ALASKA CHAPTER
of the
AMERICAN COLLEGE OF EMERGENCY PHYSICIANS

BYLAWS

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

ARTICLE II
MISSION, PURPOSES, AND OBJECTIVES

Section 1-Mission
The mission of the Chapter is to support quality emergency medical care and to promote the interests of emergency physicians.

Section 2-Purposes and Objectives
The purpose of the Alaska Chapter shall be those set forth in the Bylaws of the American College of Emergency Physicians (hereinafter “the College”) and in the Chapter’s Articles of Incorporation.

ARTICLE III
MEMBERSHIP

Section 1-Qualifications of Membership
The qualifications for membership in the Chapter shall be consistent with those for membership in the College.

Section 2-Applications and Changes
Membership applications, classification changes, resignations, suspensions, and expulsions; shall be acted upon by the College.

Section 3-Classifications of Membership
Member classifications and privileges in the Chapter shall be consistent with those designated by the College in its Bylaws.

Section 4-Chapter Records Access
Records of the Chapter shall be made available to a member, or the agent or attorney of a member. Demand of inspection other than at a meeting of the members shall be in writing to the President or Secretary/Treasurer of the Chapter.

Section 5-Voting
Any reference to voting under these Bylaws shall mean a member in good standing and entitled to vote unless otherwise disqualified hereunder.
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 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.
ARTICLE VI
BOARD OF DIRECTORS

Section 1-Powers
The Board of Directors shall have supervision, control and direction of the affairs of the
Chapter, shall determine its policies or changes therein within the limits of the Bylaws, shall
actively pursue its purposes and shall have discretion in the disbursement of its funds. The
Board may adopt such rules and regulations for the conduct of its business as shall be deemed
advisable and in the execution of the powers granted, appoint such agents, as it may consider
necessary.

Section 2-Board of Directors Composition
The Board of Directors shall be composed of the current Officers of the Chapter (President,
Vice-President, Secretary and Treasurer), the Immediate Past-President and five-(5) elected
Directors, including the Officers, and the President and Immediate Past-President if their term
as an elected Director has already expired.

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

Section 4A-Nomination and Election
A nominating committee for candidates of the Board of Directors, Officers, and Councillors shall
be appointed by the Board of Directors and shall present a list of nominees to the Board of
Directors at least sixty-(60) days prior to the date of the election. Nominees shall be regular
members in good standing. Nominations from the floor at the time of the elections are allowed.
Voting shall be in person, via teleconferencing in real time or cast prior to the elections via
email. Directors shall be elected by a majority of the members voting. Write in votes are
allowed.

Section 4B-Balloting Procedures
On an individual ballot, members must cast the same number of votes as the number of
positions to be filled. When a majority vote is required for election and more candidates receive
a majority vote than the number of positions to be filled, the candidates with the greatest
majority will be elected. When a majority vote is required and all positions but one are filled
and there are three or more candidates for the remaining position and none receive a majority,
only the two candidates with the highest vote totals shall remain for the next ballot.

Section 5-Board of Directors Meetings
The Board of Directors shall meet no less than once each year. Notice of all regular meetings of
the Board of Directors shall be communicated in writing (email or other written format) to each
member of the Board at least ten-(10) days in advance of each meeting. Board meetings may be
conducted by telephone conference call or other electronic medium. A majority of the Board of
Directors shall constitute a quorum at any meetings of the Board. Special meetings of the Board
of Directors may be called by the President or the Executive Committee on 48 hour notice with
the same quorum requirements.
Section 6-Removal
Any Director may be removed from office by a two-thirds vote of members present at any Chapter meeting. Removal must be initiated by a majority vote of the Board of Directors or a petition signed by no less than one-third of the number of members voting at the meeting at which the Director was elected. Any vacancy created by a recall shall be filled for the remainder of the unexpired term by a majority vote of the members present at the meeting at which the recall occurs. Nomination for a vacancy shall be accepted from the floor.

Section 7-Resignation
Any Director may resign at any time by giving written notice (email or other written format) to the President or the Board of Directors. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time of the acceptance thereof as determined by the President or the Board.

Section 8-Vacancies
Vacancies, which occur on the Board of the Chapter for any reason other than a removal, shall be filled by a majority vote of the remaining Directors for the remainder of the respective term.

ARTICLE VII
OFFICERS

Section 1-Officer Composition
The elected Officers of the Chapter shall be the President, Vice-President, Secretary, and Treasurer, who will be elected for a term of two-(2) years. Election will take place at the annual meeting and by a majority vote of members voting. Officers shall be eligible to serve a maximum of three-(3) consecutive terms in the same office. The same member may hold the offices of Secretary and Treasurer.

Section 2-Duties
The duties of the President shall be as follows:
(a) The President shall be the Executive Officer of the Board of Directors;
(b) The President shall preside over all meetings of the Chapter membership and Board of Directors;
(c) The President 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 shall be responsible for ensuring that the Chapter adheres to the policy governing the use of the mark of the American College of Emergency Physicians.

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

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

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

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

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

The duties of the Treasurer shall be as follows:

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

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

Section 5-Removal

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

Section 6-Resignation

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

Section 7-Vacancy

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

Section 2
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.

Section 3
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).

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 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.

Section 5
The Chapter adopted the latest revision to these Bylaws on February 13, 2017.