



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 the last recorded address of each member at least 30 days prior to the meeting.

45 Section 2. Regular and Special Meetings

46 Regular and Special meetings of the Chapter may be called provided that the time, place and  
47 purpose of such meetings are communicated in writing to the last recorded address of each  
48 member at least 30 days prior to the meetings and the method of authorized communications  
49 equipment to be used at the meeting, if any, is specified. Such meetings may be called by the  
50 President, by a majority vote of the Executive Committee, or by a majority vote of the Board of  
51 Directors. Upon the receipt of a written request from 15 regular members, the President, Executive  
52 Committee, or Board of Directors, shall call a special meeting of the Chapter. The written request  
53 must state the purpose of the meeting. Such special meeting shall be convened no later than 120  
54 days, following receipt of such request.

55 Section 3. Quorum

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

58 Section 4.

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

62 Section 5. Notice

63 Notice of membership meetings shall be delivered via US mail unless a member has requested  
64 electronic delivery.

65 **ARTICLE VI. BOARD OF DIRECTORS**

66 Section 1. Powers

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

75 Section 2. Composition

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

84 Section 3. Election and Terms

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

90 Section 4. Nomination and Balloting Procedures

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

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

101 Section 5. Meetings

102 There shall be at least three Board meetings per year. Additional meetings may be called by a  
103 majority vote of the Board of Directors at a duly convened meeting of the Board. Additional  
104 meetings may also be called by the President at any time, or at the request of four (4) Board  
105 members. In the latter case, the request shall state the purpose of such meeting, and the meeting  
106 shall be convened no sooner than 2, and no later than 30, days following the request. The time and  
107 location of any Board meeting shall be communicated in writing at least 10 days prior to the

108 meeting. Members of the Board present at a Board of Directors' meeting duly convened shall  
109 constitute a quorum. Board meetings may be conducted by any communications equipment  
110 approved by the Board of Directors.

111 Section 6. Removal

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

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

117 Section 7. Resignation

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

121 Section 8. Vacancies

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

124 **ARTICLE VII. OFFICERS**

125 Section 1. Composition

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

134 Section 2

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

138 Section 3. Duties

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

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

145 The Officers shall constitute the Executive Committee which shall conduct business as may be  
146 necessary between meetings of the Board of Directors. The Executive Committee shall be subject  
147 to the orders of the Board of Directors, and none of its acts shall conflict with action(s) taken by the  
148 Board of Directors. The President shall serve as Chairperson of all duly convened Chapter and

149 Board meetings. If the President is absent, this position will be assumed by the President-Elect,  
150 Immediate Past President, or Secretary, in that order.

151 Section 4. Nominations

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

154 Section 5. Removal

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

158 Section 6. Resignation

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

162 Section 7. Vacancy

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

166 **ARTICLE VIII. COUNCILLORS**

167 Section 1. Allocation

168 Councillor allocation shall be determined as specified in the College Bylaws.

169 Section 2. Terms

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

173 Section 3.

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

177 Section 4. Councillor Election

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

181 Section 5. Alternate Councillors

182 Alternate Councillors may be elected at the Annual Meeting of the Chapter, by majority vote of the  
183 members of the Chapter present, or may be appointed by the President of the Chapter. The term of  
184 an Alternate Councillor shall be one year. If a Councillor is not present at a College Council  
185 meeting, an Alternate Councillor will be seated in place of the absent Councillor. The President is  
186 empowered to designate which Alternate Councillor shall be seated in such cases.

187 Section 6. Vacancies

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

191 Section 7. Removal

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

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

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

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

209 **ARTICLE IX. COMMITTEES**

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

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

217 **ARTICLE X. VOTING**

218 Voting for the election of directors, officers or councillors may not be conducted by mail or  
219 authorized communications equipment. Mail or authorized communications equipment ballots are  
220 permissible for other matters of business as deemed appropriate by the President or Executive  
221 Committee.

222 **ARTICLE XI. INDEMNIFICATION**

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

228 director or officer shall be adjudged in such action, suit, or proceeding to be liable for negligence or  
229 misconduct in the performance of duty and to such matters as shall be settled by agreement  
230 predicated on the existence of such liability for negligence or misconduct.

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

232 Section 1.

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

235 Section 2.

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

239 Section 3.

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

248 Section 4.

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