

# AMERICAN COLLEGE OF EMERGENCY PHYSICIANS NEW JERSEY CHAPTER BYLAWS

## ARTICLE I

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### NAME

This Corporation, ~~s a non-profit corporation organized under the laws of New Jersey. Having received a charter from the American College of Emergency Physicians (hereinafter "The College"), the corporation is a chapter of the College and is called the New Jersey Chapter (hereinafter "The Chapter")~~an Association of physicians active in Emergency Medicine, shall be known as the New Jersey Chapter of the American College of Emergency Physicians.

## ARTICLE II

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### MISSION, ~~AND PURPOSE, AND OBJECTIVES~~

The mission of the New Jersey Chapter of ACEP is to support quality emergency medical care and promote the interests of emergency physicians and their patients in New Jersey. The purpose ~~and objectives of this Corporation (hereinafter "The Chapter")~~ shall be those set forth in the Bylaws of the College and in the Chapter's Articles of Incorporation.

## ARTICLE III

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### MEMBERSHIP

#### Section 1 – Qualifications

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~~The qualifications for membership in the New Jersey Chapter shall be the same as those for membership in the American College of Emergency Physicians ("the College")~~ and further all members, directors, officers and councillors of the New Jersey Chapter shall be members of the College.

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#### Section 2 – College Authority:

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Membership applications, classification changes, resignation, suspension and expulsions shall be acted upon by the College.

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#### Section 3 - Classes:

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Members classifications in the New Jersey Chapter shall be those designated by the College in its Bylaws. Candidate physician members may serve on the Chapter Board of Directors, may not hold a Chapter office, may not vote for members of the Chapter Board of Directors, may not vote for Chapter officers, and may vote in Chapter committees on which they serve.

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#### Section 4 – Access to Records:

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All records of the Chapter shall be available for inspection by the membership of the Chapter at any reasonable time.

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

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~~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 thereby all related chapter memberships. Any member whose dues or assessments are unpaid at the time of the annual meeting shall be ineligible to vote or to hold office.~~

~~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 ASSESSMENT**

##### **Section 1 – Dues**

~~Dues for the Chapter shall be determined by the Board of Directors.~~

##### **Section 2 - Assessments:**

Assessments may not be levied except by a majority vote of the members present at the annual meeting and then only if the recommendation for such assessment has been mailed to the membership at least 30 days before the meeting.

~~Section 3. Any member whose dues or assessments are unpaid at the time of the annual meeting shall be ineligible to vote or to hold office.~~

#### **ARTICLE V**

#### **GENERAL MEMBERSHIP MEETINGS**

##### **Section 1 – Annual and Regular Meetings:**

There shall be an annual meeting of the Chapter at such place and time as is ordered by the Board of Directors. Notice of such meeting shall be ~~mailed, either by paper or electronically, to the last recorded addresses of~~communicated in writing to each member ~~not fewer than 10 nor more than 30 days at least 60 days~~ before the time appointed for the meeting. ~~The Chapter may hold regular meeting with similar notice requirements.~~

##### **Section 2 – Special Meetings:**

Other meetings of the Chapter may be held from time to time as determined by the Board of Directors. Notice of such meetings shall be ~~mailed, either by paper or electronically, to the last recorded address of~~communicated in writing to each member ~~at least 60 days not fewer than 10 nor more than 30 days~~ before the time appointed for the meeting. ~~Notice must include the purpose of the special meeting and the methods of voting to be used at the meeting.~~

##### **Section 3 – Quorum**

~~All meetings are open to the general membership.~~

~~Section 4. Unless otherwise required by law, I~~the members of the Chapter present at any meeting of the Chapter duly called shall constitute a quorum.

##### **Section 4 – Notice**

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The Chapter must communicate notice of membership meetings in writing to all members. Meeting notices must identify all methods of voting that will be used at the meeting.

**Section 5 – Remote Communication Technology**

Any meeting of the membership and any actions taken physically in person therein, may be conducted using remote communication technology in conjunction with jurisdictional law.

~~5. When not in conflict with these bylaws, the latest edition of The American Institute of Parliamentarians Standard Code of Parliamentary Procedure shall govern all Chapter meetings.~~

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**ARTICLE VI**

**BOARD OF DIRECTORS**

**Section 1 – Powers**

1. The Board of Directors shall have supervision, control, and direction of the affairs of the Chapter, including hiring and supervision of the Executive Director, shall determine its policies of 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.

The act of a majority of directors who are present at a duly called meeting, at which a quorum exists, is the act of the Board, unless the Articles of Incorporation or these bylaws require the act of a greater number.

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**Section 2 - Composition:**

The Board of Directors shall be composed of 15 elected directors in addition to the Chapter's officers who have been elected through the officer track. Additionally, each Emergency Medicine Residency in New Jersey may appoint one resident representative. ~~All regular member directors have the right to vote as directors. Candidate physician members are non-voting members of the Board.~~

**Section 3 – Term of Office:**

Elected directors shall serve a term of 3 complete years, ~~5 the number of~~ elected directors shall be determined by the position vacancies and shall be elected at each annual meeting by a majority of the votes cast by the general membership. Elected Directors may serve innumerable terms but must take one-year hiatus following 2 complete terms in succession. Candidate physicians serve a one-year term.

The terms of the board members, officers and committees shall run from July 1 of a respective year, and end on the next immediately succeeding June 30. All succession to Board of Directors, officers, and councillors occasioned by the expiration of respective terms shall occur on July 1 of each year.

**Section 4A – Nomination and Election:**

The Nominating Committee shall present to the Board a list of nominees for available elected Board positions at least 60 days prior to the date of the election. Nominees must be regular physician members in good standing. Nominations from the floor at the time of elections are allowed. Voting must be submitted electronically prior to the annual meeting. A majority of the legal votes cast by Chapter members voting elects the directors. Write in votes are allowed.

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**Section 4B – Balloting Procedures**

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

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**Section 5 – Meetings**

The Board of Directors shall meet at least 3 times per year. Notice of all meetings of the Board of Directors shall be ~~sent by mail, either by paper or electronically,~~ communicated in writing to each member ~~of the Board at his or her last recorded address~~ at least ten (10) days in advance of such meetings. Unless prohibited by law, Board meetings may be conducted by telephone conference call. A majority of the Board shall constitute a quorum at any meeting of the Board.

The President or the Executive Committee, on 48-hours' notice and having the same quorum requirements, may call a special meeting of the Board.

Each member of the Board of Directors, including the elected directors, and the Chapter officers not explicitly elected to the Board, are expected to attend no less than one half of the meetings of the Board of Directors held in any one year. If any of the aforementioned members of the Board fails to attend at least fifty percent (50%) of the Board meetings it shall be deemed that such board member has given written notice of resignation, such resignation to be effective at the beginning of next Board meeting held following the end of the determination period. In this instance only, the Board shall have the prerogative of rejecting such resignation.

~~Section 5. Each member of the Board, except for the emergency medicine residency representatives, shall have a single vote. The emergency medicine residency representatives shall be non-voting members of the board.~~

**Section 6 - Removal:**

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Any director or officer may be removed from office by a three-quarters vote of the voting members present and voting at any meeting of the Chapter. A recall must be initiated by a petition signed by voting members present at that meeting. The number of signatures on the recall petition shall be no less than one-third of the number of votes cast at the meeting which the director was elected. Any vacancy created by a recall shall be filled by a majority vote of the voting members present and voting at the Chapter meeting at which the recall occurs. Nominations for any vacancy shall be accepted from the floor.

**Section 7 – Resignation:**

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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 thereof as determined by the President or the Board.

**Section 8 – Vacancies:**

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Any vacancies that may occur on the Board by any reason may be filled by a majority vote of the remaining members of the Board for the unexpired term.

**Section 9 – Remote Communication Technology**

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Any meeting of the Board of Directors and any actions taken in person therein, may be conducted using remote communication technology in conjunction with any applicable jurisdictional law.

~~The terms of the board members, officers and committees shall run from July 1 of a respective year, and end on the next immediately succeeding June 30. All succession to Board of Directors, officers, and councillors occasioned by the expiration of respective terms shall occur on July 1 of each year.~~

~~Section 10. The first annual meeting of the Board of Directors shall occur during the month of July to install the new officers.~~

**ARTICLE VII**

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**OFFICERS**

**Section 1 – Officer Titles and Terms of Office:**

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~~The elective officers of the Chapter shall be the President, President-Elect, Secretary, and Treasurer. Only members of the Board of Directors may nominate a candidate for chapter officer. Each officer shall be elected for serve a term of 1 year and shall automatically assume the next higher leadership position. Election shall be by a majority vote of the members of the Board of Directors present and voting at the Board meeting immediately following the annual meeting.~~ Also, the immediate Past-President shall be an officer of the Chapter and will step down as a member of the Board of Directors once his or her officer term is completed. Once in the officer track, an officer shall finish out through the Past-President year.

**Section 2 Nomination and Election:**

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~~Only members of the Board of Directors may nominate a candidate for Treasurer. Candidates for Treasurer must have completed at least two years of a Board of Director term. Election shall be by a majority vote of the members of the Board of Directors present and voting at the Board meeting immediately following the annual meeting.~~

~~Each officer shall serve on the Board of Directors.~~

**Section 3 – Voting as a Director**

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~~Each officer shall serve on the Board of Directors and has the right to vote as a director. In the instance of a tie vote, the President will be given two votes.~~

**Section 4 - Duties**

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~~The duties of the officers shall be as follows:~~

- a. The President shall be the executive officer of the Board of Directors. He or she shall preside over all meetings of the Chapter and the Board of Directors, and shall perform all duties as usually pertain to the office of the President. He or she 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. The President shall be responsible for ensuring that the Chapter adheres to the policy governing the use of the mark of the College.
- b. The President-Elect in the absence of the President, shall preside at all meetings and perform such other duties as may be assigned by the President or the Board of Directors. The President-Elect shall, upon the expiration of his or her term, assume the office of President.
- c. The immediate Past-President, in the absence of both the President and President-Elect, shall preside at all meetings and perform such other duties as may be assigned by the President or the Board of Directors.

- d. The Secretary shall be responsible for creating and maintaining appropriate records of all Chapter activities. The Secretary shall be responsible for ensuring that the Chapter complies with the policy of the College.
- e. The Treasurer shall be responsible for creating and maintaining appropriate accounts and records of all Chapter finances. He or she shall also be responsible for ensuring that appropriate chapter reports are filed.

**Section 4-5 - Removal**

Any officer may be removed from office by a three-quarters (3/4) vote of the Board of Directors. A majority vote of the Board of Directors shall fill any vacancy created by a recall.

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**Section 6 – Resignation5:**

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 herein or at the time of acceptance by the President or the Board.

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**Section 7 – Vacancies 6:**

Vacancies which occur in the officership of the Chapter for any reason, other than recall, shall be filled by a majority vote of the Board of Directors, advancing the remaining officers to the next higher leadership position. The office of Treasurer shall then be filled by a majority vote of the Board of Directors.

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**ARTICLE VIII**

**COUNCILLORS**

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**Section 1 - Allocation:**

~~One councillor to the College, and one additional councillor for each 100 members of the Chapter, shall be filled by the following formula: The College Bylaws determine Councillor allocation.~~

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- a. The sitting President shall be appointed a councillor.
- b. At such time as the Chapter is eligible for more than one councillor, the President-elect and then the Immediate Past-President shall be appointed.

~~c. Any additional councillors either at-large or alternate shall be elected by the majority vote of the Board of Directors present and voting at the Board meeting immediately following the annual meeting.~~

**Section 2 Terms of Office:**

Councillors shall serve a term of one year. Councillors may serve an unlimited number of consecutive terms. Alternate Councillors may also serve an unlimited number of consecutive terms.

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**Section 3 – Nomination and Election:**

~~Any additional Councillors either at-large or alternate shall be elected by the majority vote of the Board of Directors, present and voting at the Board meeting immediately following the annual meeting.~~

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~~The Chapter shall also elect alternate Councillors who will be available for seating if a councillor is not present. The number of alternate Councillors shall equal up to the total number of Councillor positions allotted. President may appoint Alternate Councillors.~~

**Section 4 – Removal:**

~~Vacancies occurring in Councillor positions other than by removal shall be filled in a timely manner from among the alternates by appointment of the President.~~

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**Section 54 – Removal :**

A Councillor or Alternate Councillor may be removed from office by a three-quarters (3/4) vote of the Board of Directors. The Councillor will then be replaced by one of the alternates by majority vote of the Board.

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**Section 56 - Resignation:**

Any Councillor or Alternate Councillor may resign at any time by giving written notice to the President or to the Board. Resignation takes effect immediately or at the time designated therein.  
~~The duties of a Councillor shall include, but not be limited to, those in the National Councillor position description.~~

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**Section 6 – Vacancies**

Vacancies occurring in Councillor positions other than by removal shall be filled in a timely manner from among the alternates by appointment of the President.

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**ARTICLE IX**

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**COMMITTEES**

With the exception of the Executive Committee, The President appoints annually all Chapter committee members and committee chairs unless they serve ex officio. All committee chairs are voting committee members.

The Executive Committee, chaired by the President and composed of President, President-Elect, Secretary, and Immediate Past President, has the authority, when a quorum defined as a majority of committee members exists, to act on behalf of the Board between meetings of the Board. The Board at its next meeting must ratify the action(s) of the Executive Committee; failure of ratification nullifies the action(s) taken by the Executive Committee.

The Nominating Committee, chaired by the Immediate Past President and composed of two Board of Directors, identifies nominees for the Board, the Chapter officers, and the Councillors and Alternate Councillors unless otherwise appointed or designated.  
~~The President may appoint such committees as he or she deems necessary.~~

**ARTICLE X**

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**VOTING AND PARLIAMENTARY AUTHORITY**

**Section 1 - MAIL VOTE** Mail Vote

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Unless prohibited by law, voting on any matter, including the election of directors or officers, may be conducted by mail, either by paper or electronically.

**Section 2 – Voting Results**

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A majority vote of legal votes cast by members voting on any issue or question under consideration at any meeting will constitute an affirmative decision on the issue.

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**Section 3 – Parliamentary Authority**

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When not in conflict with these bylaws, the latest edition of The American Institute of Parliamentarians Standard Code of Parliamentary Procedure shall govern all Chapter meetings.

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**ARTICLE XI**

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**INDEMNIFICATION**

The Chapter indemnifies any and all individuals as determined by the Board of Directors, to include at a minimum, Chapter’s 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 or other individuals as the Board deems appropriate of the Chapter, except in relation to matters as to which such director or officer or former director or officer or other individuals as the Board deems appropriate shall be adjudged in such action, suit, or proceeding to be liable for misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for misconduct.

**ARTICLE XII**

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**APPROVAL OF BYLAWS AND AMENDMENTS**

**Section 1 – College Approval:**

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

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**Section 2 – Chapter Bylaws Amendments:**

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Unless otherwise specified by law, these bylaws may be amended by a two-thirds vote of the members voting at a meeting of the Chapter, provided that the proposed amendments have been communicated in writing to the membership of the Chapter at least thirty (30) days prior to the meeting.

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**Section 3 – Submission to College:**

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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 their 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.

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

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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 two (2) years of written notification of amendment of the College Bylaws to eliminate said inconsistency.

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

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~~Revised~~The Chapter adopted the most recent revision to these bylaws on June 6, 2019.

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Revised: May 17, 1995, April 4, 2002, May 20, 2003, May 1, 2014, May 5, 2016, May 5, 2017, June 6, 2019.



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

**The College most recently approved these by laws on \_\_\_\_\_.**

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