

BYLAWS
OF THE
GEORGIA COLLEGE OF EMERGENCY PHYSICIANS

ARTICLE I

NAME

This Association of physicians active in emergency medicine shall be incorporated as a non-profit organization under the laws of the State of Georgia. 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 Georgia Chapter of the **American College of Emergency Physicians, aka the Georgia College of Emergency Physicians.**

ARTICLE II

PURPOSES

The purpose of this Association (herein after “the Chapter”) shall be those set forth in the Bylaws of the American College of Emergency Physicians and the Chapter’s Articles of Incorporation.

Section 1. Membership qualifications in the Chapter shall be the same as those for membership in the American College of Emergency Physicians, hereinafter “the College”; except that, in addition Candidate Members who are residents in emergency medicine programs in Georgia shall have the right to vote in Chapter elections and in Chapter business matters.

Section 2. Membership applications, resignations, suspensions and expulsions shall be submitted to and acted upon by the College.

Section 3. Members' classification in the Chapter shall be those designated by The College in its Bylaws.

Section 4. All records of the Chapter shall be available for inspection by a Chapter member, agent, or attorney within two (2) weeks after written request to the Chapter office for such inspection.

ARTICLE IV

DUES AND ASSESSMENTS

Section 1. Dues for the Chapter shall be determined by the membership at the annual meeting of the Chapter. **Written and mailed** notice to the membership of proposed changes in the dues must be sent at least thirty (30) days prior to the meeting.

Section 2. Mandatory assessment 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 mailed to the membership at least thirty (30) days before the meeting.

Section 3. Members have a two-month grace period after due date to pay dues. Any member whose dues or assessments are over two months after shall be ineligible to vote or to hold office; all other member privileges then may be canceled.

Section 4. Any member who has transferred his/her membership from another chapter will not be made to pay the dues to the Chapter until his/her term of payment in the old Chapter expires.

ARTICLE V

MEETINGS

Section 1. There shall be an annual meeting of the Chapter at such place and time as is ordered by the Board of Directors. Notice of such meeting shall be mailed to the last recorded address of each member at least ninety (90) days before the time appointed for the meeting.

Section 2. Additional meetings of the Chapter may be called by the Board of Directors, by an unanimous vote of the Chapter executive committee, or by a petition signed by at least one-third of the number of active and life members of the Chapter. Notice of such meetings shall be mailed to the last recorded address of each member at least sixty (60) days before the time appointed for the meeting.

Section 3. Unless otherwise required by law, the members of the Chapter present at any meeting duly called shall constitute a quorum.

Section 4. All meetings of the Board of Directors and Executive Committee as well as the General Membership meeting of the Chapter shall be open to the members of the Chapter.

Section 5. When not in conflict with these bylaws, the latest edition of Sturgis Standard Code of Parliamentary Procedures shall govern all Chapter meetings.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. 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 prosecute 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. The Board of Directors shall be composed of the elected directors, officers, and directors ex-officio. The number of directors may be increased or decreased from time to time by amendment of these bylaws.

Section 3. (a) The elected membership of the Board of Directors shall be composed of twelve (12) members of the Chapter at large, one (1) member from each approved emergency medicine residency program in Georgia, and the Chiefs of the Department or Divisions of Emergency Medicine at LCME accredited medical schools with RRC approved emergency medicine residencies in Georgia. Each approved emergency medicine residency shall have one (1) voting member, with an elected alternate representative.

(b) At-large members of the Board shall be elected by majority vote at the annual meeting of the Chapter. Resident members of the Board and their alternates shall be elected by majority vote of their fellow program residents for terms of one (1) year, may be re-elected, but must be residents in good standing during the term of office, must belong to the Emergency Medicine Resident Association (EMRA), and must be an active or candidate member of the College.

Section 4. The following members shall be appointed to the Board of Directors by virtue of their office: (a) Councilors, (b) the Immediate Past President, (c) any Georgia Chapter member holding office in the College to include Board of Directors, Council Officer or chair of a Committee or Section; (d) the Medical Association of Georgia Interspecialty Council Representative; and (e) Chairpersons of ACGME emergency medicine programs geographically located in Georgia. Ex-officio Directors (those appointed by virtue of office) shall be voting members. **The number of board of directors members will vary depending on the number of ACEP Councilors (based on Chapter size), the number of GCEP members holding office in ACEP, and the number of chairpersons of ACGME emergency medicine residencies.**

Section 5. (a) Elected Directors shall serve a term of three (3) years and shall be eligible to serve a maximum of two (2) consecutive terms. At least four (4) Directors

shall be elected at each annual meeting by a majority vote of the members present and voting. (b) The MAG Interspecialty representative shall be appointed by the President or Board of Directors for a three-year term.

Section 6. The Board of Directors shall meet at least three (3) times per year. Notice of all meetings of the Board of Directors shall be sent by mail 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. Members of the Board of Directors present at any meetings of the Board of Directors duly called shall constitute a quorum.

Section 7. Any director may be removed from office by a three-quarters vote of the members present at any Chapter meeting. A recall 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 recall shall be filled by a majority vote of the members present at the meeting at which the recall occurs. Nominations for any vacancy shall be accepted from the floor.

Section 8. Any director may resign at any time by giving written notice to the President or to the Board of Directors. Such resignations shall take effect at the time specified therein, or if not time specified, at the time of acceptance thereof as determined by the President or the Board.

Section 9. Vacancies, which occur on the Board of Directors for any reason other than a recall, shall be filled for the remainder of the respective term by majority vote of the remaining directors.

Section 10. Any Board member, elected or ex-officio, who attends less than 25% of the Board meetings in any fiscal year shall automatically forfeit his Board membership and any Chapter office held.

ARTICLE VII

OFFICERS

Section 1. The elected officers of the Chapter shall be the President, President-Elect, and Secretary-Treasurer. Each shall be elected for a term of one (1) year. Election shall be by a majority vote of the Board of Directors present and voting at the Board meeting immediately following the annual meeting. Officers shall be elected from the membership of the Board of Directors only.

(a) A member of the Board of Directors may serve two (2) consecutive terms as President or President-Elect upon confirmation by two-thirds of the voting members of the Board of Directors.

(b) A member of the Board of Directors may serve three (3) consecutive terms as Secretary-Treasurer upon confirmation by two-thirds of the voting members of the Board of Directors.

(c) Any member of the Board of Directors elected as an officer shall automatically remain on the Board of Directors throughout his or her tenure of office(s).

Section 2. Each officer shall serve on the Board of Directors.

Section 3. The duties of the officers shall be as follows:

(a) President: The President shall be the executive officer of the Board of Directors. He or she shall preside over all meetings of the Chapter and the Board of Directors, and shall perform all duties as usually pertains to the office of the President. He or she 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.

(b) President-Elect: The President-Elect in the absence of the President shall preside at all meetings and perform all duties as may be assigned by the President or the Board. In the event the office of the president falls vacant for any reason, the President-Elect shall take over the office of President, to serve the unexpired term of the President.

(c) Secretary-Treasurer: The Secretary-Treasurer shall be responsible for creating and maintaining appropriate accounts and record all Chapter activities and finances. He or she shall also be responsible for ensuring that appropriate corporation and Chapter reports are filed. He or she shall also 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. Any officer may be removed from office by a three-quarters vote of the Board of Directors.

Section 5. Any officers 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 of the Board.

Section 6. Vacancies, which occur in the officership of the Chapter for any reason, shall be filled by a majority vote of the Board of Directors

ARTICLE VIII

COUNCILORS

One (1) Councilor to the College, and one (1) additional Councilor for each 100 members of the Chapter, shall be elected at the annual meeting by the Chapter to two-year terms. Councilors may serve unlimited consecutive terms. The term of newly elected councilors may be adjusted so that the terms of the councilors are staggered. For each Councilor, the Chapter also shall elect an alternative Councilor who will be available for seating if the Councilor is not present. Vacancies shall be filled by the Board.

ARTICLE IX

COMMITTEES

Section 1. Executive Committee: The Executive Committee shall consist of the President, President-Elect, Immediate Past President, the Secretary-Treasurer and one “at large” member from the Board of Directors. The Executive Committee shall meet on such occasions and such places as shall be determined by the Committee. The President shall call a meeting as deemed necessary. A majority of the members of the Executive Committee shall constitute a quorum. The Executive Committee shall conduct the business of the Chapter in the interim between the Board of Directors meetings. All actions of the Executive Committee must be reviewed and ratified by the Board of Directors at its next meeting.

Section 2. The President may appoint such committees as deemed necessary.

ARTICLE X

NOMINATIONS AND ELECTIONS

Section 1. Board of Directors and Councilors: At least ninety (90) days prior to the annual meeting it shall be the duty of the President to appoint five (5) members to a Nominating Committee and a Committee Chairman representing, as far as practical, all geographical sections of the Chapter. This committee shall present at the annual meeting of the Chapter one or more nominations for the Board of Directors, Councilors and alternate Councilors. None of the aforementioned shall be construed as preventing nominations from the floor at the time of the annual meeting of the Chapter.

Section 2. Election of Officers: A nominating committee appointed by the President, after the election of the Board of Directors at the annual meeting and before the next meeting of the Board of Directors, shall submit names from the members of the Board of Directors for the positions of President-Elect, Secretary-Treasurer and at large

member executive committee member. Nominations from the individual members of the Board are allowed. The election shall be by a majority vote of the members of the Board.

ARTICLE XI

MAIL VOTE

Section 1. **Unless prohibited by law, voting on any matter including the election of Directors or Officers may be conducted by mail.** The member desiring to vote by mail must use a ballot and a validation certificate provided by the Chapter office. The ballot shall remain secret, but the validation certificate must be signed by the member; both ballot and validation certificate must be returned to the Chapter office prior to the election for certification by the Chapter staff.

Section 2. Elections, including elections conducted by mail ballot, will be decided by simple majority vote. In the event there is not a majority, the election will be determined solely by vote of the chapter members present at the annual meeting.

ARTICLE XII

INDEMNIFICATION

The Chapter shall, 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 judged 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 XIII

APPROVAL OF BYLAWS AND AMENDMENTS

Section 1. The Bylaws shall not become effective until approval by the Board of Directors of the College.

Section 2. Unless otherwise required by law, these Bylaws may be amended by two-thirds vote of the membership present at a meeting of the Chapter, provided that

the proposed amendments have been mailed 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 by registered mail, return receipt requested, 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 hereto within ninety (90) days following receipt.

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 immediately to eliminate said inconsistency.

Section 5. The Chapter adopted the latest revision to these current bylaws on June 4, 1999.

ARTICLE XIV

ANNUAL REPORT

The Board of Directors shall cause to be sent to the members of the Chapter not later than 120 days after the close of the fiscal year an annual report detailing the accomplishments of the various committees of the Chapter and a summary of the action taken by the Board of Directors during the preceding year. Also to be included in the annual report should be a balance sheet as of the closing date of such fiscal year, together with a statement of income and profits and loss for such fiscal year. Such financial statement shall be certified to by a public accountant.