

# Chapter Bylaws Guidance Documents

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## Model Chapter Bylaws

(approved by the ACEP Board of Directors October 22, 2021)

## Bylaws Committee Chapter Review Process

(approved by the ACEP Board of Directors April 10, 2014)



## **Introduction**

### **Model Chapter Bylaws**

*Revised September 2021*

**Approved by ACEP Board of Directors**

**October 22, 2021**

The Model Chapter Bylaws (also known as the “Model”) for Chapters of the American College of Emergency Physicians (“ACEP”) is an ACEP Board of Directors approved document designed to assist chapters in preparing and revising their bylaws and to guide the Bylaws Committee during the review process.

The Model outlines the minimum required components of chapter bylaws. Chapters must conform to the format and content of the Model. The Model provides a suggested format and sample bylaws language that meets most Chapters’ bylaws requirements. Additionally, the Model explains the requirements for chapter bylaws in greater detail, highlighting the most common issues encountered by the Bylaws Committee when performing reviews of chapter bylaws. It is intended to assist chapters in properly structuring their bylaws and in understanding their bylaws reviews. The Model cannot address all possibilities in drafting Chapter bylaws. Chapters may deviate from the wording of the Model but must be consistent with jurisdictional law (which means state statutes or other jurisdictional laws governing chapters not incorporated in states), the chapter’s Articles of Incorporation (or a synonymously named document), and the College Bylaws.

### **Bylaws Committee Assistance**

The ACEP Bylaws Committee is prepared to assist chapters in reviewing and maintaining their bylaws. Questions regarding the contents of this guide or on

any other matter should be directed to [bylaws@acep.org](mailto:bylaws@acep.org) or your appointed Bylaws Committee liaison during any ongoing review. However, please note that neither ACEP staff nor the Bylaws Committee can draft chapter bylaws or make decisions regarding a chapter's organization or governance.

### **Utilization of Model Language**

Chapters should utilize the approved language contained in the Model whenever possible. This language has been developed by the Bylaws Committee specifically to ensure compliance with common legal requirements for nonprofit corporations and to provide an accepted and time-tested organizational framework for governance of a membership association. Furthermore, this language complies with all relevant ACEP policy and the requirements of the College Bylaws. The Model is periodically revised by the Bylaws Committee to ensure completeness and compliance. Deviation from such approved language for reasons other than those described below complicates and prolongs the review and approval process. It also creates the opportunity for confusion, conflict, and omission, and may open the chapter to liability.

The Model also contains options, guidance, commentary, and instructions as follows:

- Bracketed wording in italics [- OR -]: one of the options must be selected.
- \_\_\_\_\_: a straightforward fill-in.
- Parenthetical wording in (italics): advisory or instructional comments  
NOT to be included in the bylaws.

### **Overall Organization**

Chapter bylaws must follow the format and outline of the Model. This is important to ensure readability both for routine review and maintenance as well as to provide clear and nonconflicting guidance for chapter operations. Chapters must also refrain from duplicative language or from splitting concepts among various sections. Chapters must ensure that all relevant language pertaining to a particular concept is contained within a single article or section.

## **Additional Sections added by Chapter**

Chapters may deviate from the language of the Model as necessary to describe alternative processes or organizational differences. However, in virtually all cases, a simple modification to the model language within an existing section will suffice. Chapters should refrain from adding additional articles to their bylaws unless absolutely necessary. Any additional language must still meet the requirements imposed by the College Bylaws, the Model Chapter Bylaws, and applicable jurisdictional law.

## **Legal Limitations to Review**

In circumstances in which the wording in the Model is inconsistent with a chapter's applicable jurisdictional law, or with the chapter's Articles of Incorporation, the wording in jurisdictional law or in the Articles of Incorporation supersedes the Model. Each chapter is responsible for conducting regular reviews of their corporate documents for compliance with the laws of their own jurisdiction in consultation with local legal counsel. ACEP Bylaws Committee members and ACEP staff are prohibited by law from providing legal advice to chapters and do not review a chapter's Articles of Incorporation. Chapter reviews by the ACEP Bylaws Committee do not include a survey for compliance with applicable jurisdictional law.

## **Article I**

### **CHAPTER NAME**

This organization is a non-profit corporation organized under the laws of \_\_\_\_\_ (*insert state or jurisdiction name*). 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 [*\_\_\_\_\_ Chapter (“hereinafter “The Chapter”) of the American College of Emergency Physicians OR the \_\_\_\_\_ (insert state or jurisdiction name) College of Emergency Physicians (hereinafter “The Chapter”)*].

*Comments: The location of the principal office, registered office, agent, and definition of the fiscal year are often placed in the Articles of Incorporation. If they are not specified in the Articles of Incorporation and are required by jurisdictional statute or regulation, they may be included here.*

## **Article II**

### **MISSION, PURPOSE, AND OBJECTIVES**

The mission, purpose, and objectives of the Chapter are those set forth in the Bylaws of the College and in the Chapter’s Articles of Incorporation.

*Comments: Most commonly chapters simply refer to the College Bylaws in order to define their purpose and objectives. Any additional statements regarding the mission of the organization can be placed here.*

## **Article III**

### **MEMBERSHIP**

#### **Section 1 – Qualifications**

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

*Comments: This statement unifies College and chapter membership classifications.*

## **Section 2 – College Authority**

The College shall act on all membership applications, classification changes, suspensions, cancelations, and expulsions.

*Comments: This section confirms the College's the authority to handle membership applications and make decisions regarding a member's eligibility and classification.*

## **Section 3 – Classes**

Member classes and rights in the Chapter must be consistent with those designated in the College Bylaws. Candidate physician members [may OR may not] serve on the Chapter Board of Directors, [may OR may not] hold a Chapter office, [may OR may not] vote for members of the Chapter Board of Directors, [may OR may not] vote for Chapter officers, and [may OR may not] vote in Chapter committees on which they serve.

*Comments: This section outlines the membership classifications and their respective rights at the chapter level. Should a chapter have specific differences between the privileges conferred to a membership category at the chapter level, those differences should be placed in this section. If a chapter has candidate physician members (i.e., residents and/or fellows), this section must include a statement defining their rights, such as attendance at meetings, voting privileges, ability to hold office or sit on committee, etc. If a chapter has candidate medical student members, this section may include a statement defining any rights they might have. If all candidate members have the same privileges as regular members chapters should simply state this and omit the options above. Do not put councillor definitions or privileges here (See Article VIII).*

## **Section 4 – Access to Records**

The Chapter shall make available to a member, or the agent or attorney of a member, at a reasonable time and at a reasonable place, records of the Chapter in accordance with jurisdictional law.

*Comments: Describe the process by which a member may inspect chapter records (financial records, membership records, other legal documents, etc.) according to jurisdictional law.*

## **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 thereby all related chapter memberships.

For proper cause other than nonpayment of dues or assessments, the Chapter may limit the rights and privileges of members at the chapter level.

*Comments: This section confirms the College's ultimate authority regarding member rights and privileges*

## **Article IV**

### **DUES AND ASSESSMENTS**

#### **Section 1 – Dues**

*[The Chapter, by a majority of legal votes cast by members at the annual meeting of the Chapter, OR The Board] must approve Chapter membership dues.*

*Comments: Describe who is authorized to set the chapter dues. Some chapters delegate this authority to the board, others delegate it to membership vote at the annual meeting, while others may allow one body to make a recommendation and another to approve it.*

#### **Section 2 – Assessments**

Only the Chapter membership, by a majority of legal votes cast at the annual meeting of the Chapter, may levy Chapter assessments. The recommendation for the assessment must be communicated in writing to the membership no fewer than 30 days before the meeting (*unless otherwise specified by jurisdictional law*).

*Comments: Assessments are additional fees levied on chapter members. While unusual, a statement regarding assessments is required by law, as chapter are incorporated as membership associations, and as such members are ultimately responsible for chapter debts. Should members equity (financial reserves) be insufficient to cover a chapter expense, the chapter could levy an assessment on the members to cover the chapter expense. Describe who is allowed to make determination of the amount of the levy, the notice period required, and upon which members classifications the levy would be imposed.*

## Article V

### MEETINGS OF THE MEMBERSHIP

*Comments: This article describes all meetings of the membership. Most jurisdictions require at least an annual membership meeting, although this requirement varies.*

#### Section 1 – Annual and Regular Meetings

The Chapter shall hold an annual meeting of the membership and must communicate notice of the meeting to each member not fewer than 10 nor more than 60 days before the time appointed for the meeting (*unless otherwise required by jurisdictional law*). The Chapter may hold regular meetings with similar notice requirements.

*Comments: Describe the timing, location, and notice requirement for annual and regular chapter meetings. Jurisdictional law varies widely in the manner and timing of notice for annual meetings.*

#### Section 2 – Special Meetings

The Chapter may hold special meetings as determined by [*the Board OR (other process)*]. The Chapter must communicate notice of special meetings to each member not fewer than 10 nor more than 30 days before the time appointed for the meeting (*unless otherwise required by jurisdictional law*). Notice must include the purpose of the special meeting and the methods of voting to be used at the meeting.

*Comments: The purpose of a special meeting is for the membership to discuss an important, often urgent matter. Although special meetings are rare events, they must be addressed in chapter bylaws. The notice requirement for special meetings is typically shorter and requires specifying a purpose for calling the meeting. At a minimum, this section requires specifying who is authorized to call a special meeting and the notice period with a purpose stated.*

#### Section 3 – Quorum

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

*Comments: All meetings require a quorum. Chapters must be sure to properly define the denominator for determining majority (greater than half) and supermajority (two-thirds, three-*



quarters, etc.) voting thresholds. The model language was crafted to ensure that simply those present at the meeting define the quorum. However, individual jurisdictions may have different minimum quorum requirements.

## **Section 4 – Notice**

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

*Comments: This section defines the method of notifying members of an upcoming meeting. Place the timing of meeting notice in sections 1 and 2. Jurisdictional laws vary in the methods of notice.*

## **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 any applicable jurisdictional law.

*Comments: The term “remote communication technology” (“RCT”) is purposefully broad, encompassing any electronic platform that allows contemporaneous remote participation by a member. Jurisdictional law commonly considers individuals voting by RCT to be present in person.*

# **Article VI**

## **BOARD OF DIRECTORS**

### **Section 1 – Powers**

The Board of Directors (“Board”) has supervision, control, and direction of the affairs of the Chapter, determines or changes policies within the limits of the Articles of Incorporation or the bylaws, has discretion in the disbursement of Chapter funds, and shall actively pursue the Chapter’s purposes. The Board may adopt rules and regulations for the conduct of Chapter business as are advisable and may, in the execution of the powers granted, appoint agents as it considers 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.

*Comments: This section defines the scope of authority and powers of the board of directors. Jurisdictions vary in the powers granted to the board of directors but are necessarily very broad. Typically, this section includes a series of broad statements authorizing the board to direct the affairs of the chapter for the benefit of the membership, including managing finances and engaging in contracts, setting policy, and managing day-to-day activities. This section may also include expansion of a board's business power (e.g., contracts, loans, indebtedness, checks, deposits, and gifts).*

## **Section 2 – Composition**

The Board is composed of \_#\_ elected directors, including the officers, plus the President and Immediate Past President if their terms as elected directors have expired, and a *[resident director (voting) OR resident representative (non-voting)]*. All directors have the right to vote as directors.

*Comments: This section describes the composition of the board of directors. Any variations in the number of directors must be explained.. This section should simply define the total number of seats on the board and the inclusion of specific chapter officers as board members (president, immediate past president, etc.) either as explicitly elected or appointed directors, or by virtue of holding a specific office (ex-officio). While some chapters include their councillors as board members, do not describe officer or councillor positions here. If candidate members (medical students, residents, or fellows) serve on the board either as representatives (non-voting) or as directors (voting), specify this here. The suggested Model language addresses the most commonly occurring situation in chapters; 1) having officers still serving in their terms as elected directors; 2) having certain officers whose elected terms as directors have expired, e.g., the president and immediate past president. The president-elect is not addressed here because most chapters do not permit a director to run for president-elect unless that individual has at least one year remaining in the elected term as director. The chapter may have other designated or appointed directors or representatives (e.g., a medical student or fellow candidate member or program director of an emergency medicine residency). Numerous chapters have Board members/representatives who do not vote as directors, in addition to having directors who, by definition, have voting rights as directors. Chapters not following this example wording should have chapter-specific wording enabling their situations.*

## **Section 3 – Terms of Office**

Elected directors serve terms of \_\_#\_\_ years and may serve *[unlimited OR no more than \_\_#\_\_]* consecutive terms. Terms begin *[at the end of the annual meeting OR at the end of the first Board meeting following the annual meeting OR (other)]*.

*Comments: Define the start and end of terms. Take care to properly define a transition between boards in these terms. Often the term is marked relative to the annual membership meeting. Describe whether consecutive terms are allowed and any limits or exceptions to consecutive terms. If there is a resident director (voting) or a representative (non-voting) (or other designated directors/representatives), the terms of office should be included in this section.*

## **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 or (*if eligible*) candidate physician members in good standing. Nominations from the floor at the time of elections [*are OR are not*] allowed. Voting must be [*in person and/or (describe other methods if applicable)*]. [*A majority OR A plurality*] of the legal votes cast by Chapter members voting elects the directors. Write in votes [*are OR are not*] allowed.

*Comments: This section describes the nomination process for board of directors (not officers or councilors), including any eligibility requirements. Time and method of election and statement on whether nominations from the floor are permitted. State who has the authority to nominate (defined nominating committee, the president, self-nomination, etc.) and the deadline for nomination (e.g., a specific number of days prior to the annual meeting). State the requirements for nomination (e.g., “a member in good standing”) and any special chapter requirements such as prior service on committees or as a councilor, geographic location, etc. State the threshold for election, typically either a majority vote (>50% of the quorum or members voting) or a plurality (defined as one more vote than any other vote received, but which may not necessarily constitute a majority), and whether write-in votes are allowed. See Article VII, Section 2 for nomination of officers. Leave any description of voting methods to Article X.*

## **Section 4B – Balloting Procedures**

On individual ballots, members [*must cast the same OR may cast fewer than the*] 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.

*Comments: Describe the procedures for completing and counting ballots. Describe a valid ballot and what to do in the event of a tie or if the election threshold is not achieved. Chapters that elect by plurality should eliminate all reference to majority voting. Indicate whether any alternative balloting procedures are allowed such as cumulative voting or allowing a member to cast fewer votes than the number of positions available.*

## **Section 5 – Meetings**

The Board shall have a minimum of one meeting each year. Notice of all regular meetings of the Board must be communicated in writing to each member of the Board at least 10 days in advance of each meeting. Board meetings *[may OR may not]* be conducted by telephone conference call or other electronic medium *(if permitted by jurisdictional law)*. Even if the meeting is held in person, Board members attending via remote communications technology shall be considered present in person. A majority of the number of directors constitutes 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.

*Comments: This section must state the minimum annual frequency of board meetings, as well as the quorum requirement, the notice period, and method for calling special meetings, including the notice period. This language may parallel Article V but must be explicitly specified here as it pertains to meetings of the board. Include a statement regarding conference calls and/or meetings by other electronic medium: Consult local legal counsel regarding the permissibility, specific notice requirements, and technical requirements regarding board meetings by remote communication technology.*

## **Section 6 – Removal**

Any director may be removed from office by three-fourths of the legal votes cast by the members voting at any Chapter meeting. Removal must be initiated by a vote of the Board or a petition signed by no less than one-third of the number of members casting legal votes at the meeting at which the director was elected. Any vacancy resulting from a removal is filled for the remainder of the unexpired term by a majority of the legal votes cast by the members at the meeting at which the removal occurred. The presiding officer shall accept nominations from the floor for any vacancy resulting from a removal.

*Comments: Describe the method by which a director can be removed. Common methods of initiating the removal process are by either a petition of the membership or by a majority vote of the remaining board members. Common methods for approving the removal include a supermajority vote of the board or membership (this would be an example of a reason to call a special meeting). This section must also address the method for filling the vacancy created, either by election or appointment, and the term of the filled vacancy. Typically, terms are set as “for remainder of the unexpired term”. State whether nominations for filling the vacancy are permitted from the floor.*

## **Section 7 – Resignation**

Any director may resign at any time by giving written notice to the President or to the Board. Resignation takes effect immediately or at the time specified therein.

*Comments: Describe the method for resignation (written notice is usually required): to whom it must be submitted (the president, the board, etc.), the date in which it takes effect (typically upon receipt), and whether formal acknowledgement or acceptance is required.*

## **Section 8 – Vacancies**

*[The remaining directors fill OR The Chapter members], by a majority of legal votes cast by the members at a meeting called for the purpose, fills vacancies on the Board for any reason, other than vacancies resulting from a removal, for the remainder of the term.*

*Comments: This section is to define the method for filling a vacancy on the board for any situation other than removal from office, which is described separately in Section 6. Common methods to fill a vacancy include a vote of the membership or vote of the remaining board. The term of the replacement member must also be defined, typical language is: “for the remainder of the unexpired term”, unless the appointment is temporary until the next annual membership meeting or until a special meeting can be called.*

## **Section 9 – Remote Communication Technology**

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.

*Comments:* The term “remote communication technology” (“RCT”) is purposefully broad, encompassing any electronic platform that allows remote, but contemporaneous participation by a member. Jurisdictional law commonly considers individuals voting by RCT to be present in person.

## **Article VII**

### **OFFICERS**

*Comments:* Define the officers of the chapter, their method and timing of election, and the term of office. This will generally parallel Article VI but may differ. State whether officers can serve consecutive terms in any given office or simultaneously serve in multiple offices. Leave any description of the voting methods to Article X.

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

The officers of the Chapter are the President and (*name other officers*), who are eligible to serve for terms of \_\_\_#\_\_\_ year(s) and are eligible to serve a maximum of \_\_\_#\_\_\_ consecutive term(s) in the same office. In cases of automatic succession of office, all officers participating in the succession must agree to serve the specified length of term and the number of consecutive terms up to and including the maximum number.

*Comments:* List all elected officers of the Chapter and specify their qualification for office. State any term limits for each office or, if unlimited, whether consecutive terms in any given office are permitted. State whether an officer may serve simultaneously in multiple offices. State length of term and when terms begin. If the chapter desires longer terms of office or a greater maximum number of consecutive terms for specific officers not participating in automatic succession (e.g., the Secretary-Treasurer), jurisdictional law must permit and bylaws wording must enable that situation.

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

The Nominating Committee 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 OR are not*] allowed. Election takes place at (*time of election*) and requires a [*majority OR plurality*] vote [*of the legal votes cast by Chapter members OR of the Board*].

*Comments: Describe the nomination process for officers. This can parallel Article VI, Section 4A, but must be specified here as it pertains specifically to officers. If applicable, be sure to include any additional criteria for nomination to an officer position, such as current service as a member of the board. Specify whether nominations are allowed from the floor. Leave any description of voting methods to Article X.*

### **Section 3 – Voting as a Director**

Each Officer serves on the Board of Directors and has the right to vote as a director.

*Comments: There must be a statement as to whether officers have the right to vote as directors. Model language assumes that all officers serve on the Board and have the right to vote as directors. If the chapter has officers who do not serve on the Board and/or do not vote as directors, the bylaws must specify which officers have voting rights as directors and which do not.*

### **Section 4 – Duties**

- a. The President [OR\_\_\_] shall be the executive officer of the Board.
- b. The President [OR\_\_\_] shall preside over all meetings of the Chapter membership and Board.
- c. The President [OR\_\_\_] 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.
- d. The President [OR\_\_\_] shall be responsible for ensuring that the Chapter adheres to the policy governing the use of the mark of the College.
- e. The Secretary [OR \_\_\_] shall be responsible as the chief recording and corresponding officer and the custodian of the records of the Chapter.
- f. The Treasurer [OR\_\_\_] shall be responsible responsible for the collection, safekeeping, and expenditure of all funds of the Chapter and for keeping accurate financial records.

*Comments:* The duties of each officer must be specified under a heading having the title of the office. Duties required by jurisdictional law, e.g., maintaining books, records and minutes, must be included under the title of the responsible officer – often the Secretary-Treasurer. Certain specific duties must be delineated as duties of the President, or rarely another officer, under the appropriate heading. Descriptions vary between chapters. This section must include a statement regarding who has authority to preside over meetings of the membership and board. This section also must state who has the responsibility to disclose in any contracts that the chapter is a separate and distinct entity from the College, and who ensures the policies regarding the use of the mark of the College are followed. Duties required by jurisdictional law, e.g., maintaining books, records and minutes, must be included under the title of the responsible officer — often the Secretary-Treasurer.

Check with jurisdiction statute requirements regarding specific duties or language required. Some jurisdictions allow the offices of secretary and treasurer, or other offices, to be combined.

## **Section 5 – Removal**

*[The Chapter members at a meeting called for the purpose of removing an officer OR The Board]* may remove any officer from office by three-fourths of the legal votes cast. *[A majority of the legal votes cast by Chapter members OR The Board]* fills, for the remainder of the unexpired term, any vacancy resulting from a removal.

*Comments:* Describe the process for removing a chapter officer and the details for filling the office. Chapters may wish to simply parallel the language in Article VI, Section 6 that describes the process for removal of a director, but this section must be specified here as it pertains specifically to chapter officers. A replacement may be elected or appointed, a special meeting may be called, or another officer may assume the duties of the vacant office. Define the term of the replacement officer.

## **Section 6 – Resignation**

Any officer 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.

*Comments:* Describe the resignation process for a chapter officer. Chapters may wish to simply parallel the language in Article VI, Section 7 that describes the process for resignation of a director, but this section must be specified here as it pertains specifically to officers.



## **Section 7 – Vacancies**

*[A majority of the legal votes cast by Chapter members OR 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 President-Elect, and the office of Immediate Past President. The Board may fill a vacancy in the office of the Immediate Past President at its discretion.*

*Comments: Describe the process for filling a vacancy in a chapter office for reasons other than removal. The process may be identical to Article VI, Section 8, but this section is required here as it pertains specifically to officers. A temporary replacement may be elected or appointed, a special meeting may be called, or another officer may assume the duties of the vacant office. Define the term of the replacement officer.*

*In cases in which the chapter does not have a President-Elect but has a Vice President or other officer who does not automatically succeed to the office of President, a specific mechanism for filling the office of President must be included. If the Immediate Past President has certain responsibilities, e.g., chair of a committee or as a voting ex-officio member of the Board, the vacancy must be filled; some chapters accomplish this by appointing another past president to the office.*

## **Article VIII**

### **COUNCILLORS AND ALTERNATE COUNCILLORS**

#### **Section 1 – Allocation**

The College Bylaws determine Councillor allocation.

*Comments: State that councillor allocation is determined per the College Bylaws; chapters do not have the authority to determine the number of councillors.*

#### **Section 2 – Terms of Office**

Councillors and Alternate Councillors shall serve a term of \_\_\_#\_\_\_ year(s) and Councillors may serve [*unlimited OR no more than \_\_\_#\_\_\_*] consecutive term(s). At such time as the Chapter is eligible for an additional Councillor, the terms for the new Councillor shall be adjusted so that the terms of Councillors are staggered.

*Comments: State the duration of councillor terms and if there are any term limits. If alternate councillors term lengths are different than councillors, this must be stated. College Bylaws prohibit a single term longer than three years. It is, however, up to the Chapter to determine any limits on consecutive terms. It is common to stagger councillor terms if terms are longer than one year to ensure continuity and experience within a Chapter's councillor delegation.*

### **Section 3 – Nomination and Election**

The Nominating Committee shall prepare a list of nominees for available Councillor positions (*if elected*) and Alternate Councillor positions (*if elected*). Councillors are [*elected OR appointed*] by [*a majority of the legal votes cast by Chapter members OR the Board OR the President*]. Alternate Councillors are [*elected OR appointed*] by [*a majority of the legal votes cast by Chapter members OR the Board OR the President*]. The election or appointment of Councillors and Alternate Councillors takes place at \_\_\_\_\_ (*time of election or appointment, customarily the annual membership meeting or a meeting of the BOD*).

*Comments: State the process for selection of councillor(s)/alternate councillors, e.g., by election or appointment, the time of election or appointment, and the nomination process, if any. A Chapter may choose different methods for councillors and alternate councillors or may have the same process for both. For example, a chapter may have councillors elected by the membership and alternate councillors elected by the Board or appointed by the President. Per the College Bylaws regular and candidate physician members may serve as councillors.*

### **Section 4 – Removal**

[*The Chapter members at a meeting called for the purpose of removing a Councillor or Alternate Councillor OR The Board*] may remove any Councillor or Alternate Councillor by (*specify the mechanism and the required vote*). [*A majority of the legal votes cast by Chapter members OR The Board OR The President*] fills, for the remainder of the unexpired term, any vacancy resulting from a removal.

*Comments: Describe the process for removing a councillor or alternate and the details for filling the position. See Article VI, Section 6 for a discussion of the pertinent issues and required language: The process may be identical, but this section must be specified here as it pertains specifically to councillors or alternate councillors. Officers serving in Councillor or Alternate Councillor positions ex officio must have a process for removal specified as relates to service ex officio.*

## **Section 5 – 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.

*Comments: Describe the resignation process for a Councillor or Alternate Councillor. See Article VI, Section 7 for the pertinent issues and required language; this section is required here as it pertains specifically to councillors or alternate councillors.*

## **Section 6 – Vacancies**

*[A majority of the legal votes cast by Chapter members OR The Board OR The President] fills, for the remainder of the unexpired term, vacancies in Councillor or Alternate Councillor positions other than those resulting from a removal.*

*Comments: See Article VI, Section 8 for a discussion of the issues surrounding vacancies. Chapters should describe the process for filling a vacancy in a councillor or alternate councillor positions for reasons other than removal. The process may be identical to Article VI, Section 8, but this section is required here as it pertains specifically to councillors or alternate councillors. Define the term of the replacement councillor.*

## **(Section 7 – Additional Rights of Councillors)**

*Comments: If councillors are granted additional rights at the chapter level, those can be specified here, otherwise this section is to be omitted. Do not describe board service here, if applicable.*

## **Article IX**

### **COMMITTEES**

With the exception of the Executive Committee, *[The President OR (specify other process)]* 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 *[a specific officer OR (other)]* and composed of *(specify composition)*, 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 *[a specific officer OR (other)]* and composed of *(specify composition)*, identifies nominees for the Board, the Chapter officers, and the Councillors and Alternate Councillors unless otherwise appointed or designated.

*Comments: Since committees typically serve at the pleasure of the president or are created to fulfill the chapter mission or objectives, they are not specified in the bylaws. However, if the chapter has specific standing committees that are delegated specific operating authority typically performed by the board of directors, they should be defined here. Examples would be finance, audit, bylaws, or ethics committees. It is recommended that only standing committees be addressed and not special or ad hoc committees. Committees may be designated under their own specific sections within the article. The right of chapter candidate members to serve on and vote in committees should be specified in Article III – Membership, Section 3 – Classes. Describe the process for creating committees and defining the membership: Typically, committees are created by the board or president and members are appointed by the president, however, chapters may choose another process.*

*Chapters are not required to have an executive committee, but if one exists, it must be specified here. An executive committee is a special subcommittee of the board of directors authorized to make decisions on behalf of the chapter between meetings or in emergency situations. Typically, the executive committee would consist of the officers or some subset of the officers. In many cases, the president alone has the authority to act on behalf of the board according to the powers prescribed in Article VII, Section 3. There are limits to the powers of the president, and thus an executive committee may be desirable. Define the scope of the executive committee's authority and any applicable limits. State whether the decisions of the executive committee are binding, require ratification by the full board (recommended), or by the membership. If any other limits exist, either by jurisdictional law or chapter intent, state those here. Examples would be the minimum quorum required to take any action (e.g., the entire executive committee or a subset of the committee, etc.), and if any specific notice is required before action may be taken. A chapter without an executive committee or a nominating committee should not include this wording and should revise wording referring to an executive committee and/or a nominating committee in other areas of the bylaws.*

## Article X

### VOTING AND PARLIAMENTARY AUTHORITY

#### Section 1 – Voting

Voting by members may be conducted in person and/or by remote communication technology. Voting by remote communication technology must allow the confirmation of a voting member's identity and presence at the time of voting. The Chapter reserves the right to conduct voting on all matters by mail vote. Proxy voting is *[is not]* allowed. Absentee voting is *[is not]* allowed. Voting in all matters must be in accordance with jurisdictional law.

*Comments: This section should describe in-person, electronic, and all other methods used to vote at meetings and conduct the business of the Chapter. In-person voting, either actual or by remote communication technology (RCT), should be addressed. "Remote Communication Technology" is a widely accepted term used to describe any viable electronic alternative to physical in-person meeting and voting. Jurisdictional law commonly considers individuals voting by RCT to be present in person. Employing generalized language is simpler than trying to explicitly define specific RCT processes in the bylaws. If permitted by jurisdictional law, business conducted by RCT requires the ability for all participants to participate contemporaneously and must allow verification of the voting member's identity.*

*All methods of voting permitted at a meeting should be identified in the notice for the meeting where voting will take place. The model language allows flexibility for a chapter to employ these alternate methods provided the voting membership is properly notified and jurisdictional law allows such methods.*

*If mail-in, proxy, or absentee voting is allowed, this should be specified. These votes should be counted at the time of the in-person vote. While nonprofit corporation laws generally allow proxy voting at membership meetings, most require any prohibition of proxy voting to be specified in a chapter's bylaws or Articles of Incorporation. Proxy voting at meetings of the Board is generally not permitted, although it is allowed by some jurisdictions. Furthermore, in most jurisdictions, e-mail voting is problematic at meetings of the Board.*

*"Mail- in" voting, if permitted, requires a deadline for receipt.*

*"Proxy" voting gives a member the authority to cast multiple votes by permitting the member to vote on behalf of other members, who have voting privileges, in their absence. If proxy voting is*

*permitted the chapter must indicate any limit on the number of proxy votes that one person may exercise and specify the procedure for obtaining and validating the proxy.*

*“Absentee” voting is when a member may cast their own vote in advance of the meeting. If absentee voting is permitted, the chapter must describe the process of obtaining such a ballot and the deadline for receipt. Absentee votes should be counted contemporaneously with in-person votes.*

*Any concerns regarding methods of voting, particularly as it pertains to voting by the Board, should be directed to local legal counsel.*

## **Section 2 – Voting Results**

A majority [*or, if applicable, plurality*] 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.

*Comments:* *Plurality is defined as one more vote than any other vote received, but which may not necessarily constitute a majority.*

## **Section 3 – Parliamentary Authority**

When not in conflict with these bylaws, the parliamentary procedures set forth in the [*most recent OR (name a specific)*] edition of \_\_\_\_\_ (*a recognized and accepted parliamentary reference*) shall govern all meetings and voting.

*Comments:* *All chapters must specify the parliamentary reference text that outlines the rules and procedure for conducting meetings, voting, and other chapter business. Any specific procedural rules may be specified in the appropriate bylaws section or in a separate document: For example, the College outlines specific rules regarding the conduct of Council business in the College’s Council Standing Rules. The Standard Code of Parliamentary Procedure is a common parliamentary reference designed specifically to guide membership associations such as ACEP chapters. Alternatively, chapters may follow Robert’s Rules of Order, Davis’ Rules of Order, or any other identified reference text. Be sure to either specify a specific edition or simply state “the most recent edition”.*

## **Article XI**

### **INDEMNIFICATION**

The Chapter will, by resolution of its Board, 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 and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

*Comments: This section indemnifies chapter directors and officers from liability when acting in good faith on behalf of the Chapter. Consult local legal counsel.*

## **Article XII**

### **APPROVAL OF BYLAWS AND AMENDMENTS**

#### **Section 1 – College Approval**

These bylaws and amendments thereto do not take effect until approved by the Board of Directors of the College or its designee.

*Comments: Chapter bylaws and amendments do not take effect until they are ratified by the College. This authority is delegated to the ACEP Bylaws Committee. The Committee has 90 days from receipt of a chapter's amended bylaws to determine the acceptability of the amendments.*

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

*(Unless otherwise specified by law)* The Chapter may amend these bylaws by a two-thirds supermajority vote of legal votes cast by members at a meeting of the Chapter, provided that the proposed amendments are communicated in writing to the membership of the Chapter no fewer than 30 days prior to the meeting.

*Comments: Describe the minimum vote required to amend the bylaws, the notice period required, and who is allowed to vote on amendments. Generally, this should be a 2/3 supermajority vote by members present and voting at the annual meeting or at a special meeting specifically called for bylaws amendments. Notice for any meeting in which bylaws amendments are proposed must include notice that bylaws amendments are on the agenda and the full text of the proposed changes.*

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

The Chapter must submit all amendments to these bylaws to the College in a format and manner prescribed by the College no more than 30 days following the adoption of the amendments. Amendments do not take effect until submitted to and approved by the Board of Directors of the College or its designee.

*Comments: The College Bylaws require that all proposed amendments adopted by a chapter be forwarded to the College no later than 30 days after adoption by the chapter. No proposed amendment shall have any force or effect until it has been approved by the Board of Directors of the College. A proposed chapter amendment shall be considered approved if the Board of Directors or its designee fails to give written notice of non-approval to the Chapter within 90 days following receipt of properly formatted amendments. The Board of Directors of the College has ultimate responsibility for approval of chapter bylaws and for interpretation of College Bylaws (Article VI – Chapters, Section 2- Chapter Bylaws.)*

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

These bylaws must be consistent with the Bylaws of the College and must conform to the College's Chapter Bylaws Guidance Documents. If amendment of the College Bylaws results in an inconsistency with the Chapter bylaws, the Chapter must amend its bylaws within two years of written notification of amendment of the College Bylaws.

*Comments: The College Bylaws, Article VI, Section 6, states: "Where these Bylaws and the respective chapter bylaws are in conflict, the provisions of these Bylaws shall be supreme. When, due to amendment, these Bylaws and the chapter bylaws are in conflict, the chapter shall have two years from written notice of such conflict to resolve it through amendment of chapter bylaws."*



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

The Chapter adopted the most recent revision to these bylaws on \_\_\_\_\_.

*Comments: The College requires chapters to state the date the most recent approved bylaws were adopted by the chapter.*

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

The College most recently approved these bylaws on \_\_\_\_\_.

*Comments: Date the College most recently approved the chapter bylaws.*



## ACEP Bylaws Committee Chapter Review Process

### Delegation to the Bylaws Committee

The Board of Directors has delegated review of proposed amendments to chapter bylaws to the ACEP Bylaws Committee, as prescribed in the College Bylaws.

### Guidelines for Bylaws and Model Chapter Bylaws

The *Guidelines for Bylaws* and *Model Chapter Bylaws for Chapters of the American College of Emergency Physicians* (also known as the “Guidelines” and “Model”) are ACEP Board of Directors’ approved documents designed to assist chapters when preparing and revising their bylaws and to guide the Bylaws Committee during the review process.

The *Guidelines* document outlines the minimum required components of chapter bylaws. Chapters must conform to the format and content of the *Guidelines*. The *Model* document provides a suggested format and sample bylaws language that meets the requirements of the *Guidelines*. The *Guidelines* and *Model* may be updated periodically by the College and are made available to the chapters upon revision and also in conjunction with the chapter bylaws review process.

### Bylaws Guide for Chapters

The *Bylaws Guide for Chapters* explains the requirements for chapter bylaws in greater detail than the *Guidelines*, highlighting common issues encountered by the Bylaws Committee when performing reviews of chapter bylaws. It is intended to assist chapters properly structure their bylaws and also to understand their bylaws reviews. The *Bylaws Guide* may be updated periodically by the Bylaws Committee and is made available to the chapters in conjunction with the chapters bylaws review process.

### Timing and Scope of Review

Three circumstances will trigger a review of chapter bylaws by the ACEP Bylaws Committee. The type of review dictates the scope and timing of the review process.

### Proposed Chapter Amendments

Proposed amendments to a chapter’s bylaws must be submitted to the College in the required format via email with return receipt requested to [chapterbylaws@acep.org](mailto:chapterbylaws@acep.org) no later than thirty (30) days after adoption by the chapter. The ACEP Bylaws Committee will review the proposed amendments for (a) possible conflict with College Bylaws; (b) clarity and intent; and (c) internal consistency with other provisions of the chapter’s bylaws.

### Audit Triggered by National Bylaws Amendment

Amendment of College Bylaws by the Council and the Board of Directors will trigger an audit of the bylaws of each chapter. This audit will be limited in scope to the issues pertaining to College Bylaws amendment(s) to ensure harmony between chapter and College Bylaws.

### Routine Comprehensive Review

Every four years, the ACEP Bylaws Committee will initiate a routine comprehensive review of a chapter’s bylaws. The comprehensive review will focus on the following areas: (a) compliance with the requirements of and possible conflicts with College Bylaws; (b) compliance with the form and content of the *Guidelines*; (c) compliance with the form and content of the *Model*; and (d) internal consistency and overall clarity.

## Notification of Intent to Review and Request for Information

At least thirty (30) calendar days prior to commencing a comprehensive review or bylaws audit, the Chapter's Executive Director and/or President will be notified by the ACEP Bylaws Committee staff liaison ("Staff") via email of the committee's intent to review their bylaws and the type of review planned.

## Submission of Current Bylaws

The ACEP Bylaws Committee will request verification of the last date the chapter amended their bylaws to ensure the review undertaken is of the most current version. The chapter will be required to submit the most current bylaws version in the required format to the committee within thirty (30) calendar days of request.

## Chapter Bylaws Format

Chapter bylaws must be submitted to the College in a designated electronic format. The entire text of the chapter's bylaws must be submitted to the College. When amendments are proposed, added text shall be denoted in the body of the document by a single underline beneath the added text, and deleted text shall be denoted in the body of the document by a single strike through the deleted text. The date of adoption by the chapter must be specified within the text of the bylaws. Staff will return the chapter's bylaws to the chapter if the document is not submitted in the format designated by the College.

## Appointment of Liaison

The ACEP Bylaws Committee will request that the chapter appoint a liaison to the committee for the duration of this process. It is suggested that the liaison be either the chapter's executive director or other officer with knowledge of the chapter's operations and practices, and if possible, their applicable nonprofit corporation statutes. The chapter shall respond to such request and shall provide the necessary contact information to the committee within thirty (30) calendar days.

## Letter of Receipt

Once all required information is received by the College, an electronic letter of receipt shall be sent by staff to the president and executive director of the chapter to their email addresses on file within three (3) business days.

## Committee Review Process for Proposed Chapter Amendments

Upon receipt of a chapter's amended bylaws and required information, staff shall forward the documents and information to the chair of the Bylaws Committee within three (3) business days. Upon receipt, the chair of the Bylaws Committee shall, within five (5) business days, assign the chapter bylaws to two (2) members of the committee for review. The reviewers shall work together to complete a review of the chapter's bylaws and prepare a report to the committee within twenty-one (21) days after assignment. The reviewers will prepare a report to the Bylaws Committee utilizing the applicable structured review form provided by staff. Any questions that require feedback from the chapter shall be conveyed back to the chapter by the reviewer(s) on a timely basis so that final discussion can proceed at the next regularly scheduled meeting of the Bylaws Committee. The reviewing members will present their findings to the rest of the Bylaws Committee via conference call. Committee members may make suggestions or comments that may be included in the final review. Final report of the committee's findings will be documented in a review letter to the chapter.

## Committee Review Process for Bylaws Audits

The Bylaws Committee will review the *Guidelines* and *Model* within ninety (90) days of amendment of the College Bylaws to determine if any changes are required. If the committee amends the *Guidelines* and/or *Model*, all chapters will be notified within thirty (30) days of approval by the College and will be provided copies of the amended documents. The Bylaws Committee will then audit the bylaws of each chapter to ensure compliance with the amended College Bylaws. Any chapter found to be out of compliance with the

amended provisions will be notified of the specific changes required. Final report of the committee's findings will be documented in a review letter to the chapter.

### **Committee Review Process for Routine Comprehensive Review**

Committee staff and the chair will determine which chapters will undergo a comprehensive review at the start of the committee year and will assign each chapter to two (2) committee members. Chapters will be notified and requested to update their documents and information as described above. The reviewing members will perform an initial review of the chapter's bylaws in consultation with the chapter-assigned liaison. The reviewers shall prepare a report to the full Bylaws Committee utilizing the applicable structured review form provided by staff. The reviewing members will notify the chair when the review is ready for full committee discussion and staff will place it on an upcoming conference call agenda. The chapter liaison will be notified of the date and time of the conference call and will be invited to participate in the committee's discussion of their chapter's bylaws review. The reviewing members will present their findings to the rest of the Bylaws Committee via conference call. Committee members may make suggestions or comments that may be included in the final review. Final report of the committee's findings will be documented in a review letter to the chapter.

### **Review Letter**

Upon conclusion of a chapter review, the chair of the Bylaws Committee shall prepare a review letter to the chapter that will include a summary of the evaluation process and the conclusions reached by the committee. The review letter will include the following information:

- Cover letter indicating the scope of the review performed and whether or not the bylaws language is approved as submitted or whether further amendments are required.
- If the bylaws language is not approved, instructions to the chapter indicating what amendments will result in approval.
- Finalized review report with contact information for the reviewing members, staff, and Bylaws Committee chair.
- Full text of the chapter's bylaws in the designated electronic format with engrossed suggested language and comments as appropriate.
- Copies of the current *Guidelines* and *Model and Bylaws Guide*.
- Current copy of this *ACEP Bylaws Committee Chapter Review Process*.

When the review process is triggered by the submission of proposed chapter amendments, this letter will be sent to the chapter within ninety (90) days of receipt of a chapter's amended bylaws and supporting information as per ACEP Bylaws.

The review letter will be sent to the chapter executive and/or president via email with a request for acknowledgement from the chapter upon receipt. Note that if a chapter submits additional changes to its bylaws after the committee receives the document, the 90-day time frame will be reset to coincide with the date of the last submission.

### **Legal Limitations to Review**

Each chapter is responsible for conducting regular reviews of their corporate documents for compliance with the laws of their own jurisdiction in consultation with local legal counsel. ACEP Bylaws Committee members and ACEP staff are prohibited by law from providing legal advice to chapters. Chapter reviews by the ACEP Bylaws Committee will not include a survey for compliance with relevant state and local nonprofit corporation statutes.

### **Effective Date of Changes**

Approved amendments to chapter bylaws shall take effect upon receipt of the approval letter by the chapter.

## Chapter Action in Response to Review Letter

### Approval

If the letter of determination indicates approval, no further action is required by the chapter.

### Further Amendments

In any conflict between a chapter's bylaws and the College Bylaws, the College Bylaws shall be supreme and chapters must resolve any such conflicts within two (2) years of notification by the Bylaws Committee. (ACEP Bylaws Article VI, Section 6).

Chapter bylaws are required to conform to the College Bylaws and to the *Guidelines* and *Model* (ACEP Bylaws article VI, Section 2).

The chapter will amend their bylaws to address any issues identified in the letter of determination within two (2) years of notification by the Bylaws Committee. The chapter will resubmit the entire text of their bylaws in the designated format and manner as described in this process to the Bylaws Committee within thirty (30) days of adoption of amendments. Should the submitted amendments consist solely of language suggested in the review letter; the chair of the Bylaws Committee will review and approve those changes within thirty (30) days. Any other changes made to the chapter's bylaws will trigger a new review under the process for *Proposed Chapter Amendments*. Chapters will adopt the requested changes and submit their bylaws within two (2) years of notification for review under the process for *Proposed Chapter Amendments*.

### Chapter Appeal of Review

The Bylaws Committee will respond to chapter inquiries related to this Chapter Bylaws Review Process within thirty (30) days. Should the chapter disagree with the letter of determination, the chapter can submit to the Bylaws Committee chair within thirty (30) days after receipt of the determination letter a written response that explains the contested issue and proposes an alternate resolution. The committee will invite the appointed chapter liaison to participate in a conference call to discuss the appeal. The Bylaws Committee will reconsider its review and make a formal determination within ninety (90) days. Should the chapter and committee be unable to resolve the issue, either the chapter or Bylaws Committee chair may appeal to the ACEP Board of Directors.

### Noncompliance with Review Process

Compliance with the *Guidelines* and *Model* is a critical activity for each chapter. Being out of compliance can create serious liability risk for chapters and their fiduciaries.

If there has been no response from a chapter within thirty (30) days after a request for information or review letter has been sent, a request will be made to schedule a call between a designated Bylaws Committee member and the chapter leadership. Additional calls may be requested as appropriate to ensure progress.

Chapters out of compliance with this Chapter Bylaws Review Process as of the annual ACEP Council meeting will be required to have their councillors meet with representatives of the Bylaws Committee at a convenient time during the meeting to address compliance issues.

Chapters out of compliance with this Chapter Bylaws Review Process and due for an ACEP leader visit will be required to address these issues with the ACEP leader during that visit. This may limit which ACEP leader will be available for the visit. For example, the vice president, designated as the Board liaison to the Bylaws Committee may be designated to fulfill the leader request for chapters that are out of compliance.

Chapters out of compliance for eighteen (18) consecutive months will be required to submit a plan of correction to avoid additional measures as deemed appropriate by the Board of Directors.

Unless otherwise noted, reference to days means calendar days.

*Approved ACEP Board of Directors, April 10, 2014*