

BYLAWS  
OF  
EMERGENCY MEDICAL SERVICES  
MEDICAL DIRECTORS'  
ASSOCIATION OF CALIFORNIA, INC.  
*A California Nonprofit Public Benefit Corporation*

PREAMBLE

The name of this Corporation shall be EMERGENCY MEDICAL SERVICES MEDICAL DIRECTORS' ASSOCIATION OF CALIFORNIA, INC., and may be referred to as EMDAC, Inc. The objectives and purposes of this Corporation shall be generally for public and common business purposes of improving leadership and expert opinion in the medical oversight, direction and coordination of emergency medical services for the safety and advancement of the public good for the people of the State of California within the meaning of Section 501(c) (6) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law. More specifically, the objectives and purposes of this Corporation shall be:

1. To act in an advisory capacity to the California Emergency Medical Services Authority (EMSA) and the California Emergency Medical Services Commission (EMSC) in the establishment of goals, priorities, standards and quality assurance for the Emergency Medical Service System.
2. To provide expert medical advice and consultation to state, local, community and professional organizations involved in Emergency Medical Services.
3. To serve as a forum for the exchange of information and ideas on the medical aspect of Emergency Medical Services.
4. To improve systems' integrity, medical appropriateness and validity in statewide and local Emergency Medical Services System design and operation including all EMS Systems components: manpower, training, transportation, communications, facilities, public education, data and research and disaster medical planning and preparedness.
5. To ensure that sound medical principles are followed during the planning, implementation and evaluation of Emergency Medical Services Systems.

6. To promote the dissemination of knowledge concerning the Emergency Medical Services System and Disaster Medical Services and Preparedness.
7. To promote the fulfillment of and adherence to requirements of law, statute, local policy and procedures, and regulations by all Emergency Medical Services officials and certified personnel.
8. To promote the creation and refinement of standards for performance and quality control of Emergency Medical Services personnel, including but not limited to: field care, base hospital activities, audit and review, continuing education, training and certification, and disciplinary actions.
9. To foster relationships with other organizations and agencies involved in similar activities and to exchange information and work toward common goals.
10. To promote legislation which will accomplish the objectives and purposes of this Corporation.

## ARTICLE I

### OFFICES

Section 1.1 Principal Executive or Business Offices. The Board of Directors shall fix the location of the principal executive office of the Corporation. The Board of Directors is granted full power and authority to change said principal office from one location to another.

Section 1.2 Other Offices. The Board of Directors may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to do business.

## ARTICLE II

### MEMBERSHIP

Section 2.1 Classes of Membership. This Corporation shall have two (2) classes of membership: active and associate. These classes of membership shall have the same rights, privileges, restrictions and conditions except as otherwise set forth in these Bylaws. No person may hold more than one (1) class of membership. Only active members may vote on any issue or matter subject to a vote of the membership, including election of officers and directors. Associate members may participate fully in the activities and discussions of the Corporation.

- 1) The qualifications for active membership are:
  - a) the member shall be a physician who is directly or actively involved in the administration, development or management of an Emergency Medical Services agency, including medical directors, assistant medical directors, associate medical directors, or deputy medical directors of an organized and designated local Emergency Medical Services agency; or
  - b) the member shall be a physician acting on behalf of an Emergency Medical Services Medical Director within the meaning of Section 1797.202 of the California Health & Safety Code, and related sections, or the California Highway Patrol Emergency Medical EMT-1 and EMT-P Medical Director.
  
- 2) The qualifications for associate membership are:
  - a) the member shall be a physician who is a former active member; or
  - b) the member shall be a health officer with responsibility for a local Emergency Medical Services agency; or
  - c) the member shall be a base hospital medical director; or
  - d) the member shall be a medical director of training agencies and service agencies.

Section 2.2 Membership Fees, Dues & Assessments. In order for members of either class of membership to maintain membership status in good standing, with all the rights and privileges of such membership, including voting rights, all fees, dues and assessments, if applicable, must be fully paid and current. Failure to pay all fees, dues and assessments shall terminate membership. The Board of Directors shall determine the annual dues at the regular meeting prior to the annual meeting of the Board of Directors and with appropriate recommendation from the members as determined at a meeting of the membership. Any other fees or assessments shall be determined and set by the Board of Directors at a duly noticed meeting of the Board. A majority of the members entitled to vote may reverse a resolution of the Board with respect to any determination relating to dues, fees or assessments.

Section 2.3 Admission of Members. Persons desiring membership in the Corporation may present themselves at any meeting of the Board of Directors or the membership. At that time, the chair of the meeting shall direct the secretary to examine the applicant's qualifications and, if it is determined that all criteria have been met and all applicable dues, fees and assessments are paid, the

applicant shall be admitted as a member. Thereafter, the secretary shall prepare a membership certificate, if appropriate, obtain the authorized signatures thereon and deliver the same to the new member.

Section 2.4 Membership Certificate/Transferability of Memberships. The Board of Directors may authorize and adopt a Membership Certificate indicating the name of the member and the membership class that shall evidence each membership. Each membership shall be entitled to one (1) vote on all matters except as otherwise set forth in these Bylaws. Membership Certificates and memberships are not transferable.

Section 2.5 Termination of Membership. The membership of any member shall terminate upon the happening of any of the following:

- a) Death or resignation of the member;
- b) Occurrence of any event which renders such member ineligible for membership;
- c) Recommendation of the Board of Directors and a 3/5 majority of the voting membership.

Section 2.6 Place of Meetings. Meetings of members shall be held at any place designated by the Board of Directors or a majority of the membership. In the absence of a designation, members' meetings shall be held at the Corporation's principal executive office.

Section 2.7 Annual Meeting. The annual meeting of members shall be held each year on a date and at a time designated by the Board of Directors. At each annual meeting, directors and officers shall be elected and any other proper business within the power of the members may be transacted.

Section 2.8 Special Meeting. A special meeting of the members may be called at any time by the Board of Directors, by the chair of the Board, by the president or vice president, or by at least five percent (5%) of the members entitled to vote. If a special meeting is called by anyone other than the Board of Directors, the person or persons calling the meeting shall make a request in writing, delivered personally or sent by registered mail or by telegraphic, email or other facsimile transmission, to the chair of the Board or the president, vice president, or secretary, specifying the time and date of the meeting (which is not less than 10 nor more than 90 days after receipt of the request) and the general nature of the business proposed to be transacted at the special meeting. Within 20 days after receipt, the officer receiving the request shall cause notice to be given to the membership, in accordance with applicable sections of these Bylaws regarding notices, stating that a special meeting will be held at the time

requested by the person(s) calling the meeting, and stating the general nature of the business proposed to be transacted at the meeting. If notice is not given within 20 days after receipt of the request, the person or persons requesting the special meeting may give the notice. Nothing contained in this paragraph shall be construed as limiting, fixing, or affecting the time when a special meeting of members called by action of the Board may be held.

Section 2.9 Notice of Members' Meetings. All notices of meetings of members shall be sent or otherwise given in accordance with applicable sections of these Bylaws regarding manner of giving notice, not fewer than ten (10) days nor more than 90 days before the date of the meeting. Members entitled to notice shall be determined in accordance with applicable sections of these Bylaws regarding record date of ownership. The notice shall specify the place, date and hour of the meeting, and (i) in the case of a special meeting, the general nature of the business proposed to be transacted at the meeting, or (ii) in the case of the annual meeting, those matters that the Board of Directors, at the time of giving the notice, intends to present for action by the members. If directors are to be elected, the notice shall include the names of all nominees whom the Board intends, at the time of the notice, to present for election. The notice shall also state the general nature of any proposed action to be taken at the meeting to approve any of the following matters:

- a) A transaction in which a director has a financial interest, within the meaning of the California Corporations Code;
- b) An amendment of the Articles of Incorporation;
- c) A reorganization under the California Corporations Code;
- d) A voluntary dissolution the California Corporations Code; or
- e) A distribution in dissolution that requires approval of the membership under the California Corporations Code.

Section 2.10 Manner of Giving Notice; Affidavit of Notice. Notice of any members' meeting shall be given either personally or by first class mail or telegraphic, facsimile, email or other written communication, charges prepaid, addressed to the member at the address appearing on the Corporation's books or given by the member to the Corporation for purposes of notice. If no address appears on the Corporation's books or has been given as specified above, notice shall be sent by first class mail addressed to the member at the Corporation's principal executive office. Notice is deemed to have been given at the time when delivered personally or deposited in the mail or sent by other means of written communication. If any notice or report mailed to a member at the address appearing on the Corporation's books is returned marked to indicate that the United States Postal Service is unable to deliver the document to the member at that address, all future notices and reports shall be deemed to have

been duly given without further mailing if the Corporation holds the document available for the member on written demand at the Corporation's principal executive office for a period of one (1) year after the date the notice or report was given to all other members. An affidavit of the mailing or other authorized means of giving notice or delivering a document, of any notice of members' meeting, report or other document sent to the members, may be executed by the secretary of the Corporation, assistant to the secretary or transfer agent, and, if executed, shall be filed and maintained in the Minute Book of the Corporation.

Section 2.11 Quorum. The presence in person or by proxy of the holders of at least one third (1/3) of the members entitled to vote at any meeting of the members shall constitute a quorum for the transaction of business. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the votes required to constitute a quorum.

Section 2.12 Adjourned Meeting; Notice. Any members' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the votes represented at that meeting, either in person or by proxy, but in the absence of a quorum, no other business may be transacted at that meeting, except as provided in these Bylaws. When any meeting of members, either annual or special, is adjourned to another time or place, notice of the adjourned meeting need not be given if the time and place are announced at the meeting at which the adjournment is taken, unless a new record date for the adjourned meeting is fixed, or unless the adjournment is for more than 45 days after the date set for the original meeting, in which case the Board of Directors shall set a new record date. Notice of any such adjourned meeting, if required, shall be given to each member of record entitled to vote at the adjourned meeting, in accordance with all applicable sections of these Bylaws. At any adjourned meeting, the members may transact any business that might have been transacted at the original meeting.

Section 2.13 Voting. The members entitled to vote at any meeting of members shall be determined in accordance with sections 2.1 and 2.2 of these Bylaws. The members' vote may be by voice vote or by ballot, provided, however, that any election for officers or directors must be by ballot if demanded by any member before voting has begun. If a quorum is present, the affirmative vote of a majority of the votes represented and voting shall be the act of the members unless the vote of a greater number or voting by classes is required by law or by the Articles of Incorporation. At a members' meeting at which officers or directors are to be elected, no member shall be entitled to cumulate votes (i.e.,

cast for any candidate a number of votes greater than the number of votes which that member normally would be entitled to cast). The candidates receiving the highest number of votes, up to the number of officers or directors to be elected, shall be elected.

Section 2.14 Voting by Mail-in Ballot. In the event the members or the Board of Directors by a majority vote determine that a mail-in ballot is necessary and appropriate for a matter to be voted on, the secretary of the Corporation shall be authorized and directed to prepare and mail a duly approved ballot setting forth the item to be voted on and instructions for voting, including the time in which to return the ballot for counting, the number of responses necessary to meet the quorum requirement and the number or percentage of positive votes necessary to pass the item. The ballot, when completed, shall be placed in an unmarked envelope and sealed, then placed in a second envelope addressed to the secretary of the Corporation, with a space for the member's signature. These envelopes must be mailed timely to the secretary or presented to the secretary within thirty (30) minutes of the scheduled commencement of the meeting at which the election is to take place and/or the ballots are to be counted. The secretary of the Corporation shall undertake counting of the mail-in ballots unless the Board of Directors designates some other person to count the ballots or unless inspectors of elections are appointed in accordance with section 2.19 of these Bylaws.

Section 2.15 Waiver of Notice or Consent by Absent Members. The transactions of any meeting of members, either annual, regular or special, however called and noticed and wherever held, shall be as valid as though they were had at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if each person entitled to vote who was not present in person or by proxy, either before or after the meetings, signs a written waiver of notice or a consent to holding the meeting or an approval of the minutes of the meeting. The waiver of notice or consent need not specify either the business to be transacted or the purpose of any annual or special meeting of the members, except that if action is taken or proposed to be taken for approval of any of those matters specified in the California Corporations Code, i.e.,

- a) A transaction in which a director has a financial interest, within the meaning of the California Corporations Code;
- b) An amendment of the Articles of Incorporation;
- c) A reorganization under the California Corporations Code;
- d) A voluntary dissolution under the California Corporations Code; or
- e) A distribution in dissolution that requires approval of the membership under the California Corporations Code.

All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. A member's attendance at a meeting also constitutes a waiver of notice of that meeting, unless the member at the beginning of the meeting objects to the transaction of any business on the ground that the meeting was not lawfully called or convened. In addition, attendance at a meeting does not constitute a waiver of any right to object to consideration of matters required by law to be included in the notice of the meeting which were not so included, if that objection is expressly made at the meeting.

Section 2.16 Member Action by Written Consent Without a Meeting. Any action that could be taken at an annual or special meeting of members may be taken without a meeting and without prior notice, if a consent in writing, setting forth the action so taken, is signed by the members having not less than the minimum number of votes that would be necessary to authorize or take that action at a meeting at which all members entitled to vote on that action were present and voted. Directors may be elected by written consent of the members without a meeting only if the written consents of all members entitled to vote are obtained, except that vacancies on the Board (other than vacancies created by removal) not filled by the Board may be filled by the written consent of a majority of the members entitled to vote. All consents shall be filed with the secretary of the Corporation and shall be maintained in the corporate records. Any member or other authorized person who has given a written consent may revoke it by a writing received by the secretary of the Corporation before written consents of the number of shares required to authorize the proposed action have been filed with the secretary. Unless the consents of all members entitled to vote have been solicited in writing, prompt notice shall be given of any corporate action approved by members without a meeting by less than unanimous consent, to those members entitled to vote who have not consented in writing. Notice shall be given in the manner specified in section 2.10 of these Bylaws.

Section 2.17 Record Date for Member Notice of Meeting, Voting and Giving Consent.

- a) For purposes of determining the members entitled to receive notice and/or vote at a members' meeting or give written consent to corporate action without a meeting, the Board may fix in advance a record date that is not more than 60 nor less than ten (10) days before the date of a members' meeting, or not more than 60 days before any other action.
- b) If no record date is fixed:
  - i) the record date for determining members entitled to receive notice of and vote at a members' meeting shall be the business



day next preceding the day on which notice is given, or if notice is waived as provided in section 2.15 of these Bylaws, the business day next preceding the day on which the meeting is held;

- ii) the record date for determining members entitled to give consent to corporate action in writing without a meeting, if no prior action has been taken by the Board, shall be the day on which the first written consent is given.
- c) A determination of members of record entitled to receive notice of and/or vote at a members' meeting shall apply to any adjournment of the meeting unless the Board fixes a new record date for the adjourned meeting. However, the Board shall fix a new record date if the adjournment is to a date more than 45 days after the date set for the original meeting.
- d) Only members of record on the Corporation's books at the close of business on the record date shall be entitled to any of the notice and voting rights listed in subsection a) of this section.

Section 2.18 Proxies. Every member entitled to vote for directors or on any other matter shall have the right to do so either in person or by one or more agents authorized by a written proxy signed by the member and filed with the secretary of the Corporation. A proxy shall be deemed signed if the member's name is placed on the proxy (whether by manual signature, typewriting, facsimile, telegraphic or email transmission or otherwise) by the member or the member's attorney in fact. A validly executed proxy that does not state that it is irrevocable shall continue in full force and effect unless i) revoked by the member executing it, before the vote pursuant to that proxy, by a writing delivered to the Corporation stating that the proxy is revoked, or by attendance at the meeting and voting in person by the member executing the proxy or by a subsequent proxy executed by the same member and presented at the meeting; or ii) written notice of the death or incapacity of the maker of that proxy is received by the Corporation before the vote pursuant to that proxy is counted; provided, however, that no proxy shall be valid after the expiration of 11 months from the date of the proxy, unless otherwise provided in the proxy. The revocability of a proxy that states on its face that it is irrevocable shall be governed by applicable provisions of the California Corporations Code.

## ARTICLE III

### DIRECTORS

Section 3.1 Powers. Subject to the provisions of the California General Corporations Law and any limitations in the Articles of Incorporation and these Bylaws relating to action required to be approved by the members, the business and affairs of the Corporation shall be managed and all corporate powers be exercised by or under the direction of the Board of Directors. Without prejudice to these general powers, and subject to the same limitations, the Board of Directors shall have to power to:

- a) Select and remove all agents and employees of the Corporation, except officers who shall be elected by the membership; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; and require from them security for faithful service.
- b) Change the principal executive office or the principal business from one location to another; cause the Corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or outside the State of California; and designate any place for holding any members' meeting or meetings, including annual meetings.
- c) Adopt, make and use a corporate seal; prescribe the forms of certificates of membership; and alter the form of the seal and certificates.
- d) Conduct, manage and control the affairs and activities of the Corporation, and to make such rules and regulations therefor not inconsistent with law, the Articles or these Bylaws, as they may deem best.
- e) Borrow money and incur indebtedness on behalf of the Corporation, and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.

Section 3.2 Number and Qualification of Directors. The authorized number of directors shall be seven (7) until changed by a duly adopted amendment to the Bylaws of the Corporation approved by a majority of the members entitled to vote. Of the seven (7) directors, one (1) shall serve as president, one (1) shall serve as president-elect, one (1) shall be the past president and shall serve as a voting *ex officio* director, one (1) shall serve as the secretary, one (1) shall serve as the treasurer, one (1) shall be an active member and serve as a voting at-large director, and one (1) shall be an associate member and shall serve as a non-voting *ex officio* director.

Section 3.3 Election and Term of Office of Directors. Except as to the director serving as president and the director serving as president-elect, directors shall be elected at each annual meeting of the members to hold office until the next annual meeting. The director serving as president-elect automatically changes title to president at the annual meeting and the director serving as president automatically changes title to past president as *ex officio* director. Each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified.

Section 3.4 Nominating Committee. At any reasonable time prior to the time for any election of directors, the chair of the Board, or if none, the president shall appoint a Nominating Committee of at least three (3), but no more than seven (7) members, to nominate qualified candidates for election to the Board and to serve as officers subject to section 5.2 of these Bylaws. The nominating committee shall make its report at a reasonable time prior to the election, or at such time as the Board may set, and the secretary shall forward to each member , with the notice of meeting required by these Bylaws, a list of all candidates nominated by the committee.

Section 3.5 Vacancies. Subject to applicable provisions of the California Nonprofit Public Benefit Corporation Law, any director may resign effective upon giving written notice to the chair of the Board, the president, the secretary of the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future date, a successor may be selected before such time, to take office when the resignation takes effect. A vacancy in the Board of Directors shall be deemed to exist:

- a) If a director dies, resigns, fails to maintain his or her membership or is removed by a vote of a 3/5 majority of the members entitled to vote or by an appropriate court;
- b) If the Board of Directors declares vacant the office of a director who has been convicted of felony or declared of unsound mind by an order of court;
- c) If the director is found by final order of judgment to have breached the duties arising under the California Nonprofit Public Benefit Corporation Law;
- d) If the authorized number of directors is increased; or
- e) If, at any members' meeting at which one or more directors are to be elected, the members fail to elect the full authorized number of directors to be voted for at that meeting.

Except for a vacancy caused by the removal of a director, vacancies on the Board may be filled by approval of a majority of the remaining directors, or if the number of directors then in office is less than a quorum, by (i) the unanimous written consent of the directors then in office, (ii) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with the California Corporations Code, or (iii) a sole remaining director. A vacancy on the Board caused by the removal of a director may be filled only by the members entitled to vote, except that a vacancy created when the Board declares the office of a director vacant as provided in subsection b) of this section of the Bylaws may be filled by the Board of Directors. The members entitled to vote may elect a director at any time to fill a vacancy not filled by the Board of Directors. The term of office of a director elected to fill a vacancy shall run until the next annual meeting of the members, and such a director shall hold office until a successor is elected and qualified.

Section 3.6 Place of Meetings; Telephone Meetings. Regular meetings of the Board of Directors may be held at any place within or outside the State of California as designated from time to time by the Board. In the absence of a designation, regular meetings shall be held at the principal executive office of the Corporation. Special meetings of the Board shall be held at any place within or outside the State of California designated in the notice of the meeting, or if the notice does not state a place, or if there is no notice, at the principal executive office of the Corporation. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, provided that all directors participating can hear one another.

Section 3.7 Annual Directors' Meeting. Immediately before or after the annual members' meeting, the Board of Directors shall hold a regular meeting at the same place, or at any place that has been designated by the Board of Directors, to consider matters of organization and other business as desired or appropriate. Notice of this meeting shall not be required unless some place other than the place of the annual members' meeting has been designated.

Section 3.8 Other Regular Meetings. Other regular meetings of the Board of Directors shall be held without call at times to be fixed by the Board of Directors from time to time. Such regular meetings may be held without notice. The president-elect shall announce at the last meeting of the calendar year the regular meeting dates, places and times for the following calendar year, the year in which the president-elect shall serve as president. All members may attend regular meeting of the Board.

Section 3.9 Special Meetings. Special meetings of the Board of Directors may be called for any purpose or purposes at any time by the chair of the Board,

the president, any vice president, the secretary or any two (2) directors. Special meetings shall be held on four (4) days' notice by mail or 48 hours' notice delivered personally or by telephone, facsimile, email or telegraph. Oral notice given personally or by telephone may be transmitted either to the director or to a person at the director's office who can reasonably be expected to communicate it promptly to the director. Written notice, if used, shall be addressed to each director at the address shown on the Corporation's records. The notice need not specify the purpose of the meeting, nor need it specify the place of the meeting if the meeting is to be held at the principal executive office of the Corporation.

Section 3.10 Quorum. A majority of the voting and nonvoting directors shall constitute a quorum for the transaction of business, except to adjourn as provided in section 3.12 of these Bylaws. Every act or decision done or made by a majority of the directors present at the meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the applicable provisions of the California Corporations Code. A meeting at which a quorum is initially present may continue to transact business, despite a withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 3.11 Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting or an approval of the minutes. Notice of a meeting, although otherwise required, need not be given to any director who attends the meeting without protesting the lack of notice before or at the beginning of the meeting. Waivers of notice or consents need not specify the purpose of the meeting. All waivers, consents, and approvals of the minutes shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 3.12 Adjournment to Another Time or Place. Whether or not a quorum is present, a majority of the directors present may adjourn any meeting to another time or place.

Section 3.13 Notice of Adjourned Meeting. Notice of the time and place of resuming a meeting that has been adjourned need not be given unless the adjournment is for more than 24 hours, in which case notice shall be given, before the time set for resuming the adjourned meeting, to the directors who were not present at the time of the adjournment. Notice need not be given in any case to directors who were present at the time of the adjournment.

Section 3.14 Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors individually or collectively consent in writing to that action. Any action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. All written consents shall be filed with the minutes of the proceedings of the Board of Directors.

Section 3.15 Fees and Compensation of Directors. Directors and members of committees of the Board of Directors may be compensated for their services and may be reimbursed for expenses, as fixed or determined by resolution of the Board of Directors. This section shall not be construed to preclude any director from serving the Corporation in any other capacity, as an officer, agent, employee, or otherwise, or from receiving compensation for those services.

## ARTICLE IV

### COMMITTEES

Section 4.1 Committees of the Board. Except as otherwise set forth in these Bylaws, the Board of Directors may, by resolution adopted by a majority of the authorized number of voting directors, designate one or more committees to serve at the pleasure of the Board. The Board may designate one or more directors as members of any committee. The appointment of committee members or alternate members requires the vote of a majority of the authorized number of voting directors. A committee may be granted any or all of the powers and authority of the Board, to the extent provided in the resolution of the Board of Directors establishing the committee, except with respect to:

- a) Approving any action for which the California Nonprofit Public Benefit Corporation Law also requires the approval of the members;
- b) Filling vacancies on the Board of Directors or any committee of the Board;
- c) Fixing directors' compensation for serving on the Board or a committee of the Board;
- d) Adopting, amending or repealing Bylaws;
- e) Amending or repealing any resolution of the Board of Directors that by its express terms is not so amendable or repealable;
- f) Expenditure of any corporate funds to support a nominee for director after there are more people nominated for director than can be elected;
- g) Appointing other committees of the Board or its members; or
- h) Approval of any self-dealing transaction, as such transactions are defined in the California Nonprofit Public Benefit Corporation Law.

Section 4.2. Meetings and Action of Committees. Meetings and action of committees shall be governed by, and held and taken in accordance with, Bylaw provisions applicable to meetings and actions of the Board of Directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that

- a) the time of regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee;
- b) special meetings of committees may also be called by resolution of the Board of Directors; and
- c) notice of special meetings of committees shall also be given to all alternate members who shall have the right to attend all meetings of the committee.

The Board of Directors may adopt rules for the governance of any committee not inconsistent with these Bylaws.

Section 4.3 Committee Members. There shall be no limitation on the re-appointment of members to committees.

Section 4.4 Scope of Practice Committee. The Scope of Practice Committee shall be a standing committee of the Corporation. It shall have six (6) committee members to be nominated by the incoming president (the current president-elect) at the annual meeting of the members and approved by a majority vote of the members entitled to vote. The committee members shall serve for one (1) year. The chair of the Scope of Practice Committee shall be elected by the members of the committee at its first meeting. The president shall appoint one or more members of the Scope of Practice Committee to serve as compensated or uncompensated consultant(s)/advisor(s) to EMSA/EMS Commission.

Section 4.5 Legislative Committee. The Legislative Committee shall be a standing committee of the Corporation. It shall have three (3) to six (6) committee members to be nominated by the incoming president (the current president-elect) at the annual meeting of the members and approved by a majority vote of the members entitled to vote. The committee members shall serve for one (1) year. The chair of the Legislative Committee shall be elected by the members of the committee at its first meeting.

## ARTICLE V

### OFFICERS

Section 5.1 Officers. The officers of the Corporation shall be a president/chief executive officer, a president-elect, a secretary, and a treasurer/chief financial officer. The president and president-elect shall be active members. One person may not hold more than one (1) office; however, officers may serve up to three (3) consecutive terms.

Section 5.2 Election of Officers. The officers of the Corporation, except the president, shall be elected annually by the members entitled to vote at the annual meeting of members. The then-president-elect shall automatically assume the office of president at the annual meeting which takes place at the expiration of his or her one (1) year term as president-elect. The then-president shall automatically assume the office of immediate past-president and *ex officio* director at the annual meeting which takes place at the expiration of his or her one (1) year term as president

Section 5.3 Subordinate Officers. The Board of Directors may appoint, and may empower the president to appoint, other officers as may be required by the business of the Corporation, whose duties shall be as provided in the Bylaws, or as determined from time to time by the Board of Directors or the president.

Section 5.4 Removal and Resignation of Officers. The Board of Directors may remove any officer chosen by the Board of Directors at any time, with or without cause or notice. Subordinate officers appointed by persons other than the Board under section 5.3 of this Article may be removed at any time, with or without cause or notice, by the Board of Directors or by the officer by whom appointed. Officers may be employed for a specified term under a contract of employment if authorized by the Board of Directors; such officers may be removed from office at any time under this section, and shall have no claim against the Corporation or individual officers or Board members because of the removal except any right to monetary compensation to which the officer may be entitled under the contract of employment. Any officer may resign at any time by giving written notice to the corporation. Resignations shall take effect on the date of receipt of the notice, unless a later time is specified in the notice. Unless otherwise specified in the notice, acceptance of the resignation is not necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation to monetary damages under any contract of employment to which the officer is a party.



Section 5.5 Vacancies in Offices. A vacancy in any office resulting from an officer's death, resignation, removal, disqualification, or from any other cause, shall be filled in the manner prescribed by these Bylaws for regular election or appointment to that office.

Section 5.6 Chair of the Board. The president shall serve as the chair of the Board and the president-elect shall serve as the vice-chair. In the absence of the president and president-elect, the Board of Directors may elect a chair. The chair of the Board shall in addition be the chief executive officer of the Corporation, and shall have the powers and duties as set forth in section 5.7 of this Article.

Section 5.7 President. Except to the extent that the Bylaws or the Board of Directors assign specific powers and duties to the chair of the Board (if any), the president shall be the Corporation's general manager and chief executive officer and, subject to the control of the Board of Directors, shall have general supervision, direction and control over the Corporation's business and its officers. The managerial powers and duties of the president shall include, but not be limited to, all the general powers and duties of management usually vested in the office of president of a corporation, and the president shall have other powers and duties as prescribed by the Board of Directors or the Bylaws. The president shall preside at all meetings of the members and, in the absence of the chair of the Board or if there is no chair of the Board, shall also preside at meetings of the Board of Directors.

Section 5.8 Vice President. The president-elect shall generally serve as vice president. In the absence or disability of the president, the president's duties and responsibilities shall be carried out by the president-elect. When so acting, the president-elect shall have all the powers of and be subject to all the restrictions on the president.

Section 9. The Secretary.

- a) Minutes: The secretary shall keep, or cause to be kept, minutes of all the members' meetings and of all Board meetings. If the secretary is unable to be present, the secretary or the presiding officer of the meeting shall designate another person to take the minutes of the meeting. The secretary shall keep, or cause to be kept, at the principal executive office or such other place as designated by the Board of Directors, a book of minutes of all meetings and actions of the members, of the Board of Directors, and of committees of the Board. The minutes of each meeting shall state the time and place the meeting

was held; whether it was regular or special; if special, how it was called or authorized; the names of directors present at Board or committee meetings; the number of members entitled to vote present or represented at members' meetings; an accurate account of the proceedings; and when it was adjourned.

- b) Record of Members: the secretary shall keep, or cause to be kept, at the principal executive office, a record or duplicate record of members. This record shall show the names of all members and their addresses, the class of membership held by each, the number and date of membership certificates, if any, issued to each member, and the number and date of cancellation of any certificates surrendered for cancellation.
- c) Notice of Meetings: the secretary shall give notice, or cause notice to be given, of all members' meetings, Board meetings, and meetings of committees of the Board for which notice is required by statute or by the Bylaws. If the secretary or other person authorized by the secretary to give notice fails to act, any other officer of the Corporation may give notice of any meeting.
- d) Other Duties: the secretary shall keep, or cause to be kept, the seal of the Corporation, if any, in safe custody. The secretary shall have such other powers and perform other duties as prescribed by the Board of Directors or by the Bylaws.

Section 5.10 Treasurer/Chief Financial Officer. The treasurer/chief financial officer shall keep, or cause to be kept, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and shares. The books of account shall at all reasonable times be open to inspection by any director. The treasurer shall (1) deposit corporate funds and other valuables in the Corporation's name and to its credit with depositories designated by the Board of Directors; (2) make disbursements of corporate funds as authorized by the Board; (3) render a statement of the Corporation's financial condition and an account of all transactions conducted as chief financial officer whenever requested by the president or the Board of Directors; and (4) have other powers and perform other duties as prescribed by the Board of Directors or the Bylaws. The chief financial officer shall be deemed to be the treasurer for purposes of giving reports or executing any certificates or other documents.

## ARTICLE VI

### INDEMNIFICATION OF DIRECTORS, OFFICERS,

EMPLOYEES, AND OTHER AGENTS;  
LIMITATION OF LIABILITY

Section 6.1 Indemnification. The Corporation shall, to the maximum extent permitted by the California General Corporation Law, have power to indemnify each of its agents against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of the Corporation, and shall have power to advance to each such agent expenses incurred in defending any such proceeding to the maximum extent permitted by that law. For purposes of this Article, an “agent” of the Corporation includes any person who is or was a director, officer, employee, or other agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee, or agent of a corporation which was a predecessor corporation of the Corporation or of another enterprise serving at the request of such predecessor corporation.

Section 6.2 Directors’ Actions. Except as otherwise set forth in the Corporations Code, a person who performs the duties of a director in accordance with the law shall have no liability based upon any alleged failure to discharge the person’s obligations as director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which the Corporation, or assets held by it, is dedicated.

Section 6.3 No Liability to Third Parties. Except as otherwise set forth in the Corporations Code, there shall be no personal liability to a third party for monetary damages on the part of a volunteer director or volunteer executive officer caused by his or her negligent act or omission in the performance of his or her duties as a director or officer so long as such person acted in compliance with Corporations Code section 5239(a) and the Corporation has complied with its obligations under section 8.3 of these Bylaws.

ARTICLE VII

RECORDS AND REPORTS

Section 7.1 Maintenance of Membership Record and Inspection by Members. The Corporation shall keep at its principal executive office a record of the names and addresses of all members and class of membership held by each member. A member or members of the Corporation entitled to vote shall have the right to inspect and copy the record of members’ names and addresses and

classes of membership during regular business hours, on five (5) days' prior written demand on the Corporation.

Section 7.2. Maintenance and Inspection of Bylaws. The Corporation shall keep at its principal executive office, or if its principal executive office is not within the State of California, at its principal business office in this state, the original or a copy of the Bylaws as amended to date, which shall be open to inspection by the members at all reasonable times during office hours. If the principal executive office of the Corporation is outside of the State of California and the Corporation has no principal business office in this state, the secretary shall, on the written request of any member, furnish to that member a copy of the Bylaws as amended to date.

Section 7.3 Maintenance and Inspection of Minutes and Accounting Records. The minutes of proceedings of the members, Board of Directors, and committees of the Board, and the accounting books and records, shall be kept at the principal executive office of the Corporation, or at such other place or places as designated by the Board of Directors. The minutes shall be kept in written form, and the accounting books and records shall be kept either in written form or in a form capable of being converted into written form. The minutes and accounting books and records shall be open to inspection on the written demand of any member at any reasonable time during usual business hours, for a purpose reasonably related to the member's interests. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts. These rights of inspection shall extend to the records of each subsidiary of the Corporation.

Section 7.4 Inspection by Directors. Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations. This inspection by a director may be made in person or by an agent or attorney and the right of inspection includes the right to copy and make extracts of documents.

Section 7.5 Annual Report to Members. The Board shall cause an annual report to be sent to the members and directors within 120 days of the end of the Corporation's fiscal year. That report shall contain the following information, in appropriate detail:

- a) The assets and liabilities, including the trust funds, if any, of the Corporation as of the end of the fiscal year;
- b) The principal changes in assets and liabilities, including trust funds;

- c) The Corporation's revenue or receipts, both unrestricted and restricted to a particular purposes;
- d) The Corporation's expenses or disbursements for both general and restricted purposes;
- e) Any information required by any other section of these Bylaws or by any resolution of the Board; and
- f) An independent accountant's report or, if none, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the Corporation's books and records.

Section 7.6 Financial Statements. The Corporation shall keep a copy of each annual financial statement, quarterly or other periodic income statement, and accompanying balance sheets prepared by the Corporation on file in the Corporation's principal executive office for 12 months; these documents shall be exhibited at all reasonable times, or copies provided, to any member on demand. Quarterly income statements and balance sheets referred to in this section shall be accompanied by the report, if any, of independent accountants engaged by the Corporation or the certificate of an authorized corporate officer stating that the financial statements were prepared without audit from the Corporation's books and records.

Section 7.7 Annual Statement of General Information.

- a) Every year, during the calendar month in which the original Articles of Incorporation were filed with the California Secretary of State, or during the preceding five (5) calendar months, the Corporation shall file a statement with the Secretary of State on the prescribed form, setting forth the authorized number of directors; the names and complete business or residence addresses of all incumbent directors; the names and complete business or residence addresses of the chief executive officer, the secretary, and the chief financial officer; the street address of the Corporation's principal executive office in this state; a statement of the general type of business constituting the principal business activity of the Corporation; and a designation of the agent of the Corporation for the purpose of service of process, all in compliance with the California Corporations Code.
- b) Notwithstanding the provisions of subsection a) of this section, if there has been no change in the information in the Corporation's last annual statement on file in the Secretary of State's office, the Corporation may, in lieu of filing the annual statement described in subsection a) of this section, advise the Secretary of State, on the appropriate form, that no

changes in the required information have occurred during the applicable period.

## ARTICLE VIII

### GENERAL CORPORATE MATTERS

Section 8.1 Authorized Signatories for Checks. All checks, drafts, other orders for payment of money, notes, or other evidences of indebtedness issued in the name of or payable to the Corporation shall be signed or endorsed by such person or persons and in such manner authorized from time to time by resolution of the Board of Directors.

Section 8.2 Executing Corporate Contracts and Instruments. Except as otherwise provided in the Articles of Incorporation or in these Bylaws, the Board of Directors by resolution may authorize any officer, officers, agent, or agents to enter into any contract or to execute any instrument in the name of and on behalf of the Corporation. This authority may be general or it may be confined to one or more specific matters. No officer, agent, employee, or other person purporting to act on behalf of the Corporation shall have any power or authority to bind the Corporation in any way, to pledge the Corporation's credit, or to render the Corporation liable for any purpose or in any amount, unless that person was acting with the authority duly granted by the Board of Directors as provided in these Bylaws, or unless an unauthorized act was later ratified by the Corporation.

Section 8.3 General Liability Insurance. In compliance with the Corporations Code, the Board or its agent shall obtain a general liability insurance policy or a director's and officer's insurance liability policy in the name of the Corporation or it shall make all reasonable efforts in good faith to obtain available liability insurance. At minimum, the Board or its agent shall make at least one (1) inquiry per year to purchase a general liability insurance with coverage of at least \$500,000.00, unless otherwise required by applicable law.

Section 8.4 Membership Certificates. In the event the Board of Directors authorizes and adopts a Membership Certificate for members of the Corporation, a certificate representing membership in the Corporation shall be issued to each member when such membership is fully paid. All certificates shall certify the class of membership represented by the certificate. All certificates shall be signed in the name of the Corporation by the president and either the treasurer or the secretary.

Section 8.5 Lost Certificates. Except as provided in this section, no new membership certificates shall be issued to replace old certificates unless the old certificate is surrendered to the Corporation for cancellation at the same time. The Board of Directors may, in the case of certificates that have been lost, stolen, or destroyed, authorize the issuance of replacement certificates on terms and conditions as required by the Board.

Section 8.6 Rules of Procedure. Except as otherwise set forth in these Bylaws, all meetings of the members, the Board of Directors or any committees, shall be conducted using the latest edition of Robert's Rules of Order as a guide with respect to parliamentary procedures.

Section 8.7 Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Corporations Code shall govern the construction of these Bylaws. Without limiting the generality of this provision, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a corporation and a natural person.

## ARTICLE IX

### AMENDMENTS

Section 9.1 Amendment by the Members. Except as otherwise required by law or by the Articles of Incorporation, these Bylaws may be amended or repealed, and/or new Bylaws may be adopted, by the vote or written consent of a majority of the members entitled to vote.

Section 9.2 Amendment by the Directors. Except as otherwise required by law or by the Articles of Incorporation or insofar as such action would not materially and adversely affect the voting or transfer rights of the membership set forth in these Bylaws, these Bylaws may be amended or repealed, and/or new Bylaws may be adopted, by the vote or written consent of the Board of Directors.



CERTIFICATE OF SECRETARY

I, James Andrews, do hereby certify:

1. That I am the duly elected and acting Secretary of Emergency Medical Services Medical Directors' Association of California, Inc., a California nonprofit public benefit corporation ("EMDAC, Inc."); and
2. That the foregoing Bylaws of twenty-three (23) pages constitute the Bylaws of EMDAC, Inc. as duly adopted at a meeting of the Board of Directors thereof duly held on June 11, 1999.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal, if any, of EMDAC, Inc. on this 11<sup>th</sup> day of June, 1999.

\_\_\_\_\_  
James Andrews