



GUIDELINES FOR BYLAWS

for Chapters of the American College of Emergency Physicians

Approved ACEP Board of Directors

June 12, 2013

Revised May 2013

GUIDELINES FOR BYLAWS

ARTICLE I

Chapter Name

Some latitude is permissible in choosing a chapter name (See Attachment “A”, the policy adopted by the Board of Directors on Jun11/12, 1991). Incorporation is mandatory. If desired, the location of the principal office, registered office, agent as well as definition of the fiscal year, may be included within this article, though **these are ordinarily in the Articles of Incorporation.**

ARTICLE II

Mission, Purposes, and Objectives

At a minimum, as stated in the College Bylaws.

ARTICLE III

Membership

- Section 1: Qualifications for membership consistent with the College Bylaws.
- Section 2: Authority of the College to act on membership decisions.
- Section 3: Classes of membership consistent with College Bylaws. If the Chapter has candidate members, their rights and privileges must be specified.
- Section 4: Statement on Chapter records access.

ARTICLE IV

Dues and Assessments

- Section 1: Chapter entity authorized to approve dues.
- Section 2: Assessment: authority to levy; minimum of 30 day notice period
(*unless greater required by state statute*).

ARTICLE V

Meetings of the Membership

- Section 1: Annual membership meeting. Notice period (*should be consistent with state statute*). Other regular chapter meetings, when such meetings exist: notice period.
- Section 2: Special Chapter meetings: Notice Period (*should be consistent with state statute*); notice must include the purpose for such meeting. Methods(s) by which meetings can be called.
- Section 3: Statement of definition of a quorum.
- Section 4: Identification of parliamentary reference.
- Section 5: Method(s) of meeting notice.

ARTICLE VI

Board of Directors

- Section 1: Scope of Authority. May also include expansion of Board’s business powers (e.g. contracts, loans, indebtedness, checks, deposits, and gifts).
- Section 2: Board of Directors describe composition and any variations in the number of directors.
- Section 3: Directors – term of office, including when term begins, consecutive term limits (if any), and any exceptions to consecutive term limits.

- Section 4A: Nomination process including any eligibility requirements. Time and method of election and statement on nominations from the floor.
- Section 4B: Indicate whether any unusual balloting procedures are allowed such as cumulative voting or allowing a member to cast fewer votes than the number of positions open for election.
- Section 5: Board of Directors Meetings – minimum frequency (must be at least twice a year). Period and method of notice (*consistent with state law*). Statement on meeting via electronic medium. Special meetings: methods of calling such a meeting and the notice requirement.
- Section 6: Procedure for the removal of a director from the Board and method for replacement.
- Section 7: Director resignation.
- Section 8: Method of filling vacancy for reasons other than removal. Duration of the filled vacancy.

ARTICLE VII

Officers

- Section 1: List the existent officers. Indicate eligibility criteria, length of terms, and limitations on consecutive terms, if any.
- Section 2: Officers as members of the Board of Directors. Process for the nomination and election of officers and the time at which such election occurs.
- Section 3: Statement of duties of officers. Must include: 1) delineation of who presides over meetings of the Chapter and of the Board of Directors; and 2) delineation of responsibility for disclosure in contracts that the Chapter is a separate and distinct entity from the College, and for ensuring adherence to College policy regarding use of the mark of the College (and other duties as required by state law).
- Section 4: Process for removal of officers and filling such a vacancy, and the duration of the filled vacancy.
- Section 5: Officer resignation.
- Section 6: Vacancy for reasons other than a removal and how such vacancies are filled, including duration of filled vacancy.

ARTICLE VIII

Councillors

- Section 1: Statement of method of selection of councillor/alternates (e.g. by election or appointment) and time of election and appointment.
- Section 2: Term of office; limitation (if any) on number of consecutive terms.
- Section 3: Statement regarding mechanism for filling councillor vacancies occurring for reasons other than removal.
- Section 4: Councillor removal and the method for filling such vacancies.
- Section 5: When councillors have specific rights or responsibilities at the Chapter level, they should be indicated here, otherwise omit.

ARTICLE IX

Committees

Executive Committee (if any); composition and positions; do actions require subsequent ratification by the Chapter's Board of Directors? Other committees. It is recommended that Chapters delineate only permanent committees in their bylaws.

ARTICLE X

Voting Methods

The Chapter should differentiate between methods used for electing the Board of Directors, methods used for electing officers and councillors, and methods used for voting at Board and Committee meetings. Potentially acceptable methods (refer to your state statutes) are as follows:

- A. Absentee Ballots: a supplement to in-person voting at the annual meeting. Should describe the process for obtaining such a ballot and a deadline for receipt.
- B. In person voting
- C. Mail Voting: a replacement for "in person" voting applicable to election of Directors (and could be applicable to officer and councillor elections if those positions are elected by the entire Chapter membership). Deadline for receipt should be specified.
- D. Proxy Voting: if used, such language must indicate any limit on the number of proxy votes that one person may exercise, and specify a procedure for obtaining and validating the proxy. *Be aware that many state statutes allow proxy voting, but most, but not all, allow prohibition of proxy voting in Chapter's Bylaws or Article of Incorporation.*
- E. Electronic Voting: must indicate the procedure for such voting including the time-frame during which such voting is allowed, the method of validating a member's identity, and a member only secure voting process.

ARTICLE XI

Indemnification

Inclusion of statement that the Chapter's Board of Directors will provide for indemnification of officers and directors or their Chapter activities.

ARTICLE XII

Approval of Bylaws and Amendments

- Section 1: Initial Bylaws and amendments not in effect unless approved by the Board of Directors of the College.
- Section 2: Process for amendment of Chapter bylaws; notice period for dissemination of proposed amendment(s) to the membership.
- Section 3: Submission of Bylaws amendments to the College. College requirement that amendments adopted by the Chapter be forwarded to the College in accordance with the manner prescribed in the College Bylaws within 30 days of adoption by the Chapter.
- Section 4: Bylaws consistent with the Bylaws of the College
- Section 5: Date the chapter adopted the latest amendment(s) to its Bylaws.