

Chapter Bylaws Reviewed and Revised: August 18, 2008

Draft Recommendations with additions and deletions of proposal from revised bylaws submitted by Dr. Kelly Gray-Eurom, MD, FACEP

Actions required: 1) review by BOD, Florida Chapter. 2) submit proposed changes to the Bylaw to the Florida membership for notification and vote. 3) submit voted upon bylaws to the ACEP College for review by the membership/ bylaws committees with recommendation to national ACEP BOD who will vote to approve or modify bylaws before they go into effect.

Submitted by Andrew I. Bern, MD, FACEP

January 6, 2009

Draft has been revised based on electronic comments and sent to BOD for further comments and possible creation of a consent agenda for non-substantive changes to be ratified at the next BOD meeting.

Substantive changes and changes not placed on the consent agenda will be discussed at the next BOD meeting.

Submitted by Kelly Gray-Eurom, MD, FACEP

March 2, 2009

Suggestions by Chuck Hendrichs MD, Chair ACEP By Laws Committee were incorporated into the discussion agenda for the FCEP BOD meeting.

Submitted by Chuck Hendrichs / Kelly Gray-Eurom

March 9, 2009

Draft and recommendations discussed. Final draft #10 approved by the FCEP BOD.

Draft #10 of the Florida Chapter of the American College of Emergency Physicians By Laws will be submitted to National for approval.

Submitted by Kelly Gray-Eurom, MD, FACEP

**THE FLORIDA CHAPTER
OF THE AMERICAN COLLEGE OF EMERGENCY PHYSICIANS**

BY LAWS

ARTICLE I

NAME

This Association shall be a non-profit corporation organized under the laws of the State of Florida. Upon receiving a charter from the American College of Emergency Physicians, this Association shall be a chapter of the American College of Emergency Physicians and shall be called the ~~The name of the Association, a non profit corporation organized under the laws of the State of Florida, shall be~~ Florida Chapter of the American College of Emergency Physicians; doing business as (DBA) the "Florida College of Emergency Physicians" ("the Chapter").

ARTICLE II

PURPOSES, MISSION, AND OBJECTIVES

The purpose of this Association (hereinafter "the Chapter") shall be those set forth in the Bylaws of ~~by~~ the American College of Emergency Physicians (hereinafter "the College") and in the College's and the Chapter's Articles of Incorporation.

ARTICLE III

MEMBERSHIP

Section 1. Membership in the Chapter shall be available to all persons who (a) are members of the American College of Emergency Physicians ("the College"), (b) reside or practice in the State of Florida, ~~with the exception that members who move the majority of their medical endeavors to an adjacent state may elect to maintain membership in the Chapter, and~~ (c) are current in their payment of dues. The qualifications for membership in the Chapter shall be the same as those for membership in the College.

Section 2. The College has the authority to act on membership decisions. These decisions include, but are not limited to membership applications, resignations, suspensions and expulsions. ~~shall be submitted to and acted upon by the College.~~

Section 3. Member classifications and privileges in the Chapter shall be those designated by the College in its Bylaws. Candidate members may vote for Chapter officers, and may vote on Chapter committees on which candidate members serve. Classes of membership shall be consistent with the College bylaws. The rights and privileges of an active member include voting, holding office, serving on committees, including those for candidate members. A member may be entitled to additional benefits such as educational discounts, receipt of newsletters, and other benefits or discounts as developed by the chapter.

Section 4. All records of the Chapter shall be available for inspection by a member, member's agent, or member's attorney within a reasonable request period. Demand of inspection, other than at a meeting of the members, shall be in writing to the President or the Secretary-Treasurer of the Chapter.

ARTICLE IV

DUES AND ASSESSMENTS

- Section 1.** Dues for the Chapter shall be determined by the Board of Directors.
- Section 2.** The Board of Directors will retain the right, by majority vote, to levy assessments against its members so long as the recommendation for assessment has been mailed or transmitted electronically to the membership at least 30 days before the meeting (or as required by state law).
- Section 3.** Any member whose membership has been canceled by ACEP for non-payment of dues at the time of the annual meeting shall be ineligible to vote or to hold office.

ARTICLE V

MEETINGS

- Section 1.** There shall be an annual meeting of the Chapter membership 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 or transmitted electronically to the last known electronic mail address at least 60 days before the time appointed for the meeting (or as required by state law).
- Section 2.** 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 or transmitted electronically to the last known electronic mail address at least 60 days before the time appointed for the meeting (or as required by state law).
- The President may call special meetings of the Board of Directors as directed by a majority vote of the Executive Committee, or by a majority vote of the Board of Directors. Upon the receipt of a written request from 15 Active, Honorary, or Life Chapter members, the President, Executive Committee, or Board of Directors, shall call a special meeting of the Chapter. The written request must state the purpose of the meeting.
- Such special meeting shall be convened no sooner than 10 days, and no later than 60 days (unless otherwise required by state law) following receipt of such request. Once a special meeting has been convened for a specific issue, future requests for a materially similar topic will be remanded to the next scheduled meeting of the Board of Directors.
- Section 3.** Unless otherwise required by law, the members of the Chapter present at any meeting of the Chapter duly called shall constitute a quorum.
- Section 4.** 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-Powers. 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. The Board of Directors shall be composed of 15 elected members. The number of the Board members shall be expanded when the President, immediate past President, **President-Elect, Vice President or Secretary / Treasurer** is completing his/her/their term of office and are not also serving as elected members of the board. The number of Directors may be increased or decreased from time to time by amendment of these bylaws.

Section 3. Additionally, there shall be a voting emergency medicine resident seat on the Board selected by policy adopted by the Board of Directors.

Section 4. Additionally, the President may appoint a non-voting individual to serve on the Board. This individual will serve for the term to coincide with the President's term. He/she may be re-appointed to the Board at any given time by the President. He/she may also be removed from the Board by the President.

Section 5 Directors, with the exception of the resident representative, and any individual appointed by the President as a non-voting member, will be elected by direct mail, **electronic mail or facsimile** ballot sent to all members of the Chapter.

Section 6- Nominations and Election

~~The Board nominating committee will be composed of the President, President Elect, Vice President, and Immediate Past President.~~ A notice will be **mailed or transmitted electronically** to all members soliciting nominations **for the Board of Directors.**

Candidates must meet the following criteria.

- a) Member of Chapter for at least two years prior to nomination.
- b) Active involvement in Chapter as evidenced by committee membership or other activity.

At least sixty (60) days prior to the Annual Meeting of the Chapter, the Nominating Committee, as constituted by Section 3 of Article IX, will submit a slate of nominees for impending vacancies on the Board to the membership of the Chapter. The slate of nominees shall include one or more nominees for each vacancy on the Board. Nominations to the Board will also be accepted from the membership up to 60 days prior to the Annual Meeting. All nominees to the Board must be members in good standing of the Florida Chapter at the time of their nomination.

~~The number of candidates on the slate will be decided by the Board Nominating Committee.~~

Board members will take office at the Annual Board meeting immediately following the election of officers.

Section 7-Term. Elected directors shall serve a term of 3 years and shall be eligible to serve a maximum of 2 consecutive terms. ~~A percentage~~ **The vacant seats** of the directors shall be elected by mail or **electronic** ballot by a majority vote of the members voting.

Section 8 -Meetings. The Board of Directors shall meet at least 4 times per 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 ten (10) days in advance of such meetings. **Alternatively, notice of all meetings can be transmitted electronically to the last known electronic mail address of the member.** Notice may be waived with the written consent of two-thirds of the Board members. Unless prohibited by law, Board meetings may be conducted by other means of communication including telecommunication. A majority of the Board shall constitute a quorum at any meeting of the Board.

Section 9- Removal. Any director or officer may be removed from office by a three-quarter vote of the voting members present and voting at any **special meeting of the Board of Directors, at the Annual** meeting of the Chapter **or for cause as per policy.** A recall must be initiated by a petition signed by voting members present at the meeting. The number of signatures on the recall petition shall be no less than one-third of the number of voting members present at the meeting at which the director or officer was elected. Any vacancy created by a recall of a director or officer shall be filled by a majority vote of the members present at the Chapter meeting at which the recall occurs. Nominations for an officer vacancy shall be accepted from the floor.

Section 10- Resignation . Any director or officer 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 of the Board.

Section 11-Vacancies. The President has the authority to appoint someone to fill a Board member or officer vacancy until the next annual election, at which point in time an election will be held to fill the remaining term of office.

Section 12. Any member of the Florida College of Emergency Physicians elected to serve on the ACEP Board of Directors shall have an automatic, non-voting seat on the FCEP Board of Directors. The term will expire upon the expiration of his/her term on the ACEP Board of Directors.

ARTICLE VII

OFFICERS

Section 1. The elected officers of the Chapter shall be the President, President-Elect, Vice President, and Secretary-Treasurer. The Immediate Past President shall also serve as an officer. Each shall be elected for a term of one (1) year. The President will advance from the President-Elect position. Officers shall be eligible to serve a maximum of two (2) consecutive terms in the same position.

Section 2. Each officer shall have served on the Board of Directors prior to election. Nomination for officers will take place solely during the meeting at which elections are to be held. Any Board member may nominate another but self-nomination is not allowed. Elections will begin with the President-Elect, and then proceed to Vice President, and Secretary-Treasurer. A person nominated for a position who loses may be nominated for the next position to be elected. Proxy votes will not be accepted. If no candidate receives a majority, there will be a runoff between the two candidates with the highest number of votes

~~**Section 3.** 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 meetings of the Chapter and the Board of Directors, and shall perform all duties as usually pertain to the office of 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.~~

- ~~b) The President Elect shall, upon expiration of his or her term, assume the office of the President.~~
- ~~c) The Vice President, 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.~~
- ~~d) The Secretary Treasurer shall be responsible for ensuring that appropriate corporation and Chapter reports are filed. He or she shall also be responsible for ensuring that the Chapter adheres to the Policy Governing the Use of the Mark of the American College of Emergency Physicians. The Secretary Treasurer shall be responsible for creating and maintaining appropriate accounts and records of all Chapter activities and finances.~~

Section 3 - Duties of the President: The duties of the President shall be as follows:

- a. The President shall serve as Chair of the Board and Chair of the Executive Committee.
- b. The President shall preside over all meetings of the Chapter membership and the Board, and shall be an ex-officio member of all standing committees.
- c. The President shall be responsible for ensuring that all contracts between the Florida College and other parties contain a provision disclosing the fact that the Florida College is a separate and distinct entity from the American College.
- d. The President shall be responsible for ensuring that the Florida College adheres to the policy governing the use of the mark of the American College.
- e. The President or his or her designee shall serve as the official representative of the Florida College in the conduct of its business with other professional organizations and societies.
- f. In the event of the death or resignation of the President during his or her term of office, or if the President becomes unable or unqualified to serve, the President-Elect shall serve that portion of the President's term remaining until the next Annual Meeting of the membership. At that time, the President-Elect shall immediately succeed to the office of President.
- g. If the President-Elect is unable to assume the office of President at the Annual Meeting where transfer of office is to take place, the current President shall continue in that office until the next meeting of the Board when the President -Elect can assume office as President.

Section 4 - Duties of the President-Elect: The duties of the President-Elect shall be as follows:

- a. The President-Elect shall succeed to the office of President at the conclusion of the ~~preceeding~~ preceding President's term, or if the office of President is vacated for any reason.
- b. The President-Elect shall assume the duties of the President when that officer is absent or incapacitated, and in that capacity shall have all the powers, responsibilities and privileges of the President.
- c. In the event of the death or resignation of the President-Elect, the Board shall elect a new President-Elect from among the members of the Board.

Section 5 – Duties of the Vice-President: The duties of the Vice-President include fulfilling those functions delegated to them by the President, participating as a member of the executive committee, and fulfilling those duties of an elected member of the Board of Directors.

Section 6 - Duties of the Secretary /Treasurer: The duties of the Secretary/Treasurer shall be as follows:

- a. The Secretary/Treasurer shall keep or cause to be kept adequate records of the transactions of the Board and of the Annual Meeting and any special meetings.
- b. The Secretary/Treasurer may, on behalf of the Board, the President and other Officers of the Board, ~~make~~ reply to members and others who contact these individuals in writing or otherwise.
- c. The Secretary/Treasurer may prepare and send required notices of meetings and proposals to the Chapter membership
- d. The Secretary/Treasurer shall deposit or cause to be deposited all monies and other valuables in the name and to the credit of the Florida College.
- e. The Secretary /Treasurer shall disburse or cause to be disbursed the funds of the Florida College as directed by the Board.
- f. The Secretary / Treasurer shall render to the Board at least quarterly, and to the membership at the Annual Meeting or any special meeting, an account of all the financial transactions and the financial condition of the Florida College.
- g. Any of the duties of the Secretary / Treasurer (except voting responsibilities) may, by approval of the Board, be delegated to the Executive Director.
- h. The Secretary / Treasurer shall chair the Finance Committee. The Secretary / Treasurer and the Finance Committee will monitor and report back to the Board of Directors the results of independent financial audits of the chapter. The Secretary / Treasurer and the Finance Committee will be responsible to monitor, update, develop, and report to the Board of Directors for their approval financial policies by which the chapter operates.

Section 7 - Duties of the Immediate Past President: The duties of the Immediate Past President shall be as follows:

- a. The Immediate Past President shall serve on the Board regardless of whether his or her regular 3-year term as Director has expired.
- b. The Immediate Past President shall chair the Nominating Committee.

ARTICLE VIII

COUNCILLORS

Section 1. The Chapter shall have one Councillor to the College (ACEP), plus one additional Councillor for each 100 members of the Chapter. The President, President-Elect, and Immediate Past- President will automatically serve as Councillors. A notice will be sent to all Chapter members in January, following

ACEP's verification of Councillor allocation, soliciting nominations and applications for Councillor positions. Candidates must meet the following criteria:

- a) Member of Chapter for at least two years prior to nomination.
- b) Active involvement in Chapter as evidenced by committee membership **and / or attendance at the meetings of the Board of Directors.**
- c) Plans to attend Councillor meetings for two-year term.

d) Councillors will be elected at Spring Board meeting. Councillors will be elected for two-year term with term beginning immediately upon election. There will be a maximum of four Alternate Councillors. Alternate Councillors will be chosen from those not elected for Councillor positions. Should a Councillor be unable to attend a Council meeting, then the remaining Councillors will select the Alternate Councillor to be seated in his/her place. Should a Councillor resign or be elected to office that is a designated Councillor, then the remaining Councillors will elect an alternate Councillor to fill the unexpired term. If there are no alternate Councillors available to be seated, then the Executive Committee shall have the right to name Alternate Councillors to be seated or designated as Councillors. ~~A Councillor may be removed from office by the Board of Directors.~~

- e) Any Councillor or Alternate Councillor may be removed from office with or without cause by a three-quarters majority vote of the members of the Board present and voting at any meeting of the Board. A vacancy created by removal from office shall be filled for the remainder of the Councillor's or Alternate Councillor's term by a majority vote of the Board members present and voting at the Board meeting at which the recall occurred.
- f) Councillors have no term limits and may run for consecutive terms.
- g) During ACEP Council meetings at which the President of the Chapter is serving as a Councillor, the President shall preside over the Chapter's delegation of Councillors.
- h) Councillors and alternate Councillors representing the chapter at the national ACEP annual Council meeting are expected to attend all officially scheduled meetings of the Council including reference committees and breakout sessions and officially scheduled meetings of the Chapter. They are to familiarize themselves with the resolutions and the chapters position on each resolution prior to attending the national meeting. They are to provide feedback to the rest of the chapter delegation from each assigned reference committee with respect to resolutions assigned to them. It is preferable that Councillors and alternate Councillors are engaged in chapter and Board activities throughout the year to best reflect the will of the chapter members.

ARTICLE IX

COMMITTEES

Section 1. The President shall establish such committees as he or she deems necessary to carry out the objectives determined by the Board of Directors of the chapter.

Section 2. The Executive Committee shall be comprised of the President, President-Elect, Immediate Past President, **and** Vice President, and the Secretary / Treasurer. ~~The Executive Committee may conduct such business as may be necessary.~~ The Executive Committee, by a majority vote of its members, shall have authority to act for, and on behalf of, the Board of Directors whenever the business of the Chapter

demands prompt action in the interim between meetings of the Board or when it is impractical or impossible to convene the full Board of Directors.

The authority of the Executive Committee is limited, however, and it may not:

- a) adopt a plan for the distribution of the assets of the corporation, or for dissolution;
- b) approve or recommend to members any act that statutory law requires to be approved by members;
- c) fill vacancies on the Board or on any of its committees;
- d) elect, appoint or remove (by itself) any officer or director or member of any committee or fix the compensation of any member of a committee;
- e) adopt, amend or repeal the Bylaws or the Articles of Incorporation;
- f) adopt a Plan of Merger or adopt a Plan of Consolidation with another corporation, or authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the chapter;
- g) amend, alter, repeal or take action inconsistent with any resolution or action of the Board when the resolution or action of the Board provides by its terms that it shall not be amended, altered or repealed by action of the Executive Committee.

Meetings of the Executive Committee shall be held at the call of the President. Votes of the Executive Committee may be taken by mail ballot, electronic ballot or phone ballot which has a method of reproducibility, but no action taken in this manner shall be effective unless the vote in favor of the action is unanimous. A report of its actions shall be given by the Executive Committee to the Board of Directors, for ratification by the Board, at the first meeting of the Board following the Committee's action.

Section 3. The Board Nominating Committee will be composed of the President, President-Elect, Vice-President, and Immediate Past President. The Immediate Past President shall chair the Committee. The Board Nominating Committee is charged with presenting the best possible slate of nominees for all vacancies. The Nominating Committee shall meet at such time as described above under Section 6 of Article VI to select a slate of qualified nominees for the Board, and at such time as described above under Section 3 of Article VII to select a slate of qualified nominees for the Officers of the College, and at such time as described above under Section 6 of Article VII to select a slate of qualified nominees for Councillor and Alternate Councillor.

Section 4: The Finance Committee shall include the President-Elect, Secretary / Treasurer, Immediate Past President, one member-at-large appointed by the President from the membership, and the Executive Director, who shall serve in an ex-officio capacity. The Secretary / Treasurer shall chair the Committee. The responsibilities of the Finance Committee shall include an annual review of the financial performance of the Florida College, development and presentation to the Board of an annual budget, and periodic monitoring of the investments of the Florida College.

ARTICLE X

VOTING

- Section 1:** Unless prohibited by law, voting on any matter may be conducted by mail, facsimile, phone conference which has a method of reproducibility or electronic mail.
- Section 2:** The election of members to the Board of Directors is conducted by a mail ballot, electronic mail ballot or facsimile ballot, to each member of the Chapter.
- Section 3:** The election of officers, unless determined previously to be appointed, will be by members of the Board of Directors.

ARTICLE XI

INDEMNIFICATION

The Chapter may, 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 are 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.** These by laws shall not become effective until approved by the Board of Directors of the American College of Emergency Physicians (ACEP).
- Section 2:** Unless otherwise required by law, these bylaws may be amended by a two-thirds vote of the membership voting by mail ballot, electronic mail ballot or facsimile ballot, provided that a notice of proposed amendment(s) has been mailed sent to the membership of the Chapter at least 30 days prior to the mailing consideration of the amendment language.
- Section 3.** No amendment shall be any force or effect until it has been submitted to and reviewed by the Board of Directors of the College (ACEP), provided, however, that such amendment shall be considered to be approved if the Board of Directors of the College (ACEP) fails to give written notice of its objection thereto within 90 days following receipt.
- Section 4.** These bylaws must at all times be consistent with the ~~Constitution and~~ Bylaws of the College (ACEP). Should the ~~Constitution and~~ Bylaws of the College (ACEP) be changed in such a manner as to render these bylaws inconsistent therewith, then these bylaws shall be amended immediately to eliminate said inconsistency.
- Section 5.** The Chapter adopted the latest revision to these current bylaws on July 1, 2003. XXXX, XX, 2009

Article XIII - MISCELLANEOUS

Section 1 - Executive Director: An Executive Director may be **appointed** employed or contracted by the Board for a term and at a stipend to be fixed by the Board. The Executive Director shall, under the direction of the Board, perform such duties of the Secretary / Treasurer as may be assigned by the Board. The Executive Director shall perform such other duties as the Board may describe, by job description or otherwise, including but not limited to maintenance of adequate and proper records of the Florida College; maintenance of an accurate record of the minutes and transactions of the Annual Meeting, meetings of the Board and Executive Committee; serve as official recording secretary of those bodies; supervision of any and all other employees and agents of the Florida College, and exercise of such other powers, duties and responsibilities as may from time to time be prescribed by the Board or these Bylaws. The Executive Director shall serve as an ex-officio, non-voting member of the Board and all Committees of the Florida College. The Executive Director shall be given an annual evaluation utilizing the evaluation process approved by the Board of Directors.

Section 2 - Annual Report: The Board shall, not later than ninety (90) days after the Annual Meeting, make available to the members an annual report on the status of the Florida College. The Board shall present a report to the members at the Annual Meeting on the financial condition of the Florida College.

Section 3 - Fiscal Year: The fiscal year of the Florida College shall be determined by the Board.

Article XIV - ETHICS

Section 1 - Principles: The Code of Ethics for Emergency Physicians, as endorsed and published by the American College, shall be the Principles of Ethics of the Florida College and shall be and hereby are made a part of these Bylaws.

Section 2 - Violation of Ethical Principles: If any member is believed to have violated the Code of Ethics for Emergency Physicians, or to be otherwise guilty of conduct justifying censure, suspension, or expulsion from this Association, any member may prefer charges against him or her in the form and manner specified in the Bylaws of the American College.

Section 3 - Review: The Board shall review or cause to be reviewed annually, the Code of Ethics for Emergency Physicians.