

**EMERGENCY MEDICAL SERVICES SECTION
OF THE
OREGON FIRE CHIEFS ASSOCIATION**



BYLAWS

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ARTICLE I- NAME AND DEFINITIONS

1. NAME:

- 1.1. **History-** In 1983, Oregon Fire Medical Administrator's Association (OFMAA) became a recognized section of the Oregon Fire Chiefs Association (OFCA) with the mission to promote EMS within the fire service, assist the OFCA on EMS issues and to provide fire based EMS with a voice to the (at the time) Board of Medical Examiners.
- 1.2. **Current-** The Oregon Fire Medical Administrators Association (OFMAA) organization is still a recognized sub-group of the Oregon Fire Chiefs Association with its similar purpose. However, as of March 10, 2011 it shall be named the "EMS Section of the Oregon Fire Chiefs Association" hereafter referred to in this document as the EMS SECTION.
- 1.3. Principal Office of the EMS SECTION shall be the Business Office of the Oregon Fire Chiefs Association and shall be: EMS Section of the Oregon Fire Chiefs Association, 727 Center Street N.E. Suite 300, Salem, OR 97301.
- 1.4. Additional mailing addresses shall be established by the Secretary and Treasurer according to Sections 4 and 5 of Article V as necessary and convenient to conduct EMS SECTION business.

2. DEFINITIONS:

- 2.1. Approved by the members or approval by the members means approved by eligible Membership Body through the affirmative majority vote at a duly held meeting for which a quorum is present.
- 2.2. Board means the entire Board of Directors of the EMS SECTION including EMS SECTION At-Large Directors and EMS SECTION Officers.
- 2.3. Bylaws mean this Bylaws document in whole, and are to be considered the rule for the regulation and management of the affairs of the EMS SECTION.
- 2.4. Closed Meeting means a meeting which any member may attend, but only Board Members can vote.
- 2.5. Director means a member holding an At-Large Director position on the Board of the EMS SECTION.
- 2.6. EMS means emergency and non-emergency potential and direct patient care performed outside of a hospital setting. This includes, but is not limited to, event standby, transport and non-transport scene response, inter-facility transports and inter-agency rendezvous.
- 2.7. Fiscal/Membership Year means from July 1 until June 30 of the following year.
- 2.8. Full Voting Privileges means the member has the right to make motions and cast one vote for each motion made, elect and cast one vote for each position on the ballot. More details regarding voting rights are in Section 5 of Article VII.

- 2.9. General Session means three of the regular quarterly meetings and any additionally scheduled meetings that include an invitation to the entire Membership Body of the EMS SECTION.
- 2.10. Governmental subdivision includes an authority, county, district and municipality. This does not include State Agencies.
- 2.11. Member means a single individual person recognized under Article III and is current in their dues.
- 2.12. Membership Body means all classifications of membership in the EMS SECTION as stated in Article III that are current in their dues.
- 2.13. Officer means the members holding the office of President, Vice-President, Treasurer and Secretary.
- 2.14. Open Meeting means a meeting in which any member can attend, and voting is open to all voting members.

ARTICLE II- PURPOSES AND OBJECTIVES

- 1. THE PURPOSE OF THE EMS SECTION SHALL BE:
 - 1.1. To unite Oregon's fire based EMS agency administrators and related industry representatives into a statewide organization that actively engages in the promotion of safety, information sharing, leadership education and quality EMS delivery among its members.
 - 1.2. To make policy, safety, legislative and best practice recommendations regarding EMS issues to the Oregon Fire Chiefs Association, and to whomever the EMS SECTION deems necessary and appropriate.
- 2. THE OBJECTIVE OF THE EMS SECTION SHALL BE:
 - 2.1. To promote safe standards and advance best practices on issues that affect the safety of EMS delivery within the state of Oregon.
 - 2.2. To act as a facilitator and promote and advance EMS leadership in Oregon through programs, trainings and other EMS leadership support.
 - 2.3. To share and vet protocols and protocol development within the Oregon State EMS Scope of Practice.
 - 2.4. To participate, as it benefits the EMS SECTION and its Membership Body, in the Oregon State and Federal legislative and rule making process.
 - 2.5. To ensure orderly and enduring policies exist for the governance and guidance of the EMS SECTION.

ARTICLE III- MEMBERSHIP

1. MEMBERSHIP IN THE EMS SECTION SHALL BE:
 - 1.1. Open to any and all individual representatives of industry, educational institutions, state government and governmental subdivisions actively engaged in providing or supporting fire based EMS in the State of Oregon.
 - 1.2. Divided into four classifications: Active, Associate, Ex Officio and Life memberships.
2. ACTIVE MEMBERSHIP
 - 2.1. Open to a chief officer or manager representing a governmental subdivision that has direct responsibility for administration of EMS in the State of Oregon.
 - 2.2. Open to one chief officer or manager per governmental subdivision.
 - 2.3. Active members duties and responsibilities:
 - 2.3.1. Shall have full voting privileges.
 - 2.3.2. May be elected to any position on the board.
3. ASSOCIATE MEMBERSHIP
 - 3.1. Open to any representative of an organization in the State of Oregon involved in EMS delivery; EMS education; EMS related equipment vendor; or other EMS support role.
 - 3.2. Associate members duties and responsibilities:
 - 3.2.1. Shall have no voting privileges except, they may be elected to serve on the Board in the position of At-Large Director. During their elected term, the Associate Member shall have full voting privileges.
4. EX OFFICIO MEMBER
 - 4.1. Open to representatives of the State of Oregon fire and EMS accreditation bodies, (Oregon Health Authority – EMS Office / Department of Public Safety Standards and Training) by virtue of the office.
 - 4.2. Ex Officio Member duties and responsibilities:
 - 4.2.1. May have representation by more than one member.
 - 4.2.2. Shall have no voting privileges, and cannot be elected to the Board.
5. LIFE MEMBERSHIP
 - 5.1. Open to any active member who is able to meet one of the following requirements.
 - 5.1.1. Someone who is current in their membership dues for ten (10) or more continuous years, who upon retirement has a desire to remain an active participant in the EMS SECTION.

- 5.1.2. A member who has become permanently disabled in the line of duty and is no longer able to continue in EMS administration.
- 5.1.3. A member, who in the opinion of the Board has given outstanding service to the EMS SECTION and Oregon EMS.

5.2. Life Members duties and responsibilities:

- 5.2.1.
- 5.2.2. Have the privileges of Associate members for the rest of their life.
- 5.2.3. However, if the Life Member wishes to have full voting privileges they must be eligible for Active membership according to Section 2 of this Article and be current in Active Membership dues.

5.3. Life Membership Nomination Process:

- 5.3.1. Written formal nominations justifying why the member should become a Life Member may be submitted to the Board by any member or their organization.
- 5.3.2. Life Membership nominees must be approved by the Board.

6. AGENCY MEMBERSHIP PACKAGES

- 6.1. The Agency Membership Package is a discount membership plan and is only available to governmental subdivisions providing fire based EMS in the State of Oregon.
- 6.2. Agency Membership Package dues are \$100.00 per year and include:
 - 6.2.1. One (1) Active Membership to an eligible employee of the agency as described in Section 2 of this Article.
 - 6.2.2. Additional Associate Memberships to eligible employees of the agency as described in Section 3 in this Article.
- 6.3. Individuals granted membership under the Agency Membership Package must be identified each time the dues are paid.

7. TRANSFER OF MEMBERSHIP

- 7.1. Active and Associate memberships may be transferred at anytime to another representative of the same organization/employer via a letter requesting the transfer sent to the EMS SECTION Board on the organization/employer's letterhead.
- 7.2. The transfer letter should state the name of the person who currently holds the membership and the classification of membership held, then list the name of the person to whom the membership is to be transferred.
- 7.3. Associate and Lifetime memberships shall not be transferable.

ARTICLE IV- DUES

1. TERMS OF DUES

- 1.1. Appendix A of these Bylaws lists the dues structure and will be reviewed by the Membership Body at the Annual Meeting for possible adjustments.
- 1.2. Membership dues shall apply to individuals as stated in Article III, and shall be for a fiscal/membership year which from July 1 to June 30 of the following year.
- 1.3. Membership dues shall be billed annually at the EMS SECTION Treasurer's convenience, so as to reasonably ensure receipt of dues payment by the EMS SECTION prior to the start of the effected fiscal/ membership year.
- 1.4. The EMS SECTION does not accept partial or pro-rated membership dues. Therefore, if a member wants to join the EMS SECTION after the fiscal/membership year has started, the dues shall be for the full annual amount.
- 1.5. Once payment has been received by the EMS SECTION for membership, no refunds shall be given.
- 1.6. If a member does not pay their annual dues they are considered inactive and loose all membership privileges. If a member wishes to become reinstated, they must pay their appropriate membership classification dues for the current year.
- 1.7. Board Members must be current in their dues.

ARTICLE V- BOARD OF DIRECTORS

1. THE BOARD

- 1.1. The EMS SECTION shall bond the Board of Directors for a sum of \$40,000.00.
- 1.2. The governing body of the EMS SECTION shall be a Board consisting of seven (7) positions, four (4) Officers and three (3) At-Large Directors.
 - 1.2.1. The Four (4) Officers shall consist of President, Vice-President, Treasurer and Secretary. Officer positions shall only be held by Active Members as defined in Article III.
 - 1.2.2. The Three (3) At-Large Director Positions will be distinguished by the title of One Year Director, Two Year Director, and the most recently elected Three Year Director based on the years they have left to serve.
 - 1.2.3. A maximum of two (2) At-Large Director Positions may be filled by Associate Members at one time.

- 1.3. Any member of the Board who is found guilty of nonfeasance, misfeasance, and malfeasance of office or otherwise brings discredit, whether to the Oregon Fire Chiefs Association, the EMS SECTION or the employer/organization they represent may be removed from office by a majority vote of the Board.
- 1.4. Any Board member who fails to attend three (3) consecutive Board meetings or stay current in their dues may be removed from their position by a majority vote of the Board.
2. THE PRESIDENT SHALL:
 - 2.1. Be the official spokesperson for the EMS SECTION and signatory party for all official letters from the EMS SECTION.
 - 2.2. Ensure a quorum and preside over the EMS SECTION General Sessions, Annual Meetings and meetings of the Board.
 - 2.3. Ensure a representative of the EMS SECTION attends all OFCA meetings with a report of EMS SECTION activities.
 - 2.4. Appoint all committees.
 - 2.5. Appoint a random Board member (other than the Treasurer) to work with the Treasurer after June 30th and prior to December 31st to review the finances for the previous membership/fiscal year and report the findings to the Board.
 - 2.6. Ensure that correspondence sent to the Principal Office of the EMS SECTION at the Business Office of the OFCA shall be forwarded or picked up in a timely manner by an EMS SECTION Board Member.
 - 2.7. Perform such duties as prescribed by the Board.
 - 2.8. Ensure the Vice President is briefed in all matters to ensure continuity of operations during the President's absence.
 - 2.9. The outgoing President of the EMS SECTION shall serve as an ex-officio member on the Board, for the next fiscal/membership year.
3. THE VICE-PRESIDENT SHALL:
 - 3.1. Perform all the duties of the President in the absence of the President.
 - 3.2. Perform such duties as prescribed by the Board.
 - 3.3. Attend Board meetings, Annual Meetings and General Sessions.
 - 3.4. Be briefed by the president so as to remain current in the affairs of the EMS SECTION.
4. THE TREASURER SHALL:
 - 4.1. Assume the duties and responsibilities of the President in the absence of the President and Vice-President.
 - 4.2. Perform such duties as prescribed by the Board.
 - 4.3. Attend Board meetings, Annual Meetings and General Sessions.

- 4.4. Generally record and retain record of any EMS SECTION financial transaction, including but not limited to, collecting and depositing funds, issuing and retaining receipts, paying and recording all approved bills, invoicing accounts receivables and all current EMS SECTION members their annual dues as stated in Article IV.
- 4.5. Close out the membership/fiscal year's financial books on June 30 of each year.
- 4.6. Produce and provide regular financial reports as follows:
 - 4.6.1. A Regular Report is to be distributed at each open meeting, or as directed by the President, which summarizes fund balances and financial transactions for EMS SECTION since the last regular report.
 - 4.6.2. An Annual Report that states the financial position, or the projected financial position, of the EMS SECTION at the end of the membership/fiscal year.
 - 4.6.3. An Annual Audit is to be performed after June 30th and prior to December 31st for the previous membership/fiscal year. The audit shall be performed by the Treasurer and a Board member randomly appointed by the President. Upon completion of the audit, the appointed Board member will report to the Board that either the books balance, or the books need further action. The extent of the further action shall be determined by the Board.
- 4.7. Have standing purchasing authority of the EMS SECTION funds for up to \$150 per quarter. This authority is meant for the necessary and regularly needed stationary and supplies. All purchases above \$150 per quarter shall be pre-approved by the Board of Directors or purchased by other means and submitted for reimbursement.
- 4.8. Ensure that all correspondence regarding financial issues of the EMS SECTION have a secure US Mail address that is accessible by, or securely forwarded to, the EMS SECTION Treasurer.
- 4.9. At the transfer of the Office of Treasurer, such as at the expiration of the Treasurer's term, the outgoing Treasurer shall:
 - 4.9.1. Transfer the US Mail address as necessary.
 - 4.9.2. Deliver to their successor all monies, books, financial information and other related property belonging to or held in trust for the EMS SECTION.
 - 4.9.3. Facilitate the transfer of all banking and charge account information to include but not limited to the updating of any/all required signature cards.
5. THE SECRETARY SHALL
 - 5.1. Prepare and keep an accurate written record of all proceedings at EMS SECTION meetings.
 - 5.2. Maintain a copy of all communications, policies and procedures of the EMS SECTION.

- 5.3. Perform such duties as prescribed by the Board.
- 5.4. Attend Board meetings, Annual Meetings and General Sessions.
- 5.5. Send out notices of EMS SECTION meetings.
- 5.6. Create meeting minutes which are an accurate record summary of all General Sessions, Annual Meetings, Board Meetings and any other authorized or special EMS SECTION meeting.
- 5.7. Advise the President if they are not able to attend a meeting. This is so that arrangements can be made to record the meeting minutes. The President shall ensure that copies of the minutes are forwarded in a timely manner to the Secretary.
- 5.8. Distribute, deliver and make available in the most feasible manner a copy of all minutes, ensuring that a copy is available to all members and received by the Oregon Fire Chiefs Association Secretary.
- 5.9. Ensure that all correspondence regarding the business affairs related to the EMS SECTION have a secure US Mail address that is accessible by or securely forwarded to the Secretary.
- 5.10. At the transfer of the Office of Secretary, such as at the expiration of the Secretary's term of office, the outgoing Secretary shall:
 - 5.10.1. Transfer the US Mail address as necessary.
 - 5.10.2. Deliver to their successor all books, records and other related property belonging to, or being held in trust for, the EMS SECTION.
6. THE DIRECTORS SHALL:
 - 6.1. Attend Board meetings, Annual Meetings and General Sessions.
 - 6.2. Perform such duties as prescribed by the Board.
 - 6.3. Fulfill any duties as a Board Member assigned to them under these Bylaws.

ARTICLE VI- ELECTIONS

1. NOMINATION PROCESS
 - 1.1. Prior to the Annual Meeting of the EMS SECTION, the Board will determine through consensus a slate of nominees for: President, Vice-President, Treasurer, Secretary and an At-Large Director for the three (3) year position.
 - 1.2. Nominees for the office of President shall have previously served on the Board of the EMS SECTION at least one (1) year.
 - 1.3. Nominees cannot by virtue of their election to a Board position, create a vacancy in another Board Position.

- 1.4. All nominees must, if elected, submit a statement that they will be supported by the employer/organization they represent.
- 1.5. All nominees must accept the nomination and affirm they will accept the office if elected.
- 1.6. Nominations from the floor:
 - 1.6.1. Any member with full voting privileges may, from the floor at the Annual Meeting, elect any eligible member for any Board position on the ballot.
 - 1.6.2. Members nominated from the floor must give acceptance of the nomination prior to the election.
 - 1.6.3. Support from their employer/organization may be a verbal testimony from the nominee of their agency's support; after the election this testimony shall be followed up by a written letter of support from their employer/organization.

2. ELECTION PROCESS

- 2.1. Nominees do not need to be present at the Annual Meeting to be elected.
- 2.2. The ballot will be presented to the Membership Body for vote at the EMS SECTION's Annual Meeting.
- 2.3. Election results will be announced prior to the end of the Annual Meeting, and will be included in the meeting minutes.
- 2.4. Candidates that are elected to office but are not present at the Annual Meeting, shall be notified by the newly elected President (or designee), as soon as possible and by the best means feasible to ensure confirmation of the notification.
- 2.5. The first item of business following election of Board shall be a motion to confirm the new Officers and give EMS SECTION signatory authority as required by authorized financial institutions.

3. TERMS OF OFFICE

- 3.1. All Officers shall serve a term of one fiscal/membership year starting on July 1.
- 3.2. At-Large Directors shall serve a three year term; one At-Large Director three (3) year position shall be elected to replace the outgoing At-Large Director at every Annual Meeting.
- 3.3. A Board member's term may exceed one year without re-election as needed until a successor is elected.
- 3.4. The Board of the EMS SECTION shall have no term limits.

4. BOARD MEMBER RESIGNATIONS

- 4.1. It shall be the duty of any Board Member to resign if they are unable to participate in the business of the EMS SECTION due to any situation, including but not limited to, a change in agency support, budgetary constraints, employer or job duties, as appropriate.

- 4.2. The process for resignation shall be a signed letter to any Officer of the EMS SECTION stating their resignation from their position on the Board. It is the responsibility of any Officer of the Board who receives a letter of resignation to inform, discretely and professionally, the remaining Board Members.
 - 4.3. Upon notification to the Board of a resignation, it is the responsibility of the President, or Acting President, to set up a Board Meeting at a time, date and by a means that is convenient, to accept the resignation and act on the vacancy according to Section 5 of this Article. Additional meetings may be scheduled to fill the vacancy.
5. FILLING VACANCIES
- 5.1. In the case of a Board vacancy, (Except for the office of President) the remaining Board shall elect an eligible member to fill the vacant position. This interim election must adhere to Sections 1.3, 1.4 and 1.5 of this Article and shall stand until the next Annual Meeting.
 - 5.2. For vacancies involving the office of President, the Vice-President shall assume the Presidency and the vacant Vice- President's position will be filled.
 - 5.3. If an At-Large Director vacates a position with multiple years left to serve, the vacancy shall be filled as soon as practicable, and at the next Annual Meeting, an additional At-Large Director Position with the appropriate number of years will be added to the election ballot.

ARTICLE VII- MEETINGS

1. RULES OF ORDER
 - 1.1. The proceedings of all EMS SECTION meetings shall be based on informal discussion by speakers recognized by the Chair.
 - 1.2. Discussion on topics may occur prior to a motion being brought to the floor.
 - 1.3. A simple majority vote passes all motions with the exception of Bylaw amendments.
 - 1.4. All other rules of procedure of the EMS SECTION will follow ROBERT'S RULES OF ORDER, REVISED.
 - 1.5. The Vice-President shall act as parliamentarian.
2. MEETINGS
 - 2.1. There shall be one (1) Annual Meeting of the EMS SECTION each year.
 - 2.1.1. The Annual Meeting shall occur on or about the second Thursday of June, the time and place shall be determined based on the consensus of those present at the open meeting prior to the Annual Meeting.

- 2.1.2. In addition to the regular business, the purpose of the Annual Meeting shall be to conduct elections as outlined in Article VI of these Bylaws.
- 2.1.3. The Annual Meeting is considered an open meeting and thus attendance is open to all, but voting is restricted to current Active and Board Members.
- 2.1.4. Recorded minutes of the Annual Meeting shall be posted and distributed by the Secretary of the EMS SECTION.
- 2.2. There shall be three (3) General Session meetings per year.
 - 2.2.1. The three meetings shall, with the addition of the Annual Meeting, occur once a quarter.
 - 2.2.2. The purpose of the General Session is to provide information sharing, conduct business, and provide committee reports and agency updates.
 - 2.2.3. The General Session meetings shall be considered open meetings and thus attendance is open to all.
 - 2.2.4. Voting at General Session meetings will be restricted to current Members with full voting privileges.
 - 2.2.5. General Session meetings in addition to the quarterly meetings can be scheduled by the President or as determined by those in attendance at a duly authorized EMS SECTION meeting.
- 2.3. There shall be at least one (1) Board Meeting annually to discuss and determine the Board election ballot nominees to be presented at the Annual Meeting.
 - 2.3.1. Board Meetings may occur “virtually” through the use of electronic voice transfer or teleconference.
 - 2.3.2. Board action may occur on a limited basis through electronic (email) voting.
 - 2.3.3. The one required Board Meeting shall occur between the months of January and May, and additional Board meetings shall be scheduled as needed. Whenever possible, all such meetings will be announced to the entire EMS SECTION Membership Body.
 - 2.3.4. Any and all members of the EMS SECTION may attend a Board Meeting unless the meeting is virtual medium cannot accommodate or is overwhelmed by additional attendees.
 - 2.3.5. Board Meetings are considered a closed meeting this means all can attend, but only Board Members are allowed to vote.
- 2.4. Executive sessions of the Board may occur when sensitive subject matter must be discussed in private.
 - 2.4.1. Executive sessions shall be private meetings attended by only Board Members and those people expressly invited by the Board.
 - 2.4.2. The minutes of Executive session shall be in the form of a general statement of each topic of business or discussion.

3. MEETING NOTIFICATIONS

- 3.1. The Secretary shall notify in advance by the most feasible and reliable manner the entire EMS SECTION Membership Body of the meeting's date, time and place.
- 3.2. Without prior timely notification as per above, any open meeting of the EMS SECTION members shall be strictly informational and no business shall be conducted.

4. MEETING AGENDAS

- 4.1. It shall be the duty of the President working with the Secretary to determine the agenda for all meetings. In consideration of membership input, and items required by these Bylaws.
- 4.2. Items requiring action by the Membership Body of the EMS SECTION must appear on the agenda. Items may be added to the agenda up until the agenda is approved by the voting members present at the beginning of each meeting.
- 4.3. Meetings will follow the schedule below with additional agenda items added under the appropriate heading.
 - 4.3.1. Call to Order
 - 4.3.2. Introductions
 - 4.3.3. Approval of Minutes (last meeting)
 - 4.3.4. Treasurer's Report
 - 4.3.5. Report from Oregon Health Authority (OHA—[EMS Office](#))
 - 4.3.6. Report from Dept. of Public Safety Standards and Training (DPSST)
 - 4.3.7. Reports from Associations: (OFCA, OSAA etc...)
 - 4.3.8. Reports from State Committees: (STAB; DPSST etc...)
 - 4.3.9. Reports from EMS SECTION Subcommittees
 - EMS Leadership and Education
 - Safety and Operational Best Practices
 - Protocol Development
 - Policy Review
 - 4.3.10. Old Business
 - 4.3.11. New Business
 - 4.3.12. Vendor Report
 - 4.3.13. Round Table
 - 4.3.14. Set Next Meeting and Location
 - 4.3.15. Adjourn

5. VOTING

- 5.1. Only Active Members and those serving on the Board shall be considered to have full voting privileges during General Session and Annual Meetings of the EMS SECTION when there is a quorum consisting of at least ten (10) members with full voting privileges, four (4) of which must be Board members.
- 5.2. Presidential voting and election rights shall be limited to:
 - 5.2.1. Cast one vote, as the tie breaker vote, in motions that result in a tie during any EMS SECTION meeting they preside over.
 - 5.2.2. Cast one vote per position in the Board Elections.
- 5.3. Board members shall have full voting privileges and shall not be limited by Section 5.6 of this Article. Voting privileges for the Board members extend to all Board Meetings that have a quorum of at least four (4) members of the Board in attendance.
- 5.4. If no Board Member objects, then on a case by case basis, electronic voting (email) can be used for Board Decisions. This should only be used when the Board cannot physically gather, and a time sensitive issue needs a decision. A record of all electronic votes will be read into the record at the next Board meeting.
- 5.5. The following voting rights apply to any member with full voting privileges during any Annual or General Session meeting and extend to Board members during all Board meetings.
 - 5.5.1. Make appropriate motions.
 - 5.5.2. Second motions that have been made.
 - 5.5.3. Cast one vote for, against or in abstention during the vote on all motions.
 - 5.5.4. Not voting does not count as an abstention, and the voting majority, carries the vote.
 - 5.5.5. Nominate any eligible member to the Board from the floor.
 - 5.5.6. Cast one vote per position in the Board Elections.
- 5.6. One Active Member per governmental subdivision institution or organization is done with the intent that there only be one vote for each governmental subdivision institution or organization. If more than one member with full voting privileges are present at a General Session or Annual Meeting of the same political subdivision:
 - 5.6.1. One (1) voting member will be chosen by the political subdivisions, institutions or organization's ranking officer present.
 - 5.6.2. If one of the representing members is a current Board Member, then the voting member should be that Board member (unless it is the President or presiding officer).

6. EMERGENCY POWERS.

- 6.1. An emergency exists for purposes of this section if a quorum of the Board cannot be assembled because of some present or imminent event and EMS SECTION business must occur or it will create the risk financial or organizational calamity.
- 6.2. It shall be the responsibility of the President primarily and of the whole Board secondarily to avoid situations that invoke the Emergency Powers in this section through the use of electronic voting as stated in 5.6 of this Article.
- 6.3. Action taken in good faith under this section to further the affairs of the EMS SECTION during an emergency is binding and shall not create a liability for any Board Member for deviation from normal policy.
- 6.4. Notice of a Board Meeting during an emergency situation, need be given only to those At-Large Directors and Officers whom it is practicable to reach, and may be given in any practicable manner.
- 6.5. Emergency Board Meetings shall not involve electronic (email) voting, and any electronic (email) voting as outlined in Section 5.6 of this Article shall not be considered an emergency situation as defined by this section.
- 6.6. One or more voting members of the EMS SECTION present at an Emergency Board Meeting may be deemed an Emergency Board Member for purposes of the meeting, as necessary to achieve a quorum.
- 6.7. Board Actions during an emergency are limited to:
 - 6.7.1. The assembled voting members may modify lines of succession to accommodate the incapacity of multiple Board Members.
 - 6.7.2. The EMS SECTION may choose to relocate the principal office, or designate an alternative principal office.

ARTICLE VIII- COMMITTEES

1. COMMITTEE MEETINGS

- 1.1. Committee meetings shall occur as necessary to conduct committee business, and shall be called by the committee chair.
- 1.2. Committee business may be conducted through the exchange of information via phone and email.
- 1.3. All business or action taken at committee level shall be recorded into the minutes at the next open meeting of the EMS SECTION through a report from the committee chairperson or designated committee representative.
- 1.4. The President of the EMS SECTION shall be an ex officio member of any and all committees of the EMS SECTION.

2. STANDING COMMITTEES

- 2.1. The Standing Committees of the EMS SECTION shall not be disbanded due to inactivity, but shall remain in place ready to serve, seeking opportunity for action within their purpose.
- 2.2. The President of the EMS SECTION shall ensure that the Standing Committees have adequate leadership and shall replace committee leadership as needed.
- 2.3. The EMS SECTION shall have four (4) standing committees consisting of:
 - 2.3.1. EMS Leadership and Education for the purpose of advancing EMS leadership in Oregon.
 - 2.3.2. Safety and Operational Best Practices for the purpose of advancing EMS safety in Oregon.
 - 2.3.3. Protocol Development for the purpose of sharing and vetting protocols within the Oregon State EMS scope of practice.
 - 2.3.4. Policy Review for the purpose of developing the governance and guiding documents of the EMS SECTION.

3. SPECIAL (AD HOC) COMMITTEES

- 3.1. At the discretion of the President, any member of the EMS SECTION can be assigned to chair a Special Committee.
- 3.2. Special Committee members will be chosen by the EMS SECTION President based on their willingness to serve.
- 3.3. Special Committees will be active for the purposes of the appointment and then be disbanded.

ARTICLE IX- BYLAWS DOCUMENT AND AMENDMENTS PROCESS

1. CURRENT BYLAW DOCUMENTS

- 1.1. These Bylaws contain provisions for managing and regulating the affairs of the EMS SECTION but shall not supersede Oregon State or Federal Law.
- 1.2. These Bylaws shall not expire, and shall stand until amended according to this section.
- 1.3. If inconsistencies arise between these Bylaws and any State or Federal law, these Bylaws shall defer to the law, and the disparate Bylaws shall be amended according to this section to align with applicable law.

2. AMENDMENT PROCESS

- 2.1. To ensure transparency in all matters regarding Bylaw changes, written notification of intent to amend, with the draft language, shall be distributed to the EMS SECTION Membership Body thirty (30) days prior to the meeting where an amendment to these Bylaws is proposed.
- 2.2. To ensure all Members with concerns regarding the Bylaws change SECTION attend the meeting, notice of intent to change these Bylaws must be distributed by the Secretary in time to be circulated with the meeting announcement according to Article VII Section 3.1 of these Bylaws.
 - 2.2.1. Not meeting the above timelines does not preclude the distribution and discussion of the proposed amendment language. However, no action can be taken on the amendment until the following open meeting.
- 2.3. The Secretary shall ensure this agenda item is added to the agenda of the next open meeting of the EMS SECTION under New Business.
- 2.4. The intent of the amendment shall be discussed on the floor of the open meeting of the EMS SECTION and any intent or clarifications will be addressed.
- 2.5. A reasonable amount of draft language, grammatical and punctuation errors may be changed during the discussion on the floor without affecting the ability to vote on the amendment.
- 2.6. If significant language changes occur, or changes outside of the scope of the original notice of intent are developed during discussion, the matter of the amendment shall be tabled and notice of the updated amendment scope shall be distributed to the Membership Body prior to voting.
- 2.7. An affirmative vote of two-thirds majority of the voting members present at an open meeting of the EMS SECTION that has a quorum is required to pass the amendment.

3. AMMENDED BYLAWS

- 3.1. Unless otherwise specified, all amendments or revisions shall take effect immediately upon the passing of the vote that adopts the change.
- 3.2. Approved amendments to the Bylaws shall be forwarded to the Policy Committee to be formatted and added to this document.
- 3.3. If the additional language of an amendment creates formatting, number or reference errors within the Bylaws document, it shall be a part of the original approved amendment to revise any effected format, numbers and headings within the entire document.

ARTICLE X- POLICIES AND PROCEDURES

1. To provide uniform and consistent application of the Articles of these Bylaws, the Board may choose to develop and adopt policies, clearly describing the methods and procedures.
2. The Officers of the EMS SECTION and Standing Committee chairpersons shall be provided copies of the EMS SECTION policies within 90 days of adoption.
3. The Board shall review all EMS SECTION policies annually.

ARTICLE XI- DISSOLUTION

1. Upon the dissolution of the EMS SECTION, all assets, statements and documents shall be remitted to the Oregon Fire Chiefs Association with the express purpose of furthering EMS in the State of Oregon.
2. All business addresses and accounts held by the EMS SECTION shall be closed and or cancelled and or transferred to the Oregon Fire Chiefs Association.

Appendix A

This appendix represents the due structure for the different memberships of the EMS SECTION.

1. ACTIVE MEMBERSHIP Shall require \$35.00 in annual dues.
2. ASSOCIATE MEMBERSHIP Shall require \$35.00 in annual dues.
3. EX OFFICIO MEMBER Shall require no dues.
4. LIFE MEMBERSHIP Shall pay no EMS SECTION dues. The Life Member may have full voting privileges if eligible for Active membership and be current in Active Membership dues of \$35.00 annually
5. AGENCY MEMBERSHIP PACKAGES are \$100.00 per year and include:
 - 5.1. One (1) Active Membership at \$35.00
 - 5.2. All additional Associate Memberships are \$30.00
 - 5.3. Individuals granted membership under the Agency Membership Package must be identified each time the dues are paid.