

# THE INTERNATIONAL ASSOCIATION OF MEDICAL TRANSPORT COMMUNICATION SPECIALISTS

## BYLAWS

### ARTICLE I: Name and Purpose

*The International Association of Medical Transport Communication Specialists (IAMTCS) is organized to provide professional development, education and advocacy in medical patient transport logistics for Operational Control, Air and Ground Communication Specialists.*

### ARTICLE II: Membership

A. **QUALIFICATIONS:** Membership will be granted to any individual person or corporation that supports the mission and values of the association, pays dues set by the Board of Directors, and / or is responsible for providing communication and flight following for the air / ground medical transport of ill and injured patients.

#### B. TYPES OF MEMBERSHIP:

1. Active Membership: Members are eligible to attend meetings and social functions, partake in all educational activities and functions, entitled to receive literature and other information disseminated by the Corporation, may vote on all matters brought before the Members for a decision and are eligible to hold any office provided for in these bylaws.
2. Associate Membership: Persons or business entities are entitled to all privileges of an Active Member with the exception of the right to vote, hold office or serve as the Chairperson on standing committees.
3. Honorary Membership: The Board of Directors at a duly organized meeting may elect "Honorary" members by a unanimous vote of the Board Members present. "Honorary" members are entitled to all privileges of an Active Member with the exception of the right to vote, hold office or serve as the Chairperson on standing committees and shall be exempt from payment of any fees.
4. Corporate Membership: Persons or business entities that meet or exceed entry level fees which are due annually, are entitled to receive benefits according to level of sponsorship, with the exception of the right to vote, hold office or serve as the Chairperson on standing committees.
5. Program Membership: Any business entities that are responsible for providing communication and flight following for the air / ground medical transport that register a minimum of 5 employed Communications Specialists. The business entity must include all employed Communication Specialists and will receive the said privileges as stated under Associate Membership. The registered Communications Specialists will then be Active Members and are entitled to receive all privileges of an Active Member. Program Memberships are transferable within the business entity.

### ARTICLE III: Dues

A. ANNUAL DUES: The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the Corporation by Members.

1. Active Membership: the initial fee shall be ~~thirty-five~~fifty dollars (~~\$35~~50.00) for one year of active membership. Active membership may be renewed annually at a rate of thirty-five dollars (~~\$50~~35.00) per year, or at a discounted rate of ~~ninety-one hundred,~~ twenty-five dollars (~~\$125~~90.00) if the member wishes to renew his/her active membership for a three (3) year period.
2. Associate Membership: the initial fee shall be ~~thirty-five~~fifty dollars (~~\$50~~35.00) for one year of associate membership.
3. Honorary Membership: an honorary member is exempt from paying dues.
4. Corporate Membership: dues must meet or exceed the entry-level fee of ~~\$250.00~~1000.00 (~~two hundred and fifty~~one thousand dollars).
5. Program Membership: the initial fee shall be thirty-five dollars (\$35.00) per individual covered by a program membership. Program membership dues shall be renewed annually at a rate of thirty-five dollars (\$35.00) per staff member. If the program exceeds fifty (50) registrants, the fee will be reduced by ten percent (10%).

B. PAYMENT OF DUES: Dues shall be payable ~~1 calendar year at time of membership enrollment, after the member joins.~~—The Membership Committee shall be responsible for sending out renewal notices a month prior to renewal date, and 1 reminder notice after renewal date.

C. DEFAULT AND TERMINATION OF MEMBERSHIP: When any Member defaults in payment of dues for a period of thirty (30) days from membership renewal date, his / her membership shall thereupon be terminated, thus disqualifying the membership.

D. RESIGNATION: Any member may withdraw from the Corporation after fulfilling all the obligations to it by: (a) giving written notice of such intention to the Secretary, which notice shall be presented to the Board of Directors at the first meeting after its receipt; or (b) by non-renewal of annual membership dues.

### ARTICLE IV: Meetings

A. ANNUAL MEETINGS: There shall be a membership meeting held during the annual Air Medical Transport Conference for the installation of the newly elected Members to the Board of Directors (as noted in Article V, section B), the receiving of annual reports of Directors and Committees, and the transaction of other business. Notice of the meeting, shall be posted on the website at least ten (10) days and not more than fifty (50) days before the time appointed for the meeting. All notices of meetings shall set forth the place, date, time and purpose of the meeting.

B. SPECIAL MEETINGS: the Board of Directors at their discretion may call special Meetings. Notice for any special meeting is to be given in the same manner as for other Board Meetings. No business other than that specified in the notice of meeting for the special meeting shall be transacted.

C. QUORUM: Except as otherwise provided by law, the presence in person or by proxy of a majority of the Members entitled to vote shall constitute a quorum at each meeting of the members for the transaction of business. In the absence of a quorum at any such meeting, or in the absence therefore of all the members entitled to vote, any Board of Director entitled to preside at, or to act as Secretary of such meeting, may adjourn such meeting from time to time until a quorum is present. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called. A minimum of 10% of the members present in person or by proxy shall constitute a quorum for the transaction of business at a General Membership Meeting.

D. VOTING: Each Member shall be entitled to one (1) vote on each matter submitted to a vote of Members. If the manner of deciding any question(s) has not otherwise been prescribed, it shall be decided by a majority vote of the Members present in person or by proxy.

E. PROXIES: Every Member of the Corporation is entitled to vote at any meeting thereof may vote in proxy. A proxy shall be in writing and designate under what terms the person holding the proxy may vote. The proxy shall be recoverable at the discretion of the Member executing it, unless the duration of the proxy is specified, it shall be invalid after eleven (11) months from the date of its execution. Proxy votes are due and presentable at the time of a call for vote is made by the Chair of said meeting. All proxies MUST be dated.

F. ORDER OF BUSINESS: The order of business shall be as follows at all meetings of the corporation, Board of Directors, and executive committee:

1. Calling of the role
2. Proof of notice meeting
3. Reading of the minutes from the past meeting (s)
4. Receiving of communications
5. Installation of new member (s) to the Board of Directors
6. Reports from Board of Directors and officers
7. Reports from committee chairperson (s)
8. Unfinished business
9. New business
  - a. Any questions as to the priority of business shall be decided by the Chairperson without debate. The President of the Corporation shall, unless otherwise delegated, preside as the Chairperson of the meetings. This order of business may be altered or suspended at any meeting by a majority vote of the Members present or by proxy and those Members entitled to vote.

## ARTICLE V: Directors

A. NUMBER: The property, affairs, activities and concerns of the Association shall be vested in a Board of Directors, consisting of four (4) Officers, eleven (11) Board Members-at-Large for a total of fifteen (15) elected Board Members. The Members of the Board of Directors shall enter upon the performance of their duties at the annual meeting of Members and shall continue in office until their successors are duly elected and placed into office (except as described in items K and L of this Article.)

### B. ELECTION OF DIRECTORS:

1. President: shall two years as President, then one year as an Advisor at the discretion of the current board. While serving as the Advisor, no voting privileges will be granted.
2. President-Elect: shall serve two years as President-Elect before assuming the office of President.
3. Treasurer: shall serve three (3) years as Treasurer.
4. Secretary: shall serve three (3) years as Secretary.
5. Members-at-Large: shall serve (3) years as Board Member-at-Large, and is eligible for re-election for up to 1 consecutive term.
  - a. After re-election of one 1 consecutive term, you must be off the Board for a minimum of two (2) years before being eligible for re-election. After holding the office of President, you must be off the Board for a minimum of four (4) years to be eligible for re-election. After serving on the Executive Board, you are not eligible to again serve in an Executive position.
6. AAMS Representative: One (1) Board Member shall be appointed as the IAMTCS representative to AAMS and serve on the Conference Planning Committee as well as any other associated committees. The AAMS representative will be an appointed position after which the appointee has completed no less than one 3-year term as a Board Member. The appointee will assume the AAMS representative position for a period of four (4) years, and at the discretion of the Board, the appointment may be extended on an annual basis. This is an appointed position no longer serving on the elected Board and will serve as an advisor, with no voting privileges and at the discretion of the Board may be changed at any time.
7. CAMTS Representative: One (1) Board Member shall be appointed as the IAMTCS representative to CAMTS. The CAMTS representative will be an appointed position after which the appointee has completed no less than one 3-year term as a Board Member. The appointee will assume the CAMTS representative position for a period of four (4) years, and at the discretion of the Board, the appointment may be extended on an annual basis. This is an appointed position no longer serving on the elected Board and will serve as an advisor, with no voting privileges and at the discretion of the Board may be changed at any time.

### C. ELIGIBILITY TO BE ELECTED TO A BOARD POSITION:

1. The Applicant must be:
  - a. Currently employed by a program that is responsible for providing communication and/or tracking for the transport of critically ill and injured patients.
  - b. Employed in the Medical Transport industry as a Communications Specialist for the previous two years, and
  - c. An Active Member of IAMTCS in good standing for the past 2 years. If your status changes from an Active Member to an Associate Member once already on the Board of Directors, you may remain on the Board of Directors for the remainder of the term.
2. Nomination and Election process: A call to the general membership for Board Member-At-Large nominations will occur annually no later than the first Monday of March each calendar year. This call shall be made via email and by posting to the IAMTCS website. All applications for Board Member-At-Large shall be received by the Membership Committee chair from the applicant(s) no later than a date set forth by the current board.
3. All nominations and applications will be reviewed and either approved or denied by the current Board during the annual Spring/Summer board meeting. Applications approved by the Board will be posted to the IAMTCS website for review by the general membership no later than the Monday following the conclusion of the Spring/Summer board meeting.
4. If the number of applicants for Board Member-at-Large positions is less than or equal to the number of current open positions the Board of Directors shall be empowered to fill the open positions using the current number of applicants without an election.
5. Voting by the general membership will begin at midnight (12:00) a.m. EST the Monday immediately following the conclusion of the Spring/Summer board meeting and will be open for a period of two (2) weeks, thus concluding at midnight (12:00) a.m. EST the third (3<sup>rd</sup>) Monday following the Spring/Summer board meeting.
6. Newly elected at-large members and officers will be notified of their positions within one (1) week after the conclusion of the election and will assume the office of said elected position at the annual Air Medical Transport Conference (AMTC) later that same calendar year.
7. To serve on the Executive Board you must have completed a full term as a Board Member-at-Large on the IAMTCS Board. Elections for Executive Board positions will be conducted by the Board of Directors during the annual Spring/Summer board meeting and will assume the office of said elected position at the annual Air Medical Transport Conference (AMTC) later that same calendar year.
  - a. In scenarios where there are critical shortages on the Executive Board and there are no eligible Board Members-at-Large to fill the open Executive Board positions, the Board may appoint any Board Member-at-Large to serve the remainder of the vacant position.

#### D. DUTIES OF DIRECTORS:

1. The Board of Directors may:
  - a. Hold meetings at such time and places as it thinks proper
  - b. Admit Members,
  - c. Appoint committees on particular subjects from the Members of the Board of Directors, or from other Members of the Corporation,
  - d. Audit bills and disburse the funds of the Association,
  - e. Print and circulate documents and publish articles,
  - f. Carry on correspondence and communicate with other associations interested in the air medical industry,
  - g. Employ agents, and
  - h. Devise and carry into execution such other measures as it deems proper and expedient to promote the objects of the Corporation and to best protect the interest and welfare of the Members.

E. BOARD MEMBER STANDARDS: Each Board Member shall perform his/her duties, including those of being a member in good faith. Each Board Member shall execute all duties through the use of the standard as to what is in the best interest of the Corporation. In making decisions, a Board Member shall utilize reasonable care and inquire, as a reasonable prudent person in a like situation would employ.

F. MEETING OF THE BOARD OF DIRECTORS: There shall be three (3) board meetings each year. The first meeting shall be held in winter at a site to be determined by the Board. This meeting shall be focused as a strategic planning session. The second meeting shall be held in late spring / early summer and may be held in conjunction with conferences and other associated meetings as directed by the Board. This meeting shall be focused as an AMTC planning session. The Board may also designate that a Board Phone Conference Call may be held in lieu of this meeting. The third meeting shall be held during the annual AMTC. This meeting shall be focused as a budget planning session for the upcoming year.

1. Executive (Closed) Session: At the option of the President, or upon majority vote of the Board of Directors, an executive session of the Board may be called.
  - a. While in executive session, only Board Members and individuals invited by the President may be present. Board Members may discuss the business conducted in an executive session only with other Board Members, persons present in the executive session by invitation of the President, and others upon advice of counsel. Those present will be reminded that the executive session deliberations and minutes are confidential.
  - b. An executive session of the Board of Directors may be called by the President under the following circumstances:
    - i. On the advice of legal counsel
    - ii. To discuss current pending legal matters
    - iii. To consult with the auditors and compensation consultants
    - iv. To acquire or dispose of property
    - v. To discuss or act on personnel issues

- vi. To address such other matters as the Board of Directors deems appropriate

G. SPECIAL MEETINGS: The President may, when he / she sees necessary, or the Secretary shall, at the request in writing of three (3) Members of the Board of Directors, issue a call for a special meeting, either in person or via phone conference for the Board of Directors. For in-person special meetings five (5) days' notice or for phone conference special meetings a one (1) day notice shall be required.

H. PLACE OF MEETINGS: The Board of Directors may hold its meetings at such place or places within or outside of the United States as the Board of Directors from time to time determine or as shall be specified or fixed in the respective notices or waivers of notice thereof.

I. NOTICE OF MEETINGS: Notice of each regular meeting of the Board of Directors, stating time, place and purpose thereof, shall be posted on the website at least ten (10) days and not more than fifty (50) days before the time appointed for the meeting and shall be sent by e-mail to each Member of the Board of Directors; or if requested in writing addressed to him / her at his / her residence or usual place of business; or delivered personally or by telephone, at least one (1) day before the day on which the meeting is to be held. But notice need not be given to any Board of Directors at a meeting, which every Member of the Board of Directors shall be present, though held without notice.

J. SALARIES: The Board Members shall serve without compensation with the exception that expenses incurred in the furtherance of the Corporation's business are allowed to be reimbursed with documentation and prior approval.

K. QUORUM: A majority of the Board of Directors shall constitute a quorum for the transaction of business. In the absence of the President and President Elect, the quorum may choose a Chairperson for the meeting. If a quorum is not present, a lesser number may adjourn the meeting to a later date.

L. ABSENCE: Should any Member of the Board of Directors absent himself/ herself unreasonably from two (2) per calendar year meetings of Directors without sending or making a communication to the President or Secretary stating his / her reason for so doing, and his / her excuse should not be accepted by the Members of the Board of Directors, his / her seat on the Board of Directors may be declared vacant by the remaining Board of Directors.

M. ACTION BY RESOLUTION: A resolution in writing, signed by all the Members of the Board of directors shall be deemed action by such Board of Directors to the effect therein expressed with the same force and effect as if the same had been duly passed by the same vote at a duly convened meeting, and it shall be the duty of the Secretary to record such resolution in the minutes book under its proper date.

N. VACANCIES: Any vacancy occurring on the Board of Directors shall be filled by the affirmative vote of a majority of the remaining Directors, though not less than a quorum, or by a sole remaining Director. Any Director so chosen shall hold office until the next election of Board

of Directors when his / her successor is qualified and elected by the Membership. Any newly created Directorship shall be deemed a vacancy. When one or more Directors shall resign from the Board of Directors, effective at a future time, a majority of the Directors then in office, including those who have so resigned, shall have power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation(s) shall become effective, and each Director so chosen shall hold office as herein provided in the filling of other vacancies. If at any time, by reason of death or resignation or other cause, the Corporation should have no Directors in office, than any officer or Member, or executor, administrator, trustee or guardian of a Member, or other fiduciary entrusted with like responsibility for the purpose of electing Directors shall duly appoint a Director who will fulfill the Director(s) vacancy or vacancies as described herein. The person so chosen shall hold office until the next Board Meeting or until his / her successor shall have been chosen at a special meeting of the Members called for that purpose.

1. President: A vacancy in the Office of President shall be filled immediately by the President-Elect who shall serve the remainder of the unexpired term as well as one consecutive term as President, but the total term of the President Elect will not exceed 30 months or 2 ½ years. (as stated in Article VII, section G)
2. President-Elect: A vacancy in the Office of President-Elect shall be filled by the Immediate Past President. The Immediate Past President shall not accede to President.
3. Immediate Past President: A vacancy in the office of Immediate Past President shall remain unfilled for the remainder of the unexpired term.
  - a. In the event that the offices of President and President-Elect are vacated in the same year, the Immediate Past President shall serve as President and the Board of Directors shall appoint an acting President-Elect from the current Board of Directors. The election of both President and President-Elect will be held at the next scheduled Board Meeting.
4. Treasurer: A vacancy in the Office of the Treasurer position occurring for any reason may be filled by a two-thirds vote of the members of the Board. Board Member or Executive Officer appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office and until his or her successor shall have been elected and qualified.
5. Secretary: A vacancy in the Office of the Secretary position occurring for any reason may be filled by a two-thirds vote of the members of the Board. Board Member or Executive Officer appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office and until his or her successor shall have been elected and qualified.

O. REMOVAL OF DIRECTORS: Any one or more of the Board of Directors may be removed either with or without cause, any time, by a two-thirds vote of the Board Members present at any special meeting called for that purpose.

## **ARTICLE VI: Executive and Other Committees**

A. EXECUTIVE AND OTHER COMMITTEES: The Board of Directors will elect by majority the candidates for the Executive Committee. The Board of Directors may, by resolution passed by a majority of the whole Board of Directors, designate one or more committees, such committees to consist of one or more of the Board Members of the Corporation. The Board of



Directors may designate one or more Directors as alternate members of any committee, who may replace any absent committee, to the extent provided in the resolution, shall have and may exercise the powers of the committee in the management of the business and affairs of the committee, provided, however, that in the absence or disqualification of any chairperson of such committee or committees, the Member or Members thereof present at any meeting and not disqualified from voting, whether or not he / she or they constitute a quorum, may unanimously appoint another Member of the Board of Directors to act at the meeting in place of such absent or disqualified Board member. Each committee shall keep written minutes of its proceedings and shall report such minutes to the Board of Directors when required. All such proceedings shall be subject to revision or alteration by the Board of Directors; provided, however, that third parties shall not be prejudiced by such revision or alteration.

B. GENERAL: A majority of any committee may determine its action and fix the time and place of its meetings, unless the Board of Directors shall otherwise provide. Notice of such meetings shall be given to each Member of the committee in the manner provided in Article V, Section 8. The Board of Directors shall have the power at any time to fill vacancies in, to change the membership of, or to prevent the Board of Directors from appointing one or more committees consisting in whole or in part of persons who are not Directors of the Corporation; provided, however, that no such committee shall have or may exercise any authority of the Board of Directors.

C. LIMITATIONS: The Executive Committee shall have and may exercise all of the authority of the Board of Directors in the management of the business, property and affairs of the Corporation, but in no event shall the Executive Committee have authority as to the following matters:

1. The dissolution, merger or consolidation of the Corporation, or the sale, lease or exchange of all or substantially all of the property of the Corporation.
2. The fixing of compensation of the Directors for serving on any committee of Directors;
3. The amendment or repeal of any resolution of the Board of Directors which by its terms shall not be so amendable or repealable.

D. RESOLUTION: The Board of Directors may, by resolution adopted by the vote specified in Section 1 of the Articles;

1. Remove any Member of the Executive Committee at any time without cause; and
2. Designate the Chairperson of the Executive Committee.

E. OTHER COMMITTEES: The Board of Directors may at any time create committees of Directors (other than the executive committee) for such purpose, as it may deem expedient for managing the business, property and affairs of the Corporation. No such committees shall have authority or power, which this Article would deny to the Executive Committee.

## **ARTICLE VII: Officers**

A. **NUMBER:** The Executive Officers of the Corporation shall be the President, the President-Elect, the Secretary, and the Treasurer; and there may be, in addition, subordinate officers, agents, and employees as shall be appointed in accordance with the provisions of the Article of their Bylaws. One person may hold two offices, except that the same person shall not be President and Treasurer.

B. **ELECTION, TERM OF OFFICE QUALIFICATION:** The Executive Officers of the Corporation shall be elected as described in the Article of these Bylaws. The term of office is as described in the Article of these Bylaws, or until he / she shall resign, or shall have been removed in the manner hereinafter provided in the Article of these Bylaws.

C. **SUBORDINATE OFFICERS, ETC:** The Board of Directors may appoint such subordinate officers, agents or employees as the Board of Directors may deem necessary or advisable, including one (1) or more Assistant Treasurers and / or one (1) or more Assistant Secretaries, each of whom shall hold office for such a period, having such authority and perform such duties as are provided in there Bylaws or as the Board of Directors may from time to time determine. The Board of Directors may delegate to any Executive Officer or to any committee, the power to appoint any such additional officers, agents or employees.

D. **REMOVAL:** Any officer of the Corporation may be removed, either with or without cause, at any time by a resolution adopted by a majority of the whole Board of Directors at a special meeting thereof called for that purpose, or, except in the case of any officer elected by the Board of Directors, by any committee or Executive Officer upon whom such power of removal may be conferred by the board of Directors, except the President may be removed only for cause. Any such removal shall be without prejudice of the person so removed.

E. **VACANCIES:** A vacancy in any office, because of death, resignation, removal, or any other cause, nominations for the vacant office may be received from present Board Members by the Secretary. These nominations shall be voted upon at the next Board Meeting. These vacancies will be filled only to the end of the particular Board Member's term, with the exception of President as stated in Article V Section N Item 1.

F. **THE PRESIDENT:** The President shall be the Chief Executive Officer of the Corporation and shall have general supervision over the business of the Corporation, subject to the control of the Board of Directors. He / she shall preside at each meeting of the Members and of the Board of Directors. He / she shall see that all orders and resolutions of the Board of Directors are carried into effect. He / she may sign, execute and deliver in the name of the Corporation, all deeds, mortgages, bonds, contracts, or other instruments authorized by the Board of Directors, except in cases where the signing, execution of delivery thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation or where any thereof shall be required by law otherwise to be signed, executed and delivered. In general, he / she shall perform all duties incident to the office of President / CEO and such duties as may from time to time be assigned him / her by these Bylaws or by the Board of Directors.

G. **PRESIDENT ELECT:** The President Elect shall have such powers and perform such duties as the Board of Directors or the President may from time to time prescribe and shall perform such duties as may be prescribed by these Bylaws. At the request of the President, or in case of his / her absence or inability to act, the President Elect shall be delegated all the powers of, and be subject to all the restrictions upon the President. The President Elect shall become President two (2) years into his / her term, as elected by the Members.

H. **TREASURER:** As the Treasurer, the Treasurer shall authorize the disbursement of funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the board of Directors at the regular meetings of the Board of Directors or whenever they require it, a statement of all the transactions as Treasurer, as recorded by the Corporate office and an account of the financial condition of the Corporation; and, in general, he / she shall perform all the duties incident to the office of the Treasurer. He / she shall also have such powers and perform such duties as are assigned him / her by these Bylaws, and he / she shall have such other powers and perform such other duties, not inconsistent with these Bylaws, as the Board of Directors shall from time to time prescribe.

I. **SECRETARY:** As the Secretary, the Secretary shall act as Secretary of, and be responsible to make sure that minutes are taken of all meetings of the Association. He / she shall give notice of all meetings of the Association; he / she shall see that the records, statements, and other documents required by law are given to the Corporate Office to be kept or filed; and he / she shall in general perform all duties incident to the office of Secretary. He / she shall also have such powers and perform such duties as are assigned him / her by these Bylaws, and he / she shall have such other powers and perform such other duties, not inconsistent with these Bylaws, as the Board of Directors shall from time to time prescribe.

J. **RESIGNATIONS:** Any officer or Director may resign his / her office at any time by giving written notice of his / her resignation to the President or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, or, if no time be specified therein, then at the time of the receipt thereof, and the acceptance thereof shall not be necessary to make it effective.

#### **ARTICLE VIII: Waiver of Notice**

A. **WAIVER:** Any Director may give any notice required to be given under the provisions of the statutes or provisions of the Article of Incorporation or these Bylaws by delivering a waiver thereof, in writing, to the Secretary of the Corporation. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business to be transacted at, nor the purpose of any regular or special meeting of the Board of Directors need to be specified in the waiver notice.

#### **ARTICLE IX: Operations**

A. **Fiscal Year:** the fiscal year of the corporation shall be from January 1 to December 31 of each calendar year.

B. Books and Records: the Corporation shall keep correct and complete records of all financial accounts.

1. The Corporation shall also keep correct and complete records of the minutes of proceedings of all meetings of its Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and a record of all actions taken by the committees of the Board.

#### **ARTICLE X: Conflict of Interest**

The Board shall adopt and periodically review a conflict of interest policy to protect the Corporation's interest when the Board is contemplating any action, transaction or arrangement which may benefit any director, officer, employee, affiliate or member of a committee with board-delegated powers.

#### **ARTICLE XI: Non-Discrimination Policy**

The officers, directors, committee members, employees and persons served by this Corporation shall be selected entirely on a non-discriminatory basis with respect to age, gender, ethnicity, religious beliefs, sexual orientation, marital status, physical disability, veteran's status, political service or affiliation, or national origin.

It is the policy of IAMTCS not to discriminate on the basis of age, gender, ethnicity, religious beliefs, sexual orientation, marital status, physical disability, veteran's status, political service or affiliation, or national origin.

#### **ARTICLE XII: Amendment**

A. AMENDMENT: These Bylaws may be altered, amended, or repealed or these Bylaws may be adopted, by an affirmative vote of a majority of the Members or by the Board of Directors at any meeting, provided that notice of the proposed change is contained in the notice of such meeting.

1. The Corporation shall keep a copy of the Corporation's Articles of Incorporation and Bylaws as amended to date.

B. Robert's Rules of Order shall be regarded as the controlling authority upon questions of parliamentary law.

**CERTIFICATION**

I hereby certify that the foregoing copy of the Bylaws is a true and correct copy of the Bylaws of the INTERNATIONAL ASSOCIATION OF MEDICAL TRANSPORT COMMUNICATION SPECIALISTS, as the same were adopted at the meeting of the **Board of Directors September 23, 2016.**

\_\_\_\_\_  
**PRESIDENT**

\_\_\_\_\_  
**DATE**

\_\_\_\_\_  
**SECRETARY**

\_\_\_\_\_  
**DATE**