



1 **OHIO CHAPTER**

2 **AMERICAN COLLEGE OF EMERGENCY PHYSICIANS**

3 **BYLAWS**

4 **ARTICLE I. NAME**

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

7 **ARTICLE II. PURPOSES**

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

10 **ARTICLE III. MEMBERSHIP**

11 Section 1.

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

14 Section 2.

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

17 Section 3.

18 Member classifications and privileges in the Chapter shall be consistent with those designated in
19 the College Bylaws. Candidate members may not hold chapter office or vote except vote for the
20 Resident member of the Chapter Board of Directors and may vote on committees on which they
21 serve.

22 Section 4.

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

25 **ARTICLE IV. DUES AND ASSESSMENTS**

26 Section 1.

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

32 Section 2.

33 Assessments may be levied by majority vote of the Chapter members present at any annual or
34 special meeting of the Chapter provided that the proposed assessment is communicated in writing
35 30 days prior to such meeting, although the amount of the assessment actually approved by the
36 members may be less than, but not more than, that which was proposed and announced.

37 Section 3.

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

40 **ARTICLE V. CHAPTER MEETINGS**

41 Section 1. Annual Meeting

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

46 Section 2. Special Meetings

47 Special meetings of the Chapter may be called provided that the time, place and purpose of such
48 meetings are communicated in writing by authorized communication equipment to each member at
49 least 10 days prior to the meetings and the method of authorized communications equipment to be
50 used at the meeting, if any, is specified. Such meetings may be called by the President, by a
51 majority vote of the Executive Committee, or by a majority vote of the Board of Directors. Upon the
52 receipt of a written request from 15 regular members, the President, Executive Committee, or Board
53 of Directors, shall call a special meeting of the Chapter. The written request must state the purpose
54 of the meeting. Such special meeting shall be convened no later than 120 days, following receipt of
55 such request.

56 Section 3. Quorum

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

60 Section 4.

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

64 Section 5. Notice

65 Notice of membership meetings shall be delivered by authorized communication equipment.

66 **ARTICLE VI. BOARD OF DIRECTORS**

67 Section 1. Powers

68 The Board of Directors shall have general supervision control, and direction of the affairs of the
69 Chapter between its Annual Meetings, shall determine its policies or changes therein within the
70 limits of these Bylaws, shall actively pursue its purposes, and shall have discretion in the
71 disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as
72 shall be deemed advisable and may, in the execution of the powers granted, appoint such agents
73 as it may consider necessary. The Board of Directors is empowered to appoint and/or employ an
74 Executive Director who will be directly responsible to the Board of Directors. The duties,
75 responsibilities, and terms of employment shall be determined by the Board of Directors.

76 Section 2. Composition

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

85 Section 3. Election and Terms

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

91 Section 4. Nomination and Balloting Procedures

92 A nominating committee shall be appointed by the President and shall present a list of nominees to
93 the Board of Directors at least sixty (60) days prior to the date of the election. Nominees shall be
94 regular members in good standing. Nominations from the floor at the time of elections are allowed.
95 Voting shall be in person. Directors shall be elected by a majority of the members voting. Write in
96 votes are allowed.

97 On an individual ballot, members must cast the same number of votes as the number of positions to
98 be filled. If more candidates receive a majority vote than the number of positions to be filled, the
99 candidates with the greatest majority will be elected. If all positions but one are filled and there are
100 three or more candidates for the remaining position and none receive a majority, only the two
101 candidates with the highest vote totals shall remain for the next ballot.

102 Section 5. Meetings

103 There shall be at least three Board meetings per year. Additional meetings may be called by a
104 majority vote of the Board of Directors at a duly convened meeting of the Board. Additional
105 meetings may also be called by the President at any time, or at the request of four (4) Board
106 members. In the latter case, the request shall state the purpose of such meeting, and the meeting

107 shall be convened no sooner than 2, and no later than 30, days following the request. The time and
108 location of any Board meeting shall be communicated in writing at least 10 days prior to the
109 meeting. Members of the Board present at a Board of Directors' meeting duly convened shall
110 constitute a quorum. Board meetings may be conducted by any communications equipment
111 approved by the Board of Directors.

112 Section 6. Removal

113 Any Director may be removed from office by a two-thirds vote of members of the Board of Directors
114 present. The vacancy shall be filled by the process enumerated in Article VI, Section 8.

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

118 Section 7. Resignation

119 Any Director may resign at any time by giving written notice to the Board of Directors. Such
120 resignation shall take effect at the time specified therein, or if no time is specified, at the time of
121 acceptance thereof as determined by the Board.

122 Section 8. Vacancies

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

125 **ARTICLE VII. OFFICERS**

126 Section 1. Composition

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

135 Section 2

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

139 Section 3. Duties

140 The Officers shall perform the duties prescribed by the Chapter and by the parliamentary authority
141 adopted by the Chapter.

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

146 The Officers shall constitute the Executive Committee which shall conduct business as may be
147 necessary between meetings of the Board of Directors. The Executive Committee shall be subject

148 to the orders of the Board of Directors, and none of its acts shall conflict with action(s) taken by the
149 Board of Directors. The President shall serve as Chairperson of all duly convened Chapter and
150 Board meetings. If the President is absent, this position will be assumed by the President-Elect,
151 Immediate Past President, or Secretary, in that order.

152 Section 4. Nominations

153 The Nominating Committee shall present a slate of candidates for the officer positions 30 days in
154 advance of the scheduled election. Nominations from the floor are allowed.

155 Section 5. Removal

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

159 Section 6. Resignation

160 Any officer may resign at any time by giving written notice to the Board of Directors. Such
161 resignation shall take effect at the time specified therein, or if no time is specified, at the time of
162 acceptance thereof as determined by the Board.

163 Section 7. Vacancy

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

167 **ARTICLE VIII. COUNCILLORS**

168 Section 1. Allocation

169 Councillor allocation shall be determined as specified in the College Bylaws. One councillor shall
170 be designated as a representative from Emergency Medicine Residents Ohio (EMRO.)

171 Section 2. Terms

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

176 Section 3.

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

180 Section 4. Councillor Election

181 At the Annual Meeting of the Chapter, the members of the Chapter present shall, by majority vote,
182 elect Councillors to fill those positions which will not automatically be filled by the incoming
183 President or by Councillors serving unexpired terms. The EMRO representative shall be elected by
184 that body.

185 Section 5. Alternate Councillors

186 Alternate Councillors may be elected at the Annual Meeting of the Chapter, by majority vote of the
187 members of the Chapter present, or may be appointed by the President of the Chapter. The term of

188 an Alternate Councillor shall be one year. If a Councillor is not present at a College Council
189 meeting, an Alternate Councillor will be seated in place of the absent Councillor. The President is
190 empowered to designate which Alternate Councillor shall be seated in such cases.

191 Section 6. Vacancies

192 Councillor vacancies occurring between the College Council meeting and the preceding Chapter
193 Annual Meeting shall be filled from the list of Alternate Councillors by the President as the leader of
194 the chapter delegation.

195 Section 7. Removal

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

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

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

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

213 **ARTICLE IX. COMMITTEES**

214 With the exception of the Executive Committee, which is comprised of the President, Immediate
215 Past-President, President-Elect, Secretary, Treasurer and Executive Director of the Chapter, The
216 President will appoint committees as deemed necessary and appoint their Chairs.

217 The Executive Committee shall have the authority, when a quorum is present, to act on behalf of the
218 Board between regular meetings of the Board. Such actions must be ratified by the Board of
219 Directors at their next regular meeting; failure of such ratification nullifies the action(s) taken by the
220 Executive Committee.

221 **ARTICLE X. VOTING**

222 Voting for the election of directors, officers, councillors, and other Chapter business may be
223 conducted in person or by authorized communications equipment. Proxy voting is not allowed.

224 **ARTICLE XI. INDEMNIFICATION**

225 The Chapter will, by resolution of the Board of Directors, provide for indemnification by the Chapter
226 of any and all of its directors or officers or former directors or officers against expenses actually and
227 necessarily incurred by them in connection with the defense of any action, suit, or proceeding in
228 which they or any of them are made parties, or a party, by reason of having been directors or

229 officers of the Chapter, except in relation to matters as to which such director or officer or former
230 director or officer shall be adjudged in such action, suit, or proceeding to be liable for negligence or
231 misconduct in the performance of duty and to such matters as shall be settled by agreement
232 predicated on the existence of such liability for negligence or misconduct.

233 **ARTICLE XII. AMENDMENTS TO THE BYLAWS**

234 Section 1.

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

237 Section 2.

238 These Bylaws may be amended by a two-thirds vote of the members present at a Meeting of the
239 membership of the Chapter, provided that the Chapter shall give notice of any proposed
240 amendment to the membership at least 30 days prior to the meeting.

241 Section 3.

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

250 Section 4.

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

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