



Organizational Bylaws

Version 2
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THE NATIONAL EMS QUALITY ALLIANCE BYLAWS

The National EMS Quality Alliance is an organization representing a broad range of EMS associations and other related groups. It exists to engage EMS stakeholder organizations, institutions, agencies and leaders in creating a sustainable consensus-based process to identify, develop, evaluate and implement EMS performance measures.

Article I. Name and Purpose

Section 1. Name

The name of the alliance is the National EMS Quality Alliance, hereinafter referred to as “NEMSQA”.

Section 2. Purpose

The purpose of NEMSQA is to improve patient outcomes by developing quality measures for emergency medical services (EMS) and health systems of care.

Section 3. Mission

NEMSQA will develop and endorse evidence-based quality measures for EMS and healthcare partners that improve the experience and outcomes of patients and care providers.

Vision: Improving patient outcomes through the collaborative development of quality measures for EMS and health systems of care.

Section 4. Vision

Improving patient outcomes through the collaborative development of quality measures for EMS and health systems of care.

Section 5. Strategic Positioning

The objectives of NEMSQA shall be to:

- a. Promote a culture of quality improvement through a collaborative, sustainable process;
- b. Develop, validate and endorse evidence-based quality measures that are meaningful, feasible, useable, actionable, and relevant; and .
- c. Enhance the value of EMS systems and develop awareness among interested parties about the measures and how best to integrate them for continuous improvement.

Article II. Membership

Section 1. Criteria.

Membership to NEMSQA shall be open to organizations and individuals with a primary focus and/or interest in quality EMS patient care. Such organizations may be referred to as the “Members” or “Membership”.

Section 2. Applications.

A complete application for membership shall be submitted to the Board of Directors.

- a. Membership shall commence upon review and approval by the Board of Directors.

Section 3. Membership

Membership categories include:

- a. Steering Committee - Organizational Members who represent individuals and agencies responsible for the delivery or oversight of EMS patient care.
- b. Stakeholders - Organizational Members who provide, support, or have a primary interest in EMS patient care (to include providers of non-emergent patient care systems, e.g., community paramedicine, mobile integrated healthcare, inter-facility transport providers, and other systems of care).
- c. Affiliate Membership – Organizations who provide, support, or have a primary interest in EMS Patient care, EMS quality or systems of care (Including specialty societies or associations or organizations involved in quality improvement).
- d. Agency Membership: Agencies or organizations currently involved in the delivery of emergency medical services, medical transportation, community paramedicine or related services.
- e. Individual Membership: Individuals who are currently or previously involved in delivery or oversight of EMS care, who provide support or have a primary interest in EMS patient care, EMS quality or systems of care (including providers of non-emergent patient care systems, e.g., community paramedicine, mobile integrated healthcare, inter-facility transport providers, and other systems of care).
- f. Federal Partners - Government organizations that shall serve ex-officio.
- g. Corporate Partner- Industry related businesses that share common goals or values of NEMSQA.
- h. Project Partner – Sponsor of a defined activity or project

Section 4. The Antitrust and Competition Law

NEMSQA 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 those laws in all NEMSQA's activities.

Section 5. Conflict of Interest / Confidentiality / Impartiality

All members of NEMSQA including Technical Expert Panels and Advisory Panels to NEMSQA will report any real or perceived conflicts of interest to the Board. The Executive Committee of the Board will review and mitigate any conflicts of interest.

Confidentiality Statement

- a. At times, Board members will be presented with confidential and proprietary information and need not be publicly made available. As part of the responsibility of a Board member, the nondisclosure of any such confidential information is imperative to the operations and dealings of NEMSQA.

Conflict of Interest Statement

- a. A Board Member of NEMSQA has a conflict of interest if the Board Member has existing or potential business, financial or personal interest or holds an elected or appointed position that could impair or might reasonably appear to impair the exercise of independent, unbiased judgment in the discharge of his or her responsibilities to NEMSQA.
- b. If the Board Member in question disputes as to whether a conflict of interest is present, the matter shall be decided by a majority vote of the Executive Committee of the Board and Executive Director.
- c. Failure to disclose a conflict of interest by a member, Board member, or member of the Technical Expert Committee or Advisory Panel, could lead to removal of the member or individual from the Board or evaluation of membership with NEMSQA in general. The removal requires majority vote by the Board of Directors.

Impartiality Statement

- a. It is the fiduciary responsibility of Board members at all times to remain objective, unselfish, responsible, honest, trustworthy, and efficient in their actions and determinations when serving on or representing the Board of Directors.

Section 6. Rights and Obligations.

The following rights and obligations shall be assigned to membership categories as outlined:

- a. Membership Rights for Steering, Stakeholder, Affiliate, Agency, and Individual Members.
 - a. Appointment of one voting representative to NEMSQA for each qualifying membership category. Each Member shall designate one person to act as its official representative for receiving correspondence, voting, and acting as an official contact between the Member and NEMSQA. Such official representative shall be designated in writing to the Board of Directors.
 - i. In the absence of the designated member representative, by-proxy representation is permitted. If by-proxy is used in voting situation, the by-proxy vote stands as the representation's vote.
 - b. The right to general meeting attendance and conference calls
 - c. Right to vote for adoption of bylaws and elections.
 - i. Other voting rights may be provided under committee and other Board of Directors or Executive involvement.
 - d. The right to participate on NEMSQA technical or specialized committees.
 - e. Nominate, run for office, and vote for the members of the Board of Directors as outlined in these bylaws.
 - f. Pay annual dues as outlined in the Dues Section of these Bylaws.
- b. Federal Partner
 - a. Appointment of one non-voting representative to NEMSQA. Each Member shall designate one person to act as its official representative for receiving correspondence and acting as an official contact between the Member and the Board of Directors. Such official representative shall be designated in writing to Board of Directors.
 - i. In the absence of the designated member representative, by proxy representation is permitted.
 - b. Right to participate in NEMSQA specialty committees or technical expert panels.
 - c. Right to participate in NEMSQA general and technical meetings and conference calls
- c. Corporate Partner
 - a. Appointment of at least one non-voting representative to NEMSQA. Each Member shall designate one person to act as its official representative for receiving correspondence and acting as an official contact between the Member and the Board of Directors. Such official representative shall be designated in writing to the Board of Directors.
 - i. In the absence of the designated member representative, by proxy representation is permitted.
 - b. Right to participate in NEMSQA specialty ad-hoc committees or technical expert panels.
 - c. Right to participate in NEMSQA general and technical meetings and conference calls

- d. Pay annual dues as outlined in the Dues Section of these Bylaws.
- d. Project Partner
 - a. Right to participate in NEMSQA specialty ad-hoc committees or technical expert panels.
 - b. Other rights may be assigned by the Executive Committee of the Board based on the project and project sponsor terms.

Section 7. Funding

Dues. The Membership will provide a means for the sustainability of NEMSQA through membership contributions or other means including sponsorships. The amount of this funding will be determined by the Board of Directors each year by simple majority vote of the Board.

- a. A proposed budget shall be presented by the Board of Directors to the Membership for review and comment at least 30 days prior to the Board of Director's approval of membership fees.
- b. The annual membership dues shall be predetermined and approved by the Membership Committee and Board of Directors.
- c. Membership dues must be formally published, and members notified.

Budget. Funds remaining in the account of NEMSQA shall rollover into the operating budget of NEMSQA for the following year. A review of the accounts and budget shall be the responsibility of the Finance Committee and reported to and approved by the Board of Directors. The Board of Directors shall present a report of the accounts and budget at least once annually to NEMSQA membership .

Review of Budget. An independent review of NEMSQA's financial records shall be performed and the results reported to the Membership by the Board of Directors at least once annually.

Grants NEMSQA shall apply for funding from government and foundation grants and contracts to assist in funding the organization when possible.

Corporate Sponsors – NEMSQA shall pursue funding from corporate sponsors to assist in funding of the organization.

Additional Funding Sources. NEMSQA shall explore additional funding sources and opportunities such as licensing quality measures, scholarships, EMS or data related fellowships, and other possibilities.

Section 8. General Meetings of the Membership

NEMSQA membership meets a minimum of twice annually.

- a. **Notice of Meeting.** Notification will be sent to all members for meeting attendance either in-person, virtual, or hybrid.
- b. **Schedule.** General membership meetings are scheduled by the Executive Director in coordination with the Executive Board.
- c. **Quorum.** A quorum of the general meetings or membership meetings shall be 50% plus one of the number of current members.

Section 9. Voting - Membership

- a. All issues to be voted on by the Membership, as permitted in the rights and obligations for voting, shall be decided by a simple majority of those at a meeting in which a quorum of members is present unless noted by 2/3 vote specifically or unless emergency or special determination must be made in accordance with the rights of the Executive Committee of the Board of Directors.
- b. NEMSQA will allow by-proxy voting if the primary Board Member is absent and the voting representative identified themselves as representing the Member's vote.

Article III. Committee Structure and Meetings

Statement on Structure of Committees

NEMSQA is structured around having a general membership, Board of Directors, Committees, and Advisory Panels. A committee consists of members from the Board of Directors, engages in activities and official business of NEMSQA and advises the Board of Directors, Executive Committee and general membership. The Board may direct committees or special task forces to assist the Board in its work and special projects aside from their stated responsibility.

Board Members interested in serving on a committee should submit written interest to the Executive Committee for consideration and appointment.

Each committee has a committee chair who is responsible for the oversight and members of each committee. Each chair is appointed by the Executive Committee of the Board. It is the role of NEMSQA committees to make recommendations to the Board for approval and final decisions. Recommendations are made in the form of motions in which the Board may vote on. Board committees are outlined in the bylaws and a change in committee must be made by a change in the bylaws and a 2/3 vote by Board of Directors for approval of the bylaws.

For newly formed committees, Board liaisons may also serve as committee chairs while the committee becomes established until a committee chair can be appointed by the President of the Executive Committee.

NEMSQA Board Members are encouraged to participate and serve on committees.

Statement on Chair of Committees

Committee chairs and members are appointed to a one-year term and may be reappointed annually based on interest to continue participating and at the discretion of the Executive Committee of the Board.

Board members who are interested in being a Committee Chair should submit interest and resume in writing to the Executive Committee for consideration. A co-chair of each committee may also be appointed.

The reappointment of committee chairs is based on performance evaluations provided by the Board members, committee members, conflict of interests, and Executive Director input from the previous fiscal year.

The Executive Committee may replace or appoint a new Chair of a committee among the current standing committee members in the best interest of the organization after formal request for consideration or special meeting of the Board in an interim timeframe until the one-year term is reviewed.

Section 1. Governance Committee

The Committee is responsible for authoring and maintaining the bylaws used to guide the activities and operations of the NEMSQA.

The Committee will be responsible for reporting its activities to the Board of Directors on a quarterly basis. The Executive Committee will appoint a board member to chair the membership committee, who will serve a term of one year and may be reappointed on an annual basis.

The Committee will meet at least semi-annually and more often as needed. A majority of Committee members shall constitute a quorum. The Committee Chair may invite individuals who are not committee members to attend meetings, but these individuals will have no voting power.

Section 2. Executive Committee

The Executive Committee will comprise the President, President-Elect, Immediate Past Chair and Secretary/Treasurer for the duration of their 2 year term. The Executive Committee may make determinations in urgent matters with notifications to the Board. The Executive Committee has general oversight of the Board of Directors and members. The Immediate Past Chair does not have voting privileges but can provide value, input, and mentorship to other members of the Executive Committee and Board.

Section 3. Membership Committee

The Executive Committee will appoint a board member to chair the membership committee, who will serve a term of one year and may be reappointed on an annual basis.

The committee chair may designate a co-chair from committee membership.

The committee is responsible for developing membership options, benefit packages, incentives, retention plans, and other programs to support, retain, and/or grow Alliance

membership as desired or assigned by the Board of Directors.

The committee will be responsible for reporting its activities to the Board of Directors on a quarterly basis.

The committee will meet at least semi-annually and more often as needed. A majority of committee members shall constitute a quorum. The committee chair may invite individuals who are not committee members to attend meetings, but these individuals will have no voting power.

Section 4. Finance

The Finance Committee is responsible for assisting with the development of the yearly budget and monitoring the monthly financial report and financial status of the organization. The Executive Committee will appoint a board member to chair the finance committee, who will serve a term of one year and may be reappointed on an annual basis.

The committee chair may designate a co-chair from committee membership. The committee chair may invite individuals who are not committee members to attend meetings, but these individuals will have no voting power.

Section 5. Communications and Technology

The Communications and Technology Committee is responsible for developing and managing communication, technology and advising for media content.

The Committee will be responsible for reporting its activities to the Board of Directors on a quarterly basis. The Executive Committee will appoint a board member to chair the membership committee, who will serve a term of one year and may be reappointed on an annual basis. The committee chair may designate a co-chair from the committee membership. The committee chair may invite individuals who are not committee members to attend meetings, but these individuals will have no voting power.

Section 6. Quality Committee

The Quality Committee is one committee made up of four separate panels – Measure Development, Implementation, and Research. The Committee is responsible for leading, guiding, and providing expertise for measure development activities supported by NEMSQA including but not limited to: maintaining an industry-standard measure development process, leading NEMSQA-sponsored measure development projects, conducting annual maintenance on NEMSQA-stewarded measures, and providing clinical and measurement expertise on inquiries related to NEMSQA-stewarded measures and measurement in the EMS community.

The NEMSQA Executive Committee will appoint a board member to serve as the Quality Committee chair, who will serve a term of one year and may be reappointed on an annual basis. The committee chair may designate a chair from the Quality committee

membership for each of the four panels. The Quality Committee chair may also appoint a co-chair.

The committee must meet together at least semi-annually and more often as needed. Each panel must meet at least once quarterly and reports progress to the chair of Quality Committee. The Quality Committee will be responsible for reporting its activities to the Board at least quarterly. A majority of Committee members shall constitute a quorum at committee and panel meetings. The Quality Committee chair or panel chairs may invite individuals who are not committee or panel members to attend meetings, but these individuals will have no voting power. Panels must submit any motions or reports for approval to the Quality Committee Chair who motions to the Board for approval.

Article IV. Board of Directors

Section 1. Management.

The Board of Directors (the “Board”) shall be vested with responsibility for the general management and oversight of the affairs of NEMSQA, including, but not limited to:

- a. supervising all funds and approving budgets of NEMSQA;
- b. appointment and oversight of such officers of the Executive Committee and committees as is necessary to carry out the business of NEMSQA; and
- c. establishing operating policies to implement the provisions of these bylaws.

Section 2. Qualifications for Board.

The qualifications for a member of the Board of Directors shall include:

- a. Be a current representative of the Steering Committee or Stakeholder Committee or the Member-At-Large be a qualified member from the Affiliate, Agency, or Individual as outlined in the Membership section.
- b. Having the time necessary to devote to service on the Board.

Section 3. Board Structure.

The Board shall consist of nine (9) voting members elected by the voting members.

- a. The President, Immediate Past President, President-Elect, and Secretary-Treasurer will make up the Executive Committee for the duration of their terms.
- b. A President Elect will mentor with the President.
- c. The Immediate Past President is a non-voting member of the Board of Directors and Executive Committee. The Immediate Past President may vote on topics the same as a general member of NEMSQA.

Section 4. Nominations and Elections.

The Board of Directors shall be nominated and elected as follows:

- a. Five (5) of the nine positions on the Board shall be filled by representatives of the Steering Committee.
- b. Three (3) of the nine positions on the Board shall be filled by representatives of the Stakeholders.
- c. One (1) Member-at-Large from the Agency, Affiliate, or Individual Membership.
 - i. Member at Large is not a representative of a Steering or Stakeholder organization
- d. Members shall vote only for candidates in their respective membership category.
- e. Members may nominate from any membership category.

Section 5. Term and Appointment.

The term of service for the Board is as follows:

- a. Appointment Cycle. Board members will serve a term of 2 years.
- b. Term Limit. A board member may serve no more than 3 consecutive terms.
 - i. The exception to the 2 year and 3 consecutive terms is with the Immediate Past Chair who may serve one additional 2 year term for 4 consecutive terms in total.
- c. Elections for the Board. Elections for Board members must occur at least 30 days prior to the Executive Committee elections.
- d. Appointment Dates. All Board members elected to the Board will serve from January 1 to December 31 of their elected term.

Section 6. Resignation and Removal.

- a. Any member of the Board of Directors may resign at any given time by giving written notice to the President.
- b. A Director may be removed from the Board by the affirmative vote of a two-thirds (2/3) majority of the Membership from their respective membership category, at a meeting at which a quorum is present, whenever, in their judgment, the best interests of NEMSQA will be served thereby.
- c. Failure to maintain Membership responsibilities or dues as described may warrant removal from the Board of Directors.

Section 7. Vacancies.

Whenever any vacancy of the members of the Board of Directors shall occur due to death, resignation, removal or otherwise, the President shall call for the nomination and election of a replacement within one month of the vacancy. If the vacancy is the position of an elected officer of the Executive Committee, succession will be followed.

Section 8. Rules.

The Board of Directors shall conduct its business using the most current edition of *The Standard Code of Parliamentary Procedure* by the American Institute of Parliamentarians.

Section 9. Quorum.

A simple majority of the full Board of Directors shall constitute a quorum for the transaction of business. Except as otherwise set forth in these Bylaws, the vote of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 10. Meetings.

- a. Frequency. Regular meetings of the Board of Directors and Membership shall be held as frequently at such time and place as determined by the Board of Directors and must be conducted at least quarterly for Board of Directors.
- b. Method of Attendance. Meetings may be held in person, or as teleconference, video conference, or a combination of the aforementioned.
- c. Special meetings of the Board of Directors may be held at any time upon call of the President or other officers of NEMSQA.
- d. Notification. All Directors and Members will be notified of all meetings of the Board of Directors in a timely manner 14 days prior with notification by email unless immediate need is approved by the President.

Section 11. Reporting.

The Board of Directors shall be required to report to all Members quarterly on the activities of NEMSQA, including a full financial statement.

Section 12. Expansion or Reduction of the Board

Any expansion or reduction of the Board of Directors shall be based on a 2/3 vote of the Membership. The justification for the reduction or expansion must be provided formally in a Membership meeting and vote may be conducted at the following Membership meeting or by a special vote. A quorum must be present.

Article V. Officers (Executive Committee)

Section 1. Officers.

The Board of Directors shall nominate and elect from among its members the following Officers who represent the Executive Committee:

- a. President
- b. President Elect
- c. Secretary-Treasurer.
- d. The Immediate Past President is non-elected, non-voting member of the Executive Committee.

Section 2. Nominations and Elections.

- a. Nominations. Nominations for officers occur the same year of the Board elections.
- b. Elections. Elections for officers are held no less than 30 days after Board is elected.
- c. Term Limit. Officers serve a 2-year term and no more than 3 consecutive terms. The exception to the 3 year term is in the case of the Immediate Past President serving 3 consecutive terms on the Executive Committee then taking the role of Immediate Past President.
- d. Appointment. Officers of the Executive Committee serve from January 1 to December 31 of their elected term or appointed term in the case of the Immediate Past Chair.
- e. Voting. vote of the majority of the Board present at a meeting at which a quorum is present is required to elect the officer to the respective position.

Section 3. Vacancies.

In case any office shall become vacant by reason of the death, resignation, removal or otherwise, the Board, by vote of the majority of the Board present at a meeting at which a quorum is present, may elect a successor or successors for the unexpired terms. For Executive Committee of the Board, see Succession section.

Section 4. Removal from Office.

Any officer elected by the Board may be removed by the affirmative vote of a two-thirds (2/3) majority of the Board then in office, whenever, in their judgment, the best interests of the NEMSQA will be served thereby. Succession will occur immediately following removal from office until a special election can be held within 30 days following the removal from office.

Section 5. Duties of the Officers of the Executive Committee.

The duties of the officers of NEMSQA shall be as follows:

- a. The President shall preside at all meetings of the Board and shall have general supervision of the business and finances of the NEMSQA and shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the Board to delegate any specific powers to any other officer or officers of the NEMSQA except such as may be by statute exclusively conferred upon the President.
- b. The President Elect shall act as a mentee to the President and shall take the position of the President upon the termination of the current President's term or other succession is deemed necessary. The President Elect shall represent and perform assigned duties and shall exercise such powers as may be granted by the Board of Directors of President. The President Elect may participate on committees.
- c. The Secretary-Treasurer shall act as clerk at all meetings of the Board of Directors, record all votes and the minutes of all proceedings, and keep an account of all NEMSQA funds received and of all disbursements made and for what purpose. The Secretary-Treasurer shall report to the Board on the finances of the NEMSQA at each regularly scheduled meeting of the Board and at other times as may be required. The Secretary-Treasurer shall serve on the Finance Committee and may be appointed as committee chair.
- d. The Immediate Past President shall perform such duties as shall be assigned, and shall exercise such powers as may be granted by the Board or by the President. The Immediate Past President is a non-voting member of the Executive Committee.

Section 6. Succession

In the absence of an Officer, temporary or permanent, the order of succession for official Board duties is as follows: President, President Elect, Secretary-Treasurer, Immediate Past President. The Immediate Past President may only provide temporary succession for a 30-day period until elections can be held. The Immediate Past President cannot be elected unless they have remaining eligibility of the maximum 3 consecutive term limits and in good standing with Membership requirements.

Article VI. Appointment of Technical Advisory Structures

The Board of Directors of may appoint a temporary, time-limited, technical advisory committees or other specialty panels to provide advice and guidance to the Board or Executive Committee on any aspect of NEMSQA activities. Technical committees or specialty panels, as a

collective body, or individual members, may be asked to provide knowledge, expertise, or feedback in support of a particular activity of NEMSQA.

Article VII. Miscellaneous

Section 1. Gifts.

Board Officers and Board Members are prohibited from accepting gifts from vendors or others related to the operation and function of NEMSQA.

Section 2. Fiscal Year.

The fiscal year shall be January – December of each calendar year.

Section 3. Amendment of Bylaws

These Bylaws may only be amended by a 2/3 majority vote of the voting members of NEMSQA.

- a. Proposed changes to these bylaws must be made available for review by all members for minimum of 30 days prior to Board vote.
- b. Written notice of proposed bylaws changes. Proposals for amendments to bylaws shall be included in the notice of the meeting at which action is to be taken (executive summary of changes).

Section 4. Dissolution

NEMSQA, as an organization, can be dissolved by a 2/3 majority vote of the membership.

Article VIII. Founding Members

The following is a list of the founding Members of the National EMS Quality Alliance (NEMSQA). NEMSQA shall maintain a separate list of all current Members and historical.

Steering Committee

American Ambulance Association
American College of Emergency Physicians
Association of Air Medical Services
International Association of EMS Chiefs
International Association of Fire Chiefs
International Association of Fire Fighters
International Association of Flight and Critical Care Paramedics
National Association of EMS Physicians
National Association of EMTs
National Association of State EMS Officials

National EMS Management Association
National Volunteer Fire Council

Stakeholders

Air and Surface Transport Nurses Association
Air Medical Physician Association
Academy of International Mobile Health Integration
American Academy of Emergency Medicine
American Academy of Pediatrics
American College of Surgeons Committee on Trauma
American Society for Testing and Materials (ASTM F-30 EMS)
Association of Critical Care Transport
Commission on Accreditation of Ambulance Services
Commission on Accreditation of Medical Transport Systems
Commission on Accreditation for Pre-Hospital Continuing Education
Committee on Accreditation of Educational Programs for the EMS Professions
Emergency Nurses Association
EMS for Children Innovation & Improvement Center
International Trauma Life Support
National Association for Search and Rescue
National Association of EMS Educators
National Collegiate EMS Foundation
National EMS Pilots Association
National Registry of EMTs
The Paramedic Foundation

Federal Partners

DHS Office of Health Affairs
HHS PHE ASPR Emergency Care Coordination Center
HRSA EMS for Children
NHTSA Office of EMS
United States Fire Administration

Document History

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Board of Directors - Composition (9 voting members)