

1 **ALASKA CHAPTER**

2 **BYLAWS**

3 **of the**

4 **AMERICAN COLLEGE OF EMERGENCY PHYSICIANS**

5 **ARTICLE I**

6 **NAME**

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

11 **ARTICLE II**

12 **MISSION, PURPOSES, AND OBJECTIVES**

13 **Section 1-Mission**

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

16 **Section 2-Purposes and Objectives**

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

20 **ARTICLE III**

21 **MEMBERSHIP**

22 **Section 1-Qualifications of Membership**

23 ~~SECTION 1:~~ The qualifications for membership in the Chapter shall be consistent with those for membership in  
24 the College.

25 **Section 2-Applications and Changes**

26 ~~SECTION 2:~~ Membership applications, classification changes, resignations, suspensions, and expulsions; shall  
27 be acted upon by the College.

28 **Section 3-Classifications of Membership**

29 ~~SECTION 3:~~ Member classifications and privileges in the Chapter shall be consistent with those designated by  
30 the College in its Bylaws.

31 **Section 4-Chapter Records Access**

52 ~~SECTION 4: Records of the Chapter shall be made available to a member, or the agent or attorney of a member.~~  
53 ~~All records of the Chapter shall be available for inspection by the membership of the Chapter at any reasonable~~  
54 ~~time. Such inspection may be made by a member, or the agent or attorney of a member, and shall include the~~  
55 ~~right to make extracts thereof.~~ Demand of inspection other than at a meeting of the members shall be in writing  
56 to the President or Secretary/Treasurer of the Chapter.

#### 57 58 Section 5-Voting

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

### 62 63 ARTICLE IV

#### 64 65 DUES AND ASSESSMENTS

##### 66 67 Section 1-Dues

68  
69 ~~SECTION 1: Dues for Chapter membership shall be determined~~ approved by the Chapter Board of Directors.

##### 70 71 Section 2- Assessments

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73 ~~SECTION 2: Assessments may only be levied by a majority vote of the members present~~ voting at the annual  
74 meeting and then only if the recommendation for such assessment had been mailed communicated in writing  
75 (email or other written format) to the membership at least thirty-(30) days before the meeting.

##### 76 77 Section 3-Failure to Pay

78  
79 ~~SECTION 3: Any member whose membership has been canceled for failure to pay dues or assessments shall~~  
80 not be eligible to vote or hold office.

### 81 82 ARTICLE V

#### 83 84 MEETINGS OF THE MEMBERS

##### 85 86 Section 1-Annual Meeting

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88 ~~SECTION 1: There shall be an annual meeting of the Chapter membership at such place and time as is ordered~~  
89 ~~by the Board of Directors. Notice of such meeting shall be delivered communicated in writing (email or other~~  
90 ~~written format) to the last recorded address of each member at least ten-(10) days but not more than fifty-(50)~~  
91 ~~days before the time of the appointed meeting. If sent via US Postal Service, the notice shall be considered to be~~  
92 ~~delivered when deposited in the United States mail addressed to the member at the member's address as it~~  
93 ~~appears on the records of the Chapter, with postage prepaid. If sent via electronic mail, the notice shall be~~  
94 ~~considered delivered once sent to the members e-mail address as it appears on the records of the Chapter. Other~~  
95 ~~regular meetings of the Chapter may be held with similar notice requirements.~~

##### 96 97 Section 2-Special Meetings

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99 ~~SECTION 2: Special meetings of the members Chapter may be called held from time to time as determined by~~  
100 ~~the Board of Directors. A special meeting of members may be called by members having one twentieth of the~~  
101 ~~votes entitled to be cast at the meeting.~~ Notice of such meetings shall be mailed, e-mailed or personally  
102 delivered communicated in writing (email or other format) to the last recorded address of each member at least

103 five-(5) days but not more than thirty-(30) days before the time appointed for the meeting. Such notice shall  
104 include the purpose for the meeting.  
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### Section 3-Quorum

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108 ~~SECTION 3: The presence of one tenth of the members of the Chapter present at any meeting of the Chapter~~  
109 ~~duly called shall constitute a quorum.~~ The members of the Chapter represented at any duly called meeting of the  
110 Chapter shall constitute a quorum.  
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### Section 4-Parliamentary Authority

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114 ~~SECTION 4: When not in conflict with these Bylaws, the parliamentary procedures outlined in the most recent~~  
115 ~~edition of Sturgis Standard Code of Parliamentary Procedure~~ the American Institute of Parliamentarians  
116 | Standard Code of Parliamentary Procedure, shall govern all Chapter meetings.  
117

### Section 5 Meeting Notice

118  
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120 ~~Annual Meetings~~ Notice of membership meetings shall be delivered via US mail unless a member has  
121 requested electronic delivery, provided and electronic address and electronic delivery is permitted by state law.  
122

123 Such meeting shall be delivered to the last recorded address of each member at least sixty (60) days before the  
124 time of the appointed meeting. If sent via US Postal Service, the notice shall be considered to be delivered when  
125 deposited in the United States mail addressed to the member at the member's address as it appears on the  
126 records of the Chapter, with postage prepaid. If sent via electronic mail, the notice shall be considered delivered  
127 once sent to the members e-mail address to which such member has consented to receive notice as it appears on  
128 the records of the Chapter.  
129

130 ~~Special Meetings~~ Notice of such meetings shall be mailed, e-mailed or personally delivered to the last recorded  
131 address of each member at least thirty (30) days before the time appointed for the meeting. Notice of such  
132 meetings must contain a statement of the purpose of the meeting. If sent via electronic mail, the notice shall be  
133 considered delivered once sent to the members e-mail address to which such member has consented to receive  
134 notice as it appears on the records of the Chapter.  
135

## ARTICLE VI

### BOARD OF DIRECTORS

#### Section 1-Powers

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142 ~~SECTION 1:~~ The Board of Directors shall have supervision, control and direction of the affairs of the Chapter,  
143 shall determine its policies or changes therein within the limits of the Bylaws, shall actively pursue its purposes  
144 and shall have discretion in the disbursement of its funds. ~~H-The Board~~ may adopt such rules an regulations for  
145 the conduct of its business as shall be deemed advisable and ~~my~~ in the execution of the powers granted, appoint  
146 such agents, as it may consider necessary.  
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#### Section 2-Board of Directors Composition

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150 ~~SECTION 2:~~ The Board of Directors shall be composed of the current Officers of the Chapter (President, Vice-  
151 President, Secretary and Treasurer), the Immediate Past-President and five-(5) elected Directors-  
152

#### Section 3-Terms of Office

155 ~~SECTION 4:~~ Elected Directors shall serve a term of three-(3) years and shall be eligible to serve ~~a maximum of~~  
156 ~~two-(2)~~ consecutive terms. Directors shall be elected as appropriate at the annual chapter meeting by majority  
157 vote of the members

#### Section 4A-Nomination and Election

161 ~~SECTION 3:~~ A nominating committee for candidates of the Board of Directors shall be appointed by ~~the~~  
162 ~~Executive Committee shall present a list of nominees to the Board of Directors at least sixty~~ thirty-(30) days  
163 prior to the date of the election. Nominees shall be regular or (if eligible) candidate members in good standing.  
164 ~~Nominations from the floor at the time of the elections are allowed. Voting shall be "in person" voting, mail~~  
165 ~~voting (by either US Postal Service or electronic mail). Directors shall be elected by a majority of the members~~  
166 ~~voting. Write in votes are not allowed.~~

168 ~~Any member of the Chapter, in good standing, may be nominated for an open position on the Board of~~  
169 ~~Directors by any member of the Chapter. Nominations close when voting begins.~~

#### Section 4B-Balloting Procedures

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

#### Section 5-Board of Directors Meetings

180 ~~SECTION 5:~~ The Board of Directors shall meet no less than once each year. Notice of all ~~regular~~ meetings of  
181 the Board of Directors shall be ~~sent by mail, email or personally delivered~~ ~~communicated in writing (email or~~  
182 ~~other written format)~~ to each member of the Board ~~at his or her last recorded address~~ at least ten-(10) days in  
183 advance of ~~such~~ each meeting. Board meetings may be conducted by telephone conference call or other  
184 electronic medium. A majority of the Board of Directors shall constitute a quorum at any meetings of the Board.  
185 ~~Special meetings of the Board of Directors may be called by the President or the Executive Committee on 48~~  
186 ~~hour notice with the same quorum requirements.~~

#### Section 6-Removal

191 ~~SECTION 6:~~ Any Director may be removed from office by a two-thirds vote of members present at any Chapter  
192 meeting. ~~A recall~~ ~~Removal~~ must be initiated by ~~a majority vote of the Board of Directors or~~ a petition signed by  
193 no less than one-third of the number of members voting at the meeting at which the Director was elected. Any  
194 vacancy created by a recall shall be filled ~~for the remainder of the unexpired term~~ by a majority vote of the  
195 members present at the meeting at which the recall occurs. Nomination for a vacancy shall be accepted from the  
196 floor.

#### Section 7-Resignation

200 ~~SECTION 7:~~ Any Director may resign at any time by giving written notice ~~(email or other written format)~~ to  
201 the President or the Board of Directors. Such resignation shall take effect at the time specified therein, or if no  
202 time is specified, at the time of the acceptance thereof as determined by the President or the Board.  
203 ~~Vacancies, which occur on the Board of the Chapter for any reason, other than recall, shall be filled, for the~~  
204 ~~remainder of the term of office, by a majority vote of the Board of Directors.~~

206 Section 8-Vacancies

207  
208 Vacancies, which occur on the Board of the Chapter for any reason other than a removal, shall be filled by a  
209 majority vote of the remaining Directors **for the remainder of the respective term.**

210 **ARTICLE VII**

211 **OFFICERS**

212 **Section 1-Officer Composition**

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215 **SECTION 1:** The elected Officers of the Chapter shall be the President, Vice-President, and Secretary/Treasurer,  
216 who will be elected **by the membership** ~~to~~ for a term of two-(2) years. **Election will take place at the annual**  
217 **meeting and shall be by a majority vote of the chapter membership.** ~~The Board of Directors shall nominate the~~  
218 ~~candidates for the Chapter Officer positions.~~ Officers shall be eligible to serve a maximum of three-(3)  
219 consecutive terms **in the same office.** The same member may hold the offices of Secretary and Treasurer.  
220  
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222 **Section 3-Duties**

223  
224 **SECTION 3:** The duties of the Officers shall be as follows:

- 225  
226 (a): The President shall be the Executive Officer of the Board of Directors;  
227 (b): The President shall preside over all meetings of the Chapter **membership** and Board of Directors;  
228 (c): The President shall be responsible for ensuring that all Chapter contracts with third parties contain a  
229 provision disclosing the fact that the chapter is an entity separate and distinct from the **College**;  
230 (d): The President shall be responsible for ensuring that the Chapter adheres to the policy governing the use of  
231 the mark of the American College of Emergency Physicians.  
232

233  
234 **SECTION 4:** The Duties of the **Vice-President** shall be as follows:

- 235  
236 (a): The Vice-President shall also serve as the President-Elect;  
237 (b): The Vice-President shall, in the absence of the President, preside ~~at~~ over all meetings **of the Chapter**  
238 **membership and Board of Directors at all meetings** and perform such other duties as may be assigned by the  
239 President or the Board of Directors.  
240

241  
242 **SECTION 5:** The duties of the **Secretary** shall be as follows:

- 243 (a): The Secretary shall be responsible for recording minutes of meetings and keeping records of the Chapter  
244 activities;  
245 (b): The Secretary shall also be responsible for ensuring that the Chapter adheres to the policy governing the  
246 mark of the College;  
247 (c): The Secretary shall perform such other duties as may be assigned by the President or Board of Directors;  
248 (d): The Secretary shall file the state paperwork with the State of Alaska in the spring of even number years.  
249

250 **SECTION 6:** The duties of the **Treasurer** shall be as follows:

- 251  
252 (a): The Treasurer shall be responsible for monitoring all accounts and records of the Chapter finances; **and**  
253 (b): The Treasurer shall perform such other duties as may be assigned by the President or Board of Directors.  
254

255 **Section 4-Nominations**

257 A Nominating Committee consisting of President, Vice President and Secretary/Treasurer and Immediate Past  
258 President shall present a slate of candidates for the Officer positions. Nominations from the floor are allowed.  
259

#### 260 Section 5-Removal

261 ~~SECTION 7:~~ Any Officer may be removed from office by ~~two-thirds~~ **three quarter** vote of the Chapter members  
262 present at a meeting called for that purpose. Any vacancy created by a ~~recall~~ **removal** shall be filled by the  
263 majority vote of the remaining Directors ~~until such time as a successor can be elected to~~ for the remainder of the  
264 unexpired term. ~~by the Chapter members.~~

#### 265 Section 6-Resignation

266 ~~SECTION 8:~~ Any Officer may resign at any time by giving written notice (**email or other written format**) to the  
267 President or Board of Directors. Such resignation shall take effect at the time specified therein, or if no time is  
268 specified, at the time of acceptance thereof as determined by the President or the Board.

#### 269 Section 7-Vacancy

270 ~~SECTION 9:~~ Any vacancy ~~Vacancies~~, which occurs in ~~the officership of the~~ a Chapter **officer position**  
271 (**excluding the office of President which is filled by the President-Elect**) for ~~any~~ reasons, other than ~~recall~~  
272 **removal**, shall be filled for the remainder of the **unexpired** term ~~of office~~, by a majority vote of the Board of  
273 Directors.

### 274 ARTICLE VIII

### 275 COUNCILLORS

#### 276 Section 1-Allocations

277 ~~One~~ Councillor allocation shall be determined as specified in ~~to~~ the College Bylaws. Councillors shall be  
278 elected by the Chapter Board of Directors. A similar number of Alternate Councillors shall be elected by the  
279 Chapter Board of Directors. Such election or appointment of Councillors and Alternate Councillors shall take  
280 place at the spring Board of Directors meeting.

281 ~~One additional Councillor for each additional 100 members of the Chapter, shall be appointed to a two (2) year~~  
282 ~~term by the Chapter Officers. Councillors may serve unlimited consecutive terms.~~

#### 283 Section 2 – Terms

284 Councillors shall serve a term of 2 years. Councillors may serve unlimited consecutive terms. At such time as  
285 the Chapter is eligible for an additional Councillor, the terms for the new Councillor shall be adjusted so that the  
286 terms of all Councillors are staggered.

#### 287 Section 3 – Vacancies

288 Vacancies occurring in councillor positions other than by removal shall be filled in a timely manner by the  
289 President.

#### 290 Section 4-Councillor Removal



309 A Councillor may be removed by a majority vote of the members at any special or annual meeting. A vacancy  
310 created by removal shall be filled by a majority vote of the members for the remainder of the unexpired term.  
311

312 ~~Section 5 Special Rights~~

313  
314 ~~THIS SECTION IS TO BE OMITTED UNLESS THE COUNCILLORS HAVE SPECIAL RIGHTS AT THE~~  
315 ~~CHAPTER LEVEL SUCH AS A POSITION ON THE BOARD OF DIRECTORS.~~  
316

317 **ARTICLE IX**

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319 **COMMITTEES**

320  
321 With the exception of the Executive Committee which is composed of the President, Vice President,  
322 Secretary/Treasurer and Immediate Past President, Chapter Committee members shall be appointed the  
323 President. The Executive Committee shall have the authority, when a quorum is present, to act on behalf of the  
324 Board between regular meetings of the Board. Such actions must be ratified by the Board of Directors at their  
325 next regular meeting: failure to such ratification nullifies the action(s) taken by the Executive Committee.  
326

327 The President may appoint such committees as he or she deem necessary.  
328

329 **ARTICLE X**

330  
331 **VOTING METHODS**

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333 ~~Voting on any matter, except elections, is permitted to use the following methods: In Person Voting, Mail~~  
334 ~~Voting (by either US Postal Service or electronic mail), or Proxy Voting. Voting in Elections can be done by~~  
335 ~~In Person Voting, or Proxy Voting. Each chapter member has one equal vote. On matters of business other~~  
336 ~~than elections, voting is open unless a member of the chapter participating in the vote requests a secret written~~  
337 ~~ballot.~~  
338

339 Voting in an election of the Board of Directors and other matters at the annual meeting shall be “in person”  
340 voting, mail voting (by either US Postal Service or electronic mail). The Chapter reserves the right in the future  
341 to conduct voting on all matters at the annual meeting by mail vote or electronic voting as long as those  
342 methods are in compliance with state law. On matters of business other than elections, voting is open unless a  
343 member of the Chapter participating in the vote requests a secret written ballot.  
344

345 ~~Is permitted to use the following methods: in person only. Proxy voting is not allowed. The Alaska Chapter~~  
346 ~~reserves the right at some time in the future to allow mail voting for any business conducted at the annual~~  
347 ~~meeting. Voting is open unless a member of the Chapter participating in the vote requests a secret written ballot.~~  
348

349 **ARTICLE XI**

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351 **INDEMNIFICATION**

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353 The Chapter will, by resolution of the Board of Directors, provide for indemnification by the Chapter of any and  
354 all of its directors or officers or former directors or officers against expenses actually and necessarily incurred  
355 by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are  
356 made parties, or a party, by reason of having been directors or officers of the Chapter, except in relations to  
357 matters as to which such directors or officer, or former director or officer shall be adjudged in such action, suit,  
358 or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall  
359 be settled by agreement predicated on the existence of such liability for negligence or misconduct.  
360

361 ARTICLE XII

362 APPROVAL OF BYLAWS AND AMENDMENTS

363 Section 1

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365 ~~SECTION 1:~~ These Bylaws and amendments thereto shall not become effective until approved by the Board of  
366 Directors of the College or its designee.

367  
368 Section 2

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370 ~~SECTION 2:~~ These Bylaws may be amended by a two-thirds vote of the membership present voting at a  
371 meeting of the Chapter, provided that the proposed amendments have been mailed communicated in writing  
372 (email or other written format) to the membership of the Chapter at least thirty-(30) days prior to the meeting.

373  
374 Section 3

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376 ~~SECTION 3:~~ Amendments to these Bylaws shall be submitted to the College, in a format and manner approved  
377 by the College, no later than thirty-(30) days following the adoption of such amendments. No amendment shall  
378 be of any force of effect until it has been submitted to and reviewed by the Board of Directors of the College or  
379 its designee, provided however, that such amendment shall be considered to be approved if the Board of  
380 Directors or its designee fails to give written notice of its objection within ninety-(90) days following receipt.  
381 (The review and notice of objection may be conducted and transmitted by the College's Bylaws Committee.  
382 Final approval is the responsibility of the Board of Directors of the College).

383  
384 Section 4

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386 ~~SECTION 4:~~ These Bylaws must at all times be consistent with the Bylaws of the College. Should the Bylaws  
387 of the College be changed in a manner as to render these Bylaws inconsistent therewith, then these Bylaws shall  
388 be amended within two-(2) years of written notification of amendment of the College Bylaws to eliminate said  
389 inconsistency.

390  
391 Section 5

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393 ~~SECTION 5:~~ The Chapter adopted the latest revision to these current Bylaws on: ~~Wednesday, November 4,~~  
394 ~~2015.~~ Feb. 13, 2017