

Constitution and Bylaws  
of the  
Connecticut Society of EMS Instructors

**Article 1.0 - Name**

The name of this corporation shall be: The Connecticut Society of Emergency Medical Services Instructors, Inc., a non-profit organization, hereinafter referred to as the Society.

**Article 2.0 - Purpose**

The purpose for which the Society is formed shall be:

- 2.1 To serve as a unifying organization for Emergency Medical Services Instructors in Connecticut representing their needs as may be determined by the membership; and, to serve as a forum for the exchange of ideas and discussion of matters of mutual concern;
- 2.2 To foster, encourage and promote the development of superior abilities, skills, qualifications and requirements of instructors of emergency medical services;
- 2.3 To encourage, promote, sponsor and initiate programs of instruction and training of Emergency Medical Services Instructors;
- 2.4 To encourage, promote and support the delivery of superior emergency medical services instructional programs;
- 2.5 To disseminate information and guidance on concepts of emergency medical services care and instruction to appropriate bodies, governmental, private and public;
- 2.6 To establish communications with appropriate bodies, governmental, private and public;
- 2.7 To take an active role in promoting the adoption of such policies and practices by groups and agencies as will contribute to the maximum development of emergency medical services;
- 2.8 To encourage, promote and carry on research related to the development of emergency medical services instruction;
- 2.9 To seek adequate funding of emergency medical services programs and to advance cooperative relationships among associated groups and health agencies in such funding efforts.

**3.0 - Membership**

**3.1 Classes of Membership**

Membership shall be of ~~four~~ four classes; regular, founding (~~closed~~), affiliate, lifetime (~~closed~~), and honorary.

**3.2 Regular Membership**

Any person currently certified as an Emergency Medical Services Instructor in the State of Connecticut and who pays annual dues as determined by the bylaws of the Society may become a regular member; regular members are entitled to all privileges of the Society.

**3.2.1 Founding Members (~~closed~~)**

Any person qualified in accordance with Section 3.2 and who becomes a member of the society within the period established by the Board of Directors will be known as Founding Member.

~~3.2.2 Members in Good Standing~~

~~Any Emergency Medical Service Instructor holding current certification in the State of Connecticut, once a regular member, may continue such membership in good standing so long as the individual conforms to the rules of the society and, is not in default of dues~~

**3.2.3 Lifetime Membership (~~closed~~)**

Lifetime membership shall continue in effect for members assigned to such and who ~~paid~~ pay an established fee ~~as determined by the by-laws of the Society under Article 4.2~~. Lifetime members are entitled to all privileges of Regular members of the Society.

~~3.2.4 Affiliate Membership~~

~~Any person who demonstrates high interest in the purpose of the Society and who is dedicated to its endeavor, and who pay dues as determined by the by-laws may become an affiliate member but will not~~

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~~be entitled to make motions, vote, or hold elective office.~~

Honorary members shall be persons of distinction who may be elected to honorary membership by the Board of Directors. Honorary members shall pay no dues, nor may they make motions, vote, or hold elective office.

### ~~3.2.6 Membership Not Assignable~~

#### 3.3 Membership Application and Election

Application for membership shall be made to the Secretary of the Society, on such forms and giving such information as may be requested, in writing, and the applicant shall become a member upon the vote of the Board of Directors and upon payment of dues. Applicants elected to regular ~~or affiliate~~ membership shall pay dues on the basic currently in effect. The Board may elect members at any of its meetings.

#### 3.4 Resignations

A member may resign from membership by submitting a resignation, in writing, signed by the member, and delivered to the secretary of the Society which resignation will become effective upon the date specified therein or upon receipt if a date is not stated.

#### 3.5 Renewals and Terminations

To remain in good standing, a regular member must maintain current Emergency Medical Service Instructor certification in the State of Connecticut. Annual dues must be paid each year to renew regular or affiliate membership. Membership may be terminated by ~~two-thirds (2/3)~~ **majority** vote of the Board of Directors for failure to pay dues, for non-compliance with provisions of the by-laws, rules and regulations promulgated by the Society and/or for conduct detrimental to the best interest of the Society.

#### 3.6 Reinstatement

Any member, terminated in accordance with Article 3.4, 3.5 may be reinstated upon payment of any delinquent dues and by majority vote of the Board of Directors.

### **Article 4.0 - Fiscal Year and Dues**

#### 4.1 Fiscal Year

The fiscal year of the Society will be from July 1<sup>st</sup> to June 30<sup>th</sup>.

#### 4.2 Dues

The Board of Directors shall have the obligation to establish dues and to recommend changes in the dues of membership; dues and recommended changes must be approved by a ~~2/3~~ **majority** vote of the membership present and voting. All dues shall be payable to the Society. Members at the time of their election to membership shall pay dues in full for entire year in which they are elected.

#### 4.3 Default in Payment of Dues

If dues are not paid within sixty (60) days after the beginning of the Society's fiscal year, the Secretary shall notify, in writing, each member in arrears, and if said dues are not paid within sixty days thereafter, all privileges of membership may be terminated by the Board of Directors.

### **Article 5.0 - Meetings**

#### 5.1 Annual Meetings

The Society shall hold an annual meeting at such time and place in the State of Connecticut as may be determined by the Board of Directors with notification having been served to the membership at least thirty days prior to the appointed date. Purpose for which the annual meeting is to be held, in addition to those prescribed by the by-laws of the Society, should be those specified by the president or by majority of the directors then in office.

#### 5.2 Special Meetings

A special meeting of the Society may be called by a majority of the Board of Directors then in office or by written petition to the Board of Directors by twenty-five (25) percent of the regular members in good standings, provided the petition specifies the date thirty days prior to the date, time and place of said special meeting. Only business contained in the call for the meeting shall be transacted.

#### 5.3 Quorum of Membership

At any Regular or special meeting of the Society, a quorum shall consist of ~~twenty (20)~~ **twenty-five (25)** percent of the total regular members eligible to vote according to the records of the Society, in person or by proxy as

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authorized in advance by notification to the secretary. Any meeting may be adjourned from time to time by affirmative vote of a majority of the votes cast upon the question, whether or not a quorum is present.

## **Article 6.0 - Board Of Directors**

### 6.1 Composition

The Board of Directors shall consist of two directors from each of the five regions of the State, elected by members of the respective regions. The President of the Society shall also serve as a chairperson of the Board; in addition, Immediate Past President, President-Elect, Secretary and the Treasurer shall be members of the Board.

### 6.2 Term of Office

Directors shall be elected for two (2) years as herein provided, one from each region shall be elected in the even numbered years and the second in the odd numbered years. The director shall serve their terms with the beginning of the adjournment of the meeting at which they were elected and shall continue in office of their term regardless of instructor certification status. Directors shall be limited to two (2) consecutive terms in office. Former Directors may run for re-election after a minimum of one (1) term of absence from being an elected director. Additionally, the Society forbids any type of nepotism among the members of the Board of Directors.

### 6.3 Quorum

A quorum of the Board of Directors shall consist of ~~five (5)~~ four (4) of the members, none represented by proxy.

#### 6.3.1 Electronic Voting

An electronic quorum shall be at least one third of the Board members before business can be transacted or motions made or passed. A proxy vote may be obtained by use of the Society's website through use of an electronic mail ballot. The e-mail of a motion must be marked with a (!) high priority marker. Each motion must have a second within 24 hours and for (3) three days electronic mail discussion with the question called or if it is requested to table a vote must be ~~completed~~ completed within (3) three days to table. ~~A quorum will be at least one third of the Board members.~~

### 6.4 Powers

Except as reserved to members by the by-laws of the Society, the Executive authority of the Society shall be vested in the Board of Directors who shall have charge of the property and management of the Society and may exercise all power of the Society. The Board shall also be empowered to recommend to the membership changes in the offices stated in article 7.0, as they may deem necessary.

### 6.5 Qualification

Each and every Director shall be, at the time of election, and during tenure of office on the Board of Directors, a regular member of the Society, ~~at a minimum.~~

### 6.6 Office of Emergency Medical Services Representation

A representative from the Education and Training Section of the Office of Emergency Medical Services, as designated by the Director of the Office of Emergency Medical Services will be an ex-officio member of the Board of Directors with no voting rights.

## **Article 7.0 - Officers**

7.1 The officers of the Society shall be: President, Immediate Past-President, President-Elect, Treasurer, and Secretary.

### 7.2 Term of Office

The term of office of the officers of the Society shall be for two years.

### 7.3 Election

The officers shall be elected at the Society's Annual meeting, by majority vote of the members present. They shall assume office upon adjournment of the meeting at which they were elected. The President and Treasurer will be elected in even calendar years and the President-elect and Secretary in odd calendar years.

### 7.4 Duties

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The officers of the Society shall perform the duties as stated in these by-laws or duties usually performed by such officers.

#### 7.5 President

The President shall be a member ex-officio of all committees and shall have the general duties and powers of supervision and management usually vested in the office of President of the Society. The president shall conduct the routine, day-to-day business of the Society. The President shall also perform other such duties as may be prescribed from time to time by the Board of Directors. The President shall be the Chief Executive Officer of the Society and shall have the general supervision, direction, and control of all affairs of the Society. Except as the Board of Directors shall otherwise authorize, he may execute contracts on behalf of the Society.

#### 7.6 President-elect

The President-elect shall be elected by and from the general membership and shall perform the duties and exercise the powers of the President during any absence or disability of the President.

The President-elect shall perform other such duties as may be prescribed from time to time by the Board of Directors. The President-elect shall assume all duties and authorities of the President in the President's absence and shall have such power and duties as may be prescribed by the Board of Directors. The President-elect shall assume the office of the President following the expiration of the President's term or in the event of the President's death, resignation, or removal.

#### 7.7 The Immediate Past President

The Immediate Past President shall be eligible to serve for a term of two years immediately following completing office of President. No successor shall be appointed if an immediate Past President is not able to serve. The Immediate Past President shall have such powers and duties prescribed by the Board of Directors, including acting as an advisor and consultant to the members of the Board of directors.

#### 7.8 Treasurer

The Treasurer shall be the chief financial officer of the Society and shall, subject to the direction and control of the Board of Directors, have general charge of the financial affairs of the Society and custody of its funds and securities, and shall be repository of valuable papers, including minutes, articles of organization, and other documents and have them available for public inspection as required by law. The Treasurer shall be bonded in such form and sureties in such amounts, as the Board of Directors may require, the premium of which shall be paid by the Society. The Treasurer shall have the power to endorse for deposit or collection all notes, checks, drafts and other obligations or orders for payment of money to the Society and to accept drafts on its behalf and shall have such other duties and powers as may be designated by the Board of Directors or the President.

#### 7.9 Secretary

The Secretary shall attend and keep records of all meetings of the Society and of the Board of Directors and shall be the repository of valuable papers, including minutes, articles of organization, and other documents and have them available for public inspection as required by law. Shall keep a minute book, the articles of organization and attested copy of the by-laws with marginal references to all amendments thereof, and a current list of members with addresses. The secretary shall have such other powers and duties as may be designated from time to time by the Board of Directors or the President.

### **Article 8.0 - Committees**

#### 8.1 Establishment

The Board of Directors shall establish the standing committees listed below and may create or discontinue them as the need may indicate, and shall prescribe their duties. The President shall be a member, ex-officio, with power to vote, of all committees appointed by the Board of Directors, except the nominating committee.

#### 8.2 Standing Committees

The standing committees of the Society shall be: Membership, Education and Training, Public Information, Program and Nominating.

#### 8.3 Council of Advisors

The Board of Directors may appoint a Council of Advisors, not to exceed ten persons, to serve in an

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advisory capacity to the Society. Such persons shall have interest in the mission of the Society and shall possess such expertise as may be related to the Society's mission.

#### **Article 9.0 Reports**

##### 9.1 President, Chairperson

The President, and the Chairperson of each standing committee shall submit a report ~~at in writing, at~~ the annual meeting.

##### 9.2 Treasurer

The Treasurer shall submit written reports at each meeting of the Board of Directors and a financial report, in writing at the annual meeting.

##### 9.2.1 Audit

A financial audit shall be prepared by an external auditor no more than once every two years [in the odd calendar years](#) or as directed by the Board.

##### 9.3 Nominating Committee

The Board of Directors shall appoint a nominating committee consisting of one member from each of the five regions. At the annual meeting, the Committee shall nominate to the Society at the annual meeting, candidates for all offices. The names of the nominees shall be mailed to the voting members at least thirty days prior to the annual meeting. Other nominations for any one or all of the offices may be made from the floor by a regular member. All unexpired terms shall be filled by the Board of Directors until the next meeting.

#### **Article 10 – Amendments**

##### 10.1 Amendments

The power to make, amend or repeal by-laws shall be vested in the regular members and except as may be otherwise required by law. The Society may at any time by vote of the majority of the regular members legally qualified to vote in meetings of the Society and upon proper notice, make, amend or repeal any by-law, notice thereof stating substance of such change having been filed not less than thirty days prior to the stipulated meeting called by the Board of Directors.

#### **Article 11.0 Parliamentary Authority**

11.1 The rules contained in the current edition of "Roberts Rules of Order," newly revised, shall govern the Society in cases where they are applicable, and in which they are not inconsistent with these by-laws or any special rules of order the Society may hereafter properly adopt.

#### **Article 12.0 Dissolution**

##### 12.1 Dissolution

Except as may otherwise be required by law, the Society at any time by vote of a majority of its members legally qualified to vote, authorize a motion of petition for dissolution to be filed in accordance with law or provisions of these by-laws.

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