

PLEASE NOTE: THIS RESOLUTION WILL BE DEBATED AT THE 2020 COUNCIL MEETING. RESOLUTIONS ARE NOT OFFICIAL UNTIL ADOPTED BY THE COUNCIL AND THE BOARD OF DIRECTORS (AS APPLICABLE).



**Bylaws Amendment**

RESOLUTION: 9(20)

SUBMITTED BY: Board of Directors  
Bylaws Committee  
Todd B. Taylor, MD, FACEP

SUBJECT: ACEP Committee Quorum Requirement – Housekeeping Amendment

**PURPOSE:** Amends the Bylaws to define the quorum requirement for all ACEP committees as a majority of the voting membership of the committee.

**FISCAL IMPACT:** Budgeted staff resources to update the Bylaws and add the clarification to the Committee Manual.

1 WHEREAS, Parliamentary procedure is important in deliberations by all ACEP committees; and

2  
3 WHEREAS, The quorum requirement for ACEP committees is not defined in the Bylaws; and

4  
5 WHEREAS, This lack of definition has created some confusion, especially considering there are often both  
6 voting and non-voting members of committees and committee chairs and staff may not always be fully cognizant of  
7 the default quorum requirements within ACEP’s designated parliamentary authority; and

8  
9 WHEREAS, This amendment is a simple, straightforward housekeeping amendment that will help to avoid  
10 such confusion; therefore be it

11  
12 RESOLVED, That the ACEP Bylaws Article XI – Committees, Section 1 – General Committees, be amended  
13 to read:

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15 The president shall annually appoint committees and task forces to address issues pertinent to the College as  
16 deemed advisable. The members thereof need not consist of members of the Board, nor shall it be necessary that the  
17 chair of a committee be a member of the Board. A majority of the voting membership of a committee shall  
18 constitute a quorum.

19 The president shall appoint annually committees on Compensation, Bylaws, and Finance.

**Background**

This resolution amends the Bylaws to specify that the quorum requirement for all ACEP committees is a majority of the voting membership of the committee.

Committee quorum requirements are not currently defined in the Bylaws. The lack of definition has created some confusion because many of ACEP’s committees have voting and non-voting members. ACEP’s designated parliamentary authority, *The Standard Code of Parliamentary Procedure*, suggests that an organization’s Bylaws “should state the number or proportion of members that constitutes the quorum. In the absence of such a provision, parliamentary law fixes the quorum at a majority of the members.” A quorum is required for a committee to conduct official committee business. The proposed Bylaws amendment defines the quorum requirement for all ACEP committees as a majority of the voting membership of the committee. By clearly stating the quorum requirement in the Bylaws, the College will ensure that any committee recommendations to the Board of Directors are valid.

**ACEP Strategic Plan Reference**

None

**Fiscal Impact**

Budgeted staff resources to update the Bylaws and add the clarification to the Committee Manual

**Prior Council Action**

None specific to defining a quorum in the Bylaws for ACEP committees.

**Prior Board Action**

June 2020, approved cosponsoring the “ACEP Committee Quorum Requirement – Bylaws Housekeeping Amendment” with the Bylaws Committee for submission to the 2020 Council.

**Background Information Prepared by:** Leslie P. Moore, JD  
General Counsel and Chief Legal Officer

**Reviewed by:** Gary Katz, MD, MBA, FACEP, Speaker  
Kelly Gray-Eurom, MD, MMM, FACEP, Vice Speaker  
Susan Sedory, MA, CAE, Council Secretary and Executive Director