

# **BY-LAWS OF THE FLORIDA FLORIDA EMS PILOTS ASSOCIATION**

## **ARTICLE I**

The name of this organization, a Florida incorporated not for profit professional association, shall be the Florida EMS Pilots Association, hereinafter referred to as FLEMSPA or the Association.

## **ARTICLE II MEMBERSHIP**

### **Section I - Membership Qualifications**

Membership may be granted to any individual or organization that: (i) shares interest in and agrees to support the mission and objectives of the Association; (ii) agrees to abide by these Bylaws and such other rules and regulations as the Association may adopt; and (iii) meets such additional criteria established for each category of membership in the Association as set forth in Section II of this Article.

### **Section II – Categories of Membership**

There shall be four (4) categories of membership:

- A. Active Member - any Pilot actively performing flight crew duties in the Aero-Medical transport industry.
- B. Inactive Member - a past active member, or pilot who previously met criteria for active membership .
- C. Affiliate Member - any interested persons in Aero-Medical aviation.
- D. Corporate Member - any interested corporation.

### **Section III - Voting**

Only “Active Members” of the Association shall have the right to make motions or vote on matters requiring action by the membership. At all Meetings of this Association, each voting member shall have one vote and may cast this vote in person, by mail-in ballot, or by written proxy. Unless otherwise specifically provided by these By-laws, a majority vote of those voting members present, voting by mail or voting by proxy, shall govern.

#### **Section IV - Dues and Assessments**

- A. Dues will be levied at an amount determined by the Board of Directors concurrent with the calendar year.
- B. The fiscal period of the Association shall be the Julienne calendar year.
- C. Any member whose dues or assessments are unpaid at the time of the Annual Business Meeting shall be ineligible to vote or hold office.

### **ARTICLE III MEETINGS**

#### **Section I - General Meetings**

General meetings of the members of this Association shall be held at least two (2) times a year to conduct business and for education purposes; the place and date of the meeting shall be designated at the preceding meeting.

#### **Section II - Notice of General Meetings**

Written notice of the time, place and date of the general meetings shall be mailed by the Secretary/Treasurer to the last known address of each member not less than thirty (30) days before the date of the next meeting. Electronic notification may be substituted for physical delivery at the discretion of the member.

#### **Section III - Annual Meeting**

The Annual Meeting of the members of this Association shall be held in the second quarter of the year at such time and place as determined by the officers provided that the place and time shall be announced to the Association membership at least thirty (30) days prior to the meeting. Content of the meeting will include election of officers and directors as provided by these By-laws of this Association.

#### **Section IV - Special Meetings**

Either the Board or the President may call special meetings of the Members. In addition, the President will call a special meeting of the membership whenever requested to do so by the majority of all of the active members. Special meetings may be called for any purpose or purposes. Notification of the time, place, and date of the special meetings shall be delivered to each member by the Secretary as soon as possible. Telephone Conference calls may be placed by the President with the Board or any of it's' members at any time for the purpose of conduction business. Minutes of these calls to be included in the next General Meetings agenda.

## **Section V - Quorum**

The Active Members of the Association present at the General Meeting shall constitute a quorum. A quorum at the Annual Meeting shall consist of not less than twenty (20) percent of the voting membership. A written proxy may be established to constitute "present" for the purposes of a quorum. Written proxy may be by mail or transmitted electronically.

## **ARTICLE IV ELECTIONS**

### **Section I - Nominations**

Nominations for office will be taken at least sixty (60) days prior to the Annual Business Meeting where the office will become open due to an expired term or vacancy. Nominations and biographies will be distributed to the general membership at least thirty (30) days prior to the Annual Business Meeting for review. Nominations may also be opened from the floor at the Annual Meeting prior to voting.

### **Section II - Voting**

Voting for officers will occur on written ballots, with each active member in good standing entitled to one vote.

### **Section III - Counting Ballots**

Ballots shall be counted at the Annual Meeting of the membership with all cast ballots being counted and the results "certified" by two (2) impartial judges of election appointed by the President. Ballots will be destroyed at the adjournment of the Annual Business Meeting.

## **ARTICLE IV OFFICERS**

### **Section I - Officer/Terms of Office**

The elective officers of this Association shall be President, President-Elect, Secretary/Treasurer, and two (2) Members-at-Large to the Board of Directors. They shall be elected by majority vote of the active membership present at the Annual Business Meeting. The term of office for all officers shall be for two (2) years. The President-Elect shall automatically succeed to the Presidency. The terms of the Board Members-at-Large will expire in even numbered years. The terms of the other officers shall expire in odd numbered years.

### **Section II - Qualifications for Office**

Any voting member in good standing shall be eligible for nomination and election to any elective office in this Association.

### **Section III - Powers of Office**

Each elected officer shall take office immediately upon election to that position. Each elected officer shall serve concurrently as a member of the Board of Directors and may conduct such business as may be necessary between meetings of this membership. Such actions shall be ratified by the active membership of the Association at the next Association meeting.

### **Section IV - Vacancies/Removal**

Vacancies in any elective office may be filled by appointment of the President and ratified by a majority vote of the Board of Directors. Such appointed officers will serve the balance of the term for the office to which appointed. Any officer may be removed from office upon recommendation of a majority of the Board of Directors and ratified by a two-thirds vote of the membership present at the next General meeting.

### **Section V - Officer Status**

The officers shall at all times be active members in good standing of the Association.

## **ARTICLE V DUTIES OF THE OFFICERS**

### **Section I - President**

The President shall serve as Chief Executive Officer of the Association. He/she shall serve as an ex-officio member with the right to vote on all committees. He/she shall make all required appointments of standing and special committees with approval of the Board of Directors. He/she shall preside at all meetings of the Board of Directors. He/she shall perform such other duties as are necessary, incident to the office of President or as may be described by the Board of Directors.

### **Section II President - Elect**

The President-Elect shall succeed to the Presidency. The Board of Directors shall delegate his/her duties to him/her. He/she shall perform the duties of the President in the event of his/her inability to serve. He/she shall become familiar with the duties of the President and preside at meetings in the absence of the President.

### **Section III Secretary/Treasurer**

The Secretary/Treasurer of the Association shall be responsible for the proper and legal mailing of notices to members. He/she shall see to the proper recording of the proceedings of meetings of the Association, Board of Directors, and all committees and carry into execution all orders, votes, and resolutions not otherwise committed. He/she shall see that accurate records are kept of all members and perform such other duties as are necessary, incident to the office of Secretary/Treasurer. He/she shall maintain a proper file of all correspondence and shall keep the President informed regarding significant correspondence and information received.

The Secretary/Treasurer shall be in charge of the Association funds and be responsible for keeping of the funds in such banks, trust companies and/or investments as are approved by the Board of Directors. He/she shall report on the financial condition of the Association at all meetings of the Board of Directors and at other times when called upon by the President. At the expiration of his term of office, he/she shall deliver over to his/her successor, all books, money and other property in charge or, in the absence of a successor; he/she shall deliver such properties to the President. He/she shall disburse or cause to be disbursed the funds of the Association as directed by the Board of Directors.

He/she shall be in charge of membership acceptance, receive dues, and keep an updated list of current members.

He/she shall be Chairperson of the Membership Committee.  
The President, President-Elect and Secretary/Treasurer shall conduct an annual audit for presentation to the Board at the Annual Business Meeting.

## **ARTICLE VI BOARD OF DIRECTORS**

### **Section I - Authority and Responsibility**

The governing body of this Association shall be the Board of Directors. The Board of Directors shall have supervision, control, and direction of the affairs of the Association, and actively pursue its objectives and supervise the disbursement of Association funds. The Board may adopt such rules and regulations for the conduct of its business as should be deemed advisable and may, in the execution of the powers granted, delegate certain of its authority.

### **Section II - Composition**

The Board of Directors shall consist of the President, President-Elect, Secretary/Treasurer, and two (2) Board Members-at-Large.

### **Section III - Re-Election**

No member of the Board of Directors who has served four years shall be eligible for re-election until at least one year shall have lapsed.

### **Section IV - Quorum of the Board**

At any meeting of the Board of Directors, no less than three (3) members of the Board shall constitute a quorum for the transaction of the business of the Association and any such business thus transacted shall be valid providing it is affirmatively passed upon by the majority of those present.

### **Section V - Meetings of the Board**

A regular meeting of the Board of Directors shall be no less than two (2) times during each administrative year at such time and at such place as the Board may prescribe. Notice of such meetings shall be given to the Directors no less than thirty (30) days before the meeting is held. Special meetings of the Board may be called by the President or at the request of any three (3) Board Members, by notice mailed or delivered to each member of the Board of Directors not less than seventy-two (72) hours before the meeting is held or telephoned not less than four (4) hours prior to the meeting.

### **Section VI - Telephone Meeting**

For the purpose of a quorum, discussion and voting on all matters dependent upon a member of the Board of Director's presence at any meeting of the Board of Directors, and Board of Directors member shall be regarded as being present at such meeting if such Board of Directors member is in telephone, video or audio contact with each of the other members of the Board of Directors.

### **Section VII - Voting**

Voting rights of a Board Member shall not be delegated to another nor excused by proxy.

## **ARTICLE VII COMMITTEES**

### **Section I - Nominating Committee**

The Board of Directors, under the direction of the President, shall open nominations at the January meeting for offices expiring the coming April. The President will close nominations during the January General Meeting. Ballots and candidate CVs will be distributed to all current active members no later than the last Friday in February. Elections will be held at the April Annual Business Meeting each year.

### **Section II - Education Committee**

The President shall appoint at least (3) members of the voting membership to serve on this committee.

### **Section III - Special Committees**

The President, with the approval of the Board of Directors, shall appoint such other committees, sub-committees or task forces as are necessary and which are not in conflict with other provisions of these By-Laws, and the duties of such committees shall be prescribed by the Board of Directors upon appointment.

## **ARTICLE VIII AMENDMENT TO THESE BY-LAWS**

### **Section I**

These By-Laws may be amended or repealed by a majority vote of the voting members at any General Meeting of the Association duly called and regularly held, provided that the Proposed amendments have been distributed to the Association membership no later than thirty (30) days prior to the meeting.

**ARTICLE IX  
MISCELLANEOUS**

**Section I Records**

All records of the Association shall be open to the membership of the Association at any reasonable time.

**Section II Conduct of Meetings**

Robert's Rules of Order, Newly Revised, except when in conflict with the By-Laws of the Association, shall control all meetings of the Association.

**Section III Dissolution**

The Association shall use funds only to accomplish the objectives and purposes specified in these Bylaws. Should at some point, for whatever reason, the membership determines it appropriate to dissolve this Association, the Florida Air Medical Association shall be notified immediately. Upon dissolution of the Association, any funds remaining shall be sent to an appropriate professional or charitable organization duly registered in the State of Florida as determined by a single majority of the Board of Directors.

These By-Laws have been ratified by the General Membership of the Florida Association of EMS Pilots on the below said date.

Signed: digital signature

\_\_\_\_\_  
Terry W Miller  
President Pro-tem  
Florida EMS Pilots Association  
DATE: 25 January 2007