



Board of Directors Meeting September 18, 2008
Teleconference Meeting
1:00pm

Board Members in Attendance: Beach-Sickels, Blazek, Brockway, Craighton, Ewers, Fish, Frederiksen, Glandon, Hill, Hopper, Imming, Johnson, Mallinger, Morgan, Reeves, Ridge, Robinson, Stecker, Smith, Summitt

Medical Director: A. Ahmed

Staff: Moore

Guests:

Proxies:

Absent: Dumermuth, Petersen, Ridge

1. Call To Order – John called meeting to order at 1300
2. Welcome /Determination of Quorum/Proxies/Call for Conflicts of Interest –A quorum was determined. Proxies were noted. No Conflicts of Interest were disclosed.
3. Minutes of August, 21, 2008 – The minutes of the August 21, 2008 Board of Directors Meeting were approved as written. Approved as written Frederiksen, Summitt
4. Treasurer’s Report – Linda Frederiksen – Linda reviewed the new balance sheet and the profit and loss statements. These documents were created after the audit and reflect a true picture of where the Association stands. The final Auditors reports were reviewed. Copies of the audit are available for every board member.
5. Medical Director – Dr. Ahmed – No report
6. Office Administrator’s Report – Angie Moore – Angie reported that January 29, 2009 will be both EMS Day on the Hill and the Leadership Conference. The conference brochure will be put into the mail on Friday, August 22, it should hit mailboxes early next week. Anyone with Education Calendar submissions should submit them now.
7. Bureau of EMS Report – Kirk Schmitt – Kirk reported that the QASP committee evaluated 54 pages of comments regarding the Scope of Practice. It was decided that they would support the recommendation of moving forward towards the national levels. This recommendation was shared with EMSAC. The System Standards counties are finishing up on reviewing their policies/procedures to get a baseline of where they are compared to the document. A more in-depth report is expected at the October meeting.
8. Committee Reports - Working Committees
 - A. Executive – John Hill – John reported that the committee met on August 21. John explained the allegations presented by Wellmark. After evaluation the Executive committee retained the legal counsel of Doug Wolfberg to make response to the allegations. Doug has engaged in numerous communications with Wellmark. At this point no agreement has been made. Doug will continue to monitor the situation. The Board has received an invitation from the Wisconsin EMS Association to attend a meeting of state associations in April.
 - B. Conference – Jeff Dumermuth – Jeff reported that things are falling into place for conference. The brochure is out, the website is updated, food is ordered and the exhibit hall is filling up.
 - C. Legislative – Bill Fish – see new business
 - D. Membership - Individual – Lori Reeves –Lori also addressed the process of moving renewal time for everyone to May or June. We are waiting for more information from the auditors.

- E. Membership – Affiliate – Jon Petersen – No report
- F. Membership – Corporate – Thomas Craighton – No report
- G. Marketing – Cheryl Blazek – No report
- H. Website – Lee Ridge – Angie and Lee showed the group the progress on the website.

9. Old Business

- Strategic Planning Assignments-John Hill - John reported will be following up with those individuals that have looming deadlines.

10. New Business

- By-Law Changes – Bill Fish – Bill presented the Board with the current bylaws and asked for comments. See changes on the 2008 Proposed By-Laws Changes document (attached).
- Lobbyist Contracts – Bill Fish – Bill reported that it is time to renew the Lobbyist Contracts. Moved to offer contracts to Cal Hultman and Mike Tripplett. Ridge/Dumermuth/Unanimous
- CPR Anytime Kits – John Hill – John reported that IEMSA had been approached to provide CPR Anytime Kits to the Iowa State Fair. After closer evaluation it was determined that the deadline to participate had passed.

11. Adjournment

Area of Concern	Responsible Party	Deadline	Action	Status
Independent Contractor vs Employee				
<i>The Association has an Office Manager working approximately 40 hours per week in their main office, who they have classified as an independent contractor. We believe the Office Manager and other part-time help hired by the Association qualify as employees of the Association.</i>	Executive Committee			
Lack of Segregation of Duties within the Accounting Department				
<i>The Office Manager has complete control over accounts receivable and cash receipt functions, with no oversight by the Board of Directors.</i>	Angie	08/21/2008	<u>Create Reports:</u> Unpaid Invoices Monthly Membership Paid and Unpaid <u>Additional Action:</u> Treasurer Access to Checking Account via On-line service	Done (8/21/2008) Done (8/21/2008)
<i>The Office Manager has complete control over the cash disbursement function with no effective oversight or approval process</i>	Angie	08/21/2008	<u>Action:</u> Attach invoices to checks over \$500.00, obtain signature on invoices Mark invoices as "Paid" once checks have been processed	Done (8/15/2008) Done (8/15/2008)
<i>Office Manager has complete control over the cash disbursement process, with no review by the Board of Directors of the bank statements or check images.</i>	Angie/ Linda	08/21/2008	<u>Create Report:</u> Check register <u>Action:</u> Treasurer Access to Checking Account via On-line service	Done (8/21/2008)
Inventory				

Area of Concern	Responsible Party	Deadline	Action	Status
<i>The Association has merchandise on hand to sell to members of the Association, but it is expensed when purchased and recoded as income when sold.</i>	Angie	08/21/2008	<u>Create Report:</u> Annual Inventory <u>Action:</u> Record merchandise as inventory (asset) when purchased and transferred to cost of goods sold only when sale takes place	Done (06/31/2008)
Property and Equipment				
<i>Property and equipment records are not maintained for the organization, and there is no formal capitalization policy.</i>	Angie	12/18/2008	<u>Action:</u> Create Capitalization policy	
Ineffective Control Environment				
<i>The Association has an ineffective control environment, inadequate design of internal control over preparation of the financial statements, inadequate design of internal control over significant accounts and processes, inadequate documentation of the components of internal control, insufficient control consciousness within the organization, and absent segregation of duties within accounts and processes without mitigating controls.</i>	Angie	12/18/2008	<u>Action:</u> Create Policy and internal control memos	
Safeguarding of Assets				
<i>Checks received are deposited once a week, but are not safeguarded from the date received until the date deposited.</i>	Angie	08/21/2008	<u>Action:</u> Endorsement of checks upon arrival Locked, fireproof safe On-line computer back up system	Done (08/15/2008) Done (08/15/2008)

Bylaws of the Iowa Emergency Medical Services Association

As amended by the Board of Directors, August 21, 2008

SECTION I – NAME

The name of the association is Iowa Emergency Medical Services Association.

SECTION II - PURPOSE & OBJECTIVES

1. To promote and advance the delivery of emergency medical care and to promote and advance the professionalism of those persons who provide emergency medical care throughout the State of Iowa.
2. To serve as a channel of communication with local, county, regional, state and national governmental agencies involved with the delivery of emergency medical care and with related professional and business organizations and groups concerned with the delivery of emergency medical care.
3. To promote and provide professional and public education and information related to emergency medical care.
4. To promote the development and maintenance of a high code of ethical standards among emergency medical care providers.
5. To promote the development of harmony and spirit of fellowship among persons who are dedicated to the cause of saving lives and aiding the sick and injured.

SECTION III – MEMBERSHIP

1. A resident of the State of Iowa and/or an individual who is currently associated in providing emergency medical care within the State of Iowa and who pays annual dues as shall be determined by the Board of Directors, shall become an Active Member of the Association. Only Active Members may be elected to the Board of Directors.
2. A group, corporation or business interested in and/or involved with the manufacture, sale or delivery of equipment, supplies, apparatus or services such as might be used in the performance of the duties and responsibilities of emergency care, or a profit or non-profit entity or educational institution that supports emergency medical services and who pays annual dues shall be determined by the Board of Directors to be a Corporate Member of the Association but shall not be entitled to make motions, vote or hold office. However, they shall the right of the floor at meetings upon the requests of one Director and may serve as members of the Association's Committees.
3. An entity responsible for providing emergency medical care in the State of Iowa and who pays annual dues shall be determined by the Board of Directors to be an Affiliate member of the Association, but shall be limited to the rights of an active membership to include the making of a motion, voting, and holding office based on call volume.
4. A resident of the State of Iowa and/or any individual who is currently associated in providing emergency medical care within the State of Iowa who is enrolled in emergency medical services training shall ~~shall~~ **may** become a Student Member of the Association. This first-time membership is good for one year only.
5. Initial membership shall commence upon the receipt of annual dues, with annual renewals being on the date of membership application receipt.

SECTION IV - GOVERNING BODY

1. Officers - The Association shall have four officers elected at the first Board Meeting following the annual meeting. These officers must be Active Members of the Association and current members of the Board of Directors of the Association. The Board of Directors Officers shall hold office for the term of two (2) years with no more than (2) consecutive terms in the same office. The terms shall be staggered with the President and Secretary being elected

one year and the Vice President and Treasurer being elected in the other. In addition to four (4) elected officers, the Immediate Past President will hold the remaining office on the Executive Committee. Officers shall be exempt from the regional and at large election process during their current term in office.

- a. President - The President shall preside at all meetings of the Association and the Board of Directors and vote only in the event of a tie. The President shall appoint the members and a Chairperson to all Standing Committees including such special committees as needed with approval of the Board of Directors. The President shall perform such other duties as may be required by the membership of the Board of Directors and shall have general supervision over the business and the affairs of the Association. The president shall have such other duties and responsibilities as are generally recognized as to the office of the President.
 - b. Vice-President - The Vice-President shall assist the President with his/her duties and shall perform all duties of the office of the President when the President is absent or unable to carry out the duties. The Vice-President shall be responsible for evaluating all committees' progression relation to the Association's annual objectives. Report shall be given to the President and Board of Directors as necessary.
 - c. Secretary - The Secretary shall be the custodian of records and archives of the Association and shall have the duties and responsibilities customarily assigned to the office of Secretary.
 - d. Treasurer - The Treasurer shall be the chief financial officer of the Association and shall cause all monies to be deposited in a bank approved by the Board of Directors. The Treasurer shall make or cause to be made all disbursements upon the receipt of warrants signed by the proper officer(s). The Treasurer shall keep or cause to be kept a detailed record of all funds received and disbursed by the Corporation. The Treasurer shall have all duties and responsibilities customarily assigned to the office of Treasurer.
 - e. Immediate Past President - Immediate Past President shall perform such duties as may be prescribed by the Board of Directors and/or governed by Roberts Rules of Order.
In the absence or disability of the President and the Vice President, the Immediate Past President shall perform the duties and exercise the powers of president.
2. Directors - It shall be the duty of the Board of Directors to conduct all business of the Association; to be guided by the decisions, actions, statements and positions of the Association. Three (3) Board of Directors members shall be elected by and from the active members of each of the six EMS Association Regions. Regional representatives on the Board of Directors must live or be associated with emergency care in their respective regions. Additionally, there will be two (2) Directors representing the EMS training programs to be elected by the Statewide EMS Training Program Committee, and three (3) Directors At-Large, to be elected from the membership of the Association. The term of the Directors begins with the next meeting following the annual meeting and shall be for staggered two (2) year terms with no limit on the number of terms held. The Training Programs shall elect their board representatives. The term of the Directors begins the next meeting following the annual meeting. The At-Large Board representatives shall be nominated through a nomination petition blank mailed to active members of the Association or secured electronic venue. Election will take place prior to the annual meeting through a secret vote by mail or secured electronic venue of active members of the Association.
 3. Meetings - Regular meetings of the Board of Directors shall be held. Special meetings may be called by the President and/or the request of one-third of the Board of Directors with at least three (3) days notice given. A simple majority of Directors in person or by proxy (more than half of the Directors) shall constitute a quorum. Only one (1) proxy may be held for each person in attendance.
 4. Fees and Compensation. Directors and members of committees may not receive any compensation for their services as such, but may receive reasonable reimbursement of expenses incurred in the performance of their duties, including advances, as may be fixed or determined by resolution of the Board of Directors.

5. Committees - The President may establish or dissolve standing and Ad Hoc committees of the Association as may from time to time be necessary. The Chair of all committees shall be active members of the Association appointed by the President. A list of current standing committees can be found on the IEMSA website.
6. Vacancies - It is the responsibility of the Vice-President to ensure that replacement for the regional representatives and for the Educational representatives is made; however, the At-Large position(s) will remain vacant until the next annual election. The newly elected At-Large Director will fill the remainder of the vacancy term if not a full two (2) year term. An officer vacancy shall be filled by the Board of Directors at its next meeting.

SECTION V – MEETINGS

The Board of Directors will announce meeting dates for the calendar year in January of that year. There will be a minimum of six (6) Board meetings in addition to the annual meeting. The Board may call additional meetings as deemed appropriate.

The annual meeting of the Iowa EMS Association will be announced thirty (30) days prior to the meeting date.

SECTION VI – FINANCES AND AUDITS

The Association shall prepare annual financial statements using generally accepted accounting principles. Such statements shall be audited by an independent certified public accountant, in conformity with generally accepted accounting standards, under supervision of the Audit Committee established by these bylaws. Additionally, an audit will be performed ~~anytime a new Treasurer is elected.~~ **at least bi-annually (every other year) or when the Office Manager changes.**

SECTION VII - RULES OF ORDER

The latest edition of Roberts Rules of Orders, revised, shall be used to conduct meetings of the Association, Board of Directors, and Committees.

SECTION VIII – AMENDMENTS

The Association Bylaws may be amended by two-thirds majority vote of the Board of Directors. All amendments made by the Board of Directors shall be ratified by no less than two-thirds majority of the active members present at the next annual meeting or special meeting of the Association. Notice of the proposed amendment(s) shall be published prior to the annual meeting or special meeting. If an amendment is not ratified at the annual meeting or special meeting it shall have been a valid amendment and have had a full force from the time of adoption by the Board of Directors until the annual meeting or special meeting.

Initially approved June 11, 1987, by the Board of Directors
Amended by the Board of Directors, August 18, 2001
Approved by the general membership, October 25, 2001
Approved by the general Membership, November 14, 2002
Amended by the Board of Directors, August 21, 2003
Approved by the general Membership, November 13, 2003
Amended by the Board of Directors, June 21, 2007
Approved by the general Membership November 8, 2007