



BYLAWS

GMR FOUNDATION FOR RESEARCH AND EDUCATION

SECTION 1

General

1.1 **AUTHORITY:** These bylaws were adopted October 11, 2016 and revised February 10, 2026

SECTION 2

Name and Offices

- 2.1 **NAME.** This entity shall be known as the GMR Foundation for Research and Education (hereinafter called the "GMR Foundation" or "Foundation").
- 2.2 **OFFICE.** The headquarters and principal office of the Foundation shall be located at the Corporate Headquarters for Global Medical Response, Inc., or at such other location as may be determined by the Board of Directors.

SECTION 3

Purposes and Responsibilities of the Foundation

- 3.1 **PURPOSES.** The mission of the GMR Foundation is to support research and educational opportunities with direct applicability to the improvement of patient care and safety in the out of hospital setting. This encompasses the domains of clinical, educational and training.
- 3.2 **RESPONSIBILITIES.** In addition to its other responsibilities stated herein, the Foundation shall serve as the employer unit of all Foundation employees and shall have responsibility for its own financial condition.
- 3.3 **NAME.** The Foundation shall not permit its name to be used for the endorsement of products or for any other form of commercial advertising without prior Board approval.

SECTION 4

Members

4.1 **BOARD OF DIRECTORS.** The Foundation shall have a Board of Directors but shall not have shareholders. Membership shall be limited to the members of the Board of Directors.

Under the Foundations Articles of Incorporation (including any amendments thereto, altogether "Articles"), and United States statutes and regulations governing organizations exempt under Internal Revenue Code ("Code") Sections 509(a)(1) or (2) and 501(a), as described in Section 501(c)(3), the activities and affairs of the Foundation shall be conducted and all corporate powers shall be exercised by, or under the direction of, a Board of Directors ("Board").

4.2 SUPPORT GROUPS. The Board may organize support groups to assist in fundraising or other efforts.

SECTION 5

Meetings

- 5.1 ANNUAL MEETINGS. The Foundation shall have an annual meeting, either in person or virtually, for the purpose of holding elections, considering reports, and transacting such other business as may properly come before the meeting. The meeting shall be held during the first calendar quarter at the hour and place designated by the President; PROVIDED, however, that by majority consent of the Directors, the annual meeting may be postponed for a period not to exceed 90 days or accelerated for a like period.
- 5.2 REGULAR MEETINGS. Regular meetings of the Board shall be held at least three times per year and either in person or virtually, according to a schedule determined by the Board. The annual meeting is considered a regular meeting for purposes of these bylaws.
- 5.3 SPECIAL MEETINGS. Special meetings, either in person or virtually, of the Board shall be called by the President or shall be called upon the written request to the President of one-third of the voting Directors.
- 5.4 QUORUM. At any annual, regular or special meeting of the Foundation's Board, a quorum shall be at least fifty percent of the directors, but in the absence of a quorum, a lesser number may adjourn the meeting.
- 5.5 VOTING. At every meeting of the Board of Directors, each member shall be entitled to one vote. Voting by proxy shall not be permitted. Decisions on any questions shall be by majority vote of directors present and voting.
- 5.6 Members present by teleconference for any meeting are considered present for quorum and voting purposes.
- 5.7 NOTICE. Notice of all meetings of the Board shall be given by any means reasonably calculated to notify Directors at least seven (7) days before the meeting. Notices of special meetings shall advise Board members of the general nature of business to be transacted at such meeting.

5.8 ACTION WITHOUT MEETING. Any action required or taken by the Board of Directors may be taken without a meeting, if 3/4 of all directors individually consent via email to that action. Such action by email consent shall have the same force and effect as an affirmative vote of the Board of Directors. Such action by consent shall be filed in the minute book of the Foundation.

SECTION 6

Board of Directors

- 6.1 BOARD OF DIRECTORS. The Foundation shall have a Board of Directors, numbering up to three ex-officio and up to twelve regular members, each of whom shall serve without compensation for their services as such. No employee of the Foundation may serve as a Board member or member of any Board committee.
- 6.2 EX-OFFICIO POSITIONS. The Board of Directors may, by a two-thirds vote, create one or more ex-officio positions with full voting rights, on the Board. An ex-officio director who for any reason no longer holds the position qualifying such director as an ex-officio director shall be deemed to have resigned from the Board effective concurrently with the loss of such position.
- 6.3 NONVOTING CLASSES OF DIRECTORS. The Board of Directors may create nonvoting classes of director(s) (such as advisory or honorary) and may elect or appoint persons to serve in such capacities.
- 6.4 HONORARY BOARD MEMBERS. The Board of Directors may elect such honorary directors as it may from time to time determine useful. The Board of Directors may also elect past or retiring Board members to the position of Honorary Board Members in recognition of extraordinary service to the Foundation. Such members shall not be entitled to vote at any meeting of the Board of Directors nor shall their numbers be included in the membership count of the Board of Directors.
- 6.5 COMMITTEES AND ADVISORY BOARDS. The Board of Directors has the sole discretion to create committees and advisory Boards although they are not required to conduct business.
- 6.6 NOMINATIONS. The Board shall establish procedures for nomination of Directors.
- 6.7 ELECTION OF DIRECTORS. Directors shall be elected by the Board of Directors upon recommendation by the Nominating committee and may serve for a maximum of two, 3-year terms beginning at the date of their election.

- 6.8 ROTATION. Any voting member of the Board who has served two full terms shall be ineligible to serve as an active board member for a period of one year. The Board membership of the President may be extended for up to two additional years, following which time, they shall be ineligible to serve as a voting Board member for a period of one year. The Board membership of the President Emeritus shall be exempt from the term limitation.
- 6.9 REMOVAL OF DIRECTORS. A majority of the Board may terminate a director's tenure for conduct deemed detrimental to the Foundation.

SECTION 7

Committees

7.1 EXECUTIVE COMMITTEE. At the Board's sole discretion, there may be an Executive Committee of the Board, consisting of at least three (3) Directors, who shall be the officers of the Foundation and may be appointed by the President. The President chairs the Executive Committee. The members of the Executive Committee shall serve for a period of one year or until their successors are elected. The Executive Committee shall have and may exercise all of the powers and responsibilities of the Board when the Board is not in session, and shall meet at such times as the Executive Committee shall prescribe. All actions of the Executive Committee shall be reported at the next regularly scheduled meeting of the Board. Two (2) members of the Executive Committee, one of whom must be the President shall constitute a quorum, but a lesser number may adjourn the meeting. Election of officers to be held in January of each year. The maximum number of Directors on the Executive Committee shall not exceed six (6). Other executive committee members are empowered to act in the absence of the president.

7.2 NOMINATING COMMITTEE. The Past President shall serve as the Chair of the Nominating Committee and shall begin the term of office upon adjournment of the annual meeting. This Committee shall establish procedures for the nomination of Directors, provide for new director orientation, nominate candidates as officers, conduct a periodic review of the bylaws, conduct a self-evaluation of the Board, and provide, in

conjunction with the Executive Committee, for an annual performance review of the Executive Director or otherwise named Foundation employee(s).

7.3 ADDITIONAL COMMITTEES. The President may appoint or provide for the appointment of such additional standing or other committee as it sees fit and shall determine their duties, functions and authorities. Committee members may or may not be members of the Board, and ad hoc members may be added as needed.

7.4 AUTHORITY OF COMMITTEES. Any/each committee may exercise any subordinate power, authority or function delegated to it by the Board or these bylaws.

7.5 COMMITTEE CHAIRS. The Chair of each of the standing committee shall be appointed by the President of the Board. Such appointments shall be subject to Board approval.

7.6 CODE OF CONDUCT AND ETHICAL STANDARDS. All Board members shall conduct themselves in accordance with high moral and ethical standards. Each Board member shall disclose annually any conflict of interest to Board participation in accordance with the Foundation's conflict of interest policy.

SECTION 8

Officers

8.1 OFFICERS. The officers of the Foundation shall be the President, Past President, President Emeritus, Secretary, and Treasurer. Excluding the position of President Emeritus, officers shall be elected from among the voting Directors and shall be elected annually by the Board. The officers shall receive no compensation from the Foundation for their services as such. Their term of office shall begin upon adjournment of the annual meeting. No person shall hold office if they are not a director and no director shall hold more than one office at a time.

8.2 PRESIDENT. The President shall preside at all meetings of the Board of Directors and its Executive Committee. The President shall be an ex-officio voting member of all committees. They shall be the senior volunteer leader and principal officer of the Foundation and shall perform such other duties as may be assigned to them by the Board of Directors. The President shall serve as the chief spokesperson for and representative of

the Foundation. The Founding President shall serve in that position until he retires as President of the Board of Directors, at which time he will become President Emeritus of the Board of Directors.

8.3 SECRETARY. The Secretary shall provide for the keeping of the minutes of all meetings of the Foundation Board and its Executive Committee. They shall also provide for the keeping of the minutes of the committees of the Board. They shall cause to be issued notices of all meetings of the Board and shall, in general, perform all the duties of Secretary, subject to the control of the Board. In the absence of the president the secretary shall perform any and all duties of the president.

8.4 TREASURER. The Treasurer shall provide for the care and custody of all Foundation funds. They shall provide for 1) the keeping of the financial records of the Foundation; and 2) the preparation of the Foundation's financial statements. The Treasurer is responsible for and has the authority to purchase, sell and invest funds with Board approval. The Treasurer has the expressed authority to empower the Executive Director to execute such transactions.

8.5 OFFICER VACANCIES. In the event of death or resignation of any officer prior to the expiration of the annual term for which such officer was elected, the Board shall fill the vacancy.

8.6 REMOVAL OF OFFICERS. By vote of a majority, the Board may remove any officer for conduct deemed detrimental to the Foundation.

SECTION 9

Staff

9.1 EXECUTIVE DIRECTOR. The Foundation shall have a designated administrator, who shall be known as the Executive Director or as otherwise identified by the Board, who shall be separate from and directly accountable to the Board. The Executive Director shall be responsible for carrying into effect the policies and programs adopted or approved by the Board.

9.2 OTHER STAFF. The Board may create paid and volunteer staff positions with such duties and functions as may be prescribed by the Board. The other staff is appointed by and reports to the Executive Director if such position exists.

SECTION 10

Indemnification

10.1 FISCAL YEAR. The fiscal year of the Foundation shall commence on January 1 and end on December 31 of the same year.

10.2 AUDITS/REVIEWS. The Foundation shall engage the necessary service to conduct audits, compilations or reviews of its annual financial statements. All such reports shall be delivered to the Board of Directors, and the Executive Director.

10.3 FUNDS. The financial statements of the Foundation must include all funds and property received by or coming into the custody of the Foundation. Such statements shall be prepared in accordance with generally accepted accounting principles. The records shall be kept in such a manner to readily show the accurate financial condition of the Foundation and to facilitate the preparation of periodic reports to the Board of Directors.

10.4 DEPOSITS AND WITHDRAWALS. All funds received by or for the account of the Foundation shall be properly receipted and deposited in a timely manner in banks or depositories in the name of the Foundation.

10.5 INSURANCE. The Foundation may maintain insurance at its expense to protect itself and any director, officer, employee, or agent of the Foundation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Foundation would have the power to indemnify such person against such expense, liability or loss under the Delaware Business Corporation Act as applied to nonprofit corporations.

10.6 CONTRACTS. Officers of the Board have the ability to authorize and sign contracts.

10.7 FUNDING. Funding for the Foundation may come from industry philanthropy grants, proceeds from fund raising activities and individual donations.

SECTION 11

Dissolution

11.1 VOLUNTARY DISSOLUTION. Voluntary dissolution shall be by vote of the Board.

11.1.1 DISPOSITION OF FUNDS AND PROPERTY UPON DISSOLUTION OF THE FOUNDATION. Upon dissolution of the Foundation, all funds and property in its custody or control, its books and records, shall be delivered to such IRS qualified, charitable organization(s) that serve(s) purposes similar to those of the Foundation.

SECTION 12

Parliamentary Procedure

All meetings shall be conducted in accordance with Robert’s Rules of Order, unless the Board elects to adopt other rules for the conduct of its business.

SECTION 13

Amendments

Any amendments to these bylaws shall be adopted by at least fifty (50) percent of the total Board membership at the next regularly scheduled meeting.

Revision approval by Board majority on February 11, 2026

President Name Randall Strozyk

Signature DocuSigned by:
 Randall Strozyk
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Secretary Name Scott Bourn

Signature Signed by:
 Scott Bourn
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