

BYLAWS

OF THE TEXAS CHAPTER OF

AAMS



**Bylaws for the regulation, except as otherwise provided by statute or its Articles of
Incorporation, of the Texas Chapter of the**

ASSOCIATION OF AIR MEDICAL SERVICES a Texas Corporation

Revised 11/19/2006

Article 1

NAME

- Section 1.1 The name of this incorporated association shall be the Texas' Chapter of the Association of Air Medical Services (Texas AAMS)
- 1.2 The mailing address of the association shall be established and maintained as agreed upon by the Board of Directors.

**Currently: P.O. Box 15037
Galveston, TX 77555-5037**

Articles II

MISSION

- Section 2.1 To develop guidelines for optimally safe flight operations in the State of Texas.
- 2.2 To improve patient care in the State of Texas.
- 2.3 To promote the proper utilization of air medical services.
- 2.4 To provide a mechanism for the exchange of information between programs to facilitate mechanical and operational education.
- 2.5 To provide one voice in the representation of programs, interests and concerns to organizations, agencies and legislators in the State of Texas on issues affecting air medical transport of the sick and injured.
- 2.6 To develop common elements of operational and dispatch guidelines for the purpose of clarity and consistency throughout the regional EMS Systems, law enforcement and health care agencies.
- 2.7 To develop an efficient air medical response to multiple casualty incidents.
- 2.8 To develop a downed aircraft response plan in the event of an accident of incident involving an air medical aircraft.
- 2.9 To develop mutual aid policies between the state's air medical programs.
- 2.10 To investigate alternative and improved financing mechanisms.

Article III

DEFINITIONS

- Section 3.1 **BOARD OF DIRECTORS:** The board of directors (BOD), which consists of the elected officers and the immediate past President, of the chapter is responsible for administration of the needs of the membership including but not limited to conducting meetings, forming committees, holding elections, execute orders, initiate and answer correspondence, raise, maintain, and invest association funds and delegate authority.
- 3.2 **VOTING MEMBER:** Each Regular Member and Associate member shall appoint a voting member. One voting member may also be elected from each of the associate organizations of Flight Nurses, Flight Paramedics, EMS Aviation Personnel, Communications Technicians, and Physician Directors. The voting member shall be elected by the beginning of each fiscal year. The term shall be at least one, but not limited to one year.
- 3.3 **OFFICE:** A position held by the elected officers which are, President, Vice President/President Elect and Secretary/Treasurer.
- 3.4 **FISCAL YEAR:** The fiscal year will be January 1st to December 31st.

Article IV

MEMBERSHIP

- Section 4.1 **ELIGIBILITY:** The Membership shall consist of National AAMS members currently residing, or operating within and associated with the state of Texas and upholding all sections of the AAMS bylaws.
- 4.2 **CLASSES:** The classes of members shall be identical to those set forth in Article III, Section 2 of the AAMS national bylaws. The class of each member in this chapter shall be the same as their respective membership class in AAMS national chapter.
- 4.3 **REPRESENTATION:** The representation to the Chapter of each member shall be provided by one individual appointed by each member program to serve in such capacity.
- 4.4 **GENERAL:** Other considerations of the chapter membership shall be determined in accordance with Article III of the AAMS National Bylaws.
- 4.5 **TERMINATION OF MEMBERSHIP:** Termination of any member may occur after it is determined by the board of directors following due process, that any of the following events has transpired.
- a. The member resigns,
 - b. The member fails to meet financial requirements and/or assessments as required herein,
 - c. The determination of the membership that the member has failed to meet his or her obligations as a member of AAMS-TX or has performed his or her obligations in a manner which is inconsistent with the mission of AAMS-TX,
 - d. The member removes his or her membership in AAMS.

Article V

MEETINGS

- Section 5.1 **REGULAR AND SPECIAL MEETINGS:** Shall be held at such a time and place as the Board of Directors (BOD) may determine. There shall be four regular quarterly meetings. An annual calendar of meetings for the chapter will be developed and distributed at the annual chapter meeting.
- 5.2 **VOTING:** Each Regular and Associate Member shall have one vote. Voting shall be in person, by mail ballot only for election of directors, or by proxy signed by the Member or the duly authorized representative of the Member. 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.
- 5.3 **PARTICIPATION WITHOUT MEETING:** Shall be allowed through the use of a conference telephone or similar communications equipment, as long as all members participating can hear one another. Participation in a meeting pursuant to this paragraph constitutes presence in person at such a meeting.
- 5.4 **QUORUM:** Qualified voting members (or their alternates) present at any Texas AAMS sponsored meeting shall constitute a quorum for the transaction of business.

Article VI

OFFICERS

- Section 6.1 **EXECUTIVE OFFICERS:** The elected officers of the Chapter shall consist of a President, Vice President (also called “President Elect”), Secretary/Treasurer, and Immediate Past President.
- 6.2 **ELECTION OF OFFICERS:** A proposed slate of officers shall be developed by a Temporary Nominating Committee in accordance with the charge of that Committee. This proposed slate of officers for election shall be distributed to the provider and associate organization member at least thirty days prior to the last meeting held each year. A secret ballot shall be obtained from the Regular and Associate members present. The winning candidate will be determined by the highest number of votes. In case of a tie, another secret vote will take place between the candidates receiving the highest number of votes. If a tie vote then ensues, the President’s vote will be used to break the tie vote.
- 6.3 **ELIGIBILITY:** The officers must be representative of Regular and Associate Members. Elected officers of the Association must attend at least 75% of all scheduled meetings and Board meetings to remain as an officer in good standing. Failure to comply will result in the action of notifying the membership and position being assumed in accordance with section 6.6 of this Article.
- 6.4 **TERM OF OFFICE:** Officers shall be elected for a period of two years. An Officer may not serve 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 the unexpired portion of the term and, two full years.
- 6.5 **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 BOD. The acceptance of a resignation shall not be necessary to make it effective.
- 6.6 **VACANCIES:** If the office of President becomes vacant, the President-elect shall assume the Office of President. If the office of President-elect becomes vacant, the Secretary/Treasurer may assume the President-elect’s office. If the office of Secretary/Treasurer becomes vacant, the President shall appoint a new Secretary/Treasurer, subject to approval of the Members.
- 6.7 **POWERS AND DUTIES OF THE PRESIDENT:** The President shall be the Chief Executive Officer of the Chapter and shall have the general powers and duties of the supervision and management usually vested in the office of the President. He/She shall preside at all meetings of the

members and shall have general supervision, direction and control of all affairs to the Chapter. Except as the Members shall otherwise authorize, he shall execute contracts on behalf of the Chapter. He/She act as liaison to the AAMS Executive Director and Region VI Director.

- 6.8 **POWERS AND DUTIES OF THE PRESIDENT-ELECT:** The President-elect 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 President-elect shall assume the office of the President following the expiration of the President's term or in the event of the President's death, resignation or removal.
- 6.9 **POWERS AND DUTIES OF THE SECRETARY/TREASURER:** The Secretary/Treasurer shall keep accurate and complete minutes of all meetings of the Members and send out communications to the Member. He/She shall determine the presence of a quorum and also shall record votes cast.
- 6.10 **THE SECRETARY/TREASURER:** The Secretary/Treasurer shall have the custody of the Chapter funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Chapter. He/She shall be responsible for the deposit and disbursement of all monies and other valuables in the name and to the credit of the Chapter 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 of the financial condition of the Chapter at the annual meeting. The Treasurer duties may be performed by another member of the BOD or BOD designated based on the needs of the Chapter and full consensus of the BOD.

Article VII

COMMITTEES

- Section 7.1 **COMMITTEES:** Standing committees are determined by the Board of Directors. Temporary committees may be or may not be included to the Texas AAMS standing committees. Temporary committees may be designated by the board members from time to time. Committees shall be dissolved when their charge has been completed. Committees will act only in an advisory capacity to the Regular and Associate Members.
- 7.2 **COMMITTEE CHAIRPERSONS:** The President will appoint a chairperson of each committee who will in turn select committee members. The chairperson has the right to vote on internal committee matters.
- 7.3 **ELIGIBILITY:** Committee members must be representative of Regular and Associate Organization Members. More than one representative of a Member program or Associate Member may serve on the same standing committee.
- 7.4 **APPOINTMENT:** The President shall appoint the committee chairperson when he or she assumes office.
- 7.5 **TERM:** Committee chairpersons and Committee members shall serve a two year term to run concurrently with the terms of Officers.
- 7.6 **REMOVAL:** Committee members, or committee chairpersons, may be removed by the President at any time for any reason with consensus of the BOD. The President shall appoint a new committee chairperson. The Chairperson may appoint new committee members in the event of vacancies.

Article VIII

FINANCE

- Section 8.1 **DUES:** The Dues for membership will be determined by the membership and kept at minimum amount as practical to operate the Texas Chapter. Dues for the next year shall be recommended to the Members by the Board of Directors at each annual meeting. The Voting Members shall vote on approval of the dues structured each year.
- 8.2 **FISCAL YEAR:** The fiscal year of the Membership shall be January 1st, to December 31st.
- 8.3 **INSTRUMENTS:** All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Membership shall be signed by the officer or officers, agent or agents of the Membership, and in such a manner, as shall be determined from time to time by resolution of the Board of Directors.
- 8.4 **BUDGET:** The Board of Directors shall establish a budget for each fiscal year and shall operate it under generally accepted accounting principles.

Article IX

AMENDMENTS

Section 9.1 **AMENDMENTS:** These By-Laws may be amended at any meeting of the members, provided that a copy of any proposed amendment shall have been mailed to each Provider Member and Associate Member with a notice of such meeting.