

# **AMERICAN COLLEGE OF EMERGENCY PHYSICIANS NEW JERSEY CHAPTER BYLAWS**

## **ARTICLE I**

### **NAME**

This Corporation, 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**

### **MISSION AND PURPOSES**

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 of this Corporation (hereinafter "The Chapter") shall be those set forth in the Chapter's Articles of Incorporation.

## **ARTICLE III**

### **MEMBERSHIP**

Section 1. 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.

Section 2. Membership applications, classification changes, resignation, suspension and expulsions shall be acted upon by the College.

Section 3. Members classifications in the New Jersey Chapter shall be those designated by the College in its Bylaws.

Section 4. All records of the Chapter shall be available for inspection by the membership of the Chapter at any reasonable time.

## **ARTICLE IV**

### **DUES AND ASSESSMENT**

Section 1. Dues for the Chapter shall be determined by the Board of Directors.

Section 2. 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. 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 each member at least 60 days before the time appointed for the meeting.

Section 2. 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 each member at least 60 days before the time appointed for the meeting.

Section 3. All meetings are open to the general membership.

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

Section 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.

**ARTICLE VI**

**BOARD OF DIRECTORS**

Section 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.

Section 2. 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.

Section 3. Elected directors shall serve a term of 3 complete years, 5 elected directors 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.

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Section 4. 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, 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. 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. 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. 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. 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. 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**

**OFFICERS**

Section 1. 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 shall be elected for a term of 1 year and shall automatically assume the next higher 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.~~

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**Deleted:** The President shall serve a term of one (1) year and shall be eligible to serve a maximum term of two (2) consecutive terms. Elective officers shall automatically assume the next higher leadership position. ...

Section 2. Each officer shall serve on the Board of Directors.

Section 3. 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.~~

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Section 4. 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.

Section 5. 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.

Section 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.

### **ARTICLE VIII**

#### **COUNCILLORS**

Section 1. One councillor to the College, and one additional councillor for each 100 members of the Chapter, shall be filled by the following formula:

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

Section 3. 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.

Section 4. 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.

Section 5. A 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.

Section 6. The duties of a Councillor shall include, but not be limited to, those in the National Councillor position description.

### **ARTICLE IX**

#### **COMMITTEES**

The President may appoint such committees as he or she deems necessary.

### **ARTICLE X**

**MAIL VOTE**

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.

**ARTICLE XI**

**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**

**APPROVAL OF BYLAWS AND AMENDMENTS**

Section 1. These bylaws and amendments thereto shall not become effective until approved by the Board of Directors of the College or their designee.

Section 2. 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.

Section 3. 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.

Section 4. 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.

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