



# Agenda

## Board of Director's Meeting

March 22, 2005

Sheraton Gateway Hotel  
 6101 W. Century Blvd.  
 Los Angeles, California 90045  
 (310) 642-1111

### Agenda topics

10:00	Welcome & Introductions	Gidley	
	Approval of Agenda	Gidley	
	Approval of Minutes	Gidley	
	Budget Report	Lathrop	
	New Members	Lathrop	
10:15	<b>Old Business</b>		
	Proposed EMSAAC Bylaws (Action Item)	Tillman	
11:00	<b>EMDAC/EMSAAC Joint Session</b>	Murphy/ Gidley	
	EMSA Report	Watson	
	<ul style="list-style-type: none"> <li>• Computerized testing</li> <li>• EMS Standards and Guidelines</li> <li>• EMT National Scope of Practice Legislation</li> <li>• Status of State EMSC</li> <li>• EMSC Agenda</li> </ul>		
	12:00	Lunch -	
	1:00	Commission Items (Recommendations for C. Baucom)	Gidley
		<b>Old Business (Continued)</b>	
		Nomination Committee Report	Lapolla
2005 Conference		Fisher	
EMT-II Draft Regulations		Martingnoni	
<b>New Business</b>			
Elimination of Prevention 2010 Funding		Karsten	
Longer Combination Vehicles (letter campaign)		Meyer	
EMSAAC Committee Assignments (Action Item)		Andriese	
Paramedic Training Standards for Clinical and Internship		Becker, Ogar	
HRSA/Disaster Update Overview/RDMHC Legislation	Rubin		
CHEMPACK	Gidley		





December 28, 2004

TO: EMSAAC Membership

SUBJECT: **NOTICE OF MEETING OF MEMBERSHIP TO MODIFY THE BYLAWS OF THE EMERGENCY MEDICAL SERVICES ADMINISTRATOR'S ASSOCIATION OF CALIFORNIA, INC.**

As you know, over the past year a concerted effort has been underway to revise the EMSAAC Bylaws. We have finally reached a point that the draft bylaws are ready for review by all EMSAAC members. To meet the legal requirements for modifying the bylaws, written notice must be given to all members not less than 45 nor more than 90 days prior to any vote by the members on the proposed changes. The written notice must describe the effect of the amendment on the corporation and the members. This communication, which will also be mailed to you via US Postal Service, serves as your written notice for the proposed changes.

This is to advise you that the proposed EMSAAC Bylaws will be on the March 22, 2005 EMSAAC agenda. The meeting will be held in Los Angeles in conjunction, as usual, with the State EMS Commission. The EMS Authority has not confirmed the exact meeting location yet.

Attachment I is a letter prepared by Pat Tillman, our legal counsel, which covers the questions and issues related to the changes. This letter was distributed earlier this year, so you may already be familiar with its contents.

Attachment II is a copy of the proposed bylaws.

A paper ballot will be utilized at our March 22, 2005 meeting. Mail-in ballots will not be accepted. A simple majority of all EMSAAC members is needed to approve the new bylaws. Therefore, it is critical that we have a high EMSAAC member attendance at this meeting.

Please review the attached information. Should you have questions, please contact me or one of the other EMSAAC Board members.

Very truly yours,

Darlene Isbell-Gidley  
President

DI:pkg (#753)

Attachments

**BYLAWS OF EMERGENCY MEDICAL SERVICES  
ADMINISTRATOR'S  
ASSOCIATION OF CALIFORNIA, INC.**

**A California Nonprofit Mutual Benefit Corporation**

**ARTICLE I. NAME**

The name of this Corporation is Emergency Medical Services Administrators' Association of California, Inc.

**ARTICLE II. OFFICE OF THE CORPORATION**

The principal office for the transaction of the activities and affairs of the Corporation is located at 43 Hilltop Drive, Redding, in Shasta County, California. The Board of Directors (Board) may change the principal office from one location to another. Any change of location of the principal office shall be noted by the Secretary on these Bylaws opposite this Section, or this Section may be amended to state the new location.

The Board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.

**ARTICLE III. PURPOSES AND LIMITATIONS**

**Section III – 1 General Purposes** To act as a business league not organized for profit pursuant to IRC Section 501(c)(6) and California Revenue and Taxation Code Section 23701(e).

**Section III – 2 Specific Purposes**

- A. To act in an advisory capacity to the State of California Emergency Medical Services Authority (EMSA) and the State of California Emergency Medical Services Commission (EMSC) in the establishment of goals, priorities, standards and quality assurance for the Emergency Medical Services Systems.
- B. To provide expert administrative advice and consultation to State, local, community, and professional organizations involved with Emergency Medical Services Systems.
- C. To serve as a forum for the exchange of information and ideas on the administrative aspects of Emergency Medical Services Systems.
- D. To improve the System's integrity and validity in Statewide and local Emergency Medical Services System design and operation including all EMS System components.
- E. To improve the effectiveness of administration and management of Emergency Medical Services Systems relating to planning, organization, implementation and evaluation of the Emergency Medical Services Systems.

- F. To promote the dissemination of knowledge concerning the Emergency Medical Services Systems.
- G. To promote the fulfillment of and adherence to requirements of laws, statutes, and State and local policy and procedures, regulations and guidelines.
- H. To foster relationships with other organizations and agencies involved in similar activities and to exchange information and work toward common goals for the delivery of Emergency Medical Services Systems.
- I. To recommend to the Governor's office four qualified candidates for appointment to the Commission on Emergency Medical Services.
- J. To review legislation relevant to Emergency Medical Services and make recommendations as an organization.

**Section III – 3 Limitations** No part of the net earnings of the Corporation may inure to the benefit of any director or member (if the Corporation has members).

#### **ARTICLE IV. NON-MEMBER CORPORATION**

This corporation shall have no voting members within the meaning of Nonprofit Corporation Law. The corporation may however have “Associates”. “Associates” are persons directly or indirectly involved in the administration, management and support services of Emergency Medical Services. “Associates” may fully participate in the discussions and activities of the Corporation but shall have no vote. The corporation’s board of directors may in its discretion, admit individuals to one or more additional classes of nonvoting members; the class or classes shall have such rights and obligations as the board finds appropriate.

#### **ARTICLE V. DIRECTORS**

**Section V – 1 General Corporate Powers** Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or Bylaws, the Corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

**Section V – 2 Specific Powers** Without prejudice to the general powers set forth in these Bylaws, but subject to the same limitations, the Directors shall have the power to:

- A. Appoint and remove, at the pleasure of the Board, all the Corporation's officers, agents, and employees; prescribe powers and duties to them that are consistent with law, with the articles of incorporation, and with these Bylaws; and fix their compensation and require from them security for faithful performance of their duties.

- B. Change the principal office or the principal business office in California from one location to another; cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency, or country and conduct its activities within or outside California; and designate any place within or outside California for holding any meeting..
- C. Borrow money and incur indebtedness on the corporation's behalf and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.
- D. Adopt and use a corporate seal and alter the form of the seal.

**Section V – 3 Number of and Qualifications for Directors** The maximum number of directors shall be equal to the number of California Local EMS Agencies (hereinafter referred to as LEMSA) as defined in California Health and Safety Code Section 1797.94. The administrator heading each LEMSA, or that administrator's designee, shall be eligible to be a director. At the time of adoption of these bylaws there are 32 LEMSAS in California. If a county should become a part of a multi-county LEMSA or split off from a multi-county LEMSA the number of authorized directors would automatically increase or decrease.

**Section V – 4 Admission of Directors** Each Local EMS Agency shall be entitled to place one director, and no more, on the Board of Directors. An administrator (heading a LEMSA) desiring to be a director, or to designate a director, shall notify the Secretary of this corporation in a signed and dated statement under penalty of perjury, stating that desire. The statement shall identify the capacity of the administrator (chief administrator of xyz LEMSA). The statement shall also state the administrator's or designee's agreement to abide by the Articles of Incorporation, bylaws and lawful policies and actions of the Board of Directors of EMSAAC. If the administrator is designating someone else, the person so designated shall also sign the statement affirmatively accepting designation.

The administrator heading a LEMSA may change the designated individual at any time by following the procedure outlined above.

The signed statement of application may be faxed to the Secretary of the corporation provided the original is mailed or given to the Secretary.

The Board of Directors may by resolution adopt a form containing the above requirements.

Upon receipt of a valid statement of application and payment of fees (as defined in Section V – 13 herein) by the LEMSA, the designated individual shall become a director of the corporation.

Individuals fulfilling the requirements of this Section V-4 shall be "authorized directors".

**Section V – 5 Directors Terms**

A director shall hold office until:

- another director is designated by the administrator heading the LEMSA or
- until the LEMSA no longer exists.
- he/she resigns from their position as a director.

**Section V – 6 Regular Meetings** Regular meetings of the Board of Directors shall occur at least quarterly at a place and time agreed upon by the majority of the Board of Directors present and voting at the conclusion of the prior regular meeting.

**Section V – 7 Location of Meetings** All regular meetings of the Board of Directors shall be conducted at meeting locations mutually agreeable to the majority of the Board of Directors and when possible shall coincide with State of California EMS Commission meetings.

**Section V – 8 Meetings by Telephone or Other Telecommunications Equipment** Any board meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if all of the following apply:

- A. Each director participating in the meeting can communicate concurrently with all other directors.
- B. Each director is provided the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.
- C. The board has adopted and implemented a means of verifying both of the following:
  - 1) that a person participating in the meeting is a director or other person entitled to participate in the board meeting.
  - 2) that all actions of or votes by the board are taken or cast only by the directors and not by persons who are not directors.

**Section V – 9 Quorum; Percentage Required** Thirty three and one third percent (33 and 1/3%) of the “authorized directors” shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be an act of the board, subject to the more stringent provisions of the California Nonprofit Mutual Benefit Corporation Law, including, without limitation, the provisions on (a) approval of contracts or transactions between this corporation and one or more directors or between this corporation and any entity in which a director has a material financial interest, (b) creation of and appointments to committees of the board, and (c) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

**Section V – 10 Notice of Regular Meetings** Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the

holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her. Statutory notice requirements must be adhered to unless appropriately changed in the bylaws.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

Any action that the board is required or permitted to take may be taken without a meeting if all board members consent in writing to the action. Such action by written consent shall have the same force and effect as any other validly approved board action. All such consents shall be filed with the minutes of the proceedings of the board.

**Section V – 11 Special Meetings** A special meeting of the Board of Directors may be called at any time by the President of the Board or by a majority of the Board of Directors.

**Section V – 12 Notification of Special Meetings** Notification for special meetings shall be as required by the California Corporations Code and notice shall be given pursuant to, at least, the minimum time required by law.

**Section V – 13 Fees** In order to have the right to place a person on the Board of Directors a LEMSA shall pay an annual fee in an amount set by the Board of Directors. These fees are payable at the time of submission of the application to designate a director and also yearly each July 1st. These annual fees become delinquent if not paid by September 30<sup>th</sup> each year. Fee statements will be mailed by the Treasurer to the current directors by March 1<sup>st</sup> for the following fiscal year. It is the intent that a LEMSA pay one fee annually even though the LEMSAS designated director may change.

## **ARTICLE VI. OFFICERS**

**Section VI – 1 Officers** The officers of this Corporation shall be the President, President-Elect, Secretary, and Treasurer.

**Section VI – 2 Election of Officers** A Nominating Committee of four (4) directors shall be appointed by the President to include and to be chaired by the Immediate Past President. The Past President shall impanel the Nominating Committee by January 15 to produce a recommended slate of Board of Directors to the Corporation’s “authorized directors” by March 30. The Nominating Committee shall:

- A. Nominate candidates qualified to hold the office.
- B. Obtain from each prospective nominee his/her consent to be nominated.
- C. Nominate at least one candidate for the offices of President-elect, Secretary and Treasurer.

The Nominating Committee's slate and voting ballot will be mailed by April 15 to all directors. Election to the Board shall be by a vote of ballots cast by the directors. The sitting President and President-elect shall tabulate all ballots and present the elected candidates receiving the highest number of votes at the last scheduled Board meeting of the fiscal year. In the event that a tie vote shall occur, the election will be decided by a coin toss.

The President-elect shall succeed the President. The Officers shall serve for the fiscal year following election unless as otherwise noted in these Bylaws.

**Section VI – 2 Term of Office** The term of office for any Officer shall be one (1) year. Each Officer, including a director elected or appointed to fill a vacancy, shall hold office until expiration of the term and until a successor has been elected and qualified.

**Section VI – 3 Temporary Appointments** In the event an office is vacated the Executive Committee, if not prohibited by law, shall appoint a temporary successor to serve in that position until a permanent successor is selected by the Board.

**Section VI – 4 Duties of Elected Officers** The officers of this Corporation shall perform the duties commonly pertaining to their respective offices and shall perform such other duties and have such other powers as prescribed by these Bylaws or as the Board of Directors may from time to time delegate, provided these designated powers are not in conflict with these Bylaws.

- 1) President. The President shall, subject to the control of the Board of Directors, supervise all business and affairs of the Corporation. The President shall perform all duties incident to the office and such other duties as may be required by the Corporation's Bylaws, Legislative Platform, or which may be assigned to the office from time to time by the Board of Directors. The President shall preside at all meetings of the Corporation and the Board of Directors.
- 2) President-Elect. The President-Elect shall, in the absence or disability of the President or in the event of the President's refusal to act, perform all duties of the President and, when so acting, shall have the powers of and be subject to the restrictions on the President. The President-Elect shall have such other duties as may be imposed by the Corporation's Bylaws, Legislative Platform, or as may be prescribed from time to time by the Board of Directors. The President-Elect shall

serve as the Conference Coordinator and shall chair the planning committee for the Corporation's conferences.

- 3) Secretary. The duties of the Secretary shall be to:
  - (a) Certify Bylaws
  - (b) Keep Minutes of Meetings
  - (c) Be Custodian of the Records of the Corporation
  - (d) Perform other duties incidental to the office of Secretary
  
- 4) Treasurer. The duties of the Treasurer shall be to supervise the following:
  - (a) The custody and deposit of funds
  - (b) The receipt of funds
  - (c) The disbursement of funds
  - (d) The maintenance of accounts
  - (e) The Exhibit of Records of the Corporation as necessary
  - (f) The rendering of financial reports
  - (g) The timely notification of the directors of dues and assessments
  - (h) The performance of other duties incidental to the office of Treasurer including, but not limited to meeting the requirements of the United States Internal Revenue Service and the California Franchise Tax Board.
  - (i) The Treasurer shall chair the Budget Committee appointed by the President and shall propose a budget to the Board of Directors at the final meeting of the Board for each Corporation (fiscal) year, ending June 30th.

**Section VI – 5 Officers Restrictions** No officer may hold more than one (1) office at the same time.

## **ARTICLE VII. COMMITTEES**

**Section VII – 1 Committees** The Board, by a majority of its members, may create one or more committees, to serve at the pleasure of the Board. Appointments to committees of the Board shall be made by the President. Any such committee, to the extent provided in the Board action, shall have the authority given by the Board, except that no committee, regardless of Board resolution, may:

- A. Fill vacancies on the Board or on any committee that has the authority of the Board;
- C. Fix compensation of the Officers for serving on the Board or on any committee;
- D. Create any other committees of the Board or appoint the members of committees of the Board;
- E. Expend corporate funds to support a nominee for Director after more people have been nominated for Director than can be elected; or
- F. Approve any contract or transaction to which the Corporation is a party and in which one or more of its Directors has a material financial interest, except as special approval is provided for in Section 5233(d)(3) of the California Corporations Code.

**Section VII – 2 Meetings and Actions of Committees** Meetings and actions of committees of the Board shall be governed by, held, and taken in accordance with the provisions of these Bylaws concerning meetings and other Board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board resolution or, if there is none, by resolution of the committee of the Board. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the government of any committee, provided they are consistent with these Bylaws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

**Section VII – 3 Permanent Committees**

- A. Executive Committee. Unless restricted by board resolution, the Executive Committee shall have all the authority of the board at times when the board is not in session, except with respect to those matters specified in the Corporations Code as reserved for action by the board of directors. The Executive Committee shall be composed of the President, President-Elect, Immediate Past President, Secretary and Treasurer.
- B. By-laws Committee. It is the mission of the By-laws Committee to ensure the integrity of the Corporation by-laws. The committee is responsible for reviewing and making appropriate recommendations for revisions of the by-laws to the Board of Directors as needed.
- C. Nominating Committee. It is the mission of the Nominating Committee to identify and solicit the best qualified member candidates for the leadership positions of the Corporation. The committee is responsible for overseeing the procedures established for the nomination of candidates and for conducting the annual elections.
- D. Legislative Committee. This committee shall be responsible for reviewing pending state and federal legislation effecting emergency medical services. After reviewing pending legislation this committee shall make recommendation to the Board of Directors.

**Section VII – 4 Advisory Committees** There shall be advisory committees of the Corporation. The numbers, names, duties and duration of these committees shall be determined by the Board of Directors. This includes such committees as: Education and/or Budget.

**Section VII – 5 Ad-Hoc Committees** The President may appoint such additional ad-hoc committees as the Board may deem appropriate to establish.

**ARTICLE VIII. MISCELLANEOUS**

**Section VIII – 1 Secretary**

- A. Book of Minutes. The Secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, and of committees of the Board. The

minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special, and, if special, how authorized, the notice given, the names of those present at Board and committee meetings. The Secretary shall keep or cause to be kept, at the principal office in California, a copy of the articles of incorporation and Bylaws, as amended to date.

- B. Notices, Seal, and Other Duties. The Secretary shall give, or cause to be given, notice of all meetings of the Board, and of committees of the Board, required by these Bylaws to be given. The Secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

### **Section VIII – 2 Treasurer**

- A. Books of Account. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Treasurer shall send or cause to be given to Directors such financial statements and report as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any Director at all reasonable times.
- B. Deposit and Disbursement of Money and Valuables. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate, shall disburse the Corporation's funds as the Board may order, shall render to the President, and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.
- C. Bond. If required by the Board, the Treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the Corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer on his or her death, resignation, retirement, or removal from office.

### **Section VIII – 3 Indemnification**

- A. Right of Indemnity. To the fullest extent permitted by law, this Corporation shall indemnify its Directors, officers, employees, and other persons described in Section 7237(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in Section 7237(a) of the California Corporations Code.

- B. Approval of Indemnity. On written request to the Board by any person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Corporations Code, the Board shall promptly determine under Section 7237(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the Board shall authorize indemnification
- C. Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification in defending any proceeding covered by those Sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

**Section VIII – 4 Insurance** The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees, and other agents, against any liability asserted against or incurred by any officer, Director, employee, or agent in such capacity or arising out of the officer's, Director's, employee's, or agent's status as such.

**Section VIII – 5 Records and Reports** The Corporation shall keep:

- A. Adequate and correct books and records of account;
- B. Written minutes of the proceedings of the Board, and committees of the Board; and
- D. Inspection by Directors

Every Director shall have the absolute right at any reasonable time to inspect the Corporation's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

E. Annual Report

- 1) The Board shall cause an annual report to be sent to the Directors within 120 days after the end of the Corporation's fiscal year (June 30). That report shall contain the following information, in appropriate detail, for the fiscal year:
  - (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.
  - (b) The principal changes in assets and liabilities, including trust funds.
  - (c) The revenue or receipts of the Corporation both unrestricted and restricted to particular purposes.
  - (d) The expenses or disbursements of the Corporation for both general and restricted purposes.

- (e) Any information required by these Bylaws.
- 2) The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the Corporation's books and records.
- 3) This requirement of an annual report shall not apply if the Corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to an Directors and to any member who requests it in writing; provided further the Board shall review the need for an audit at least every three years.

#### F. Annual Statement of Certain Transactions and Indemnifications

- 1) As part of the annual report, or as a separate document if no annual report is issued, the Corporation shall annually prepare and mail or deliver to each Director a statement of any transaction or indemnification of the following kind within 120 days after the end of the Corporation's fiscal year:
  - (a) Unless approved by members under Section 7233(a) of the California Corporations Code, any transaction (a) to which the Corporation, its parent, or its subsidiary was a party, (b) which involved more than \$50,000 or was one of a number of such transactions with the same person involving, in the aggregate, more than \$50,000, and (c) in which either of the following interested persons had a direct or indirect material financial interest (a mere common directorship is not a material financial interest):
    - 1. Any Director or officer of the Corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or
    - 2. Any holder of more than 10 percent of the voting power of the Corporation, its parent, or its subsidiary. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was a partnership in which the interested person is a partner, only the interest of the partnership need be stated.
  - (b) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or Director of the Corporation, unless that indemnification has already been approved by the members under Section 5238(e)(2) of the California Corporations Code.

### **ARTICLE IX. CONSTRUCTION AND DEFINITIONS**

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes

the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

## **ARTICLE X. AMENDMENTS**

### **Amendments**

- A. The Board may adopt, amend, or repeal Bylaws unless the action would violate any provision of the California Corporations Code.
- B. High vote requirement. If any provision of these Bylaws requires the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote.

## **CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting Secretary of EMERGENCY MEDICAL SERVICES ADMINISTRATOR'S ASSOCIATION OF CALIFORNIA, INC., a California nonprofit mutual benefit Corporation, that the above Bylaws, consisting of xx pages, are the Bylaws of this Corporation as adopted by the Board of Directors on xx/xx/xx and that they have not been amended or modified since that date.

Executed on xx/xx/xx xxxxxxxx, California.

Secretary