ALASKA CHAPTER
of the
AMERICAN COLLEGE OF EMERGENCY PHYSICIANS
BYLAWS

ARTICLE I

CHAPTER 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 (hereinafter "The College"), this Association shall be a chapter of the College and shall be called the Alaska Chapter of the American College of Emergency Physicians (hereinafter "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 – Purpose and Objectives

The purpose and objectives of the Chapter shall be those set forth in the Bylaws of 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 – College Authority

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

Section 3 – Classifications of Membership

Member classifications and rights in the Chapter shall be consistent with those designated in the College Bylaws. Candidate student members may not serve on the Chapter Board, may not hold a Chapter office, may not vote for members of the Chapter Board, may not vote for Chapter officers, and may vote in Chapter committees on which they serve.

Section 4 – Chapter Records Access

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. 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 – 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 membership.

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

ARTICLE IV
DUES AND ASSESSMENTS

Section 1 – Dues

The Board, by a majority of legal votes cast, shall approve Chapter membership dues.

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 by communicated in writing to the membership no fewer than thirty (30) days before the meeting.

ARTICLE V
MEETINGS OF THE MEMBERS

Section 1 – Annual and Regular Meetings

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 to 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 as determined by the Board. Notice of such meetings shall be communicated in writing to 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 special meeting and the methods of voting to be used at the meeting.

Section 3 – Quorum

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

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 in the meeting.

Section 5 – Remote Communication Technology

Meeting notices, any meeting of the membership, and any actions taken physically in person therein may be conducted using remote communication technology in conjunction with applicable jurisdictional law.

ARTICLE VI
BOARD OF DIRECTORS

Section 1 – Powers

The Board shall have supervision, control, and direction of the affairs of the Chapter, shall determine its policies or changes therein within the limits of the Articles of Incorporation or 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 Chapter business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents, as it may consider necessary. The act of a majority of the 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 presence of a greater number of directors.

Section 2 – Composition

The Board shall be composed of no fewer than three (3) and no more than five (5) elected directors, plus the officers. All directors have the right to vote as directors. If a member occupies the offices of both the Secretary and the Treasurer, the officer is entitled to one vote as a director.

Section 3 – Terms of Office

Elected Directors shall serve a term of three (3) years and may serve unlimited consecutive terms. Directors shall assume office on January 1.

Section 4A – Nomination and Election

The Nominating Committee shall present a list of nominees for available elected Board positions at least two weeks 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 legal votes cast by Chapter 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 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 will be elected. When all positions but one are filled and there are three or more candidates for the sole remaining position and none receive a majority of the legal votes cast, only the two candidates with the highest vote totals shall remain for the next ballot. Ties are broken by revote.

Section 5 – Meetings

The Board shall meet no less than once each year. A majority of the number of directors shall constitute a quorum at any meetings of the Board. Notice of all regular meetings of the Board shall be communicated in writing to each member of the Board at least ten (10) days in advance of each meeting. Special meetings of the Board may be called by the President or the Executive Committee on 48-hours' notice with the same quorum requirements.

Section 6 – Remote Communication Technology

Meeting notices, any meeting of the Board, and any actions taken therein, may be conducted in person, by telephone conference call, or by using remote communication technology in

conjunction with any applicable jurisdictional law. Board members attending via remote communication technology shall be considered present in person.

Section 7 – Removal

Any Director may be removed from office by two-thirds of the legal votes cast by members voting at any Chapter meeting. Removal must be initiated by a majority 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 removal of a director shall be filled for the remainder of the unexpired term by a majority of legal votes cast by the members at the meeting at which the removal occurred. Nominations for a vacancy shall be accepted from the floor by the presiding officer.

Section 8 – Resignation

Any Director may resign at any time by giving written notice to the President or to the Board. Such resignation shall take effect immediately or at the time specified therein.

Section 9 – Vacancies

Vacancies that occur on the Board for any reason other than a removal shall be filled by a majority of legal votes cast by the remaining Directors at a meeting called for that purpose for the remainder of the unexpired term.

ARTICLE VII
OFFICERS

Section 1 – Officer Titles and Terms of Office

The Officers of the Chapter shall be the President, President-Elect, Secretary, Treasurer, and Immediate Past President, who shall be eligible to serve for a term of two-(2) years. 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. 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.

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 allowed. Election will take place at the annual meeting and by a majority vote of the legal votes cast by Chapter members.

Section 3 – Service and Voting as a Director

Each officer serves on the Board and has the right to vote as a director. If a member occupies the offices of both the Secretary and the Treasurer, the officer is entitled to one vote as a director.

Section 4 – Duties

The duties of the President shall be as follows:

(a) The President shall be the Executive Officer of the Board;

(b) The President shall preside over all meetings of the Chapter membership and Board;

(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 College.

The duties of the President-Elect shall be as follows:

(a) The President-Elect shall, in the absence of the President, preside over all meetings of the Chapter membership and Board and perform such other duties as may be assigned by the President or the Board.

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;

(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 the Board.

Section 5 – Removal

Any Officer may be removed from office by two-thirds of the legal votes cast by Chapter members at a meeting called for that purpose. Any vacancy created by a removal shall be filled for the remainder of the unexpired term by the majority of legal votes cast by the members at the meeting at which the removal occurred. Nominations for a vacancy shall be accepted from the floor by the presiding officer.

Section 6 – Resignation

Any Officer may resign at any time by giving written notice to the President or Board. Such resignation shall take effect immediately or at the time specified therein.

Section 7 – Vacancy

Any vacancy that 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. The Board may fill a vacancy in the office of the Immediate Past President at its discretion.

ARTICLE VIII
COUNCILLORS

Section 1 – Allocation

Councillor allocation shall be determined as specified in the College Bylaws.

Section 2 – Terms of Office

Councillors and Alternate 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 Councillors are staggered.

Section 3 – Nomination and Election

The Nominating Committee shall prepare a list of nominees for available Councillor positions and Alternate Councillor positions. Councillors shall be elected by a majority of the legal votes cast by the Board. A similar number of Alternate Councillors shall be elected by a majority of the legal votes cast by the Board. Such election of Councillors and Alternate Councillors shall take place at the annual meeting.

Section 4 – Removal

A Councillor or Alternate Councillor may be removed from office by two-thirds of the legal votes cast by Board members at any Board meeting. Any vacancy created by removal shall be filled for the remainder of the unexpired term by the majority of legal votes cast by Board members at the meeting at which the removal occurred. Nominations for a vacancy shall be accepted from the floor by the presiding officer.

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.

Section 6 – Vacancies

Vacancies occurring in Councillor positions, other than by removal, shall be filled by a majority of the legal votes cast by the Board for the remainder of the unexpired term.

ARTICLE IX
COMMITTEES

The President may appoint annually such committees, committee members, and committee chairs, as they deem necessary. All committee chairs are voting committee members.

The Nominating Committee, chaired by the Immediate Past President and composed of the President and President-Elect, identifies nominees for the Board, the Chapter officers, and the Councillors and Alternate Councillors unless otherwise appointed or designated.

ARTICLE X
VOTING AND PARLIAMENTARY AUTHORITY

Section 1 – Voting

Any reference to voting under these Bylaws shall mean a member in good standing and entitled to vote unless otherwise disqualified hereunder. Voting in an election of the Board of Directors and other matters at the annual meeting shall be in person-voting or electronic voting. Proxy voting is not allowed. Absentee voting is not allowed. Write-in voting is not allowed. 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. Voting by remote communication technology must allow the confirmation of a voting member's identity and presence at the time of voting. 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.

Section 2 – Voting Results

A majority 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, unless otherwise stated herein.

Section 3 – Parliamentary Authority

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

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 former 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 – College Approval

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

Section 2 – Chapter Bylaws Amendments

After amended language is agreed upon by the ACEP Bylaws Committee and Chapter, the amended language must be submitted to the Chapter members for formal adoption. These Bylaws may be amended by a two-thirds vote of the legal votes cast by members voting at a meeting of the Chapter or through an electronic vote by remote communication technology, provided that the proposed amendments have been communicated in writing to the membership of the Chapter at least thirty-(30) days prior to the meeting.

Section 3 – Submission to College

Amendments to these Bylaws shall be submitted to the College, in a format and manner prescribed by the College, no later than thirty-(30) days following the adoption of such amendments. No amendment shall be of any force of effect until it has been submitted to and approved by the Board of Directors of the College or its designee.

Section 4 – Consistency with College Bylaws

These Bylaws must at all times be consistent with the Bylaws of the College and must conform to the College's Chapter Bylaws Guidance Documents. 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 – Date of Adoption by Chapter

The Chapter adopted the latest revision to these Bylaws on October 24, 2025.

Section 6 – Date of Approval by College

The College most recently approved these bylaws on October 24, 2025.