**BYLAWS OF THE**

**MAINE CHAPTER - AMERICAN COLLEGE OF EMERGENCY PHYSICIANS**

**Adopted June 22, 2017**

Table

**Maine Chapter**

**American College of Emergency Physicians**

**Bylaws**

# **ARTICLE I – CHAPTER NAME**

**Section 1. Chapter Name**

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

**Section 2. Office~~s~~**

The principal office of the Chapter shall be located in the State of Maine, as the Board of Directors may determine or as the affairs of the Chapter may require from time to time.

# **ARTICLE II** **- MISSION, PURPOSE, OBJECTIVES**

The mission, purpose, 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**

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**

Membership classes and privileges in the chapter shall be consistent with those designated by the College in its Bylaws. Candidate physician members are entitled to vote for members of the Board, for Chapter officers, but not hold office, except as otherwise provided for in these bylaws. Candidate physician members can vote on the committees on which they serve. Candidate student members may not vote for the Board, Chapter officers, or hold office, but they may vote on those committees on which they serve.

**Section 4. Access to Records**

All records of the Chapter shall be available for inspection by a member of the Chapter, or agent of the member, at a reasonable time in accordance with jurisdictional law. Communication via remote communication technology may be used.

**Section 5. Cancellation/Limitation of Member Rights and Privileges**

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

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

# **ARTICLE IV** **- DUES AND ASSESSMENTS**

**Section 1. Dues**

The amount of the annual dues payable to the Chapter by members shall be established or changed by a majority vote of the Chapter members present and entitled to vote at any regularly scheduled meeting of the Chapter.

**Section 2. Assessments**

Assessments may only be levied by a majority vote of the members present at any regularly scheduled meeting and then only if the recommendation for such assessment has been communicated to the membership no fewer than thirty (30) days before the meeting.

# **ARTICLE** **III - Meetings of Membership**

**Section 1. Annual and Regular Meetings**

An annual meeting of the members shall be held for the purpose of electing Officers, Councillors, the Resident Representative, and for the transaction of such other business as may come before the members. Notice of such annual meeting shall be communicated to the members at least thirty (30) days before the time appointed for the meeting.The Chapter may hold regular meetings with similar notice requirements.

**Section 2. Special Meetings**

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

**Section 3. Quorum**

The members of the chapter present at any duly called meeting shall constitute a quorum at such meeting and the act of a majority of the members present at a meeting shall be the act of the membership.

**Section 4. Notice**

The Chapter must communicate notice of membership meetings to all members in accordance with jurisdictional law. Meeting notices much identify all methods of voting that will be used at the meeting.

**Section 5. Remote Communications Technology**

Meeting notices, any meeting of the membership, any meetings of the Board, any actions taken physically in person may be conducted using remote communications technology in conjunction with applicable jurisdictional law.

# **ARTICLE VI** **- BOARD Of DIRECTORS**

**Section 1. Powers**

The affairs of the Chapter shall be managed by its Board of Directors (“Board”). Directors must be members of the Chapter. The Board has supervision, control, and direction of the affairs of the Chapter, determines or changes policies within the limits of the Articles of Incorporation or bylaws, has discretion in the disbursement of Chapter funds, and shall actively pursue the Chapter’s purposes. The Board may adopt rules and regulations for the conduct of Chapter business as are advisable and may, in the execution of the powers granted, appoint agents as it considers necessary.

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

**Section 2. Composition**

The Board of Directors shall be composed of the officers of the Chapter (the President, Immediate Past President, President-Elect, Secretary/Treasurer, and the Councillor(s)), plus the Resident Representative. The Resident Representative shall be a candidate physician member of the Chapter who is currently training as a resident in emergency medicine in the state of Maine. The Board may be expanded by the addition of non-officer, non-Councillor at-large director positions if approved by a majority vote of members attending the annual meeting.

**Section 3. Terms of Office**

The terms of office for directors shall be two years and shall commence upon the end of the meeting at which the directors have been elected. Directors may serve unlimited consecutive terms commensurate with their elected offices.

The Resident Representative shall serve a term of one year which shall begin at the close of the meeting at which he/she is elected. The Resident Representative may serve no more than two consecutive terms.

**Section 4a. Nomination and Election**

A nominating committee, appointed by the President, shall present to the Board a list of nominees for available Board positions at least 60 days prior to the date of election. Nominees must be regular physician members in good standing. The nominee for the Resident Representative shall be a candidate physician member of the Chapter selected by the emergency medicine residents who are currently training in the State of Maine. Nominations from the floor at the time of elections are not permitted. Voting can be in person or by remote communication technology. Members voting by remote communication technology must be able to be identified and verified that they are present at the time of voting. Write-in votes are not allowed. Proxy votes are not allowed. A majority of legal votes cast by Chapter members voting elects the directors.

**Section 4b. Balloting Procedures**

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

**Section 5. Meetings**

The Board shall have a minimum of one meeting each year. A majority of the total number of directors constitutes a quorum at any meeting of the Board. Notice of all regular meetings of the Board must be communicated to each member of the Board at least 10 days in advance of each meeting. The President or two other members of the Board, on 48-hours’ notice, and having the same quorum requirements, may call a special meeting of the Board. The reason for the special meeting must be stated at the time of notice.

**Section 6. Quorum**

A majority of the total number of directors on the Board shall constitute a quorum for the transaction of business at any meeting of the Board.

**Section 7. Compensation**

Directors shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board.

**Section 9. Remote Communication Technology**

Regular, annual, and special meetings of the members, the Board, any chapter committee, and any vote or decision made therein, may be held by means of remote communication technology, enabling all persons participating in such a meeting to confirm the presence and participation of each member. Participation using remote communication technology shall constitute presence in person at such meetings.

**Section 10. Removal**

Any director, with the exception of Councillor, may be removed from office by a majorityvote of the members voting at any Chapter meeting. Removal must be initiated by a petition signed by no less than one third of the number of members voting at the meeting at which the director was elected. Any vacancy created by removal shall be filled for the remainder of the term by a majority vote of the members present at the meeting at which the removal occurs. Nominations for any vacancy shall be accepted from the floor. A vacancy in the Resident Representative position created by removal must be filled by a candidate physician member.

**Section 12. Resignation**

Any director may resign at any time by giving written notice to the president or to the Board of Directors. Such resignation shall take effect immediately or at the time specified therein.

**Section 13. Vacancies**

Vacancies which occur on the Board of Directors for any reason, other than removal, shall be filled for the remainder of the respective term by majority vote of the remaining directors. A vacancy in the Resident Representative position created for any reason other than removal must be filled by a candidate physician member.

# **ARTICLE VII – OFFICERS**

**Section 1. Officer Titles and Terms of Office**

The officers of the Chapter shall consist of the President, President-Elect, Immediate Past President, Secretary/Treasurer, and the Councillor(s). Officers must be regular members of the Chapter. No person shall hold more than one (1) office at any time, except that any of the first four officers named in this section may also hold the office of Councilor. In the event that the officer serving as President, Immediate Past President, President Elect, or Secretary/Treasurer is also elected as the Councilor(s), that individual will only have one vote as a member of the Board. The terms of the officers shall begin at the close of the meeting at which they are elected or at such time as may be specified by the Board of Directors.

The President, President-Elect, the Immediate Past President, and the Secretary/Treasurer shall hold office for a term of two years after their election or until their successors shall have been elected. The President and President-Elect shall be eligible to serve one additional, consecutive term. In such cases of automatic succession, all officers participating in the succession must agree to serve the specified length of term and the number of consecutive terms up to and including the maximum number.

The Councillor(s) shall serve a term of three years. The Secretary/Treasurer and the Councillor(s) shall be eligible to serve an unlimited number of consecutive terms. The terms of the President and Secretary/Treasurer are to be staggered.

**Section 2. Nomination and Election**

A nominating committee, appointed by the President, shall present to the Board a list of nominees for available officer positions at least 60 days prior to the date of election. Nominees must be regular physician members in good standing. The President-Elect and the Secretary/Treasurer shall be elected every two years by a majority vote of the members voting at the annual meeting. The Councillor(s) shall be elected every three years by a majority vote of the members voting at the annual meeting.

**Section 3. Voting as a Director**

The officers shall be voting members of the Board of Directors.

**Section 4. Duties**

**- President.** The President shall be the principal executive officer of the Chapter and shall in general supervise and control all of the business and affairs of the Chapter. The President shall preside at all meetings of the members and of the Board. In the event of the absence of the President from any meeting, the President may designate a director to preside in his or her stead. If the President is absent and has not so designated an acting chairman, this position will be assumed by the President-Elect, Immediate Past President or Secretary/Treasurer in that order. The President may sign, with the Secretary/Treasurer or any other proper officer of the Chapter authorized by the Board, any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these bylaws or by statute to some other officer or agent of the Chapter, and in general the President shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board from time to time. The President shall be responsible for ensuring that all Chapter contracts with third parties contain a provision disclosing the fact that the Chapter is an entity separate and distinct from the College. The President shall be responsible for ensuring that the Chapter adheres to the policy governing the use of the mark of the American College of Emergency Physicians. 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 reason be unable or unqualified to serve, the President-Elect shall succeed to the office of President for the unexpired portion of the President’s term. In the event of the death, resignation or incapacity of both the President and the President-Elect, the Board shall elect a President for the unexpired term.

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

**- Immediate Past President.** The Immediate Past President shall serve as a member of the Board and shall perform such duties as from time to time may be assigned to him or her by the President or by the Board.

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

**- Councillor(s)** The Councillor(s) shall represent the interests of the Chapter at the meetings of the Council, shall participate in Chapter meetings to increase awareness of issues affecting members, and shall report on Council actions and election results to the Chapter.

**Section 5. Removal**

Any officer may be removed from office by a majority vote of the members voting at any Chapter meeting. Removal must be initiated by a petition signed by no less than one third of the number of members voting at the meeting at which the director was elected. Any vacancy created by removal shall be filled for the remainder of the term by a majority vote of the members present at the meeting at which the removal occurs. Nominations for any vacancy shall be accepted from the floor.

**Section 6. Resignation**

Any officer may resign at any time by giving written notice to the president or to the Board. Such resignation shall take effect at the time specified therein, or if no time is specified.

**Section 7. Vacancies**

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

# **ARTICLE VIII** **- COUNCILLORS AND ALTERNATE COUNCILLORS**

**Section 1. Allocation and Duties**

Councillor allocation shall be determined as specified in the College Bylaws. The Councillor(s) shall represent the interests of the Chapter at the meetings of the Council, shall participate in Chapter meetings to increase awareness of issues affecting members, and shall report on Council actions and election results to the Chapter. The Alternate Councillor(s) shall take the place of the Councillor(s) at meetings of the Council in the event the Councillor(s) is unable to attend.

**Section 2. Election and Term of Office**

The Councillor(s) shall be elected by the members of the Chapter at an annual meeting of the members for a three-year term which shall begin at the close of the annual meeting at which they are elected. If the Chapter has two or more Councillors, the terms shall be staggered. Councillors may serve an unlimited number of consecutive three-year terms. Alternate Councillor(s) be elected by the members of the Chapter on an annual basis, for a one-year term, prior to the Council Meeting. Alternate Councillors may serve an unlimited number of consecutive terms. Additional alternate councillors may be appointed by the Board of Directors as the need arises at the discretion of the Board.

**Section 4. Removal**

A Councillor may be removed from office by a majority vote of the members voting at any chapter meeting. Any vacancy created shall be filled, for the remainder of the term, by a majority vote of the members present at the meeting at which the removal occurs. Nominations for any vacancy shall be accepted from the floor.

**Section 5. Resignation**

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

**Section 6. Vacancies**

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

**ARTICLE IX** **- COMMITTEES**

The President of the Chapter or the Board, by resolution adopted by a majority of the full Board ~~of~~ , may designate and appoint from among Chapter members one or more committees each of which shall consist of two or more members. One member of each committee shall be appointed as chair by the President and shall be a voting members of those committees. The President shall be an ex officio member of all chapter committees.

A Nominating Committee shall be appointed by the President or elected by the Board and shall present to the Board a list of nominees for all elected positions at least thirty (30) days prior to the date of elections. Nominees must be regular members in good standing and ~~a~~ members of the Chapter for a minimum of two years. Nominations from the floor at the time of the election are allowed.

# **ARTICLE X - VOTING AND PARLIAMENTARY AUTHORITY**

**Section 1. Voting**

Voting on any matter, including elections, can be in-person or via remote communication technology. Proxy voting is not allowed. Write-in voting is not allowed. If a vote results in a tie, there must be a re-vote until a candidate is elected. Unless specified, a majority vote constitutes the chapter membership’s decision. Voting by remote communication technology must allow identification of the member and their presence during voting. Voting must be in accordance with jurisdictional law.

**Section 2. Voting Results**

A majority of legal votes cast by members on any issue or question under consideration at any meeting will constitute an affirmative decision on the issue unless otherwise stated herein.

**Section 3**– **Parliamentary Authority**

When not in conflict with these bylaws, the parliamentary procedures set forth in the most recentedition ofthe American Institute of Parliamentarians *Standard Code of Parliamentary Procedure* shall govern all meetings and voting.

# **ARTICLE XI - INDEMNIFICATION**

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

**ARTICLE XII - APPROVAL OF BYLAWS AND AMENDMENTS**

**Section 1. College Approval**

These bylaws and amendments do not take effect until approved by the Board of Directors of the College or its designee.

**Section 2. Chapter Bylaws Amendments Adoption**

After amended language is agreed upon by the ACEP Bylaws Committee and chapter, the amended language must be submitted to the Chapter members for formal adoption. The proposed amendments must be communicated in writing to the membership of the Chapter no fewer than 30 days prior to the meeting at which the vote for adoption will take place. An affirmative vote by a two-thirds supermajority of legal votes cast by members voting is required for adoption of the amendments.

**Section 3. Submission to College**

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

**Section 4. Consistency with College Bylaws**

These bylaws must be consistent with the Bylaws of the College and must conform to the College’s Chapter Bylaws Guidance Documents. If amendment of the College Bylaws results in an inconsistency with the Chapter bylaws, the Chapter must amend its bylaws within two years of written notification of amendment of the College Bylaws.

**Section 5. Date of Adoption by Chapter**

The Chapter adopted the most recent revision to these current bylaws on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.

**Section 6. Date of Adoption by College**  \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.

# **ARTICLE XIII - GENERAL PROVISIONS**

**Section 1. Waiver of Notice.**

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