Pennsylvania College of Emergency Physicians

BYLAWS

ARTICLE I
Name

Section 1. This association shall be a non-profit corporation under the laws of the Commonwealth of Pennsylvania.

Section 2. This association shall operate under a Charter issued by the American College of Emergency Physicians.

Section 3. This association shall be called the Pennsylvania College of Emergency Physicians.

ARTICLE II
Mission, Purpose, and Objectives

Section 1 – Purpose. The purpose of this association (hereinafter, the "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. The qualifications for membership in the Chapter shall be the same as consistent with those for membership in the College.

The qualifications of the respective classes of membership, their rights and obligations, and their methods of their election shall be set forth in the American College of Emergency Physicians College Bylaws. Procedures for disciplinary action shall be stated in the College Manual.

Section 2 – Application College Authority. Membership applications, classification changes, resignations, suspensions, and expulsions shall be acted upon by the College.

Section 3 – Privileges Classes. Member classifications and privileges in the Chapter shall be consistent with those designated by the College in its Bylaws. Candidate physician members may serve on the Chapter Board of Directors. Candidate members but may not hold Chapter office. All candidate members may vote for members of the Board of Directors. Candidate members may vote and on Chapter committees on which candidate members serve.

Section 4 – Records Access. Every member shall, upon written verified demand stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, the shares register, books and records of account, and records of proceedings of the members and Directors and to make copies or extracts thereof, to the extent permitted under Pennsylvania Nonprofit Corporation Law of 1988, as amended (the "NCL"), and specifically under 15 Pa.C.S.A. § 5508. A proper purpose shall mean a purpose reasonably related to the interests of the person as a
member and not detrimental to the Chapter. In every instance where an attorney or other agent is the person who seeks the right of inspection, the demand shall be accompanied by a verified power of attorney or other writing that authorizes the attorney or other agent to so act on behalf of the member. The demand shall be directed to the Chapter at its registered office or at its principal place of business. Any demand by a member for examination of the items set forth herein shall be made at least two (2) weeks in advance of the date for such examination.

Section 5 – Pronouns. Use of masculine gender pronouns in these Bylaws shall not be construed to imply sexist bias on the part of any Chapter member or officer, and feminine gender pronouns may be substituted at the discretion of the reader.

Section 6 – 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 also thereby all related chapter membership. For proper cause other than nonpayment of dues or assessment, the Chapter may limit the rights and privileges of members at the Chapter level.

ARTICLE IV
Dues and Assessments

Section 1 – Dues. Dues for the Chapter shall be approved by the Chapter Board of Directors. The Board shall establish a uniform policy regarding dues.

Section 2 – Assessments. Assessments may only be levied by a majority vote of the members present and voting at the annual meeting and then only if the recommendation for such assessment has been communicated in writing to the membership at least thirty (30) days before the meeting.

Section 3 – Cancellation. Any member whose membership has been cancelled for failure to pay dues or assessments shall not be eligible to vote or hold office and shall lose all privileges of membership.

ARTICLE V
Meetings

Section 1 – Annual Meeting. There shall be an annual meeting of the Chapter membership. Notice of such meeting shall be communicated in writing to the last recorded address of each member at least sixty (60) days before the time appointed for the meeting. Other regular meetings of the Chapter may be held with the same notice requirements.

Section 2 – Special Meetings. Special meetings of the members may be held from time to time as determined by a majority vote of the Board of Directors or petition of at least 5% of the membership. Notice and purpose of such meetings shall be communicated in writing to the last recorded address of each member at least twenty (20) days before the time appointed for 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 – Parliamentary Authority. When not in conflict with these bylaws, the parliamentary procedures outlined in Sturgis Standard Code of Parliamentary Procedure shall govern all Chapter meetings.

Section 4 – Notice. Notice of membership meetings shall be delivered via US mail unless a member has requested electronic delivery, provided an electronic address and electronic delivery is permitted by state law. The Chapter must communicate notice of membership meetings in writing in accordance with jurisdictional law.

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. It may adopt such rules and regulations for the conduct of its 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 act of a greater number.

Section 2 – Composition. The Board of Directors shall be composed of twelve (12) elected directors including the officers, plus the President and Immediate Past President if their term as an elected director has already expired. The President shall serve as chair of the Board of Directors. The number of directors may be increased or decreased from time to time by amendment of these bylaws. Additionally, the Board of Directors will appoint two (2) to four (4) resident representatives to serve as voting members of the Board, for a term of two (2) years. Each appointed resident may only serve one term. Each appointed resident will have one vote as a member of the Board of Directors. The process for resident appointment and process is made is determined by the Board of Directors. All directors have the right to vote as directors.

Section 3 – Terms. Elected directors shall serve a term of three years and shall begin at the conclusion of the annual meeting at which their election is announced and shall expire at the conclusion of the annual meeting at which their term ends. Terms shall be staggered so that an equal or nearly equal number are elected prior to the annual assembly each year. Directors are eligible to serve a maximum of two consecutive terms. Appointed resident representatives will serve a term of two (2) years and may only serve one term.

Section 4A – Nomination and Election. A Nominating Committee for candidates to the Board of Directors (representing as far as practical, all geographical sections of the Chapter) shall be appointed by the Board of Directors. The committee will be and chaired by the Immediate Past President and shall include but not limited to the President-Elect, current President, and past Presidents, and other members may be included at the discretion of the Immediate Past President. If any designated member of the Nominating Committee is unable to serve, the Board of Directors shall appoint a substitute.

The committee shall present a list of nominees to the Board of Directors at least ninety (90) days prior to the date of the annual meeting. The nominees shall represent, as far as practical, the diversity of the Chapter. Nominees for the Board of Directors must be regular members in good standing.
Any regular member of the Chapter may submit the names of potential nominees to the Nominating Committee.

Nominations may also be made by any other regular member of the Chapter by submitting the proposed candidate's name in writing to the Secretary no later than ninety (90) days prior to the annual meeting. Such nomination must be accompanied by a copy of the proposed candidate's curriculum vitae, written acceptance of the nomination, and the written signatures of fifteen (15) voting member petitioners. Nominees must be regular members in good standing. All listed requirements for nomination may be transmitted in hard copy or electronic format.

Election of directors is conducted by mail vote or by electronic balloting methods with ballots sent to the membership no less than sixty (60) days prior to the annual meeting and counted no less than (30) days prior to the annual meeting. Directors shall be elected by a plurality of the chapter members voting. Write-in votes are not allowed. Nominations from the floor at the time of the elections are not allowed.

Section 4B - Balloting Procedures. On an individual ballot, members must cast the same or fewer votes as the number of positions to be filled, and cumulative voting is not allowed. The candidate(s) for office receiving the greatest number of votes shall be elected to the available positions. In case of a tie, a run-off election shall be held at the annual meeting between the tied candidates.

Section 5 - Meetings. The Board of Directors shall meet no less than once each year. Notice of all meetings of the Board of Directors shall be communicated in writing to each member of the Board at his or her last recorded address at least ten (10) days in advance of such meetings. 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 meeting 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. A director may be removed from office by a three-quarters vote of the members present voting at any Chapter meeting. A removal must be initiated by a petition signed by no less than one third of the number of members voting at the meeting at which the member was elected. No director shall be removed at a meeting of members entitled to vote unless written notice of such meeting is delivered to all members entitled to vote on removal of directors not less than ten (10) days or more than twenty (20) days before the date of the meeting. Such notice shall state that a purpose of the meeting is to vote upon the removal of one or more directors named in the notice. Only the named director or directors may be removed at such meeting. Missing more than one-half (1/2) of the regular meetings of the Board scheduled during a single calendar year is grounds for automatic removal. Any vacancy created by a removal shall be filled for the remainder of the unexpired term by a majority vote of the members voting at the meeting at which the removal occurred. Nominations for any vacancy created by a removal shall be accepted from the floor.

Section 7 - Resignation. Any director may resign at any time by giving written notice to the President or to the 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 of Directors.

Section 8 - Vacancies. Vacancies which occur on the Board of Directors for any reason other than a removal shall be filled for the remainder of the respective term by majority vote of the remaining directors. Any vacancy created by a removal shall be filled by a majority vote of the members present voting at the meeting at which the recall occurs. Nominations for any vacancy created by a removal shall be accepted from the floor.
Section 9 – Compensation: The members of the Board of Directors of the Chapter shall not receive any compensation for their services.

ARTICLE VII
Officers

Section 1 – Composition. The elected officers of the Chapter are the President, President-Elect, Immediate Past President, Vice President, Secretary, and Treasurer, who shall each be elected from members of the Board of Directors who have at least one year remaining in their terms on the Board. Election shall be by a majority vote of the Board of Directors. Officers shall be eligible to serve a maximum of one elected term in the same office, with the exception of the office of Treasurer, who shall be eligible to serve a maximum of two (2) consecutive terms. Officer terms shall be for one year and shall begin at the conclusion of the annual meeting and shall expire at the conclusion of the subsequent annual meeting.

Section 2 – Service and Voting as a Director. Each officer shall serve on the Board of Directors.

Section 3 – Nomination. An Officer Nominating Committee consisting of the President, President-elect and chaired by the Immediate Past President shall, after the election of the directors, submit names from the members of the Board for positions of President-Elect, Vice President, Secretary and Treasurer. Nominations from the floor are allowed. The election shall be by a majority vote of the current members of the Board.

Current members are those directors elected and serving prior to the most recent election of directors, plus the newly installed President and Immediate Past President, if their regular terms as elected Board members have expired.

Section 4 – Election. Election of board officers shall be by ballot prepared by the executive director and shall occur in the period between the regularly-scheduled spring board meeting prior to the Chapter's Scientific Assembly prior to the annual meeting and the annual meeting. Election of officers may occur by written or electronic ballot as prepared by the Executive Director. The nominee receiving the majority of votes shall be declared elected, provided, however, that when the nominations have been closed with but a single candidate having been nominated, the presiding officer shall declare that candidate elected to the office. However, when there are more than two candidates for a single position and no one receives a majority vote on the first ballot, subsequent ballots shall be taken by removing the candidate with the least number of votes each time until a majority vote is reached.

Section 5 – Removal. Any officer may be removed from office by a 3/4 vote of the Board of Directors. Any vacancy created by a removal shall be filled via the same process as for regular elections of Board officers by a majority vote the remaining Board of Directors for the remainder of the unexpired term.

Section 6 – Resignation. Any officer may resign at any time by giving written notice to the President or to the Board of Directors. Such resignation shall take effect at the time specified therein, of if no time is specified, at the time of acceptance thereof as determined by the President or the Board.

Section 7 – Vacancies. Vacancies which occur in any office of the Chapter other than the President for any reason other than recall removal shall be filled for the remainder of the unexpired term by a majority vote of the remaining Board of Directors. In the event of the death or resignation of the President during
the term of his/her office or if he/she shall for any reason be unable or unqualified to serve, the President-Elect shall succeed to the office of the President for the unexpired portion of the President’s term. In the event of the death, resignation or incapacity of both the President and the President-Elect, the remaining Board of Directors shall elect a President for the remainder of the unexpired term. In the event of the death, resignation, or removal from office of the President-Elect, the Board of Directors shall nominate two or more members for that office. Election of the successor of the President-Elect shall take place by vote on these candidates by the Board of Directors at the next ensuing Board meeting as the first order of business following approval of the minutes, provided, however, that nothing herein shall be construed as preventing additional nomination for this office from the floor. In the event of the death or resignation of the President or if he/she shall for any reason become unable or unqualified to serve for any reason after 180 days of his/her term of office, then the President-Elect shall complete the unfulfilled term and shall therefore complete his/her elected term.

Section 8 – Duties of the President. The duties of the President shall be as follows:

(a). The President shall be the executive officer of the Board of Directors, and an ex-officio member of all standing committees.

(b). The President shall preside over all meetings of the Chapter and the 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.

Section 9 – Duties of the President-Elect. The President-Elect shall act as President at meetings of the Board of Directors in the absence of the President. The President-Elect shall succeed to the office of President at the expiration of the President’s term. He/She shall succeed to the office of President at the expiration of the President’s term.

Section 10 – Duties of the Vice President. The Vice President shall have such other powers and duties, as may be prescribed by the Board of Directors or President.

Section 11 – Duties of the Secretary. The Secretary shall keep or cause to be kept adequate and proper records of the Chapter. The Secretary shall keep or cause to be kept an accurate record of the minutes and transactions of the Assembly and of the Board of Directors, and shall serve as secretary of these bodies. The Secretary shall have such other powers and duties, as may be prescribed by the Board of Directors.

Section 12 – Duties of the Treasurer. The Treasurer shall cause to be kept adequate and proper accounts of the properties and funds of the Chapter. The Treasurer shall deposit or cause to be deposited all moneys and other valuables in the name and to the credit of the Chapter with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Chapter as may be ordered by the Board of Directors; shall render to the Board of Directors, whenever it may request, an account of all transactions as Treasurer and of the financial condition of the Chapter; and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

Section 13 – Duties of the Immediate Past President. The Immediate Past President shall serve as an ex-officio voting member of the Board of Directors for one year following his/her term as President and shall have other duties as may be prescribed by the Board of Directors, the President, and these Bylaws.
Section 14 – Executive Committee. There shall be an Executive Committee of six (6) composed of the President, the Vice President, the Secretary, the Treasurer, the President-Elect and the Immediate Past President. The Executive Committee, by majority vote of its members voting when a majority quorum is present, shall have full authority to act for, and in behalf of, the Board of Directors, whenever the business of the Chapter demands prompt attention in the interim between meetings of the Board or when it is impractical or impossible to convene the Board of Directors.

Section 15 – Meetings of the Executive Committee shall be held at the call of the President. A report of its actions shall be given by the Executive Committee to the Board of Directors at the first meeting of the Board following the committee's action.

ARTICLE VIII
Councillors

Section 1 – Allocation. Councillor allocation shall be determined as specified in the College Bylaws. Councillors shall be appointed elected by the Chapter Board of Directors. A similar number of alternate Councillors shall be appointed by the Chapter Board of Directors. Councillors and alternate Councillors will be appointed at the Chapter board meeting conducted prior to the sixty (60) day notification required by College Bylaws.

Section 2 – Terms. Councillors shall be appointed to one-year terms. The term for Alternate Councillors is one year. Councillors may serve unlimited consecutive terms.

Section 3 – Removal. A Councillor may be removed from office by the Board of Directors by an affirmative vote of two-thirds of the Board of Directors. A vacancy created by a removal shall be filled by the Board of Directors for the remainder of the unexpired term.

Section 4 – Resignation. A Councillor may resign at any time by giving written notice to the President or to the 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 5 – Vacancies. Vacancies occurring in Councillor positions other than removal shall be filled in a timely manner by the Chapter President.

ARTICLE IX
Committees

Section 1. The Board of Directors may appoint standing or special committees to assist in its work.

ARTICLE X
Voting Methods: Voting and Parliamentary Authority

Section 1 – Voting. Voting on any matter, including elections is permitted by in person voting or ballot, mail or any reasonable means provided in the bylaws adopted by the members. The members of the Chapter present at any duly called meeting of the Chapter shall constitute a quorum. Proxy voting is not
allowed.

Section 2. Balloting Voting Procedures:

A. Voting for Board of Directors: Election of directors is conducted by mail vote or by electronic balloting methods with ballots sent to the membership no less than sixty (60) days prior to the annual meeting and counted no less than (30) days prior to the annual meeting.

B. Voting for Officers: Election of officers may occur in person by written ballot at a meeting of the Board of Directors, or by electronic balloting methods. Election of board officers shall occur no later than thirty (30) days prior to the annual meeting and be by ballot prepared by the executive director.

Section 2 – Parliamentary Authority. When not in conflict with these bylaws, the parliamentary procedures set forth in the most recent edition of the American Institute of Parliamentarians Standard Code of Parliamentary Procedure shall govern all meetings and voting.

ARTICLE XI
Indemnification

Section 1. 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 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.

Section 2. The Chapter shall indemnify representatives of the Chapter to the extent required under Subchapter D of the NCL, 15 Pa.C.S.A. § 5741 et seq., but in no event shall the Chapter be required to provide indemnification:

a) where such indemnification is expressly prohibited by applicable law;

b) where the conduct of the representative has been finally determined (i) to constitute willful misconduct or recklessness within the meaning of 15 Pa.C.S.A § 5713 or any superseding provision of law sufficient in the circumstances to bar indemnification against liabilities arising from the conduct; or (ii) to be based upon or attributable to the receipt by the representative from the Chapter of a personal benefit to which the representative is not legally entitled; or

c) to the extent such indemnification has been finally determined to be otherwise unlawful.

The Board of Directors shall determine whether the Chapter shall pay the expenses (including attorneys’ fees and disbursements) incurred in good faith by a representative in advance of the final disposition of a proceeding.
ARTICLE XII
Approval of Bylaws and Amendments

Section 1 - College Approval. These bylaws shall not become effective until approved by the Board of Directors of the College or its designee.

Section 2 - Chapter Bylaws Amendments. These bylaws may be amended by an an a two-thirds vote of the members present at a meeting of the Chapter, 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 no more than thirty (30) days after adoption by the chapter in a format and manner designated by the College. No amendment shall be of any force or 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 or its designee fails to give written notice of its objection within ninety (90) days following receipt.

Section 4 - Consistency with College Bylaws. These bylaws must at all times be consistent with the Bylaws of the College. Should the Bylaws of the College be changed in such a manner as to render these bylaws inconsistent therewith, and 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 current bylaws on April 8, 2016.

Section 6 - Date of Approval by College. The College most recently approved these bylaws on _________.

Approved PACEP: 4/8/16
Approved ACEP Bylaws Committee: 7/20/16