

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

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.

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

52 **ARTICLE IV – DUES AND ASSESSMENTS**

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54 **Section 1. Dues**

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

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59 **Section 2. Assessments**

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

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65 **ARTICLE V – Meetings of Membership**

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67 **Section 1. Annual and Regular Meetings**

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

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74 **Section 2. Special Meetings**

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

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81 **Section 3. Quorum**

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

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86 **Section 4. Notice**

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

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91 **Section 5. Remote Communications Technology**

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

96 **ARTICLE VI – BOARD OF DIRECTORS**

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98 **Section 1. Powers**

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100 The affairs of the Chapter shall be managed by its Board of Directors (“Board”). Directors must be members of
101 the Chapter. The Board has supervision, control, and direction of the affairs of the Chapter, determines or changes

102 policies within the limits of the Articles of Incorporation or bylaws, has discretion in the disbursement of Chapter
103 funds, and shall actively pursue the Chapter's purposes. The Board may adopt rules and regulations for the
104 conduct of Chapter business as are advisable and may, in the execution of the powers granted, appoint agents as it
105 considers necessary.

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

109 110 **Section 2. Composition**

111
112 The Board of Directors shall be composed of the officers of the Chapter (the President, Immediate Past President,
113 President-Elect, Secretary/Treasurer, and the Councillor(s)), plus the Resident Representative. The Resident
114 Representative shall be a candidate physician member of the Chapter who is currently training as a resident in
115 emergency medicine in the state of Maine. All members of the Board, including the Resident Representative may
116 vote as directors. The Board may be expanded by the addition of non-officer, non-Councillor at-large director
117 positions if approved by a majority vote of members attending the annual meeting. Alternate councillors are
118 invited to the Board meetings, but do not have a vote.

119 120 **Section 3. Terms of Office**

121
122 The terms of office for directors shall be two years and shall commence upon the end of the meeting at which the
123 directors have been elected. Directors may serve unlimited consecutive terms commensurate with their elected
124 offices.

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

128 129 **Section 4a. Nomination and Election**

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

139 140 **Section 4b. Balloting Procedures**

141
142 On individual ballots, members must cast the same number of votes as the number of positions to be filled. When
143 more candidates receive a majority of legal votes than the number of positions to be filled, the candidates with the
144 highest number of vote totals are elected. When all positions are filled but one and there are three or more
145 candidates for the sole remaining position with none receiving a majority of votes, only the two candidates with
146 the highest vote totals remain on the next ballot. Ties are broken by a revote.

147 148 **Section 5. Meetings**

149
150 The Board shall have a minimum of one meeting each year. A majority of the total number of directors
151 constitutes a quorum at any meeting of the Board. Notice of all regular meetings of the Board must be
152 communicated to each member of the Board at least 10 days in advance of each meeting. The President
153 or two other members of the Board, on 48-hours' notice, and having the same quorum requirements,
154 may call a special meeting of the Board. The reason for the special meeting must be stated at the time of
155 notice.

156 **Section 6. Quorum**

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

159
160 **Section 7. Compensation**

161
162 Directors shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed
163 sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the
164 Board.

165
166 **Section 8. Remote Communication Technology**

167
168 Regular, annual, and special meetings of the members, the Board, any chapter committee, and any vote or
169 decision made therein, may be held by means of remote communication technology, enabling all persons
170 participating in such a meeting to confirm the presence and participation of each member. Participation using
171 remote communication technology shall constitute presence in person at such meetings.

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173 **Section 9. Removal**

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

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182 **Section 10. Resignation**

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

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187 **Section 11. Vacancies**

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

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194 **ARTICLE VII – OFFICERS**

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

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

205
206 The President, President-Elect, the Immediate Past President, and the Secretary/Treasurer shall hold office for a
207 term of two years after their election or until their successors shall have been elected. The President and
208 President-Elect shall be eligible to serve one additional, consecutive term. In such cases of automatic succession,
209 all officers participating in the succession must agree to serve the specified length of term and the number of
210 consecutive terms up to and including the maximum number.

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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 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 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 3. Removal

321
322 A Councillor may be removed from office by a majority vote of the members voting at any chapter meeting. Any
323 vacancy created shall be filled, for the remainder of the term, by a majority vote of the members present at the
324 meeting at which the removal occurs. Nominations for any vacancy shall be accepted from the floor.

325 326 **Section 4. Resignation**

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

330 331 **Section 5. Vacancies**

332
333 Vacancies occurring in Councillor positions other than by removal shall be filled in a timely manner, as
334 necessary, by the Board of Directors.

335 336 **ARTICLE IX – COMMITTEES**

337
338 The President of the Chapter or the Board, by resolution adopted by a majority of the full Board, may designate
339 and appoint from among Chapter members one or more committees each of which shall consist of two or more
340 members. One member of each committee shall be appointed as chair by the President and shall be a voting
341 members of those committees. The President shall be an ex officio member of all chapter committees.

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

346 347 **ARTICLE X – VOTING AND PARLIAMENTARY AUTHORITY**

348 349 **Section 1. Voting**

350
351 Voting on any matter, including elections, can be in-person or via remote communication technology. Proxy and
352 absentee voting are not allowed. Write-in voting is not allowed. If a vote results in a tie, there must be a re-vote
353 until a candidate is elected. Unless specified, a majority vote constitutes the chapter membership's decision.
354 Voting by remote communication technology must allow identification of the members voting and their presence
355 during voting. Voting must be in accordance with jurisdictional law.

356 357 **Section 2. Voting Results**

358
359 A majority of legal votes cast by members on any issue or question under consideration at any meeting will
360 constitute an affirmative decision on the issue unless otherwise stated herein.

361 362 **Section 3 – Parliamentary Authority**

363
364 When not in conflict with these bylaws, the parliamentary procedures set forth in the most recent edition of the
365 American Institute of Parliamentarians *Standard Code of Parliamentary Procedure* shall govern all meetings and
366 voting.

367 368 **ARTICLE XI – INDEMNIFICATION**

369
370 The Chapter will, by resolution of its Board, provide for indemnification by the Chapter of any and all of its
371 directors or officers or former directors or officers against expenses actually and necessarily incurred by them in
372 connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a
373 party, by reason of having been directors or officers of the Chapter, except in relation to matters as to which such

374 director or officer or former director or officer shall be adjudged in such action, suit, or proceeding to be liable for
375 negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement
376 predicated on the existence of such liability for negligence or misconduct.
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378 **ARTICLE XII – APPROVAL OF BYLAWS AND AMENDMENTS**

379 **Section 1. College Approval**

381
382 These bylaws and amendments do not take effect until approved by the Board of Directors of the College or its
383 designee.
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385 **Section 2. Chapter Bylaws Amendments Adoption**

386
387 After amended language is agreed upon by the ACEP Bylaws Committee and chapter, the amended language
388 must be submitted to the Chapter members for formal adoption. The proposed amendments must be
389 communicated in writing to the membership of the Chapter no fewer than 30 days prior to the meeting at which
390 the vote for adoption will take place. An affirmative vote by a two-thirds supermajority of legal votes cast by
391 members voting is required for adoption of the amendments.
392

393 **Section 3. Submission to College**

394
395 The Chapter must submit all amendments to these bylaws to the College in a format and manner prescribed by the
396 College no more than 30 days following the adoption of the amendments by the Chapter membership.
397 Amendments do not take effect until submitted to and approved by the Board of Directors of the College or its
398 designee.
399

400 **Section 4. Consistency with College Bylaws**

401
402 These bylaws must be consistent with the Bylaws of the College and must conform to the College's Chapter
403 Bylaws Guidance Documents. If amendment of the College Bylaws results in an inconsistency with the Chapter
404 bylaws, the Chapter must amend its bylaws within two years of written notification of amendment of the College
405 Bylaws.
406

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

408
409 The Chapter adopted the most recent revision to these current bylaws on December 5, 2024.
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411 **Section 6. Date of Adoption by College** December 9, 2024.

412 **ARTICLE XIII – GENERAL PROVISIONS**

413 **Section 1. Waiver of Notice.**

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