Medical Transportation Association of New Jersey
A Nonprofit Corporation

BYLAWS

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Medical Transportation Association of New Jersey
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BYLAWS

Article 1: Name, Location, and Fiscal Year

1. **Name.** The name of this Association shall be the Medical Transportation Association of New Jersey, a nonprofit corporation incorporated in the State of New Jersey.

2. **Location.** The principal office of the Association is located in the State of New Jersey at such place as the Board of Directors may from time to time appoint or the activities of the Association may require.

3. **Fiscal Year.** The fiscal year of the Association shall begin on the first day of January and end on the last day of December.

Article 2: Purposes, Restrictions, Principles and Ideals

1. **Purposes.** The purposes of the Association include these:
   
   A. Promoting excellence and quality in the New Jersey medical transportation industry including mobility assistance, emergency and non-emergency ambulance;
   
   B. Providing opportunities for dialogue, education, advancement, and improvement of all aspects of the medical transportation and emergency medical services field through meetings, seminars, communications, publications, and other programs and activities;
   
   C. Articulating and advocating the needs and interests of the medical transportation and emergency medical services field before legislative, administrative, and judicial branches of local, state, and national governments;
   
   D. Cooperating on behalf of the medical transportation and emergency medical services field with suppliers, distributors, dealers, insurers, and customers/clients/patients directly and through their associations in matters involving the business and governmental affairs of the industry; and
   
   E. Promulgating policies and conducting activities for the betterment of all those individuals or organizations involved in some aspect of the medical transportation and emergency medical services field.

2. **Principles.** The membership of the Association determines the following principles:

   A. Responsibility is to the consumer, the community, and the country.
   
   B. Honesty is the guiding business policy.
   
   C. High standards of health, safety, sanitation, and general concern for the consumer shall be of prime concern for members.
   
   D. Active participation in efforts to protect consumers from unethical practices.

3. **Ideals.** The Association and its membership will adopt the following ideals:

   A. To work with all governmental agencies and other interested parties to insure the continued growth, stability, and viability of the industry.
   
   B. To promote a solid work ethic for its membership through the continued education of its membership about the highest quality of performance and ethics in the industry.

4. **Restrictions.** All policies and activities of the Association shall be consistent with

   A. Applicable federal, state, and local antitrust, trade regulation, or other legal requirements; and
B. Applicable tax exemption requirements, including the requirements that the Association not be organized for profit and that no part of its net earnings inure to the benefit of any private individual.

Article 3: Membership

1. Membership Qualifications. Membership in the Association is available to persons or organizations involved in, or associated with, the medical transportation and emergency medical services field.

2. Regular Membership. Regular voting membership in the Association is limited to licensed medical transportation and emergency medical services providers who pay regular dues. Only one (1) designee from the Regular class of membership is eligible to vote and hold office as prescribed by these Bylaws. Regular members may serve as Directors and hold office.

3. Non-Voting Memberships. The following membership classes have no vote, nor are they eligible to serve as Directors or hold office in the Association:

   A. Associate. Associate membership is available to persons or organizations furnishing goods or services to the medical transportation and emergency medical services field. Dues and other terms of supplier membership are specified by the Board of Directors.

   B. Life and Honorary. Life or honorary membership is conferred upon individuals or organizations according to terms specified by the Board of Directors. No dues are paid by the life or honorary members.

4. Applications for Membership. All applicants for membership must complete and sign the application form provided by the Association and submit the application to the principal office of the Association.

5. Admission of Members. Admission to membership is by majority vote of the Board of Directors, pursuant to making application for such membership, upon payment of such fees as required by these Bylaws, and based upon a determination that an applicant has met the Association’s qualifications for membership.

6. Resignation. Any member may resign by filing a written resignation with the Board of Directors; however, resignation does not relieve a member from liability for prepaid dues or dues accrued and unpaid as of the date of resignation.

7. Expulsion. Any member may be expelled for adequate reason by a two-thirds vote of the Board of Directors upon recommendation in writing and signed by three (3) or more members in good standing stating specific reasons therefore. Failure to pay dues or to meet the criteria for membership is presumed to be adequate reason for expulsion and does not require advance notice to the member or deliberation by the Board. Any member proposed for expulsion for another reason is given advance written notice including the reason for the proposed expulsion, opportunity to contest the proposed expulsion in writing or in person before the Board of Directors, and final written notice of the Board’s decision.

8. Transferability. Upon change in operational control of an organization and written request to the Association office by the original member, membership may be transferred to a successor, subject to ratification by a majority vote of the Board of Directors.

Article 4: Membership Meetings and Voting

1. Meetings of Members. General membership meetings shall be held at least three times annually. An annual calendar of meetings shall be sent to all members before the first meeting of each year. A reminder notice will be provided in writing or electronically at least 7 days in advance. The calling of a regular meeting shall not limit the business to be considered at such meetings. If a quorum is not present at a meeting, the membership may be asked to vote if there is business that requires membership input prior to the next scheduled general membership meeting.

2. Annual Meeting. An annual meeting of the members shall be held during the month of January at which time
the election of Officers and Board of Directors shall be held along with any other business as may be properly brought before the meeting.

3. **Special Meetings.** Special meetings of the Association may be called by the President, a majority of the Board of Directors, or not less than twenty-five percent (25%) of the regular members in good standing. The place and time of such meetings are to be designated by the President of the Association. The business to be transacted at such meetings shall be stated in the notice thereof and no other business may be considered at that time.

4. **Quorum.** The quorum at a meeting shall be 30% of voting members unless otherwise provided by these Bylaws. A quorum for membership voting without a meeting is 30% percent of the voting members.

5. **Voting.** Member voting may occur in person or by proxy, by U.S. mail, fax, overnight delivery, or electronic mail where a quorum is present.
   
   A. **At Meetings.** Voting at general membership, special, and annual meetings may be in person or by proxy with each voting member having a single vote. A majority of those voting carries an action.
   
   B. **Without a Meeting.** Members may vote without a meeting in elections or on any specific matter presented by the Board of Directors where the votes are submitted in writing by postal or other delivery or by electronic means and a quorum participates. The majority vote of the quorum present carries an action.

6. **Proxy.** A proxy is not required for assignment of votes to an employee, director, or officer within a member company. A proxy form is required for assignment of votes to an individual who is not an employee, director, or officer of a member company. Proxies must be in writing on forms approved by the Board of Directors and filed with the Association Executive Director or his/her designee no later than the time appointed for each meeting. Proxies may be withdrawn at the time of the meeting if the person is in attendance.

**Article 5: Dues**

1. **Dues.** The Board of Directors shall establish dues, fees, and the policies and procedures for the assessment, payment and collection of any obligation due the Association.

2. **Delinquency.** Any member of the Association who is delinquent in dues for a period of forty-five (45) days is notified of the delinquency and suspended from membership. If dues are not paid within the succeeding thirty (30) days, the delinquent member forfeits all rights and privileges of membership and is expelled.

3. **Refunds.** No dues will be refunded.

**Article 6: Board of Directors**

1. **Board of Directors.** The governing body of the Association is the Board of Directors, which has authority and is responsible for the governance of the Association. The Board establishes Association policy and monitors implementation of policy by the Association’s employed staff under the direction of the Executive Director.

2. **Composition of the Board.** The Board of Directors consists of **eightnine (98)** persons elected by and from the regular membership, three (3) of whom shall be elected by the membership of the Association as Directors, and the remaining **sixfive (65)** of whom shall be the Officers of the Association also elected by the membership. The Past President shall also be a member of the Board.

3. **Meetings.** The Board of Directors meets at least four (4) times annually at whatever time and place it selects. An annual calendar of meetings shall be sent to all Directors and Officers in January. A reminder notice will be provided in writing or electronically at least 7 days in advance. Meetings may be held by telephone or electronically if each Director can hear and speak to the others. The calling of a regular meeting shall not limit the business to be considered at such meetings.

4. **Quorum.** Two-thirds of the Directors and Officers present at a meeting or on a conference call form a quorum
unless otherwise provided by these Bylaws. Voting by Directors and Officers without a meeting or conference call shall also require a quorum of two-thirds of the Directors and Officers. In the event of a tie vote, all Directors and Officers not at the meeting or on the call or who have not responded shall be polled by the Executive Director and the results reported to the Board of Directors.

5. **Voting.** Voting may occur in person, by U.S. mail, fax, overnight delivery, or electronic mail where a quorum is present. Proxy voting is not permitted.
   
   A. **At Meetings.** Each Director or Officer shall have a single vote at meetings or on conference calls. A majority of those voting carries an action.
   
   B. **Without a Meeting.** Directors and Officers may vote without a meeting on any specific matter where the votes are submitted in writing by postal or other delivery or by electronic means and a quorum participates. A majority of those voting carries an action.

6. **Executive Director.** The Board of Directors may retain an executive to conduct the business affairs of the Association who shall have the title Executive Director. The Executive Director shall have only such powers as delegated by the Board of Directors and is responsible for implementing policies established by the Board. The Board of Directors may grant such compensation to the Executive Director, legal counsel, consultants and staff as may be justified by the duties performed.

**Article 7: Directors**

1. **Election and Term of Office.** Directors shall be elected to serve for a term of three (3) years, provided that each Director shall continue to hold office until his/her successor is elected, and further provided that no more than one (1) non-officer Director shall be elected in any one (1) year. If there is a vacancy of the non-officer position of Past President, then and only then shall an additional non-officer Director be elected for a period of one (1) year. This shall prevail until such time as there is a Past President to fill that role.

2. **Vacancies.** If a vacancy in Directors occurs for any reason, the position is filled for the unexpired portion of the term by the Board.

3. **Removal.** A Director may be removed by a two-thirds vote of the Board of Directors when it is determined by the Board of Directors that the interest of the Association would be best served.

4. **Resignation.** A Director may resign from the Board upon written notification to the President of the Board. Any Director who fails to attend three (3) consecutive meetings without notice may be considered resigned.

5. **Compensation.** Directors do not receive compensation for their services but may be reimbursed for expenses according to an established reimbursement policy.

**Article 8: Officers**

1. **Officers.** The Officers of the Association are a President, President-Elect, two (2) Vice Presidents, a Treasurer, and a Secretary.

2. **Qualifications.** Officers must be regular members of the Association who have been elected Directors. No person may hold more than one office at the same time. Officers other than the President and President-Elect may serve consecutive terms.

3. **Election and Term of Office.** Officers are elected by the membership each year at the time of the annual meeting. Officers serve for two years. The person in the position of President-Elect shall move to the Presidency after two years, and serve as Past-President two years after that.

4. **Duties.** The Officers perform those duties that are usual to their positions and that are assigned to them by the Board of Directors.
   
   A. **President.** The President shall be the chief executive officer of the Association and shall preside at all
meetings of the members and of the Board of Directors and Executive Committee. The President’s duties shall include, but are not limited to, the power to appoint committees from among the members from time to time as he may deem appropriate to assist in the conduct of the affairs of the Association. The President shall execute such deeds, contracts, and other instruments in the name and on behalf of the Association and under its corporate seal when required, except when such documents are required or permitted by law to be otherwise delegated by the Board of Directors to another Officer or agent of the Association. Upon election, the officer shall take the office of President-Elect for one year before stepping up to President. After serving as President, the person shall remain in the Board as Past President for one year. The President shall provide guidance and orientation to the President-Elect. As Past President, this person shall offer guidance and continuity to the President and President-Elect. In the event the President leaves office during his or her term, the President-Elect shall ascend and take on the responsibilities of the President early.

B. Vice President, Ambulance Issues. The Vice-President, Ambulance Issues, acts in place of the President when the President is not available, and shall perform such other duties or functions as may be assigned to him by the President or Executive Committee. The Vice-President, Ambulance Issues shall ascend and take on the responsibilities of the President if the President leaves office during his/her term.

C. Vice President, Wheelchair Issues. The Vice-President, Wheelchair Issues, acts in place of the President and Vice-President, Ambulance Division when neither Officer is available. The Vice-President, Wheelchair Division shall perform such other duties or functions as may be assigned to him by the President or Executive Committee.

D. Secretary. The Secretary shall attend all meetings of the Board of Directors and all meetings of the general membership and record all votes and the minutes of all meetings and proceedings, including resolutions. At the election of the Board of Directors, the duties of the Secretary shall be overseen by the Secretary, but carried out by the Executive Director.

E. Treasurer. The Treasurer will have the responsibility for the Association’s funds and securities, and shall ensure that the Association keeps full and accurate accounts of receipts and disbursements in books, belonging to the Association. The Treasurer shall also ensure that the Association deposits all monies, checks and other valuable effects in the name and to the credit of the Association, in such depositories as may from time to time be ordered by the Board or the President. The Treasurer shall render to the President, Board of Directors and the Executive Committee at the regular meetings of the Board, or whatever they or any of them shall require, an account of his transactions as Treasurer and of the financial conditions of the Association.

5. Vacancies. Any vacancy in any office, except that of the President, Vice President, Ambulance Issues, Treasurer, and Secretary, may be filled by a majority vote of the Board of Directors for the remainder of the terms of the office.

A. Vacancy in office of President shall be filled by the President-Elect, Ambulance Issues.

B. A vacancy occurring in the office of the President-Elect, Vice President, Ambulance Issues, Treasurer or Secretary shall be filled by a special election.

6. Removal. An Officer may be removed by a two-thirds vote of the Board of Directors when it is determined by the Board of Directors that the interest of the Association would be best served.

7. Resignation. An Officer may resign from the Board upon written notification to the President of the Board. Any Officer who fails to attend three (3) consecutive meetings without notice may be considered resigned.

8. Compensation. Officers do not receive compensation for their services but may be reimbursed for expenses according to an established reimbursement policy.
Article 9: Committees

1. **Executive Committee.** An Executive Committee consists of the Officers of the Association and the Past President and may act in the place of the Board of Directors when authority is designated by the Board. The Executive Committee may also act in emergency matters where Executive Committee action is temporary and subject to subsequent approval by the Board at its next meeting.

2. **Standing Committees.** There shall be Standing Committees of the Association. The Board of Directors shall determine the number, names and duties of these committees. The President will appoint the Committee Chairpersons who shall be regular members. The Committee Chairperson will appoint the members of the Committee. Each standing committee chairperson may appoint special ad hoc or sub-committees of the standing committees whose composition need not be limited to members of the Association.

3. **Other Committees.** The President may appoint such additional committees, as the Board may deem appropriate to establish.

Article 10: Nominations and Elections

1. **Nominating Committee.** A Nominating Committee shall be formed no later than at the October meeting of the Board of Directors. The chairperson shall be nominated by the President. The Chair and remaining members, not to exceed six (6), shall be ratified by a majority vote of the Board of Directors. No member, while serving on the Nominating Committee, shall hold a board position that is up for election.

2. **Duties of the Nominating Committee.** The Nominating Committee shall carry out and oversee the procedures established for the nominations and elections of individuals to positions of the Association and to certify the nominee's eligibility. The Committee shall insure that there are candidates for all offices and board positions without any limit to the number of candidates per office.

3. **Candidates.** No later than at the December meeting of the Board of Directors, the chairperson of the committee shall present a slate of candidates that have been certified as eligible by the committee.

   A. Nominations will be published on the Association website and sent through the USPS or by electronic mail to the membership at least twenty-one (21) days prior to the election advising the members on voting procedures. The ballots will be sent out with a specified return date.

   B. Nominations from the floor for candidates in good standing with the Association will be accepted at the January membership meeting.

4. **Elections.** All members in good standing shall be eligible to vote, either in person, by U.S. mail, or by facsimile. Election shall be by plurality vote.

   A. Members in good standing wishing to vote in person may do so at the January membership meeting provided they have not already submitted a mail ballot. However, after submitting a mail ballot, a member who attends the annual meeting and wishes to vote in person may do so if he requests the Executive Director destroy his or her mail ballot before the polls are opened.

   B. Ballots will be kept sealed until the day of the counting. Ballots shall be tabulated by the Executive Director or his/her designee and at least one member of the Nominating Committee. Ballots will be counted and results presented to the membership at the January membership meeting.

   C. Newly elected Officers and Directors shall assume positions at the end of business of the January membership meeting.

5. **Special Elections.** If in the case of a tie or in the case of a vacancy in the Vice President - Ambulance Issues, Treasurer, or Secretary positions, the Nominating Committee will conduct a Special Election.

   A. Within two (2) weeks of the vacancy or tie, the Nominating Committee will distribute a Willingness to Serve
request to the regular membership of the Association.

B. Candidates for the vacancies will be given no less than fourteen (14) business days to file Willingness to Serve forms.

C. The slate of candidates for the vacancy will be certified by the Nominating Committee and ratified by the Board of Directors.

D. Ballots will be sent by USPS or electronic mail to all regular members at least twenty-one (21) days prior to the counting of the ballots. The ballots will be sent out with a specified return date.

E. Ballots will be kept sealed until the day of the counting. Ballots shall be tabulated by the Executive Director or his/her designee and at least one member of the Nominating Committee. Results of the elections will be announced on the day the ballots are counted.

F. Newly elected Officers and Directors shall assume positions immediately following the announcement of the election results.

**Article 11: Miscellaneous**

1. **Insurance.** Insurance policies in amounts to be determined from time to time by the Board of Directors shall be in force covering the Officers, the Executive Director and the other parties as designated by the Board of Directors.

2. **Indemnification of Officers and Directors.** The Association shall indemnify every Director and Officer, his heirs, executors and administrators, against all loss, costs and expenses, including counsel fees, reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a Director or Officer of the Association, except in matters to which he shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matter covered by the settlement, as to which counsel that the person to be indemnified has not been guilty of gross misconduct in the performance of his duty as such aids the Association, Director or Officer in relation to the matter involved. The Association shall treat as operating expenses all liability, loss, damage, costs and expenses incurred or suffered by the Association by reason or arising out of or in connection with the foregoing indemnification provisions.

3. **Amendment.** Amendments to these Bylaws may be made by the regular members of the Association with prior notice at an annual meeting or at a General Membership Meeting. Amendments may be made without a meeting, by U.S. mail, overnight delivery, or electronic mail, where a majority of the voting members participate and where the amendments carry by a two-thirds vote.

4. **Policies and Procedures.** The Board of Directors may establish policies and procedures that are consistent with these Bylaws.

5. **Applicable Laws.** In the event that any provision or clause of these by-laws conflicts with applicable law, such conflict shall not affect other provisions of these by-laws, which can be given effect without the conflicting provision, and to this end, the provisions of these by-laws are declared to be severable.