

Bylaws of the Association of Critical Care Transport (ACCT), a Missouri Nonprofit Corporation

January 31, 2015

ARTICLE I

NAME, LOCATION AND CORPORATE SEAL

Section 1.1 Name. The name of this Corporation shall be the Association of Critical Care Transport and it shall be located in Platte City, Missouri.

Section 1.2 Seal. The corporate seal shall be the common wafer seal unless otherwise determined by the Board of Directors.

ARTICLE II

PURPOSE

Section 2.1 Purpose. The Corporation is organized exclusively for the advancement of medical, educational, advocacy, and scientific purposes, including working with state and federal agencies to improve patient care, working with state and federal policy makers and regulators to improve patient care, the making of distributions to organizations for such purposes as shall qualify as exempt purposes under section 501(c)(4) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code. Notwithstanding any other provision of the Articles or these bylaws, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

Without limiting the generality of the foregoing, the purposes of the Corporation shall include engaging in and otherwise sponsoring activities to advance and facilitate patient care quality and safety standards supporting the availability and use of ambulances, medical

helicopters, and fixed wing aircraft for the transport of critically ill and injured patients; to advance, facilitate, and develop air medical support infrastructure to support transportation safety; to advance and facilitate the improvement of emergency medical care response and services to critically ill and injured patients, and to advance and facilitate such improvements and access to care with special emphasis on providing such benefits and services to patients residing in rural areas.

Section 2.2 Powers. This Corporation shall have all the powers, rights and duties normally incident to such corporations and all other rights granted to corporations organized under the Missouri Nonprofit Corporation Act, but shall engage only in such activities as are permitted by Section 501(c)(4) of the Internal Revenue Code of 1986, as amended.

ARTICLE III

MEMBERSHIP

Section 3.1 Membership. The Corporation shall have members and be governed by a Board of Directors elected by the members, as provided below (the "Members"). Membership in the Corporation will be open to any organization or individual which/who has an interest in advancing the care of critically ill or injured patients in accordance with the vision, mission and values of the Corporation; generally supports the policy positions of the Corporation; and, contributes annual dues to the organization. There shall be six types of Members, each with certain rights: regular members, associate members, affiliate members, international members, individual members, and founding members.

(a) Regular Members. Regular Members shall consist of transport programs providing critical care to patients (the "Regular Members" or "Regular Membership"). Membership will be based on corporate ownership. Each Regular Member may be elected to the Board of Directors, and shall have one vote in electing the Board of Directors, adopting

amendments to these bylaws, and any other issues deemed by the Board of Directors significant enough to warrant a vote of the Regular Members.

(i) An organization eligible for Regular Membership may request from the Board of Directors an option of an evaluation period for membership to allow alignment with organization budgets.

(ii) If approved by the Board of Directors, the organization will be eligible to have one leader participate in the Corporation for a period not to exceed twelve (12) months and the organization shall pay a membership fee equal to the Affiliate Member fee.

(b) Associate Members. Associate Members shall consist of business organizations that do not provide critical care transport to patients but have related interests in critical care transport (the “Associate Members”). Associate Members may participate in the day-to-day activities of the Corporation. Associate Members may serve on the Board of Directors in a non-voting capacity as determined by the Board of Directors pursuant to Section 4.1.

(c) Affiliate Members. Affiliate Members shall consist of associations that have related interests in critical care transport (the “Affiliate Members”). Affiliate Members may participate in the day-to-day activities of the Corporation. Affiliate Members may serve on the Board of Directors in a non-voting capacity as determined by the Board of Directors pursuant to Section 4.1.

(d) International Members. International Members shall consist of transport programs outside of the United States that provide critical care to patients (the “International Members”). Membership will be based on corporate ownership. International Members may

participate in the day-to-day activities of the Corporation and may serve on committees.

(e) Individual Members. Individual Members are from organizations that are Regular Members or Associate Members, or alternatively from outside the medical transport community with a commitment to the Corporations' vision and values (the "Individual Members"). Individual Members may participate in the day-to-day activities of the Corporation and may serve on the Board of Directors in a voting capacity if, subject to Board of Directors' approval, the Individual Member is a former critical care transport patient or immediate family member thereof, and if such Individual Member is nominated by an active Regular Member or Associate Member, as determined by the Board of Directors pursuant to Section 4.1.

(f) Founding Members. Founding Members may be comprised of any of the types of membership noted above that provide financial assistance, in addition to payment of their annual dues, to the Corporation in the first two years of its existence, or as otherwise determined by the Board of Directors (the "Founding Members"). Founding Members will receive permanent recognition for their contribution.

Section 3.2 Removal. The Board of Directors may adopt a policy with regard to the removal of the Corporation's Members.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.1 General Powers. The affairs of the Corporation shall be under the control, direction and management of the Board of Directors, which shall consist of not less than three (3) or more than fifteen (15) voting members. The Board of Directors may specify a categorization of certain elected director seats and may specify the addition of non-voting Directors (not to exceed an additional three (3) beyond the elected voting Board of Directors and Immediate Past Chair and Executive Director) as the Board may choose to designate (each

a Director and collectively, the “Directors”). The number of Elected Directors (as defined below) who are Individual Members shall be limited to two Directors. Directors need not be residents of the State of Missouri.

Section 4.2 Appointment and Election.

(a) Ex Officio Directors. The Executive Director and most recent past Chair (the “Immediate Past Chair”), if not also serving as an Elected Director of the Corporation, shall serve as an *Ex Officio*, non-voting member of the Board of Directors.

(b) Elected Directors. Directors must be eligible to serve as Directors pursuant to Section 3.1 and shall be elected by a majority vote of the Regular Members of the Corporation at the Annual Meeting of the Corporation or by a majority vote of the Directors in order to fill the remainder of an unexpired term due to a vacancy, if necessary (each an “Elected Director” and collectively, the “Elected Directors”). The Elected Directors shall serve staggered three (3) year terms so that one-third (1/3) of the Elected Directors of the Board of Directors, or as close thereto as is reasonably practicable, shall be elected each year. No Elected Director may serve more than three (3) consecutive terms in office; provided, however, that any Elected Director who has served for three (3) consecutive terms shall be eligible for reelection after a period of 365 days of absence from serving as an Elected Director on the Board of Directors. An elected Director, having served three (3) consecutive terms may, at the end of his or her term, serve as the Immediate Past Chair under Section 4.2(a). Each Elected Director and the Immediate Past Chair shall serve until his or her successor is elected or until the earlier of his or her resignation or removal from the Board of Directors.

(c) Director Responsibilities. The Corporation shall establish, and revise from time to time, the full scope of the Directors’ responsibilities. At a minimum, Directors shall be

actively engaged in the management and business of the Association and have basic responsibilities for:

- (i) Active involvement with at least one Association Committee;
- (ii) Providing policy guidance and oversight of the Corporation; and
- (iii) Providing fiscal oversight of the Corporation.

Section 4.3 No Compensation for Directors. The Directors shall serve without compensation. Notwithstanding the foregoing, Directors may be allowed advancement or reimbursement of reasonable expenses, pre-approved by the Corporation if practical, that are incurred in the performance of their regular duties on behalf of the Corporation.

Section 4.4 Vacancies, Resignation and Removal. A Director position appointed by the majority of the Board of Directors to fill a vacancy shall fill the unexpired term of his or her predecessor in office. Any Director may resign his or her office by delivering a written resignation to any other Director. Directors may be removed from office in the manner prescribed by the Missouri Nonprofit Corporation Act.

Section 4.5 Regular Meetings. Regular meetings of the Corporation may be held at any location within or outside of the State of Missouri and may be held either in-person or telephonically. The Board of Directors may provide by resolution the time and place for the holding of regular meetings of the Board of Directors without necessity for notice other than such resolution provided that the Corporation will meet at least quarterly by telephonic means.

Section 4.6 Special Meetings. Special meetings of the Board of Directors may be called by the Chair of the Corporation, or by any two Directors.

Section 4.7 Annual Meeting. The Annual Meeting of the Corporation shall be held at such time and place as shall be set by the Board of Directors.

Section 4.8 Notice. Notice of any regular meeting of the Board of Directors shall be given at least ten (10) business days prior thereto and notice of any special meeting of the Board of Directors shall be given at least five (5) business days prior thereto by written notice, such written notices to be delivered personally or sent by mail, electronic mail, or fax to each Director at his or her address as shown on the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except when a Director attends the meeting for the express purpose of objecting to the transaction of any business because a meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless the applicable provisions of the Missouri Nonprofit Corporation Act so require.

Section 4.9 Quorum. A majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 4.10 Informal Action by Directors. Any action which may be taken or which may be required by Missouri law to be taken at a meeting of Directors may be taken without a meeting if all the Directors sign a written consent setting forth the action taken or to be taken, at any time before or after the intended effective date of such action. Such consent shall be filed with the Board of Directors' meeting minutes and shall have the same effect as a unanimous vote of the Board of Directors.

Section 4.11 Meetings by Conference Telephone. Directors may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and such

participation in a meeting pursuant to this subsection shall constitute presence in person at such meeting.

ARTICLE V

OFFICERS

Section 5.1 Election and Term. The officers of this Corporation shall consist of a “Chair”, a “Vice Chair”, a “Treasurer”, a “Secretary”, such other officers as the Board of Directors deems necessary (each and “Officer” and collectively, the “Officers”). All Officers shall be elected annually by the Board of Directors immediately following the Annual Meeting. New offices may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office until such Officer's successor shall have been duly elected.

Section 5.2 Removal. Any Officer may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation will be served thereby.

Section 5.3 Vacancies. A vacancy, however occurring, in any office may be filled by the Board of Directors.

Section 5.4 Chair and Vice Chair. The Chair and Vice Chair shall have general supervision of the affairs of the Corporation, shall preside at all meetings of the Board of Directors, and generally shall perform the duties usually incident to their offices or prescribed by law or vote of the Board of Directors.

Section 5.5 Immediate Past Chair. The Immediate Past Chair of the Board of Directors shall serve as an ex-officio voting member of the Board of Directors for one (1) year and shall participate in any other committees, as the Board of Directors deems necessary to assist in the transition of knowledge to the new Chair, even if his or her term expires. The Immediate Past Chair shall serve for one year terms until his or her successor is elected or until the earlier of his or her resignation or removal from office.

Section 5.6 Secretary. The Secretary shall give notice to all Members of the Corporation of the Annual Meeting and of all duly called special meetings. In addition, to the extent required by these bylaws, he or she shall notify all Directors of all regular and any duly called special meetings of the Board of Directors. Notice shall be furnished in the manner provided by these bylaws. The Secretary shall faithfully and impartially record the actions taken at each meeting of the Board of Directors. The Secretary may delegate his or her responsibilities from time to time to the Executive Director.

Section 5.7 Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; shall receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and shall deposit all such monies in the name of the Corporation with such banks, trust companies or other depositories as shall be selected and approved by the Board of Directors; and in general shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board of Directors.

Section 5.8 Executive Director. The Board of Directors may, from time to time, approve by a majority vote, the selection of an “Executive Director” for the Corporation upon such terms and conditions as the Board of Directors may determine to be in the best interests of the Corporation. The Executive Director shall be primarily responsible to carry out the strategic plans, goals, and policies of the Corporation established by the Board of Directors. The Executive Director shall report to the Chair and Vice-Chair and the Board of Directors, and shall have such other duties and authority as the Board of Directors may delegate to him or her from time to time. The Executive Director duties may be served directly by an individual or through a management services agreement executed by the Board of Directors on behalf of the

Corporation.

ARTICLE VI

COMMITTEES

Section 6.1 Establishment of Committees. The Board of Directors, by resolution adopted by a majority of the Board of Directors, may designate one or more committees, each of which shall consist of two or more members of the Board of Directors and other Members of the Corporation, whether voting and non-voting, to the extent appointed by the Chair. No committee shall have the authority of the Board of Directors in reference to amending, altering or repealing these bylaws; electing, appointing or removing any member of any such committee or any Director or Officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors.

Section 6.2 Committee Meetings and Procedures. Except as otherwise directed in the resolution establishing the committee, each committee Chairman shall be appointed by the Chair and any member of the Corporation, whether voting or non-voting, is eligible to serve as a committee Chairman. Each committee shall establish such schedule of meetings and rules of procedure as are necessary for the conduct of its business.

Section 6.3 Standing Committees. The Board of Directors of the Corporation shall have the following standing committees: the Executive Committee, the Policy Committee, the Development Committee, the Governance Committee, the Education Committee and, the Standards Committee. With the exception of the Executive Committee, such standing

committees may include Members of the Corporation, whether voting or non-voting, beyond the Board of Directors to the extent appointed by the Chair.

(a) Executive Committee. The Executive Committee shall include the Chair, Vice-Chair, Secretary, Treasurer and Immediate Past Chair. The Executive Director shall, as directed by the Chair, participate as a non-voting member of the Executive Committee and assist the Executive Committee in its roles of oversight, governance and management of the organization between the Corporations meetings. The purpose of the Executive Committee (subject to the limitations of authority set forth in the Missouri Nonprofit Corporation Act) is to consult with and advise the Chair on any pertinent corporate matters; to conduct the business of the Corporation in the interval between Board of Director meetings; and to carry out the directives of the Board of Directors. The Executive Committee shall review issues before they are presented to the Board of Directors, and where appropriate, make a recommendation for action for consideration by the Board of Directors. All actions taken by the Executive Committee must be ratified at a later date by the Board of Directors, unless such actions are specifically delegated by the Board of Directors to the Executive Committee.

(b) Policy Committee. The Policy Committee shall include Members appointed by the Chair. It is responsible for making recommendations to the Board of Directors on policy and public affairs including government and public relations issues.

(c) Development Committee. The Finance Committee shall include Members appointed by the Chair. It is responsible for making recommendations to the Board of Directors on all aspects of finance and membership services.

(d) Standards Committee. The Standards Committee shall include Members appointed by the Chair. It is responsible for making recommendations to the Board of Directors

on all aspects of developing and achieving the highest clinical quality and safety performance, standards and outcomes for critical care transport.

(e) Governance Committee. The Governance Committee shall include Members appointed by the Chair. It is responsible for making recommendations to the Board of Directors on all aspects of policy development and revisions.

(f) Education Committee. The Education Committee shall include Members appointed by the Chair. It is responsible for making recommendations to the Board of Directors on all aspects of developing educational focus areas and events.

Section 6.4 Working Groups. The Executive Director may from time to time convene informal working groups to advise and facilitate specific initiatives. Such working groups do not constitute committees of the Corporation under this Article VI.

ARTICLE VII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 7.1 Contracts. The Board of Directors may authorize one or more Officers or agents of the Corporation, in addition to the Officers so authorized by law or these bylaws, 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 7.2 Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by an authorized Officer and the Executive Director of the Corporation, or in such a manner as determined from time to time by a resolution of the Board of Directors. In the absence of such determination by the Board of Directors, any such instrument with an aggregate value of less than Five Thousand Dollars (\$5,000) may be signed by the Treasurer or Executive Director acting alone. Any such instrument with an aggregate value greater than Five Thousand Dollars

(\$5,000) shall require two signatures of the Treasurer or other Officer and the Executive Director of the Corporation.

Section 7.3 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 7.4 Dues. The Board of Directors will establish membership dues for the Association.

ARTICLE VIII

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall keep minutes of each meeting of the Board of Directors. All books and records of this Corporation may be inspected by any Officer or Director, or his or her agent or attorney for any proper purpose at any reasonable time.

ARTICLE IX

CALENDAR YEAR

The Corporation shall follow a calendar year.

ARTICLE X

PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

Section 10.1 Prohibition Against Sharing in Corporate Earnings. No part of the net earnings of the Corporation shall inure to the benefit of any Director or Officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in carrying out one or more of its purposes), and no Director or Officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The net earnings of

the Corporation shall be devoted exclusively to the purposes for which this Corporation was organized so long as such activities and purposes are permitted by section 501(c)(4) of the Internal Revenue Code of 1986, as amended.

Section 10.2 Distribution of Assets Upon Dissolution. Upon the dissolution of the Corporation or the termination of its activities, the assets of the Corporation remaining after the payment of all its liabilities shall be distributed exclusively to one or more organizations, to be identified in the sole discretion of the Board of Directors, which are organized and operated and engaged in activities substantially similar to those undertaken by the Corporation or other organization organized for charitable, religious, eleemosynary, benevolent or educational purposes within the meaning of the Missouri Nonprofit Corporation Act, as amended.

ARTICLE XI

Investments

Section 11.1 Investments. The Corporation shall have the right to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, provided that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction, or would result in the loss, or in any manner impair, the tax exempt status of the Corporation.

ARTICLE XII

Exempt Activities

Section 12.1 Exempt Activities. Notwithstanding any other provision of these bylaws, no Director, Officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization described in Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, and its regulations as they now exist or as they may hereafter be amended.

ARTICLE XIII

Seal

Section 13.1 Seal. The seal of the Corporation may, but need not, be affixed to any properly executed document, and its absence there from shall not impair the validity of the document or any action taken in pursuance thereof or in reliance thereon. The presence of the corporate seal and a document purporting to be executed by authority of a domestic or foreign corporation shall be prima facie evidence of the document so executed.

ARTICLE XIV

Amendments to Bylaws

Section 14.1 Amendments to Bylaws. These bylaws may be amended by a majority of the Regular Members of the Corporation present at the Annual Meeting, any regular meeting or at any special meeting, if the written notice for such meeting states that one of the proposed actions is the amendment of these bylaws.

ARTICLE XV

Indemnification

Section 15.1 Indemnification.

(a) The Corporation shall have the power to indemnify and, without formal action by the Directors or other persons, shall indemnify any Officer or Director, in respect of any and all matters or actions for which indemnification is permitted by the laws of Missouri, including without limitation, liability for expenses incurred in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative. Indemnification under the preceding sentence with respect to persons other than Officers and Directors, such as employees, agents or other persons acting for or on behalf of the Corporation may be made only upon the affirmative vote of the Board of Directors in specific instances.

(b) The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any of the above-stated capacities, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person.

CERTIFICATE

I hereby certify that I am the Secretary of the Association of Critical Care Transport, a Missouri nonprofit corporation, and the keeper of its corporate records; that the bylaws to which this Certificate is attached were duly adopted by said corporation's Board of Directors as and for the bylaws of the corporation effective as of January 31, 2015; and that these bylaws constitute the bylaws of the corporation and are now in full force and effect.

Dated: January 31, 2015.

Greg Hildenbrand
Secretary