

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** or **The Georgia College of Emergency Physicians**.

Section 1 – Chapter Fiscal Year

The fiscal year for the Chapter shall be established by the Board of Directors.

Section 2 – Chapter Branches

When approved by the Chapter Board of Directors and the American College of Emergency Physicians Board of Directors, this Chapter may charter Branches in counties or districts within its area.

ARTICLE II – 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 the Chapter’s Articles of Incorporation.

ARTICLE III - MEMBERSHIP

Section 1 – Membership Qualifications

Membership qualifications in the Chapter shall be the same as those for membership in the American College of Emergency Physicians.

Section 2 – Membership Actions

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

Section 3 – Member Classification and Privileges

Member classification and privileges in the Chapter shall be those designated by the College in its Bylaws. Candidate Members may not hold Chapter Office. Candidate Members may not serve as an elected Director at Large with the exception of the duly

elected Resident Directors from ACGME Emergency Medicine Residencies in Georgia. Candidate Members may vote on matters before the general membership, on Chapter Committees on which the Candidate Member serves and as may be stated elsewhere in these Bylaws.

Section 4 – Records Availability to Members

All available and pertinent records of the Chapter shall be made available to a member, or the agent or attorney of a member, in accordance with the laws of the State of Georgia. Records may be inspected at the Chapter office but may not leave the premises. The Chapter will provide copies of requested documents for a reasonable fee for labor and materials, which shall be paid in advance. This fee shall be established by the Executive Committee and Executive Director and adjusted on annual basis as needed.

Section 5 – Official Communication with Members

Unless otherwise stated in these Bylaws, official written communications with members may be by US mail or private carrier; or by electronic transmission; or other form of wire or wireless communication. Members must consent to delivery of official communication by electronic transmission or other wire or wireless communication. The date of notification shall be considered to be the date this communication is postmarked or the date the electronic transmission or other form of wire or wireless communication was sent.

ARTICLE IV – DUES AND ASSESSMENTS

Section 1 - Dues

Chapter Dues shall be approved by a majority vote of the members present at a duly called Annual Chapter Meeting and then only if the recommendation for such dues has been communicated to the membership at least thirty (30) days before this meeting.

Section 2 - Assessments

Assessments may be levied by a majority vote of the members present at a duly called Annual Chapter Meeting and then only if the recommendation for such assessment has been communicated to the membership at least thirty (30) days before this meeting.

Section 3 – Failure to Pay Dues

Members have a two-month grace period following their expiration date to pay dues after which their membership shall be cancelled. Any member whose membership has been cancelled shall not be eligible to vote or hold Office.

Section 4 – Membership Transfers from Other Chapters

Any member who has transferred their membership from another Chapter will not be required to pay dues to the Georgia Chapter until their term of payment in the previous Chapter expires.

ARTICLE V – MEETINGS of the Membership

Section 1 – Annual Chapter Meeting

There shall be an Annual Chapter Meeting of the general membership. Notice of such meeting shall be communicated to the membership not less than thirty (30) days before the time appointed for this meeting.

Section 2 – Special Meetings

Special Meetings of the Chapter may be held from time to time as determined by the President, or by a majority vote of the Board of Directors, or by a majority 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 communicated to the membership not less than fourteen (14) days before the time appointed for this meeting. Such notice shall include the purpose of the meeting.

Section 3 - Quorum

For a duly called Annual Chapter Meeting and Special Meetings of the Chapter, a quorum shall consist of at least two (2) Officers and eight (8) other Members of the Chapter.

Section 4 – Parliamentary Authority

When not in conflict with these Bylaws, the latest edition of *The Standard Code of Parliamentary Procedure* by Sturgis, 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 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 – Composition of the Board of Directors

The Board of Directors shall be composed of the Directors At Large and Ex-Officio Directors, all of whom shall be voting members of the Board. There are twelve (12) Directors At Large, including the Officers, and the number of Directors may be modified by amendment to these Bylaws.

Section 3 – Nominations and Elections of Directors At Large

Nominations for the Board of Directors are described in Article IX, and does not preclude additional nominations from the floor. Directors At Large shall be elected by majority vote of the members present at a duly called Annual Chapter Meeting.

Section 4 – Ex- Officio Members

The following members shall be seated on the Board of Directors as Ex-Officio Directors: (a) any Georgia Chapter member holding Office in the College to include Board of Directors, Council Officer or as Chair of a Committee or Section; (b) the Chapter Delegate to the Medical Association of Georgia House of Delegates; (c) Chapter Councillors, (d) one (1) Resident Member from each of the ACGME approved Emergency Medicine Residency Programs in the State and (e) Chairpersons of the Emergency Medicine Departments with ACGME Emergency Medicine Residency Training programs located in Georgia.

The Resident Directors shall be selected in whatever fashion their program chooses. The Chapter Delegate to the Medical Association of Georgia House of Delegates shall be elected by the Executive Committee at the Board meeting held immediately prior to the Annual Chapter Meeting.

Each Councillor shall have a designated Alternate Councillor to sit on the Board in the absence of that Councillor.

Section 5 – Terms

Elected Directors At Large shall serve a term of three (3) years and may serve an unlimited number of terms. The Resident Directors shall serve one (1) year terms and may serve an unlimited number of terms. The Chapter Delegate to the Medical Association of Georgia House of Delegates shall serve a three (3) year term and may be appointed to an unlimited number of terms. The terms for these individuals shall begin at the conclusion of the Annual Chapter Meeting.

Section 6 – Board Meetings

The Board of Directors shall meet at least four (4) times per year. Notice of all meetings of the Board of Directors shall be communicated to the members of the Board not less than fourteen (14) days in advance of such meetings. Board meetings may be conducted in person or by telephone conference call or other electronic medium. A quorum for meetings of the Board of Directors shall consist of at least two (2) Officers and eight (8) other Directors.

Section 7 – Removal from Office of a Director

Any Director may be removed from Office by a three-quarters vote of the members present at any duly called Chapter meeting. Removal must be initiated by a petition signed by no less than one-third (1/3) of the number of 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 present at the meeting at which the removal occurs and this new Director shall serve the unexpired term. Nominations for any vacancy created by a removal shall be accepted from the floor.

Unless excused for an acceptable reason, any Director who attends less than fifty percent (50%) of the Board meetings in any twelve (12) month period shall be subject to automatic review and possible revocation of his or her Board Membership and any Chapter Office held. Acceptable reasons to be excused from a Board meeting shall be established by the Board of Directors. Vacancies which occur on the Board of Directors for unexcused absences shall be filled by majority vote of the remaining Directors present at a duly called Board meeting, until such time as a successor can be elected by the Chapter Members to serve the remainder of the unexpired term.

Section 8 – Resignation of a Director or Officer

Any Director or Officer may resign at any time by giving written notice to the President and to the Executive Director. Such resignations 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. If the President resigns, written notice shall be given to the President-Elect and the Executive Director. 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-Elect.

Section 9 – Director Vacancies

Vacancies which occur on the Board of Directors for any reason other than removal shall be filled by majority vote of the remaining Directors present at a duly called Board meeting, until such time as a successor can be elected by the Chapter Members to serve the remainder of the unexpired term.

Section 10 – Open Meetings

All meetings of the Board of Directors and Chapter Committees shall be open to the members of the Chapter. A closed session may be called by the Board of Directors and any Chapter Committee, but all voting must be in open session.

Section 11 – Alternate Methods of Meeting

Meetings of the Board of Directors, Executive Committee and any other Committee of the Chapter may be held by teleconference or other electronic methods and voting during these meeting may be by voice vote or other electronic submission. All meetings whether in person, by teleconference or other electronic methods must adhere to the requirements for notice and quorum.

ARTICLE VII - OFFICERS

Section 1 – Definition and Election of Officers

The elected Officers of the Chapter, also known as Officers of the Board of Directors, shall be the Immediate Past President, President, President-Elect, Secretary and Treasurer. Each shall serve a term of two (2) years. The Immediate Past President, President and President-Elect may serve only one (1) term. The Secretary and Treasurer may serve an unlimited number of terms. Election shall be by majority vote of the Board of Directors present at a duly called Board meeting held immediately prior to the Annual Chapter Meeting. Officers shall be elected from the membership of the Board of Directors only. They shall assume Office immediately after the adjournment of the Annual Chapter Meeting. The duties of the Secretary and Treasurer may be combined into one Office at the discretion of the Board of Directors.

Section 2 – Officers as Directors

Each Officer shall be considered and counted as one of the twelve (12) Directors at Large until the end of their term as an Officer or the end of their term as an elected Director at Large whichever comes last.

Section 3 – Duties of the Officers

(a) President: The President shall be the executive officer of the Board of Directors. The President 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. 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.

(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: The Secretary shall be responsible for creating and maintaining appropriate accounts and records of all Chapter activities. The Secretary shall also be responsible for ensuring that appropriate Corporation and Chapter reports are filed.

(d) Treasurer: The Treasurer shall be responsible for creating and maintaining appropriate accounts and records of all Chapter finances. The Treasurer shall also be responsible for ensuring that appropriate reports related to Corporation and Chapter finances are filed.

(e) Mark of the College: All Officers, Directors and Councillors shall adhere to the policy governing the use of the mark of the American College of Emergency Physicians.

Section 4 – Removal of an Officer

Any Officer may be removed from Office by a three-quarters vote of the Board of Directors present at a duly called meeting of the Board.

Section 5 – Officer Vacancy

Vacancies which occur in the Officers of the Board for any reason shall be filled by a majority vote of the Board of Directors present at a duly called meeting of the Board. If the Presidency is vacated, the President-Elect assumes the office of President and serves the unexpired term and then serves his or her own term. If the position of President-Elect is vacated, the newly elected President-Elect shall serve the unexpired term and assume the Presidency as would naturally occur.

ARTICLE VIII – COUNCILLORS

Section 1 – Selection of Councillors

One (1) Councillor to the College, and one (1) additional Councillor for each 100 members of the Chapter, and Alternate Councillors the number of which shall be established by the Board of Directors. Councillors and Alternate Councillors shall be elected by the majority vote of the Board of Directors present at the duly called Board Meeting held immediately prior to the Annual Chapter Meeting. Councillors and Alternate Councillors shall serve three (3) year terms. Councillors and Alternate Councillors may serve an unlimited number of terms. Terms of the Councillors shall be staggered so that an equal or nearly equal number are elected each year of the three

year cycle. If elected as a Councillor, the President shall serve as the Chair of the Councillors at the College Annual Council Meeting. If the President is not an elected Councillor, or wishes not to serve in this capacity, the President may then delegate this authority to another Councillor.

Section 2 – Removal of a Councillor

Any Councillor may be removed from Office by a three-quarters vote of the Board of Directors present at a duly called meeting of the Board.

Section 3 – Resignation of a Councillor

Any Councillor may resign at any time by giving written notice to the President and the Executive Director. Such resignations 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. If the President resigns as a Councillor, written notice shall be given to the President-Elect and the Executive Director. 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 President-Elect if the President has resigned.

Section 4 – Vacancies

Councillor vacancies which occur for any reason shall be filled by a majority vote of Board of Directors present at a duly called meeting of the Board. This new Councillor shall fill the remainder of the unexpired term.

Section 5 – Rights and Responsibilities

The rights and responsibilities of a Councillor shall include, but not be limited to those of a College Councillor. Councillors shall be considered members of the Board of Directors.

ARTICLE IX – COMMITTEES

Section 1 Executive Committee

The Executive Committee shall consist of the Immediate Past President, President, President-Elect, Secretary, Treasurer and one Director At Large from the Board of Directors. The Executive Committee shall meet on such occasions, with not less than a forty-eight (48) hour notice and at such places as shall be determined prudent by the President.

A quorum of the Executive Committee shall exist if three (3) of the members of the Executive Committee are present. The Executive Committee shall conduct the business of the Chapter in the interim between the Board of Directors meetings. The Executive

Committee shall have the authority, when a quorum is present, to take action on behalf of the Board. All actions of the Executive Committee must be reviewed and ratified by the Board of Directors at its next meeting.

If the Director At Large Member of the Executive Committee position is vacated for any reason, this position may be filled by a majority vote of Board of Directors present at a duly called meeting of the Board. The newly elected Director At Large Member of the Executive Committee shall serve the remainder of the unexpired term.

Section 2 – Tellers Committee

Three (3) Tellers shall be appointed by the Executive Committee at the duly called meeting of the Board of Directors held immediately prior to the Annual Chapter Meeting. One of these Tellers shall be appointed as Chair. It shall be the duty of the Tellers to conduct the elections at the Annual Meeting and to verify and report the results to the President. The Tellers shall assume their Office immediately. They shall serve one (1) year terms. They may serve an unlimited number of terms.

Section 3 – Nominating Committee

(a) Composition: At the duly called meeting of the Board of Directors held immediately prior to the Annual Chapter Meeting, the Executive Committee shall elect three (3) members to a Nominating Committee with one to serve as Chair. They shall assume these duties immediately following the adjournment of the Annual Chapter Meeting. They shall serve one (1) year terms. They may serve an unlimited number of terms.

(b) Nominees for Director: At the Annual Chapter Meeting the Nominating Committee shall present nominations for Board of Directors as needed. Notice of these nominations shall be communicated to the Board of Directors and Members of the Chapter at least thirty (30) days prior to the Annual Chapter Meeting at which these elections will be held. Nominees for any and all positions must be active, honorary or life members in good standing.

(c) Nominees for Officers, Councillors and the Director At Large Member of the Executive Committee: Not less than thirty (30) days prior to the Annual Chapter Meeting, the Nominating Committee shall communicate to the Board nominations for Officers of the Chapter, Councillors, Alternate Councillors and the Director At Large Member of the Executive Committee. Nominations from the individual members of the Board are allowed at this meeting.

(d) Election of Officers, Councillors and the At Large Member of the Executive Committee: These elections shall be by a majority vote of the members of the Board present at a duly called Board meeting held immediately prior to the Annual Chapter

Meeting. These Officers shall assume their Office immediately following the adjournment of the Annual Chapter Meeting.

Section 4 – Other Chapter Committees

Other Chapter Committees may be appointed by the President unless otherwise stated in these Bylaws.

ARTICLE X - VOTING

Voting on any matter before the general membership, including elections, shall be by In Person Vote only. Mail In or Proxy Vote is not allowed. Meetings of the Board of Directors, Executive Committee and any other Committee of the Chapter may be held by teleconference or other electronic methods and voting during these meeting may be by voice vote or other electronic submission. All meetings whether in person, by teleconference or other electronic methods must adhere to the requirements for notice and quorum.

ARTICLE XI - 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. This indemnification shall be subject to the limitations and obligations for determination as described in O.C.G.A. §§ 14-3-850 through 14-3-858 which shall include any subsequent amendments or additions to same in Part 5, Article 8, Chapter 3 of Title 14.

The Chapter hereby incorporates by reference each and every provision contained within the Official Code of Georgia Annotated §§ 14-3-850 through 14-3-858 which shall include any subsequent amendments or additions to same in Part 5, Article 8, Chapter 3 of Title 14, and those provisions shall have the same force and effect as if separately and completely restated herein.

ARTICLE XII - APPROVAL OF BYLAWS AND AMENDMENTS

Section 1 – Approval by the College

The Bylaws shall not become effective until approved by the Board of Directors of the College.

Section 2 – Bylaws Amendments

These Bylaws may be amended by two-thirds vote of the membership present at a duly called meeting of the Chapter, provided that the proposed amendments have been communicated to the membership of the Chapter at least thirty (30) days prior to the meeting.

Section 3 – Submitting Amendments to the College

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 hereto 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 Chapter Bylaws inconsistent therewith, then these Chapter Bylaws shall be amended within two (2) years of written notice of the amendment of the College Bylaws to eliminate this inconsistency.

Section 5 – Date of Adoption

The Chapter adopted the latest revision to these current Bylaws on June _____ 2010.