

**BYLAWS OF THE
MAINE CHAPTER - AMERICAN COLLEGE OF EMERGENCY PHYSICIANS
Adopted June 22, 2017**

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1 **ARTICLE I**

2 **Name, Offices and Seal**

3 **Section 1. Name.** The name of this Association is the Maine Chapter - American College of Emergency
4 Physicians (hereinafter “the Chapter”). This Association shall be a non-profit corporation organized under the
5 laws of the State of Maine.

6 **Section 2. Offices.** The principal office of the Chapter shall be located in the Town of Manchester, Maine, or at
7 such other office, either within or without the State of Maine, as the Board of Directors may determine or as the
8 affairs of the Chapter may require from time to time.

9 **Section 3. Seal.** The Chapter may adopt a circular seal containing the name of the Chapter, the year of its creation,
10 and the word “Maine.” A corporate seal may be adopted at any time by act of the Board of Directors in
11 accordance with these bylaws.

12 **ARTICLE II**

13 **Purpose**

14 The purpose of this Association shall be those set forth in the Bylaws of the American College of Emergency
15 Physicians (hereinafter “the College”) and in the Chapter’s Articles of Incorporation.

16 **ARTICLE III**

17 **Membership**

18 **Section 1. Qualifications of Members.** Qualifications for membership in the Chapter shall be consistent with
19 those for membership in the College.

20 **Section 2. Applications, Resignations, etc.** Membership applications, classification changes, resignations,
21 suspensions, and expulsions shall be acted upon by the College.

22 **Section 3. Classes of Members.** Membership classifications and privileges in the chapter shall be consistent with
23 those designated by the College in its Bylaws.

24 **Section 4. Records Access.** All records of the Chapter shall be available for inspection by the membership of the
25 Chapter at any reasonable time. Such inspection may be made by the member, agent or attorney, and shall include
26 the right to make extracts thereof. Demand of inspection, other than at a meeting of the members, shall be in
27 writing to the president or secretary-treasurer of the Chapter.

28 **Section 5. Transfer of Membership Prohibited.** Membership in the Chapter is not transferable or assignable.

29 **Section 6. Candidate Members.** Candidate members (other than students) are entitled to vote, but not hold office,
30 except as otherwise provided for in these bylaws. Candidate members who are students may not vote or hold
31 office.

32 **ARTICLE IV**

33 **Dues and Assessments**

34 **Section 1. Annual Dues.** The amount of the annual dues payable to the Chapter by members of each membership
35 class shall be established or changed only by a majority vote of the Chapter members present and entitled to vote
36 at any regularly scheduled meeting of the Chapter. Dues may then only be established or changed if written notice
37 of the proposed dues schedule has been sent to the membership prior to the meeting as provided in Section 1 of
38 Article V. The foregoing notice requirement shall not preclude the membership at such meeting from adopting a
39 dues schedule different from that proposed in the notice.

40 **Section 2. Assessments.** Assessments may only be levied by a majority vote of the members present at any
41 regularly scheduled meeting and then only if the recommendation for such assessment has been mailed or emailed
42 to the membership at least thirty (30) days before the meeting.

43 **Section 3. Payment of Dues.** Dues shall be payable in accordance with procedures established by the College.
44 Members not in good standing due to failure to pay dues, assessments, or other reason shall forfeit all rights and
45 privileges at the chapter level.

46 **ARTICLE V**

47 **Meetings of Members**

48 **Section 1. Annual Meeting.** An annual meeting of the members shall be held for the purpose of electing Officers
49 in accordance with the provisions in Article VII, Councillors in accordance with the provisions of Article VIII, the
50 Resident Representative in accordance with the provisions in Article VI, and for the transaction of such other
51 business as may come before the meeting. If the election of directors is not held on the day designated for such
52 annual meeting, the Board of Directors shall cause the election to be held at a special meeting of the members as
53 soon thereafter as possible. Notice of such annual meeting shall be sent to the members by US mail or electronic
54 communication at least thirty (30) days before the time appointed for the meeting.

55 **Section 2. Regular Meetings.** Regular meetings of the Chapter shall be four times a year, one of which shall be
56 designated the Annual Meeting for the purpose of Election of Officers. Notification of such meetings shall be sent
57 to the members by US mail or electronic communication at least thirty 30 days prior to the meeting.

58 **Section 3. Special Meetings.** Special meetings of the Chapter may be held from time to time as determined by the
59 Board of Directors or may be called by the President, the Board of Directors, or not less than one-fifth of the
60 membership having voting rights. Notice of such meetings shall be communicated in writing to each member at
61 least 10 days before the time appointed for the meeting. The purpose of a special meeting must be included in the
62 notice.

63 **Section 4. Quorum.** Seven members present at any meeting shall constitute a quorum at such meeting and the act
64 of a majority of the members present at a meeting shall be the act of the membership.

65 **Section 5. Parliamentary Reference.** The rules contained in the current issue version of the "American Institute
66 of Parliamentarians Standard Code of Parliamentary Procedure" shall govern the Chapter in all cases to which
67 they are applicable and in which they are not inconsistent with these bylaws and any special rules of order
68 adopted by the Chapter.

69 **Section 6. Place of Meeting.** The Board of Directors shall designate any place, either within or without the State
70 of Maine, as the place of meeting for any annual meeting or for any special meeting called by the Board of
71 Directors. If no designation is made or if a special meeting be otherwise called, the place of the meeting shall be
72 the registered office of the Chapter in the State of Maine; but if all the members shall meet at any time and place,
73 either within or without the State, and consent to the holding of a meeting, such meeting shall be valid without
74 call or notice, and at such meeting any corporate action may be taken.

75 **Section 7. Action Without a Meeting.** Any action required by law to be taken at a meeting of the members or any
76 action which may be taken at a meeting of the members may be taken without a meeting, if a consent in writing,
77 setting forth the action so taken, is signed by all the members entitled to vote with respect to the subject matter
78 thereof.

79 **ARTICLE VI**

80 **Board of Directors**

81 **Section 1. General Powers.** The affairs of the Chapter shall be managed by its Board of Directors. Directors must
82 be members of the Chapter.

83 **Section 2. Composition and Qualifications.** The Board of Directors shall be composed of the officers of the
84 Chapter and the resident member elected pursuant to Article VI, Section 3.

85 **Section 3. Resident Representative's Election and Term of Office.** The Resident Representative shall be a
86 Candidate member of the Chapter, nominated by the Maine Medical Center Emergency Medicine Residents and
87 elected by a majority vote of the members present at an annual meeting of the Chapter. The Resident
88 Representative's one year term shall begin at the close of the meeting at which the Resident Representative is
89 elected. The Resident Representative shall have voting privileges on issues of the Board.

90 **Section 4. Regular Meetings.** An annual regular meeting and other regular meetings of the Board shall be held at
91 such time and place designated by the Board. Members of the Board of Directors shall be notified of meetings of
92 the Board at least ten (10) days in advance of such meetings. Board meetings may be conducted by telephone
93 conference call or other electronic medium in accordance with the provisions in Article VI, section 9.

94 **Section 5. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the
95 President or any two directors. The person or persons authorized to call special meetings of the Board may fix any
96 place, either within or without the State of Maine, for holding any special meetings of the Board called by them.
97 Board meetings may be conducted by telephone conference call or other electronic medium in accordance with
98 the provisions in Article VI, section 9. The purpose of the special meeting shall be stated. Notice of such meetings
99 shall be communicated in writing to the Board of Directors at least ten (10) days prior to the meeting.

100 **Section 6. Quorum.** Any number of directors not fewer than four (4) shall constitute a quorum for the transaction
101 of business at any meeting of the Board.

102 **Section 7. Manner of Acting.** The act of a majority of the directors present at a meeting at which a quorum is
103 present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these
104 bylaws.

105 **Section 8. Compensation.** Directors as such shall not receive any stated salaries for their services, but by
106 resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for
107 attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to
108 preclude any director from serving the Chapter in any other capacity and receiving compensation therefore.

109 **Section 9. Meetings by Telecommunication.** Regular or special meetings of the Board of Directors or any
110 committees may be held by means of a telephone conference or similar communications equipment enabling all
111 persons participating in such a meeting to hear each other, and participation at such a meeting shall constitute
112 presence in person at such meeting.

113 **Section 10. Action Without A Meeting.** Any action required or permitted by law to be taken at a meeting of
114 directors or any committee may be taken without a meeting if a consent in writing setting forth the action so taken
115 is signed by all of the members of the Board of Directors or committee, as the case may be.

116 **Section 11. Removal.** Any director, with the exception of Councillor, may be removed from office by a two-
117 thirds 2/3 vote of the members voting at any Chapter meeting. Removal must be initiated by a petition signed by
118 no less than one third of the number of members voting at the meeting at which the director was elected. Any
119 vacancy created by removal shall be filled for the remainder of the term by a majority vote of the members
120 present at the meeting at which the removal occurs. Nominations for any vacancy shall be accepted from the floor.

121 **Section 12. Resignation.** Any director may resign at any time by giving written notice to the president or to the
122 Board of Directors. Such resignation shall take effect at the time specified therein, or if no time is specified, at the
123 time of acceptance thereof as determined by the president or the Board.

124 **Section 13. Vacancies.** Vacancies which occur on the Board of Directors for any reason, other than removal, shall
125 be filled for the remainder of the respective term by majority vote of the remaining directors.

126 **ARTICLE VII**

127 **Officers**

128 **Section 1. Election and Term of Office.** The officers of the Chapter shall consist of a President, a President-Elect,
129 an Immediate Past President, a Secretary/Treasurer, and Councillor(s), and such other officers as may be elected
130 in accordance with the provisions of this Article VII. The members may elect such other officers as the Board of
131 Directors deems desirable. Officers must be regular members of the Chapter. No person shall hold more than one
132 (1) office at any time, except that any of the first four officers named in this section may also hold the office of
133 Councillor.

134 The President-Elect of the Chapter, shall be elected once every two years by a majority vote of the members
135 voting at the annual meeting. The offices of President and Immediate Past President shall be filled by the
136 succession of the President-Elect and President, respectively. These three Officers shall hold office for two years
137 after their election or until their successors shall have been elected and qualified. The Secretary/Treasurer of the
138 Chapter, shall be elected once every two years by a majority of the vote of the members voting at the annual
139 meeting. The terms of the President and Secretary/Treasurer are to be staggered. The terms of office of the
140 officers shall begin at the close of the meeting at which they are elected or at such time as may be specified by the
141 Board of Directors. New officers may be created at any meeting of the Board of Directors, but shall be filled by
142 majority vote of the members voting at the annual meeting or at a special meeting of the members called for that
143 purpose. Councillors shall be elected pursuant to Section 3 of Article VIII. The President shall be eligible to serve
144 one consecutive term. The Secretary/Treasurer and Councillors shall be eligible to serve an unlimited number of
145 consecutive terms. Nominations for the Officers shall be made pursuant to Section 3 of Article IX.

146 **Section 2. Officers Serving on Board.** The officers shall be voting members of the Board of Directors.

147 **Section 3A. President.** The President shall be the principal executive officer of the Chapter and shall in general
148 supervise and control all of the business and affairs of the Chapter. The President shall preside at all meetings of
149 the members and of the Board of Directors. In the event of the absence of the President from any meeting, the
150 President may designate a director to preside in his or her stead. If the President is absent and has not so
151 designated an acting chairman, this position will be assumed by the President-Elect, Immediate Past President or
152 Secretary/Treasurer in that order. The President may sign, with the Secretary/Treasurer or any other proper officer
153 of the Chapter authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments
154 which the Board of Directors has authorized to be executed, except in cases where the signing and execution
155 thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other
156 officer or agent of the Chapter, and in general the President shall perform all duties incident to the office of the
157 President and such other duties as may be prescribed by the Board of Directors from time to time. The President
158 shall be responsible for ensuring that all Chapter contracts with third parties contain a provision disclosing the fact
159 that the Chapter is an entity separate and distinct from the College. The President shall be responsible for ensuring
160 that the Chapter adheres to the policy governing the use of the mark of the American College of Emergency
161 Physicians.

162 In the event of the death or resignation of the President during his or her term of office or if he or she shall for any
163 reason be unable or unqualified to serve, the President-Elect shall succeed to the office of President for the
164 unexpired portion of the President's term. In the event of the death, resignation or incapacity of both the President
165 and the President-Elect, the Board of Directors shall elect a President for the unexpired term.

166 **Section 3B. President-Elect.** In the absence of the President or in the event of his or her inability or refusal to act,
167 the President-Elect shall perform the duties of the President, and when so acting shall have all the powers of and
168 be subject to all the restrictions upon the President. The President-Elect shall perform such other duties as from
169 time to time may be assigned to him or her by the President or Board of Directors. The President-Elect shall
170 succeed to the office of President at the expiration of the President's term as provided in Section 3A of this
171 Article VII. In the event of the death, resignation or removal from office of the President-Elect, the Board of
172 Directors shall nominate one (1) or more members for that office and election of the successor to the President-
173 Elect shall take place by vote on such candidate or candidates by the members of the Chapter at the next annual or
174 special meeting of the membership, provided, however, that nothing herein shall be construed as preventing
175 additional nominations for this office from the floor.

176 **Section 3C. Immediate Past President.** The Immediate Past President shall serve as a member of the Board of
177 Directors as provided herein, and shall perform such duties as from time to time may be assigned to him or her by
178 the President or by the Board of Directors.

179 **Section 3D. Secretary/Treasurer.** The Secretary/Treasurer shall: keep the minutes of the meetings of the Board
180 of Directors and of any committees having any of the authority of the Board of Directors in one or more books
181 provided for that purpose; give all notices in accordance with the provisions of these bylaws or as required by
182 law; be custodian of the corporate records, and, if adopted, of the seal of the Chapter; and keep a register of the
183 post office address of each member which shall be furnished to the Secretary/Treasurer by each member. In
184 addition, the Secretary/Treasurer shall have charge and custody of and be responsible for all properties, funds and
185 securities of the Chapter; receive and give receipts for monies due and payable to the Chapter from any source
186 whatsoever; deposit all such monies and other valuable property in the name of the Chapter in such banks, trust
187 companies or other depositories as may be designated by the Board of Directors; disburse the funds of the Chapter
188 as may be ordered by the Board of Directors; render to the Board of Directors at the regular meetings of the Board
189 of Directors, or whenever it may request, an account of all his or her transactions as Secretary/Treasurer and of
190 the financial condition of the Chapter; and in general have such other powers and perform all the duties incident
191 to the offices of Treasurer and Secretary and such other duties as from time to time may be assigned to him or her
192 by the President or by the Board of Directors.

193 **Section 4. Resignations.** Any officer may resign at any time by giving written notice to the president or to the
194 Board of Directors. Such resignation shall take effect at the time specified therein, or if no time is specified, at the
195 time of acceptance thereof as determined by the president or the Board.

196 **Section 5. Vacancies.** Any vacancy in any office for any reason other than a removal, may be filled, except as
197 otherwise provided by these bylaws, by the election of a member of the Chapter by a majority vote of the Board
198 of Directors for the unexpired portion of the term.

199 **ARTICLE VIII**

200 **Councillors**

201 **Section 1. Number and Duties.** Councillor allocation shall be determined as specified in the College Bylaws. The
202 Councillors shall represent the interests of the Chapter at the meetings of the Council, shall participate in Chapter
203 meetings to increase awareness of issues affecting members, and shall report on Council actions and election
204 results to the Chapter.

205 **Section 2. Alternate Councillor(s).** Alternate Councillors, shall be chosen as set forth in Section 3 of this Article
206 VIII. The Alternate Councillor shall take the place of the Councillor at meetings of the Council in the event the
207 Councillor is unable to attend.

208 **Section 3. Election and Term of Office.** The Councillor(s), to which the Chapter may be entitled pursuant to
209 Sections 1 of this Article VIII shall be elected by the members of the Chapter at an annual meeting of the
210 members for a three year term which shall begin at the close of the annual meeting at which they are elected. If
211 the Chapter has 2 or more Councillors, the terms shall be staggered. Councillors may serve an unlimited number
212 of consecutive terms. Alternate Councillor(s) to which the Chapter may be entitled pursuant to Section 2 of this
213 Article VIII shall be elected by the members of the Chapter on an annual basis, for a one year term, prior to the
214 Council Meeting. Alternate Councillors may serve an unlimited number of consecutive terms. Additional alternate
215 councillors may be appointed by the Board of Directors as the need arises at the discretion of the Board.

216 **Section 4. Vacancies.** Vacancies occurring in Councillor positions other than by removal shall be filled in a
217 timely manner by the Board of Directors.

218 **Section 5. Removal.** A Councillor may be removed from office by a two-thirds (2/3) vote of the members voting
219 at any chapter meeting. Any vacancy created shall be filled, for the remainder of the term, by a majority vote of
220 the members present at the meeting at which the removal occurs. Nominations for any vacancy shall be accepted
221 from the floor.

222 **ARTICLE IX**

223 **Committees**

224 **Section 1. Committees.** The President of the Chapter or The Board of Directors, by resolution adopted by a
225 majority of the full Board of Directors, may designate and appoint from among Chapter members one or more
226 committees each of which shall consist of two or more members. The President shall be an ex officio member of
227 such committees. Any member of any such committee may be removed by the person or persons authorized to
228 appoint such member whenever in their judgment the best interests of the Chapter shall be served by such
229 removal. Members of such committees shall be members of the Chapter, the President of the Chapter shall
230 appoint the members thereof.

231 **Section 2. Chairperson.** One member of each committee shall be appointed chairperson by the President.

232 **Section 3. Nominations.** A nominating committee for candidates for election shall be appointed by the Board and
233 shall present a list of nominees to the Board of Directors at least sixty (60) days prior to the date of the election.
234 Nominees must be regular members in good standing and a member of the Chapter for a minimum of two years.
235 Nominations from the floor at the time of the election are allowed.

236 **ARTICLE X**

237 **Voting**

238 Voting on any matter, including elections, is limited to in-person voting.

239 **ARTICLE XI**

240 **Indemnification**

241 The Chapter shall in all cases indemnify any person who was or is a party or is threatened to be made a party to
242 any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or
243 investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the Chapter or
244 is or was serving at the request of the Chapter as a director, officer, employee or agent of another corporation,
245 partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines,
246 and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit
247 or proceeding; except that no indemnification shall be provided for any person with respect to any matter as to
248 which that person shall have been finally adjudicated in any action, suit or proceeding not to have acted in good
249 faith in the reasonable belief that his or her action was in the best interests of the Chapter or, with respect to any
250 criminal action or proceeding, who had no reasonable cause to believe that his or her conduct was lawful or in fact
251 believed such conduct to be unlawful. The termination of any action, suit or proceeding by judgment, order or
252 conviction adverse to such person, or by settlement or plea of nolo contendere or its equivalent, shall not of itself
253 create a presumption that such person did not act in good faith in the reasonable belief that his or her action was in
254 the best interests of the Chapter, or with respect to any criminal action or proceeding, that such person had no
255 reasonable cause to believe that his or her conduct was lawful or in fact believed such action to be unlawful. The
256 foregoing rights of indemnification shall, in the case of the death or incapacity of any director, officer, or other
257 person, inure to the benefit of his or her heirs, estate, executors, administrators, conservators, or other legal
258 representatives.

259 **ARTICLE XII**

260 **Approval to Bylaws and Amendments**

261 **Section 1. Approval by Board of Directors of the College.** These bylaws and amendments thereto shall not
262 become effective until approved by the Board of Directors of the College or its designee.

263 **Section 2. Amendments to Bylaws.** These bylaws may be amended or repealed and new bylaws may be adopted
264 by a two-thirds (2/3) vote of the members present at any meeting of the members, if at least thirty (30) days'
265 written notice is given of the proposed revision, amendment or repeal of these bylaws and of the new bylaws at
266 such meeting.

267 **Section 3. Approval by College.** Amendments to the Articles of Incorporation and bylaws of the Chapter shall be
268 submitted in writing to the College no later than thirty (30) days following the adoption of such amendments by
269 the chapter in a format and manner designated by the College. No amendment shall be of any force or effect until
270 it has been submitted to and reviewed by the Board of Directors of the College or it's designee, provided,
271 however, that such amendment shall be considered to be approved if the Board of Directors of the College or it's
272 designee fails to give written notice of its objections thereto within ninety (90) days following receipt of said
273 notice.

274 **Section 4. Consistent with College.** These bylaws must at all times be consistent with the Bylaws of the College.
275 Should the Bylaws of the College be changed in such a manner as to render these bylaws inconsistent therewith,
276 then these bylaws shall be amended within two (2) years of written notification of amendment of the College
277 Bylaws to eliminate said inconsistency.

278 **Section 5. Latest revision.** The Chapter adopted the latest revision to these current bylaws on June 22, 2017.

279 **ARTICLE XIII**

280 **General Provisions**

281 **Section 1. Waiver of Notice.** Whenever any notice is required to be given under the provisions of the Maine
282 Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the bylaws of the Chapter, a
283 waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time
284 stated therein, shall be deemed equivalent to the giving of such notice.