



GUIDELINES FOR BYLAWS  
and  
MODEL CHAPTER BYLAWS

for Chapters of the American College of Emergency Physicians

Approved ACEP Board of Directors  
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## INTRODUCTION

The following Guidelines for Chapter Bylaws for chapters of the American College of Emergency Physicians, and Model Chapter Bylaws were created to provide chapters with a convenient and authoritative reference for creation, review and audit of chapter bylaws.

All chapters of the American College of Emergency Physicians are chartered by the College. Bylaws of chapters of the College must be consistent with the Bylaws of the College. The Board has charged the Bylaws Committee with assuring this consistency.

While the Guidelines and Model Chapter Bylaws are presented as two separate documents, they must be considered together:

1. The Guidelines outline the basic components of bylaws for chapters of the College. The topics identified in the Guidelines must be addressed, either positively or negatively, in a chapter's bylaws. In the Guidelines, some topics are identified as "mandatory", while others are not so identified:
  - a. **MANDATORY:** this means that the topic must be addressed with the same intent as is noted in the Model.
  - b. The chapter must address the remainder of the topics, but can do so (positively or negatively) in any manner it deems reasonable.
2. The Model contains a number of selection possibilities:
  - a. [ \_\_\_\_ OR \_ ] One of the options must be selected.
  - b. [ \_\_\_\_ ]\* There is an option to include all or any part of the enclosed.
  - c. \_\_\_\_ This is a straight forward fill-in, requiring a name or number, for example.
  - d. (*Italics*) *This is a comment, or advisory or instructional language not to be included in the text of the bylaws.*

It is recognized that additional language may also be necessary either to meet individual chapter needs or to satisfy state jurisdictional regulations. In any case, chapter bylaws must conform with applicable state jurisdictional laws and regulations.

When revising their bylaws, chapters may find the Guidelines to be a useful outline and the Model to be a convenient source of wording.



## GUIDELINES FOR MODEL CHAPTER BYLAWS

### ARTICLE I Chapter Name: MANDATORY

Some latitude is permissible in choosing a chapter name. (See Attachment A, the policy adopted by the Board of Directors on June 11/12, 1991.) Incorporation is mandatory. If desired, the location of the principal office, registered office, agent, as well as a definition of the fiscal year, may be included within this article, though these are ordinarily in the Articles of Incorporation.

### ARTICLE II Mission, Purposes, and Objectives

At a minimum, as stated in the College Bylaws: MANDATORY.

### ARTICLE III Membership

Section 1 Qualifications for membership same as national: MANDATORY.

Section 2. Authority of College to act on membership decisions: MANDATORY.

Section 3. Classes of membership consistent with College bylaws: MANDATORY. May also include rights and privileges: e.g. voting, holding office, serving on committees, including those for candidate members.

Section 4. Chapter records access: MANDATORY

### ARTICLE IV Dues and Assessments

Section 1. Chapter entity authorized to approve dues: MANDATORY.

Section 2. Assessment; authority to levy. Minimum of 30 days notice period (*or as required by state law*): MANDATORY

Section 3. Ineligibility to hold office if membership is canceled for unpaid dues or assessments: MANDATORY.

### ARTICLE V Meetings

Section 1. Annual membership meeting: MANDATORY. Notice period (*as required by state law*): MANDATORY. Other regular chapter meetings: notice period. MANDATORY.

Section 2. Special chapter meetings: notice period and notice of purpose. MANDATORY.

Section 3. Statement of definition of quorum.

Section 4. Identification of parliamentary reference.

## ARTICLE VI

### Board of Directors

- Section 1. Scope of Authority. May also include expansion of Board's business powers, (e.g., contracts, loans, indebtedness, checks, deposits, gifts.)
- Section 2. Board of Directors – describe, including total number, composition, and any exceptions.
- Section 3. Directors – term of office. Consecutive terms limits, if any.
- Section 4A. Nomination process, including any eligibility requirements and statement regarding nominations from the floor. Election method.
- Section 4B. Balloting procedures. Details if voting for fewer than the number of open positions is allowed.
- Section 5. Board of directors meeting – minimum frequency, annual: MANDATORY. Minimum of 10-day notice period: MANDATORY. Meeting by electronic medium.
- Section 6. Removal of director of the Board from office and method of replacement.
- Section 7. Director resignation
- Section 8. Method of filling vacancy on Board of Directors for reasons other than a removal. Duration of the filled vacancy.

## ARTICLE VII

### Officers

- Section 1. President: MANDATORY. Other officers. Eligibility criteria, if any. Length of terms and limitations on consecutive terms, if any.
- Section 2. Officers serving on the Board of Directors.
- Section 3. Statement of duties of officers: MANDATORY. Must include 1) delineation of who presides over meetings of the chapter and of the Board of Directors; and 2) delineation of responsibility for disclosure in contracts that the chapter is a separate and distinct entity from the College, and for ensuring adherence to College policy regarding use of the mark of the College (and other duties as required by state law).
- Section 4. Process for nomination and election of officers.
- Section 5. Removal of officers and replacement.
- Section 6. Officer resignation
- Section 7. Method of replacing vacancy in officership for reasons other than a removal, including duration of filled vacancy.

- ARTICLE VIII                      Councillors
- Section 1.                      Statement of method of selection of councillors/alternates (e.g. by election or appointment): MANDATORY.
  - Section 2.                      Term of office; limitation (or not) on number of consecutive terms: MANDATORY.
  - Section 3.                      Statement regarding mechanism for filling non-removal councillor vacancies.
  - Section 4.                      Statement regarding mechanism for councillor removal and filling of removal-created vacancies .
  - Section 5.                      Statement of duties, if any, at the chapter level.

ARTICLE IX                      Committees

Executive committee (*if any*); composition and powers.  
 Other committees. *It is recommended that chapters delineate only permanent committees in their bylaws.*

ARTICLE X                      Voting

A description of voting methods allowed by the chapter (and by state law), including in-person, mail, absentee, proxy, and electronic voting. Except for in-person voting, the procedures for use of the method should be described and include the subjects of authorization, authentication, allowed time frames, and limitations.

ARTICLE XI                      Indemnification

Inclusion of statement that the Board of Directors will provide for indemnification of officers and directors for chapter activities.

- ARTICLE XII                      Approval of Bylaws and Amendments - process.
- Section 1.                      Date bylaws effective: MANDATORY.
  - Section 2.                      Chapter adoption of bylaws amendment process: MANDATORY. Notice period for dissemination of proposed amendment(s) to the membership: MANDATORY.
  - Section 3.                      Submission of bylaws amendments to College: MANDATORY.
  - Section 4.                      Bylaws consistent with Bylaws of the College: MANDATORY.
  - Section 5.                      Date the chapter adopted the latest amendment to its bylaws: MANDATORY.



AMERICAN COLLEGE OF EMERGENCY PHYSICIANS  
MODEL CHAPTER BYLAWS (APPROVED JANUARY 2007)

*The Model Chapter Bylaws are offered to chapters as a resource in the development of their chapter bylaws. The American College of Emergency Physicians requires individual chapters to follow the format provided in the Model Bylaws. Specific bylaws language is at the discretion of the chapter, as permissible by law.*

ARTICLE I – NAME

This Association shall be a non-profit corporation organized under the laws of the State of \_\_\_\_\_, 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 [ Chapter of the American College of Emergency Physicians OR \_\_\_\_\_].

ARTICLE II – MISSION, PURPOSE, AND OBJECTIVES

The purposes 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

The qualifications for membership in the Chapter shall be the same as those for membership in the College.

Section 2

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

Section 3

Member classifications and privileges in the Chapter shall be those designated by the College in its Bylaws. Candidate members [may OR may not] hold a Chapter office, [may OR may not] vote for members of the Board of Directors, [may OR may not] vote for Chapter officers, and [may OR may not] vote on Chapter committees on which candidate members serve.

Section 4

Records of the Chapter shall be made available to a member, or the agent or attorney of a member (*in accordance with state law.*)

ARTICLE IV – DUES AND ASSESSMENTS

Section 1

Dues for the Chapter shall be approved [by the membership at the annual meeting of the Chapter OR by the Board of Directors].

## Section 2

Assessments may only be levied by a majority vote of the members present 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 (*unless otherwise specified by state law*).

## Section 3

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

## Section 1

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 not less than ten (10) nor more than sixty (60) days before the time appointed for the meeting (*unless otherwise specified by state law*). Other regular meetings of the Chapter may be held with similar notice requirements.

## Section 2

Special meetings of the Chapter may be held from time to time as determined by [a majority vote of the Board of Directors OR \_\_\_\_\_ (*other process as approved by Chapter membership or the board of directors*)]. Notice of such meetings shall be communicated in writing to the last recorded address of each member not less than ten (10) nor more than sixty (60) days before the time appointed for the meeting (*unless otherwise required by state law.*) Such notice shall include the purpose of the meeting.

## Section 3

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

## Section 4

When not in conflict with these bylaws, the parliamentary procedures outlined in the current edition of \_\_\_\_\_ (*a recognized and accepted authoritative parliamentary reference*) 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. 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.

## Section 2 – Composition

The Board of Directors shall be composed of \_\_\_\_\_ directors, including the officers, plus the President or Immediate Past President if the term as an elected director has already expired.

### Section 3 – Term

Elected directors shall serve a term of \_\_\_\_\_ years and may serve [unlimited OR no more than \_\_\_\_] consecutive terms.

### Section 4A – Nomination and Election

A nominating committee for candidates to the Board of Directors shall be appointed by the \_\_\_\_\_ (*body or individual*) 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 must be active, eligible honorary, or life members in good standing. Nominations from the floor at the time of election [are OR are not] allowed. Directors shall be elected by a [majority OR plurality] of the members voting. Write-in votes [are-OR are not] allowed.

### Section 4B – Balloting Procedures

On an individual ballot, members [must cast the same OR may cast less than the] number of votes as the number of positions to be filled.

### 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 least ten (10) days in advance of such meetings. Board meetings [may OR may not] be conducted by telephone conference call or other electronic medium (*if permitted by state law.*) A majority of the Board of Directors shall constitute a quorum at any meeting of the Board.

### Section 6 –Removal

Any director may be removed from office by a three-quarters vote of the members voting at any Chapter meeting. Removal must be initiated by a petition signed by no less than one third of the number of voting members present at the meeting at which the director was elected. Any vacancy created by a removal shall be filled 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.

### Section 8 – Vacancies

Vacancies which occur on the Board of Directors for any reason other than a removal shall be filled by majority vote of the remaining directors [for the remainder of the respective term OR until such time as a successor can be elected to the remainder of the unexpired term by the Chapter members].

## ARTICLE VII – OFFICERS

### Section 1

The elected officers of the Chapter shall be the president and \_\_\_\_\_], who will be elected for a term of \_\_\_\_\_ year(s). Election shall be by a [majority OR plurality] vote [of the Chapter membership OR of the Board of Directors]. Officers shall be eligible to serve a maximum of \_\_\_\_\_ consecutive terms.

## Section 2

Each officer shall serve on the Board of Directors.

## Section 3

The duties of the officers shall be as follows:

- (a). The [president OR \_\_\_\_\_] shall be the executive officer of the Board of Directors.
- (b). The [president OR \_\_\_\_\_] shall preside over all meetings of the Chapter membership and Board of Directors.
- (c). The [president OR \_\_\_\_\_] 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 OR \_\_\_\_\_] 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 4

A Nominating Committee consisting of \_\_\_\_\_ shall present a slate of candidates for the officer positions. Nominations from the floor [are-OR are not] allowed.

## Section 5

Any officer may be removed from office by a three-quarters vote of the members of the same body authorized to elect the officer. Any vacancy created by a removal shall be filled by \_\_\_\_\_.

## Section 6

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, or if no time is specified, at the time of acceptance thereof as determined by the president or the Board.

## Section 7

Any vacancy which occurs in a Chapter officer position for reasons other than removal shall be filled by [a majority vote of Chapter members voting OR a majority vote of the Board of Directors].

# ARTICLE VIII – COUNCILLORS

## Section 1

One councillor to the College, and one additional councillor for each 100 members of the Chapter, shall be [elected OR appointed OR \_\_\_\_\_] by the [Chapter OR Chapter Board of Directors OR Chapter President OR \_\_\_\_]. A similar number of alternate councillors shall be [elected OR appointed OR \_\_\_\_\_] by the [Chapter OR Chapter Board of Directors OR Chapter President OR \_\_\_\_\_].

## Section 2

Councillors shall serve a term of [two OR three] years. Councillors may serve [unlimited OR no more than \_\_\_\_\_] consecutive terms. At such time as the Chapter is eligible for an additional

councillor, the term for the new councillor shall be adjusted so that the terms of all councillors are staggered.

### Section 3

Vacancies occurring in councillor positions other than by removal shall be filled in a timely manner by the [Chapter OR Chapter Board of Directors OR Chapter President OR \_\_\_\_\_].

### Section 4

A councillor may be removed by *(the entity responsible for selecting the councillor)* by *(specify mechanism)*. A vacancy created by removal shall be filled by *(the same entity)*.

### Section 5

The rights and responsibilities of a councillor shall include, but not be limited to, those of a College councillor.

## ARTICLE IX – COMMITTEES

With the exception of the Executive Committee which is composed of \_\_\_\_\_, [and the \_\_\_\_\_ Committee which is composed of \_\_\_\_\_,]\* Chapter committees shall be appointed by [the president OR \_\_\_\_\_]. The Executive Committee shall have the authority, when a quorum is present, to take actions on behalf of the Board. Such actions must be ratified by the Board of Directors at their next meeting; failure of such ratification nullifies the action(s) taken by the Executive Committee.

## ARTICLE X – VOTING

Voting on any matter, including elections, is permitted to use the following methods *(choose any that are applicable)*:

- A. In-Person Voting
- B. Mail Voting (a substitute for “in person” voting) [is OR is not OR may be] allowed. *(Deadline for receipt of the mail vote should be specified.)*
- C. Absentee Ballots (a supplement to “in person” voting) – *a procedure for the obtaining and use of such a ballot should be specified. Ex.: Upon request, an absentee ballot shall be mailed to a member’s address.* The ballots shall be received prior to the date of the meeting to which the vote pertains.
- D. Proxy Voting – *this language must indicate whether there is any limit on the number of proxy votes that one individual may exercise, and specify a procedure for obtaining and validating the proxy.*
- E. Electronic Voting – *must indicate the procedure for such voting including the time frame during which such voting is allowed, the method of validating a member’s identify, and a member-only secure voting protocol.*

*Note: In elections, if nominations from the floor are allowed, then mail voting and absentee ballot are discouraged because the voter is unable to consider floor nominees. Proxy voting can deal with floor nominations by having the grantor of the proxy acknowledge on the proxy form that there may be additional nominees. Electronic voting can accommodate floor nominations by using a voting time window which starts after all nominations have been closed.*

## 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 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.

## ARTICLE XII – APPROVAL OF BYLAWS AND AMENDMENTS

### Section 1

These bylaws shall not become effective until approved by the Board of Directors of the College.

### Section 2

*(Unless otherwise specified by law,)* 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 to the membership of the Chapter at least thirty (30) days prior to the meeting.

### Section 3

Amendments to these bylaws shall be submitted in writing to the College no later than thirty (30) days following the adoption of such amendments. 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, provided, however, that such amendment shall be considered to be approved if the Board of Directors fails to give written notice of its objection thereto 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 such a manner as to render these bylaws inconsistent therewith, then these bylaws shall be amended within two 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 \_\_\_\_\_.

## AMERICAN COLLEGE OF EMERGENCY PHYSICIANS

## GUIDELINES FOR CHAPTER NAME CHANGE

A chapter of the American College of Emergency Physicians may wish to strengthen its state identity or streamline its operations by changing its name. Generally, there are two methods for such a name change. One is temporary (e.g., adopting an assumed name or “doing business as” designation); the other is permanent (i.e., changing its legal name). The following guidelines should be considered by a chapter contemplating either method of name change:

- Each ACEP chapter is incorporated in its state of origin and operates under a charter granted by the American College of Emergency Physicians. Chapters are exempt from federal income tax under ACEP’s Internal Revenue Service group exemption. In consultation with legal counsel, therefore, the chapter should:

Review pertinent state law (including the state not-for-profit corporation act) and determine what mechanisms are available for a name change, including requirements and restrictions, costs involved, etc.

Review the chapter's articles of incorporation and bylaws to determine whether a name change is permitted and how it can be adopted (i.e., whether action by the chapter's Board of Directors can accomplish the name change, or whether a vote of the membership is required).

Determine whether the chapter's bylaws must be amended to accomplish the name change. As with any chapter bylaws amendments, the revisions must be submitted to ACEP for approval prior to implementation.<sup>1</sup>

- If the chapter opts for a name change, it should select one which is consistent with its mission and purpose. If the chapter proceeds with the name change, it should notify national ACEP and submit copies of the documentation from its state agency approving the name change.
- Because national ACEP holds the rights to its mark (logo), it may accept or deny any alteration of how the mark is used, including its use with the (changed) name of the chapter.
- All printed materials with the new name must also identify the organization as a chapter of national ACEP.
- The chapter should notify its members of the name change, explaining its purpose. The chapter should explain that each member’s national and chapter ACEP membership remains the same as before the name change.

<sup>1</sup> Bylaws of the American College of Emergency Physicians, Article VI Chapters, Section 6, Amendments, Chapter Bylaws