



# **Constitution & Bylaws**

**October 2003**

**Updated:**

**January 2006**

**November 2011**

**October 2014**

**October 2015**

**October 2016**

**October 2017**

**October 2020**

**October 2022**

# CONSTITUTION OF THE SDEMMSA

## **ARTICLE I. Name:**

Section 1. The name of this organization shall be the South Dakota Emergency Medical Service Association.

Section 2. The territory limits of the Association shall be the boundaries of the Great State of South Dakota.

## **ARTICLE II. Objectives and Purposes:**

Section 1. The purpose of this Association shall be to promote better communication between all EMS personnel and the communities we serve.

Section 2. To bring to the members of the Association the knowledge which will aid each member in understanding and cooperation with each other's agencies to achieve their respective goals.

Section 3. To represent the best interest of all its members.

Section 4. To provide for the exchange of successful ideas, techniques, judgments, and decisions among its members.

Section 5. To foster long-range programs of education in the area of emergency services to all concerned.

## **ARTICLE III. Amendments:**

Section 1. This Constitution may be amended at any annual meeting by a two-thirds (2/3) affirmative vote of the members casting a ballot who are present at the Annual meeting.

Section 2. Amendments must be submitted in writing to the Chairman of the Constitutional Revisions Committee. It shall be the Committee's responsibility to review the amendment, prepare in proper language, and forward to members of the Executive Council. Amendments shall be published in the Association newsletter at least thirty (30) days prior to the Annual meeting.

# BYLAWS OF THE SDEMSA

## ARTICLE I. Membership:

Section 1. There shall be four (4) classes of memberships – Active, Associate, Honorary and Lifetime.

Subsection 1. Active membership shall be accorded to any person having completed the U.S. Department of Transportation Emergency Medical Responder course, the Emergency Medical Technician course, the Advanced Emergency Medical Technician course, and/or the Paramedic course.

- A. Only Active members residing with the state of South Dakota shall be eligible to hold an elective office or an appointed position.
- B. Active membership shall include those persons whether or not they reside within the boundaries of the State of South Dakota.
- C. Membership to this organization shall not be restricted by race, sex, or political affiliation.
- D. Membership forms may be obtained online, from the SDEMSA Treasurer or the Treasurer of the District organization, and must be properly submitted to the SDEMSA State Treasurer.
- E. Membership to the organization will be required to participate in any State or District training/educational activities using monies from the State Association. Membership fees may be paid at the time of the training/educational activity.

Subsection 2. Associate membership shall be accorded to persons who have an interest in emergency health care in South Dakota and who do not meet the criteria of active membership. Associate members will not be entitled to vote or hold an elective office.

Subsection 3. Honorary members shall include those persons living or dead on whom the Association wishes to bestow special recognition.

- A. Any Active member may submit to the Executive Council recommendations for Honorary membership. Recommendations shall be in writing to the Secretary of the Association on regular membership form, including details of outstanding service. Recommendations may only be approved by the Executive Council.
- B. Honorary members shall not be required to pay dues and shall not be eligible to vote or hold elective office.
- C. Honorary members may be appointed to committees in a non-voting role.

Subsection 4. Lifetime members shall be accorded to any living past/present member of the SDEMSA meeting the following requirements:

- A. Been a member of the Association for no less than 15 consecutive years, which need not be consecutive

- B. Been an Active member of the Association demonstrated by such things as holding an office, assisting with state or regional conferences, etc.
- C. Been active in promoting EMS in their local community or communities.
- D. Nominations for Lifetime membership shall be made to the State Executive Council prior to the 3<sup>rd</sup> quarter EC meeting. (Updated 10/20)
- E. The Executive Board shall approve granting lifetime membership by a majority vote to a maximum of five (5) per year.
- F. Lifetime membership shall be announced at the state annual awards banquet.
- G. Members granted Lifetime membership shall not be required to pay dues and shall have all the privileges described for an active member.

Section 2. All applications for membership must be made to either the SDEMSA State Treasurer or a District Treasurer of the Association. (Updated 10/14)

Section 3. The annual membership dues shall be set by the Executive Council.

Subsection 1: The membership dues shall be distributed as follows: Two-thirds (2/3) of the dues collected shall be placed in the SDEMSA general fund, one-third (1/3) of the dues will be deposited with the member's home District. Dues will be deposited within 30 days of receipt.

Subsection 2: The following information must be obtained or verified as appropriate when dues are collected:

- (1) Full name,
- (2) Complete address,
- (3) Medical related certification or license number – if applicable,
- (4) “R” if renewal or “NM” if new member, and
- (5) Class of membership – “Active” or “Associate”. This information will be shared between the State and District Treasurer.

Subsection 3: The moneys deposited in the District or SDEMSA general fund may be spent only by appropriate authorized action of the governing body.

## **ARTICLE II. Organization:**

Section 1. The Association shall derive its membership from the constituency of seven subsidiary district organizations and out of state members. (Updated 10/14)

Subsection 1. The boundaries of the State Association shall be:

- A. District I will include the counties of Grant, Clark, Codington, Deuel, Kingsbury, Brookings, Miner, Lake, Hamlin and Moody.
- B. District II will include the counties of McCook, Minnehaha, Turner, Lincoln, Clay, and Union.
- C. District III will include the counties of Jerauld, Sanborn, Brule, Aurora, Davison, Hanson, Gregory, Charles Mix, Douglas, Hutchinson, Bon Homme and Yankton.

- D. District IV will include the counties of McPherson, Brown, Marshall, Roberts, Edmunds, Day, Faulk, Spink, Hand, and Beadle.
- E. District V will include the counties of Haakon, Stanley, Sully, Hyde, Hughes, Buffalo, Lyman, Jones, Mellette, Tripp, and Todd.
- F. District VI will include the counties of Harding, Butte, Meade, Lawrence, Pennington, Fall River, Oglala Lakota, Bennett, Jackson, and Custer. (Updated 10/20)
- G. District VII will include the counties of Perkins, Corson, Campbell, Walworth, Potter, Dewey, and Ziebach.
- H. Out of state members.

Subsection 2: Each District will elect its own set of officers who shall manage the affairs of the District and represent the District in the State organization as outlined in this document.

- A. The Officers of the Districts shall be elected prior to the close of the Annual meeting of the Association. Those officers elected shall be installed as the last order of business prior to the close of the Annual meeting.
- B. The President and Vice-President of each District shall serve as representatives of the District on the Executive Council.
- C. District Secretaries shall maintain proper business records of all District meetings.
- D. The District Treasurer shall be responsible for all financial records of the District.

Subsection 3. The role of the District shall be for the promotion of training in the District and purposes of communication between neighboring services.

- A. The Districts – The District will hold an annual meeting at any site selected by the membership of that district, with recommendation of quarterly meetings. The quarterly meeting of the District – The meeting of the District may include a training session designed for the improvement of emergency health care delivery in that District and the State.

Subsection 4. Out of state members:

- A. Out of State members shall be exempt from Subsection 2 and Subsection 3.
- B. Out of State members shall be allowed to vote at the Annual Conference.
- C. Out of State members shall be allowed to attend Association meetings.

Section 2. The State Association governing board, also known as the Executive Council, will consist of the five (5) State Officers elected at large, together with the seven (7) District Presidents, the seven (7) District Vice-Presidents and two (2) members of any recognized society. These will be the only voting members of the Executive Council.

Subsection 1. The State Officers shall be President, Vice-President, Secretary, Treasurer and State Training Officer. This group will serve as the Executive Committee.

Subsection 2. The Standing Committees shall be Executive, Financial, Corporate/Membership, Education, Communication, Political(Advocacy), By-Law Revision, Fundraising.

Subsection 3. Each of the Committees shall meet at the direction of the Chairperson of the committee. The Executive Council shall be required to meet at least quarterly. (Updated 10/14)

Section 3. A Quorum of the Executive Council shall consist of no less than four of the five State Officers or their proxy to any district officer, and eight (8) of the fourteen (14) District Presidents and Vice-Presidents, or their proxy.

Section 4. All binding documents relating to the SDEMSEA must be signed by two members of the Executive Committee or their previously approved representatives. True copies of all binding documents shall be maintained by the SDEMSEA Secretary.

Subsection 1. For regular Association business, signatures should be those of the District President or co-hosting District Presidents. (Updated 10/14)

Subsection 2. For documents relating to the Annual meeting, the signatures should be those of the SDEMSEA President and the host District President.

Section 5. In the event the State President and Vice-President would become deceased or unable to complete their duties, the State Secretary shall be responsible to call a Special meeting of the Executive Council. The purpose of that meeting shall be for the Executive Council to select and appoint from its members an Acting President of the SDEMSEA. The person appointed shall be entitled to all privileges of the Office of President until the next Annual meeting, at which time the office shall be open for election.

Subsection 1. It is unlikely that the five (5) State Officers should ever become deceased in an event. If this should happen, the President from whom the District in which the State President was a member, shall have the authority to call an Executive Council meeting for the purposes as stated in Section 5.

Subsection 2. These procedures may also be invoked on the District level as necessary.

Section 6. Societies

Subsection 1. Establishment. The Executive Council is authorized to establish Societies of the Association which Societies shall have as members, Active members of the Association.

- Subsection 2. Purposes. A Society may be established for the purpose of forming a forum within the Association for those members with distinct professional interests to share ideas, information, education, and to assure that the needs and concerns of these members are reflected in the policies and programs of the Association or to carry out such work of the Association that goes beyond the work and responsibilities of Standing Committees.
- Subsection 3. Authority and Power. Societies are established under policies and procedures promulgated by the Executive Council. Societies shall establish operating under the fiscal control of the Association, and shall continue in existence so long as the Executive Council may determine. The orders and authority of the Association shall be supreme and in the event of the conflict with these Bylaws or other governance procedures of the Association, the Association shall prevail.
- Subsection 4. Guidelines. Except as the Executive Council may otherwise determine, any Society may make rules for the conduct of its business, but unless otherwise provided by the Executive Council, its business shall be conducted as nearly as may be in the same manner as is provided by these Bylaws for the conduct of business by the Executive Council. This council may, by resolution adopted by two-thirds (2/3) majority of the whole council, terminate the existence of any Society or Societies.
- Subsection 5. Goals and Objectives. The Societies may establish goals and objectives. Such goals and objectives shall become effective upon approval of the Executive Council of the Association.
- Subsection 6. Membership. Members of the Society must be a member of the Association first. Membership Requirements: Societies may establish requirements. Such additional membership requirements shall be approved by the Executive Council of the Association.
- Subsection 7. Dues. Each Society may establish an annual Society dues to be paid by members of the Society subject to the approval of Subsection 5.
- Subsection 8. Officers. Each Society shall establish and elect such officers as it may deem necessary. The term of the officers shall be the same as those of the Officers of the Association. The officers shall be elected from and by the members of the Society. A member of a Society who is a State or District officer of the Association may hold a Society office at the same time. (Updated 10/15)

Subsection 9. Finances. The Society shall assume all expenses of the Society operation. The Association Treasurer shall act as auditor of the finances of the Society.

Subsection 10. Chapters. A Society may form Districts whose operations shall conform to the Association Bylaws and the policies and procedures of the Society. Districts may or may not have the same boundaries as the Association Districts.

Subsection 11. Annual Meeting. The annual meeting of the general membership of a Society, shall be held in conjunction with the Annual meeting of the Association and upon 30 days' written notice to the members. Officers of the Society may from time to time call meetings of the Society at least one of which shall be held prior to the Annual meeting of the Association so that a report can be presented to the Executive Council.

Subsection 12. Committees. The Society may form committees.

Subsection 13. Two (2) members of each recognized Society will be members of the Executive Council. These two (2) members will be determined by the Society.

### **ARTICLE III. Officers.**

Section 1. The State Officers of the Association shall be elected to serve two-year terms with the President and Secretary being elected in even-numbered years and Vice-President, Treasurer and Training Officer being elected in odd-numbered years. All nominations for State Officers shall be handled in accordance with Article VII, Section 3, voting.

Subsection 1. The State President:

- A. Shall serve as the Chairperson and a voting member of the Executive Council, in the event of a tie vote, and shall be an ex officio member of all committees of this Association.
- B. Shall forward to the Secretary of the SDEMSEA an agenda for each Executive Council meeting at least 30 days prior to the meeting.
- C. Shall act as the Chairperson of all regular or special meeting of the Association.
- D. Shall be the official representative of the Association when the Executive Council is not in session. The President may appoint a temporary representative as deemed necessary.
- E. Shall assume the official duties of the Office of President the first Saturday in December following the election in accordance with Article III, Subsection 7.

Subsection 2. The Vice-President of the Association:



- A. Is a member of the Executive Committee and Executive Council.
- B. In the absence of the State President, the Vice-president shall Chair the meeting(s) of the Association.
- C. In the event the State President cannot complete their elected term, the State Vice-President shall then become the State President. Should this occur, another member of the Executive Council shall be appointed to the position of Vice-President. This appointment shall be in accordance with Article II, Section 2.
- D. Is the ex officio Chairperson (updated 10/20) of the Constitutional Revisions Committee.
- E. Shall assume the official duties of the Office of Vice-President on the first Saturday in December following their election in accordance with Article III, Subsection 7. (Updated 10/17)
- F. In the event the State Vice-President cannot complete their term the State President shall appoint an Acting State Vice-President to complete the term of office. This appointment shall be in accordance with Article II.

Subsection 3. The Secretary of the Association:

- A. Is a voting member of the Executive Committee and the Executive Council. In the event that the State President and State Vice-President offices are vacant, the Secretary shall invoke Article II, Section 2.
- B. Shall have the responsibility for maintaining an accurate record of all the proceedings of the Executive Council.
- C. Shall assume the official duties of the Office of Secretary on the first Saturday in December following their election in accordance with Article III, Subsection 7.
- D. In the event the State Secretary cannot complete their term, the State President shall appoint an Acting State Secretary to complete the term of office. The appointment shall be in accordance with Article II.

Subsection 4. The Treasurer of the Association:

- A. Shall have the responsibility of maintaining an accurate record of all Association funds and their allocations.
- B. Shall produce financial reports in both detail and summary form for each Executive Council meeting. The report produced for the October Executive Council meeting shall represent a complete fiscal year financial report.
- C. Shall serve as the ex officio Chairperson of the Financial Committee.
- D. Shall be bonded at the Association's expense at a level set and subject to change by the Executive Council.
- E. Shall assume the official duties of the Office of Treasurer on the first Saturday in December following their election in accordance with Article III, Subsection 7. In the event the State Treasurer cannot complete their term, the State President shall appoint an Acting State Treasurer to complete the term of office.

Subsection 5. The State Training Officer:

- A. Will have the responsibility of accurately managing the education and training of the Association.
- B. Will be elected at the Annual Conference as a voting member of the Executive Council. The term of this position will be two years with elections being held in odd-numbered years.
- C. Will chair the Education Committee.

Subsection 7. Transfer of State Officer duties:

- A. The newly elected State Officers of this Association shall officially take their new office on or about as practical to the first Saturday in December. All records, files, reports or financial records shall be transferred to the respective officer at this time.
- B. All Officers will sign an 'Officers Agreement Form' upon beginning his/her term of office. This must be submitted to the SDEMSEA Secretary. (Updated 10/17)

Section 2. The Officers of the respective Districts shall be elected to two (2) year terms. Each District shall hold an annual election. The annual election shall take place at the quarterly District meeting prior to the conclusion of the annual meeting. Even numbered Districts shall elect a President and a Secretary during the annual election held in even numbered years. The Vice-President and Treasurer of even numbered Districts shall be elected at the election held in odd numbered year. Odd numbered Districts shall elect a President and Secretary at the annual election held in odd numbered years. This election shall not prevent a District from filling an office which has been vacated due to resignation, impeachment, death, or other cause during a year in which the election for that office is not to be held under this section. The respective elected District Officers shall be President, Vice-President, Secretary, and Treasurer.

Subsection 1. The President shall be elected by the membership of the respective District.

- A. The duty of the District President shall be to preside over the affairs of the District.
- B. It shall also be the duty of the President to represent their District on the Executive Council.
- C. It shall also be the duty of the President to assign personnel to appointed positions.

Subsection 2. The Vice-President of the District shall also be elected by the membership of the District.

- A. The Vice-President shall have all duties normally accorded a Vice-President and may act in the stead of the President if it becomes impossible for the President to maintain their duties.

B. It shall also be the duty of the Vice-President to represent their District on the Executive Council.

Subsection 3. The Secretary of the District shall also be elected by the members of the respective District.

A. The District Secretaries shall maintain proper business records of all District meetings.

Subsection 4. The Treasurer of the District will also be elected from the membership of the District.

A. It will be the responsibility of the District Treasurer to maintain an accurate record of all monies received and spent by the District and present evidence of all transactions upon request.

B. The Treasurer must provide written report quarterly to Association Treasurer and maintain banking at the same institution as the State Association.

Section 3. Impeachment of Officers.

A. All elected officers of the Association are subject to impeachment for negligence and/or misuse of the office.

Section 4. No individual may hold office at both the District and State level concurrently.

Subsection 1. Currently seated officers may run for any other office open for election during their term. If elected to a new position, they must resign their previous post, in writing, within seven (7) days of their installation into their new office.

Subsection 2. Resignations must be submitted, in writing, to the State Secretary.

#### **ARTICLE IV. Meetings:**

Section 1. The Districts will hold a minimum of three (3) quarterly meetings per year with membership being notified, individually, no less than fourteen (14) days before said meeting.

Section 2. The Association will sponsor the Annual meeting to serve as the fourth quarterly meeting for the members of the Association.

#### **ARTICLE V. Committees:**

Section 1. Association Standing Committees.

Subsection 1. The Executive Committee:

- A. Shall be composed of the President, Vice-President, Secretary, Treasurer, and State Training Officer of the State Association.
- B. Shall preside over the meetings of the Executive Council.

Subsection 2. The Financial Committee.

- A. Shall be composed of the State Treasurer and a minimum of three others as appointed by State President.
- B. Will cause the Treasurer's records to be reviewed annually by a non-partisan committee with a report of such to be presented to the Annual meeting.
- C. The SDEMSEA fiscal year runs from October 1 through September 30.

Subsection 3. The By-Law Committee.

- A. Shall be composed of the State Vice President and a minimum of three others as appointed by the State President.
- B. Shall review the Constitution and Bylaws of this organization annually. This review shall be conducted prior to the Annual meeting. The Committee may recommend changes necessary to keep the Constitution and Bylaws up to date.
- C. It will be the responsibility of the By-Law Committee to review each amendment properly proposed to the Association and to make a recommendation on passage to the Association Annual meeting, at which time the amendments will be acted upon.
- D. Proposed changes to the Constitution and/or Bylaws will be communicated to the membership at least thirty (30) days prior to the Annual meeting.

Subsection 4. The Communication Committee.

- A. Shall be composed of a minimum of four individuals as appointed by the State President.
- B. It will be the responsibility of the Communication Committee to make known to the public the activities of the Association which the Executive Council deems pertinent to the function of the Association.

Subsection 5. The Education Committee.

- E. Shall be composed of the State Training Officer and a minimum of three others as appointed by the State President.
- A. One (1) Training Officer from each District to be appointed by the President of the respective District to serve as a sub-committee to the Education Committee.

Section 2. Association Ad Hoc Committees

Subsection 1 May be created by the State President with input from the Executive Committee.

## **ARTICLE VI. Annual membership fees:**

Section 1. The annual membership fees of the Association may be payable to the South Dakota EMS Association (SDEMSEA). Fees may be collected in accordance with Article II, Section 2.

## **ARTICLE VII. Voting:**

Section 1. Only paid Active and Lifetime members shall be eligible to vote at the Annual or District meetings.

Section 2. Voting at the Annual meeting will require voting members to present their current credential cards. Measures may be passed by a plurality of eligible votes cast.

Section 3. Election of officers of the Association shall be done in accordance with the currently approved voting procedures in the SDEMSEA Policy and Procedure Manual.

Section 4. Where Association business arises that requires attention that must be voted on by the Executive Council, the voting shall be allowed to be addressed via electronic means. The votes shall be tallied by the SDEMSEA State Secretary and recorded at the next Executive Council meeting. (Updated 10/17)

## **ARTICLE VIII. Amendments:**

Section 1. Proposed revisions to these Bylaws must be submitted to the Secretary of the Association thirty (30) days before the commencement of the Annual meeting.

Section 2. Only Active members of the Association may submit amendment proposals must be signed by two (2) current Active members for the purpose of moving and seconding.

Section 3. The By-Law Committee shall meet and discuss the proposed amendments prior to the Annual meeting at which the amendment is to be introduced.

Section 4. The By-Law Committee shall recommend either a do pass, do not pass, or no recommendation to the annual meeting with both the majority and minority opinions of the Committee be given a chance to speak.

Section 6. Proposed amendments shall be declared approved upon receiving an affirmative vote of two-thirds (2/3) of the members casting a ballot at the Annual meeting.

## **ARTICLE IX. Parliamentary procedure:**

Section 1. The current version of Robert's Rules of Order shall guide all matters of procedure not previously covered in or in conflict with these Bylaws.