

**AMENDED AND RESTATED EMERGENCY MEDICINE ACTION FUND
OPERATIONAL GUIDELINES**

*Subject to Approval of the ACEP Board of Directors
And
Emergency Medicine Action Fund Board of Governors*

1 In January 2011, the American College of Emergency Physicians (**ACEP**) Board of Directors approved the creation
2 of a federal advocacy fund referred to as the Emergency Medicine Action Fund (**Action Fund**). The purpose of the
3 Action Fund is to generate additional financial support for federal regulatory advocacy activities., particularly
4 regarding the implementation of the Affordable Care Act (**ACA**).

5
6 The Action Fund is intended to provide a vehicle for raising funds and facilitating decision-making, particularly on
7 regulatory issues, among emergency department (**ED**) groups, emergency medicine organizations, and emergency
8 medicine stakeholders. Its identity is internal to the emergency medicine community. ACEP's President or his/her
9 designee will continue to be the spokesperson for ACEP to external audiences such as Congress, regulators, the
10 media, and the public. Similarly, the leadership of other Action Fund contributors or their designees will be the
11 spokespersons for their respective groups and organizations. Notwithstanding the intent of the Action Fund to bring
12 unity of purpose on certain issues, it is understood that any Action Fund contributor may choose to have a separate
13 position on particular issues to the extent it deems it advisable.

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15 The Action Fund is a segregated fund within ACEP's operations and accounting that is governed in accordance with
16 these Operational Guidelines. The Action Fund is subject to the terms and conditions of ACEP's bylaws and other
17 applicable ACEP governing documents and policies, as well as all laws and regulations applicable to ACEP.
18 Stewardship and accountability for funds donated to the Action Fund rests with ACEP. Participation in the Action
19 Fund by stakeholders in emergency medicine is voluntary, and contributing organizations, groups, and individuals
20 may choose to withdraw from the Action Fund at any time.

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22 These Operational Guidelines are intended to facilitate the Action Fund's governance and operation.

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24 1. **Name**

25 The name of the advocacy fund shall be the Emergency Medicine Action Fund.

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27 2. **Purpose**

28 The overarching purpose of the Action Fund is to pursue a regulatory agenda that supports emergency
29 physicians and quality emergency care that is consistent and complementary to priorities and strategies
30 approved by ACEP and other stakeholder organizations and groups in emergency medicine. Funds
31 contributed to the Action Fund shall be restricted to expenditures that would reasonably be expected to

32 qualify as tax-deductible under relevant guidelines of the Internal Revenue Service in order to encourage
33 contributions by emergency physicians and emergency medicine entities.

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35 3. **Objectives**

36 3.1 The Action Fund shall provide:

37 3.1.1 A venue for sharing of information among stakeholders in emergency medicine;

38 3.1.2 Opportunities to improve return on advocacy resources; and

39 3.1.3 Opportunities for stakeholders to collaborate on communications that are clear, compelling, and
40 consistent with regulators and policy makers impacting emergency care.

41 3.2 Analyze issues and recommend strategic opportunities to advance emergency medicine. during the
42 implementation of ACA.

43 3.3 Raise funds and finance activities that will complement work already funded by ACEP.

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45 4. **Governance**

46 4.1 The Action Fund shall initially be governed by a Board of Governors consisting of seventeen (17) voting
47 members and one (1) non-voting member. However, the size of the Board of Governors shall be flexible
48 to allow for expansion based on additional donors contributing \$100,000 or more (**Large Donors**).
49 Voting positions can be held by single ED groups or “Coalitions” of multiple ED groups with related
50 business interests or other affinities, such as the same state or geographic region, who choose to take
51 collective action and assemble a large donation and seek representation on the Board of Governors of the
52 Action Fund. Members of the Board of Governors are selected for their willingness and ability to
53 contribute to the Action Fund’s mission and provide a wide range of experience. Each member of the
54 Board of Governors must comply with ACEP’s Conflict of Interest Policy.

55 4.2 The initial Board of Governors shall be appointed as follows:

56 (a) One (1) currently serving ACEP Board Member to be appointed by ACEP’s President;

57 (b) One (1) representative of the American Academy of Emergency Medicine (**AAEM**);

58 (c) One (1) representative of the Association of Academic Chairs of Emergency Medicine (**AACEM**);

59 (d) One (1) representative of the American College of Osteopathic Emergency Physicians (**ACOEP**);

60 (e) One (1) representative of the Emergency Department Practice Management Association (**EDPMA**);

61 (f) One (1) representative of the Emergency Medicine Residents’ Association (**EMRA**);

62 (g) One (1) representative of the Society of Academic Emergency Medicine (**SAEM**);

63 (h) One (1) representative of the Council of Emergency Medicine Residency Directors (**CORD**);

64 (hi) One (1) one representative from each of the Action Fund’s top ten contributors (**Top Contributors**);
65 and

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66 (ij) One (1) currently serving Chair of ACEP’s Federal Government Affairs Committee who shall serve
67 as an ex-officio member without a vote.

68 4.3 Each member of the Board of Governors shall be entitled to one (1) vote except the Chair of ACEP’s
69 Federal Government Affairs Committee who shall not be entitled to vote.

- 70 4.4 Actions by the Board of Governors shall be by majority vote.
- 71 4.5 The Board of Governors will work collaboratively with ACEP's Executive Director and ACEP staff
- 72 to establish and fund the Action Fund's advocacy priorities.
- 73 4.6 Members of the Board of Governors shall serve a one-year term subject to renewal by the entity that
- 74 they represent provided that entity continues to be entitled to a position on the Action Fund Board of
- 75 Governors as set forth in Section 5.
- 76 4.7 All requests for ACEP staff and other resources shall be coordinated through the ACEP Executive
- 77 Director or his designee.
- 78 4.8 No member of the Board of Governors, acting alone or in concert with others, has the authority to
- 79 engage staff, consultants, or any other advisors to the Action Fund.
- 80 4.9 No single entity or group shall have more than one (1) seat on the Board of Governors, irrespective
- 81 of the amount of its contributions to the Action Fund.
- 82 4.10 In the unlikely event that ACEP's Board of Directors disagrees strongly with decisions by the Action
- 83 Fund's Board of Governors, such decisions and actions may be overturned only by a 2/3 vote of
- 84 ACEP's Board of Directors no later than ninety (90) days from the date of the decision.
- 85

86 5. **Board of Governors Eligibility**

- 87 5.1 Effective with the fiscal year beginning July 1, 2012, Each fiscal year, AAEM, AACEM, ACOEP,
- 88 CORD, EDPMA, EMRA, and SAEM must donate a minimum of \$25,000 per annum in order to be
- 89 eligible to hold a seat on the Board of Governors.
- 90 5.2 Top Contributors may be groups, coalitions, or individuals but, effective with the fiscal year
- 91 beginning July 1, 2012, must donate a minimum of \$75,000 per annum annually to be eligible to
- 92 hold a seat on the Board of Governors. Billing companies, medical liability insurance carriers, and
- 93 other corporations reasonably associated with support of emergency medicine practice are eligible
- 94 for Top Contributor seats on the Action Fund Board of Governors subject to the contribution
- 95 minimum set forth in this Section. Pharmaceutical companies, medical device manufacturers, and
- 96 health insurance companies shall be ineligible for seats on the Action Fund Board of Governors.
- 97 5.3 If, in any given fiscal year, the Action Fund fails to have a minimum of ten (10) Large Donors, the
- 98 next largest contributors in descending order of contribution amounts will qualify for the remaining
- 99 positions allocated to Top Contributors as described in Section 4.2.(h) above.
- 100

101 6. **Officers**

- 102 6.1 The Officers of the Board of Governors shall be the Chair and the Chair-Elect. Officers shall be
- 103 selected from members of the Board of Governors and their service as an Officer is contingent on
- 104 their continued representation of a contributor as a member of the Board of Governors. The Officers
- 105 of the Board of Governors shall serve for a (1) year term. Officers may not serve more than two (2)
- 106 consecutive terms in the same office.

- 107 6.2 The first Chair of the Board of Governors shall be appointed by ACEP's President and shall serve a
108 two (2) year term. Thereafter, the Chair of the Board of Governors shall be elected by majority vote
109 of the Board of Governors at its annual meeting and such Chair shall serve for a one (1) year term.
- 110 6.3 Nominees for officer positions shall be members of the Board of Governors presented to the Board
111 by the Action Fund's Nominating Committee.
- 112 6.4 The Action Fund's Officers' terms shall coincide with ACEP's fiscal yearbegin January 1 and end
113 December 31 of each year.
- 114 6.5 The election of Officers shall be by majority vote of the Board of Governors present and voting at
115 the annual meeting. The Board of Governors shall elect the Chair-Elect. If the current Chair-Elect
116 cannot serve as Chair, the Board of Governors will also elect a Chair.
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118 7. **Duties of the Officers**

- 119 7.1 Duties of the Chair:
- 120 7.1.1 May attend ACEP Board of Directors meetings at his/her own expense or participate by
121 telephone. However, if the Action Fund's Chair is specifically invited by the ACEP Board of
122 Directors to conduct official Action Fund business at an ACEP Board meeting, ACEP will
123 reimburse travel expenses related to the attendance of the Action Fund Chair or his/her
124 designee from the Action Fund Board pursuant to ACEP's Reimbursement Policies and
125 Procedures.
- 126 7.1.2 Shall keep the ACEP Board of Directors and Executive Director informed of Action Fund
127 activities through quarterly reports, correspondence, agenda, meeting minutes, etc.
- 128 7.1.3 Shall submit an annual report to ACEP's President and Executive Director by June 1 of each
129 year. The annual report shall consist of a list of Action Fund achievements and activities of
130 the past year and goals and objectives for the coming year and shall be provided to the
131 ACEP Board of Directors prior to its June meeting.
- 132 7.1.4 Shall preside over all meetings of the Board of Governors.
- 133 7.1.5 Shall appoint committees or subcommittees to carry out the Action Fund's activities.
- 134 7.2 Duties of the Chair-Elect:
- 135 7.2.1 Shall act as Chair in the event of the Chair's absence, resignation or death.
- 136 7.2.2 Shall serve as Chair of the Nominating Committee.
- 137 7.2.3 Shall carry out such other duties as are assigned by the Chair.
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139 8. **Nominating Committee**

140 The Chair of the Board of Governors shall appoint a Nominating Committee as a standing committee and
141 shall designate the Chair-Elect a member of the Board of Governors to serve as Chair of the Nominating
142 Committee. In addition to the Chair-ElectNominating Committee Chair , the Nominating Committee shall
143 consist of three (3) additional members of the Board of Governors and shall be appointed for a term of one
144 (1) year.

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146 9. **Elections**

147 9.1 Unless otherwise set forth in these Operational Guidelines, nominees for officers shall be presented
148 by the Nominating Committee, in writing, to the Board of Governors and ACEP's Board of Directors
149 at least thirty (30) days prior to the Action Fund's annual meeting.

150 9.2 The election of Officers shall be by a majority vote of the Board of Governors present and entitled to
151 vote at the annual meeting.

152 9.3 An Officer-Elect's term will commence on July 1/January 1 after election at the annual meeting.

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154 10. **Meetings**

155 10.1 Beginning in 2012, the annual meeting of the Board of Governors shall be held during ACEP's
156 annual Scientific Assembly.

157 10.2 Except for executive sessions, the annual meeting shall be open to all members of the College and
158 Action Fund contributors.

159 10.3 Other meetings may be held on an as-needed basis throughout the year by teleconference or in
160 person, if appropriate, as determined by the Action Fund's officers and ACEP's President.

161 10.4 Each entity with a representative on the Board of Governors shall be responsible for the travel and
162 other ancillary expenses incurred for its selected representative to attend meetings of the Action
163 Fund Board of Governors.

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165 11. **Parliamentary Authority**

166 The parliamentary authority for all meetings of the Board of Governors shall be the parliamentary authority
167 approved for use for ACEP proceedings. However, should conflicts or inconsistencies arise between the
168 parliamentary authority and this instrument, this instrument shall govern.

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170 12. **Action Fund Activities**

171 12.1 For each objective for which Action Fund funds are proposed to be dispersed, a plan of action (**Plan**)
172 shall be developed by the Chair, ACEP's Chief Financial Officer, and the Associate Executive
173 Director of Public Affairs, or their designees. The Plan shall consist of:

174 12.1.1 Recommendation;

175 12.1.2 A brief discussion/background of issues and the political and emergency medicine
176 environment; and

177 12.1.3 The fiscal impact of the activity.

178 12.2 The Plan shall be submitted to the Board of Governors for review and approval.

179 12.3 The Board of Governors shall consider the following factors when reviewing a Plan for possible
180 funding including but not limited to:

181 12.3.1 Current and future emergency medicine interests impacted by the Plan;

182 12.3.2 Costs/risks vs. benefits;

- 183 12.3.3 Likelihood of success;
184 12.3.4 Potential opportunities for collaboration with other stakeholders; and
185 12.3.5 Availability of funds.
186 12.4 All activities and related expenditures shall be in compliance with all applicable federal and state
187 laws and regulations.
188

189 13. **Voting**

- 190 13.1 Voting on any issue, except Officer elections and amendments to these Operational Guidelines, may
191 be accomplished either during the annual meeting or by teleconference or mail (including email
192 ballot). The Chair shall determine which method is appropriate for each item coming before the
193 Board of Governors.
194 13.2 Voting by email:
195 13.2.1 Email or electronic voting software may be used to email the ballots and tally the results.
196 13.2.2 An email notice shall be sent to all members of the Board of Governors at least three (3)
197 days prior to transmittal of a ballot. Such notice shall provide the Board of Governors
198 background information necessary to make an informed decision about the issue upon which
199 they are requested to vote.
200 13.2.3 The ballot shall be emailed once to all voting members with a due date for return by email
201 within a time specified by the Chair.
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203 14. **Amendments**

- 204 14.1 Any member of the Board of Governors or ACEP's Board of Directors may originate a proposed
205 change in these Operational Guidelines. Proposed amendments to the Operational Guidelines must
206 be submitted in writing to the Action Fund Chair in care of ACEP's Executive Director at least
207 ninety (90) days prior to the scheduled annual meeting of the Board of Governors.
208 14.2 Proposed amendments shall be submitted in writing by email to the Board of Governors at least
209 thirty (30) days prior to the annual meeting and will be placed on the agenda of the annual meeting
210 of the Board of Governors. Any proposed amendment must be approved by two-thirds (2/3) of the
211 members of the Board of Governors present and entitled to vote, during the annual meeting. The
212 adopted amendments shall then be forwarded to ACEP's Board of Directors for review at its next
213 scheduled meeting.
214 14.3 ACEP's Board of Directors will review the Board of Governor's approved amendments, and shall
215 determine whether to adopt the proposed amendments. Amendments shall not be effective until
216 adopted by majority vote of ACEP's Board of Directors.
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218 15. **Fiscal Year**

- 219 For purposes of determining representation on the Action Fund Board of Governors, the contribution period
220 shall be annually from July 1 – June 30/January 1 – December 31., to coincide with ACEP's fiscal year.