

**BY-LAWS OF THE
PROFESSIONAL AMBULANCE ASSOCIATION OF WISCONSIN, INC.**

ARTICLE I (Name)

Section 1. The name of the Organization shall be the Professional Ambulance Association of Wisconsin, Inc.

ARTICLE II (Purpose)

The primary purpose of the Association is to promote excellence and quality in the ambulance industry in Wisconsin and to;

Section 1. Promote the general welfare of Emergency Medical Services.

Section 2. Inform and educate the public as to the usefulness and value of Emergency Medical Services.

Section 3. Promote mutual aid in Emergency Medical Services which may include members of the Association.

Section 4. Encourage and/or conduct research relating to any phase of Emergency Medical Services.

Section 5. Disseminate to Association members, Emergency Medical Services at-large in Wisconsin, and other interested persons or organizations reliable information and data developed and/or gathered as to subjects of interest.

Section 6. Create and maintain a sense of networking opportunities among members of the Association.

Section 7. No part of the Association's net earnings will benefit any private shareholder or individual and the Association is not organized for profit or organized to engage in an activity ordinarily carried on for profit (even if the Association is operated on a cooperative basis or produces only sufficient income to be self-sustaining).

Section 8. The Association is primarily supported by member dues and other income from activities substantially related to its exempt purpose.

Section 9. The Association shall not concentrate performance of its services for any individual person(s), it being understood that the Association is devoted to the improvement of business conditions in the ambulance industry in Wisconsin.

ARTICLE III (Location of Office)

Section 1. The headquarters and office of the Association shall be located as so designated by the Board of Directors.

ARTICLE IV (Existence)

Section 1. The Association is to have perpetual existence.

ARTICLE V (Membership)

There shall be five classes of membership: Professional, Associate, Individual, Business and Honorary.

Section 1. Professional Member (Voting) shall be limited to organizations licensed with the State of Wisconsin EMS Section in the delivery of Emergency Medical Services, and shall include ambulances (ground and air medical), medical first responder, fire and law enforcement.

Section 2. Associate Member (Non-voting) shall be limited to persons associated with a Professional Member organization, which routinely provide or are otherwise involved with the provision of Emergency Medical Services. Each Associate Member shall be named by the Professional Member organization representative, and whose membership shall run concurrent with the Professional Members'. Associate Members are not entitled to vote. An Associate Member may receive and have access to the same information as a Professional Member.

Section 3. Individual Member (Non-voting) shall be limited to persons who routinely provide or are involved in the delivery of Emergency Medical Services, or are first-time students enrolled with a State of Wisconsin approved EMS training organization. Individual Members are not entitled to vote. An Individual Member may receive and have access to the same information as a Professional Member.

Section 4. Business Member (Non-voting) shall be limited to individuals representing firms or corporations engaged in the manufacture or distribution of materials or services used in the Emergency Medical Service, or other individuals with interests in and supportive of the Emergency Medical Service. Business Members are not entitled to vote.

Section 5. Honorary Member (Non-voting) shall be limited to persons whose outstanding contribution to the Emergency Medical Service merits special recognition. They shall be recommended by the Board of Directors and elected by the voting members of the Association with a majority vote being necessary for the designation as an honorary member. They shall hold membership for life and have all the privileges of a Professional Member except they may not vote or hold office. They shall not be required to pay dues.

Section 6. Any member of the Association may be suspended or expelled for reasonable cause. Nonpayment of dues shall result in automatic suspension of membership and membership

privileges according to ARTICLE VIII (Dues). For any cause other than nonpayment of dues, no member may be suspended or expelled except by two-thirds (2/3) vote of the Board of Directors. For any cause other than nonpayment of dues, expulsion or suspension shall occur only after the member complained against has been advised of the complaint, been afforded an opportunity to retain and be represented by counsel, and been given a full opportunity to be heard by the Board. Such member, if removed or suspended, may appeal the decision of the Board to the Membership.

Section 7. Each new application for membership in the Association shall be first reviewed by the Association's Executive Director to ensure that the applicant meets the requirements for membership as defined within these by-laws. Following receipt of the application, the applicant will be considered for membership by the Board of Directors at the first regularly scheduled meeting of the Board, or if acceptable by the Board in a manner consistent with past practice, by vote of the Board recorded by the Secretary and reported at the next regularly scheduled meeting. The Board of Directors will confirm all new members by an affirmative vote of the majority of the Board of Directors. No applicant shall be denied access to membership in the Association unless it has been determined by the Board of Directors, after exhausting due process, that the applicant has violated standards of conduct according to ARTICLE VI (Standards of Conduct).

Section 8. Upon change in operational control of an organization, membership may be transferred to a successor, subject to ratification by a majority vote of the Board of Directors.

Section 9. A member in good standing may tender their resignation, in writing, to the Secretary. Dues paid by the member for the current term will not be refunded.

ARTICLE VI (Standards of Conduct)

In order to be considered for membership or retain membership in good standing, no person or organization can be found to have violated any of the provisions listed below:

Section 1. Willful violation, resulting in a conviction, or any federal, state or local laws, including fraud, larceny, bribery or other egregious felonies, that would have an adverse effect on the ambulance industry.

Section 2. Falsification of any information submitted to the Association.

Section 3. Failure to meet any financial obligation justly due the Association.

Section 4. Willful acts to discredit the Association.

Section 5. Representing the Association or expressing an opinion in the name of the Association without official authority.

Section 6. Theft or misappropriation of any property or any act to defraud the Association.

Section 7. Engaging in any activity which may conflict with the interests, goals, and objectives of the Association.

Section 8. Any inappropriate use of Association materials, resources, and information.

ARTICLE VII (Professional Member Rights)

Section 1. A Professional Member organization shall have one vote.

Section 2. A Professional Member organization shall designate a single representative who shall retain the sole authority and privilege of the Member for the purposes of voting at the Board of Director elections, unless an alternate has been identified to vote in their absence. Voting by proxy shall not be allowed.

Section 3. Each Professional Member organization is entitled to receive full benefits of the Association.

ARTICLE VIII (Dues)

Section 1. The Board of Directors shall determine annual member dues and the method and manner of payment for each class of membership.

Section 2. When any member of any class shall be in default in the payment of dues for a period of three (3) months from the beginning of the period for which such dues become payable, the membership shall be automatically transferred from a status of suspension to that of termination. Membership will be reinstated upon receipt of application and dues, just as with a new member.

Section 3. Dues paid by the member for the current term will not be refunded.

ARTICLE IX (Board of Directors)

Section 1. The business and affairs of the Association shall be managed by its Board of Directors. It shall consist of nine (9) members from eligible Professional Members of the Association, and shall be comprised of three (3) For Profit, three (3) Not-For-Profit/Non-profit and three (3) Governmental (i.e., municipal, county owned).

Section 2. It shall be the duty of the Board of Directors to supervise the conduct of the affairs of the Association, and improve business conditions in the ambulance and Emergency Medical Service industry, and take such action as necessary to insure the continued viability and welfare of the Association.

Section 3. They shall nominate and elect its officers from among the members of the Board of Directors. They shall have the power to remove from office any officer or member of the Board who fails or is negligent in the performance of his/her duties, only after the said officer or member of the Board has been notified by registered mail of the proposed removal and allowed to appear before the Board in defense. Such notification shall occur at least two weeks prior to

the next board meeting. In the event of any vacancies in elected officers caused by resignation or otherwise, they shall have the power to fill such vacancies in accordance with ARTICLE XI (Officers and Duties), Section 2.

Section 4. They shall provide for annual review, the Association's financial records. They shall have the power to allow necessary expenses of officers or members or committees when such expenses are in connection with the affairs of the Association. No Board member shall receive any compensation for his or her services as related to their duties on behalf of the Association. They may be bonded as may be required by law. The cost of any such bond shall be borne by the Association.

Section 5. Any member of the Board of Directors may resign from office by filing a written notice or resignation with the Secretary or President. Any notice of resignation received will be reported to the membership in attendance at the next regular meeting of the Association.

Section 6. The Board of Directors shall meet a minimum of four (4) times per year and at other such times and places as may be designated by the Board of Directors. A simple majority vote (half +1) of the Board of Directors shall constitute a quorum, with at least one being an officer, for the transaction of business. Electronic voting or participation by e-mail, teleconference or web conference is permitted.

Section 7. The Board of Directors shall be empowered by these Bylaws to accept private and/or public grants or donations to further the goals of the Association.

ARTICLE X (Officers and Duties)

Section 1. The Officers of the Association shall consist of a President, Vice President, Secretary, and Treasurer and shall comprise the Executive Committee. In addition, the President-elect shall be added to the Executive Committee during the transition period.

Section 2. It shall be the duty of the President to preside at the annual meeting of the Association and meetings of the Board of Directors. The President shall appoint all committees and be a member, ex officio, with the right to vote. The President shall have the power to call special meetings of any committee or the Board of Directors. The President shall make a report of the affairs of the Association at the annual meeting and perform such other duties as are customary for such an officer. The President shall serve as chairperson of the Board of Directors.

Section 3. It shall be the duty of the Vice President to perform the duties and assume responsibilities of the President during the absence of the President or the President's inability to act. The Vice President shall be a voting member of the Board of Directors.

Section 4. It shall be the duty of the Secretary to oversee the keeping of complete and accurate record of the proceedings of the annual meeting and meetings of the Board of Directors. The Secretary shall be a voting member of the Board of Directors.

Section 5. It shall be the duty of the Treasurer to oversee the keeping of complete financial statements of the Association and at least annually provide the records for review and auditing. The records are to be available at all times for review by any member of the Board of Directors. The Treasurer shall be empowered to pay pre-authorized repetitive expenses. The Treasurer shall be a voting member of the Board of Directors.

ARTICLE XI (Term of Office)

Section 1. The Officers of the Organization shall serve a term of office that coincides with his or her term on the Board of Directors. Any expiring term of office shall be elected by the Board of Directors at the annual meeting. The President, Vice President, Treasurer and Secretary must be elected from among the members of the Board. Each officer shall hold office until his or her successor shall have been duly elected.

Section 2. Whenever any vacancy shall occur in an office of the Association due to death, resignation or any cause other than expiration of term of office, the vacancy caused thereby shall be filled by simple majority vote of the Board of Directors.

Section 3. Members of the Board of Directors shall be elected according to ARTICLE XIII (Nomination and Election to the Board of Directors). In order to ensure continuity, one-third (1/3) of the members shall be elected each year. The member will continue to serve in the seat in which they were elected for a term of three (3) years or until their successor is duly elected.

Section 4. Any Board member who is absent from a majority of the regular scheduled meetings during a twelve month period may be removed from the Board of Directors by two-thirds (2/3) vote of the Board members after the member has been notified by registered mail of the Board's intent (at least two weeks prior to the next Board of Director's meeting) and been given an opportunity to appear before the Board either personally or through counsel.

ARTICLE XII (Annual Meeting)

Section 1. The Association shall meet annually at such time and place as may be determined by the Board of Directors.

Section 2. A quorum for the transaction of business at the annual meeting shall consist of those members present and the required quorum (half + 1) of the Board of Directors (ARTICLE IX, Section 6).

ARTICLE XIII (Nomination and Election to the Board of Directors)

Section 1. A nominating committee will consist of Professional Members of the Association. The President shall appoint a chairperson.

Section 2. Professional Members will cast one vote for eligible Professional Members in good standing as nominated by the nominating committee or as a write in candidate prior to balloting. A new director's term shall commence at the beginning of the Association's next fiscal year.

ARTICLE XIV (Committees)

Section 1. The Executive Committee shall have the authority to act for the Board of Directors in managing the affairs of the Organization as the need may arise between meetings of the Board of Directors; however, all such actions must be presented to the full Board at its next review for approval. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting thereof. Action of the Executive Committee must be authorized by the affirmative vote of a majority of the members present at the meeting at which a quorum is present. Any Executive Committee action may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the voting members of the Executive Committee.

Section 1. The Board may create or terminate standing or temporary committees. The term of these committees shall end upon completion of their specified tasks.

Section 2. Committee Chairpersons shall be appointed by the President. Chairpersons shall select their committee members from the membership.

ARTICLE XV (Amendments)

Section 1. By-laws may be amended with the affirmative vote of the Board of Directors (simple majority), Non-represented board members (those not present at the Board meeting) will be polled for consensus on proposed By-law change(s). In the event changes do not reach affirmative consensus in the poll, By-Law changes will be revisited at the next Board of Directors meeting.

ARTICLE XVI (Conflict of Interest)

Section 1. A conflict of interest always arises when a member will benefit directly or indirectly, as a result of his or her action.

Section 2. A question on conflict of interest may be raised by any Board member or Association member and final determination of the conflict shall be made by the Board members present.

Section 3. When it is established that there may be a conflict of interest, the affected member will not be allowed to vote on that particular proposal, however, that member will be allowed to participate in discussion.

Section 4. No more than three persons maybe elected to the Board of Directors who share common membership in association or employment. Such association or employment must be disclosed to the Board of Directors at the time of election or while serving a term of office.

ARTICLE XVII (Fiscal Year)

Section 1. The fiscal year for the Association shall be from January 1 until December 31 of each year.

ARTICLE XVIII (Distribution of Operating Surplus)

Section 1. The Board of Directors shall annually review the financial records and activities of the Association and may make distribution of its operating surplus, after payment of debts and other obligations, to a 501(c) (3) tax-exempt non-profit organization(s).

ARTICLE XIX (Rules)

Section 1. To the extent that these By-Laws are inconsistent with the Articles of Incorporation, the Articles of Incorporation shall control.

ARTICLE XX (Dissolution)

Section 1. The Association may be dissolved at any time by the written consent of no less than two-thirds of the vote of the Association. The property and assets, after payment of all just debts, shall be given in kind or converted into cash and distributed to a 501(c) (3) tax-exempt non-profit organization(s).

Initial 09/26/2005 Approved by the Board of Directors
Restated 01/18/2006 Approved by the Board of Directors
Restated 09/16/2008 Approved by the Board of Directors
Restated 08/2/2010 Approved by the Board of Directors
Restated 09/16/2010 Approved by the Board of Directors
Restated 09/22/2010 Approved by the Board of Directors
Restated 06/30/2015 Approved by the Board of Directors