

ALABAMA CHAPTER
AMERICAN COLLEGE OF EMERGENCY PHYSICIANS
BYLAWS
Amended 7/15/03

ARTICLE I - NAME

The name of this Association, a nonprofit corporation organized under the laws of the state of Alabama, shall be the Alabama Chapter of the American College of Emergency Physicians.

ARTICLE II - PURPOSES

The purpose of this Association (hereinafter “the Chapter”) shall be those set forth in the Chapter’s Articles of Incorporation.

Section 1
Mission

The Alabama Chapter, American College of Emergency Physicians exists to support quality emergency medical care and to promote the interests of emergency physicians in Alabama.

Section 2
Purpose and Objectives

The purpose and objectives of the Chapter are:

1. To establish guidelines for quality emergency medical care.
2. To encourage and facilitate the postgraduate training and continuing medical education of emergency physicians.
3. To encourage and facilitate training and education in emergency medicine for all medical students.
4. To promote education in emergency care for all physicians.
5. To promote the development and coordination of quality emergency medical services and systems.
6. To evaluate the ethical, social and economic aspects of emergency medical care.
7. To promote education about emergency medicine for our patients and for the general public.

8. To encourage and support basic and clinical research in emergency medicine.
9. To promote policy that preserves the integrity and independence of emergency medical practice.
10. To encourage emergency physicians representation within medical organizations and academic institutions.
11. To encourage emergency physicians to assume leadership roles in prehospital care and disaster management.
12. To promote universally available and cost effective emergency medical care.

ARTICLE III - MEMBERSHIP

Section 1 Qualifications

The qualifications for membership in the Chapter shall be the same as membership in the College.

Section 2 Application

Membership applications, classification changes, resignations, suspensions, and expulsions shall be acted upon by the College.

Section 3 Classification

Member classification in the Chapter shall be those designed by the College in its Bylaws.

Section 4 Records

All records of the Chapter shall be available for inspection by the membership of the Chapter at any reasonable time. Such inspection may be made by the member, agent, or attorney, and shall include the right to make extracts thereof. Demand of inspection, other than at a meeting of the members, shall be in writing to the President or Secretary-Treasurer of the Chapter.

ARTICLE IV - DUES AND ASSESSMENTS

Section 1 Dues

Dues for members shall be determined annually by the Board of Directors for the ensuing year and shall be payable on the anniversary of the individual member.

Section 2 Assessments

Assessments may not be levied except by a majority vote of the members present at the annual meeting and then only if the recommendation for such assessment has been mailed to the membership at least 30 days before the meeting.

Section 3 Unpaid Dues & Assessments

Any member whose dues or assessments are unpaid at the time of the annual meeting shall be ineligible to vote or to hold office.

ARTICLE V - MEETINGS

Section 1 Annual Meetings

There shall be an annual meeting of the Chapter, which shall include a meeting of the Assembly, at such place and time as is ordered by the Board of Directors. Notice of such meeting shall be mailed to the last recorded address of each member at least 60 days before the time appointed for the meeting.

Section 2 Assembly

The assembly of the annual meeting shall consist of such members of the Chapter as certified by the Secretary-Treasurer and shall be registered at such annual meeting. Open proxy votes, signed and dated by members, limited to one proxy vote per member present and in effect for one meeting only, will be recognized for any vote of the General Assembly.

Section 3 Other Meetings

Regular meetings of the chapter may be held from time to time as determined by the Board of Directors. Notice of such meetings shall be mailed to the last recorded address of each member at least 60 days before the time appointed for the meeting.

Section 4
Quorum

The members of the Chapter present at any duly called meeting of the Chapter shall constitute a quorum.

Section 5
Procedure

When not in conflict with these Bylaws, the latest edition of Sturgis Standard Code of Parliamentary Procedure shall govern all Chapter meetings.

ARTICLE VI - BOARD OF DIRECTORS

Section 1
Supervision

The Board of Directors shall have supervision, control, and direction of the affairs of the Chapter; shall determine its policies or changes therein within the limits of the Bylaws; shall actively prosecute its purposes; and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 2
Composition and Elections

The Board of Directors shall be composed of the President, President-Elect, Secretary-Treasurer, Immediate Past President, and other directors, elected by the members at the annual Assembly. The maximum number of Board members, including officers, shall not exceed fifteen (15). The total number of Board vacancies to be filled at the annual Assembly shall be determined by the Board at the first Board of Directors meeting each calendar year. At no time shall the total number of members of the Board of Directors be less than nine (9). The total number of directors may be increased or decreased from time to time by amendment of these Bylaws.

Section 3
Terms

Elected Directors shall serve a term of three years and shall be eligible to serve a maximum of three consecutive terms. The vacant expired terms of the members of the Board of Directors shall be filled by election at each annual meeting by majority vote of the members present and voting.

Section 4 Notice of Meetings

The Board of Directors shall meet at least four times a year. Notice of all meetings of the Board of Directors shall be sent by mail to each member of the Board at his or her last recorded address at least 20 days in advance of such meetings. Unless prohibited by law, Board meetings may be conducted by telephone conference call. A majority of the Board shall constitute a quorum at any meeting of the Board.

Section 5 Removal of Director/Officer

Any director or officer may be removed from office by a three-quarters vote of the voting members present and voting at any meeting of the Chapter. A recall must be initiated by a petition signed by voting members present at that meeting. The number of signatures on the recall petition shall be no less than one-third of the number of voting members present and voting at the meeting which the Director or Officer was elected. Any vacancy created by recall shall be filled by majority vote of the voting members present and voting at the chapter meeting at which the recall occurs. Nominations for any vacancy shall be accepted from the floor.

Section 6 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 at the time specified therein, or if no time is specified, at the time of acceptance thereof, as determined by the President or the Board.

Section 7 Attendance of Board Meetings

Attendance at 50% of scheduled Board meetings “per year” must be maintained by current Board members. Reason for failure to attend any scheduled meeting must be given to the President of the Chapter prior to the scheduled meeting. Failure to meet these requirements may be grounds for removal of the member from the Board as determined by the officers of the Board and the remaining Board members.

Section 8 Vacancies

Any vacancies that may occur on the Board by reason of death, resignation, or election to Chapter office, excluding recall, may be filled by election by the remaining members of the Board for the remainder of that members term.

Section 9
Executive Committee

The Executive Committee of the Board of Directors is composed of the President, Immediate Past President, the President Elect, and the Secretary-Treasurer of the Chapter.* Meetings of this committee shall be held at the call of the President. The Executive Committee shall function in lieu of the Board of Directors in the event of emergent circumstances to take all actions deemed appropriate and necessary to fulfill the goals of the chapter as long as they do not amend the Articles of Incorporation or are contrary to the current Bylaws of the chapter. Such actions taken by the Executive Committee will be the first order of business for approval at the next Board of Directors meeting.

ARTICLE VII - OFFICERS

Section 1
Elected Officers

The elected officers of the Chapter shall be the President, President-Elect, and Secretary-Treasurer. Each shall be elected for a term of one year. Election shall be by a majority vote of the members of the Board of Directors present and voting at the Board meeting held in conjunction with the annual Assembly. Officers, other than the Secretary-Treasurer, shall be eligible to serve a maximum of two consecutive terms. The Secretary-Treasurer shall have no limit on the number of terms he/she may serve.

Section 2

Each officer shall serve on the Board of Directors.

Section 3
Duties

The duties of the officers shall be as follows:

- (a) The President shall be the executive officer of the Board of Directors. He or she shall preside over all meeting of the Chapter and the Board of Directors, and shall perform all duties as usually pertain to the office of the President . He or she 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 insuring that the Chapter adheres to the policy governing the use of the mark of the American College of Emergency Physicians.
 - (b) The President-Elect, in the absence of the President, shall preside at all meetings and perform such other duties as may be assigned by the President or the Board of Directors. The President-Elect shall, upon the expiration of his or her term, assume the office of President.
 - (c) The Secretary-Treasurer shall be a member of the Board of Directors. He shall keep or cause to be kept adequate and proper records of the Chapter. He shall keep or cause to be kept an accurate record of the minutes and transactions of the Assembly, the Board of Directors, and shall serve as Secretary for the bodies. He shall supervise all other employees and agents of the Chapter and have such powers and duties as may be prescribed by the Board of Directors or these Bylaws. In addition, he shall keep or cause to be kept adequate and proper accounts of the properties and funds of the Chapter. The Secretary-Treasurer shall deposit or cause to be deposited all moneys and other valuables in the name and to the credit of the Chapter with such depositories as may be designated by the Board of Directors. He shall disburse the funds of the Chapter as may be ordered by the Board of directors; shall render to the Board of Directors whenever it may request it, an account of all his transactions as Treasurer and of the financial condition of the Chapter; and shall have such powers and perform other such duties as may be prescribed by the Board of Directors or these Bylaws. The Treasurer shall give a surety bond in the amount to be determined by the Board of Directors, and premium thereon to be paid by the Chapter.
- The term of office shall be for one year and shall begin at the conclusion of the annual meeting at which his election occurred and expires one year later at the conclusion of the next annual meeting or as soon thereafter as all necessary audits an other records pertinent to the term of office are complete and provided to his successor.
- (d) The Immediate Past President shall remain a member of the Board of Directors for a period of one year following his term as President, such term to begin at the

conclusion of the second succeeding annual meeting or until such time his regular term as a Board member shall expire, whichever is longer.

Section 4 Residency

Officers shall be legal residents of Alabama or an adjacent state and must spend at least 1000 hours each year in practice of emergency medicine in the State of Alabama.

Section 5 Removal of an Officer

Any officer may be removed from office by a three-quarter vote of the members of the same body authorized to elect the officer. Any vacancy created by a recall shall be filled by a majority vote of the members of the same body.

Section 6 Resignation

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

Section 7 Vacancies

Vacancies which occur in the officership of the Chapter for any reason other than recall, shall be filled by majority vote of the Board of Directors.

ARTICLE VIII - COUNCILLORS

One councillor to the College, and one additional councillor for each 100 members of the Chapter, shall be elected by the Board of Directors to two-year terms, but no councillor may serve more than 3 consecutive two- year terms, except by vote of three-quarters of the Chapter members present and voting at the annual meeting, At such time as the Chapter is eligible for more than one councillor the term of the first newly-elected councillor shall be adjusted so that the terms of all councillors are staggered. For each councillor, the Board shall also elect an alternate councillor who will be available for seating if the councillor is not present. The term of office served as alternate councillor shall not limit the terms served as councillor. Alternate councillors shall not serve more than three consecutive two-year terms.

Councillors and alternate councillors will be required to observe the attendance requirements of other Board members.

Vacancies occurring in Councillor positions shall be filled in a timely manner by majority vote of the Board of Directors. A Councillor may be removed from office by three-quarters vote of the Board of Directors. The duties of a Councillor shall include, but not be limited to, those in the National Councillor position description.*

ARTICLE IX - COMMITTEES

The President may appoint such committees as he or she deems necessary.

ARTICLE X - MAIL VOTE

Unless prohibited by law, voting on any matter, including the election of directors or officers, may be conducted by mail.

ARTICLE XI - INDEMNIFICATION

The Chapter will, by resolution of the Board of Directors, 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 such negligence or misconduct.

ARTICLE XII - APPROVAL OF BYLAWS & AMENDMENTS

Section 1 Approved Bylaws

These Bylaws shall not become effective until approved by the Board of Directors of the College.

Section 2 Amendment

Unless otherwise required by law, these Bylaws may be amended by a two-thirds vote of the membership present at a meeting of the Chapter, provided that the proposed amendments have been mailed to the membership of the Chapter at least 30 days prior to the meeting.

Section 3 Notification of Amendments

Amendments to these Bylaws shall be submitted in writing to the College by registered mail, return receipt requested, no later than 30 days following the adoption of such amendments. No amendment shall be of any force or effect until it has been submitted to and reviewed by the Board of Directors of the College, provided, however, that such amendment shall be considered to be approved if the Board of Directors fails to give written notice of its objection thereto within 90 days following receipt.

Section 4 Consistency

The Bylaws must at all times be consistent with the Bylaws of the College. Should the Constitution and Bylaws of the College change in such a manner as to render these Bylaws inconsistent therewith, then these Bylaws shall be amended immediately to eliminate said inconsistency.

Section 5 Opening Session

At the opening session of the Assembly at each annual meeting, any members of the Chapter may present, in writing, any resolutions pertinent to the objectives of the Chapter or in relation to any report by any officer or committee of the Chapter. Resolutions so offered shall be referred to the Resolutions Committee appointed by the President at the opening of the General Assembly. The Resolutions Committee shall consist of three members.

The Resolutions Committee shall hold a hearing upon the resolutions so offered. At such hearings the proponents and opponents shall be given a reasonable opportunity to be heard. The Resolutions Committee shall then report its action on resolutions to the Assembly. The assembly shall then approve, or disapprove, or modify such resolutions.

A majority of the members of the Assembly may, at any regular meeting, direct a referendum to the members of the Chapter concerning any action of the Resolutions Committee, such referendum to be conducted by the Board of Directors.

ARTICLE XIII - MISCELLANEOUS

Section 1 Miscellaneous

The minutes of the proceedings of the Board of Directors and of the Assembly, the membership books, and books of account shall be open to inspection upon written demand of any member at any reasonable time, for any purpose reasonably related to the member's interest as a member and shall be produced at any time when requested by the demand of ten percent of the members at any meeting of the Assembly. Such inspection may be made by the member, agent, or attorney and shall include the right to make extracts thereof. Demand of inspection, other than at a meeting of the members, shall be in writing to the President of the Chapter.

Section 2
Fiscal Year

The fiscal year of this Chapter shall be from July 1 to June 30.

Section 3
Financial Statements

The Directors shall make available to any member who requests such, a balance sheet of the most recent fiscal year. Such financial statements shall be reviewed by a certified public accountant.

Section 4

The Chapter adopted the latest revision of these current Bylaws on June 2, 1997.

*Amended July 15, 2003.