected Officers, subject, however, to such limitations as are imposed by law, the Articles of Incorporation or these Bylaws. The Officers may, by contract or otherwise, give general or limited or special power and authority to an officer and employees of the Association to transact general business, or any special business, of the Association, and may give powers of attorney to agents of the Association to transact any special business requiring such authorization. The Officers will remain as a voting member on the Board of Directors and a regular member of the Association.

### Number, Qualification, and Responsibilities of Officers

5.2 The authorized number of Officers of this Association shall be four (4). The officers of this Association shall be President, Vice-President, Secretary, and Treasurer. All Officers must be members of the Association and residents of Texas. The number of Officers may be increased or decreased from time to time by amendment to these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent Officer. Any position to be filled by reason of an increase in the number of Officers shall be filled by selection from the Board of Directors.

5.2.1 The President shall create the agenda for all meetings. This agenda will be sent to the Secretary within ten (10) business days prior to the established meeting date. It is the responsibility of the President to conduct all quarterly and special meetings. The President will remain a voting member of the Board of Directors, however, the President will only vote in the event of a tie.

5.2.2 The Vice President shall serve as president in his/her absence. The Vice President will have oversight and serve as a liaison for the Regional Directors. The Vice President will remain a voting member of the Board of Directors.

5.2.3 The Secretary shall distribute the agenda, financial report, and supporting documents for all meetings within five (5) business days prior to the established meeting date. The secretary is responsible for taking and transcribing minutes during all meetings. The Secretary shall make minutes available to all Officers and Board of Directors within five (5) business days following any meeting. The Secretary will remain a voting member of the Board of Directors.

5.2.4 The Treasurer shall recommend to the Executive Staff of spending based on available funds. The Treasurer is responsible for the issuance of checks for Executive Staff signature. The Treasurer will facilitate payment of all Association bills as approved by the Executive Staff. It is the responsibility of the treasurer to review routinely all bank account activity. The Treasurer shall create the financial report for all meetings. This financial report will be sent to the Secretary within ten (10) business days prior to the established meeting date. Additionally, this financial report will be presented by the Treasurer during all meetings. The Treasurer is responsible for making timely deposits of the Association Funds. The Treasurer will remain a voting member of the Board of Directors.

### Election and Term of Office

5.3 Officers shall be selected from the Board of Directors for a term not to exceed three (3) years. The Officer must remain on the board of directors and the officer position will not extended position within the Board of Directors. Officers may also serve as Regional Representatives. Refer to Exhibit A: Organizational Chart for positions and terms.

#### Vacancies

5.4 Unexpected vacancy of the President will be filled by the Vice President. Vacancy of any other Officer position will be filled by appointment from the remaining Officers and Board members. This person will serve until the next general election. Alternatively, the President or Vice President positions can be filled by special election, if needed.

#### Removal of Officers

5.5 Officers may be removed from office with or without cause by eight (8) votes from the Board of Directors or 2/3 vote if there are less than 8 (eight) current Board Members in office. Voting will occur at an official meeting, following reasonable notice.

#### Compensation

5.6 Officers may receive such compensation, if any, for their services, and such reimbursement for expenses, as may be fixed or determined by resolution by the Board of Directors, subject to approval by the voting membership.

#### Indemnification of Directors and Officers

5.7 The Officers may authorize the Association to pay expenses incurred by, or to satisfy a judgment or fine rendered or levied against present or former Board of Directors, officers, or employees of this Association as provided by Article 2.02 (A) (16) of the Business Association Act.

### **ARTICLE SIX EXECUTIVE STAFF**

#### Powers and Duties of Executive Staff

6.1 The Executive Staff shall function as oversight to the Officers. All Association powers shall be exercised by, or under the authority of, the duly selected Executive Staff, subject, however, to such limitations as are imposed by law, the Articles of Incorporation or these Bylaws. The Executive Staff may, by contract or otherwise, give general or limited or special power and authority to an Executive Staff member and employees of the Association to transact general business, or any special business, of the Association, and may give powers of attorney to agents of the Association to transact any special business requiring such authorization. The Executive Staff is ineligible to vote as a Board Member however they will remain an Emeritus Member of the Association.

#### Number, Qualification, and Responsibilities of Officers

6.2 The authorized number of Executive Staff of this Association shall be two (2). The Executive Staff will ensure the continuity and smooth operation of the Association while maintaining the intent and spirit of the Associations Mission Statement. They will serve as a direct line of communication with Summit professional conference organizers. Their role will include oversight of all committees to track progress on yearly operations. The Executive Staff shall act as a liaison between members, committees, and the Board of Directors. The Executive Staff shall create and submit an annual budget to be reviewed by the Board of Directors and will ensure the timely filing of all tax documents.

### Election and Term of Office

6.3 Executive Staff shall be selected by the Board of Directors and will serve an indefinite term at the Board of Directors discretion. Refer to Exhibit A: Organizational Chart for positions and terms.

### Vacancies

6.4 Any vacant position on the Executive Staff may be filled by selection from the Board of Directors by the Officers.

### Removal of Executive Staff

6.5 Executive Staff Members may be removed from office with or without cause by eight (8) votes from the Board of Directors or 2/3 vote if there are less than 8 (eight) current Board Members in office. Voting will occur at an official meeting, following reasonable notice.

### Compensation

6.6 Executive Staff may receive such compensation, if any, for their services, and such reimbursement for expenses, as may be fixed or determined by resolution by the Board of Directors, subject to approval by the voting membership.

## **ARTICLE SEVEN OFFICIAL MEETINGS**

### Annual Meetings

7.1 The annual meeting of the membership shall be held in conjunction with the Texas EMS Educators Summit or any other place within this State, as designated by the Board of Directors. Time of Annual Meetings

7.2 The annual meeting of the membership shall be held each year at a previously appointed and published time in conjunction with the Texas EMS Educators Summit.

### Notice of Meeting

7.3 Notice of all meetings, stating the place, day, and hour of the meeting, and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be provided in writing to each member entitled to vote at least ten (10) but not more than sixty (60) days before the proposed date, either personally, by mail, or other means of written communication.

### Quorum

7.4 A quorum is needed for conducting business. A quorum for any official meeting of the Association shall be defined as those regular members in attendance.

### Rules of Order

7.5 All meetings will follow Robert's Rules of Orders.

### Special Meetings- Membership

7.6 Special meetings of the members for any purpose or purposes whatsoever may be called at any time or by any ten or more voting members. Refer to 7.3 for due notice of any special meeting. Outcomes, suggestions, and recommendations from special meetings will be forwarded to the Board of Directors for further consideration and possible action.

### Special Meetings- Regional

7.7 Regional meetings are not considered special meetings. Outcomes, suggestions, and recommendations from special meetings will be forwarded to the Board of Directors for further consideration and possible action.

### Special Meetings- Board of Directors

7.8 Special meetings of the Officers and Board of Directors, for any purpose, shall be called at any time by the President or, in their absence, unable or refusing to act, by the Vice President or any two Board members. Refer to 7.3 for due notice of any special meeting.

### Voting

7.9 Only persons whose name appear on the member rolls of the Association on the date on which such notice of the meeting is posted shall be entitled to vote at such meeting. Each regular member is entitled to one vote. Voting for the election of Officers and Board of Directors shall be by voice, in person, or electronic ballot.

### Proxies

7.10 Every person entitled to vote may do so by voice, in person, or electronically. No proxy voting is allowed.

### Board of Directors Meetings

7.11 The Officers and Board of Directors shall meet quarterly with a recommended two (2) face to face meetings per year. It is expected that each Board of Director member attends the quarterly meeting held in conjunction with the Annual Texas EMS Educator Summit. The other recommended face to face will be held in conjunction with the Texas EMS Conference. All other meetings can be accomplished in a face to face or web-based platform.

7.11.1 To maximize the effectiveness and consistency of the Officers and Board of Directors, the general expectation is that all will attend a minimum of 75% (6) of the meetings in a two-year period either face to face or web-based platform.

### Board Action Without Meeting

7.12 Any action required or permitted to be taken by the Officers and Board of Directors, may be taken without a meeting, and with the same force and effect as a unanimous vote of Officers, or as if all the members shall individually or collectively consent in writing to such action.

#### Adjournment-Notice

7.13 A quorum of the Board of Directors may adjourn any meeting to meet again at a stated day and hour.

### **ARTICLE EIGHT EXECUTION OF INSTRUMENTS**

8.1 The Executive Staff will be the official signers on behalf of the Association.

### **ARTICLE NINE RECORDS AND REPORTS**

#### Inspection of Books and Records

9.1 All books and records provided for by statute shall be open to inspection by the members from time to time and to the extent expressly provided by statute, and not otherwise. The Board of Directors may examine such books and records at all reasonable times.

9.2 The Board of Directors may close all books and records at their discretion for a period not exceeding sixty (60) days preceding any meeting, annual or special, of the members.

### **ARTICLE TEN AMENDMENT OF BYLAWS**

10.1 The power to alter, amend or repeal these bylaws is vested in the members, but such power may be delegated to the Board of Directors.

### **ARTICLE ELEVEN TERMINATION OF THE ASSOCIATION**

11.1 Termination of the Association requires a passing vote of at least 2/3 of all voting members or 2/3 of the sitting board members.

#### Termination of Responsibilities

11.2 It is the responsibility of the officers of the board to fulfill all legal and financial obligations of the association prior to vacating the position within a timely manner after a successful termination of the association vote.

11.3 Any surplus funds shall be donated to an organization that supports the mission of the association.



Signatures and Attestation

\_\_\_\_\_  
President

\_\_\_\_\_  
Date

\_\_\_\_\_  
Vice President

\_\_\_\_\_  
Date

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Date

\_\_\_\_\_  
Treasurer

\_\_\_\_\_  
Date