

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: 16(20)
SUBMITTED BY: Board of Directors
SUBJECT: Special Board of Directors Meetings

PURPOSE: Amends the Bylaws to allow special meetings of the Board to be called by the chair of the Board in addition to the president with not less than 48 hours notice.

FISCAL IMPACT: Budgeted staff resources to update the Bylaws.

1 WHEREAS, Currently, only the president or one-third of the current members of the Board may call for a
2 special meeting of the Board of Directors; and
3

4 WHEREAS, There are times when a special meeting of the Board needs to occur with less than 10 days
5 notice; and
6

7 WHEREAS, If a special meeting of the Board of Directors is necessary with less than 10 days notice, Board
8 members must agree to waive the 10-day notice requirement; therefore be it
9

10 RESOLVED, That the ACEP Bylaws Article IX – Board of Directors, Section 3 – Meetings be amended to
11 read:

Section 3 — Meetings

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13
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15 The Board of Directors shall meet at least three times annually. One of these meetings shall take place not
16 later than 30 days following the annual meeting of the College. The other meetings shall take place at such other times
17 and places as the Board may determine. Meetings may take place within or outside of the State of Texas. A majority
18 of the Board shall constitute a quorum.
19

20 Subject to the provisions of these Bylaws with respect to notice of meetings of the Board of Directors,
21 members of the Board of Directors may participate in and hold additional meetings of such Board by means of
22 conference telephone or similar communications equipment by means of which all persons participating in the
23 meeting can hear each other, and participation in a meeting pursuant to this section shall constitute presence in person
24 at such meeting, except where a director participates in such meeting for the express purpose of objecting to the
25 transaction of any business on the ground that the meeting is not lawfully called or convened.
26

27 Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a
28 meeting if a consent in writing, setting forth the action to be taken, shall be signed by all of the members of the Board
29 of Directors and Council officers, and such a consent shall have the same force and effect as a unanimous vote of the
30 members of the Board of Directors at a meeting of the Board of Directors.
31

32 Special meetings of the Board of Directors may be called by the president **or the chair of the Board** with not
33 less than **48 hours** ~~nor more than 50 days~~ notice to each director, either personally or by other appropriate means
34 of communication. Special meetings also may be called by one-third of the current members of the Board in like
35 manner and on like notice. Such notice of a special meeting of the Board of Directors shall specify the business to be
36 transacted at, and the purpose of, such special meeting.

Background

This resolution amends the Bylaws to allow special meetings of the Board to be called by the chair of the Board in addition to the president with not less than 48 hours notice.

The current Bylaws stipulate that only the president or one-third of the current members of the Board may call for a special meeting of the Board of Directors. Since the chair of the Board is responsible for presiding at Board meetings, the chair should also have the ability to call a special meeting. The current requirement of “not less than 10 days” notice for a special Board meeting is not conducive for the Board to be able to act quickly on an emergent issue in today’s fast paced environment. The provision of “nor than 50 days notice” is unnecessary since email communications, notices on the ACEP website, and through ACEP’s all member engagED platform can quickly disseminate information about special Board of Directors meetings to members of the Board and the general membership.

Amended Resolution 3(89) Board of Directors Special Meetings, which was adopted by the Council and the Board of Directors, added the current language in the Bylaws regarding special meetings. This language was developed on the advice of an attorney based on a discussion of Resolution 17(88) Meetings of the Board of Directors (and other resolutions regarding meetings of the Board of Directors) that was referred to the Constitution & Bylaws Committee. At that time, the Texas Non-Profit Corporation Act required that notice be given with respect to special meetings and ACEP’s Bylaws did not contain a such a provision. ACEP’s Bylaws also contained a provision, and still does in Article III – College Meetings, stipulating that all meetings of the Board of Directors of the College are open to all members of the College except for closed sessions that may be called. In 1989, notification of special meetings was conducted by mail, telegram, fax, or notice in printed ACEP publications and a longer time period for notification was required.

ACEP’s parliamentary authority, *The Standard Code of Parliamentary Procedure*, provides additional guidance regarding special meetings of the Board of Directors by clarifying that any Board member that participates in a special meeting, and does not protest the lack of appropriate notice, waives notice by the fact of their attendance and participation. Any Board member who is unable to participate in the special meeting and does not object to the special meeting being held must provide a written waiver of notice prior to the special meeting. Quorum requirements for the special meeting still must be met.

ACEP Strategic Plan Reference

None

Fiscal Impact

Budgeted staff resources to update the Bylaws.

Prior Council Action

Amended Resolution 3(89) Board of Directors Special Meetings adopted. The resolution amended the Bylaws to include the current language “with not less than 10 nor more than 50 days notice to each director, either personally or by other appropriate means of communication. Special meetings also may be called by one-third of the current members of the Board in like manner and on like notice. Such notice of a special meeting of the Board of Directors shall specify the business to be transacted at, and the purpose of, such special meeting.”

Resolution 17(88) Meetings of the Board of Directors referred to the Constitution & Bylaws Committee.

Resolution 12(79) Meetings of the Board of Directors not adopted. The resolution sought to amend the Bylaws to allow special meetings to be called at the request of one-third of the members of the Board or by the president.

Prior Board Action

Amended Resolution 3(89) Board of Directors Special Meetings adopted.

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