



## **BYLAWS OF THE WORLD ASSOCIATION FOR DISASTER AND EMERGENCY MEDICINE, INC.**

### **ARTICLE I - NAME**

**1.1** The name of this Corporation shall be THE WORLD ASSOCIATION FOR DISASTER & EMERGENCY MEDICINE, INC.

### **ARTICLE II - OFFICES**

**2.1** The principal office for the transaction of the business of the Corporation ("principal executive office") is located at 3330 University Avenue, Suite 130, Madison, WI 53705.

**2.2** 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 III - OBJECTIVES AND PURPOSES**

**3.1** The Corporation is a nonprofit public benefit Corporation and is organized under the non-profit Corporation Law of California ("California Non-profit Corporation Law") for public benefit purposes.

**3.2** The specific purposes of the Corporation shall include, without limitation, the global improvement of prehospital and emergency health care, public health, and disaster health preparedness:

- a. To disseminate scientific evidence and best practices in prehospital and emergency health care, public health, and disaster health and preparedness;
- b. To provide academic and evidence-based input into the development/review of relevant policies and educational programs.

### **ARTICLE IV - NON-PARTISAN ACTIVITIES**

**4.1** This Corporation has been formed under the California Non-profit Public Benefit Corporation Law for the public purposes described in Article III, and it shall be non-profit and nonpartisan. No substantial part of the activities of the Corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

**4.2** The Corporation shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in Article III.

### **ARTICLE V - DEDICATION OF ASSETS**

**5.1** The properties and assets of this non-profit Corporation are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall ever inure to the benefit of its Directors or Officers, or to the benefit of any private person or individual, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III.

**5.2** Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to an organization dedicated to charitable purposes, provided that the organization continues to be dedicated to the exempt purposes as specified in Internal Revenue Code Sec. 501(c)(3).

## **ARTICLE VI - MEMBERSHIP AND DUES**

**6.1** Any person eighteen years of age or older who has shown a consistent and continuing interest in the purposes of this Corporation shall be eligible to become a member of the Corporation as noted in Section 5056 of the California Non-profit Corporation Law.

**6.2** This Corporation shall have three classes of membership:

**6.2.1 Regular membership:** Regular members have the right to vote for the election of Directors and changes to the bylaws, attend the Biennial Business Meeting of the members, be elected to office, serve on committees, receive periodic mailings, and enjoy all rights and privileges of the Corporation.

**6.2.2 Honorary membership:** Any person who has contributed in an outstanding manner to the Corporation or to disaster and emergency medicine in general, shall be eligible for lifetime honorary membership upon nomination and approval of the Board of Directors. Honorary members enjoy all rights, privileges, and benefits of membership, except that they may not vote or hold office, and are not required to pay membership dues.

**6.2.3 Lifetime membership:** Any member, who has contributed in an outstanding manner to the Corporation, shall be eligible for Lifetime membership upon nomination and approval of the Board of Directors. Lifetime members enjoy all rights, privileges, and benefits of membership, except that they are not required to pay membership dues.

**6.3** Other classes of membership may be established upon approval of the regular members and the Board of Directors.

**6.4** Each regular member in good standing must pay, within the time and on the conditions set by the Board of Directors, annual dues. Annual dues shall be determined by the Board of Directors.

**6.5** The Board of Directors may authorize discounts in dues to members of groups who establish formal affiliation with this Corporation.

**6.6** The WADEM Office Administrator shall send written notice to any member failing to pay the annual subscription within six months from the date upon which payment was requested, and if no payment is received within thirty-five days of the notice, the membership of that individual shall be terminated, without further notice.

**6.7** No member may transfer for value a membership or any right arising from it. All rights of memberships cease on the member's death, or any other events giving rise to termination of membership.

**6.8** The membership of any regular member shall terminate upon occurrence of any of the following events:

- a. The death or resignation of the member;
- b. The failure of a member to renew his or her membership for the following year by paying annual dues within the time set forth in Section 6.6 of this article; or
- c. The determination by the Board of Directors that the member has failed in a material and serious degree to observe the rules of conduct of the Corporation, or has engaged in conduct materially and seriously prejudicial to the interests of the Corporation.

#### **ARTICLE VII - MEETINGS OF MEMBERS**

**7.1** Meetings of the membership shall be held at any place within or outside the State of California designated by the Board of Directors.

**7.2** The regular meeting of members shall be held not less often than every two years, as determined by the Board of Directors, pursuant to notice as provided for in Section 7.5 of this Article.

**7.3** All notices of regular meetings of members shall be sent or otherwise given in accordance with Section 7.5 of this Section of this Article, not less than sixty (60) nor more than one hundred twenty (120) days before the date of the meeting, and, in the case of special meetings of members, not less than twenty-one (21) nor more than ninety (90) days. 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 to be transacted, or (ii) in the case of the regular meeting, those matters which the Board of Directors, at the time of giving the notice, intends to present for action by the members. The notice shall also state the general nature of the proposal if action is proposed to be taken at any meeting for approval of any of the following:

- a. Removing a Director without cause;
- b. Filling vacancies on the Board of Directors by the members;
- c. Amending the articles of the Corporation;
- d. Voluntarily dissolving the Corporation.

Member action on such items is invalid unless the notice or written waiver of notice states the general nature of the proposal(s).

**7.4** A special meeting of the members may be called at any time by the Board of Directors, or by five percent (5%) or more of the regular members. If a special meeting is called by members, the request shall be submitted by such members in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered personally, or electronically, or sent by registered mail or by telegraphic or other facsimile transmission to the Secretary of the Corporation and the Corporation office. Upon receiving the request the Secretary shall cause notice to be given within twenty (20) days to all members entitled to vote, in accordance with the provisions of Section 7.5 of this Article, that a meeting will be held, and the date of such meeting, which date shall be not less than thirty-five (35) nor more than ninety (90) days following the receipt of the request. If the notice to the members is not given within twenty (20) days after receipt of the request, the persons requesting the meeting may give the notice. Nothing contained in this subsection shall be construed as limiting, fixing, or affecting the time when a meeting of members may be held when the meeting is called by action of the Board of Directors.

**7.5** Notice of any meeting of members shall be given either personally or by first-class mail, facsimile, telegraphic or other electronic written communication, charges prepaid, addressed to each member either at the address of that member appearing on the books of the Corporation or the address given by the member to the Corporation for the purpose of notice. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by facsimile, telegram or other means of written or electronic communication.

**7.6** Fifteen percent (15%) of the regular members shall constitute a quorum for the transaction of business at a meeting of the regular members.

**7.7** Any members' meeting, either regular or special, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting; but in the absence of a quorum, no other business may be transacted at that meeting, except as provided in this Article.

**7.8** Persons entitled to vote at any meeting of members shall be regular members as of the date determined in accordance with Section 7.10 of this Article.

**7.9** Voting at meetings may be by voice or ballot, provided that any election of Directors must be by written ballot. If a quorum is present, the affirmative vote of the majority of the members present at the meeting, entitled to vote, and voting on any matter shall be the act of the members.

**7.10** Any action that may be taken at a regular or special meeting of members may be taken by written ballot without a meeting or prior notice upon compliance with the provisions of this Section.

**7.10.1** Solicitation of Written Ballots. The Corporation shall distribute one written ballot (written ballots include electronically transmitted written ballots) to each member entitled to vote; such

ballots shall be mailed or delivered in the manner required by Section 7.3 of this Article VII for giving notice of special meetings. All solicitations of votes by written ballot shall:

- a. Indicate the number of responses needed to meet the quorum requirement;
- b. State the percentage of approvals necessary to pass the measure(s); and
- c. Specify the time by which the ballot must be received in order to be counted.

**7.10.2** Each ballot so distributed shall:

- a. Set forth the proposed action;
- b. Provide the members an opportunity to specify approval or disapproval of each proposal, if more than one proposal is set forth; and
- c. Provide a reasonable time within which to return the ballot to the Corporation.

**7.10.3** Approval by written ballot pursuant to this Section shall be valid only when the number of votes cast by ballot within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot without a meeting.

**7.10.4** No written ballot may be revoked after delivery to the Corporation or deposit in the mails, whichever first occurs.

**7.10.5** All such written ballots shall be filed with the administrator of the Corporation and maintained in the corporate records for at least three years.

**7.10.6** Failure to comply with this Section shall not invalidate any corporate action taken, but may be the basis for challenging any written ballot, and any member may petition the Superior Court of California to compel compliance with the provisions of the law.

**7.11** For the purposes of determining which members are entitled to receive notice of any meeting, to vote, to give consent to corporate action without a meeting, or to take any other action, the Board of Directors may fix, in advance, a "record date", which shall not be more than sixty (60), nor fewer than ten (10) days before the date of any such meeting. Only members of record on the dates affixed are entitled to notice, to vote, to give consents, or take other action, as the case may be, except as otherwise provided in the articles of the Corporation, by agreement, or in the California Non-profit Corporation Law.

## **ARTICLE VIII - BOARD OF DIRECTORS**

**8.1** The Board of Directors has the power to set the strategic direction for the Corporation and provide direction to the Executive Committee and employees.

**8.1.1** Subject to the provisions of the Articles of Incorporation, California Non-profit Corporation 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 shall be exercised, by or under the direction of the Board of Directors. The Board may delegate the management of the activities of the Corporation to any person or persons, management company, or committee, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

**8.1.2** Without prejudice to these general powers, and subject to the same limitations, the Directors shall have the power to:

- a. Select and remove all officers, agents, and employees of the Corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these bylaws; and fix their compensation, if any.
- b. Change the principal executive office or the principal business office in the State of California from one location to another, and 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 within or outside the State of California for the holding of any members' meeting or meetings, including regular meetings.
- c. Adopt, make, and use a corporate seal.
- d. 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.
- e. Authorize the establishment of standing Committees or special Task Forces setting forth the expected duties or activities of each, and appointing, or approving the appointment of the members.
- f. Authorize the establishment of regional Chapters within a recognized geographical area incorporating established or recognized regional boundaries, when requested by no less than 10 members from that region.

**8.2** The total number of Board of Directors shall be at least fifteen (15), but not more than twenty-one (21) members, with the exact number to be established by the Board in advance of any election. Directors need not be residents of the State of California, but must be members of the Corporation for a minimum of two (2) years.

**8.2.1** A total of not less than nine (9), but not more than fifteen (15) at-large Directors will be elected by the WADEM regular membership.

**8.2.2** The remaining six (6) positions on the Board of Directors shall be filled by individuals from six designated geographic regions. Candidates for each of these positions must reside in the respective region they represent. The election of these candidates will be limited to those members that reside in the respective region.

**8.2.3** If there are no nominations for the Board of Directors from any of the designated geographic regions, an additional at-large Director may be elected to achieve the total number of Directors promulgated in 8.2. Voting for these Directors shall be by the WADEM regular membership as described in 8.4.

**8.3** The term of office as a Director is two years, beginning immediately following the biennial business meeting of the year of election (or the regular meeting following election by electronic ballot) and terminates at the end of the subsequent biennial business meeting. A Director may serve a maximum three (3) consecutive terms, after which they may not serve again for a period of at least four (4) years.

**8.4** At-large Directors shall be elected at each regular business meeting of the members and hold office until the end of the next regular business meeting. However, if any regular business meeting is not held, or the at-large Directors are not elected at any regular meeting, they may be elected at any special members' meeting held for that purpose. Each Director, including a Director elected to fill a vacancy or elected at a special members' meeting, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified. The election of the Directors shall be as follows:

**8.4.1** The Chair of the Board shall send a notice of open nominations for the Board to all regular members at least ninety (90) days prior to the date of election. Members may nominate themselves, or may nominate other members, but any nomination of another must be accompanied by a statement from the nominated individual that he/she is willing to be considered. All nominees must have been members of the organization for at least two (2) years at the time of nomination.

**8.4.2** The complete slate of nominated individuals, along with brief biographical material, must be provided to all members at least twenty (20) days prior to the date of election.

**8.4.3** If elections are held at a meeting, any member present at the meeting may place name(s) in nomination, providing he/she has obtained agreement from the nominated individual(s) to be considered, and the individual nominated has been a member for at least two (2) years.

**8.4.4** If elections are conducted by electronic ballot, ballots must be distributed to all members allowing for twenty-one (21) days for return of the completed ballot.

**8.4.5** The voting for each of the nominated Regional Directors shall be limited to those members residing in the respective geographic region, and shall occur no less than thirty (30) days prior to the election of the at-large Directors. Nominees not elected as a Regional Director may be included as a nominee for an at-large Director position to be elected as described in 8.4.

**8.4.6** Assuming the number of nominees is greater than the number of open positions on the Board, the nominees receiving the highest number of valid votes shall be elected. If there is a tie vote for the last open position, a second ballot shall be required to determine the election.

**8.5** A vacancy on the Board may be caused by the resignation or death of a member, or by removal of a member by action of the Board for absences from over fifty percent (50%) of scheduled Board meetings in one year.

**8.5.1** Any Director may resign, which resignation shall be effective upon giving written notice to the Chair of the Board, unless the notice specifies a later time for the resignation to become effective. If the resignation of a Director is effective at a future time, the Board of Directors may elect a successor to take office as of the date when resignation becomes effective. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the California Attorney General.

**8.5.2** Except for a vacancy created by the removal of a Director, vacancies on the Board may be filled by approval of the Board, or if the number of Directors then in office is less than a quorum. A vacancy which brings the number of Directors below fifteen (15) members must be filled immediately by election by the members.

**8.5.3** A vacancy on the Board shall be filled in the same manner as that used to select the member who has vacated the office. Each Director so elected shall hold office until the expiration of the term of the replaced Director.

**8.5.4** A vacancy which occurs less than one hundred and twenty (120) days prior to a planned election, or does not bring the number of Directors the required minimum may be left vacant until the next regular election.

**8.5.5** Not more than forty-nine percent (49%) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is: (1) any person being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the Corporation.

**8.6** The officers of the Board shall consist of a Chair, and Vice-Chair/Secretary. The officers shall be elected by the Board of Directors at the meeting held in conjunction with the regular meeting of members. Nominations for the offices may be made by any Director of the Board.

**8.6.1** The Chair shall preside at all Board meetings, and assure that strategic direction consistent with these bylaws is clearly developed and communicated to all officers of the organization and all members. The Chair is responsible for maintaining regular communication with the appointed officers of the organization, and facilitating communication within the organization.

**8.6.2** The Vice-Chair/Secretary of the Board shall assist the Chair as needed and assure that all Board records are maintained, and that required information is made available to all Directors.



During any absence of the Chair, the Vice-Chair/Secretary shall assume the responsibilities of the Chair.

**8.7** Meetings of the Board shall be held no less often than every ninety (90) days, and may be conducted in person or by telephone conference communication.

**8.7.1** Regular meetings of the Board of Directors may be held at any place within or outside the State of California that has been designated by resolution of the Board. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at such meeting.

**8.7.2** At least one meeting of the Board shall be held at the conclusion of the biennial regular meeting of the members, for purposes of organizing the Board, electing officers, and the transaction of other business.

**8.7.3** Notice of meetings of the Board shall be given by mail, telephone or electronic communication at least ten (10) days prior to the scheduled meeting. The Board may also set a regular time for meetings, with reminder notice provided at least five (5) days prior to the scheduled meeting. The notice or reminder should include a proposed agenda identifying items on which action is expected to be taken.

**8.7.4** Special meetings of the Board of Directors for any purpose may be called at any time by the Chair of the Board or the President, or any Vice-President, the Secretary, or any two Directors. Notice of the time and place of special meetings shall be given to each Director via written notice, telephone communication or electronic communication to the Director's address or number as shown on the records of the Corporation. Notices by telephone or electronic communication shall be given at least 48 hours before the time of the meeting.

**8.8** The majority of the Directors in office, but no fewer than eight (8) Directors, shall constitute a quorum of the Board for the transaction of business. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of the California Non-profit Corporation Law. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

**8.9** Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all Directors, individually or collectively, consent in writing, or electronic communication, to that action. Such action by written or electronic consent or consents shall be filed with the minutes of the proceedings of the Board

**8.10** Directors of the Board may not receive compensation for service on the Board, but may be reimbursed for expenses, if such funds are included in the approved budget of the Corporation.

**8.11** The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

#### **ARTICLE IX - COMMITTEES**

**9.1** The Board of Directors may, by resolution adopted by a majority of the Directors then in office, designate one or more Committees, each consisting of two or more Directors, to serve at the pleasure of the Board. In addition, the Board may appoint additional members of the organization with relevant interests to a Committee.

**9.2** Any Committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no Committee, regardless of Board resolution, may:

- a. Take any final action on matters which, under the Non-profit Corporation Law of California, also requires members' approval or approval of a majority of all the members;
- b. Fill vacancies on the Board or in any Committee which has the authority of the Board;
- c. Fix compensation of the Directors for serving on Board or on any committee;
- d. Amend or repeal bylaws or adopt new bylaws;
- e. Amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- f. Appoint any other Committees of the Board of Directors or the members of those committees;
- g. Expend corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected; or
- h. Approve any transaction (i) to which the Corporation is a party and one or more Directors have a material financial interest; or (ii) between the Corporation and one or more of its Directors or between the Corporation or any person in which one or more of its Directors have a material financial interest.

**9.3** Any Board Committee exercising the authority of the Board shall not include members who are not Directors. However, the Board may create other committees that do not exercise the authority of the Board, and these other committees may include non-Directors. The Board may delegate to any Committee powers as authorized by Article 8.1.1, but may not delegate the powers described in paragraphs (a) to (h) of Article 9.2.

**9.4** Meetings and action of Committees shall be governed by, and held and taken in accordance with the provisions of Article 8.7 of these bylaws, concerning meetings of Directors, with such change 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 the time for regular meetings of Committees may be determined either by resolution of the Board of Directors or by resolution of the Committee. Special meetings of Committees may also be called by resolution of the Board of Directors. Notice of special meetings of Committees shall also be given to any and all alternate members, who shall have the right to attend all

meetings of the Committee. Minutes shall be kept of each meeting of any Committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the government of any Committee not inconsistent with the provisions of these bylaws.

## **ARTICLE X - OFFICERS OF THE CORPORATION**

**10.1** The executive officers of the Corporation are selected by the Board to act as operational staff of the organization. The officers shall consist of a President, President-elect, Secretary of the Corporation, Chief Financial Officer, Journal Editor, and one or more Vice-Presidents selected to carry out specific priorities of the organization. The Corporation may also have, at the discretion of the Board of Directors, a Chair of the Board, and other officers as may be appointed in accordance with Section 10.3 of this Article.

**10.2** The officers of the Corporation, except those appointed in accordance with the provisions of Section 10.3 of the Article, shall be chosen by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment. Unless earlier removed by the Board of Directors, pursuant to Section 10.4 of this Article, officers shall serve for a term of two (2) years, and may be re-appointed for one successive term by the Board. The officers of the organization are elected by the Board of Directors by written ballot no more than sixty (60) days prior to the regular biennial meeting of the members.

**10.3** The Board shall solicit expressions of interest in any of the executive office positions no less than thirty (30) days in advance of the scheduled election of officers, which should include a short biographical statement, and a brief statement of interest in the office to which the individual wishes to be nominated. Members of the Board may nominate individuals, but no nomination is final until the required biographical statement and statement of interest are received by the Secretary. Nominees for any executive office position must have been a member of the Corporation for a minimum of two (2) years.

**10.3.1** Elected officers may not hold simultaneous positions as an Officer and a Director. Upon election, any Officer who serves as a Director must resign from the Board of Directors effective immediately. The vacant Director position will be replaced as described in Article 8.4

**10.4** The Board of Directors may appoint, and may authorize the Chair of the Board, the President, or another officer to appoint any other officers that the business of the Corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the bylaws or determined from time to time by the Board of Directors.

**10.5** Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors, at any regular or special meeting of the Board.

**10.6** Any officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and,

unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

**10.7** A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these bylaws for regular appointments to that office.

**10.8** The executive officers are responsible for carrying out the policy and strategic direction of the Board of Directors, with the following descriptions:

**10.8.1 President:** Subject to the supervisory powers as may be given by the Board of Directors to the Chair of the Board, if any, and subject to the control of the Board of Directors, the President shall serve as the Chief Executive Officer of the Corporation and generally supervise, direct, and control the business and the officers of the Corporation. The President shall preside at all meetings of the members. He/she shall have such other powers and duties as may be prescribed by the Board of Directors or the bylaws. The President reports to the Board, and is expected to report on activities at each meeting of the Board or when urgent matters require Board attention. Within the approved budget of the organization, the President may authorize expenditure of funds or employment of staff, either directly, or through other executive officers.

**10.8.2 President-elect:** The President-elect shall, in the absence or disability of the President, perform all the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Chair of the Board.

**10.8.3 Vice-President(s):** The Vice-President's duties are to represent the Corporation in a specific sphere of activity to be specified in writing at the time the office is established by the Board of Directors or the Chair of the Board. The Vice-Presidents, if any, shall have other such powers and perform other such duties as from time to time may be prescribed for them respectively by the Board of Directors or the Chair of the Board.

**10.8.4 Secretary of the Corporation:** The Secretary shall attend to the following:

- a. **Books of Minutes:** The Secretary shall keep, or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of Directors, Committees of Directors, and members, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings, the number of members present or represented at members' meetings, and the proceedings of such meetings.
- b. **Membership Records:** The Secretary shall keep, or cause to be kept, at the principal executive office, as determined by resolution of the Board of Directors, a record of the Corporation's members, showing the names of all members, addresses, and the class of membership held by each.

- c. Notices, Seal, and Other Duties: The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors required by the bylaws to be given. He/she shall keep the seal of the Corporation in safe custody. He shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the bylaws.

**10.8.5 Chief Financial Officer**: The Chief Financial Officer shall attend to the following:

- a. Books of Account: The Chief Financial officer shall keep and maintain, or cause to be kept and maintained, 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 other matters customarily included in financial statements. The books of account shall be open to inspection by any member at all reasonable times.
- b. Deposit and Disbursement of Money and Valuables: The Chief Financial Officer shall deposit all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors; shall disburse the funds of the Corporation as may be ordered by the Board of Directors; shall render to the President and Directors, whenever they request it, an account of all transactions as Chief Financial Officer and of the financial condition of the Corporation; and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the bylaws.
- c. Bond: If required by the Board of Directors, the Chief Financial Officer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of his office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in his possession or under his control on his death, resignation, retirement, or removal from office.

**10.8.6 Journal Editor**: The Journal Editor shall attend to the following:

- a. Prehospital and Disaster Medicine: The Journal Editor shall be responsible for the content of the journal.
- b. Journal Business: The Journal Editor shall manage all arrangements/negotiations/contracts with the publisher, including establishing and maintaining relationships with the publisher.
- c. Journal Office: The Journal Editor is responsible for selecting, supervising, and evaluating the performance of the staff of the Editorial Office.
- d. Editorial Board: With the approval of the Board of Directors, the Journal Editor shall select members and assign the duties of the Editorial Board, serve as Chair of the Editorial Board, and abide by the directions and policies as set by the Editorial Board.
- e. The Journal Editor shall provide an annual report to the Executive Committee and the Board of Directors.
- f. Stipend for services rendered by the Journal Editor shall be determined by the Board of Directors

## ARTICLE XI - INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

**11.1 Definitions:** For the purpose of this Article,

- a. "agent" means 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 foreign or domestic corporation, partnership, joint venture, trust, or other enterprise or was a director, officer employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this corporation or of another enterprise at the request of the predecessor corporation.
- b. "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative;
- c. "expenses" include without limitation, all attorneys' fees, costs, and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as agent and all attorneys' fees, costs, and other expenses incurred in establishing A right to indemnification under this Article XII.

**11.2 Successful Defense by an Agent:** To the extent that an agent of this corporation has been successful on the merits in the defense of any proceeding referred to in this Article XII, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Sections 3 through 5 shall determine whether the agent is entitled to indemnification.

**11.3 Action Brought by Persons other than the Corporation:** Subject to the required findings to be made pursuant to Section 5, below, this corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of, this corporation, or by an officer, director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant director was or is engaging in self- dealing within the meaning of California Corporations Code Section 5233, or by the Attorney General or a person granted related status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of this corporation, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

**11.4 Actions Brought by or on Behalf of the Corporation:**

- a. Claims Settled Out of Court: If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding, unless it is settled with the approval of the Attorney General.
- b. Claims and Suits Awarded Against Agent: This corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed

action brought by or on behalf of this corporation by reason of the fact that the person is or was an agent of this corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

- i. The determination of good faith conduct required by Section 11.5, below, must be made in the manner provided for in that Section; and
- ii. Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

**11.5** Determination of Agent's Good Faith Conduct: The indemnification granted to an agent in Sections 11.3 and 11.4 above is conditioned on the following:

- a. Required Standard of Conduct: The agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner he believed to be in the best interest of this corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he reasonably believed to be in the best interest of this corporation or that he had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his conduct was unlawful.
- b. Manner of Determination of Good Faith Conduct: The determination that the agent did act in a manner complying with paragraph a. above shall be made by:
  - i. The board of directors by a majority vote of a quorum consisting of directors who are not parties to the proceeding; or
  - ii. The members by an affirmative vote (or written ballot in accord with Article VII, Section 9) of a majority of the members represented and voting at a duly held meeting of members at which a quorum is present (which affirmative votes also constitute a majority of the required quorum); or
  - iii. The court in which the proceeding is or was pending. Such determination may be made on application brought by this corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney, or other person is opposed by this corporation.

**11.6** Limitations: No indemnification or advance shall be made under this Article XII, except as provided in sections 11.2 or 11.5.b(3), in any circumstance when it appears:

- a. That the indemnification or advance would be inconsistent with a provision of the articles, a resolution of the members, or an agreement in effect at the time of the accrual of the alleged

cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

- b. That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

**11.7 Advance of Expenses:** Expenses incurred in defending any proceeding may be advanced by this corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article XI.

**11.8 Contractual Rights of Non-directors and Non-officers:** Nothing contained in this Article shall affect any right to indemnification to which persons other than directors and officers of this corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

**11.9 Insurance:** The board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability other than for violating provisions against self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this corporation would have the power to indemnify the agent against that liability under the provisions of this section.

## **Article XII - RECORDS AND REPORTS**

**12.1** The corporation shall keep:

- a. Adequate and correct books and records of account;
- b. minutes in written form of the members, proceedings of its board and committees of the board;
- c. a record of its members, giving their names and addresses and the class of membership held by each.

All such records shall be kept at the corporation's principal executive office, or if it's principal executive office is not in the State of California, at its principal business office in this state.

**12.2 Members' Inspection Rights:** Any member of the corporation may:

- a. inspect and copy the records of members' names and addresses and voting rights during usual business hours on five days' prior written demand on the corporation, stating the purpose for which the inspection rights are requested; or
- b. obtain from the secretary of the corporation, on written demand and on the tender of the secretary's usual charges for such a list, if any, a list of names and addresses of members who are entitled to vote for the election of directors, and their voting rights, as of the most recent record date for which that list has been compiled, or as of a date specified by the member after the date of demand. The demand shall state the purpose for which the list is requested. This list shall be made available to any such member by the secretary on or before the later of ten days after the demand is received or the date specified in it as the date by which the list is to be compiled.



- c. Any member of the corporation may inspect the accounting books and records and minutes of the proceedings of the members and the board and committees of the board, at any reasonable time, for a purpose reasonably related to such person's interest as a member.
- d. Any inspection and copying under this Section may be made in person or by an agent or attorney of the member and the right of inspection includes the right to copy and make extracts.

**12.3 Maintenance and Inspection of Articles and Bylaws:** The corporation shall keep at its principal executive office, or if its principal executive office is not in the State of California, at its principal business office in this state, the original or a copy of the articles and 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 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 articles and bylaws as amended to date.

**12.4 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.

**12.5 Annual Report to Members:** Not later than one hundred twenty days after the close of the corporation's fiscal year, unless not required or waived pursuant to Section 6321 of the California Corporations Code, the board shall cause an annual report to be sent to the members. Such report shall contain the following information in reasonable detail:

- a. The assets and liabilities, including the funds, trust of the corporation as of the end of the fiscal year;
- b. The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- c. The revenue or receipts of the corporation both unrestricted and restricted to particular purposes, for the fiscal year;
- d. The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;
- e. Any information required by section 6 of this Article XII.

The report required by this Section shall be accompanied by any report thereon of independent accounts, or, if there is no such report, by the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

**12.6 Annual Statement of Certain Transactions and Indemnifications:** No later than the time the corporation gives its annual report, if any, to the members, and in any event no later than one hundred twenty days after the close of the corporation's fiscal year, the corporation shall prepare and mail or deliver to each member a statement of the amount and circumstances of any transaction or indemnification of the following kind:

- a. Any transactions in which the corporation, its parent or its subsidiary was a party, and in which either of the following had a direct or indirect financial interest:
  - i. Any director or officer of the corporation, its parent or subsidiary (a mere common directorship shall not be considered such an interest); or
  - ii. Any holder of more than ten percent (10%) of the voting power of the corporation, its parent or its subsidiary; if such transaction involved over \$40,000, or was one of a number of transactions with the same person involving in the aggregate, over \$40,000.
- b. Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation pursuant to Article XII hereof, unless such indemnification has already been approved by the members pursuant to Section 5.b.(2) of Article XI.

### **Article XIII – CONSTRUCTION AND DEFINITIONS**

**13.1** Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Non-profit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the corporation and a natural person.

### **Article XIV - AMENDMENTS**

**14.1** New bylaws may be adopted or these bylaws may be amended or repealed by approval of three-fourths of the regular members or their proxies, at a regular meeting of the members or by written consent of those persons. However, if the corporation has more than one class of voting members, any amendment which would materially and adversely affect the rights of any class as to voting or transfer, differently than such action affects another class, must be approved by the members of such affected class. Further, where any provision of these bylaws requires the vote of a larger proportion of the members than otherwise required by law, such provision may not be altered, amended or repealed except by vote of such larger number of members. No amendment may extend the term of a director beyond that for which such director was elected.