OHIO CHAPTER

AMERICAN COLLEGE OF EMERGENCY PHYSICIANS

BYLAWS

ARTICLE I

CHAPTER NAME

The name of this association, a not-for-profit corporation organized under the laws of the state of Ohio and having received a charter from the American College of Emergency Physicians (hereinafter “the College”), shall be the Ohio Chapter of the American College of Emergency Physicians (hereinafter "the Chapter").

ARTICLE II

MISSION, PURPOSES, AND OBJECTIVES

The mission, purposes, and objectives of the Chapter shall be those set forth in the Bylaws of the College and in the Chapter's Articles of Incorporation.

ARTICLE III

MEMBERSHIP

Section 1 – Qualifications

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

Section 2 – College Authority

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

Section 3 – Classes

Member classifications and privileges in the Chapter shall be consistent with those

designated in the College Bylaws. Candidate physician members may not hold chapter office, may not vote for members of the Board of Directors except for the Resident member of the Chapter Board of Directors, and may vote on committees on which they serve. Candidate medical student members may not hold chapter office, may not serve on or vote for the Board, but may vote on committees on which they serve.

Section 4 – Access to Records

The Chapter shall make available to a member, or the agent or attorney of a member, at a reasonable time and at a reasonable place, records of the Chapter in accordance with jurisdictional law.

Section 5 – Cancellation/Limitation of Member Rights and Privileges

The College has the sole right to cancel membership in the College for reasons described in the College Bylaws, including nonpayment of chapter dues and mandatory chapter assessments, and thereby all related chapter memberships.

For proper cause other than nonpayment of dues or assessments, the Chapter may limit the rights and privileges of members at the chapter level.

ARTICLE IV

DUES AND ASSESSMENTS

Section 1 - Dues

The Board, by a two-thirds majority of legal votes cast, must approve membership dues.

Section 2 - Assessments

Assessments may be levied by a majority of legal votes cast of the Chapter members present at any annual or special meeting of the Chapter provided that the proposed assessment is communicated in writing 30 days prior to such meeting. The amount of the assessment approved by the members may be less than, but not more than, that which was proposed and announced.

ARTICLE V

CHAPTER MEMBERSHIP MEETINGS

Section 1 – Annual and Regular Meetings

There shall be an Annual Meeting of the Chapter Membership with the location and time determined by the Board of Directors provided that the time and place of the meeting is communicated in writing to each member at least 30 days prior to the meeting. The Chapter may hold regular meetings with similar notice requirements.

Section 2 – Special Meetings

The Chapter may hold special meetings as determined by the President, a majority vote of the Executive Committee or the Board, or upon written request from fifteen regular members. The Chapter must communicate notice of special meetings to each member not

fewer than 10 nor more than 30 days before the meeting. Notice must include the purpose of the special meeting and methods of voting to be used at the meeting.

Section 3 – Quorum

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

Section 4 – Notice

Notice of membership meetings shall be delivered by authorized communication equipment. Meeting notices must identify all methods of voting that will be used at the meeting.

Section 5 – Authorized Communication Equipment

Any meeting of the membership and any actions taken physically in person therein, may be conducted using authorized communication equipment in conjunction with state law. Members present by authorized communication equipment shall be deemed to be in person for quorum, voting, and other Chapter business.

ARTICLE VI

BOARD OF DIRECTORS

Section 1 – Powers

The Board of Directors ("Board") shall have general supervision control, and direction of the affairs of the Chapter between its Annual Meetings, shall determine its policies or changes therein within the limits of the Articles of Incorporation or 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.

The act of a majority of directors who are present at a duly called meeting, at which a quorum exists, is the act of the Board, unless the Articles of Incorporation or these bylaws require the act of a greater number of directors.

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

Section 2 – Composition

The Board shall be composed of fifteen elected members of the Chapter including the President and Immediate Past President if their terms as elected directors have expired, and one director shall be a candidate physician member representative of the Emergency Medicine Residents of Ohio (EMRO). All directors have the right to vote as directors and must be members of the chapter.

Any member of the Chapter elected to the College Board of Directors or as a Council

Officer shall also serve as a voting member of the Chapter Board for the duration of their term on the College Board of Directors or as Council Officer. No director shall have more than one vote.

Section 3 – Terms of Office

Elected directors serve terms of three years and may serve a maximum of two consecutive terms. Approximately one-third of the directors shall be elected each year by regular members. Terms of office begin at the end of the Annual Meeting at which they were elected and conclude when a successor is seated.

The EMRO Director shall serve a one-year term and be elected by EMRO and may serve unlimited terms while a candidate member. Term begins at the end of the meeting at which the EMRO Director is elected

Section 4A – Nomination and Election

The Nominating Committee shall present to the Board a list of nominees for available elected Board positions at least 60 days prior to the date of the election. Nominees must be regular members in good standing, or candidate physician members in good standing for the EMRO director. Nominations from the floor at the time of elections are allowed. Write-in votes are not allowed. Voting must be in person. Proxy voting is not allowed. A majority of the legal votes cast by members voting elects the directors. Voting in elections must occur as further specified in Article X, Section 1 of these bylaws.

Section 4B – Balloting Procedures

On individual ballots, members must cast the same number of votes as the number of positions to be filled. The total valid votes for each candidate will be tallied and candidates who receive a majority of votes cast shall be elected. If more candidates receive a majority vote than the number of positions available, the candidates with the highest number of votes will be elected. When one or more vacancies still exist, elected candidates and their respective positions are removed, and all non-elected candidates remain on the ballot for the subsequent vote. If no candidate is elected on any ballot, the candidate with the lowest number of valid votes is removed from subsequent ballots. In the event of a tie for the lowest number of valid votes on a ballot in which no candidate is elected, a run-off will be held to determine which candidate is removed from subsequent ballots. This procedure will be repeated until a candidate receives the required majority vote for each open position. Voting in elections must occur as further specified in Article X, Section 1 of these bylaws.

Section 5 – Meetings

The Board shall have a minimum of three meetings each year. Notice of all regular meetings of the Board must be communicated in writing to each member of the Board at least 10 days in advance of each meeting. Board meetings may be conducted by telephone conference call or other authorized communication equipment. Even if the meeting is held in person, Board members attending via authorized communication equipment. shall be considered present in person. A majority of the number of directors constitutes a quorum at any meeting of the Board. The President, the Executive Committee, or four Directors, may on 48-hours' notice and having the same quorum requirements, may call a special meeting

of the Board.

Section 6 – Removal

Any director may be removed from office by three-fourths of the legal votes cast by the members voting at any Chapter meeting. Removal must be initiated by a vote of the Board or a petition signed by no less than one-third of the number of members casting legal votes at the meeting at which the director was elected. Any vacancy resulting from a removal is filled for the remainder of the unexpired term by a majority of the legal votes cast by the members at the meeting at which the removal occurred. The presiding officer shall accept nominations from the floor for any vacancy resulting from a removal. Absence of one or more required meetings per annual year shall be just cause for automatic Board review and possible removal from the Board. Required meetings are defined as all Board meetings and the Annual Meeting.

Section 7 – Resignation

Any Director may resign at any time by giving written notice to the Board. Resignation takes effect immediately or at the time specified therein.

Section 8 – Vacancies

The remaining Directors, by a majority of legal votes cast by the members at a meeting called for the purpose, fills vacancies on the Board for any reason, other than vacancies resulting from a removal, for the remainder of the unexpired term.

Section 9 – Authorized Communication Equipment

Any meeting of the Board and any actions taken in person therein, may be conducted by authorized communication equipment in conjunction with any applicable jurisdictional law. Board members attending via authorized communication equipment shall be considered present in person.

ARTICLE VII

OFFICERS

Section 1 – Officer Titles and Terms of Office

The Officers of the Chapter shall be the President, President-Elect, Secretary, Treasurer, and Immediate Past President and shall serve one-year terms or until their successors are elected. Terms begin immediately after election, with the exception of the offices of President and Immediate Past President, which shall be filled by the succession of the President-Elect and President, respectively. The term of the President-Elect ends upon succession to the President, and the term of the President ends upon succession to the Immediate Past-President. The Treasurer has no term limits and may run for consecutive terms in the same office.

Section 2 – Nomination and Election

The Nominating Committee shall present to the Board a list of nominees for available

Officer positions. Officers will be elected from among the members of the Board of Directors. Nominations from the floor are allowed. Election takes place at the first Board meeting following the Annual Meeting and requires a majority of legal votes cast by the Board. The offices of President, President-Elect, and Immediate Past President will automatically fill Board positions during their term of office regardless of the duration left in their respective elected director term. Write-in voting is not allowed. Proxy voting is not allowed. Uncontested elections do not require a balloted vote. Voting in elections must occur as further specified in Article X of these bylaws.

Section 3 – Voting as a Director

Officers are Board members by nature of office and have the right to vote as directors.

Section 4 – Duties

The President shall be the executive officer of the Board. The President shall preside over all meetings of the Chapter membership and the Board. 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.

The President-Elect shall be responsible for the duties of the President as assigned, or if the President is unable to perform those duties, and shall run board meetings in the absences of the President or when the President is recused as a chair of a meeting. If the President-Elect is also unable to perform these duties, then the position will be assumed by the Immediate Past-President, Secretary, then Treasurer, in that order.

The Secretary shall be responsible as the chief recording and corresponding officer and the custodian of the records of the Chapter.

The Treasurer shall be responsible for the collection, safekeeping, and expenditure of all the funds of the Chapter and for keeping accurate financial records.

Section 5 – Removal

Any officer may be removed from office by a three-quarters vote of the entire Board of Directors. The intent to remove must be announced at least 10 days prior to the scheduled meeting. Removal must be initiated by a vote of the Board or a petition signed by no less than one-third of the number of members casting legal votes at the meeting at which the officer was elected. Any vacancy created by a removal shall be filled by a majority vote of 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 Board of Directors. Resignation takes effect immediately or at the time specified therein.

Section 7 – Vacancies

A majority of legal votes cast by the Board fills, for the remainder of the unexpired term, any vacancy other than vacancies resulting from a removal in a Chapter officer position,

excluding the office of the President, which is filled by the President-Elect, and the office of Immediate Past President. The Board may fill a vacancy in the office of the Immediate Past President at its discretion.

ARTICLE VIII

COUNCILLORS

Section 1 – Allocation

Councillor allocation shall be determined as specified in the College Bylaws. The Chapter President shall serve as a Councillor. One councillor shall be a representative from Emergency Medicine Residents Ohio (EMRO).

Section 2 – Terms

Councillors shall serve two-year terms. Alternate Councillors shall serve one-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 and Alternate Councillors have no term limits and may run for consecutive terms. The EMRO councillor shall serve a one-year term. Terms begin immediately after election.

Section 3 – Nomination and Election

The Nominating Committee shall prepare a list of nominees for available Councillor and Alternate Councillor positions. Councillors are elected by a majority of legal votes cast by regular members at the Annual Meeting. Alternate Councillors may be elected by a majority of legal votes cast by regular Chapter members at the annual meeting or may be appointed by the President. The EMRO Councillor shall be elected by majority vote of candidate physician members at meeting duly called for this election.

Section 4 – Removal

Any Councillor or Alternate Councillor may be removed from office by a three-quarters vote of the entire Board of Directors. The intent to remove must be announced at least 10 days prior to the scheduled meeting. Removal must be initiated by a majority vote of the Board OR a petition signed by no less than one-third of the number of members casting legal votes at the meeting at which the Councillor or Alternate Councillor was elected. Any vacancy created by a removal shall be filled by a majority vote of the Board for the remainder of the unexpired term.

Section 5 – Resignation

Any Councillor or Alternate Councillor may resign at any time by giving written notice to the President or to the Board. Resignation takes effect immediately or at the time designated therein.

Section 6 – Vacancies

The President fills, for the remainder of the unexpired term, vacancies in Councillor or Alternate Councillor positions other than those resulting from a removal.

ARTICLE IX

COMMITTEES

With the exception of the Executive Committee, the President will appoint committees as deemed necessary and appoint their Chairs. All committee chairs are voting committee members.

The Executive Committee, chaired by the President and composed of the President, Immediate Past-President, President-Elect, Secretary, Treasurer and Executive Director of the Chapter, 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.

The Nominating Committee identifies nominees for the Board, the Chapter Officers, and Councillors and Alternate Councillors. The President shall appoint the Nominating Committee Chair and committee members.

ARTICLE X – VOTING AND PARLIAMENTARY AUTHORITY

Section 1 – Voting

Voting by members in all matters including elections may be conducted in person or by authorized communication equipment. Write-in voting is not allowed. Proxy voting is not allowed. Absentee voting is not allowed. Voting in all matters must be in accordance with jurisdictional law.

Section 2 – Voting Results

A majority of legal votes cast by members voting on any issue or question under consideration at any meeting constitutes an affirmative decision on the issue unless otherwise stated herein.

Section 3 – Parliamentary Authority

When not in conflict with these bylaws, the parliamentary procedures outlined in the most current edition of the *American Institute of Parliamentarians Standard Code of Parliamentary Procedure* shall govern all chapter meetings.

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 – College Approval

These Bylaws and amendments shall not become effective until approved by the Board of Directors of the College or its designee.

Section 2 – Chapter Bylaws Amendments

After amended language is agreed upon by the ACEP Bylaws Committee and chapter, the amended language must be submitted to the Chapter members for formal adoption. The proposed amendments must be communicated in writing to the membership of the Chapter no fewer than 30 days prior to the vote for adoption. An affirmative vote by two-thirds of legal votes cast by members voting is required for adoption of the amendments.

Section 3 – Submission to College

The Chapter must submit all amendments to these bylaws to the College in a format and manner prescribed by the College no more than 30 days following the adoption of the amendments. Amendments do not take effect until submitted to and approved by the Board of Directors of the College or its designee.

Section 4 – Consistency with Bylaws

These bylaws must at all times be consistent with the Bylaws of the College and must conform to the College's Chapter Bylaws Guidance Documents. 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 years of written notification of amendment of the College Bylaws to eliminate said inconsistency.

Section 5 – Date of Adoption by Chapter

The Chapter adopted the most recent revision of these bylaws on May 13, 2026.

Section 6 – Date of Approval by College

The College most recently approved these bylaws on May 18, 2026.

REVISED 5/87	APPROVED 6/87
REVISED 12/87	APPROVED 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
REVISED 5/01	APPROVED 5/01
REVISED 5/02	APPROVED 5/02
REVISED 5/03	APPROVED 5/03
REVISED 7/07	APPROVED 7/07
REVISED 7/09	APPROVED 7/09
REVISED 6/12	APPROVED 6/12
REVISED 5/17	APPROVED 5/17
REVISED 3/18	APPROVED 4/18
REVISED 5/21	APPROVED 6/21
REVISED 6/22	APPROVED 6/22
REVISED 5/24	APPROVED 5/24
REVISED 6/25	APPROVED 6/25
REVISED 5/26	APPROVED 5/26