

1 **ALASKA CHAPTER**
2 **of the**
3 **AMERICAN COLLEGE OF EMERGENCY PHYSICIANS**

4 **BYLAWS**

5 **ARTICLE I**
6 **NAME**

7 This Association shall be a non-profit corporation organized under the laws of the State of
8 Alaska. Upon receiving a charter from the American College of Emergency Physicians this
9 Association shall be a Chapter of the American College of Emergency Physicians and shall be
10 called the Alaska Chapter of the American College of Emergency Physicians (hereinafter
11 referred to as “the Chapter”).

12 **ARTICLE II**
13 **MISSION, PURPOSES, AND OBJECTIVES**

14 Section 1-Mission

15 The mission of the Chapter is to support quality emergency medical care and to promote the
16 interests of emergency physicians.

17 Section 2-Purposes and Objectives

18 The purpose of the Alaska Chapter shall be those set forth in the Bylaws of the American
19 College of Emergency Physicians (hereinafter “the College”) and in the Chapter’s’ Articles of
20 Incorporation.

21 **ARTICLE III**
22 **MEMBERSHIP**

23 Section 1-Qualifications of Membership

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

26 Section 2-Applications and Changes

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

29 Section 3-Classifications of Membership

30 Member classifications and privileges in the Chapter shall be consistent with those designated
31 by the College in its Bylaws.

32 Section 4-Chapter Records Access

33 Records of the Chapter shall be made available to a member, or the agent or attorney of a
34 member. Demand of inspection other than at a meeting of the members shall be in writing to
35 the President or Secretary/Treasurer of the Chapter.

36 Section 5-Voting

37 Any reference to voting under these Bylaws shall mean a member in good standing and entitled
38 to vote unless otherwise disqualified hereunder.

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**ARTICLE IV
DUES AND ASSESSMENTS**

Section 1-Dues

Dues for Chapter membership shall be approved by the Chapter Board of Directors.

Section 2- Assessments

Assessments may only be levied by a majority vote of the members voting at the annual meeting and then only if the recommendation for such assessment had been communicated in writing (email or other written format) to the membership at least thirty-(30) days before the meeting.

Section 3-Failure to Pay

Any member whose membership has been canceled for failure to pay dues or assessments shall not be eligible to vote or hold office.

**ARTICLE V
MEETINGS OF THE MEMBERS**

Section 1-Annual Meeting

There shall be an annual meeting of the Chapter membership at such place and time as is ordered by the Board of Directors. Notice of such meeting shall be communicated in writing (email or other written format) to the last recorded address of each member at least ten-(10) days but not more than fifty-(50) days before the time of the appointed meeting. Other regular meetings of the Chapter may be held with similar notice requirements.

Section 2-Special Meetings

Special meetings of the Chapter may be held from time to time as determined by the Board of Directors. Notice of such meetings shall be shall be communicated in writing (email or other format) to the last recorded address of each member at least five-(5) days but not more than thirty-(30) days before the time appointed for the meeting. Such notice shall include the purpose for the meeting.

Section 3-Quorum

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

Section 4-Parliamentary Authority

When not in conflict with these Bylaws, the parliamentary procedures outlined in the most recent edition of Sturgis Standard Code of Parliamentary Procedure, shall govern all Chapter meetings.

72 **ARTICLE VI**
73 **BOARD OF DIRECTORS**

74 Section 1-Powers

75 The Board of Directors shall have supervision, control and direction of the affairs of the
76 Chapter, shall determine its policies or changes therein within the limits of the Bylaws, shall
77 actively pursue its purposes and shall have discretion in the disbursement of its funds. The
78 Board may adopt such rules and regulations for the conduct of its business as shall be deemed
79 advisable and in the execution of the powers granted, appoint such agents, as it may consider
80 necessary.

81 Section 2-Board of Directors Composition

82 The Board of Directors shall be composed of the current Officers of the Chapter (President,
83 Vice-President, Secretary and Treasurer), the Immediate Past-President and five-(5) elected
84 Directors, including the Officers, and the President and Immediate Past-President if their term
85 as an elected Director has already expired.

86 Section 3-Terms of Office

87 Elected Directors shall serve a term of three-(3) years. Directors shall be elected as appropriate
88 at the annual chapter meeting by majority vote of the members voting. Terms shall begin at the
89 end of the annual meeting.

90 Section 4A-Nomination and Election

91 A nominating committee for candidates of the Board of Directors, Officers, and Councillors shall
92 be appointed by the Board of Directors and shall present a list of nominees to the Board of
93 Directors at least sixty-(60) days prior to the date of the election. Nominees shall be regular
94 members in good standing. Nominations from the floor at the time of the elections are allowed.
95 Voting shall be in person, via teleconferencing in real time or cast prior to the elections via
96 email. Directors shall be elected by a majority of the members voting. Write in votes are
97 allowed.

98 Section 4B-Balloting Procedures

99 On an individual ballot, members must cast the same number of votes as the number of
100 positions to be filled. When a majority vote is required for election and more candidates receive
101 a majority vote than the number of positions to be filled, the candidates with the greatest
102 majority will be elected. When a majority vote is required and all positions but one are filled
103 and there are three or more candidates for the remaining position and none receive a majority,
104 only the two candidates with the highest vote totals shall remain for the next ballot.

105 Section 5-Board of Directors Meetings

106 The Board of Directors shall meet no less than once each year. Notice of all regular meetings of
107 the Board of Directors shall be communicated in writing (email or other written format) to each
108 member of the Board at least ten-(10) days in advance of each meeting. Board meetings may be
109 conducted by telephone conference call or other electronic medium. A majority of the Board of
110 Directors shall constitute a quorum at any meetings of the Board. Special meetings of the Board
111 of Directors may be called by the President or the Executive Committee on 48 hour notice with
112 the same quorum requirements.

113 Section 6-Removal

114 Any Director may be removed from office by a two-thirds vote of members present at any
115 Chapter meeting. Removal must be initiated by a majority vote of the Board of Directors or a
116 petition signed by no less than one-third of the number of members voting at the meeting at
117 which the Director was elected. Any vacancy created by a recall shall be filled for the remainder
118 of the unexpired term by a majority vote of the members present at the meeting at which the
119 recall occurs. Nomination for a vacancy shall be accepted from the floor.

120 Section 7-Resignation

121 Any Director may resign at any time by giving written notice (email or other written format) to
122 the President or the Board of Directors. Such resignation shall take effect at the time specified
123 therein, or if no time is specified, at the time of the acceptance thereof as determined by the
124 President or the Board.

125 Section 8-Vacancies

126 Vacancies, which occur on the Board of the Chapter for any reason other than a removal, shall
127 be filled by a majority vote of the remaining Directors for the remainder of the respective term.

128 **ARTICLE VII**
129 **OFFICERS**

130 Section 1-Officer Composition

131 The elected Officers of the Chapter shall be the President, Vice-President, Secretary, and
132 Treasurer, who will be elected for a term of two-(2) years. Election will take place at the annual
133 meeting and by a majority vote of members voting. Officers shall be eligible to serve a
134 maximum of three-(3) consecutive terms in the same office. The same member may hold the
135 offices of Secretary and Treasurer.

136 Section 2-Duties

137 The duties of the President shall be as follows:

- 138 (a) The President shall be the Executive Officer of the Board of Directors;
139 (b) The President shall preside over all meetings of the Chapter membership and Board of
140 Directors;
141 (c) The President shall be responsible for ensuring that all Chapter contracts with third parties
142 contain a provision disclosing the fact that the chapter is an entity separate and distinct from
143 the College;
144 (d) The President shall be responsible for ensuring that the Chapter adheres to the policy
145 governing the use of the mark of the American College of Emergency Physicians.

146 The Duties of the Vice-President shall be as follows:

- 147 (a) The Vice-President shall also serve as the President-Elect;
148 (b) The Vice-President shall, in the absence of the President, preside over all meetings of the
149 Chapter membership and Board of Directors at all meetings and perform such other duties as
150 may be assigned by the President or the Board of Directors.

151 The duties of the Secretary shall be as follows:

152 (a) The Secretary shall be responsible for recording minutes of meetings and keeping records
153 of the Chapter activities;

154 (b) The Secretary shall also be responsible for ensuring that the Chapter adheres to the policy
155 governing the mark of the College;

156 (c) The Secretary shall perform such other duties as may be assigned by the President or Board
157 of Directors;

158 (d) The Secretary shall file the state paperwork with the State of Alaska in the spring of even
159 number years.

160 The duties of the Treasurer shall be as follows:

161 (a) The Treasurer shall be responsible for monitoring all accounts and records of the Chapter
162 finances; and

163 (b) The Treasurer shall perform such other duties as may be assigned by the President or
164 Board of Directors.

165 Section 5-Removal

166 Any Officer may be removed from office by a three quarter vote of the Chapter members
167 present at a meeting called for that purpose. Any vacancy created by a removal shall be filled by
168 the majority vote of the remaining Directors for the remainder of the unexpired term.

169 Section 6-Resignation

170 Any Officer may resign at any time by giving written notice (email or other written format) to
171 the President or Board of Directors. Such resignation shall take effect at the time specified
172 therein, or if no time is specified, at the time of acceptance thereof as determined by the
173 President or the Board.

174 Section 7-Vacancy

175 Any vacancy, which occurs in a Chapter officer position (excluding the office of President which
176 is filled by the President-Elect) for reasons, other than removal, shall be filled for the remainder
177 of the unexpired term by a majority vote of the Board of Directors.

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**ARTICLE VIII
COUNCILLORS**

Section 1-Allocations

Councillor allocation shall be determined as specified in the College Bylaws. Councillors shall be elected by the Chapter Board of Directors. A similar number of Alternate Councillors shall be elected by the Chapter Board of Directors. Such election of Councillors and Alternate Councillors shall take place at the annual meeting.

Section 2 – Terms

Councillors shall serve a term of 2 years. Councillors may serve unlimited consecutive terms. 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 all Councillors are staggered.

Section 3 – Vacancies

Vacancies occurring in Councillor positions, other than by removal, shall be filled a majority vote of the Board of Directors for the remainder of the respective term.

Section 4-Councillor Removal

A Councillor may be removed by a majority vote of the members at any special or annual meeting. A vacancy created by removal shall be filled by a majority vote of the members voting for the remainder of the unexpired term.

**ARTICLE IX
COMMITTEES**

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

**ARTICLE X
VOTING METHODS**

Voting in an election of the Board of Directors and other matters at the annual meeting shall be “in person” voting, mail voting (by either US Postal Service or electronic mail), or Proxy Voting. The Chapter reserves the right in the future to conduct voting on all matters at the annual meeting by mail vote or electronic voting as long as those methods are in compliance with state law. On matters of business other than elections, voting is open unless a member of the Chapter participating in the vote requests a secret written ballot.

**ARTICLE XI
INDEMNIFICATION**

The Chapter will, by resolution of the Board of Directors, provide for indemnification by the Chapter of any and all of its directors or officers or former directors or officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been directors or officers of the Chapter, except in relations to matters as to which such directors 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.

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ARTICLE XII

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APPROVAL OF BYLAWS AND AMENDMENTS

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Section 1

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

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Section 2

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These Bylaws may be amended by a two-thirds vote of the membership voting at a meeting of the Chapter, provided that the proposed amendments have been communicated in writing (email or other written format) to the membership of the Chapter at least thirty-(30) days prior to the meeting.

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Section 3

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Amendments to these Bylaws shall be submitted to the College, in a format and manner approved by the College, no later than thirty-(30) days following the adoption of such amendments. No amendment shall be of any force of effect until it has been submitted to and reviewed by the Board of Directors of the College or its designee, provided however, that such amendment shall be considered to be approved if the Board of Directors of the College or its designee fails to give written notice of its objection within ninety-(90) days following receipt. (The review and notice of objection may be conducted and transmitted by the College's Bylaws Committee. Final approval is the responsibility of the Board of Directors of the College).

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Section 4

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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 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

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The Chapter adopted the latest revision to these Bylaws on **February 13, 2017.**