

AEMS Bylaws

Board Adopted: June 1998

Updated: December 21, 2005

Amended and Restated
Bylaws
of
Arizona Emergency Medical Systems, Inc.

(As adopted the 4th day of January 1977 and
as amended the 22nd day of June 1977 and
as amended the 25th day of January 1979 and
as amended the 23rd day of September 1981 and
as amended the 15th day of January 1986 and
as amended the 30th day of April 1986 and
as amended the 10th day of December 1986 and
as amended the 14th day of August 1996 and
as amended the 17th day of June 1998 and
as amended the 16th day of December 1998 and
as amended the 21st day of April 1999 and
as amended the 20th day of October 1999
as amended the 20th day of December 2000
as amended the 21st day of August 2002
as amended the 21st day of December 2005
as amended the 18th day of February 2009

Article I
Establishment, Offices and Corporate Seal

- Section 1. Arizona Emergency Medical Systems, Inc., an Arizona Corporation, is hereby established.
- Section 2. Principal Office. The principal office of The Corporation shall be in Maricopa County, Arizona.
- Section 3. Other Offices. The Corporation may also maintain offices at such other place or places, either within or without the State of Arizona, as may be designated from time to time by The Board of Governors, (defined in Article II) where the business of The Corporation may be transacted with the same effect as if the business were transacted at the principal office.
- Section 4. Corporate Seal. A corporate seal shall not be requisite to the validity of any instrument executed by or on behalf of this Corporation, but, nevertheless, the Corporate seal shall be a circle having on the circumference thereof "Arizona Emergency Medical Systems, Inc." and in the center "Incorporated 1974, Arizona".

Article II
Board of Governors

Section 1. Membership. A Board of Governors for The Corporation is hereby established. The Membership of the Board of Governors shall include, but may not be limited to, those individuals defined in Subsections 1.A. - 1.T. The voting membership of the AEMS Board of Governors shall include only those individuals defined in Subsections 1.B - 1.O. The non-voting, ex-officio membership of the AEMS Board of Governors are those individuals defined in Subsections 1.P - 1.T

- A. The Chairman of The Board of Governors. (Article III, Section 9, Subsection A.)
- B. The Officers of the Corporation as defined in Article III, Section 1, Subsections B. - D.
- C. [At least]¹ three Representatives from Public Employer of Emergency Medical Technicians (EMTs).¹
 - 1. One from each municipality with a population of greater than 500,000 people.
 - 2. One from a municipality with a population of between 50,000 and 500,000 people.
 - 3. One from a municipality with a population of less than 50,000.
- D. One Representative recommended by The Arizona Ambulance Association, representing a private-sector employer of EMTs.
- E. One Representative recommended by The Arizona Fire District Association.
- F. Two EMTs, serving their employers in a predominately non-administrative capacity.
 - 1. One EMT-P (Paramedic).
 - 2. One EMT-Basic (EMT-B).
- G. Three Physicians active in the Practice of Emergency Medicine.
 - 1. One practicing at a Trauma Center² Hospital Emergency Department (ED).²
 - 2. One practicing at a non-Trauma Center Hospital (ED).³
 - 3. One Physician recommended by a Professional Association of Emergency Physicians.
- H. One Physician, active in the Practice of Trauma Surgery, recommended by a professional association of trauma surgeons.
- I. Three Nurses, acting as Prehospital Care Managers, for their Hospital employer.
 - 1. One representing a Trauma Center Hospital.²
 - 2. Two representing non-Trauma Center Hospitals.³
- J. One Nurse, active in emergency medical services, recommended by a professional association of emergency nurses.
- K. Three Representatives of the Administrations of Hospitals
 - 1. One from a Trauma Center² Hospital.
 - 2. Two from Non-Trauma Center³ Hospitals.

- L. All Functional Group Chairs
- M. One Individual, a citizen of the AEMS Region, not eligible under the guidelines of Subsections 1.A. - 1.O.
- N. The immediate Past Chairman of the Board of Governors. (Article II, Section 7.)
- O. One Representative from a rural EMS provider agency.
- P. The Executive Director of The Corporation.
- Q. One Individual who holds an Office in the State of Arizona, bestowed upon that Individual as the result of an election.
- R. One Representative from an EMT training program.
- S. One Representative recommended by the Arizona Hospital and Healthcare Organization.
- T. Other past Chairmen of the Board of Governors may serve on The Board, if available. They shall be, in all cases, ex-officio members, unless they are members of The Board under Article II, Section 1., Subsections A. - O.

Section 2. Voting Privileges. All members of The Board of Governors under Article II, Section 1, Subsections B. - O. shall have the choice to vote on all action items brought before The Board. Members under Article II, Section 1., Subsections P. - T. shall not have the choice to vote.

Section 2.1 Exception. In the event of a tie vote, The Chairman of The Board of Governors may cast the deciding vote. Should The Chairman of The Board be absent or abstain in this instance, the action item shall fail.

Section 2.2 Voting via Proxy. Any member of The Board of Governors who ordinarily has the choice to vote on action items may vote via proxy. The member who intends to vote via proxy shall make this desire known, in writing, to The Chairman of The Board or to the Executive Director prior to that formal meeting of The Board during which a vote via proxy is contemplated. Votes via proxy shall be in writing and limited to one or more action items as publicized in an agenda for a formal meeting of The Board. In all instances of voting via proxy, the member utilizing a proxy and the result of the vote via proxy shall be announced after the voting members present have cast their votes. In all cases of voting via proxy, the proxy shall be a member of The Board as defined in Section 1, Subsection B. - O. of this Article. In the event a motion is tabled a contemplated vote via proxy shall have no carry-over effect to subsequent meetings of the Board.

Section 3. Terms of Service. A member, once established on The Board, shall serve a term of three consecutive years, unless the term is shortened by the death of, the resignation of (Article II, Section 4.), or the removal of (Article II, Section 5.) the member of The Board.

- Section 3.1 Term Defined. A term for a member of The Board of Governors shall be defined as beginning with the commencement of the first formal meeting of The Board in the calendar year during which the member is elected to The Board. A term shall end for that member with the commencement of the first formal meeting of The Board three years hence.
- Section 3.2 Term Limits. A member of The Board of Governors, once established on The Board, may serve additional terms if so elected.
- Section 3.3 Appointment and reappointment of any member to The Board of Governors shall be by, at the minimum, a simple majority vote held during a formal meeting of The Board.
- Section 4. Resignations. Any member of The Board of Governors may resign at any time by giving written notice of such resignation to The Chairman of The Board or to The Executive Director.
- Section 5 Removal of Members of The Board of Governors.
- Section 5.1 When any member of The Board of Governors has not attended two consecutive regularly scheduled meetings of The Board, or no longer meets the qualifications of the position, The Chairman of The Board or the Executive Director shall inquire of the member by letter, first class mail, postage prepaid, as to the desire of the member to continue to serve on The Board; or, in the event of a loss of the qualifications to occupy the position, the qualifications of the individual to occupy the position. The member of The Board in question shall respond within thirty days, in writing, the Executive Director. Said response shall be examined by The Board during an Executive Session (Article V, Section 11.1) of the next formal meeting of The Board to determine whether or not a vacancy has occurred on The Board. In the absence of a response The Board shall, within thirty days after the lack of response, determine during an Executive Session of a formal meeting of The Board whether or not a vacancy has occurred on The Board. A majority vote of The Board, during a formal meeting of The Board, shall be required to declare a vacancy on The Board with or without a response.
- Section 5.2 It is hereby acknowledged that from time to time the conduct of an individual member of The Board of Governors may be so detrimental or divisive to The Corporation that removal may be indicated. Said detrimental or divisive conduct, on the part of a member of The Board in question, shall be discussed during an Executive Session of The Board or The Executive Committee (Article V, Section 6.). Thereafter, a letter of concern via first class mail, postage prepaid, shall be issued to the member in question as a result of a majority vote of The Board, during a formal meeting of The Board. The member of The Board in question shall respond to the letter of concern within thirty days, in writing, to The Chairman of The Board or to the Executive Director. Said response shall be examined by The Board during an Executive Session of the next formal meeting of The Board to determine whether removal of the member is indicated.

In the absence of a response or responses, The Board shall, within thirty days after the lack of response, determine during an Executive Session of a formal meeting of The Board whether or not removal of the member is indicated. A two-thirds majority vote of The Board, during a formal meeting of The Board, shall be required to declare a removal and vacancy on The Board with or without a response

- Section 6. Vacancies on The Board of Governors. Vacancies on The Board may occur as a result of the death of, the resignation of, the removal of, or the expiration of the term of a member.
- Section 6.1 It shall be the responsibility of The Board of Governors to consider a candidate, or one of a slate of candidates, to fill a foreseen vacancy in The Board no later than two regularly scheduled formal meetings prior to the occurrence of the vacancy.
- Section 7. Immediate Past Chairman of The Board of Governor. An individual is considered an Immediate Past Chairman of The Board for one, three-year term after the successor of that individual assumes the office the Chairman of The Board.
- Section 8. Ex-Officio Members. In addition to member categories described in Article II, Section 1., Subsections Q. - T., The Board of Governors may appoint specific individuals or representatives of specific organizations to serve as ex-officio members of The Board. Ex-officio members shall not have the right to vote, but shall have the right to receive notice of, and the right to participate at, meetings of The Board. The terms of service and conditions of membership of each ex-officio member shall be set by The Board at the time of appointment.
- Section 9. Powers and Duties. It shall be the duty of The Board of Governors to control and manage the business and property of The Corporation. The Board shall appoint The Officers of The Corporation who shall serve under written or oral contract at the pleasure of The Board. The Board shall have the power to enter into written contracts with Officers for reasonable terms which may extend beyond their own terms of office. Generally, and without limitation, The Board shall operate the business of The Corporation in a prudent and careful manner and in the best interests of The Corporation. The authority of The Board shall include the power to fill vacancies and new positions on The Board, but only in the manner described in Article II, Section 6.
- Section 10. Regular Meetings. The Board of Governors shall regularly meet at a date, time, and place convenient to and designated by the majority of the members of The Board, but not less than quarterly. Notice of meetings shall be posted at the Office or Offices of The Corporation or electronically available to the public.

- Section 11. Special Meetings. Special meetings of The Board of Governors may be held at any time and at any place within or without the State of Arizona, upon seven days notice, written or oral, by The Chairman of The Board, The Executive Director, or by three or more members of the Executive Committee. A member of The Board, either before or after a meeting of The Board, may waive, in writing, notice of the meeting, and his waiver shall be deemed the equivalent of giving notice. Attendance at a special meeting of The Board by a member entitled to notice shall constitute a waiver of notice of the special meeting unless the member attends for the express purpose of objecting to the transaction of business at such meeting on the grounds that the meeting was not lawfully called or convened.
- Section 12. Quorum. A simple majority of the active voting membership of The Board of Governors shall constitute a quorum. A meeting of The Board shall not be considered to be formal, nor will the meeting be allowed to convene, without a quorum in attendance.
- Section 13. Adjournments. Any meeting of The Board of Governors may be adjourned. Any adjourned meeting may be reconvened, if a quorum of The Board is still present, and as a result of a majority vote to reconvene.
- Section 14. Arizona Open Meeting Laws. Meetings of The Board of Governors shall at all times be in compliance with the requirements of Arizona Open Meeting Laws.

Article III Offices and Officers

- Section 1. Designation of Titles. The titles of The Offices of The Corporation shall include, but may not be restricted to:
- A. The Chairman of The Board of Governors
 - B. Vice-Chairman of The Board of Governors
 - C. Secretary
 - D. Treasurer
- Other Offices may, from time to time, be formulated by The Board of Governors to enhance the conduct of the Business of The Corporation. Any two or more Offices may be held by the same person.
- Section 1.1 Exception. The Offices of The Chairman of The Board of Governors and Treasurer may not be held by the same person.
- Section 2. Selection. The Board of Governors shall appoint the Officers described in the preceding Section. The Officer thus appointed shall thereafter serve at the pleasure of The Board until the event of death, the term of the Officer expires, the Officer resigns (Article III, Section 6.), or the Officer is removed by the Board (Article III, Section 7.).

- Section 3. Eligibility. The Chairman of The Board of Governors and the Vice-Chairman of The Board shall be appointed from the membership of The Board. The Secretary and Treasurer may be selected from the citizenry of Arizona outside of The Board. If selected from the citizenry of Arizona outside of The Board, once elected, the Secretary and/or Treasurer become voting members of The Board of Governors.
- Section 4. Terms of Service. Officers of The Corporation, once established in office by The Board of Governors, shall serve in their offices for a term of three consecutive years, unless the term is shortened by the death of, the resignation of, or the removal of, the Officer.
- Section 4.1 Term Defined. A term, for an Officer, shall be defined as beginning with the commencement of the first formal meeting of The Board of Governors in the calendar year during which the individual is established as an Officer of The Corporation. A term shall end for that Officer with the commencement of the first formal meeting of The Board three years hence.
- Section 4.2 Term Limits. An officer of The Corporation, once established as an Officer, may serve at a maximum two consecutive terms. Reappointment to a second term shall only occur with the approval of The Board of Governors, as a result of a majority vote of The Board during a formal meeting of The Board.
- Section 4.2.1 Exception. The Treasurer may serve more than two consecutive terms. This shall be contingent upon majority vote approval of The Executive Committee and subsequently The Board of Governors, during formal meetings of these bodies.
- Section 5. Appointment. Appointment of Officers shall proceed in a fashion analogous to that described in Article II, Section 6.1.
- Section 6. Resignations of Officers of The Corporation. Any Officer of The Corporation may resign at any time by giving written notice of such resignation to The Chairman of The Board of Governors or to the Executive Director.
- Section 7. Removal of Officers of The Corporation. Removal of any Officer of The Corporation may take place. The procedures described in Article II, Section 5., shall be the only methods available to remove an Officer of The Corporation.
- Section 8. Vacancies in The Offices of The Corporation. A vacancy in any Office because of death, resignation, removal or otherwise shall be filled by an appointment of The Board of Governors. Any vacancy in an Office of The Corporation shall be filled using procedures analogous to those described in Article II, Section 6.
- Section 8.1 Exceptions.
- Section 8.1.1 In the event of a sudden vacancy in the Office of The Chairman of The Board, The Vice-Chairman of the Board shall immediately assume the Office of The Chairman of The Board.

- Section 8.1.2 In the event the Office of The Vice-Chairman of The Board of Governors is vacant and there occurs a sudden vacancy in the Office of The Chairman of The Board, the Executive Director shall immediately assume the duties, powers, and privileges normally accorded The Chairman of The Board.
- Section 8.2 In the event The Vice-Chairman of The Board of Governors, due to a sudden vacancy in the Office of The Chairman of The Board, ascends to the Office of The Chairman of The Board, the first term in Office of The Chairman of The Board newly seated shall end with the commencement of the first formal meeting of The Board three years hence.
- Section 9. The Chairman of The Board of Governors. The Chairman of the Board of Governors shall preside at all meetings of The Board. The Chairman of The Board shall have all powers consistent with The Office and as may be prescribed by The Board. The Chairman of The Board shall be the chief spokesperson of The Corporation and shall represent The Corporation before all public and/or private agencies and the legislature, and shall do so consistent with the policy of The Board.
- Section 10. The Vice-Chairman of The Board of Governors. The Vice-Chairman of The Board of Governors shall perform such duties as may be assigned. The Vice-Chairman of The Board shall have all the powers and perform all the duties of The Chairman of The Board in the absence of The Chairman of The Board, or in the case of a temporary inability of The Chairman of The Board to act, unless otherwise restricted by The Board.
- Section 11. The Secretary. The Secretary shall ensure that the minutes of all meetings of the members of The Board of Governors, and of any Functional Groups, Special Functional Groups, and Task Forces of The Board are kept. The Secretary shall be the custodian of the Corporate Seal, and may affix it to all proper instruments when authorized to do so by The Board. The Secretary shall give, or cause to be given, required notice of all meetings of The Board. The Secretary shall have control of all books and records of The Corporation, except the books of account. The Secretary shall perform all duties incident to the office of the secretary of a corporation and such other duties as may be assigned.
- Section 12. The Treasurer. The Treasurer shall be the Chief Financial Officer of The Corporation. The Treasurer shall have general custody of the funds and securities of The Corporation, except such as may be required by law to be deposited with state officials. The Treasurer shall see to the deposit of the funds of The Corporation in such bank or banks as The Board of Governors may designate. Regular books of account shall be kept under the direction and supervision of The Treasurer, and The Treasurer shall render budget reports and financial statements to The Board at the proper time. The Treasurer shall have the responsibility for the preparation and filing of such budget reports, financial statements, and tax returns as may be required, and the premium thereof shall be paid by The Corporation as an operating expense.

Section 12.1 Fiscal Year. It is hereby acknowledged that the Treasurer shall formulate the budget reports, financial statements, and tax returns for The Corporation on a fiscal year basis. A fiscal year shall be defined as any continuous, uninterrupted twelve-month period and shall commence with the first day of the first month of that period, and shall terminate with the passage of the final day of the twelfth month of that period. The commencement date for a fiscal year shall be adopted as a result of a majority vote held during a formal meeting of The Board of Governors or The Executive Committee.

Section 13. Delegation of Duties. Whenever an Officer is absent or whenever, for any reason, The Board of Governors may deem it desirable, The Board may delegate the powers and duties of an Officer to any other Officer or Officers or to any member or members of The Board.

Section 14. Limitation and Authority. No Officer, agent or employee of The Corporation shall have the authority to borrow money on behalf of The Corporation or to lend funds of The Corporation or enter in contracts in excess of \$2,500 without the approval of The Board of Governors.

Article IV Executive Director

The Board of Governors shall appoint and employ an Executive Director who shall be The Chief Executive Officer of The Corporation. The Executive Director shall plan, administer, direct and coordinate the affairs of The Corporation. The Executive Director shall monitor the actions of The Corporation in accordance with the policies and objectives established by The Board. The Executive Director shall ensure that The Corporation carries out predetermined plans and projects. The Executive Director shall be responsible for the employment of all personnel and consultants under guidelines set forth in the personnel policies of the Corporation. The Executive Director shall, in collaboration with the Chairman of the Board of Governors, sign all deeds and conveyances, all contracts and agreements, and all other instruments requiring execution on behalf of the corporation. The Executive Director shall annually prepare and present budget reports of The Corporation in collaboration with The Treasurer, and the workplan of The Corporation in collaboration with The Chairman of The Board. The Executive Director shall be responsible for carrying out the daily activities of The Corporation. The Executive Director, at the request of The Chairman of The Board, may act as the chief spokesperson of The Corporation, and represent The Corporation before all public and/or private agencies and the legislature, and do so in a fashion consistent with the policy of The Board.

Article V Functional Groups of The Corporation

Section 1. Functional Group(s). A Group of interested individuals shall be empowered by The Board of Governors to continually assess, modify, and facilitate activities in the areas of, but not limited to, Planning and Outreach, Patient Management, and Trauma.

- Section 2. Functional Group Rules and Regulations. A Functional Group of The Corporation shall determine its own rules for membership and conduct, subject to approval by The Board of Governors. The rules for membership and conduct shall not be in conflict with any bylaws The Board has adopted, and shall be filed together with the statement of the duties of the Functional Group with the Secretary of The Corporation.
- Section 2.1 A Functional Group of The Corporation shall select at least, but not limited to, two Co-Chairs from amongst its membership.
- Section 2.2 —A Functional Group of The Corporation shall define its membership so as to include a voting member of The Board of Governors. This member shall be charged with representing the consensus of the Functional Group at all formal meetings of The Board and during all votes that may take place during formal meetings of the Board.
- Section 2.3 The voting membership role of a Functional Group shall be comprised of at least five individuals.
- Section 2.4 A Functional Group of The Corporation shall redefine its voting membership role effective with the first formal meeting of the Functional Group during a calendar year. Once redefined, the voting membership shall remain static until the first formal meeting of the Functional Group the following year, unless it is necessary to name new voting members so as to bring the total number of voting members to five.
- Section 2.5 A Functional Group of The Corporation shall have a provision within rules of conduct enabling the formation of Task Forces or Standing Subcommittees. A task force thus formed may be comprised of members representing the Functional Group of the Corporation. Within these same rules of conduct shall be clauses that govern the duration of, and the extension of the existence of, a task force.
- Section 2.6 A Functional Group may, before any formal meeting of The Board of Governors, request that an item of business be placed on a published meeting agenda as an Action Item. If said meeting is officially convened with a quorum in attendance, action may, at the pleasure of The Board, be taken immediately. In the event action is not taken on said item of business immediately, the Action Item shall become policy at the adjournment of the next regularly scheduled, and officially convened, formal meeting of The Board, unless there is a majority vote to disapprove the Action Item.

Section 2.7 An Action Item originally proposed by a Functional Group, that is tabled during any formal meeting of The Board of Governors, may be reviewed by the Functional Group or Task Force of The Corporation prior to the next formal meeting of The Board. Proposed amendments to the Action Item, from any such Body, shall be included in the published agenda for the next regularly scheduled formal meeting of The Board. At the pleasure of The Board, any such amendment may modify the original Action Item. The Action Item, or the Action Item thus modified, shall become policy at the adjournment of the next officially convened formal meeting of The Board, unless there is a majority vote to disapprove the Action Item thus modified.

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Section 7. Executive Committee. An Executive Committee is hereby established. The membership of The Executive Committee shall consist of the following:

- A. The Chairman of The Board of Governors
- B. The Vice-Chairman of The Board
- C. The Treasurer
- D. The Secretary
- E. Functional Group(s) Co-Chairs
- F. Immediate Past-Chairman of The Board (unless the position is vacant)
- G. The Executive Director

Section 7.1 Duties. The Executive Committee is empowered to act on behalf of The Board of Governors on any or all matters arising between formal meetings of The Board. All actions of The Executive Committee are subject to review and ratification by the Board at the next regularly scheduled meeting of The Board. The Executive committee, semiannually, shall review the performance of The Executive Director. After the conclusion of the review process, The Executive Committee shall present its findings to The Board at the next regularly scheduled meeting of The Board.

Section 7.2 Voting Privileges. All Executive Committee members under Article V, Sections 6.A.-6.E., shall have the choice to vote on all action items brought before The Executive Committee. Members under Article V, Sections 6.F and 6.G. shall not have the choice to vote.

Section 7.2.1 Exceptions.

Section 7.2.1.1 In the event of a tie vote, an Immediate Past-Chairman of The Board of Governors may cast the deciding vote.

Section 7.2.1.2 In the event of a tie vote, and the absence or abstention of an Immediate Past-Chairman of The Board of Governors, the action item shall fail.

- Section 7.2.1.3 In the event of an election is called to determine whether the Treasurer of The Corporation may serve more than two terms, the Treasurer shall not have the choice to vote.
- Section 7.3 Presiding Committee Member. The Chairman of The Board of Governors shall preside at all meetings of The Executive Committee.
- Section 7.3.1 Exception. In the event The Chairman of The Board of Governors is absent from a formal meeting of The Executive Committee, The Executive Director shall preside. In the event both The Chairman of The Board and The Executive Director are absent from a meeting of the Executive Committee, there shall be no official actions taken at the meeting.
- Section 7.4 Multiplicity of Roles. It is hereby acknowledged that a single person may fill more than one position on the Executive Committee, with limitations set forth in previous articles.
- Section 7.5 Resignations of Members of the Executive Committee. Any member of the Executive Committee may resign at any time by giving written notice of such resignation to The Chairman of the Board of Governors or to the Executive Director.
- Section 7.6 Removal of Members of the Executive Committee. When any member of the executive committee has not attended two consecutive, regularly scheduled meetings of The Executive Committee, The Chairman of The Board of Governors or The Executive Director, shall inquire of the member by letter, first class mail, postage prepaid, as to the desire of the member to serve on The Executive Committee. The Executive Committee member in question shall respond within thirty days, in writing, to The Chairman of The Board or to The Executive Director. Said response shall be examined by The Board of Governors during an Executive Session of the next formal meeting of The Board to determine whether or not a vacancy has occurred on The Executive Committee. In the absence of any response, The Board shall, within thirty days after the lack of response, determine during an Executive Session of a formal meeting of The Board whether or not a vacancy has occurred on The Executive Committee. A majority vote of The Board, during a formal meeting of The Board, shall be required to declare a vacancy on The Executive Committee, with or without a response.
- Section 7.7 Vacancies in The Executive Committee. Any vacancy in The Executive Committee shall be filled using procedures analogous to those described in Article II, Section 6.1. It shall be understood that the nominating Body of an individual member of The Executive Committee may differ from the nominating Body of another member of The Executive Committee.

- Section 8. Nominations and Elections Committee. A Nominations and Elections Committee is hereby established. The Nominations and Elections Committee shall be considered a Special Functional Group of The Corporation. The membership of the Nominations and Elections Committee shall consist of at least one member representing each of the Functional Groups (Article V, Sections 1. and 2.) and at least three members from The Board of Governors. The membership of the Nominations and Elections Committee shall at all times serve at the pleasure of The Board of Governors. The Nominations and Elections Committee shall make knowledge of its proceedings and actions to The Board at the next regularly scheduled meeting of The Board. The Nominations and Elections Committee may, at the direction of The Board, serve and report to other Functional Groups of The Corporation.
- Section 8.1 Terms of Service. A member of the Nominations and Elections Committee, once appointed, may serve a three-year term. A member may be reappointed but shall serve no more than two consecutive terms.
- Section 8.2 Duties. The nominations and Elections Committee shall be empowered by The Board of Governors to facilitate the turnover of personnel inherent and inevitable in The Corporation. Its duties shall include, but may not be limited to, the formulation of slates of appropriate candidates to fill any or all vacancies on The Board (Article II, Sections A.-O, Q.-T. of membership), or in the seats of any of The Offices of The Corporation, or in the position of Executive Director. The Board may, from time to time, empower the Nominations and Elections Committee to serve any other Functional Group, Special Functional Group or Task Force of The Corporation.
- Section 9. Other Special Functional Groups. The Board of Governors or The Chairman of The Board may, at any time, formulate other Special Functional Groups as The Board or The Chairman of The Board may deem advisable. The Board shall establish the duties of any Special Functional Group, shall establish a termination date for any Special Functional Group (which may be extended as the result of a majority vote of The Board), and shall appoint, and may remove, any of the members of a Special Functional Group.
- Section 9.1 Any Special Functional Group may, at any formal meeting of The Board of Governors, request that an item of business be placed on the meeting agenda as an Action Item. If said meeting is officially convened with a quorum in attendance action may, at the pleasure of The Board, be taken immediately. In the event action is not taken on said item of business immediately, the Action Item shall become policy at the adjournment of the next regularly scheduled, and officially convened, formal meeting of The Board, unless there is a majority vote to disapprove the Action Item.

- Section 9.2 An Action Item originally proposed by a Special Functional Group, that is tabled during any formal meeting of The Board of Governors, may be reviewed by any Functional Group, Special Functional Group, or Task Force of The Corporation prior to the next formal meeting of The Board. Proposed amendments to The Action Item, from any such Body, shall be included in the published agenda for the next regularly scheduled formal meeting of The Board. At the pleasure of The Board, any such amendment may modify the original Action Item. The Action Item, or the Action Item thus modified, shall become policy at the adjournment of the next officially convened formal meeting of The Board, unless there is a majority vote to disapprove the Action Item thus modified.
- Section 10. Task Forces of The Board of Governors. The Board of Governors or The Chairman of The Board may, at any time, formulate such special Task Forces of The Board as The Board or The Chairman of The Board may deem necessary. The Board shall establish the duties of any Task Force of The Board. The Board shall establish a termination date for any Task Force of The Board, not to exceed one calendar year from the formation date of that Task Force of The Board. The board, as a result of a majority vote during a formal meeting of The Board, may extend the termination date of any Task Force of The Board by a maximum of six months per vote to extend. The Board shall appoint, and may remove, the members of the Task Force of The Board.
- Section 10.1 It is hereby acknowledged that the membership of a Task Force of the Board of Governors shall consist of no fewer than three individuals, at least one of whom shall be designated as The Chairman of the Task Force of The Board at the first formal meeting of the Task Force of The Board. It is hereby also acknowledged that the membership of a Task Force of The Board shall represent at least two Functional Groups of The Corporation and The Board itself.
- Section 10.2 Any Task Force of The Board of Governors may, at any formal meeting of The Board, request that an item of business be placed on the meeting agenda as an Action Item. If said meeting is officially convened with a quorum in attendance action may, at the pleasure of The Board, be taken immediately. In the event action is not taken on said item of business immediately, the Action Item shall become policy at the adjournment of the next regularly scheduled, and officially convened, formal meeting of The Board, unless there is a majority vote to disapprove the Action Item.
- Section 10.3 An Action Item originally proposed by a Task Force of The Board of governors, that is tabled during any formal meeting of The Board, may be reviewed by any Functional Group, Special Functional Group, or Task Force of The Corporation prior to the next formal meeting of The Board. Proposed amendments to The Action Item, from any such Body, shall be included in the published agenda for the next regularly scheduled formal meeting of The Board. At the pleasure of The Board, any such amendment may modify the original Action Item. The Action Item, or the Action Item thus modified, shall become policy at the adjournment of the next officially convened formal meeting of The Board, unless there is a majority vote to disapprove the Action Item thus modified.

- Section 11. Records and Minutes of The Board of Governors, of Functional Groups, of Special Functional Groups, and of Task Forces. A record shall be kept of the proceedings, discussions, and actions of all the meetings of The Board of Governors, of The Functional Groups, of Special Functional Groups, and of the Task Forces of The Corporation. The minutes of the meetings of the Functional Groups, of Special Functional Groups, and Task Forces of The Corporation shall be preserved in the same manner as the minutes of the meetings of The Board and shall be filed with the Secretary of The Corporation. Summaries thereof shall be presented to The Board at its next formal meeting for the information of The Board. The minutes of all meetings of The Board, of all Functional Groups, of Special Functional Groups, and of all Task Forces shall be available to any member of The Board at any time.
- Section 12. General Public Attendance. All meetings of The Board of Governors, and of the Functional Groups, Special Functional Groups, and Task Forces of The Corporation shall be open to the general public.
- Section 12.1 Exception. Attendance at meetings of the aforementioned Bodies may, from time to time, be limited to persons who serve on those Bodies, in order to discuss matters involving legal affairs, personnel, confidential records, litigation, interstate matters, negotiation with employee organizations, or regarding real estate. When meetings are conducted in this fashion, they will be considered to be in Executive Session. Motions may be formulated during any Executive Session, but voting shall only take place during an open session of a formal meeting of The Body conducting the Executive Session.

Article VI

Indemnification of Members, Officers, Employees and Agents

The Corporation shall indemnify every member, Officer, employee, agent or other person for which The Corporation is authorized to extend indemnification, and said indemnification shall be limited as set forth in A.R.S. 10-1005.

Article VII

Rules and Regulations

- Section 1 Adoption of Rules and Regulations. The Board of Governors may, from time to time, make rules and regulations governing the manner in which The Corporation shall conduct business with its members. Such rules and regulations may only be adopted, repealed or amended as a result of at least a majority vote of The Board during any regularly scheduled or special meeting of The Board.
- Section 2 Notice of Rules and Regulations. All rules and regulations, and any amendments thereto, adopted by The Board of Governors shall be placed in writing and furnished to each member of The Board.

Article VIII
Repeal, Amendment or Substitution of Bylaws

These Bylaws may only be repealed or amended, or substituted Bylaws may only be adopted, as a result of at least a majority vote of The Board of Governors at any regularly scheduled or special meeting of The Board, after notice of any proposed change in these Bylaws has been furnished to each member of The Board at least seven days in advance of the meeting.

The Chairman of The Board of Governors

Attest:

The Secretary of The Corporation

FOOTNOTES

- 1 At the time of the ratification of these amended Bylaws, only one municipality, The City of Phoenix, had a population greater than 500,000 people.
- 2 It is acknowledged that in the future, the nomenclature ascribed to the most enhanced trauma care facilities may change. For the purposes of These Bylaws, "Trauma Center" shall refer to a facility providing this most enhanced trauma care, and categorized as such.
3. For the purposes of These Bylaws, "Non-Trauma Center" shall refer to a facility that does not represent itself as a "Trauma Center", and is not categorized as a "Trauma Center".