

CONSTITUTION AND BY-LAWS OF THE
VIRGINIA ASSOCIATION OF GOVERNMENTAL
EMERGENCY MEDICAL SERVICES ADMINISTRATORS

ARTICLE I - NAME

The name of the organization shall be the Virginia Association of Governmental Emergency Medical Services Administrators, herein referred to as the Association or VAGEMSA.

ARTICLE II - PURPOSE

The purpose of the Association shall be to promote the continued development and enhancement of the governmental based delivery and management of Emergency Medical Services (EMS) and to represent the concerns and interests of those actively engaged in the governmental based service delivery, coordination, and direction of EMS in the Commonwealth of Virginia.

ARTICLE III - MEMBERSHIP

ACTIVE MEMBERS: The membership shall be composed of any salaried city, town, or county full-time or part-time government employee serving as an administrator, director, coordinator, or in a similar management position for an emergency medical services program or agency within the Commonwealth of Virginia. Each emergency medical services program or agency represented will identify their representatives by the following categories:

BOARD OF DIRECTORS – The Board of Directors of the Association shall have voting authority and consist of one appointed representative and one alternate from each of the organizations represented.

ADDITIONAL AGENCY MEMBERS – Additional agency members may be appointed by the organization represented. Additional agency members do not have voting privileges, unless acting in the absence of their primary and alternate agency member.

All active members who became members prior to **November 5, 1990**, shall be considered **CHARTER MEMBERS OF VAGEMSA**.

LIFE MEMBERS: The Association may bestow **LIFE MEMBERSHIP** upon any qualified member who has met at least one of the following requirements:

- A. Must have been a member in good standing for ten (10) consecutive years.
- B. Must be retired from active employment and have been a member in good standing for at least five (5) years immediately preceding their retirement.
- C. Must have served as a past elected officer of VAGEMSA.

- D. Must have significantly contributed to the leadership, goals and/or activities of the Association during their membership.

A Life Member must be recommended to the Board of Directors at least thirty (30) days prior to a scheduled meeting and approved by at least 2/3 of the quorum of members. A Life Member shall have all the rights and privileges of an active member without payment of dues.

ASSOCIATE MEMBERS: The Association may bestow an **ASSOCIATE MEMBERSHIP** upon an organization or an individual serving in a coordination or management position of a governmental based EMS organization or other governmental agencies with EMS coordination responsibilities (e.g. emergency management, public safety answering points, law enforcement, etc.), but who does not otherwise qualify for an active member status. Associate Members shall be subject to payment of dues but will not have voting privileges and may be removed at any time at the discretion of the Board of Directors.

Associate Members must be recommended to the Board of Directors at least thirty (30) days prior to a scheduled meeting and approved by at least 2/3 of the quorum of members.

ARTICLE IV - BOARD OF DIRECTORS

The Board of Directors of the Association shall consist of the appointed representative or alternate from each of the agencies represented. Each organization represented shall be entitled to one vote which shall be cast by the primary representative or the alternate in the absence of the primary representative. In the absence of the primary and the alternate representative, an additional agency member will be allowed to cast a vote for their organization.

ARTICLE V - MEETINGS

The annual meeting of the Association shall take place during the same time and at the same place as the annual State EMS Symposium.

Meetings shall be held at least once each calendar quarter. Special meetings may be called by the President or by special request to the President by at least three (3) members of the Board of Directors of the Association.

A quorum shall be defined as representation of 25% of the agency members of the association. A quorum must be present at any meeting to conduct the business of the association.

ARTICLE VI - DUES

Annual dues which shall be recommended by the Executive Committee and approved by two-thirds (2/3) of the quorum of members shall be required of all agencies or organizations of the Association. These dues shall be made payable upon membership (prorated each quarter), and by July 1 of each succeeding year.

Upon request of the affected member agency, special provisions may be made, pending the approval of the Executive Committee, to continue the member agency in good standing without payment of dues by requesting a "dues extension." This extension may be applied to those active member agencies that may be unable to pay dues due to budget cuts, etc. A member agency can only request a dues extension for a period not to exceed one year from the date of original request. Upon completion of the one-year extension period, the member agency must then pay the dues for the next year's period. The Executive Committee reserves the right to request supporting documentation from the requesting member agency indicating the areas of fiscal cutbacks that prohibit the payment of dues.

ARTICLE VII - OFFICERS AND DUTIES

Section A. General Provisions

To be eligible to be an officer, a candidate must be a member in good standing of the Association. The Officers of the Association shall consist of a President, First Vice President, Second Vice President, Secretary, Treasurer, and the Immediate Past President. In the absence of an Immediate Past President, a Director-at-Large shall be elected from the Board of Directors. His/her duties shall be the same as the Immediate Past President.

Section B. Duties

President

The President shall provide the direction and leadership for the Association. He/she shall act as Chair of all meetings; appoint all chair's of all committees; serve as the official representative and spokesperson of all committees; serve as the official representative and spokesperson of the Association; and discharge other duties assigned to the office of the President by the Board of Directors of the Association.

First Vice-President

The First Vice-President shall preside over meetings in the absence of the President; serve as liaison between the Executive and Administrative Committee serve as liaison to outside agencies at the direction of the President; and perform other duties assigned to the Office of the President, or as otherwise prescribed herein.

Second Vice-President

The Second Vice-President shall preside over meetings in the absence of the President and First Vice President; serve as liaison between the Executive, and the Information Management Committees; serve as the liaison for all new membership contacts, coordinate the efforts to recruit and retain members within the Association; and perform other duties assigned to the office by the President, or as otherwise prescribed herein.

Secretary

The Secretary shall record and oversee the archiving of all Association written records of meetings, formal correspondences; maintain a current membership roster; and perform other duties assigned to the office by the President, or as otherwise prescribed herein.

Treasurer

The Treasurer shall maintain and oversee all records of the Association meetings, as well as a list of current members. The Treasurer shall be responsible to; receive and account for and be responsible for all funds of the Association, making such disbursements for expenses as may be incurred by the Association, issue Association invoices; and perform other duties assigned to the office by the President, or as otherwise prescribed herein.

Immediate Past President

The Immediate Past President shall transfer all pertinent files to the President. He/she shall provide transition information and be a source of reference information to assist in maintaining continuity of operations of the Association. The Immediate Past President shall assist with any duties as assigned by the President.

ARTICLE VIII - COMMITTEES

Section A. General Provisions

The Standing Committees of the Association shall consist of an Executive Committee; an Administrative Review Committee; and a Legislative Committee.

Section B. Committee Eligibility

To be eligible to be a member of any committee, a candidate must be a member in good standing of the Association.

Section C. Terms of Committee

The chair of all standing committees shall be appointed by the President as soon as practical after the annual Association election of officers, but not later than the 15th of January of each year.

Section D. Standing Committee

Executive Committee

The Executive Committee of the Association shall be composed of the Officers of the Association. The Executive Committee shall have full power and authority during

intervals between scheduled Association meetings to perform all functions which the Association might perform, except that it shall not have the power to amend these by-laws.

Administrative Committee

In addition to the First Vice President, this committee shall consist of at least two (2) members of the Association who shall be selected by the Chair. This committee shall actively review the Association's By-laws, Articles of Incorporation, perform an annual review of the Association's financial records, and make general recommendations to enhance the existing practices and further the development of the Association.

Membership Committee

In addition to the Second Vice President, this committee shall consist of at least two (2) Association members who shall be selected by the Chair. This committee shall manage recruitment and retention efforts for the Association. The Membership Committee will review applications and determine eligibility for membership, making a recommendation to the VAGEMSA general membership at the time of vote.

Section E - Other Committees

As needed the President is empowered to appoint ad hoc committees and to assign these committees to perform special functions for the Association.

Section F- Appointments to Outside Committees

The President may assign VAGEMSA Members to committees outside of the Association. Examples may include GAB Committees, etc. Members serving in this capacity are empowered to officially speak for and represent the views of VAGEMSA.

ARTICLE IX - ELECTION OF OFFICERS

The positions of President, First Vice-President and Immediate Past President shall be filled by advancement in rank. However, the Board of Directors may, if they feel it is in the best interest of the Association, vote to block this automatic move and elect the officers directly from the Board of Directors. The positions of Second Vice-President, Secretary/Treasurer, and Director-at-Large (in the absence of an Immediate Past President) shall be filled through the election process. All terms of office shall be two years in length.

The initial election of officers shall take place as soon after the ratification of these by-laws as practical. All subsequent elections shall take place at the annual meeting occurring in even calendar years.

ARTICLE X - UNEXPIRED TERMS

In the event of a vacancy in the office of the President occasioned by death, resignation, removal, suspension, or inability to serve for any reason, the Vice-Presidents shall serve as the President in descending numerical order.

A vacancy in the office of the First Vice-President shall be filled by the Second Vice-President.

Vacancies in the office of Second Vice-President or Secretary or/Treasurer shall be filled in the original manner of election by a special election as soon thereafter as practical.

Vacancies in the office of Immediate Past President shall be filled by the election of a Director-at-Large by a special election as soon thereafter as practical.

ARTICLE XI - FISCAL YEAR

The fiscal year of the Association shall begin on July 1 of each year and end on June 30 of the following year.

ARTICLE XII - AMENDMENTS

These by-laws may be amended, repealed, or added to by a two-thirds (2/3) of the quorum of members. The proposed amendment must be tabled for a period of thirty (30) days before being voted upon.

ARTICLE XIII - ROBERT'S RULES OF ORDER

All meetings shall be conducted in accordance with Robert's Rules of Order when not in conflict with these by-laws.

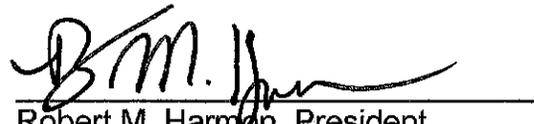
ARTICLE XIV - EFFECTIVENESS OF BY-LAWS

To be in effect, this code of by-laws must be accepted by two-thirds (2/3) of the quorum of members after each of the members as of this date had read or heard said by-laws, and has declared his/her understanding of them and willingness to abide by them as a member.

Ratified this (date) 18th day of May 2012, by the members of the Virginia Association of Governmental EMS Administrators.



Kim Johnson, Secretary



Robert M. Harmon, President