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Colorado Chapter American College of Emergency Physicians

Chapter Bylaws

Article I Name

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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

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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

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

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

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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.

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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.

42 **Article IV**
43 **Dues and Assessments**

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

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

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

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54 **Article V**
55 **Meetings**

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

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

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

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

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

77 **Article VI**
78 **Board of Directors**
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80 Section 1. Powers: The Board of Directors shall have supervision, control and direction of
81 the affairs of the Chapter, shall determine its policies or changes therein within the limits of these
82 Bylaws, shall actively pursue its purposes and shall have discretion in the disbursement of its funds.
83 It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable
84 and may, in the execution of the powers granted, appoint such agents as it may consider necessary.
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86 Section 2. Composition: The Board of directors shall be composed of 14 elected directors,
87 including the officers, a resident representative director, plus the President and Immediate Past
88 President if their term as an elected director has already expired.
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90 Section 3. Terms: Elected directors shall serve a term of two (2) years and may serve no
91 more than 2 consecutive terms. Resident representative term will be for one (1) year. Terms shall
92 begin at the end of the annual meeting. Terms of office shall be staggered in such a fashion so that
93 Board vacancies occur annually.
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95 Section 4A. Nomination and Election. A nominating committee for candidates to the Board
96 of Directors shall be appointed by the President and shall present a list of nominees to the Board of
97 Directors at least sixty (60) days prior to the date of the election. Nominees shall be regular
98 members in good standing. The slate of nominees shall be distributed to the membership at least
99 thirty (30) days prior to the Annual Meeting and include one or more nominees for each vacancy on
100 the Board. Nomination to the Board will be accepted from the floor at the time of the annual
101 meeting. At the Annual Meeting Board members will be elected by ballot by majority vote of the
102 Chapter membership present. Write in votes are not allowed.
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104 Section 4B. Balloting Procedures. On an individual ballot, members must cast the same
105 number of votes as the number of positions to be filled. When a majority vote is required for
106 election and more candidates receive a majority vote than the number of positions to be filled, the
107 candidates with the greatest majority will be elected. When a majority vote is required and all
108 positions but one are filled and there are three or more candidates for the remaining position and
109 none receive a majority, only the two candidates with the highest vote totals shall remain for the
110 next ballot.
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112 Section 5. Meetings: The Board of Directors shall meet at least four (4) times per year.
113 Notice of all regular meetings of the Board of Directors shall be communicated in writing to each
114 member of the Board at least ten (10) days in advance of each meeting. Board meetings may be
115 conducted by telephone conference call or other electronic medium. A majority of the Board of
116 Directors shall constitute a quorum at any meeting of the Board. Special meetings of the Board of
117 Directors may be called by the President or the Executive Committee on 48 hour notice with the
118 same quorum requirements.

203 **Article X**
204 **Voting Methods**

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

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

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228 Section 1: These bylaws and amendments thereto shall not become effective until approved
229 by the Board of Directors of the College or their designee.
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231 Section 2: These bylaws may be amended by a two-thirds vote of the members voting at a
232 meeting of the Chapter, provided that the proposed amendments have been communicated in
233 writing to the membership of the chapter at least thirty (30) days prior to the meeting.
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235 Section 3: Amendments to these bylaws shall be submitted to the College in a format and
236 manner prescribed by the College no later than thirty days following the adoption of such
237 amendments. No amendment shall have any force or effect until it has been submitted to and
238 reviewed by the Board of Directors of the College or their designee, provided however, that such
239 amendment shall be considered to be approved if the Board of Directors of the College or its
240 designee fails to give written notice of its objection within ninety (90) days following receipt. (The
241 review and notice of objection may be conducted and transmitted by the College’s Bylaws
242 Committee. Final approval is the responsibility of the Board of Directors of the College.)

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

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248 Section 5: The Chapter adopted the latest revision to these bylaws on **May 17, 2017.**