

SCAAAMS BYLAWS

Bylaws for the regulation, except as otherwise provided by statute or its Articles of Incorporation, of the SOUTH CAROLINA AREA ASSOCIATION OF AIR MEDICAL SERVICES , a South Carolina Corporation.

ARTICLE I PURPOSE

Section 1. Name

The name of this Corporation is the "South Carolina Area Association of Air Medical Services" (hereinafter referred to as the "Corporation" or "SCAAAMS").

Section 2. Purpose

The purpose for which this Corporation is formed are as set forth in the Corporation's Articles of Incorporation, *to wit*:

- to provide recognition of the emergency medical transportation industry;
- to promote the provision of quality emergency medical services to patients;
- to provide education and information activities;
- to develop standards of operation and performance; and
- to engage in any other lawful activities which are permitted by the Act and permitted for tax exempt purposes by Section 501(c)(6) of the Internal Revenue Code of 1954 and amendments thereto.

Section 3. Antitrust Compliance

The Corporation and its members will be guided in their conduct and discussions by the antitrust laws of the United States, and intend to fully comply with these laws in all of the Corporation's activities.

ARTICLE II
OFFICES

Section 1 Principal Offices

The Corporation may have offices within or without the State of South Carolina as the Board of Directors may from time to time determine.

Section 2 Registered Office

The registered office of the Corporation shall be established and maintained at LifeReach, 2435 Forest Drive, City of Columbia, County of Richland, State of South Carolina, or at such other place as shall be determined by the Board of Directors.

ARTICLE III
MEMBERSHIP

Section 1 Eligibility for Membership

Membership in the Corporation shall be open to entities having an interest in the air and surface medical transport services industry, subject to the procedures set forth in these bylaws.

Section 2 Membership Classes

There shall be three classes of Members:

Regular Membership;
Associate Membership;
Affiliate Membership .

Membership classification may be altered pursuant to procedures contained in these Bylaws.

A. Regular Membership

Regular Membership is limited to air medical transport programs, regardless of market segment or program configuration, that have physician-directed medical controls and have regular . "Market segments" are defined as and not limited to:

- a) traditional hospital-sponsored transport programs;
- b) multiple hospitals or partners sponsoring joint venture transport programs;
- c) consortium transport programs;
- d) independent provider models which may or may not be associated with a sponsoring hospital;
- e) transport programs owned and/or operated by public agencies;
- f) not for-profit transport programs; and
- g) for-profit transport programs.

Regular membership entitles an official representative of a member program to make motions, vote, attend the Annual Business Meeting, be elected to office, serve on committees, receive periodic mailings and enjoy all rights and privileges of the Corporation.

B. Associate Membership

Associate Membership is limited to surface medical transport programs, regardless of market segment or program configuration, that have physician-directed medical controls. "Market segments" are defined as and not limited to:

- a) traditional hospital-sponsored transport programs;
- b) multiple hospitals or partners sponsoring joint venture transport programs;
- c) consortium transport programs;
- d) independent provider models which may or may not be associated with a sponsoring hospital;
- e) transport programs owned and/or operated by public agencies;
- f) not for-profit transport programs; and
- g) for-profit transport programs.

Associate Members shall have such rights as may be determined by the Board of Directors from time to time. Representatives of Associate Members may sit on committees at the prerogative of the Board. The Associate Members may elect one voting representative to sit on the Board of Directors and such representative shall be from this membership classification. Associate Members may attend meetings held by the Association. Associate Members may only hold office as the Associate Director. Associate Members shall not have any other voting rights other than to elect the Associate Director.

C. Affiliate Membership

Affiliate membership in the Corporation shall be available to any organization, which is ineligible for any other category of membership in SCAAAMS and which has, as determined by the Board of Directors, interests similar to those of the Corporation and which conducts its activities in a manner consistent with the Corporation's Code of Ethics.

Affiliate Members shall have no right to vote and may have such rights as may be determined by the Board of Directors from time to time, but such membership shall not entitle the holder to the privileges of any other Membership class.

Section 3 Application for Membership

Application for Membership shall be made on the form provided by the Corporation. Such application shall not be deemed received until it has been completed in all material respects and the required remittance has been paid to the Corporation.

Approval for all membership is determined by the Corporation's Board of Directors.

Section 4 Appeal

Any member or applicant who has had membership or the requested class of membership denied, may appeal the action to the Board of Directors at the next Board Meeting upon submission of a written request at least ten (10) days in advance. All such applicants will be given an opportunity to explain to the Board of Directors why they believe a change in the action should be granted. A vote shall then be taken among the Board of Directors for a final decision. Any affirmative vote of two-thirds of the Board of Directors shall constitute the final decision of the Corporation.

Section 5 Membership Record Date

In order that the Corporation may determine the Members entitled to notice of or to vote at any meeting of the Members or any adjournment thereof, or to express consent to corporate action in writing without a meeting, the Board of Directors may fix, in advance, a record date which shall not be more than seventy-five (75) days before the day of such meeting nor less than ten (10) days before the day of such meeting, nor more than ten (10) days prior to any other action, and in this event only Members of record on the date so fixed are entitled to notice and to vote or to give consents.

Section 6 Designation of Official Representative

Each member shall designate one person to act as official representative for the purpose of receiving correspondence, voting (if eligible), and acting as an official contact between the member and the Corporation. Such official representative shall be designated in writing to the Office at least ten days prior to any membership meeting, and shall be both (a) an officer, director or managing official of the member, and (b) employed by the member in the

management or operation of the member as the principal occupation of the representative. Changes in designation of the official representative of a member shall be made in writing to the Office.

Section 7

Termination from Membership

Members who fail to pay dues within ninety (90) days of due date will be dropped from membership.

Any member who does any act which, in the judgment of the Board of Directors, is a willful violation or breach of the provisions of the Corporation's Certificate of Incorporation or its Code of Ethics, or which may be unethical or prejudicial to the purposes of the Corporation, may be suspended or expelled from membership by a two-thirds (2/3) vote of the Board of Directors.

Membership in the Affiliate Member classification may be terminated by the Board of Directors at any time with or without cause.

Section 8

Resignation

Any member may withdraw from the Corporation by giving appropriate written notice to the President. Resignation by filing a written resignation shall not relieve the member of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

Section 9

Reinstatement

Former members, whose membership has been terminated on account of non-payment of dues, shall be automatically reinstated upon remittance to the Office of the appropriate dues and outstanding assessments or other charges accrued and unpaid.

Section 10

Transfer of Membership

Membership in this Corporation is not transferable or assignable.

ARTICLE IV
MEMBER MEETINGS

Section 1 Annual and Special Meetings

The Members shall meet annually at the time and place, either within or without the State of South Carolina, as set by the Board of Directors and as stated in the Notice of Annual Meeting. Special meetings of the Members for any purpose, other than the election of officers, may be called by the President, upon a request in writing of a majority of the Regular Members.

The purpose of the Annual Meeting shall be to discuss matters within the scope of the Association, to make recommendations, and to hold an election for any open seats on the Board of Directors.

Section 2 Notice of Meetings

Notice stating the place, day and time of any business meeting shall be mailed not less than ten (10) nor more than sixty (60) days in advance of the meeting to each Member, at its address as shown by the books of the Corporation.

Section 3 Quorum

Except as otherwise required by law, by the Articles of Incorporation or by these Bylaws, the presence, in person, by a properly designated representative, or by proxy, of a quorum of the Regular Members at any meeting of the members shall be necessary for the transaction of business. The Regular Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Regular Members to leave less than a quorum, if any action taken is approved by at least a majority of the Regular members required to constitute a quorum.

For regional issues and elections, a quorum of representatives, or proxies, from that region shall be necessary for the transaction of business for that region.

Section 4 Voting

Each Regular Member shall have one vote. Voting shall be in person, mail ballot only for the election of directors, or by proxy signed by the Member or the duly authorized representative of the Regular Member. An affirmative vote of a majority of the Regular Members voting on the matter shall be the act of the Members unless otherwise required by law, by the Articles of Incorporation, or by these Bylaws.

ARTICLE V

VOTING METHODS

Section 1

A valid vote of the membership shall be one that either (a) is slated in person by an individual designated as the representative of a qualified voting member; (b) for the election of directors only, one submitted by a qualified representative of a qualified voting member on an official mail ballot; or (c) by proxy vote with written authorization by the representative of a qualified voting member presented to the Secretary of the Corporation at least one half hour prior to any meeting of the Members.

ARTICLE VI
DUES

Section 1 Membership dues for the Regular membership class shall be assessed on an annual basis. Prior to any change in dues, a majority of the Regular members in attendance at a Board meeting must vote in favor of such an increase. Membership shall be for one year and shall be paid in American dollars to the Corporation.

Section 2 Membership dues for the Associate membership class shall be in an amount set from time to time by a two-thirds (2/3) vote of the Board of Directors. Membership shall be for one year and shall be paid in American dollars to the Corporation.

Section 3 Membership dues for the Affiliate membership class shall be in an amount set from time to time by a two-thirds (2/3) vote of the Board of Directors. Membership shall be for one year and shall be paid in American dollars to the Corporation.

ARTICLE VII
BOARD OF DIRECTORS

Section 1 Powers and Duties of the Board of Directors

The business of the Corporation shall be governed by its Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws directed or required to be exercised or to be done by the members.

Directors shall be responsible for representing the interest of all Corporation members in conducting the business of the Corporation.

Directors may be assigned by the President to chair Standing or Special Committees of the Board.

Section 2 Composition

The number of Directors shall be determined by the number of Regular members, with each Regular Member given one Board of Directors position. An Associate Member Director shall also be elected from all Associate members.

Section 3 Eligibility

All members of the Board of Directors must be employed by either a Regular Member or Associate Member.

Section 4 Term of Office

All Directors shall be appointed annually by the Regular Members.

Section 5 Election of Associate Member Director

One Associate Member Director from among the members in the Associate Member classification will be elected by the Associate Members to serve as a voting member of the Board of Directors. Associate Members may only vote for candidates for the Associate Member Director position.

The Associate Member Director shall be automatically removed from office for failure to remain an employee of an Associate Member of the Corporation.

Section 6 Board of Director Meetings

The Board of Directors shall hold at least three regular meetings per year, at the time and place as stated in the Notice of Regular Meeting and as called by the President. In addition to the three Regular Meetings which are to be held in person, special meetings may be held in person, or by conference telephone call or similar communication equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at the meeting.

Section 7 Notice of Meeting

Notice of a meeting shall be mailed not less than ten (10) nor more than fifty (50) days in advance of the meeting to each Officer and Director, at his address as shown by the books of the Corporation, setting forth the time and place of the meeting and whether it is a Regular or Special Meeting.

Section 8 Quorum

At meetings of the Board of Directors, a majority of the Directors with voting privileges shall constitute a quorum for the transaction of business, and the act of a majority of the Directors present with voting privileges at any meeting at which there is a quorum shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

If any vacancies exist by reason of death, resignation, removal, or otherwise, a majority of the remaining Directors with voting privileges shall constitute a quorum.

Section 9 Voting

The Directors and the Associate Member Director shall each have one

vote. Voting may take place in person at meetings of the Board of Directors, by mail ballot (transmitted via regular postal services or facsimile over telephone lines), or by voice ballot on a telephone/video conference call. No proxy voting shall be permitted. All issues shall be decided by majority vote of a quorum present at a meeting or conference call, or by a majority vote via mail ballot, unless otherwise required by law, by the Articles of Incorporation, or by these Bylaws. The majority votes thus cast shall be binding in every respect.

The outcome of any votes taken or action instituted at any conference call meeting of the Board of Directors or by mail ballot must be filed with the minutes of proceedings of the Board of Directors.

Section 10

Removal and Vacancies

A Director may be removed from the Board of Directors only as stipulated in the Corporation's Articles of Incorporation.

The Regular Member shall appoint any vacancies on the Board of Directors that may occur mid-term.

Eligibility requirements for a Director appointed to fill a vacancy under this Section shall be identical to those required of the director whose unexpired term he or she has been appointed to fill.

Section 11

Compensation

Directors shall not receive any stated salaries for their services as Directors, but by resolution of the Board, expenses may be allowed for attendance at meetings. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity as an officer, agent or otherwise and receiving compensation therefor, except as outlined in the Code of Ethics and Board Policy Manual or unless otherwise required by law, by the Articles of Incorporation, or by these Bylaws.

Section 12

Rules

The conduct of all meetings of the Board of Directors shall be governed by proper parliamentary procedure.

Section 13 Proceedings

A report of the actions of the Board of Directors shall be created by the Secretary of the Corporation, published and mailed to each member following each Board Meeting.

Section 14 Employees and Consultants

The Board of Directors shall have the sole right to employ and /or contract with employees or consultants.

Section 14 Records

All records pertaining to any office are the property of the Association and must be transferred as directed by the Association Board of Directors within thirty (30) days by the person vacating the office for any reason whatsoever.

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ARTICLE VIII **OFFICERS**

Section 1 Executive Officers

The officers of the Corporation shall consist of a President, a Vice President, a Secretary, and Treasurer. One person may not hold any two of said offices.

Section 2 Other Officers and Agents

The Board of Directors may appoint such other officers and agents as it may deem advisable, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors, but who shall not be members of the Board of Directors.

Section 3 Executive Committee

The Executive Committee shall be comprised of the President, the Vice President, the Secretary, and the Treasurer. The purpose of the Executive Committee is to consult with and advise the President on any pertinent Corporation matters and to conduct the business of the Corporation in the interval between Board meetings

Section 4 Election of Officers

Immediately after the Annual Meeting of members, the Board of Directors shall meet to elect, by majority vote, a President, Vice President, Secretary, and Treasurer.

Section 5 Eligibility

All officers must be representatives of Regular Members currently serving on the Board of Directors. Candidates for the office of President and Vice President shall have served as a member of the Board for a period of not less than one (1) years.

Section 6 Term of Office

Officers shall be elected for a period of one (1) year or until a successor

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shall have been elected and qualified. Each elected officer shall serve concurrently as a member of the Board of Directors and as a member of the Executive Committee.

An officer may serve two consecutive terms in the same office unless he or she shall have assumed a vacancy in the office, in which case he or she may serve the unexpired portion of the term and two full terms.

Section 7 Resignation

An officer may resign at any time. Such resignation shall be made in writing, and shall take effect upon receipt of written resignation by the President.

Section 8 Vacancies & Removal

Officers may be removed by the Board of Directors as stipulated in the Corporation's Articles of Incorporation. If the office of the President becomes vacant, the Vice President shall assume the office of President.

If any other office becomes vacant, the Board of Directors then will elect a new officer by an affirmative vote of two-thirds of the Directors voting.

Section 9 Powers and Duties of the President

The President shall be the Chief Elected Officer of the Corporation and shall have the general powers and duties of supervision and management usually vested in the office of the Chair of a corporation.

The President shall call all meetings of the Board of Directors, except as otherwise specified in the Bylaws. The President shall preside at all meetings of the Members and the Board of Directors.

The President shall appoint all Chairpersons and Committees, and fill all vacancies on the Board of Directors, with the approval of the Board.

The President shall be a member ex-officio of all Committees.

The President may delegate the duties of any officer during such officer's absence or disability.

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The President shall assist the other officers in carrying out their duties.

The President shall perform such other duties as may be assigned by the Board of Directors.

Section 10

Powers and Duties of the Vice President

The Vice President shall serve as assistant to the President.

The Vice President shall assume all duties and authorities of the President in the President's absence and shall have such powers and duties as may be prescribed by the Board of Directors. The Vice President shall assume the office of the President following the expiration of the President's term or in the event of the President's death, resignation or removal.

The Vice President shall assist the President and other officers in carrying out their duties.

The Vice President shall perform such other duties as may be assigned by the President or the Board of Directors.

Section 11

Powers and Duties of the Secretary

The Secretary shall be responsible for the keeping of accurate and complete minutes of all meetings of the Board of Directors, including all conference calls, and all meetings of the Members.

The Secretary shall determine the presence of a quorum and also shall record votes cast. The Secretary shall assist the President and other officers in carrying out their duties.

The Secretary shall perform such other duties as may be assigned by the President or the Board of Directors.

Section 12

Powers and Duties of the Treasurer

The Treasurer shall have the responsibility for the corporate funds and assets and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation.

The Treasurer shall be responsible for the deposit and disbursement of all

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monies and other valuables in the name and to the credit of the Corporation.

The Treasurer shall assist the President and other officers in carrying out their duties.

The Treasurer shall perform such other duties as may be assigned by the President or the Board of Directors.

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ARTICLE IX COMMITTEES

Section 1 Standing Committees

There shall be Standing Committees as deemed necessary, created by resolution adopted by a majority of the Board of Directors and responsible to the Board of Directors, to carry out specific and ongoing organization activities.

The Standing Committees will be charged with specific responsibilities by the Board of Directors.

The permanent Standing Committee will be the Executive Committee.

Section 2 Special Committees

Special, or Ad Hoc, Committees may be created by resolution adopted by a majority of the Board of Directors from time to time as it deems necessary to promote the interests of the membership and to carry out specific organizational activities. Special Committees shall be dissolved when their charge has been completed.

Section 3 Committee Chairs

Committee Chairs shall be selected from among the Directors and appointed by the President of the Board with the approval of the Board of Directors.

Section 4 Term

Committee Chairs may serve a one year term.

Section 5 Membership

Each Committee, whether Standing or Special, shall consist of one or more Directors appointed to the Committee by the President and approved by the Board. Members from all membership classifications may participate on Committees upon appointment by the President. The President shall be a member ex-officio of all NCAAMS Committees.

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Section 6

Committee Minutes

The Committees shall keep regular minutes of their proceedings and forward such minutes to the President, who shall report the same to the Board of Directors.

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ARTICLE XIII **FINANCES**

Section 1 Fiscal Year

The fiscal year of the Corporation shall be determined by resolution of the Board of Directors.

Section 2 Instruments

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 the officer or officers, agent or agents of the Corporation, and in such manner as shall be determined from time to time by resolution of the Board of Directors.

Section 3 Reserves

There may be set aside out of any funds of the Corporation such sum or sums as the Board of Directors may from time to time, in its absolute discretion, determine to be proper as reserve or reserves to meet contingencies or for acquiring, repairing or maintaining any property of the Corporation. The Board of Directors also may modify or abolish any such reserve.

Section 4 Budget

The Board of Directors shall establish a budget for each fiscal year and shall operate under generally accepted accounting principles.

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ARTICLE XIV **NOTICE AND WAIVER OF NOTICE**

Section 1 Notice

Whenever any notice is required by these Bylaws to be given, personal notice is not required unless expressly so stated, and any such notice shall be deemed to be sufficient if given by mail or telephonic or other written communication, charges prepaid, addressed to the party entitled thereto at its address as it appears on the records of the Corporation, and such notice shall be deemed to have been given on the day of such mailing. Members not entitled to vote shall not be entitled to receive notice of any meetings, except as otherwise provided by statute or these Bylaws.

Section 2 Waiver of Notice

Whenever any notice is required to be given under the provisions of any law, or under the provisions of the Articles of Incorporation or under these Bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed proper notice.

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ARTICLE XV

MISCELLANEOUS PROVISIONS

Section 1 Indemnification

Every person who was or is a party or is threatened to be made a party to or is involved in any proceeding by reason of the fact that the person, or another of whom the person is or was the legal representative, is or was a Director, Officer, employee, or agent of the Corporation shall be indemnified and held harmless to the fullest extent permissible under the law against all expenses, liability, and loss (including attorneys' fees, judgments, fines, and amounts paid or to be paid in settlement reasonably incurred or suffered by the person in connection therewith). Such right of indemnification shall not be exclusive of any other right which such Directors, Officers, employees, or representatives may have or thereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any bylaw, agreement, provision of law, or otherwise, as well as their rights under this bylaw provision.

Section 2 Liability

The Members shall not be liable for the debts of the Corporation.

Section 3 Amendment to Bylaws

The bylaws shall be amended when approved by a majority of votes cast by the Regular Members at a meeting of the Members after recommendation for amendments to these Bylaws has been made by the Board of Directors and submitted to the Regular Members for vote.