



OHIO CHAPTER

AMERICAN COLLEGE OF EMERGENCY PHYSICIANS

BYLAWS

ARTICLE I. NAME

The name of this association, a not-for-profit corporation organized under the laws of the state of Ohio, shall be the Ohio Chapter of the American College of Emergency Physicians ("the Chapter").

ARTICLE II. PURPOSES

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

ARTICLE III. MEMBERSHIP

Section 1.

The qualifications for membership in the Chapter shall be the same as 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.

Member classifications in the Chapter shall be those designated in the College Bylaws.

Section 4.

All records of the Chapter shall be available for inspection by the membership of the Chapter at any reasonable time.

ARTICLE IV. DUES AND ASSESSMENTS

Section 1.

Dues for the Chapter may be changed only by majority vote of the Chapter members present at the Annual Meeting of the Chapter. Dues may not be changed unless a proposed change in dues is announced 30 days prior to the Annual Meeting, although the change in dues actually approved by the members may be less than, but not more than, that which was proposed and announced.

Section 2.

Assessments may be levied by majority vote of the Chapter members present at any annual or special meeting of the Chapter provided that the proposed assessment is announced 30 days prior to such meeting, although the amount of the assessment actually approved by the members may be less than, but not more than, that which was proposed and announced.

Section 3.

Any member whose membership has been cancelled shall not be eligible to vote or hold office.

ARTICLE V. CHAPTER MEETINGS

Section 1. Annual Meeting

There shall be an Annual Meeting of the Chapter with the location and time determined by the Board of Directors provided that the time and place of the meeting is announced at least 30 days prior to the meeting.

Section 2. Regular and Special Meetings

Regular and Special meetings of the Chapter may be called provided that the time, place and purpose of such meetings are announced at least 30 days prior to the meetings and the method of authorized communications equipment to be used at the meeting, if any, is specified. Such meetings may be called by the President, by a majority vote of the Executive Committee, or by a majority vote of the Board of Directors. Upon the receipt of a written request from 15 Active, Honorary or Life Chapter members, the President, Executive Committee, or Board of Directors, shall call a special meeting of the Chapter. The written request must state the purpose of the meeting. Such special meeting shall be convened no later than 120 days, following receipt of such request.

Section 3. Quorum

Members of the Chapter present at any meeting of the Chapter duly convened shall constitute a quorum.

Section 4.

The rules contained in the current issue of "Sturgis Standard Code of Parliamentary Procedure" shall govern the Chapter in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order adopted by the Chapter.

ARTICLE VI. BOARD OF DIRECTORS

Section 1.

The Board of Directors shall have general supervision of the affairs of the Chapter between its Annual Meetings.

Section 2.

The Board of Directors shall be composed of fifteen (15) voting members of the Chapter including the President and Immediate Past President as voting directors if they are serving beyond their elected terms as directors; and one representative of the Emergency Medicine Residents of Ohio (EMRO) selected by that body for a one year term with the prerequisite that the representative be a member of ACEP, shall also serve as a voting director. Any member of the Chapter elected to the Board of Directors or Council Officer of the College shall also serve as a voting member of the Board of Directors of the Chapter for the duration of their term on the College Board of Directors or as Council Officer. No member shall have more than one vote.

Section 3.

At the Annual Meeting, Board members shall be elected by ballot by majority vote of the Chapter membership present. Board members shall serve for three years or until their successors are elected with approximately one-third of the members being elected every year. Board members have no term limits and may run for consecutive terms. Their terms of office shall begin at the close of the Annual Meeting at which they are elected.

Section 4.

There shall be at least three Board meetings per year. Additional meetings may be called by a majority vote of the Board of Directors at a duly convened meeting of the Board. Additional meetings may also be called by the President at any time, or at the request of four (4) Board members. In the latter case, the request shall state the purpose of such meeting, and the meeting shall be convened no sooner than 2, and no later than 30, days following the request. The time and location of any Board meeting shall be announced at least 10 days prior to the meeting. Members of the Board present at a Board of Directors' meeting duly convened shall constitute a quorum. Board meetings may be conducted by any authorized communications equipment approved by the Board of Directors.

Section 5.

Any Director may be removed from office by a two-thirds majority vote by the entire Board of Directors. The vacancy shall be filled by the process enumerated in Article VI, Section 7.

Absence of two or more required meetings per annual year shall be just cause for automatic Board review and possible removal from office. Required meetings are defined as all Board of Directors meetings and conference calls, and the Annual Meeting.

Section 6.

Any Director may resign at any time by giving written notice 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 thereof as determined by the Board.

Section 7.

The Board of Directors is empowered to elect, in the event of a vacancy on the Board, a member of the Chapter to complete the vacating person's term of Directorship.

Section 8.

The Board of Directors is empowered to appoint and/or employ an Executive Director who will be directly responsible to the Board of Directors. The duties, responsibilities, and terms of employment shall be determined by the Board of Directors.

ARTICLE VII. OFFICERS

Section 1.

The Officers shall be the President, President-Elect, Secretary, Treasurer and Immediate Past President. The President-Elect, Secretary and Treasurer shall be elected by majority ballot at the first Board of Directors' Meeting following the Annual Meeting to serve for one year or until their successors are elected; their term of office shall begin immediately after their election. The offices of President and Immediate Past President shall be filled by the succession of the President-Elect and President, respectively, to those two positions. The Treasurer has no term limits and may run for consecutive terms in the same office. Any two or more offices may be held by the same person.

Section 2.

Officers will be elected from among the members of the Board of Directors. The offices of President and Immediate Past President will automatically fill Board positions during their term of office. Officers are Board members by nature of office.

Section 3.

The Officers shall perform the duties prescribed by the Chapter and by the parliamentary authority adopted by the Chapter. The Officers shall constitute the Executive Committee which shall conduct business as may be necessary between meetings of the Board of Directors. The Executive Committee shall be subject to the orders of the Board of Directors, and none of its acts shall conflict with action(s) taken by the Board of Directors. The President shall serve as Chairperson of all duly convened Chapter and Board meetings. If the President is absent, this position will be assumed by the President-Elect, Immediate Past President, or Secretary, in that order.

Section 4.

Any officer may be removed from office by a three-quarters vote of the members of the Board of Directors.

Section 5.

Any officer may resign at any time by giving written notice 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 thereof as determined by the Board.

Section 6.

If a Chapter Office is vacated prior to the expiration of the term of that office, the Board of Directors is empowered to elect, by a majority vote, a member to fill the vacated position. The person so elected shall complete the term of the person who vacated the Office.

Section 7.

The President is 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 and for ensuring that the Chapter adheres to the policy governing the use of the mark of the American College of Emergency Physicians.

ARTICLE VIII. COUNCILLORS

Section 1.

The Chapter shall be represented at College Council meetings by one Councillor plus one additional Councillor per 100 members of the Chapter.

Section 2.

Councillors shall serve two-year terms. The term of a newly-elected Councillor may be adjusted at the time of election so that the terms of all Councillors are staggered. Councillors have no term limits and may run for consecutive terms.

Section 3.

The President shall serve as a Councillor. During ACEP Council meetings at which the President of the Chapter is serving as a Councillor, the President shall preside over the Chapter's delegation of Councillors.

Section 4.

At the Annual Meeting of the Chapter, the members of the Chapter present shall, by majority vote, elect Councillors to fill those positions which will not automatically be filled by the incoming President or by Councillors serving unexpired terms. The total number

of Councillors, shall be determined by the number of members on the membership roll on December 31 of each preceding year.

Section 5.

At the Annual Meeting of the Chapter, the members of the Chapter present shall, by majority vote, elect a number of Alternate Councillors. The term of an Alternate Councillor shall be one year. If a Councillor is not present at a College Council meeting, an Alternate Councillor will be seated in place of the absent Councillor. The President is empowered to designate which Alternate Councillor shall be seated in such cases.

Section 6.

Councillor vacancies occurring between the College Council meeting and the preceding Chapter Annual Meeting shall be filled from the top of the list of Alternate Councillors as ranked by popular vote.

Section 7.

A Councillor may be removed from office by affirmative vote of two-thirds of the Board of Directors, such vote to be taken at a duly convened Board of Directors' meeting no sooner than 30 days following notification of the Councillor by certified mail of the proposed removal and the grounds upon which this proposal has been made. The proposal to consider removal of a Councillor from office must be approved by a majority of the Board of Directors.

At the Board of Directors' meeting during which the vote to remove a Councillor is conducted, the Councillor must be afforded an opportunity to respond to the charges upon which removal has been proposed. Failure of a Councillor to attend this meeting or to respond to this matter shall not automatically be construed as an admission by the Councillor of the validity of the charges.

In addition to the valid grounds for removal prescribed by the parliamentary authority of this Chapter, the Board may consider the Councillor's attendance, excused or unexcused, at Board meetings, and/or the Councillor's involvement in other Chapter or College activities, as bearing upon the capacity of the Councillor to represent the membership of the Chapter in a competent and informed manner. If less than two-thirds of the Board members attend the meeting at which the vote to remove is to be conducted, the motion to remove is automatically defeated.

If a councillor is removed from office by the procedures outlined above, the vacancy thereby created shall be filled as prescribed elsewhere in these Bylaws.

ARTICLE IX. COMMITTEES

The President will appoint committees as deemed necessary and appoint their Chairs:

ARTICLE X. VOTING

Voting for the election of directors, officers or councillors may not be conducted by mail

or authorized communications equipment. Mail or authorized communications equipment ballots are permissible for other matters of business as deemed appropriate by the President or Executive Committee.

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. AMENDMENTS TO THE BYLAWS

Section 1.

These Bylaws shall become effective upon approval by the Board of Directors of the College.

Section 2.

The Bylaws may be amended by a two-thirds vote of the members present at the Annual Meeting of the Chapter, provided that the Chapter shall give notice of any proposed amendment to the membership at least 30 days prior to the meeting, although any amendments actually approved need not be identical to that which was proposed and for which notice was given.

Section 3.

Amendments to the Bylaws of this Chapter shall be submitted in writing to the College no later than 30 days following adoption of such amendments by the Chapter. Any amendment shall be considered approved if the Board of Directors of the American College of Emergency Physicians fails to give written notice of its objections within ninety days following receipt of said notice.

Section 4.

These Bylaws must at all times be consistent with the Bylaws of the College. Any changes in the Bylaws of the College which cause the Bylaws of the Ohio Chapter to be in conflict with those of the College shall cause the Ohio Bylaws to be amended for compliance.

Section 5.

REVISED 5/87
APPROVED 6/87
REV. & APP. 12/87
REVISED 2/88
APPROVED 6/88
REVISED 5/89
APPROVED 6/89
REVISED 11/89
APPROVED 5/90
REVISED 4/95
APPROVED 5/95
APPROVED 6/96
APPROVED 5/99
REV. & APP. 5/01
REV. & APP. 5/02
REV. & APP. 5/03
REV & APP 7/07
REV & APP 7/09