



1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24

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, shall be the Ohio Chapter of the American College of Emergency Physicians ("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 American College of Emergency Physicians (hereinafter "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, and expulsions shall be acted upon by the College.

Section 3 – Classes

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

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

30 **Section 4 – Access to Records**

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

34 **Section 5 – Cancellation/Limitation of Member Rights and Privileges**

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

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

40 **ARTICLE IV**

41 **DUES AND ASSESSMENTS**

42 **Section 1 - Dues**

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

44 **Section 2 - Assessments**

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

50 **ARTICLE V**

51 **CHAPTER MEMBERSHIP MEETINGS**

52 **Section 1 – Annual and Regular Meetings**

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

57 **Section 2 – Special Meetings**

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

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

63 **Section 3 – Quorum**

64 Members of the Chapter present at any meeting of the Chapter duly convened shall
65 constitute a quorum. Members present by authorized communication equipment shall be
66 deemed to be in person for quorum, voting, and other Chapter business.

67 **Section 4 – Notice**

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

71 **Section 5 – Remote Communication Technology**

72 Any meeting of the membership and any actions taken physically in person therein, may be
73 conducted using authorized communication equipment in conjunction with state law.

74 **ARTICLE VI**
75 **BOARD OF DIRECTORS**

76 **Section 1 – Powers**

77 The Board of Directors (“Board”) shall have general supervision control, and direction of the
78 affairs of the Chapter between its Annual Meetings, shall determine its policies or changes
79 therein within the limits of these Bylaws, shall actively pursue its purposes, and shall have
80 discretion in the disbursement of its funds. It may adopt such rules and regulations for the
81 conduct of its business as shall be deemed advisable and may, in the execution of the
82 powers granted, appoint such agents as it may consider necessary.

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

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

89 **Section 2 – Composition**

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

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

98

Section 3 – Terms of Office

99 Elected directors serve terms of three years and may serve unlimited consecutive terms.
100 Approximately one-third of the directors shall be elected each year by regular members.
101 Terms of office begin at the end of the Annual Meeting at which they were elected.

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

105

Section 4A – Nomination and Election

106 The Nominating Committee shall present to the Board a list of nominees for available
107 elected Board positions at least 60 days prior to the date of the election. Nominees must
108 be regular members in good standing, or candidate physician members in good standing
109 for the EMRO director. Nominations from the floor at the time of elections are allowed.
110 Write in votes are not allowed. Voting must be in person. A majority of the legal votes cast
111 by members voting elects the directors.

112

Section 4B – Balloting Procedures

113 On individual ballots, members must cast the same number of votes as the number of
114 positions to be filled. The total valid votes for each candidate will be tallied and candidates
115 who receive a majority of votes cast shall be elected. If more candidates receive a majority
116 vote than the number of positions available, the candidates with
117 the highest number of votes will be elected. When one or more vacancies still exist,
118 elected candidates and their respective positions are removed, and all non-elected
119 candidates remain on the ballot for the subsequent vote. If no candidate is elected on any
120 ballot, the candidate with the lowest number of valid votes is removed from subsequent
121 ballots. In the event of a tie for the lowest number of valid votes on a ballot in which no
122 candidate is elected, a run-off will be held to determine which candidate is removed from
123 subsequent ballots. This procedure will be repeated until a candidate receives the required
124 majority vote for each open position.

125

Section 5 – Meetings

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

135

Section 6 – Removal

136 Any director may be removed from office by three-fourths of the legal votes cast by the
137 members voting at any Chapter meeting. Removal must be initiated by a vote of the Board
138 or a petition signed by no less than one-third of the number of members casting legal votes

139 at the meeting at which the director was elected. Any vacancy resulting from a removal is
140 filled for the remainder of the unexpired term by a majority of the legal votes cast by the
141 members at the meeting at which the removal occurred. The presiding officer shall accept
142 nominations from the floor for any vacancy resulting from a removal. Absence of one or
143 more required meetings per annual year shall be just cause for automatic Board review and
144 possible removal from the Board. Required meetings are defined as all Board meetings and
145 the Annual Meeting.

146 **Section 7 – Resignation**

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

149 **Section 8 – Vacancies**

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

153 **Section 9 – Remote Communication Technology**

154 Any meeting of the Board and any actions taken in person therein, may be conducted by
155 remote communication technology in conjunction with any applicable jurisdictional law.

156 **ARTICLE VII**

157 **OFFICERS**

158 **Section 1 – Officer Titles and Terms of Office**

159 The Elected Officers of the Chapter shall be the President, President-Elect, Secretary,
160 Treasurer, and Immediate Past President and shall serve one-year terms or until their
161 successors are elected. Terms begin immediately after election. The offices of President
162 and Immediate Past President shall be filled by the succession of the President-Elect and
163 President, respectively, to those two positions. The Treasurer has no term limits and may
164 run for consecutive terms in the same office.

165 **Section 2 – Nomination and Election**

166 The Nominating Committee shall present to the Board a list of nominees for available
167 Officer positions. Officers will be elected from among the members of the Board of
168 Directors. Nominations from the floor are allowed. Election takes place at the first Board
169 meeting following the Annual Meeting and requires a majority of legal votes cast by the
170 Board. The offices of President, President-Elect, and Immediate Past President will
171 automatically fill Board positions during their term of office regardless of the duration left in
172 their respective elected director term.

173 **Section 3 – Voting as a Director**

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

175 **Section 4 – Duties**

176 The President shall be the executive officer of the Board. The President shall preside over
177 all meetings of the Chapter membership and the Board. If the President is absent, this
178 position will be assumed by the President-Elect, Immediate Past President, Secretary, then
179 Treasurer, in that order.

180 The President is responsible for ensuring that all Chapter contracts with third parties
181 contain a provision disclosing the fact that the Chapter is an entity separate and distinct
182 from the College and for ensuring that the Chapter adheres to the policy governing the use
183 of the mark of the American College of Emergency Physicians.

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

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

188 **Section 5 – Removal**

189 Any officer may be removed from office by a three-quarters vote of the members of the
190 Board of Directors. Any vacancy created by a removal shall be filled by a majority vote of
191 the Board for the remainder of the unexpired term.

192 **Section 6 – Resignation**

193 Any officer may resign at any time by giving written notice to the Board of Directors.
194 Resignation takes effect immediately or at the time specified therein.

195 **Section 7 – Vacancies**

196 A majority of legal votes cast by the Board fills, for the remainder of the unexpired term, any
197 vacancy other than vacancies resulting from a removal in a Chapter officer position,
198 excluding the office of the President, which is filled by the President-Elect, and the office of
199 Immediate Past President. The Board may fill a vacancy in the office of the Immediate Past
200 President at its discretion.

201 **ARTICLE VIII**

202 **COUNCILLORS**

203 **Section 1 – Allocation**

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

207 **Section 2 – Terms**

208 Councillors shall serve two-year terms. Alternate Councillors shall serve one-year terms.
209 The term of a newly-elected Councillor may be adjusted at the time of election so that the
210 terms of all Councillors are staggered. Councillors and Alternate Councillors have no term
211 limits and may run for consecutive terms. The EMRO councillor shall serve a one-year
212 term. Terms begin immediately after election.

213 **Section 3 – Nomination and Election**

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

220 **Section 4 – Removal**

221 Any Councillor or Alternate Councillor may be removed from office by a three-quarters vote
222 of legal votes cast by the Board. Any vacancy created by a removal shall be filled by a
223 majority vote of the Board for the remainder of the unexpired term.

224 **Section 5 – Resignation**

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

228 **Section 6 – Vacancies**

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

231 **ARTICLE IX**

232 **COMMITTEES**

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

236 The Executive Committee, which is composed of the President, Immediate Past-President,
237 President-Elect, Secretary, Treasurer and Executive Director of the Chapter, shall have the
238 authority, when a quorum is present, to act on behalf of the Board between regular
239 meetings of the Board. Such actions must be ratified by the Board of Directors at their next
240 regular meeting; failure of such ratification nullifies the action(s) taken by the Executive
241 Committee.

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

245 **ARTICLE X – VOTING AND PARLIAMENTARY AUTHORITY**

246 **Section 1 – Voting**

247 Voting for the election of directors, officers, councillors, and other Chapter business may be
248 conducted in person or by authorized communications equipment. Proxy voting is not
249 allowed. Absentee voting is not allowed. Voting in all matters must be in accordance with

250 jurisdictional law.

251 **Section 2 – Voting Results**

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

254 **Section 3 – Parliamentary Authority**

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

258 **ARTICLE XI**

259 **INDEMNIFICATION**

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

269 **ARTICLE XII**

270 **APPROVAL OF BYLAWS AND AMENDMENTS**

271 **Section 1 – College Approval**

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

274 **Section 2 – Chapter Bylaws Amendments**

275 These Bylaws may be amended by a two-thirds supermajority vote of legal votes cast of the
276 members present at a Meeting of the membership of the Chapter, provided that the
277 Chapter shall give notice of any proposed amendment to the membership at least 30 days
278 prior to the meeting.

279 **Section 3 – Submission to College**

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

284 **Section 4 – Consistency with Bylaws**

285 These bylaws must at all times be consistent with the Bylaws of the College and must

286 conform to the College’s Chapter Bylaws Guidance Documents. Should the Bylaws of the
287 College be changed in such a manner as to render these bylaws inconsistent therewith,
288 then these bylaws shall be amended within two (2) years of written notification of
289 amendment of the College Bylaws to eliminate said inconsistency.

290 **Section 5 – Date of Adoption by Chapter**

291 The Chapter adopted the most recent revision of these bylaws on May 1, 2024.

292 **Section 6 – Date of Approval by College**

293 The College most recently approved these bylaws on May 2, 2024.

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