

# BYLAWS OF THE INDIANA CHAPTER OF THE AMERICAN COLLEGE OF EMERGENCY PHYSICIANS

## Article I - Name

This Association shall be a non-profit corporation organized under the laws of the State of Indiana. Upon receiving a charter from the American College of Emergency Physicians (hereinafter "the College") this Association shall be called the Indiana Chapter of the American College of Emergency Physicians or Indiana ACEP.

## Article II – Mission, Purpose and Objectives

The purpose of this Association (hereinafter "the Chapter") shall be those set forth in the Bylaws of the American College of Emergency Physicians and in the Chapter's Articles of Incorporation.

## Article III - Membership

### Section 1 – Qualifications

The qualifications for membership in the Chapter shall be consistent with those for membership in the College.

### Section 2 – College Authority

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

### Section 3 – Classes

Membership classifications and privileges in the Chapter shall be consistent with those designated by the College in its Bylaws. Except where otherwise stated, candidate members may not hold a Chapter office, may not vote for members of the Board of Directors, may not vote for Chapter officers, but may vote on Chapter committees on which they serve.

### Section 4 – Access to Records

Records of the Chapter, including financial records and balance sheets, shall be available for inspection by the membership of the Chapter by written request. Such inspection can be made within five (5) business days following receipt of such request and may be made by the member or his/her attorney and shall include the right to make extracts thereof. Demand of inspection, other than at a meeting of the members, shall be in writing to the President or Secretary-Treasurer of the Chapter.

### Section 5 - Cancellation/Limitation of Member Rights and Privileges

The College has the sole right to cancel membership in the College, for reasons described in the College Bylaws including nonpayment of chapter dues and mandatory chapter assessments, and also thereby all related chapter membership. For proper cause other than nonpayment of dues or assessments, the Chapter may limit the rights and privileges of members at the chapter level.

## Article IV - Dues and Assessments

### Section 1 – Dues

Dues for the Chapter shall be determined annually by the Board of Directors for the ensuing year and shall be payable at the subsequent membership renewal.

### Section 2 – Assessments

Assessments may only be levied upon recommendation of the Board of Directors and by a majority vote of the members voting at the annual Chapter meeting. Notice of such recommendation shall be communicated in writing to the membership at least thirty (30) days before the meeting.

## Article V – Meetings of the Members

### Section 1 – Annual Meeting

There shall be an annual meeting of the Chapter membership (hereinafter called "the Assembly").

The time and place of the Assembly shall be designated by the Board of Directors and communicated in writing at least sixty (60) days before the time appointed for the meeting. The Chapter may hold regular meetings with similar notice requirements.

### Section 2 – Special Meetings

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 communicated in writing at least thirty (30) days before the time appointed for the meeting. Such notice shall include the purpose of the meeting.

### Section 3 - Quorum

The members of the Chapter represented at any duly called meeting of the Chapter shall constitute a quorum.

### Section 4 – Notice

The Chapter must communicate notice of membership meetings in writing in accordance with jurisdictional law.

## 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

#### Section 2A – Voting Members

The Board of Directors shall be composed of twelve (12) elected directors, including the officers, plus the President or Immediate Past President if their term as an elected officer has already expired. The Board will also include one representative from the Indiana Chapter of the Emergency Medicine Resident Association (EMRA) appointed by the Indiana University School of Medicine Emergency Medicine Residency who has full voting privileges.

#### Section 2B – Non-voting Members

Non-voting honorary members of the Board of Directors shall include:

1. Current Councillors and Alternate Councillors
2. Chapter members serving on the Board of Directors or any Committee of the College
3. Chair of the Department of Emergency Medicine at the Indiana University School of Medicine
4. Chapter members serving on the Indiana Emergency Medical Services Commission or other state-level boards, committees and taskforces
5. Appointed representative of an Indiana medical school Emergency Medicine interest group
6. Chapter members chairing chapter committees or as appointed by the Board

### Section 3 – Terms

Elected directors shall serve a term of three (3) years and shall be eligible to serve a maximum of two (2) consecutive terms. The terms of office shall begin at the conclusion of the Board of Directors meeting following the Assembly at which their election occurred and shall expire at the conclusion of the Board of Directors meeting following the Assembly at which their successors are elected. The EMRA representative will serve a 1-year term to begin at the conclusion of the Assembly of their appointment and expire at the

conclusion of the following Assembly or when a successor is appointed.

### Section 4A – Nomination and Election

At least thirty (30) days prior to the Assembly, it shall be the duty of the Board of Directors to submit a slate of director candidates. Nominations from the floor at the time of election are allowed. Nominees must be regular members in good standing. Voting shall be in person. Directors shall be elected at each Assembly by a majority vote of the members voting. Write-in votes are not allowed.

### Section 4B – Balloting Procedures

On an individual ballot, members must cast the same number of votes as the number of positions to be filled. When more candidates receive a majority vote than the number of positions to be filled, the candidates with the greatest majority will be elected. All positions but one are filled and if there are three or more candidates for the remaining position and none receive the majority, only the two candidates with the highest vote totals shall remain for the next ballot. Ties are broken by revote.

### Section 5 - Meetings

The Board of Directors shall meet no less than once each year. Notice of all regular meetings of the Board of Directors shall be communicated in writing to each member of the Board at least (10) days in advance of each meeting. Board meetings may be conducted by telephone conference call or other electronic medium, but those attending by electronic medium shall only have voting privileges if, according to state law (IC 23-17-15-1), the meeting is conducted using a means of communication by which all directors participating may simultaneously hear each other. Not less than thirty-three (33) percent of total voting members of the Board of Directors shall constitute a quorum at any Board meeting. Special meetings of the Board of Directors may be called by the President or the Executive Committee on 48-hour notice with the same quorum requirements.

### Section 6 - Removal

If a director misses two (2) consecutive meetings with no written excuse filed with the Secretary-Treasurer within one (1) week of the absence, the director may be removed by a majority vote of the Board of Directors. If a director misses three (3) consecutive meetings whether excused or unexcused, the director may be removed by a majority vote of the Board of Directors. Any director may be removed from office by a seventy-five (75) percent or greater vote of the members voting at any Chapter meeting. Any vacancy created by a removal shall be filled for the remainder of the unexpired term by a majority vote of the members voting at the meeting at which the removal occurs. Nominations for any vacancy created by a removal shall be accepted from the floor.

### Section 7 - Resignation

Any director may resign at any time by giving written notice to the President or to the Board of Directors. Such resignation shall take effect at the time specified, or if no time is specified, at the time of acceptance thereof as determined by the President or the Board of Directors.

### Section 8 - Vacancies

Vacancies which occur on the Board of Directors for any reason other than a removal shall be filled for the remainder of the respective term by majority vote of the remaining directors or majority vote of members present at the Assembly, whichever occurs first.

## **Section 10 - Remuneration**

Members of the Board of Directors of the Chapter shall not receive any salary and/or stipend for their services from the Chapter.

### **Section 11 – Financial Statements**

The directors shall cause to have available to the Chapter members, no later than four (4) months after the close of the fiscal year, a balance sheet as of the closing date of such fiscal year and a statement of the income and profits and loss of such fiscal year. The fiscal year of the Chapter shall be from January 1 to December 31.

## **Article VII - Officers**

### **Section 1 - Composition**

Officers of the chapter are the President, Vice-President, and the Secretary/Treasurer who are elected following the Assembly from among the current members of the Board.

### **Section 2 – Nomination and Election**

The Nominating Committee, appointed by the President, shall present to the Board a list of nominees for available officer positions. Nominees must be directors as specified in these bylaws. Nominations from the floor are allowed. Election takes place at the Board of Directors meeting to a one (1) year term following the Assembly and requires a majority vote.

### **Section 3 - President**

The President shall be the executive officer of the Board of Directors. The President shall preside over meetings of the Chapter and the Board of Directors; 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 and shall be responsible for ensuring that the Chapter adheres to the policy governing the mark of the American College of Emergency Physicians. If the President is unable or unqualified to fulfill his/her term, the Vice-President shall succeed to the office of the President for the remainder of the President's term, and then be eligible to run for a full term as President.

### **Section 4 – Vice-President**

The Vice-President shall preside at meetings of the Chapter or the Board of Directors in the absence of the President. If the Vice-President is unable or unqualified to fulfill his/her term, the Secretary-Treasurer shall succeed to the office of the Vice-President for the remainder of the Vice-President's term, and then be eligible to run for a full term as Vice-President.

### **Section 5 – Secretary-Treasurer**

The Secretary-Treasurer shall keep or cause to be kept an accurate record of the minutes and transactions of the Assembly and the Board of Directors meetings, and shall serve as secretary of these bodies; shall keep or cause to be kept an accurate and proper record of the properties and funds of the Chapter; shall deposit or cause to be deposited all moneys and other valuables in the name and to the credit of the Chapter with such depositories as may be designated by the Board of Directors; shall disburse the funds of the Chapter as may be ordered by the Board of Directors; shall render to the Board of Directors, whenever it should request, an account of all transactions as treasurer and the financial condition of the Chapter, and shall have such other powers and perform such other duties as prescribed by the Board of Directors or these bylaws. If the Secretary-Treasurer is unable or unqualified to fulfill his/her term, the office will be filled from the current membership of the Board of Directors by a majority vote of the Board of Directors for the remainder of the Secretary-Treasurer's term.

## **Section 6 – Executive Director**

An Executive Director may be appointed for a term and at a stipend to be fixed by the Board of Directors. He/she shall, under the direction of the Board of Directors, perform such duties as the title of the office ordinarily connotes and such duties as may be assigned to him/her by the Board of Directors or its officers, shall supervise all other persons contracted by the Chapter and have other such powers as may be prescribed by the Board of Directors, and shall not be entitled to vote.

## **Section 7 – Removal**

Any officer may be removed by a seventy-five (75) percent or greater vote of the members of the Board of Directors.

## **Section 8 - Resignation**

Any officer may resign at any time by giving written notice to the President or 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 by the President or the Board of Directors.

## **Section 9 – Vacancies**

The Board fills, for the remainder of the unexpired term, any vacancy other than vacancies resulting from a removal in a Chapter officer position (excluding the office of the President, which is filled by the Vice-President). The Board may fill a vacancy in the office of the Immediate Past President at its discretion.

## **Article VIII - Councillors**

### **Section 1 - Allocation**

Councillors allocation shall be determined as specified in the College Bylaws. Councillors shall be elected by the Chapter Board of Directors. The Chapter Board of Directors shall also elect a similar number of Alternate Councillors.

### **Section 2 - Terms**

Councillors and Alternate Councillors may serve unlimited consecutive one (1) year terms.

### **Section 3 - Vacancies**

Vacancies occurring in Councillor and Alternate Councillor positions shall be filled in a timely manner by election by the Board of Directors for the remainder of the unexpired term.

### **Section 4 - Removal**

A councillor may be removed by a majority vote of the Board of Directors.

### **Section 4 - Special Rights**

All Councillors shall serve as non-voting members of the Board of Directors.

## **Article IX - Committees**

### **Section 1 – Executive Committee**

There shall be an Executive Committee of four (4) members of the Board of Directors. The Executive Committee shall be composed of the President, Immediate Past President, Vice-President and Secretary-Treasurer. The Executive Committee shall have full authority, when a quorum of fifty (50) percent or more of the members is present, to act for, and on behalf of, the Board of Directors whenever the business of the Chapter demands prompt action in the interim between meetings of the Board or when it is impractical or impossible to convene the Board of Directors. Meetings of the Executive Committee shall be held at the call of the President. A report of its action(s) shall be given at the first meeting of the Board following the Committee's action. Such action(s) must be ratified by the Board of Directors and failure of such ratification nullifies the action(s) taken by the Executive Committee.

## **Section 2**

The President may appoint other such committees and committee members as deemed necessary.

## **Article X – Voting Methods and Parliamentary Authority**

### **Section 1 – Voting**

Voting in election of the Board of Directors and other matters at any meeting of the membership shall be "in-person" only. The Chapter reserves the right in the future to conduct voting on all matters at the annual meeting by mail vote or electronic voting as long as those methods comply with state law. Proxy voting is not allowed.

### **Section 2 – Parliamentary Authority**

When not in conflict with these bylaws, the parliamentary procedures outlined in the latest edition of Sturgis Standard Code of Parliamentary Procedures shall govern all meetings and voting.

## **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 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**

### **Section 1 – College Approval**

These bylaws and amendments thereto shall not become effective until approved by the Board of Directors of the College or its designee.

### **Section 2 – Chapter Bylaws Amendments**

These bylaws may be adopted or amended by a two-thirds vote of the members voting at the Assembly provided that the proposed amendments have been communicated in writing to the membership of the chapter at least 30 days prior to the meeting.

### **Section 3 – Submission to College**

Amendments to these bylaws shall be submitted to the College in a format and manner prescribed by the College no later than thirty (30) days following the adoption of such amendments. No amendment shall have any force or effect until it has been submitted to and reviewed by the Board of Directors of the College or its designee, provided however, that such amendment shall be considered to be approved if the Board of Directors, or its designee, fails to give written notice of its objection within ninety (90) days following receipt.

### **Section 4 – Consistency with College Bylaws**

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 (2) years of written notification to eliminate said inconsistency.

### **Section 5 – Date of Adoption by Chapter**

The Chapter adopted the latest revision to these current bylaws on:  
APPROVED: APRIL 15, 2021

### **Section 6 – Date of Approval by College**

The College most recently approved these bylaws on June 18<sup>th</sup>, 2021.