

Colorado Chapter American College of Emergency Physicians

Chapter Bylaws

Article I Name

This Association shall be a non-profit corporation organized under the laws of the State of Colorado. Having received a charter from the American College of Emergency Physicians, this Association shall be a chapter of the American College of Emergency Physicians and shall be called the Colorado Chapter of the American College of Emergency Physicians (hereinafter referred to as the Chapter).

Article II Purposes

The purposes of the Colorado Chapter shall be those set forth in the Bylaws of the American College of Emergency Physicians (hereinafter the “College”) and in the Chapter’s Articles of Incorporation.

Article III Membership

Section 1. The qualifications for membership in the Chapter shall be consistent with those for membership in the College.

Section 2. Membership applications, classification changes, resignations, suspensions and expulsions shall be acted upon by the College.

Section 3. Membership classifications and privileges in the chapter shall be consistent with those designated by the College in its Bylaws. Candidate members may not hold a Chapter office, may vote for the Board of Directors, may vote for Chapter officers, and may vote on committees on which they serve.

Section 4. All records of the Chapter shall be available for inspection by the membership of the Chapter at any reasonable time. Such inspection may be made by the member, agent or attorney, and shall include the right to make extracts thereof. Demand of inspection, other than at a meeting of the membership shall be in writing to the president or the secretary-treasurer of the Chapter.

Article IV Dues and Assessments

Section 1. Dues for the Chapter shall be determined by the Board of Directors.

Section 2. Assessments may only be levied by a majority vote of the members voting at the annual meeting and then only if the recommendation for such assessment has been communicated in writing to the membership at least thirty (30) days before the meeting.

Section 3. Members not in good standing due to failure to pay dues, assessments, or other reason shall forfeit all rights and privileges at the chapter level

Article V Meetings

Section 1. There shall be an annual meeting of the Chapter membership. Notice of such meeting shall be communicated in writing to the last recorded address of each member not less than (10) nor more than sixty (60) days before the time appointed for the meeting. Other regular meetings of the Chapter may be held with similar notice requirements.

Section 2. Special meetings of the Chapter may be held from time to time as determined by the Board of Directors. Notice of such meetings shall be communicated in writing to the last recorded address of each member not less than ten (10) nor more than thirty (30) days before the time appointed for the meeting. Such notice shall include the purpose for the meeting.

Section 3. The members of the Chapter represented at any duly called meeting of the Chapter shall constitute a quorum.

Section 4. When not in conflict with these bylaws, the parliamentary procedures outlined in the most recent edition of the American Institute of Parliamentarians Standard Code of Parliamentary Procedure shall govern all Chapter meetings.

Section 5. Notice of membership meetings shall be delivered via US mail unless a member has requested electronic delivery, provided an electronic address and electronic delivery is permitted by state law.

Article VI Board of Directors

Section 1. Powers: The Board of Directors shall have supervision, control and direction of the affairs of the Chapter, shall determine its policies or changes therein within the limits of these Bylaws, shall actively pursue its purposes and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 2. Composition: The Board of directors shall be composed of 14 elected directors, including the officers, a resident representative director, plus the President and Immediate Past President if their term as an elected director has already expired.

Section 3. Terms: Elected directors shall serve a term of two (2) years and may serve no more than 2 consecutive terms. Resident representative term will be for one (1) year. Terms shall begin at the end of the annual meeting. Terms of office shall be staggered in such a fashion so that Board vacancies occur annually.

Section 4A. Nomination and Election. A nominating committee for candidates to the Board of Directors shall be appointed by the President and shall present a list of nominees to the Board of Directors at least sixty (60) days prior to the date of the election. Nominees shall be regular members in good standing. The slate of nominees shall be distributed to the membership at least thirty (30) days prior to the Annual Meeting and include one or more nominees for each vacancy on the Board. Nomination to the Board will be accepted from the floor at the time of the annual meeting. At the Annual Meeting Board members will be elected by ballot by majority vote of the Chapter membership present. Write in votes are not allowed.

Section 4B. Balloting Procedures. On an individual ballot, members must cast the same number of votes as the number of positions to be filled. When a majority vote is required for election and more candidates receive a majority vote than the number of positions to be filled, the candidates with the greatest majority will be elected. When a majority vote is required and all positions but one are filled and there are three or more candidates for the remaining position and none receive a majority, only the two candidates with the highest vote totals shall remain for the next ballot.

Section 5. Meetings: The Board of Directors shall meet at least four (4) times per year. Notice of all regular meetings of the Board of Directors shall be communicated in writing to each member of the Board at least ten (10) days in advance of each meeting. Board meetings may be conducted by telephone conference call or other electronic medium. A majority of the Board of Directors shall constitute a quorum at any meeting of the Board. Special meetings of the Board of Directors may be called by the President or the Executive Committee on 48 hour notice with the same quorum requirements.

Section 6. Removal: Any director may be removed from office by a three quarter vote of the members voting at any Chapter meeting. Removal must be initiated by a majority vote of the Board of Directors or a petition signed by no less than one-third of the number of members voting at the meeting at which the director was elected. Any vacancy created by a removal shall be filled for the remainder of the unexpired term by a majority vote of the members voting at the meeting at which the removal occurred. Nomination for any vacancy created by a removal shall be accepted from the floor.

Section 7. Resignation: Any director may resign at any time by giving written notice to the President or to the Board of Directors. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time of acceptance by the President or the Board of Directors.

Section 8. Vacancies: Vacancies which occur on the Board of Directors for any reason other than a removal shall be filled by a majority vote of the remaining directors for the remainder of the respective term.

Article VII Officers

Section 1. Composition: The elected officers of the Chapter shall be the President, President-Elect and Secretary-Treasurer who will be elected from among the elected members of the Board of Directors by the Chapter membership for a term of one (1) year. Election will take place at the Annual meeting and shall be a majority vote of the Chapter membership present. Officers shall be eligible to serve a maximum of one (1) term in the same office.

Section 2. Each officer shall serve on the Board of Directors.

Section 3. The duties of the officers shall be as follows:

- (a) The President shall be the executive officer of the Board of Directors. He or she shall preside over all meetings of the Chapter membership and the Board of Directors and shall perform all duties as usually pertain to the office of the President. He or she shall be responsible for ensuring that all Chapter contracts with third parties contain a provision disclosing the fact that the Chapter is an entity separate and distinct from the College.
- (b) The President-elect, in the absence of the President, shall preside at all meetings and perform such other duties as requested by the President or the Board of Directors.
- (c) The Secretary-Treasurer shall be responsible for ensuring that the Chapter adheres to the Policy governing use of the mark of the American College of Emergency Physicians, and for annual review of Chapter accounts, records, corporation and Chapter reports.
- (d) The Immediate Past President shall mentor and assist the incoming president and perform other duties as requested by the President or the Board of Directors.

Section 4. Nominations: A Nominating Committee consisting of President and Immediate Past President shall present a slate of candidates for the officer positions. Nomination from the floor are allowed.

Section 5. Removal: Any officer may be removed from office by a three-quarters vote of the Board of Directors. Any vacancy created by a removal shall be filled by the Board for the remainder of the unexpired term.

Section 6. Resignation: Any officer may resign at any time by giving written notice to the President or to the Board of Directors. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time of acceptance by the President or the Board of Directors.

Section 7. Vacancies: Any vacancy which occurs in a Chapter officer position (excluding the office of the President which is filled by the President-Elect) for reasons other than removal shall be filled for the remainder of the unexpired term by a majority vote of the Board of Directors.

Article VIII Councillors

Section 1. Allocation: Councillor allocation shall be determined as specified in the College Bylaws. Councillors shall be appointed by the Chapter Board of Directors. A similar number of alternate councillors shall be appointed by the Chapter Board of Directors.

Section 2. Terms: Councillors shall serve a term of one (1) year. Councillors may serve unlimited consecutive terms. At such time as the Chapter is eligible for an additional Councillor, the terms for the new Councillor shall be adjusted so that the terms of all Councillors are staggered.

Section 3. Vacancies: Vacancies occurring in councillor positions other than by removal shall be filled in a timely manner by the Chapter Board of Directors.

Section 4. Removal: A councillor may be removed by majority vote of the Board. A vacancy created by removal shall be filled by the Board of Directors for the remainder of the unexpired term.

Article IX Committees

With the exception of the Executive Committee which is composed of the President, President Elect, Secretary Treasurer, and Immediate Past President, Chapter committee members shall be appointed by the Board. The Executive Committee shall have the authority, when a quorum is present, to act on behalf of the Board between regular meetings of the Board. Such actions must be ratified by the Board of Directors at

their next regular meeting; failure of such ratification nullifies the action(s) taken by the Executive Committee.

Article X Voting Methods

Voting in the election of the Board of Directors and other matters at the annual meeting shall be “in person” voting only. The chapter reserves the right in the future to conduct voting on all matters at the annual meeting by mail vote or electronic voting as long as those methods are in compliance with state law. Proxy voting is not allowed. Voting in all matters at Board and committees meetings is to be in-person only unless such meetings take place via conference call or other electronic medium.

Article XI Indemnification

The Chapter will, by resolution of the Board of Directors, provide for indemnification by the Chapter of any and all of its directors or officers or former directors or officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been directors or officers of the Chapter, except in relation to matters as to which such director or officer or former director or officer shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

Article XII Approval of Bylaws and Amendments

Section 1: These bylaws and amendments thereto shall not become effective until approved by the Board of Directors of the College or their designee.

Section 2: These bylaws may be amended by a two-thirds vote of the members voting at a meeting of the Chapter, provided that the proposed amendments have been communicated in writing to the membership of the chapter at least thirty (30) days prior to the meeting.

Section 3: Amendments to these bylaws shall be submitted to the College in a format and manner prescribed by the College no later than thirty days following the adoption of such amendments. No amendment shall have any force or effect until it has been submitted to and reviewed by the Board of Directors of the College or their designee, provided however, that such amendment shall be considered to be approved if the Board of Directors of the College or its designee fails to give written notice of its objection within ninety (90) days following receipt. (The review and notice of objection may be conducted and transmitted by the College’s Bylaws Committee. Final approval is the responsibility of the Board of Directors of the College.)

Section 4: These bylaws must at all times be consistent with the Bylaws of the College. Should the Bylaws of the College be changed in such a manner as to render these bylaws inconsistent therewith, then these bylaws shall be amended within two (2) years of written notification of amendment of the College Bylaws to eliminate said inconsistency.

| Section 5: The Chapter adopted the latest revision to these bylaws on .