

BYLAWS
AMR FOUNDATION FOR RESEARCH AND EDUCATION

SECTION 1

General

1.1 AUTHORITY: These bylaws were adopted October 11, 2016

SECTION 2

Name and Offices

- 2.1 NAME. This entity shall be known as the AMR Foundation for Research and Education (hereinafter called the "AMR Foundation" or "Foundation").
- 2.2 OFFICE. The headquarters and principal office of the Foundation shall be located at the Corporate Headquarters for American Medical Response, Inc., or at such other location as may be determined by the Board of Directors.

SECTION 3

Purposes and Responsibilities of the Foundation

- 3.1 PURPOSES. The mission of the AMR Foundation is to support clinical, education and health systems research designed to improve the care and safety of patients in the out of hospital setting. The AMR Foundation supports research and educational activities within clinical practices, and promotes initiatives focused on improving patient care and projects which contribute directly or indirectly to the health and wellbeing of communities.
- 3.2 RESPONSIBILITIES. In addition to its other responsibilities stated herein, the Foundation shall serve as the employer unit of all Foundation employees and shall have responsibility for its own financial condition.
- 3.3 NAME. The Foundation shall not permit its name to be used for the endorsement of products or for any other form of commercial advertising without prior Board approval.

SECTION 4

Members

- 4.1 The Foundation shall have a Board of Directors but shall not have members or shareholders. The Board may organize support groups to assist in fundraising or other efforts.

SECTION 5

Meetings

- 5.1 ANNUAL MEETINGS. The Foundation shall have an annual meeting for the purpose of holding elections, considering reports, and transacting such other business as may properly come before the meeting. The meeting shall be held during the first calendar quarter at the hour and place designated by the President; PROVIDED, however, that by majority consent of the Directors, the annual meeting may be postponed for a period not to exceed 90 days or accelerated for a like period.
- 5.2 SPECIAL MEETINGS. Special meetings of the Board shall be called by the President or shall be called upon the written request to the President of one-third of the voting Directors.
- 5.3 QUORUM. At any annual, regular or special meeting of the Foundation's Board, a quorum shall be at least fifty percent of the directors, but in the absence of a quorum, a lesser number may adjourn the meeting.



5.4 VOTING. At every meeting of the Board of Directors, each member shall be entitled to one vote. Voting by proxy shall not be permitted. Decisions on any questions shall be by majority vote of directors present and voting.

SECTION 6

Board of Directors and Committees

6.1 BOARD OF DIRECTORS. The Foundation shall have a Board of Directors, numbering up to three ex-officio and up to ten regular members, each of whom shall serve without compensation for his or her services as such. No employee of the Foundation may serve as a Board member or member of any Board committee.

6.2 EX-OFFICIO POSITIONS. From time to time, the Board of Directors may, by a two-thirds vote, create one or more ex-officio positions with full voting rights, on the Board. An ex-officio director who for any reason no longer holds the position qualifying such director as an ex-officio director shall be deemed to have resigned from the Board effective concurrently with the loss of such position.

6.3 NOMINATIONS. The Board shall establish procedures for nomination of Directors.

6.4 ELECTION OF DIRECTORS. Directors shall be elected by the Board of Directors upon recommendation by the Committee on Directors and may serve for a maximum of three, 3-year terms beginning at the date of their election.

6.5 NONVOTING CLASSES OF DIRECTORS. The Board of Directors may create nonvoting classes of director(s) (such as advisory or honorary) and may elect or appoint persons to serve in such capacities.

6.5.1 HONORARY BOARD MEMBERS. The Board of Directors may elect such honorary directors as it may from time to time determine useful. The Board of Directors may also elect past or retiring Board members to the position of Honorary Board Members in recognition of extraordinary service to the Foundation. Such members shall not be entitled to vote at any meeting of the Board of Directors nor shall their numbers be included in the membership count of the Board of Directors.

6.5.2 COMMITTEES AND ADVISORY BOARDS. The Board of Directors has the sole discretion to create committees and advisory Boards although they are not required to conduct business.

6.5.3 BOARD OF ADVISORS. The Board of Advisors shall be advisory only to the Board of Directors. The Board of Advisors shall be convened from time to time for the purpose of seeking input and generation of support for the Foundation's planning and financial development efforts. All retired members of the Board of Directors as well as additional individuals are eligible to be invited to serve on the Board of Advisors for indefinite terms. The Board President may appoint a Chairman and any additional officers for the Board of Advisors for terms of one year or until their successors are appointed. Members of the Board of Advisors may not concurrently serve on the Board of Directors.

6.6 ROTATION. Any voting member of the Board who has served three full terms after October 11, 2016 shall be ineligible to serve as an active board member for a period of one year. The Board membership of the President may be extended for up to two additional years, following which time, he or she shall be ineligible to serve as a voting Board member for a period of one year. The Board membership of the President Emeritus shall be exempt from the term limitation.

6.7 REGULAR MEETINGS. Regular meetings of the Board shall be held at least three times per year, according to a schedule determined by the Board. The annual meeting is considered a regular meeting for purposes of these bylaws. Regular meetings, not including the annual meeting, may be held via conference call.

- 6.8 NOTICE. Notice of all meetings of the Board shall be given by any means reasonably calculated to notify Directors at least seven (7) days before the meeting. Notices of special meetings shall advise Board members of the general nature of business to be transacted at such meeting.
- 6.9 QUORUM. A quorum shall be at least fifty percent of the voting membership of the Board, but a lesser number may adjourn the meeting. Members attending by teleconference are considered present for quorum and voting purposes.
- 6.10 ACTION WITHOUT MEETING. Any action required or taken by the Board of Directors may be taken without a meeting, if 3/4 of all directors individually consent via email to that action. Such action by email consent shall have the same force and effect as an affirmative vote of the Board of Directors. Such action by consent shall be filed in the minute book of the Foundation.
- 6.11 REMOVAL OF DIRECTORS. A majority of the Board may terminate a director's tenure for conduct deemed detrimental to the Foundation.
- 6.12 EXECUTIVE COMMITTEE. At the Board's sole discretion, there may be an Executive Committee of the Board, consisting of at least three (3) Directors, who shall be the officers of the Foundation, the chair of each of the Standing Committees of the Board, and such other Board members as may be appointed by the President. The President (or President-Elect in his/her absence) shall chair the Executive Committee. The members of the Executive Committee shall serve for a period of one year or until their successors are elected. The Executive Committee shall have and may exercise all of the powers and responsibilities of the Board when the Board is not in session, and shall meet at such times as the Executive Committee shall prescribe. All actions of the Executive Committee shall be reported at the next regularly scheduled meeting of the Board. Two (2) members of the Executive Committee, one of whom must be the President or President-Elect, shall constitute a quorum, but a lesser number may adjourn the meeting. The maximum number of Directors on the Executive Committee shall not exceed six (6).
- 6.13 STANDING COMMITTEES. The Committee on Directors, the Finance Committee and the Medical Advisory Committee shall be standing committees of the Board of Directors. Standing Committees shall include Board members and may include non-Board members.
- 6.14 COMMITTEE ON DIRECTORS. The Past President shall serve as the Chair of the Committee on Directors and shall begin the term of office upon adjournment of the annual meeting. This Committee shall establish procedures for the nomination of Directors, provide for new director orientation, nominate candidates as officers, conduct a periodic review of the bylaws, conduct a self-evaluation of the Board, and provide, in conjunction with the Executive Committee, for an annual performance review of the Executive Director or otherwise named Foundation employee(s).
- 6.15 FINANCE COMMITTEE. The Treasurer shall serve as Chair of the Finance Committee. The Finance Committee shall oversee the preparation of the annual budget and financial statements, and the administration, collection, and disbursement of the financial resources of the Foundation. It shall advise the Board with respect to the making of significant financial decisions. It will also oversee internal control and fiscal accountability. It shall recommend to the Board the engagement of external auditors, and provide a direct communication link between the auditors and the Board. The Committee shall annually recommend to the Board institutions to serve as trustees, fiscal agents or custodians for the Foundation, and for the investment and reinvestment of funds, policies for safekeeping of securities and other property, and investment policies. It shall evaluate and monitor performance on a quarterly basis and report such performance annually to the Board of Directors.
- 6.16 FUNDRAISING COMMITTEES. The President shall appoint or provide for the appointment of fundraising committees in order to insure a comprehensive effort to generate

- increased revenue through annual, planned and major gift programs. Each committee shall provide opportunities to engage Board members in active fundraising through donor identification, cultivation, solicitation and ongoing relationship building. Committee members may or may not be members of the Board, and ad hoc members may be added as needed.
- 6.17 **ADDITIONAL COMMITTEES.** The President may appoint or provide for the appointment of such additional standing or other committee (such as the Research Grant Review, Equipment Grant Review and Community Liaison committees) as it sees fit and shall determine their duties, functions and authorities. Committee members may or may not be members of the Board, and ad hoc members may be added as needed.
- 6.18 **AUTHORITY OF COMMITTEES.** Any/each committee may exercise any subordinate power, authority or function delegated to it by the Board or these bylaws.
- 6.19 **COMMITTEE CHAIRS.** The Chair of each of the standing committee shall be appointed by the President of the Board. Such appointments shall be subject to Board approval.
- 6.20 **CODE OF CONDUCT AND ETHICAL STANDARDS.** All Board members shall conduct themselves in accordance with high moral and ethical standards. Each Board member shall disclose annually any conflict of interest to Board participation in accordance with the Foundation's conflict of interest policy.

SECTION 7

Officers

- 7.1. **OFFICERS.** The officers of the Foundation shall be the President, President-elect, Past President, President Emeritus, Secretary, and Treasurer. Excluding the position of President Emeritus, officers shall be elected from among the voting Directors and shall be elected annually by the Board. The officers shall receive no compensation from the Foundation for their services as such. Their term of office shall begin upon adjournment of the annual meeting. No person shall hold office if he or she is not a director and no director shall hold more than one office at a time.
- 7.2. **PRESIDENT.** The President shall preside at all meetings of the Board of Directors and its Executive Committee. The President shall be an ex-officio voting member of all committees. He or she shall be the senior volunteer leader and principal officer of the Foundation and shall perform such other duties as may be assigned to him or her by the Board of Directors. The President shall serve as the chief spokesperson for and representative of the Foundation. The Founding President shall serve in that position until he retires as President of the Board of Directors, at which time he will become President Emeritus of the Board of Directors.
- 7.3. **PRESIDENT-ELECT.** The President-Elect serves to provide continuity of programs, goals, objectives and strategic direction in keeping with policy established by the Board of Directors. In the absence of the President, the President-Elect shall perform any and all duties of the President. The President-elect shall serve as an ex-officio voting member of all committees, and appoints the chair and members of all standing and special committees that will serve during his or her term as President. He or she shall serve as a non-voting member, in an advisory position, to the Committee on Directors, and shall act as a chief spokesperson for and representative of the Foundation.
- 7.4. **PAST PRESIDENT.** The Past President provides continuity by rendering advice and assistance regarding past practices and general operations to the President, Board of Directors and Executive Committee. The Past President shall serve as the chair of the Committee on Directors, and shall act as a chief spokesperson for and representative of the Foundation.

- 7.5. **SECRETARY.** The Secretary shall provide for the keeping of the minutes of all meetings of the Foundation Board and its Executive Committee. He or she shall also provide for the keeping of the minutes of the committees of the Board. He or she shall cause to be issued notices of all meetings of the Board and shall, in general, perform all the duties of Secretary, subject to the control of the Board.
- 7.6. **TREASURER.** The Treasurer shall serve as the chair of the Finance Committee and provide for the care and custody of all Foundation funds. He or she shall provide for 1) the keeping of the financial records of the Foundation; and 2) the preparation of the Foundation's financial statements. The Treasurer is responsible for and has the authority to purchase, sell and invest funds within the guidelines approved by the Finance Committee with Board approval. The Treasurer has the expressed authority to empower the Executive Director to execute such transactions.
- 7.7. **OFFICER VACANCIES.** In the event of death or resignation of any officer prior to the expiration of the annual term for which such officer was elected, the Board shall fill the vacancy.
- 7.8. **REMOVAL OF OFFICERS.** By vote of a majority, the Board may remove any officer for conduct deemed detrimental to the Foundation.

SECTION 8

Staff

- 8.1 **EXECUTIVE DIRECTOR.** The Foundation shall have a designated administrator, who shall be known as the Executive Director or as otherwise identified by the Board, who shall be separate from and directly accountable to the Board. The Executive Director shall be responsible for carrying into effect the policies and programs adopted or approved by the Board.
- 8.2 **OTHER STAFF.** The Board may create paid and volunteer staff positions with such duties and functions as may be prescribed by the Board. The other staff is appointed by and reports to the Executive Director if such position exists.

SECTION 9

Indemnification

- 9.1 **FISCAL YEAR.** The fiscal year of the Foundation shall commence on January 1 and end on December 31 of the same year.
- 9.2 **AUDITS/REVIEWS.** As necessary, the Foundation shall engage the necessary service to conduct audits, compilations or reviews of its annual financial statements. All such reports shall be delivered to the Board of Directors, the Executive Director, and Finance Committee.
- 9.3 **FUNDS.** The financial statements of the Foundation must include all funds and property received by or coming into the custody of the Foundation. Such statements shall be prepared in accordance with generally accepted accounting principles. The records shall be kept in such a manner to readily show the accurate financial condition of the Foundation and to facilitate the preparation of periodic reports to the Board of Directors.
- 9.4 **DEPOSITS AND WITHDRAWALS.** All funds received by or for the account of the Foundation shall be properly receipted and deposited in a timely manner in banks or depositories in the name of the Foundation. Those making deposits must follow steps outlined in the "Process Manual", maintained by the Executive Director or otherwise named Foundation employee. All withdrawals from such accounts above certain limits established by the Board require two signatures.
- 9.5 **INSURANCE.** The Foundation may maintain insurance at its expense to protect itself and any director, officer, employee, or agent of the Foundation or another corporation,

partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Foundation would have the power to indemnify such person against such expense, liability or loss under the Delaware Business Corporation Act as applied to nonprofit corporations.

9.6 CONTRACTS. Officers of the Board have the ability to authorize and sign contracts.

9.7 FUNDING. Funding for the Foundation has come from industry philanthropy grants, proceeds from fund raising activities, payments for the use of data for research and individual donations.

SECTION 10

Dissolution

10.1 VOLUNTARY DISSOLUTION. Voluntary dissolution shall be by vote of the Board.

10.1.1 DISPOSITION OF FUNDS AND PROPERTY UPON DISSOLUTION OF THE FOUNDATION. Upon dissolution of the Foundation, all funds and property in its custody or control, its books and records, shall be delivered to such IRS qualified, charitable organization(s) that serve(s) purposes similar to those of the Foundation.

SECTION 11

Robert's Rules of Order


11.1 All meetings shall be conducted in accordance with Robert's Rules of Order, unless the Board elects to adopt other rules for the conduct of its business.


SECTION 12

Amendments

12.1 Any amendments to these bylaws shall be adopted by at least fifty (50) percent of the total Board membership at the next regularly scheduled meeting.

Approval by Board majority on October 11, 2016. Confirmed by:

	President, Ted Van Horne	2/14/2017
Signature	Title	Date

	Secretary, Sean Tonner	1/17/17
Signature	Title	Date