

AMENDED BYLAWS OF
BEAVERHEAD EMERGENCY MEDICAL SERVICES CORPORATION
2026

ARTICLE I
OFFICES

The principal office of the Beaverhead Emergency Medical Services, a Montana 501(c)(3) corporation (Hereinafter "BEMS") shall be at 330 East Reeder Street in the city of Dillon, County of Beaverhead, State of Montana. The corporation may have such other offices, either within or without the State of Montana, as the Board of Directors shall, from time to time, determine.

ARTICLE II
MEMBERS

Qualifications:

Persons who hold current licensure at the level required by the Montana Department of Labor, Board of Medical Examiners; are residents of Beaverhead County, and attend fifty percent (50%) of all regularly scheduled meetings of the corporation. The minimum licensing requirements for membership shall be EMT.

Eligibility:

Active Membership:

There shall be a roster of active members. Eligibility for roster active membership will be determined by the Board of Directors based on several factors, including but not limited to:

- a. Quality of patient care, reviewed annually by the Board of Directors and Medical Director;
- b. Availability for shift duty and responses;
- c. Availability for weekend and special duty on a reasonable basis;
- d. Availability for a minimum number of hours per month on call duty;
- e. Maintaining levels of training;
- f. Participation in continuing education;
- g. Experience;
- h. Reliability and non-response;
- i. Obligations

Reserve Membership

In addition to the active roster, there may be a roster of members who are on a reserve list. Active members in good standing may apply to the Board of Directors to be placed on the reserve list. While on the reserve list, a member does not have the right to vote; need not be available for regular ambulance events or duties but is encouraged to be available to respond or take duty on a periodic basis throughout a year. They must maintain applicable levels of training and continuing education.

Inactive Membership:

Active members in good standing may apply to the Board of Directors in writing to be placed on inactive status for a period of not more than one (1) year. While on inactive status, a member need not be available for weekend or special duty days, nor shall they be involved in any active ambulance events or duties; but they must comply with corporation attendance regulations, maintenance of levels of training and continuing education. Before returning to active membership, verification of current licensure shall be provided and will need to be approved for reinstatement by the Medical Director.

New Membership:

Any new applicant qualified for membership in this corporation under the provisions of this Article and interested in becoming a member of the corporation shall submit a written and signed application to the Board of Directors of the corporation along with proof of licensure with copies of said license. Applicants shall pass a criminal background check and be sponsored by at least one (1) member of the corporation in good standing. The Board shall review all applications, check references and do any necessary background checks and may meet with the applicant before the next regularly scheduled monthly meeting. All applications for membership shall be submitted to the full membership after approval and upon recommendation by the Board of Directors. The application shall be considered by the membership and approved or disapproved at the next following regular meeting by a simple majority vote of the members present. Any applicant applying for membership shall not be present at the meeting when said vote occurs. Any applicant admitted to the organization will be admitted on a probationary basis for a minimum of six (6) months to allow for current members' evaluation of skills.

Non-member drivers

The corporation may enlist non-member drivers who may drive the ambulance pursuant to Section 50-6-322 MCA. Non-member drivers must maintain training in lifting and moving patients, CPR, knowledge of ambulance vehicles, equipment usage, radio communication and emergency driving. Non-member drivers shall be placed on a rotational roster and shall be notified by the attending EMT that a driver is needed for a qualifying transport.

Leaves of Absence:

Requests for a leave of absence will be submitted to the Board of Directors in writing. The Board of Directors shall review any leave of absence applications. Any leaves of absence submitted by a member will be decided on an individual basis. A person granted a leave of absence will not be required to participate in any ambulance activities, calls or meetings. The member shall be

responsible for maintaining training levels to retain the requisite certification level before returning to active duty. Any granted leave of absence shall be for a maximum of six (6) months.

Voting Rights:

Each member of the active and inactive ambulance roster shall be entitled to one vote on each matter submitted to a vote of the members. No proxy votes shall be permitted at any meeting of the members of this corporation, and actual presence of a member at a meeting is required for such a member to vote on business properly before such a meeting. To vote, a member must be in good standing and be present at the time of the vote.

Probationary members shall not vote on admission or removal of new members until they are off probationary status. Once off probationary status, the member shall have full voting privileges.

Suspension or Termination of Membership:

Suspension

The Board of Directors, by affirmative vote of a majority of all members of the Board, may suspend a member for cause for up to thirty (30) days after an appropriate hearing before the Board. Written notice of such hearing shall be provided to the member being considered for suspension no less than ten (10) days prior to the Board of Directors hearing. Notice of the Board of Directors' actions will be reported to the general membership. The suspension may be continued for one additional 30-day period or revoked by the Board of Directors at the end of the period. Any member who has been called before the Board of Medical Examiners due to allegations of inappropriate patient care shall automatically be suspended from BEMS for the duration of the review and a final determination by the Board of Medical Examiners on the suspension or termination of the license of the member has been made.

Termination

Any member may be expelled from the corporation by affirmative vote of two-thirds (2/3) of the members present at a regularly scheduled meeting following notice to the member whose membership is being reviewed. Members not meeting qualifications in the first paragraph of Article II shall be automatically terminated. Notice of termination will be given in writing.

Resignation

Any member may resign by filing a written or oral resignation with the Board of Directors.

Reinstatement

On written request signed by a former member and filed with the Board of Directors of the corporation, the Board of Directors, by an affirmative vote of the majority of the Board members, may reinstate such former member on such terms as the Board of Directors may deem appropriate.

ARTICLE III
MEETINGS OF MEMBERS

Annual Meeting

An annual meeting of the members shall be held at the principal office of the corporation on the first Monday in the month of January in each year for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting is a legal holiday in the State of Montana, such meeting shall be held on the next succeeding Monday. If the election of directors is not held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as is convenient.

Monthly Meetings

There shall be a regular meeting of the corporation on the first Monday of each calendar month. If the day fixed for the monthly meeting is a legal holiday in the State of Montana, such meeting shall be held on the following Monday. Notice of any change of such regularly scheduled meeting date shall be provided to all active members prior to such change by any reasonable means, including text or email.

Special Meetings

Special meetings of the members may be called by the president, the Board of Directors, or not less than twenty percent (20%) of the members, at a place to be designated in the notice of the meeting by those calling the meeting.

Notice of Special Meetings

Written notice stating the place, day, and hour of any special meeting of the members, except as herein provided in respect of regular meetings, shall be delivered either personally, by email, or by mail to each member not less than five (5) nor more than fifteen (15) days before the date of such meeting. In case of a special meeting, the purpose or purposes for which the meeting is called shall be stated in the notice. No business other than the noticed agenda shall be voted on at a special meeting. If mailed, a notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at their address as it appears on the records of the corporation, with postage thereon prepaid.

Quorum

One-half (½) of the active ambulance roster members shall constitute a quorum. If a quorum is not present at any regular or special meeting of the members, no business can be conducted. No vote can be taken, except for a vote to adjourn the meeting for lack of quorum.

ARTICLE IV
BOARD OF DIRECTORS/OFFICERS

General Powers and Compositions

The affairs of the corporation shall be managed by its Board of Directors. Directors/Officers

must be members of the corporation and shall be active ambulance roster members. The number of directors shall be five (5), consisting of president, vice president, secretary, treasurer, and director-at-large. The Board of Directors may appoint an assistant secretary or treasurer to aid in the performance of the duties of the secretary or the treasurer.

Election and Tenure of Directors/Officers

Nominations shall open at the regular monthly membership meeting held in December and shall remain open through the January regular monthly membership meeting. Elections shall be held annually at the end of the regular membership meeting held in January. The term of office of each director/officer shall be until the next annual meeting of the membership and election and qualification of his successor. The President and the Treasurer shall not serve on the Board of Directors for more than three (3) consecutive years. The Vice President, Secretary and Director at Large shall not serve on the Board of Directors for more than two (2) consecutive years. No individual member shall serve on the board more than three (3) consecutive years in any role.

Powers and Duties

The officers, directors, and advisors shall have the powers and duties as set forth in these bylaws.

President:

The president of this corporation shall be its principal executive officer and shall exercise general supervision and control over all the business and affairs of the corporation. The president shall be bonded. The president shall have the following specific powers and duties:

1. To preside over all meetings of the general membership and the Board of Directors.
2. To see that all orders and resolutions of the Board are carried into effect.
3. To execute bonds, mortgages, deeds of trust and all other contracts requiring a seal under the seal of the corporation.
4. To have general oversight of all the other officers of the corporation and of the agents, employees and members thereof and to see that their respective duties are properly performed.
5. To report regularly on the operations of the corporation, and to bring to the attention of the directors and general membership all matters within his/her knowledge that should be brought to their attention in the best interests of the corporation.
6. To appoint both *ad hoc* and standing committees as necessary to fulfill the responsibilities of the corporation.

Vice President:

The vice president shall exercise the powers and perform the duties that are, from time to time, assigned to him/her by the president or by the Board of Directors. The vice president shall have the powers and shall exercise the duties of the president whenever the president, by reason of illness or other disability, or temporary absence, is unable to act, and at other times when specifically so directed by the Board of Directors. The vice president shall be bonded.

Secretary:

The secretary of the corporation shall be the custodian of and shall maintain the corporate books and records and shall be the recorder of the corporation's formal actions and transactions. The secretary shall be bonded. The secretary shall have the following specific powers and duties:

1. To record or see to the proper recording of the minutes and transactions of all meetings of the directors and the members, and to maintain separate minute books at the principal office of the corporation.
2. To keep at the principal office of the corporation a certified copy of these bylaws, as amended to date, open to inspection by all members of the corporation.
3. To keep at the principal office of the corporation a certified copy of the Articles of Incorporation of this corporation.
4. To keep at the principal office of the corporation a record of all members, employees, officers and advisors of the corporation, together with their e-mail addresses.
5. To attend to the giving and serving of all notices of the corporation required by these bylaws.
6. To attend to such correspondence and make such reports as may be assigned.
7. To provide to appropriate hospital and dispatch authorities rosters of active personnel as requested.
8. To oversee any assistant appointed to assist the secretary.

Treasurer:

The treasurer of the corporation shall be its chief fiscal officer and custodian of its funds, securities and property. The treasurer shall be bonded. The treasurer shall have the following specific powers and duties:

1. To keep and maintain, open to inspection by the president and/or any director, adequate and correct accounts of the properties and business transactions of the corporation.
2. To have the care and custody of the funds and valuables of the corporation and deposit the same in the name and to the credit of the corporation with such depositories as the Board of Directors may designate.
3. To see to the proper drafting of all checks, drafts, notes and orders for the payment of money as required in the business of the corporation. In the absence of the treasurer, the president and the secretary and vice president are authorized to sign financial documents.
4. To disburse the funds of the corporation for proper expenses.
5. To render to the Board of Directors and the general membership, whenever they may require it, but at least once in each quarter, an account of all transactions and financial statements showing the condition of the corporation.
6. To provide an accounting of funds due to the corporation.
7. To oversee any assistant appointed to assist the treasurer.

Director at Large:

The director-at-large shall represent the membership on the Board of Directors and shall provide the tie-breaking vote on any matter put to a vote by the Board of Directors. The director-at-large shall also provide services and assistance on any matter as mutually agreeable and as requested by the corporation president.

Training Officer

The training officer may be the vice-president or another member of the organization whose duties are overseen by the vice-president. The training officer shall be an individual who shall conduct or advise regular training exercises required by law for the maintenance of certification by emergency medical technicians and other ambulance personnel. The training officer shall certify to the Medical Director the training received by members of the corporation under his/her direction. The training officer shall be responsible for assuring that all training required by the State Department of Labor, Board of Medical Examiners is made available to members. The training officer shall report annually in May to the Board of Directors regarding the current certification of all members of the corporation.

Supply Manager - Purchasing Agent

The supply manager shall be responsible to oversee, supervise and manage the stocking of supplies used by the corporation. The supply manager shall have the following duties:

1. To complete a full inventory of current supplies held by the corporation, including medical supplies, equipment and other items that are available.
2. The ordering of supplies and various other merchandise for ambulance operations, including medical supplies, equipment and other items as directed by the Board of Directors.
3. Shall oversee vehicle inventory/equipment checklists signed by staff assigned that day and turned in.

Advisors, Field Officers and Assistants

The Board of Directors shall designate the following field officers: Medical Director and Legal Advisor. The Board of Directors may designate from time to time such other field officers as the Board of Directors shall, in its discretion, deem to be in the best interests of the corporation. Field officers cannot be members of the corporation nor of its Board of Directors. The Board of Directors may appoint an assistant secretary or treasurer to aid in the performance of the duties of the secretary or the treasurer.

Medical Director:

The corporation's medical director shall be a licensed doctor of medicine or physician assistant in active practice in the State of Montana. The medical director may conduct critique sessions of ambulance transports, pursuant to notice at regular intervals during which sessions report shall be made of all cases undertaken by the corporation and comments shall be elicited by all participants. The medical director may attend and participate in all meetings of the Board

of Directors, with full floor privileges, but shall not vote nor shall he/she be a member of the corporation.

Legal Advisor:

The corporation's legal advisor shall be a licensed attorney at law in practice in Beaverhead County. The legal advisor may attend meetings of the Board of Directors and business meetings of the general membership at the invitation of the officer chairing such meetings, and may attend not-for-business meetings at the invitation of the officer chairing such meetings. The legal advisor shall act in the capacity of general counsel and attorney for the corporation, and shall render legal advice and services to the corporation upon the request of the president or the Board of Directors. The legal advisor shall not be compensated for their services, except that they may be reimbursed for actual out-of-pocket expenses incurred in furtherance of the lawful business of the corporation. The legal advisor shall not be a member of the corporation.

ARTICLE V

MEETINGS OF THE BOARD OF DIRECTORS

Regular Quarterly Meetings

A Board of Directors meeting shall be held at the same place as the regular monthly meetings of the general members. The Board of Directors shall meet at least quarterly in January, May, August and October, or more frequently as the Board may deem necessary. All meetings of the Board of Directors shall be open to the general membership of the corporation. Dates of the quarterly meetings shall be set at the previous month's general meeting and no further notice need be provided.

Special Board Meetings

Special meetings of the Board of Directors may be called by or at the request of the president, or any two (2) directors, and shall be held at the principal office of the corporation or at such other place as the Directors may determine. Special Board meetings shall be any meeting of the Board of Directors aside from quarterly meetings.

Notice to Directors

Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto by written notice or by e-mail, delivered to each director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon. If e-mailed, notice shall be deemed delivered when sent. Any director may waive notice of any meeting, and the attendance of a director at any meeting shall constitute a waiver of such notice, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Notice to General Membership

Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto by written notice or by e-mail, delivered to each member. If mailed, such notice

shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon. If e-mailed, notice shall be deemed delivered when sent. Notice may also be given by posting such notice at the principal meeting place of the general membership and shall be deemed sufficient notice if done not less than seven (7) days prior to such special meeting or if any member is present at the regularly scheduled monthly meeting and the Board of Directors announce said special meeting.

Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of the directors are present at any meeting, no official business can be conducted or votes taken and the meeting must be adjourned without further action.

Compensation

No director, member, or officer of this corporation shall be compensated by the corporation for attendance at meetings of the corporation. Nothing in this section shall preclude any director or officer from being reimbursed for actual out-of-pocket expenses incurred in furtherance of the functions of the corporation.

ARTICLE VI **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Agencies

The Board of Directors may authorize any agent or agents to act under the authority of the Board of Directors as directed. For example: purchasing agent, billing agent, etc.

Checks, Drafts or Orders

All checks, drafts, or orders for the payment of money shall be signed by the Treasurer. Any notes or other evidences of indebtedness issued in the name of the corporation shall be signed by two officers of the corporation and in such manner as shall be determined by the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer and countersigned by the president or the secretary or the vice president of the corporation.

All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for any legal purpose of the corporation.

Bonding

The president, secretary, vice president, and treasurer of the corporation shall be bonded through an appropriate bonding agency for the signing of checks, certificates of deposit, and any

other such documents requiring the signatures of two of the above officers.

ARTICLE VII
BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, committees having and exercising any of the authority of the Board of Directors, and shall keep at the principal office a record giving the names and e-mail addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member for any proper purpose at any reasonable time.

ARTICLE VIII
FISCAL YEAR

The fiscal year of the corporation shall be the calendar year.

ARTICLE IX
WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X
AMENDMENT OF BYLAWS

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the members present at any regular meeting or at any special meeting if notice is given at the meeting prior to said regular or special meeting of intention to alter, amend, or repeal or to adopt new bylaws at such regular or special meeting.

ARTICLE XI
CONDUCT OF PROCEEDINGS AND ORDER OF BUSINESS

Meetings of members shall be presided over by the president, or in his/her absence the vice president. The members may, at their option, elect from their number a presiding officer for any special meeting.

Any meeting may be adjourned from time to time to a specific day on motion duly made and carried. No notice of any adjourned meeting need be given except by announcement in open meeting.

On questions of parliamentary procedure not covered by these bylaws, "ROBERT'S REVISED

RULES OF ORDER" shall govern.

At each annual meeting a full report of the business affairs and condition of the corporation for the year just ended shall be presented by the president. The order of business at the regular annual meeting of members and, so far as applicable, at all other meetings, shall be as follows:

1. Calling the roll; determining and announcing the percentage of members present; determination of quorum;
2. Reading and disposition of unapproved minutes from prior meetings;
3. Report of Board of Directors;
4. Reports of officers;
5. Disposition of unfinished business;
6. Presentation and disposition of new business;
7. Election of directors;
8. Adjournment.

PASSED AND ADOPTED by unanimous vote as the Amended Bylaws of the BEAVERHEAD EMERGENCY MEDICAL SERVICES CORPORATION at a regular meeting of the Board of Directors of the corporation at Dillon, Montana, on _____, 2026.

WITNESS my hand and seal of the corporation this ____ day of _____, 2026.

President

APPROVED and RATIFIED by a majority vote at a regular meeting of the members on the ____ day of _____, 2026.

WITNESS my hand and seal of the corporation this ____ day of _____, 2026.

Secretary