

BY-LAWS OF THE
SOUTHWEST KANSAS E.M.S., INC.

Article I

OFFICES

Section 1. *REGISTERED OFFICE.* The registered office of the corporation shall be: 475 S. Towns Boulevard, Garden City, Kansas and the resident agent in charge thereof at such address shall be Ms. Kathy Dooley.

Section 2. *CHANGE OF OFFICE.* The Board of Directors may change the location of the registered office to any other place within this State by resolution adopted at a regular or special meeting of such board.

Section 3. *OTHER OFFICES.* Other offices for the transaction of business shall be located at such places either within or without the State of Kansas as the Board of Directors or officers may from time to time determine.

Article II

MEMBERS

Section 1. *MEMBERSHIP.* Membership in the corporation shall be open to all residents of the eighteen (18) counties in EMS Region II. The membership may also include those that are not residents of EMS Region II, but are involved in out-of-hospital care within EMS Region II.

Section 2. *MEMBERSHIP DUES.* Members may be assessed annual dues, the amount to be determined by the Board of Directors.

Section 3. *PLACE OF MEETING.* All meetings of the membership shall be held at such place as the Board of Directors may direct.

Section 4. *ANNUAL MEETING.* The annual meeting of the membership shall be held during the month of June of each year, the exact date and location to be set by the Board of Directors. At such meeting there shall be an election of directors and officers and the transaction of such other business as may properly come before the membership.

Section 5. *ADJOURNMENT OF ANNUAL MEETING.* Those members present in person or by proxy may adjourn the annual meeting to a future date, and each member shall be mailed a notice of such adjourned meeting at least ten (10) days prior to say adjourned meeting.

Section 6. *SPECIAL MEETINGS.* Special meetings of the members may be held upon call by the Secretary when directed by the President or upon written direction of the Board of Directors, and shall be called by the Secretary when requested by one-third of the members of the corporation. The Secretary shall give ten (10) days notice.

Section 7. *NOTICE OF MEETINGS.* The Secretary shall give ten (10) days notice to each member of any annual or special meeting of the membership, by addressing the same to his/her address as the same appears on the records of the corporation; provided, however, that failure to give such notice shall not effect the validity of such meeting or proceedings thereat.

Section 8. *PROXIES AND VOTING*. Each member may vote in person or by proxy at any meeting of the membership and each member is entitled to one vote. Proxies must be filed with the Secretary of the meeting before the same is convened and must be in writing.

Section 9. *QUORUM*. Those members present of the corporation at the time of a meeting shall constitute a quorum when present in person or by proxy.

Section 10. *CONDUCT OF MEETING*. The President, or in his/her absence the vice-president, shall preside at meetings of the membership and the Secretary shall act as Secretary thereof; but should such officers not be present, their functions may be performed by any of the members present, as chosen by those in attendance.

Article III

BOARD OF DIRECTORS

Section 1. *NUMBER, ELECTION AND TERM*. The Board of Directors shall consist of one (1) representative from each licensed ambulance service in EMS Region II who has been appointed by letter by their Governing Body. This appointment may be passed by letter to a designee of such service, and one (1) representative of each licensed ambulance service whose center of operations may not be in EMS Region II, but whose satellite base is located in EMS Region II. There shall be thirteen (13) members elected at large, they shall meet the membership provisions of Article II, Section 1 of these by-laws.

The Directors shall be elected annually by the members at the annual meeting and shall hold office for one (1) year unless they resign, die, become disqualified or are removed as hereinafter provided, or until their successors are elected and qualify.

Section 2. *RESIGNATION, REMOVAL AND VACANCIES*. A Director may resign at any time by filing a written resignation with the Secretary and, unless a later date is fixed by its terms, said resignations shall be effective from the filing thereof.

In the event that a member of the Board of Directors moves from the particular county he/she represents, he/she shall become a disqualified member and be replaced as provided hereinafter.

In the event that a member of the Board of Directors shall miss three (3) consecutive meetings of the Board of Directors, the Board of Directors, by an affirmative vote of two-thirds (2/3) of the Directors present at any meeting of the said Board may remove said Director.

Whenever a vacancy shall occur in the Board of Directors due to the said member resigning, being removed or becoming disqualified as a member of the corporation, said vacancy shall automatically be filled by the new member of the corporation selected as provided in Article III hereof. If the member resigning, becoming disqualified or removed is one of the members at large, the Board of Directors shall elect a successor meeting the qualifications for the at large members as set forth hereinbefore, such director to hold office until the next annual meeting of the membership or until his/her successor shall be elected and qualify.

Section 3. *POWERS*. The Board of Directors shall have the general supervision, management and control of the affairs and business of the corporation, including the election of the general officers of the corporation and the designation of their qualifications, duties, compensation and terms of office. The Board shall have the authority to receive money from any source and to use the same for the purposes of the corporation.

Section 4. *COMPENSATION*. The Directors of the corporation shall receive no compensation for their services other than reimbursement of actual out-of-pocket expenses, including travel, incurred in the furtherance of corporate business, provided that the Executive Committee determines such funds are available.

Section 5. *MEETINGS*. An annual meeting of the Board of Directors shall be held immediately following the annual meeting of the membership meeting and the notice thereof shall be the same as is required for a regular meeting of the Board.

Those Directors present shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 6. *CONDUCT OF MEETINGS*. The President or, in his/her absence, the Vice-President shall preside at meetings of the Board, and the Secretary shall act as Secretary thereof; but in the absence of either or any of such officers, their functions may be performed by any member of the Board selected by those present.

Section 7. *EXECUTIVE COMMITTEE*. The Board of Directors may create executive committees to consist of two or more directors. These committees may have and exercise the powers of the Board of Directors except action in respect to election of officers or the filling of vacancies in the Board of Directors or Executive Committee.

Article III

OFFICERS

Section 1. *NUMBER*. The officers of the corporation shall be a President, a Vice-President, and a Secretary - Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors.

Section 2. *ELECTION AND TERM OF OFFICE*. The officers of the corporation shall be elected by the Board of Directors annually at the annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his/her successor shall have been duly elected and qualified, or until his/her death, or until he/she resigns, or has been removed in the manner hereinafter provided.

Section 3. *REMOVAL*. The Board may remove any officer or agent elected or appointed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby.

Section 4. *PRESIDENT*. The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general, supervise and control all of the business and affairs of the corporation. He/She shall, when present, preside at all meetings of the members and of the Board of Directors. He/She may sign with the Secretary, or any other proper officer of the corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 5. *THE VICE-PRESIDENT*. In the absence of the President or in the event of his/her death or inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall also perform such other duties as from time to time may be assigned to him/her by the Board of Directors.

Section 6. *THE SECRETARY/TREASURER*. The Secretary shall keep the minutes of the membership meetings and of the Board of Directors meetings in one or more books provided for that purpose; see that all notices are duly given in accordance with the provision of the by-laws and as required by law; be custodian of the corporate records and of the seal of the corporation; keep a register of the post office addresses of each

member which shall be furnished to the Secretary by each member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President of the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He/She shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all monies in the name of the corporation in a bank selected as hereinafter provided; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to said Treasurer by the President or by the Board of Directors. Any of the above duties of the Secretary/Treasurer may be assigned to the Executive Director by the Board of Directors.

Section 7. *THE EXECUTIVE DIRECTOR*. The Executive Director of the corporation shall serve at the pleasure and direction of the Board of Directors.

Article V

CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. *CONTRACTS*. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. *LOANS*. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. *PAYMENT OF OBLIGATIONS*. Any just obligation of the corporation shall be paid by the Treasurer of the corporation, and approved by the Board of Directors.

Section 4. *CHECKS, DRAFTS, ETC*. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by any two (2) officers of the corporation or the Executive Director and one (1) officer.

Section 5. *DEPOSITS*. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in a bank selected by the Treasurer of the corporation. The Treasurer, after selection of a bank, shall immediately allow the Secretary to enter the name and address of the selected bank on the records of the corporation and in the event of a change in the selected bank, shall immediately notify the Secretary of the same.

Article VI

AMENDMENTS

The Board of Directors may from time to time by vote of a majority of its members, make, alter, amend and rescind any or all of the by-laws of the corporation.

Article VII

FISCAL YEAR

The Fiscal Year of this corporation shall begin on the first day of July and end on the last day of the following June.