

**BYLAWS OF
The Arkansas Emergency Medical Services Foundation**

ARTICLE 1. OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation is located in Pulaski County, Arkansas.

SECTION 2. CHANGE OF ADDRESS

The designation of the county or state of the corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county or another county within the state of Arkansas by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

_____	Dated: _____, 20__
_____	Dated: _____, 20__
_____	Dated: _____, 20__
_____	Dated: _____, 20__

SECTION 3. OTHER OFFICES

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

ARTICLE 2. NONPROFIT PURPOSES

SECTION 1. IRC SECTION 501(c)(3) PURPOSES

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of this corporation shall be:

To engage in any lawful act or activity for which corporations may be organized under the general corporation law of Arkansas.

To provide, charitable contributions and offer educational opportunities to persons and entities.

To provide support to the EMS community in the advancement of Emergency Medical Services in the state.

To provide support and assistance to the Arkansas EMT Association and the Arkansas Ambulance Association in offering quality training and education in the state.

ARTICLE 3. DIRECTORS

SECTION 1. NUMBER

The corporation shall have eleven (11) directors and collectively they shall be known as the Board of Directors.

SECTION 2. QUALIFICATIONS

Directors shall be of the age of majority in this state. Other qualifications for directors of this corporation shall be as follows:

All board positions shall be filled by individuals who are members of the EMS community including but not limited to EMTs, Paramedics, First Responders and nurses.

SECTION 3. COMPOSITION OF DIRECTORS

The Board of Directors shall be composed of the following representatives: one First Responder, one EMT, one Paramedic, one Instructor, one nurse, one EMS Administrator, one Industrial EMS representative, one representative from the Arkansas EMT Association, one representative from the Arkansas Ambulance Association, and two (2) members-at-large from the EMS community.

SECTION 4. POWERS

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Foundation's Board of Directors.

SECTION 5. DUTIES

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- (c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws;
- (e) Register their addresses, phone numbers, and e-mail addresses with the Secretary of the corporation, and notices of meetings communicated to them at such information provided to the Secretary of the corporation shall be valid notices thereof.

SECTION 6. TERM OF OFFICE

Each director shall hold office for a period of three (3) years and/or until his or her successor is elected and qualifies with 3 directors being replaced each year. During the initial setup of this corporation three (3) board members will hold office for six (6) years to allow for proper 3-year rotation. During year four (4) of this corporation the First Responder, EMT, Paramedic, and Instructor representatives shall be replaced. During year five (5) of this corporation the nurse, Industrial, Arkansas Ambulance Association, and one board member-at-large shall be replaced. During year six (6) of this corporation the EMS Administrator, Arkansas EMT Association and the other board member-at-large representative shall be replaced.

SECTION 7. COMPENSATION

Directors shall serve without compensation and they shall be allowed reasonable reimbursement of expenses incurred in the performance of their duties.

SECTION 8. PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the Board of Directors.

SECTION 9. REGULAR MEETINGS

Regular meetings of Directors shall be held at least twice annually at the direction of the Board of Directors.

SECTION 10. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the Chairperson of the Board, the Vice Chairperson, the Secretary, the Treasurer by any two directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

SECTION 11. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors:

- (a) Regular Meetings. Notice needs be given of any regular meeting of the board of directors.

- (b) Special Meetings. The Secretary of the corporation shall give at least one-week prior notice to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by e-mail, or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile notification, the director to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within twenty-four hours of the first facsimile transmission.
- (c) Waiver of Notice. Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

SECTION 12. QUORUM FOR MEETINGS

A quorum shall consist of a majority of the Board of Directors. Directors represented by proxy may not be counted towards a quorum.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

SECTION 13. MAJORITY ACTION AS BOARD ACTION

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 is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

SECTION 14. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or, if no such person has been so designated or, in his or her absence, the corporation Vice Chairperson or, in his or her absence, by the Secretary of the corporation or, in the absence of each of these persons, by the Treasurer of the corporation or, in the absence of each of these persons by a Chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by such procedures as may be approved from time to time by the board of directors, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

SECTION 15. VACANCIES

Vacancies on the Board of Directors shall exist on the death, resignation or removal of any director. Any director may resign effective upon giving written notice to the Chairperson of the Board, the Vice Chairperson, the Secretary, the Treasurer, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. 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 Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office, with cause, as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the board may be filled by approval of the board of directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

Any Board of Director may be removed by majority vote from the Board of Directors for three (3) consecutive absences from meetings or for three (3) failures to vote or provide information via e-mail or voice business.

SECTION 16. NONLIABILITY OF DIRECTORS

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

SECTION 17. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS

The corporation to the fullest extent permissible shall indemnify the directors and officers of the corporation under the laws of this state.

SECTION 18. INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

ARTICLE 4. OFFICERS

SECTION 1. DESIGNATION OF OFFICERS

The officers of the corporation shall be a Chairman, a Vice Chairman, a Secretary and Treasurer.

SECTION 2. QUALIFICATIONS

Any person may serve as officer of this corporation with a majority vote of the Board of Directors.

SECTION 3. ELECTION AND TERM OF OFFICE

Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office for a period of two (2) years, unless he/she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

SECTION 4. REMOVAL AND RESIGNATION

The Board of Directors may remove any officer, either with or without cause, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the Chairperson or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of Chairperson, such vacancy may be filled temporarily by appointment by the Chairperson until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers may be appointed at the discretion of the board and may or may not be filled, as the board shall determine.

SECTION 6. DUTIES OF CHAIRPERSON

The Chairperson shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The Chairperson of the Board of Directors shall preside at all meetings of the Board of Directors and, if this corporation has members, at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 7. DUTIES OF VICE CHAIRPERSON

In the absence of the Chairperson, or in the event of his or her inability or refusal to act, the Vice Chairperson shall perform all the duties of the Chairperson, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chairperson. The Vice Chairperson shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors. The Vice Chairperson shall act as Parliamentarian at all meetings of the Board of Directors and any subsequent meetings of this corporations members, if any.

SECTION 8. DUTIES OF SECRETARY

The Secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date. Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.

SECTION 9. DUTIES OF TREASURER

The Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefore.

Render to the Chairperson and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 10. COMPENSATION

The Board of Directors shall receive no compensation for their duties. They may be reimbursed for reasonable expenses related to the performance of their duties.

ARTICLE 5. COMMITTEES

SECTION 1. Committees may be appointed by the Chairperson as needed.

SECTION 2. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 6. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer of the corporation, or the Chairperson of the corporation, or in the event of the resignation or death of the aforementioned the Secretary of the corporation.

SECTION 3. DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. GIFTS

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

SECTION 5. ACCOUNTS

The corporation shall have three initial accounts, General Fund, Benevolence Fund, and Scholarship Fund. The Board of Directors may add additional accounts to the corporation as needed.

SECTION 6. ACCOUNT REVENUE

The Wannell Bradshaw Benevolence Fund and the Scholarship Fund will be funded by fundraisers for each respective fund. The General Fund will be started initially with \$1,000 from the Wannell Bradshaw Benevolence Fund in which \$500 will be reimbursed to the Wannell Bradshaw Benevolence Fund from the Scholarship Fund when funds have been established within that fund. Additional revenue for the General Fund will be generated from 10% of the revenues from each fundraiser for the Wannell Bradshaw Benevolence Fund and Scholarship Fund.

ARTICLE 7. CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office:

- (a) Minutes of all meetings of Directors, committees of the board, time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

SECTION 2. CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 4. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

SECTION 5. PERIODIC REPORT

The Board of directors shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set bylaw.

ARTICLE 8. IRC 501(c)(3) TAX EXEMPTION PROVISIONS

SECTION 1. LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

SECTION 3. DISTRIBUTION OF ASSETS

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the Arkansas Emergency Medical Technician Association, Inc. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

SECTION 4. PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE 9. AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

Subject to the power of the Board of Directors of this corporation to adopt, amend or repeal the Bylaws of this corporation and except as may otherwise under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors.

ARTICLE 10. CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ARTICLE 11. WANNELL BRADSHAW BENEVOLENCE FUND

SECTION 1. ELIGIBILITY

To be eligible, an individual must be a current member in good standing with the Arkansas EMT Association.

SECTION 2. DEMONSTRATION OF NEED

Demonstrated need must be documented by others, not just the individual. Need is defined as catastrophic illness, injury, or death in the family.

SECTION 3. AMOUNT OF DISBURSEMENT

A maximum amount of up to \$500 can be awarded to a recipient per need. The maximum amount of the award may be increased by the Board of Directors as funds become available.

SECTION 4. MULTIPLE ELIGIBILITY

An individual shall only be eligible one (1) time for a single need. A family shall only be eligible one (1) item for a single need.

SECTION 5. DOCUMENTATION

If questions arise concerning documentation of need, members shall verify the information that has been provided to them. The Board of Directors shall serve as the committee to consider all requests.

SECTION 6. REQUESTS/APPLICATIONS

Copies of all requests/applications and the committee response to each will be kept on file by the organization. Copies of payment to applications will also be kept on file.

ARTICLE 12. SCHOLARSHIP FUND

SECTION 1. ELIGIBILITY

To be eligible for an Arkansas EMS Foundation scholarship for educational expenses for EMT or Paramedic school an individual must submit an application to the foundation which includes: personal information, educational goals, EMS work goals, and demonstration of need (i.e. financial information).

SECTION 2. AMOUNT OF DISBURSEMENT

The amount of scholarship award will be determined by the Board of Directors.

SECTION 3. MULTIPLE ELIGIBILITY

An individual shall only be eligible one (1) time for each type of scholarship.

SECTION 4. DOCUMENTATION

If questions arise concerning documentation of need, the Board of Directors shall verify the information that has been provided to them. The Board of Directors shall serve as trustees of this fund and will consider all requests.

SECTION 5. REQUESTS/APPLICATIONS

Copies of all requests/applications and the Board of Directors response to each will be kept on file by the Secretary of the Corporation. Copies of payments for scholarships will also be kept on file.

ARTICLE 13. PARLIAMENTARY PROCEDURE

At all meetings of the corporation, Board of Directors, or committees, Robert's Rules of Order Newly Revised, 10th Edition or most recent edition shall be the standard for parliamentary procedure.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of twelve (12) preceding pages, as the Bylaws of this corporation.