



**Bylaws  
of the  
Tennessee Emergency  
Medical Services Education  
Association**

**Effective March 21, 2023**

## **Article 1 – Name and Location**

- 1.1 Name.** The Name of this association shall be the Tennessee Emergency Medical Services Education Association (“the Association”).
- 1.2 Address.** TEMSEA does not own or occupy a “main” office. Our organization is composed of a group of elected members from throughout the State of Tennessee. This is dynamic and changes routinely; therefore, the mailing address of record shall be conducive to the active Treasurer of the organization.
- 1.3 Territorial Jurisdiction.** The area serviced by the Association shall include all the State of Tennessee.

## **Article 2 – Purposes**

- 2.1 General Purpose.** The Association is a Tennessee non-profit, public benefit corporation formed and shall continue for the purpose of education and to encourage and promote professional Emergency Medical Services (EMS) through effective education in Tennessee.
- 2.2 Specific Purpose.** In addition to the general purpose of this organization, the Association shall:
  - 2.2.1 Promote and foster the development of effective, professional EMS and EMS education;
  - 2.2.2 Provide educators with an opportunity for growth through academic achievement and leadership in EMS Education;
  - 2.2.3 Support the Tennessee Emergency Medical Services Board and the Tennessee Department of Health, Office of Emergency Medical Services by providing educator and leadership development;
  - 2.2.4 Advocate legislation and regulations that promote growth and development of the EMS profession.

## **Article 3 – Membership**

- 3.1 General Membership.** The general membership shall consist of members in the following categories:
  - 3.1.1 Regular Members.
    - 3.1.1.1 Shall consist of EMS Educators who are approved by and are in good standing with the Tennessee Department of Health, Office of

Emergency Medical Services as an Emergency Medical Responder Instructor, Emergency Medical Technician (“EMT”) Instructor Assistant, Emergency Medical Technician (EMT) Instructor/Coordinator or an Emergency Medical Technician-Paramedic (“EMT-Paramedic”) Instructor/Coordinator, have submitted an application for membership, remitted the annual membership dues, and meet any other requirements as established from time to time by the Board of Directors. Voting members shall be a Tennessee licensed EMR, EMT, AEMT or Paramedic with either an IA, IC or Program Director endorsement.

3.1.1.1a A regular member may also serve as an Ambassador to the board of directors. Ambassadors to the board help with coordination and support of the objectives of TEMSEA. Ambassadors shall be selected and approved by the board of directors.

3.1.1.2 Regular members (including Ambassadors) as described in this section shall have the right to vote on Association business at the annual meeting.

3.1.1.3 All members are responsible for reporting changes in qualifications for membership to the board of directors within 30 days of such change.

### 3.1.2 Associate Members.

3.1.2.1 Shall consist of persons who are not approved as a Regular Member as defined in Article 3.1.1.1 of these Bylaws but who otherwise have an interest in EMS education, have submitted an application for membership and meet any other requirements as established from time to time by the Board of Directors.

3.1.2.2 Associate Members do not and shall not have the right to vote on Association business.

### 3.1.3 Emeritus Members.

3.1.3.1 Shall consist of those persons who the Board of Directors, by two-thirds vote, deem to be worthy of recognition by the Association, yet do not qualify for regular or associate membership and meet any other requirements as established by the Board of Directors.

3.1.3.2 Emeritus Members do not and shall not have the right to vote on Association business.

## **Article 4 – Fiscal Year**

The fiscal year of the Association shall begin on January 1<sup>st</sup> of each year and end on December 31st of the same year.

## **Article 5 – Meeting of the Members**

- 5.1 Annual Meeting.** The members shall meet annually on a date to be set by the Board of Directors.
- 5.2 Regular Meetings.** Regular meetings shall be held at least once each year upon not less than thirty days written notice to the general membership. This notice shall be placed on the Association's website and the meetings can be held either in person or virtually. The time and place of each meeting shall be determined by the Board of Directors. The annual meeting shall count as a regular meeting. TEMSEA and the Board shall use as its guiding template the official Robert's Rules of Order.

- 5.3 Special Meetings:** Special meetings of the members may be called at any time by the Board of Directors upon not less than seven days written notice of time and place of such meetings via the association's website.
- 5.4 Quorum:** At any annual, regular, or special meeting the presence of not less than ten percent (10%) of the general membership shall constitute a quorum.
- 5.5 Board meetings:** Board meetings shall require a simple majority of seated board members active, and in good standing.

## **Article 6 – Dues**

Each Regular member is responsible for their annual dues as set forth by the Board of Directors. Such dues shall be paid in conjunction with their registration to the annual conference. If a member does not attend the annual conference, they must remit their annual membership fee, an amount determined by the Board of Directors, in order to maintain their member in good standing status with voting rights. Membership terms and fees shall be outlined in the TEMSEA policies and procedures.

## **Article 7 – Officers**

- 7.1 Officers.** The officers of this Association shall be a President, Vice-President, Secretary and Treasurer.
- 7.2 Nomination and Election of President and Vice-President.** The proposed nominee shall be made known in writing to the Board of Directors by the first Friday in May of the expiring term year of that Officer. The Board will verify EMS instruction and good standing with the Tennessee Office of Emergency Medical Services within the past year, and any other requirements as established from time to time by the Board of Directors. The nominee meeting all requirements, and who receives a simple majority vote by the Board of Directors, shall be officially elected to the respective office. Eligibility and requirements are highlighted in sections 7.5 and 7.6.
- 7.3 Nomination and Election of Secretary and Treasurer.** Any Board Member current and in good standing, including the President and Vice-President, may nominate a candidate for Secretary and Treasurer. The Board will verify EMS instruction and good standing with the Tennessee Office of Emergency Medical Services within the past year, and any other requirements as established from time to time by Board of Directors. The nominees shall be voted upon by the Board of Directors and elected by a simple majority. Eligibility and requirements are in sections 7.7 and 7.8.
- 7.4 Term.** The term of office shall be three years commencing at the completion of the annual meeting. During their term, the officers are voting members of the

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Board. There shall be no limit on the number of consecutive terms a Director or Officer may serve.

**7.5 Removal from Office.** The Board of Directors may remove from office, a board officer with two-thirds majority vote of the Board of Directors and declare such office vacant. The Board of Directors shall fill any vacancy created by removal from office or by resignations, and the appointed individual from the Board of Directors (meeting Regular member criteria) shall serve the remaining term of office due to the vacancy. Thereafter, the office shall be filled by vote as otherwise set forth herein.

**7.6 Vacated Office.** If an elected office is vacated prematurely, the board shall nominate and elect a person to complete the current term. Upon completion of the term, the position shall be duly elected. An executive board position must be filled from a current board member, a regional or at large position can be recommended from the body of members.

**7.7 Eligibility and Duties of the President.**

7.7.1 Eligibility to be the President is limited to Regular Members as defined in Article 3.1.1 of these Bylaws & who has served in good standing as a Vice-President for a period of no less than one year, or is currently a TEMSEA Board member.

7.7.2 It shall be the duty of the President to preside at all Association meetings and cast a deciding vote in the case of a tie. The President will serve as Chair and preside over the Board of Directors. The President shall serve as ex-officio member of each committee, with the exception of the Nominating Committee. The president shall have the authority to establish any committee needed for the efficient operation of the association. In addition, the president shall appoint the chair of each committee and solicit volunteers for committee membership. The President shall have oversight of all books, papers, and property of the Association. The President shall be able to countersign all negotiable instruments with the Treasurer or other persons authorized by the Board of Directors. The President shall receive periodic activity reports from the Officers and Committee Chairpersons. The President shall have such powers of supervision and management as may pertain to the office of President or as shall be assigned by the Board of Directors.

**7.8 Eligibility and Duties of the Vice-President.** Eligibility to be the Vice-President is limited to Regular Members as defined in Article 3.1.1 of these Bylaws & who are currently serving in good standing as a Board Member and have done so for a period of no less than two years The Vice-President shall serve as ex-officio member of each committee (as needed) All committee meeting minutes shall be forwarded to both the President & Vice President for review and for transparency. , with the exception of the Nominating Committee, and assist as

needed in the duties of the President. If the President is unable to perform the duties of the office, the Vice-President shall assume the responsibilities of the President. In case of death, extended illness, resignation, removal or other continued unavailability of the President, the Vice-President shall succeed the President for the unexpired term. The Board shall then appoint by simply majority vote, an eligible current or past Board member to fill the vacancy. The Vice-President shall vote as any other Board Member, except when acting in the capacity of the President.

**7.9 Eligibility and Duties of the Secretary.** Eligibility to be the Secretary is limited to Regular Members as defined in Article 3.1.1 of these Bylaws who are currently serving in good standing as a member and have done so for a period of no less than two years or have served in good standing in the past as a Board Member. This member shall be nominated by board members and elected via simple majority. The Secretary shall give notice of all meetings of the Association of the Board of Directors, attend all such meetings, and keep a record of the proceedings. The Secretary shall keep, or cause to be kept, an accurate, up-to-date list of members of the Association along with their addresses and shall perform other such duties as may be assigned from time to time by the Board of Directors. The secretary shall send an electronic version of the previous meetings minutes and a proposed agenda for the upcoming meeting no less than seven (7) days prior to the scheduled meeting.

**7.10 Eligibility and Duties of the Treasurer.** Eligibility to be the Treasurer is limited to Regular Members as defined in Article 3.1.1 of these Bylaws who are currently serving in good standing as a member and have done so for a period of no less than two years or have served in good standing in the past as a Board Member. The treasurer shall, personally or through a delegate, collect, receipt for, and keep an account of all monies received and expended for the use approved by the Board of Directors and shall make reports of the finances to the President and the Board of Directors as directed. The Treasurer must concur with the list of authorized signatures. A written annual financial report shall be made available for review to the general membership at the Annual Meeting. In addition, the treasurer shall provide either written or electronic, a financial report at each regularly scheduled meeting. This report shall show at a minimum the following: Funds immediately available, any debits and credits since the last meeting, any interest earned, and any future obligations anticipated. This financial report shall be voted on for approval at each meeting. The funds, books, and vouchers in the hands of the Treasurer shall at all times be subject to the inspection, supervision, and control of the Board of Directors. The Treasurer shall surrender to the successor in office all books, monies, and other Association property in possession at the expiration of the term of office. The Treasurer shall or shall cause to have the financial records professionally reviewed on an annual basis. The professional review shall occur within sixty days after each fiscal year ends and a written report made available for review at the next regularly

scheduled Board Meeting or at such time as may be requested by a member of the Executive Committee. At the conclusion of the three-year term, the treasurer position may be confirmed or reappointed based on the board's simple majority vote.

## **Article 8 – Board Members**

- 8.1 Duties and Powers.** The membership hereby entrust the Officers and Board Members with the responsibility of evaluating the administration of the Association; reviewing and approving Association policy, Bylaws, programs and procedures; promoting fund-raising; and, providing fiscal and fiduciary oversight of Association operations.
- 8.2 Eligibility.** Eligibility to be a Board Member is limited to Regular Members as defined in Article 3.1.1 of these Bylaws.
- 8.3 Number of Board Members.** The Board shall consist of the President, Vice-President, Secretary, Treasurer, one Board Member from each Health Region of the state, three members at large, and the Past President. There shall be a total of 15 Board Members, or such other members as may be necessary to ensure one representative from each Health Region.
- 8.4 Nomination.** Regular Members may only nominate members from their respective Health Region, as defined by the Tennessee Department of Health, Office of Emergency Medical Services. The proposed nominee shall be made known in writing to the Board by the first Friday in May of the expiring term year of that Officer. The Board will verify EMS instruction and status with the Tennessee Office of Emergency Medical Services within the past year, and any other requirements as established by the Board. All persons meeting all requirements, and who receive a simple majority vote by the Board shall be placed on the ballot for presentation for election by the General Membership of the Association.
- 8.5 Election.** Members may only vote for the nominees from their respective Health Region, as defined by the Tennessee Department of Health, Office of Emergency Medical Services. A member's Health Region is defined as the health Region within which the member teaches most often. The nominees shall be voted upon by the General membership and elected by a simple majority. The election media shall be determined by the Board.
- 8.6 Term** The term of a Board Member shall be three years. A change in the number of Board Members that may be brought about by a change in Article 8.2 or 8.3 of these Bylaws shall be accomplished by staggering terms of newly elected Board Member in such a manner that approximately one-third of the board will have terms expiring in any given year. There is no limit on the number of consecutive terms a board member may serve.



- 8.7 Removal.** A board member may be removed from office by the Board with just cause. A board member may also be removed according to the provision of Article 9.2 of these Bylaws. The Board, upon a vacancy which is created by removal or resignation, shall fill that Board position for the remainder of that board member's term. Thereafter, the office shall be filled by vote as otherwise set forth herein.

## **Article 9 – Board of Directors**

- 9.1 Members.** The Board shall be comprised of all elected Officers described in Article 7, and all Board Members described in Article 8.
- 9.2 Automatic Removal.** Board members shall be removed automatically upon two successive unexcused/uncommunicated absences from the regular Board meetings. The Board of Directors may reinstate (by simple majority vote) the affected board member at the next regular Board meeting upon presentation of facts to confirm a continued illness or such other extenuating circumstances that would be sufficient cause to have rendered attendance impossible or undesirable. A Board member removed in such a manner will be eligible for election, without prejudice, at the next regular election as though he/she had never served.
- 9.3 Meetings.** There shall be a minimum of four regular Board meetings each year to coincide with the quarterly meetings of the Education Committee of the Emergency Medical Services Board and held at such time and place as determined by the Board.
- 9.4 Quorum.** The presence, in person or by teleconference, of a simple majority of the Board members shall be necessary and sufficient to constitute a quorum for the transaction of business.
- 9.5 Board Action.** The vote of the majority of board members present at a meeting at which a quorum exists shall be necessary and sufficient to take any action.
- 9.6 Chairmanship.** The President will serve as Chair of the Board; cast the deciding vote in case of a tie; and have such other powers as the Board may entrust.
- 9.7 Nonprofit.** The Board shall not permit this organization to be conducted or operated at a profit nor shall the Board permit the organization to pursue any activity which, although benefiting the organization as a whole, would operate to the advantage, financial, or otherwise, of any individual manner.

## **Article 10 – Suspension of Membership**

- 10.1 Suspension.** Membership in this Association may be suspended by a two-thirds

vote of the Board of Directors. Such a suspension may be for either a definite or an indefinite period of time, as may be decided by action at the time of suspension.

- 10.2 Reinstatement.** Any member who has been suspended for an indefinite period of time may have membership reinstated by a majority vote of the Board of Directors.
- 10.3 Notice and Hearing.** No member shall have been suspended without such member being provided with a written notice of the reason(s) for proposed suspension and without being given an opportunity to defend him- or herself before the Board.

## **Article 11 – Committees**

### **11.1 Executive Committee.**

11.1.1 The Executive Committee shall consist of the following members: President, Vice-President, Secretary, Treasurer, Past President, and one other member of the Board selected by democratic means by the Board.

11.1.2 The Executive Committee shall have the power to act on behalf of the Board in accordance with policies initiated by the Board and shall not be allowed to modify any action taken by the Board. It shall keep a record of any actions and report such actions to the Board at the next regular Board meeting. A majority of the Executive Committee shall constitute a quorum.

- 11.2 Additional Committees.** The Board may define areas of interest to the Association requiring further consideration at the committee level. The Board and/or President may designate any formed committee as standing or ad hoc.

## **Article 12 – Negotiable Instruments**

- 12.1 Signatories.** Checks and other instruments for the payment of money shall be signed and or authorized in writing by at least two persons (only when required as outlined in the policies and procedures) so authorized by the Board of Directors and agreed to by the Treasurer. The Treasurer shall ensure those individuals called upon to sign are authorized agents of the Association.
- 12.2 Restrictions.** Funds disbursed in excess of \$500.00 not supported within the budget approved by the Board shall be first approved by the Board. Funds may be distributed without restriction in any amount supported by an original and authenticated organizational invoice for which a provision has been made in the Association's operating or annual meeting budget.

## **Article 13 – Dissolution of the Association**

In the event of the dissolution of the Association, all assets remaining after payment of debts, or provisions thereof, will be distributed to EMS educational organizations within Tennessee and approved by the Tennessee Department of Health, Office of EMS, which are recognized as tax exempt under 501(c) of the Internal Revenue Code. The distribution shall be a matter of business for the Board with consultation of the Association's legal representative. The Board shall ensure that no member shall receive a profit upon the dissolution of the assets of the Association. Likewise, the manner of dissolution shall be consistent with a 501(c) corporation as defined by the Internal Revenue Code, or any successor thereof.

## **Article 14 – Amendments and Review**

- 14.1 Amendments.** Amendments to these Bylaws may be proposed at any meeting of the Board. The proposed change(s) shall be agreed upon by an affirmative vote of two-thirds majority of those voting and shall only be considered approved after review and approval of the Association's legal advisor, after which the proposed change shall become effective. Should the Association's legal advisor suggest revisions of the proposed change(s), then such shall be presented to the Board and a vote of two-thirds majority of those voting shall be required for approval. The membership shall be notified within thirty days of such change(s). The process of notification shall be determined by the Board of Directors.
- 14.2 Review.** The President shall appoint a committee to review these Bylaws. This review should occur no less than every two years from the date of the previous revision. The committee shall report recommendations to the Board. The proposed changes will be reviewed by the Board and shall be amended utilizing the provisions heretofore stated in this Article.
- 14.3** The day-to-day operations of the TEMSEA Association require additional guidance not provided for within the Bylaws alone, therefore all operational guidance and procedural steps shall be found within the TEMSEA Policies & Procedures Manual.