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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 Dues for the Chapter may be changed only by a majority of legal votes cast of the Chapter
44 members present at the Annual Meeting of the Chapter. Dues may not be changed unless
45 a proposed change in dues is communicated in writing at least 30 days prior to the Annual
46 Meeting. The change in dues approved by the members may be less than, but not more
47 than, that which was proposed and announced.

48 **Section 2 - Assessments**

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

54 **ARTICLE V**

55 **CHAPTER MEMBERSHIP MEETINGS**

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

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

61 **Section 2 – Special Meetings**

62 The Chapter may hold special meetings as determined by the President, a majority vote of
63 the Executive Committee or the Board, or upon written request from fifteen regular
64 members. The Chapter must communicate notice of special meetings to each member not
65 fewer than 10 nor more than 30 days before the meeting. Notice must include the purpose
66 of the special meeting and methods of voting to be used at the meeting.

67 **Section 3 – Quorum**

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

71 **Section 4 – Notice**

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

75 **Section 5 – Remote Communication Technology**

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

78 **ARTICLE VI**

79 **BOARD OF DIRECTORS**

80 **Section 1 – Powers**

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

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

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

93 **Section 2 – Composition**

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

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

102

Section 3 – Terms of Office

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

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

109

Section 4A – Nomination and Election

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

116

Section 4B – Balloting Procedures

117 On individual ballots, members must cast the same number of votes as the number of
118 positions to be filled. When more candidates receive a majority of the legal votes cast than
119 the number of positions to be filled, the candidates with the highest vote totals are elected.
120 When all positions are filled but one and there are three or more candidates for the sole
121 remaining position with none receiving a majority of the legal votes cast, only the two
122 candidates with the highest vote totals remain on the next ballot. Ties are broken by revote.

123

Section 5 – Meetings

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

133

Section 6 – Removal

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

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

144 **Section 7 – Resignation**

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

147 **Section 8 – Vacancies**

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

151 **Section 9 – Remote Communication Technology**

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

154 **ARTICLE VII**

155 **OFFICERS**

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

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

163 **Section 2 – Nomination and Election**

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

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

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

173 **Section 4 – Duties**

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

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

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

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

186 **Section 5 – Removal**

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

190 **Section 6 – Resignation**

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

193 **Section 7 – Vacancies**

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

199 **ARTICLE VIII**

200 **COUNCILLORS**

201 **Section 1 – Allocation**

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

205 **Section 2 – Terms**

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

211 **Section 3 – Nomination and Election**

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

218 **Section 4 – Removal**

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

222 **Section 5 – Resignation**

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

226 **Section 6 – Vacancies**

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

229 **ARTICLE IX**

230 **COMMITTEES**

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

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

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

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

244 **Section 1 – Voting**

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

248 jurisdictional law.

249 **Section 2 – Voting Results**

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

252 **Section 3 – Parliamentary Authority**

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

256 **ARTICLE XI**

257 **INDEMNIFICATION**

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

267 **ARTICLE XII**

268 **APPROVAL OF BYLAWS AND AMENDMENTS**

269 **Section 1 – College Approval**

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

272 **Section 2 – Chapter Bylaws Amendments**

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

277 **Section 3 – Submission to College**

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

282 **Section 4 – Consistency with Bylaws**

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

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

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

289 The Chapter adopted the most recent revision of these bylaws on June 8, 2022.

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

291 The College most recently approved these bylaws on June 13, 2022.

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