

Colorado Chapter
American College of Emergency Physicians

Chapter Bylaws

Article I
Name

This Association shall be a non-profit corporation organized under the laws of the State of Colorado. By its 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 Colorado Chapter of the American College of Emergency Physicians.

Article II
Purposes

The purposes of this Association (hereinafter “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. The qualifications for membership in the Chapter shall be the same as those for membership in the College.

Section 2. Membership applications, classification changes, resignations, suspensions and expulsions shall be acted upon by the College.

Section 3. Member classifications in the Chapter shall be those designated by the College in the Bylaws.

Section 4. 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 membership 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. Assessments may only be levied 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 thirty (30) days before the meeting.

Section 3. Any member whose membership has been canceled for failure to pay dues or assessments shall not be eligible to vote or hold office.

**Article V
Meetings**

Section 1. There shall be an annual meeting of the Chapter at such time and place as is ordered by the Board of Directors. The first Board of Directors meeting of the calendar year shall be designated the annual Chapter meeting. Notice of such meeting shall be mailed to the last recorded address of each member at least sixty days (60) before the time appointed for the meeting. Other regular meetings of the chapter may be held with similar notice requirements.

Section 2. Special 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 twenty (20) days before the time appointed for the meeting.

Section 3. The members of the Chapter present at any meeting of the Chapter duly called shall constitute a quorum. Proxy voting is not allowed.

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 pursue 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 the President, President-elect, Immediate Past President and Secretary/Treasurer as well as nine (9) directors. One of the nine directors shall be a resident in Emergency Medicine, shall be appointed by the President, and shall have full voting privileges. The other eight directors shall be from the general membership. To be eligible for election to the Board of Directors a member must be licensed to practice medicine in Colorado by the Colorado Board of Medical Examiners and hold current membership in the Chapter. The number of directors may be increased or decreased from time to time by amendment of these bylaws.

Section 3. Term: Elected directors shall serve a term of two (2) calendar (January 1 to December 31) years and shall be eligible to serve a maximum of two (2) consecutive terms. Four (4) of the eight directors from the general membership shall be elected each year by majority vote by mail ballot of all members at least 30 days prior to January 1.

Section 4A. Nominations can be made by any member at meetings of the Board of Directors or to the President or Executive Director. Self-nomination is allowed. Nominees must be active, honorary or life members in good standing. Nominees must accept nomination in order to be placed on the mail ballot.

Section 4B. Balloting Procedures. On an individual ballot, members may cast the same number or fewer number of votes as the number of positions to be filled, casting no more than one vote per candidate.

Section 5. Meetings: The Board of Directors shall meet at least four (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 or email address at least ten (10) days in advance of such meetings. Board meetings may be conducted by conference call or other electronic medium. A majority of the Board shall constitute a quorum at any meeting of the Board.

Section 6. Recall: Any director may be removed from office by a three-quarters vote of the Chapter members present at any Board of Directors meeting. A recall must be initiated by a petition signed by no less than one-third of current members. Any vacancy created by a recall shall be filled by a majority vote of the members present at the meeting at which the recall occurs. Nominations for any vacancy created by a recall shall be accepted from the floor.

Section 7. Resignation: Any director may resign at any time by giving written notice to the President. 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.

Section 8. Vacancies: Any vacancies that may occur on the Board of Directors for any reason other than a recall may be filled for the remainder of the respective term by majority vote of the remaining directors, until the next annual election of the Board of

Directors by Chapter members. If such vacancy occurs in the first year of the director's term, then a one-year elected director position completing the unexpired term will be offered at the next annual election.

Article VII Officers

Section 1. The elected officers of the Chapter shall be the President-elect and Secretary-Treasurer. Each shall be elected for the term of one (1) year. The President-elect shall, upon the expiration of his or her term, assume the office of President. The President shall, upon the expiration of his or her term, assume the office of Immediate Past Present. Election shall be by a majority vote of the members voting by mail ballot at least thirty (30) days prior to Annual meeting. Officers shall be eligible to serve two (2) consecutive terms.

Section 2. Each officer shall serve on the Board of Directors.

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 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.
- (b) The President-elect, in the absence of the President, shall preside at all meetings and perform such other duties as requested by the President or the Board of Directors.
- (c) The Secretary-Treasurer shall be responsible for ensuring that the Chapter adheres to the Policy governing use of the mark of the American College of Emergency Physicians, and for annual review of Chapter accounts, records, corporation and Chapter reports.
- (d) The Immediate Past President shall mentor and assist the incoming president and perform other duties as requested by the President or the Board of Directors.

Section 4. Any officer may be removed from office by a three-quarters vote of the members of the same body authorized to elect the officer. Any vacancy created by a recall shall be filled by majority vote of the Board of Directors.

Section 5. Any officer may resign at any time by giving written notice to the President, or in the case of the President's resignation, 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 of said resignation.

Section 6. Vacancies which occur for any reason other than recall in the officership of the Chapter shall be filled by a majority vote of the Board of Directors.

Article VIII Councillors

One Councillor to the College and one additional councillor for each one hundred (100) members of the Chapter shall be appointed by the President. Terms will be two (2) years. Councillors may serve an unlimited number of consecutive terms at the discretion of the President. For each councillor, the President may also appoint an alternate councillor who will be available for seating if the councillor is not present. All councillors and alternates are to be appointed by the President at least ninety days prior to the announced date of each council meeting. A Councillor may be removed from office by the president. Vacancies occurring in Councillor positions for any reason shall be filled by appointment by the President.

Article IX Committees

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

Article X Voting

Unless prohibited by law, voting on any matter, including the election of directors and officers, shall 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 negligence or misconduct.

Article XII
Approval of Bylaws and Amendments

Section 1. These bylaws shall not become effective until approved by the Board of Directors of the College.

Section 2. 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 thirty (30) days prior to the meeting.

Section 3. Amendments to these bylaws shall be submitted in writing to the College by registered mail, return receipt requested, no later than thirty (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 amendments shall be considered to be approved if the Board of Directors fails to give written notice of its objection thereto within ninety (90) days following receipt.

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

Section 5. The Chapter adopted the latest revision to these current bylaws on January 28, 2009.