

**Bylaws of
The Emergency Medical Services Section of
The American Academy of Emergency Medicine
(EMSS-AAEM)**

Article I: Purpose and Mission

1.1 Purpose and Mission

The Emergency Medical Services (EMS) Section is founded to foster the professional development of its members and to educate them regarding the principles and current activities pertaining to prehospital care. The purpose of this group is to strengthen core knowledge for all emergency physicians who interact with EMS. The committee will develop educational opportunities at Scientific Assembly as well as in other venues sponsored by AAEM, such as the international conferences and other regional/local conferences sponsored by AAEM. EMSS-AAEM will be a centralized point of communication for medical students, residents, fellows, and emergency medicine practitioners who are interested in furthering the education of emergency physicians in the latest prehospital knowledge and research. Membership is not limited to fellowship trained physicians. All emergency physicians interested in prehospital care are encouraged to join and participate. This group will work closely with the AAEM Resident and Student Association (RSA) to provide mentorship to medical students and residents who are interested in EMS fellowships.

1.2 Objectives:

- Deliver ongoing educational opportunities for emergency medicine specialists
- Advocate for the due process rights of EMS medical directors
- Promote resident and medical student EMS education
- Support EMS fellow education, research, and employment
- Encourage prehospital research and performance improvement
- Endorse policy and guideline development

As a section of the Academy, all activities of the Section will be in accordance with the standards established by the Academy. The purpose and mission statement of the Academy also extend to the EMS Section of AAEM (EMSS-AAEM).

1.3 Duration

The term of existence of the Section shall be perpetual unless dissolved according to the bylaws of the Academy.

Article II: Membership and Privileges

2.1 Section Membership

All Medical Students, Transitionals, emergency medicine Residency-Trained, Fellows-in-Training, Associate, Internationals, or Voting physician members of the Academy interested in prehospital care shall be eligible for membership in the EMS Section.

2.2 Membership Application

Each applicant shall submit an application to the EMS Section in such form as determined by the EMSS-AAEM board of directors.

2.3 Voting Privileges

All emergency medicine board certified fellow members and board eligible members of the Section shall be entitled to vote for officers and directors and may vote to change the bylaws in accordance with the procedures outlined in these bylaws.

2.4 Obligations of Members

By virtue of membership, each member of the Section agrees to be bound by these Section bylaws and all lawful rules and practices adopted by the board of directors of the Section and of the Academy.

2.5 Action on Behalf of the Section

Only the Section Chair or his/her appointee, or AAEM leadership may state policies or positions on behalf of the Section.

Article III: Resignation

3.1 Resignation

Membership in the Section requires membership in AAEM. Membership in the Section shall be terminated immediately upon termination of membership in AAEM.

Article IV: Assessments

4.1 Dues

Annual dues shall be determined by the Section board of directors for the ensuing year.

4.2 Non-Payment

The executive council shall establish policies with regard to nonpayment of dues.

Article V: Meetings

5.1 Annual and Special Meetings

There will be formal meetings of the Section at the Academy's Scientific Assembly and the National Association of EMS Physicians (NAEMSP) Annual Meeting. Other meetings throughout the year will be held as circumstances and needs dictate, as determined by the executive council. Special meetings may be called by the executive council at its discretion.

5.2 Voting

Any voting member may be represented in person at any meeting, and each voting member shall be entitled to only one vote.

Article VI: Officers and Council

6.1 Officers

The officers of the Section shall consist of a Section Chair, Immediate Past-Section Chair, Section Chair-Elect, and Secretary/Treasurer. These officers are responsible for the day-to-day operations of the Section. All officers must be active AAEM members at time of application. All members of the Executive Council are required to be American Board of Emergency Medicine (ABEM) EMS Board Eligible or Certified at the time of application.

6.1.1 Immediate Past-Section Chair.

The Immediate Past-Section Chair shall perform such duties as may be prescribed by the Section Chair, the Section Board of Directors, or AAEM.

6.1.2 Section Chair

The Section Chair shall be the principal officer of the EMSS-AAEM and shall preside over all meetings of the EMSS-AAEM and of the EMSS-AAEM Board of Directors. The Section Chair shall also perform such other duties as may be prescribed by the Board of Directors or AAEM from time to time. Upon the expiration of the term of office of the Section Chair, the individual serving in such office shall automatically succeed to the office of Immediate Past Section Chair.

6.1.3 Section Chair-Elect.

In the absence of the Section Chair or in the event of the Section Chair's death or inability to act, the Section Chair-Elect shall perform the duties of the Section Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Section Chair. The Section Chair-Elect shall perform such other duties and have such other powers as the EMSS-AAEM Board of Directors or AAEM may from time to time prescribe. Upon the expiration of the term of office of the Section Chair-Elect, the individual serving in such office shall automatically succeed to the office of Section Chair.

6.1.4 Secretary / Treasurer.

The secretary shall: (a) keep any minutes of the EMSS-AAEM Board of Directors meetings in one or more books provided for that purpose; (b) coordinate with the Staff of AAEM matters pertaining to the charge and custody of funds and securities pertaining to the activities and mission of EMSS-AAEM; (c) see that all notices are duly given; (d) coordinate the maintenance of the books and records of EMSS-AAEM with the custodian of the corporate books and records of AAEM as required by law or otherwise as requested by AAEM; and (e) in general, perform all duties incident to the office of Secretary/Treasurer and such other duties as from time to time may be assigned to him by the Section Chair, the EMSS-AAEM Board of Directors, or AAEM. If required by the EMSS-AAEM Board of Directors or AAEM, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the EMSS-AAEM Board of Directors or AAEM shall determine.

6.2 EMSS-AAEM Section Council

The EMSS-AAEM Section Council shall consist of the Section Chair, immediate past Section Chair, Section Chair-elect, secretary/treasurer, up to two AAEM Resident and Student Association representatives, and up to four other councilors at large. The council is responsible for the direction of the Section and long-term planning.

6.3 AAEM Resident and Student Association Representative

The Section Council shall include up to two representatives of the AAEM Resident and Student Association. These members shall be nominated by the members of the EMSS-AAEM.

6.4 AAEM Board of Directors Liaison

The EMSS-AAEM Council shall include a liaison from the AAEM Board of Directors.

6.5 Election Procedure

Any Section member may nominate another eligible member (including himself or herself) for an open position on the board of directors. To be eligible for nomination, the member must meet the requirements for membership in the section, as outlined in Article II, throughout the duration of the term for which he or she is nominated. Only board-certified EMS physicians or board-eligible EMS physicians are eligible for nomination, election, and to hold the Executive Council positions of Chair, Chair-Elect, and Secretary/Finance Chair on the EMSS Council. Nominations may be made during a period that will end 30 days before the next Scientific Assembly. In the event that no nominations are received for a particular position on the board of directors, the current board of directors may appoint a member to that position by majority vote. Any member appointed by the board of directors to a position must meet all requirements, which would otherwise be necessary for nomination to that position.

Voting in the general election will be undertaken online: one vote per person. Each voting member shall have one vote for each open position. Each open board position will be filled by the nominee receiving the most votes. An uncontested open position will be filled by the nominee regardless of the number of votes received for that position. Elections will be completed no less than 14 days prior to the start of the Scientific Assembly. In the case of a tie in the election of any EMSS-AAEM position, a run-off election for the tied candidates will be held. The run-off election will begin at the discretion of the current EMSS-AAEM Section Chair. Voting will be open for a 14-day period, otherwise following the same procedures as the general

election. No changes to the official candidate statements will be allowed during this period. The newly elected officers and directors will take their positions at the EMSS-AAEM board of directors' meeting at the Scientific Assembly. No officer or board member may hold more than one position on the board at a time.

6.6 Terms of Office

The term of all board members is one year. Term limitations are established at two consecutive terms for each office. A term will not count towards the term limitation unless the member shall have served at least 11 months in that position.

6.7 Rules of Succession

Officers and directors shall hold office until a successor has been duly elected and takes office. In the event of a vacancy in the offices of Section Chair-elect, secretary-treasurer or director due to death, resignation, or otherwise, the position shall be filled by appointment of the Section Chair and must be approved by the board of directors. In the event of similar vacancy in the office of Section Chair, the Section Chair-elect will assume command for the unexpired term. If he or she is unable to take over the role of Section Chair, then succession falls to the secretary-treasurer of the Section. In the event of any succession, the succeeding officer will be eligible at the completion of the unexpired term of his or her predecessor for election to two full terms in that position.

6.8 Meetings of the Council

Meetings of the board of directors shall be open to the members of the Section. A closed executive session may be called by the board for just cause, but all voting must be in open session by open ballot. Special meetings of the board of directors may be called by or at the request of the executive council, any four directors, or at the request of 20 percent of all of the voting members of the Section. Any member of the Section may submit any resolution or item for discussion and vote at any of the board meetings.

6.9 Quorum

At any meeting of the section's council, live or virtual, a majority of the directors shall constitute a quorum for the transaction of business. Voting may be conducted by electronic mail.

6.10 Resignation

A director or officer may resign at any time by giving written notice to the council, the Section Chair, or the secretary/treasurer of the Section. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

6.11 Presumption of Assent

A director of the Section who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be presumed to have assented to the action unless his or her dissent to such action is registered with the person acting as secretary of the meeting before adjournment thereof or unless he or she shall forward such dissent by registered mail to the secretary-treasurer of the Section

immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

6.12 Majority Action

Except as otherwise provided in these bylaws, every act or decision done or made by a majority of officers and directors present at any meeting duly held at which a quorum is present shall be the act of the board of directors. Voting may also be conducted by electronic mail.

6.13 Removal of an Officer or Director

Any officer or director may be removed from office by a vote passed by at least three-quarters of the entire board of directors. A recall requires a petition by one-third of the entire board of directors or ten percent of Section membership. If an officer or director misses three consecutive meetings of the board, the board may then, at its discretion, declare the position to be vacant.

Article VII: Committees of the Council

7.1 Executive Council

The executive council shall consist of the Section Chair, immediate past Section Chair, Section Chair-elect, and secretary/treasurer. The executive council shall have the authority to act on behalf of the council subject to ratification by the full council. The executive council shall meet at the call of the Section Chair, Section Chair-Elect or Secretary-Treasurer. A report of its actions shall be given to the council. Any tie vote of the executive council may be decided by the Section Chair.

7.2 General Committees

The executive council may appoint committees and task forces to address issues of the Section. Meetings shall be at the discretion of the committee chair, who is elected by members of that specific subcommittee. Each committee chairperson is responsible for an annual report to the officers and the section council.

Article VIII: Accountability

8.1 Records

Minutes of the meetings of the council and books of account shall be housed at the AAEM headquarters and open to inspection by any member of the Academy.

8.2 Rules of Order

The Section shall follow Dr. James E. Davis' Rules of Order.

Article IX: Indemnification

The directors and officers of the Section shall not be personally liable for any debts, liabilities, or other obligations of the Section or the Academy. The Academy shall defend current and former directors and officers against all claims, suits, actions, or other proceedings, which arise as a result of such persons' position within the Section. The Academy shall hold harmless and indemnify each director and officer for reasonable expenses and liabilities incurred in all such proceedings. The Academy may maintain insurance, at its expense, for these purposes.

Article X: Amendments to Bylaws

These bylaws may be amended, repealed or altered in whole or in part by a vote passed by at least two-thirds of the entire board of directors or at least two-thirds of the voting members of the Section.