BYLAWS
of the
MedEvac Foundation International

Article I - PURPOSE

Section 1 In accordance with the Articles of Incorporation, the name of the organization shall be MedEvac Foundation International (also known as “Foundation”). The Foundation is a not-for-profit corporation incorporated under the laws of the Commonwealth of Virginia.

Section 2 In accordance with the Articles of Incorporation, the Foundation is organized exclusively for scientific, educational and charitable purposes and to support exclusively the scientific, educational and charitable purposes of the Association of Air Medical Services (AAMS), an Iowa nonprofit corporation and the air medical and critical care transport community including but not limited to supporting medical transport research and providing innovative educational programs, data and information to medical transport service providers, participants in community-based emergency medical services networks, and patients, which will enhance the delivery of medical transport services to the public.

Article II - OFFICES

Section 1 The principal office of the Foundation and other offices as it may establish shall be located at such place or places, either within or without the Commonwealth of Virginia, as may be designated by the Board of Trustees.

Section 2 The Foundation shall continuously maintain within the Commonwealth of Virginia a registered office and/or a registered agent at such place as may be designated by the Board of Trustees.

Article III - BOARD OF TRUSTEES

Section 1 Powers and Duties of the Board of Trustees. The property, business and affairs of the Foundation shall be governed by the Board of Trustees, which shall have full power and authority over the affairs of the Foundation.
Section 2  Composition. The Foundation shall be administered by the Board of Trustees to be composed of not less than seven (7) voting members and not more than fifteen (15) voting members. In accordance with the Articles of Incorporation, a majority of the Trustees must be representatives from companies and/or organizations which are members of the Association of Air Medical Services, Inc. (AAMS), and two of the Trustees must be serving as current members of the Board of Directors of the Association of Air Medical Services (AAMS).

Section 3  Ex-Officio Members. In accordance with the Articles of Incorporation, the Executive Director/CEO of AAMS shall serve as a non-voting ex-officio member of the Board of Trustees. Also as provided in the Articles of Incorporation, the immediate Past Chairman of the Board may serve, at the behest of the Board, in a non-voting, ex-officio capacity to the Board. If the immediate Past Chairman is unable or unwilling to serve, an earlier Past Chairman may serve at the behest of the Board in a non-voting, ex-officio capacity instead.

Section 4  Term of Office. Each Trustee shall serve in accordance with the Articles of Incorporation.

Section 5  Appointment of Trustees. The members of the Board of Trustees shall be appointed in accordance with the Articles of Incorporation of the Foundation.

Section 6  Increase in Membership. The number of Trustees on the Board of Trustees of the Foundation may be increased or decreased within the range established in Section 2 of this Article at any time by action of the Board of Trustees. Any increases in the membership of the Board of Trustees shall be made by appointment in accordance with the Articles of Incorporation of the Foundation and Section 2 of this Article, so that the Board of Trustees shall always be composed of a majority of representatives from companies and/or organizations which are members of AAMS.

Section 7  Vacancies. If a vacancy occurs in the membership of the Board of Trustees during the course of the term of office of any such member, due to death, resignation or removal of a member or otherwise, such vacancy shall be filled for the unexpired term. The successor shall be appointed as provided in Section 5 of this Article.

Section 8  Removal of Trustees. Any Trustee may be removed by the Board of
Trustees of the Foundation for any reason upon ninety (90) days advanced written notice and a two thirds majority vote of the Board. On such removal, a successor Trustee shall be appointed as provided in Section 5 of this Article.

Section 9 Compensation. With the exception of the AAMS Executive Director/CEO serving as an ex-officio member, the members of the Board of Trustees shall not receive any stated salaries for their services as Trustees, but by resolution of the Board, may receive reimbursement for their expenses for attendance at meetings. Other expenses incurred by Trustees in connection with the administration of the Foundation may be reimbursable as expenses by resolution of the Board.

Section 10 Meetings. Regular meetings of the Board of Trustees shall be held at least once per year at such place or places as may be acceptable to a majority of the Trustees. In addition to such regular meeting, the Board of Trustees may hold special meetings as the Board deems necessary. Any or all of the Trustees may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Trustees may simultaneously hear each other during the meeting. At any meeting at which a quorum is present, any decision or action of the Board of Trustees shall be by affirmative vote of a majority of those present. Without holding a meeting, the Board of Trustees may take any action upon unanimous written consent by the members of the Board of Trustees.

Section 11 Notice. Regular meetings of the Board of Trustees shall be held upon ten (10) days notice which need not set forth the purpose of the meeting. Special meetings of the Board of Trustees shall be held upon three (3) days notice which shall set forth the purpose of the meeting.

Section 12 Quorum. A majority of the members of the Board of Trustees shall constitute a quorum.

Section 13 Rules. The conduct of all meetings of the Board of Trustees shall be governed by the then-current edition of Robert’s Rules of Order.

Article IV - OFFICERS

Section 1 Officers. The officers of the Foundation shall consist of a Chairman, Vice Chairman, Secretary, and Treasurer, and an Executive Director/CEO (ex officio). No person may hold more than one office, except the same
individual may simultaneously hold the offices of Secretary and Treasurer.

Section 2 Nomination & Election of Officers. The Board of Trustees, at its yearly meeting, shall elect by majority vote the Chairman, Vice Chairman, Secretary, and Treasurer of the Foundation.

Section 3 Eligibility. At least two out of the four officer positions, not including the ex-officio Executive Director, must be filled by representatives from companies and/or organizations which are members of AAMS. Representatives who retire from employment with an AAMS member company/organization during their term as officer of the Foundation will continue to be eligible to serve as a Foundation officer representing an AAMS member company/organization.

Section 4 Term of Office. Officers shall serve for a term of one year. Each elected officer shall serve concurrently as a Trustee of the Board of Trustees and as a member of the Executive Committee. Other than the limitation on the number of terms a Trustee may serve as a member of the Board of Trustees, there shall be no limit to the number of consecutive terms a Trustee may serve as an Officer.

Section 5 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 Chairman.

Section 6 Vacancies and Removal. Officers may be removed by the Board of Trustees for any reason upon ninety (90) days advanced written notice. If the office of Chairman becomes vacant, the Vice Chairman shall assume the office of Chairman. If any other office becomes vacant, the Board of Trustees shall elect a new Officer by affirmative vote of the majority of Trustees voting.

Section 7 Powers and Duties of the Chairman. The Chairman shall have the general powers and duties of supervision and management usually vested in the office of the Chairman of a corporation. The Chairman shall call all meetings of the Board of Trustees, except as specified in the Bylaws. The Chairman shall preside at all meetings of the Board of Trustees. The Chairman will vote on Board matters only in cases of a tie. The Chairman shall be an ex-officio member of all committees except the Nominating Committee. The Chairman may delegate the duties of any officer during such officer’s absence or disability. The Chairman shall assist the other officers in carrying out their duties. The Chairman shall perform such
other duties as may be assigned by the Board of Trustees.

Section 8  Powers and Duties of the Vice Chairman. The Vice Chairman shall serve as assistant to the Chairman. The Vice Chairman shall assume all duties and authorities of the Chairman in the Chairman’s absence and shall have such powers and duties as may be prescribed by the Board of Trustees. The Vice Chairman shall assume the office of the Chairman in the event of the Chairman’s death, resignation or removal until a new Chairman is duly elected. The Vice Chairman shall assist the Chairman and other officers in carrying out their duties. The Vice Chairman shall perform such other duties as may be assigned by the Chairman or the Board of Trustees.

Section 9  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 Trustees, including all conference calls. The Secretary shall determine the presence of a quorum and shall also record votes cast. The Secretary shall assist the Chairman and other officers in carrying out their duties. The Secretary shall perform such other duties as may be assigned by the Chairman or the Board of Trustees.

Section 10  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 Foundation. The Treasurer shall be responsible for the deposit and disbursement of all monies and other valuables in the name and to the credit of the Foundation. The Treasurer shall assist the Chairman and other officers in carrying out their duties. The Treasurer shall perform such other duties as may be assigned by the Chairman or the Board of Trustees.

Article V - FINANCES

Section 1  Fiscal Year. The fiscal year of the Foundation shall be determined by resolution of the Board of Trustees.

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

Section 3  Reserves. There may be set aside out of any funds of the Foundation such
sum or sums as the Board of Trustees 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 Foundation. The Board of Trustees may also modify or abolish any such reserve.

Section 4  Financial Reporting. An annual financial report shall be prepared and filed as required and a copy thereof shall be kept on file at the principal office of the Foundation.

Article VI - COMMITTEES

Section 1  Standing Committees. There may be Standing Committees consisting of two or more Trustees as deemed necessary, created by resolution adopted by a majority of the Trustees in office, and responsible to the Board of Trustees, to carry out specific and ongoing organization activities.

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

A permanent Standing Committee will be the Executive Committee.

A permanent Standing Committee will be the Nominating Committee.

Section 2  Executive Committee. The Executive Committee shall be comprised of the Chairman, Vice Chairman, Secretary, Treasurer, and the AAMS Executive Director (ex-officio). The Past Chairman may serve in a non-voting, ex-officio, advisory capacity on the Executive Committee at the will of the Executive Committee. The duties and purpose of the Executive Committee is to consult with and advise the Chairman on any pertinent Foundation matters, to conduct the business of the Foundation in the interval between meetings of the Board of Trustees, and to carry out the wishes and directives of the Board of Trustees.

Section 3  Nominating Committee. The Nominating Committee shall be chaired by either the Past Chairman or the Vice Chairman of the Foundation. One seat on the Nominating Committee will be filled by an AAMS board member. All other members of the Nominating Committee shall be comprised of board members not running for election as an officer or as a returning board member. The Chairman of the Foundation is not eligible to serve on the Nominating Committee. The Nominating Committee is
responsible for the identification and recruitment of qualified candidates for Board and Officer positions of the Foundation, preparation of the slate of Trustee candidates for nomination by the Executive Committee and appointment by the AAMS Board of Directors, preparation of the slate of Officer candidates, and the conduct of the annual Officer elections in accordance with the Articles of Incorporation and these Bylaws.

Section 4 Special Committees. Special, or Ad Hoc, Committees consisting of two or more Trustees may be created by resolution adopted by a majority of the Trustees in office from time to time as it deems necessary to promote the interests of the Foundation and to carry out specific organizational activities. Special Committees shall be dissolved when their charge has been completed.

Section 5 Committee Chairmen. Committee Chairmen shall be selected from among the Trustees and appointed by the Chairman with the approval of a majority of the Trustees in office.

Section 6 Term. Committee Chairmen shall serve for a term of one year. There shall be no limit to the number of consecutive terms a Committee Chairmen may serve.

Section 7 Committee Members. Committee members shall be appointed by the Chairman with the approval of a majority of the Trustees in office.

Article VII - MISCELLANEOUS PROVISIONS

Section 1 Amendment to Bylaws. These bylaws may be amended by the Board of the Trustees by the affirmative vote of two-thirds of the Trustees at a meeting where a quorum is present, if such amendment is approved by a majority vote of the AAMS Board of Directors; provided, that these Bylaws shall not be amended in any way so as to (a) result in the Foundation not being exempt from taxation under the Internal Revenue Code and Regulations, or (b) result in donations or contributions to the Foundation not being deductible for income tax purposes under the Internal Revenue Code and Regulations.

Section 2 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 representation, is or was a Trustee, Officer, employee, or agent of the Foundation shall be indemnified and held harmless to the fullest extent
permissible under the law against all expenses, liability, and loss (including attorney’s 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 Trustees, Officers, employees, or representatives may have or thereafter acquire and, without limiting the general liability 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 3 Liability. The Trustees shall not be liable for the debts of the Foundation.

adopted: October 9, 2010