

**SOUTH CAROLINA EMERGENCY MEDICAL SERVICES ASSOCIATION
BY-LAWS**

**ARTICLE I
NAME, LOCATION, AND CORPORATE SEAL**

SECTION 1

A. The name of this organization shall be the SOUTH CAROLINA EMERGENCY MEDICAL SERVICES ASSOCIATION. (SCEMSA)

SECTION 2

A. The principal mailing address of this Association is determined by the acting treasurer.

SECTION 3

A. The corporate seal shall be circular in form and have inscribed on it the name of the Association.

**ARTICLE II
PURPOSE AND MISSION STATEMENT**

SECTION 1

A. The purposes of this organization shall be:

1. to study, discuss and recommend improvements in Emergency Medical Services.
2. to investigate and provide means for the exchange of ideas and experiences between Emergency Medical Service directors managers, administrators, executives, technicians, physicians and educators of which shall be all inclusive.
3. to promote and encourage education of emergency medical technicians and directors of emergency medical services.
4. to collect, analyze, and distribute information about emergency medical services.
5. to promote the improvement of patient care.
6. to cooperate with other organizations and to effect more efficient administration of emergency medical services in the State of South Carolina.

SECTION 2

A. Mission Statement: Improving Emergency Medical Services through advocacy, collaboration and education.

**ARTICLE III
MEMBERSHIP AND REPRESENTATION**

SECTION 1

A. Membership in this association is open to entities and individuals with vested interests in in the field of Emergency Medical Services. The types of memberships are outlined in subsequent sections in this article.

B. All members may join committees. Members may be elected to a Board of Directors Seat for which they qualify pursuant to the by-laws. All members may vote on routine business as conducted in membership or committee meetings unless otherwise noted herein.

C. SCEMSA members are subject to dual enrollment with the National Association of Emergency Medical Technicians (NAEMT) as noted in this article.

SECTION 2

A. Individual Associate Member: An Individual Associate Member is someone with an interest in supporting the mission of the Association and does not otherwise qualify for membership. Individual associate members are non-voting. They may not serve as the chairperson of a committee. They may not be elected to the Board of Directors. Individual Associate Members are not dually enrolled as members of the NAEMT.

SECTION 3

A. Student Member: A Student member is an individual enrolled in an EMS training program (EMT, AEMT or paramedic) within the State of South Carolina. Student members are non-voting. Student members are dually enrolled in SCEMSA and the National Association of Emergency Medical Technicians (NAEMT).

SECTION 4

A. Individual Members: are persons engaged in emergency medical services in South Carolina. An individual member may be a paramedic, advanced emergency medical technician, emergency medical technician, nurse, physician or other allied health professional. Individual members may serve on committees. With regard to electing Directors, individual members are entitled to one vote in each election for the four at-large DHEC Regional (geographic) seats (Upstate, Midlands, Pee Dee, Lowcountry).

SECTION 5

A. Honorary Lifetime Members: The Executive Committee may grant an honorary lifetime membership to a member who has been active in the Association, who has retired, or resigned from their position that made them eligible for membership in the Association. Consideration for this type of membership follows a nomination from an SCEMSA member. Membership includes voting privileges. Honorary Lifetime Members are not dually enrolled in the NAEMT.

SECTION 6

A. Hospital Members

1. A Large Hospital Member is a hospital that has 100 or more licensed beds.
2. A Small Hospital Member is a hospital that has fewer than 100 licensed beds.

B. Hospital members are non-voting. They may not be elected to the Board of Directors. They are not dually enrolled in the NAEMT.

SECTION 7

A. Ground Ambulance Memberships

1. This section applies to public and private entities that are licensed by the South Carolina Department of Health and Environmental Control and operate permitted ground ambulances.

a. Service Level Member – Service Level Members are allowed two votes during officer elections. Dues for each Service Level Member include dual enrollment in the NAEMT for one staff member from the organization.

b. Service Level Member Designated as a NAEMT Agency - Service Level Members that are also designated as a NAEMT Agency are allowed two votes during officer elections. Dues for each Service Level Member designated as a NAEMT Agency include dual enrollment in the NAEMT for ten staff members from the organization.

c. SCEMSA Service Level Members designated as an NAEMT Agency that wish to dually enroll more than ten of members of its staff in this Association and the NAEMT may do so by paying dues for each additional individual. The dues for the eleventh and subsequent staff members are determined by the SCEMSA Board of Directors.

SECTION 8

A. Non-Transporting Agency Memberships

1. This section applies to entities licensed by the South Carolina Department of Health and Environmental Control that employ emergency medical technicians to provide emergency care to the ill and injured. These entities do not operate permitted ambulances.

a. Service Level Member – Service Level Members are allowed one vote during officer elections. Dues for each Service Level Member include dual enrollment in the NAEMT for one staff member from the organization.

b. Service Level Member Designated as a NAEMT Agency - Service Level Members that are also designated as a NAEMT Agency are allowed one vote during officer elections. Dues for each Service

Level Member designated as a NAEMT Agency include dual enrollment in the NAEMT for ten staff members from the organization.

c. SCEMSA Service Level Members designated as an NAEMT Agency that wish to dually enroll more than ten of members of its staff in this Association and the NAEMT may do so by paying dues for each additional individual. The dues for the eleventh and subsequent staff members are determined by the SCEMSA Board of Directors.

SECTION 9

A. Air Ambulance Memberships

1. This section applies to public and private entities that are licensed by the South Carolina Department of Health and Environmental Control to operate permitted air ambulances.

a. Service Level Member – Service Level Members are allowed one vote during officer elections. Dues for each Service Level Member include dual enrollment in the NAEMT for one staff member from the organization.

b. Service Level Member Designated as a NAEMT Agency - Service Level Members that are also designated as a NAEMT Agency are allowed one vote during officer elections. Dues for each Service Level Member designated as a NAEMT Agency include dual enrollment in the NAEMT for ten staff members from the organization.

c. SCEMSA Service Level Members designated as an NAEMT Agency that wish to dually enroll more than ten of members of its staff in this Association and the NAEMT may do so by paying dues for each additional individual. The dues for the eleventh and subsequent staff members are determined by the SCEMSA Board of Directors.

SECTION 10

A. EMS Education Institution Memberships

1. This section applies to institutions that are credentialed by the South Carolina Department of Health and Environmental Control to provide initial and on-going training for those who are, or aspire to be, certified emergency medical technicians.

a. EMS Education Institution – EMS Education Institutions are allowed one vote during officer elections. Dues for each EMS Education Institution include dual enrollment in the NAEMT for one staff member from the institution.

b. EMS Education Institution Designated as a NAEMT Institution – EMS Education Institutions that are also designated as a NAEMT Institution are allowed one vote during officer elections. Dues for each EMS Education Institution designated as a NAEMT Institution include dual enrollment in the NAEMT for a total of five staff members and / or students from the organization.

c. An EMS Education Institution designated as an NAEMT Institution that wishes to dually enroll more than five students or members of its staff in this Association and the NAEMT may do so by paying dues

for each additional individual. The dues for the sixth and subsequent staff members are determined by the SCEMSA Board of Directors.

SECTION 11

A. Regional EMS Education Institution Memberships

1. This section applies to the four Regional EMS Councils in South Carolina (Lowcountry, Midlands, Pee Dee, Upstate) that are credentialed by the South Carolina Department of Health and Environmental Control to provide initial and on-going training for those who are, or aspire to be, certified emergency medical technicians.

a. Regional EMS Education Institution – Regional EMS Education Institutions are allowed two votes during officer elections. Dues for each EMS Education Institution include dual enrollment in the NAEMT for one staff member from the institution.

b. Regional EMS Education Institution Designated as a NAEMT Institution – Regional EMS Education Institutions that are also designated as a NAEMT Institution are allowed two votes during officer elections. Dues for each EMS Education Institution designated as a NAEMT Institution include dual enrollment in the NAEMT for a total of five staff members and / or students from the organization.

c. A Regional EMS Education Institution designated as an NAEMT Institution that wishes to dually enroll more than five students or members of its staff in this Association and the NAEMT may do so by paying dues for each additional individual. The dues for the sixth and subsequent staff members / students are determined by the SCEMSA Board of Directors.

SECTION 12

A. Corporate Members

1. Corporate Members are individuals or businesses: engaged in the manufacture or sale of products related to the field of Emergency Medical Services; engaged in the delivery of services related to the field of Emergency Medical Services; or; that are otherwise interested in the field of Emergency Medical Services. Corporate members may also include not for profit corporations that are interested in supporting or improving Emergency Medical Services.

2. Corporate members are non-voting.

3. The Board of Directors may, at its discretion, enact policies that define and detail various levels of corporate memberships.

ARTICLE IV FISCAL YEAR, DUES, AND ASSESSMENTS

SECTION 1

A. The fiscal year of the Association shall be from July 1 through June 30.

SECTION 2

A. The annual dues of the Association shall be determined by the Board of Directors of the Association. The Board of Directors shall have power and authority to make special assessments for special purposes.

ARTICLE V VOTING

SECTION 1

A. Representation for voting purposes is determined by the membership type and is outlined in Article III of these bylaws.

B. Proxies shall be allowed. All proxies shall be in writing or electronically transmitted in a form approved by the Association's Board of Directors. All regular business requiring a vote shall be conducted by voice vote of members present. The president can request a roll call vote if desired.

ARTICLE VI MEETINGS

SECTION 1

A. The membership shall meet a minimum of once a year at such time and place as may be fixed by the Board of Directors. Thirty days' notice shall be given of the time and place of each annual meeting. Notice will be provided through the SC EMS Association website and other appropriate means as determined by the President. In addition to the required annual meeting, additional meetings may be held at a time and place as determined by the President.

SECTION 2

A. Special meeting of the Association may be called by the Board of Directors, the President, or at the written request of ten percent (10%) of the membership. Ten days' notice of special meetings shall be necessary. Notification of special meetings will be delivered electronically through email addresses provided by the membership.

SECTION 3

A. All meetings must have a quorum to conduct business. A minimum of ten (10) members, of which one must be the President, President-Elect, Secretary or Treasurer and one other member of the Board, shall constitute a quorum.

ARTICLE VII DIRECTORS

SECTION 1

A. The property and business of this association shall be managed by a Board of Directors, acting through the Association's President, who shall be the governing body of the Association.

SECTION 2

A. An individual may not be elected or appointed to the Board of Directors unless he or she has been a member of this Association in good standing for at least one year.

B. Not more than two members from any single agency may fill seats on the Board of Directors at any given time.

C. Members of the Board of Directors are volunteers that do not receive compensation.

D. The Board of Directors shall consist of members, as follows:

1. One member from each DHEC geographical region of the State of South Carolina (Upstate, Midlands, Pee Dee, Lowcountry) elected at large by the membership.

2. The President.

3. The President Elect.

4. The Secretary.

5. The Treasurer.

6. Two representatives of the Regional EMS Councils (selected by the Regional Council Directors).

7. The Immediate Past President.

8. One representative from a DHEC Licensed Large Private Ground Ambulance Provider member. For the purposes of these bylaws, a Large Ground Ambulance Provider is one that transports at least 12,000 patients per year.

9. One representative from a DHEC Licensed Small Private Ground Ambulance Provider member. For the purposes of these bylaws, a Small Ground Ambulance Provider is one that transports less than 12,000 patients per year.

10. One representative from an Air Medical Services member.

11. One representative from a DHEC Licensed Non-Transporting Agency member.

12. One representative from a DHEC Licensed Large 911 Ground Ambulance Provider Member. For the purposes of these bylaws, a Large System is one that transports at least 12,000 patients per year.

13. One representative from a DHEC Licensed Small 911 Ground Ambulance Provider. For the purposes of these bylaws, a Small System is one that transports less than 12,000 patients per year.

14. One representative from an EMS Education Institution member.

15. One representative who is a licensed physician and whose primary job is practicing emergency medicine in a South Carolina hospital emergency department.

SECTION 3

A. With the exception of the Treasurer, the term of office for all Directors shall be for two years or until successors are elected and qualify. The president shall be succeeded by the President – Elect. The President, President – Elect and Past – President shall serve for a term of two years.

B. The Treasurer is appointed by the Board of Directors. The Treasurer serves until he / she resigns or until the Board of Directors appoints another individual to the position.

SECTION 4

A. Directors shall be nominated and elected in the following manner:

1. The President shall, at least thirty (30) days prior to each annual meeting, appoint a Nominations Coordinator.

2. The Nominations Coordinator will, by e-mail, or other appropriate means, notify the membership of upcoming elections. At a minimum, the notification to the membership will include a list of the Board seats that are scheduled to be filled; the minimum qualifications for each seat; and which types of SCEMSA members are eligible to vote.

3. There will be a nominating period (minimum of seven calendar days, maximum of fourteen calendar days) during which members may submit nominations to the Nominations Coordinator.

4. When the nominating period has closed, the Nominations Coordinator will compile a list of nominees and submit the list to the President. The President, or his designee(s), will vet the candidates and determine which ones meet the minimum qualifications.

5. Prior to the annual meeting, the President will, by e-mail or other appropriate means, present a slate of qualified candidates to the membership. Members eligible to vote for particular Board seats will be given the opportunity to cast electronic ballots (or another appropriate voting method as determined by President) to elect members to the Board of Directors. The voting period will be open for a period of time not to exceed seven calendar days.

6. The candidate that receives the simple majority of votes will be elected to the Board of Directors seat.

7. In the event of a tie, another voting period will be established and will be open for a period not to exceed three business days. The candidate that receives the simple majority of votes during that voting period will be elected to the Board of Directors seat. If there is another tie, the process will repeat until one candidate receives a simple majority of votes.

8. The President will post and announce the election results at the annual meeting.

9. Board members representing one DHEC EMS Regional Office, EMS Education Institutions, Large 911 Ground Providers, Small Private Ground Providers, Air Ambulances, and DHEC Non-Transporting Services shall be elected in the odd numbered years.

10. Board members representing the Large Private Ground Ambulance Providers, Small 911 Ground Ambulance Providers, one DHEC EMS Region Office, and the Emergency Physician representative shall be elected to the Association's Board of Directors in the even numbered years.

11. All other officers are elected in the even number years.

SECTION 5

A. After the conclusion of the annual election, the Board of Directors shall meet at such time and place as shall be announced by the President, such meeting to be held prior to the conclusion of the annual meeting. Special meetings of the Board of Directors may be called by the President on five days' notice of the time and place and purpose thereof, served on each Member of the Board of Directors.

1) An agenda with all relevant materials will be provided for all Board of Director meetings five (5) days prior to the meeting.

2) The Board of Directors will provide an update of activities at each scheduled Association meeting.

3) Board of Directors members are required to attend 75% of scheduled meetings. Meetings may be in person or virtual, when a virtual meeting option is available.

SECTION 6

A. The Directors may hold their meetings in the City of Columbia, South Carolina, or at such other place or places as they may from time to time determine.

SECTION 7

A. The Board of Directors shall have power to appoint all agents of the Association, prescribe their duties to do all lawful things, and exercise all lawful powers as are not vested in the members of the Association which will promote the objectives and purposes of the Association and its members.

B) The assignment of compensation for agents of the Association must be approved by a majority of the Association's Board of Directors.

SECTION 8

A. The President and four members of the Board of Directors (appointed by the President) shall constitute the Executive Committee.

1) The purpose of the Executive Committee is to conduct the business of the Association between regularly scheduled meetings of the Board of Directors. The Executive Committee shall conduct business in accordance with administrative policies established by the Board of Directors.

2) Fifty percent (50%) of the Board of Directors shall be necessary to constitute a quorum for the transaction of business and the act of the majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors.

3) The President shall have the authority to appoint Committees and Committee Chairmen as necessary for the Association.

SECTION 9

A. Any vacancy on the Board of Directors by reason of resignation, death, disqualification or otherwise, may be filled by a majority vote of the Directors at any meeting of the Board, a quorum being present, but any vacancy filled in this fashion shall be filled only for a term expiring at the next annual meeting. Any vacancy filled under the terms of this section shall be filled by a person qualified for the position vacated under the bylaws.

SECTION 10

A. Upon advice and under vote of 2/3 majority of the Board of Directors, a director can be removed from office.

ARTICLE VIII PRESIDENT

SECTION 1

A) The President is a volunteer that does not receive compensation. The President shall preside at all meetings of the Association and the Board of Directors. The President shall have the authority to enter into contracts on behalf of the Association, with the approval of the Board of Directors. In the absence of the President, the President Elect shall assume the President's duties and responsibilities.

ARTICLE IX President-Elect

SECTION 1

A. The President-Elect is a volunteer that does not receive compensation. The President-Elect shall perform such duties that may be requested by the President.

1. The President Elect shall succeed to the duties of the President during his/her absence or disability.

2. President –Elect shall succeed the office of President at the conclusion of the President's two-year term.

**ARTICLE X
TREASURER**

SECTION 1

A. The Treasurer is a volunteer that does not receive compensation. The Treasurer shall be responsible for all moneys and dues of the Association and shall pay all bills and or indebtedness of said Association which are approved for payment by the President.

B. The Treasurer shall maintain a record of all receipts and disbursements and shall make an annual detailed report of the same to the Association at its annual meeting.

SECTION 2

A. The Treasurer shall be bonded in an amount to be determined by the Board of Directors.

**Article XI
SECRETARY**

SECTION 1

A. The Secretary is a volunteer that does not receive compensation. The Secretary shall be responsible for recording of the minutes of the business meetings, annual meetings, and other meetings of the Association.

SECTION 2

A. The Secretary shall be responsible for maintaining a record of the minutes, ensuring the minutes are presented to the Association for approval at subsequent business meetings, presenting an agenda for business and annual meetings, and maintaining a record of the official business of the Association

SECTION 3

A. The Secretary shall preside over business meetings of the Association in the absence of the President and President – Elect.

**ARTICLE XII
ELECTION OF OFFICERS**

SECTION 1

A. The Treasurer is not elected by the membership. He or she is appointed by the Board of Directors.

B. The President is not elected by the membership. Once the two year term of the President-Elect concludes, he or she becomes the President of the Association by acclamation and serves a two year term.

C. The Secretary is elected by the membership.

D. The President-Elect is elected by the membership.

SECTION 2

A. The President-Elect and Secretary shall be nominated and elected in the following manner:

1. The President-Elect and Secretary are elected in even years.
2. In an officer election year, the President shall, at least thirty (30) days prior to the annual meeting, appoint a Nominations Coordinator.
3. The Nominations Coordinator will, by e-mail, or other appropriate means, notify the membership of upcoming elections. At a minimum, the notification to the membership will include a list of officer seats that are scheduled to be filled; the minimum qualifications for each seat; and which types of SCEMSA members are eligible to vote.
4. There will be a nominating period (minimum of seven calendar days and maximum of fourteen calendar days) during which members may submit nominations to the Nominations Coordinator.
5. When the nominating period has closed, the Nominations Coordinator will compile a list of nominees and submit the list to the President. The President, or his designee(s), will vet the candidates and determine which ones meet the minimum qualifications.
6. Prior to the annual meeting, the President will, by e-mail or other appropriate means, present a slate of qualified candidates to the membership. Members eligible to vote for officer seats will be given the opportunity to cast electronic ballots (or another appropriate voting method as determined by President) to elect officers. The voting period will be open for a period of time not to exceed seven calendar days.
7. The candidate that receives the simple majority of votes will be elected to the Board of Directors seat.
8. In the event of a tie, another voting period will be established and will be open for a period not to exceed three business days. The candidate that receives the simple majority of votes during that voting period will be elected to the officer position. If there is another tie, the process will repeat until one candidate receives a simple majority of votes.
9. The President will post and announce the election results at the annual meeting.
10. Officers assume office July 1 in the year that they are elected.
11. Any officer vacancy by reason of resignation, death, disqualification or otherwise, may be filled by a majority vote of the Directors at any meeting of the Board, a quorum being presented, but any vacancy filled in this fashion shall be filled only for a term expiring at the next annual meeting. Any vacancy filled under the terms of this section shall be filled by a person qualified for the position vacated under the bylaws.
12. For purposes of this section, the annual meeting shall be defined as the S.C. EMS Symposium.

**ARTICLE XIII
NOTICES**

SECTION 1

A. Whenever under the provision of these bylaws notice is required to be given to any Director or Member, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, by depositing the same in the post office or letter box in a postpaid, sealed wrapper, addressed to such Director or Member at such address as appears in the records of the Association. Any notice required to be given under the bylaws may be waived by the person entitled to such notice whether before or after the time stated therein.

**ARTICLE XIV
ORDER OF BUSINESS**

SECTION 1

A. The order of business and rules of conduct shall be such as determined by the Executive Committee. In Cases not covered by such rules, Robert's Rules of Order shall govern.

**ARTICLE XV
EXECUTIVE DIRECTOR**

SECTION 1

A. At its discretion, the Board of Directors may hire and compensate an Executive Director. When employed, the Executive Director reports to the Board of Directors via the President.

SECTION 2

A. The Executive Director acts as the chief executive officer of the Association and is responsible for the overall management of the organization in accordance with its vision, mission and direction from the Board of Directors. The Executive Director provides oversight and overall management, planning, vision and leadership for all aspects of the SCEMSA including programs, finance, resource development, human resources, member services and communications.

SECTION 3

A. The Executive Director is has no vote in any SCEMSA matter.

**ARTICLE XVI
PERIODIC REVIEW AND AMENDMENTS**

SECTION 1

A. In order to ensure relevance to the purposes and mission of this Association outlined in Article II, these bylaws shall be reviewed by a committee appointed by the President on an as-needed basis, but at least every five years.

SECTION 2

A. These bylaws may be amended upon a majority vote of the Board of Directors when a quorum is present and provided that all of the following have taken place:

1. The president appointed a committee to draft amendments to these bylaws.
2. The membership was notified that these bylaws are under review and subject to amendment.
3. The membership was allowed a minimum of thirty days to provide written comments, suggestions or proposals to the committee.
4. After the comment period outlined in Section 2. A. 3. of this article concluded, the committee drafted proposed amendments to these bylaws.
5. The proposed draft was provided to the members of the Board of Directors a minimum of thirty days before a vote to amend was held.

ARTICLE XVII

Financial Audit

SECTION 1

A. A fiscal audit of the Association will be conducted at least once per year by at least one of the two means outlined in this article and section and at other times as ordered by the Board of Directors.

1. Annually, the President shall appoint two members who will conduct a fiscal audit of the organization. This audit will be conducted before new officers and Board members begin their respective terms on July 1.
2. In lieu of the audit outlined in Article XVII Section 1. A. 1. of these bylaws, the Board of Directors may take action to hire an accounting firm to conduct a professional annual fiscal audit of the Association in accordance with professional accounting standards.

ARTICLE XVIII

DISSOLUTION

SECTION 1

A. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(C) (6) and 170 (C) (2) of the Internal Revenue Code of 1954, or corresponding sections of any prior or future law, or to the Federal, State, or Local governments for exclusive public purpose.

Revised Date:

Ratified Date:

Date filed with South Carolina Secretary of State:

DRAFT DATE: November 3, 2021 – RAW