

Missouri College of Emergency Physicians

BYLAWS



May 5, 2016

Bylaws

ARTICLE I – NAME

This Association is a non-profit corporation organized under the laws of the State of Missouri. Having received a charter from the American College of Emergency Physicians, this Association is a chapter of the American College of Emergency Physicians and shall be called the Missouri College of Emergency Physicians (hereinafter "MoCEP").

ARTICLE II – MISSION, PURPOSE, AND OBJECTIVES

The purposes and objectives of MoCEP shall be those set forth in the Bylaws of the American College of Emergency Physicians (hereinafter "the College") and in MoCEP's Articles of Incorporation.

ARTICLE III – MEMBERSHIP

Section 1

The qualifications for membership in MoCEP shall be ~~the same as~~ consistent with 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 MoCEP shall be consistent with those designated by the College in its Bylaws. Candidate members are not eligible to serve as Officers on the board. Candidate members are not eligible to serve on the Board unless they are the selected ACGME or ACOGME resident EM training program representative. Voting privileges of candidate members are restricted to MoCEP committees on which candidate members serve.

Section 4

All records of MoCEP shall be available for inspection by the membership of MoCEP at any reasonable time. Such inspection may be made by a member, or the agent or attorney of a member and shall include the right to make extracts thereof. Demand of inspection, other than at a meeting of the members, shall be in writing to the President or the Secretary-Treasurer of MoCEP.

ARTICLE IV – DUES AND ASSESSMENTS

Section 1

Dues for MoCEP shall be set and approved by the Board of Directors.

32 *Section 2*

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

36 *Section 3*

37 ~~Any member whose membership has been canceled for~~ Members not in good standing due to failure
38 to pay dues or assessments, or other reason shall not be eligible to vote or hold office ~~forfeit all rights~~
39 ~~and privileges at the chapter level.~~

40 **ARTICLE V – MEETINGS**

41 *Section 1*

42 There shall be an annual meeting of the MoCEP membership. Notice of such meeting shall be
43 communicated in writing to the last recorded address or email address of each member at least thirty
44 (30) days before the time appointed for the meeting. Other regular meetings of the membership of
45 MoCEP may be held with similar notice requirements.

46 *Section 2*

47 Special meetings of the general MoCEP membership may be held from time to time as determined
48 by a majority vote of the Board of Directors. The purpose for the special meeting must be specified.
49 Notice of such meetings and their purpose shall be communicated in writing to each member at least
50 ten (10) days before the time appointed for the meeting unless otherwise required by law.

51 *Section 3*

52 The quorum requirement for MoCEP general membership meetings will be 2% of the membership.

53 *Section 4*

54 When not in conflict with these bylaws, the parliamentary procedures outlined in the most recent
55 edition of ~~Sturgis, The~~ The American Institute of Parliamentarians Standard Code of Parliamentary
56 Procedure, shall govern all MoCEP meetings.

57
58 **ARTICLE VI – BOARD OF DIRECTORS**

59 *Section 1 – Powers*

60 The Board of Directors shall have supervision, control and direction of the affairs of MoCEP, shall
61 determine its policies or changes therein within the limits of ~~the~~ these bylaws, shall actively pursue
62 its purposes and shall have discretion in the disbursement of its funds. It may adopt such rules and
63 regulations for the conduct of its business as shall be deemed advisable and may, in the execution of
64 the powers granted, appoint such agents as it may consider necessary.

65 *Section 2 – Composition*

66 The Board of Directors shall be composed of up to 16 voting directors including the officers. The ex
67 officio members will be the Immediate Past President if the term as an elected director has already
68 expired and one resident, selected by the President, from each ACGME and ACOGME approved
69 emergency medicine training program in Missouri. -The President shall serve as chair of the Board of
70 Directors. ~~The number of directors may be increased or decreased from time to time by amendment~~
71 ~~of these bylaws.~~

72 *Section 3 – Term*

73 Elected directors shall serve a term of 3 years. Elected directors may serve unlimited consecutive
74 terms. Terms shall begin at the end of the annual meeting at which election occurs.

75 *Section 4A – Nomination and Election*

76 A nominating committee for candidates to the Board of Directors shall be appointed by the President
77 and shall present a list of nominees to the Board of Directors at least forty-five (45) days prior to the
78 date of the election at the annual general membership MoCEP meeting. Nominees must be ~~active,~~
79 ~~honorary, or life~~regular members in good standing. Nominations from the floor at the time of election
80 are allowed. Write-in votes are not allowed. Voting by absentee ballot is not allowed. To be elected
81 to the Board, a majority vote of the members voting is required.

82 *Section 4B – Balloting Procedures*

83 On an individual ballot, members may not cast more votes than the number of positions to be filled.
84 If more candidates receive a majority vote than the number of positions to be filled, the candidates
85 with the greatest majority will be elected. If all positions but one are filled and there are three or more
86 candidates for the remaining position and none receive a majority, only the two candidates with the
87 highest vote totals shall remain for the next ballot.

88 *Section 5 – Meetings*

89 The Board of Directors shall meet no less than once each year. Notice of all meetings of the Board of
90 Directors shall be communicated in writing to each member of the Board at least ten (10) days in
91 advance of such meetings. Board meetings may be conducted by telephone conference call or other
92 electronic medium. One-third (1/3rd) of the Board of Directors shall constitute a quorum at any
93 meeting of the Board. Special meetings of the Board of Directors may be called by the President or
94 the Executive Committee on 48 hour notice with the same quorum requirements.

95 *Section 6A – ~~Recall~~Removal by Membership*

96 Any director may be removed from office by a three quarters vote of the members present at any
97 MoCEP meeting. ~~A recall~~Removal must be initiated by a petition signed by no less than one third of
98 the number of voting members present at the meeting at which the director was elected. Any vacancy
99 created by a ~~recall~~removal shall be filled by a majority vote of the members present at the meeting at
100 which the ~~recall~~removal occurs. Nominations for any vacancy created by ~~a recall~~removal shall be
101 accepted from the floor.

Commented [tbt1]: Additional instances.

102 *Section 6B – Removal Due to Absenteeism*

103 Any director who misses more than two consecutive meetings without just cause as determined by
104 two-thirds vote of the remaining Board members, shall forfeit his/her position as a director. An interim
105 director for the remainder of the respective term will be selected by a majority vote of the remaining
106 directors.

107 *Section 7 – Resignation*

108 Any director may resign at any time by giving written notice to the president or to the Board of
109 Directors. Such resignation shall take effect at the time specified therein, or if no time is specified, at
110 the time of acceptance thereof as determined by the president or the Board.

111 *Section 8 – Vacancies*

112 Vacancies which occur on the Board of Directors for any reason other than ~~a recall~~ removal shall be
113 filled for the remainder of the respective term by majority vote of the Board of Directors.

114 **ARTICLE VII – OFFICERS**

115 *Section 1*

116 The elected officers of MoCEP, elected from the current members of the board, shall be the President,
117 Vice President, Secretary/Treasurer; and ~~aaa~~ non-voting ex officio officer, the Immediate Past
118 President. The President, Vice-President, Immediate Past President and Secretary/Treasurer will
119 serve 2 year terms. Election at the Board of Directors meeting held on the same day as the annual
120 general membership MoCEP meeting shall be by a majority vote of the Board of Directors. Elected
121 Officers may run for unlimited consecutive terms.

122 *Section 2*

123 Each officer shall serve on the Board of Directors.

124 *Section 3 – President*

125 The President shall be the executive officer of the Board of Directors and preside over all meetings
126 of MoCEP and Board of Directors. The President shall be responsible for ensuring that all MoCEP
127 contracts with third parties contain a provision disclosing the fact that the MoCEP is an entity separate
128 and distinct from the American College of Emergency Physicians. The President shall be responsible
129 for ensuring that MoCEP adheres to the policy governing the use of the mark of the American College
130 of Emergency Physicians. In the event of the death, resignation or inability to serve of the President
131 during his/her term of office, the Vice President shall succeed to the office of President for the
132 remaining portion of the President's term. In the event of death, resignation or incapacity of the
133 President and Vice President, the Board of Directors shall elect a President by majority vote for the
134 remaining term.

135 *Section 4 - Vice President*

136 The Vice President shall be a member of the Board of Directors and will preside at meetings of
137 MoCEP in the absence of the President. He/she shall succeed to the office of President only as
138 provided for in Section 3 of this Article. In the event of the death, resignation or removal from office
139 of the Vice President, the Board of Directors shall elect a Vice President by majority vote for the
140 remaining term.

141 *Section 5 – Secretary/Treasurer*

142 The Secretary/Treasurer shall be a member of the Board of Directors and shall keep or cause to be
143 kept an accurate record of the minutes and transactions of the annual meeting and the Board of
144 Directors meetings and shall serve as Secretary of these bodies, and have other powers and duties as
145 may be prescribed by the Board of Directors of MoCEP. He/she shall provide, or cause to be provided,
146 when requested by any of MoCEP members, copies of official MoCEP minutes, voting records, or
147 other MoCEP data for reasonable purpose. A copying and mailing fee may be levied for same. He/she
148 shall cause to be kept adequate and proper accounts of properties and funds of MoCEP. He/she shall
149 deposit or cause to be deposited all monies and other valuables into the credit of MoCEP with such
150 depositories as he/she may designate subject to the Board's approval. He/she shall disburse or cause
151 to be disbursed the funds of MoCEP as may be ordered by the Board; shall render to the Board,
152 whenever it is requested, an account of all his/her transactions as Secretary/Treasurer, and of the
153 financial condition of MoCEP and shall retain such other powers and perform such other duties as
154 may be prescribed by the Board or these Bylaws.

155 *Section 6*

156 A Nominating Committee selected by the Board of Directors shall present a slate of candidates for
157 the officer positions. Nominations for officers from the floor are allowed at the time of the election.

158 *Section 7*

159 Any officer may be removed from office by a three quarters vote of the Board of Directors. Any
160 vacancy created by ~~a recall~~removal shall be filled by a majority vote of the Board of Directors for the
161 remainder of the unexpired term.

162 *Section 8*

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

166 *Section 9*

167 Vacancies which occur in the officership of the Chapter for any reason other than ~~recall~~removal shall
168 be filled by a majority vote of the Board of Directors for the remainder of the unexpired term.

169 **ARTICLE VIII – COUNCILLORS**

170 *Section 1*

171 ~~One councillor to~~Councillor allocation shall be determined as specified in the College, ~~and one~~
172 ~~additional councillor for each 100 members of MoCEP, Bylaws, Councillors~~ shall be elected by a
173 majority vote of the membership ~~present~~voting at the annual meeting. A similar number of alternate
174 councillors ~~shall~~may be appointed by the MoCEP Board of Directors.

175 *Section 2*

176 Councillors shall serve a term of office of three years. Councillors may serve unlimited consecutive
177 terms. At such time as MoCEP is eligible for an additional councillor, the term of councillor for the
178 newly acquired position shall be adjusted so that the terms of councillors are staggered.

179 *Section 3*

180 Vacancies occurring in Councillor positions other than by removal shall be filled in a timely manner
181 by the MoCEP Board of Directors.

182 *Section 4*

183 A Councillor may be removed from office by a two thirds vote of the membership ~~voting~~ at the annual
184 meeting. A vacancy created by removal shall be filled by a majority vote of the membership
185 ~~present~~voting at that meeting.

Commented [tbt2]: Need to add to make clear it is not the entire membership vs those actually at the meeting.

186 *Section 5*

187 The duties of a Councillor shall include, but not be limited to, those of a College Councillor.

188 **ARTICLE IX – COMMITTEES**

189 The president may appoint such committees as he or she deems necessary.

190 The Executive Committee shall consist of the Officers of MoCEP whose duties are to conduct such
191 business as may be necessary between meetings of the membership or Board of Directors. The
192 Executive Committee shall have the authority, when a ~~quorum (defined as two voting members)~~ is
193 present, to take actions on behalf of the Board. Such actions shall be presented for ratification by the
194 Board of Directors at the next Board of Directors meeting: failure of such ratification nullifies the
195 action(s) taken by the Executive Committee.

Commented [tbt3]: There are 4 members of the Exec Committee. The IPP is non-voting and as currently written it becomes unclear when a quorum is reached. For example, a majority would be 3 of 4, but depending on who is there only 2 may be eligible to vote.

Suggest changing as noted.

This would mean at least 2 would need to vote in the affirmative for any motion to pass.

196 **ARTICLE X – VOTING**

197 Proxy voting by general membership on any matter including elections is permitted. Such proxy
198 must be signed and dated by the member transferring the voting privileges, must designate the
199 member to whom the proxy is granted and, by noting the date and place, must specifically identify
200 the meeting for which the proxy will be in effect. The proxy must be presented to the meeting
201 chairperson, presiding officer or presiding member conducting the meeting who will validate the
202 proxy prior to any voting. The proxy will remain valid only for the designated meeting. No member
203 may exercise more than two proxy votes at any one meeting. Proxy voting for membership
204 meetings count as “present” for purposes of determining a quorum at such meetings. Proxy voting
205 at a meeting of the Board of Directors is prohibited. Directors may not delegate their fiduciary duty
206 by means of a proxy.

ARTICLE XI – INDEMNIFICATION

MoCEP will, by resolution of the Board of Directors, provide for indemnification by MoCEP 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 MoCEP, 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 and amendments thereto shall not become effective until approved by the Board of Directors of the American College of Emergency Physicians ~~(ACEP)~~or its designee.

Section 2

These bylaws may be amended by a two-thirds vote of the membership present at a meeting of MoCEP, 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 ~~to the College~~ in ~~writing, to ACEP~~a format and manner prescribed by the College no later than 30 days following the adoption of such amendments by MoCEP. No amendment shall ~~be of~~have any force or effect until it has been submitted to and reviewed by ~~ACEP~~the Board of Directors of the College or its designee, provided, however, that such amendment shall be considered to be approved if ~~ACEP~~the Board of Directors of the College or its designee 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 ~~ACEP, the College~~. Should the Bylaws of ~~ACEP~~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

MoCEP adopted the latest revision to these current bylaws on **[NEW DATE]**