

**WASHINGTON CHAPTER
OF THE
AMERICAN COLLEGE OF EMERGENCY PHYSICIANS

BYLAWS**

ARTICLE I

NAME

This Association shall be a non-profit corporation organized under the laws of the State of Washington. 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 {Washington Chapter of the American College of Emergency Physicians OR WACEP}.

ARTICLE II

PURPOSE

The mission, purpose and objectives of this Association (hereinafter "the Chapter") shall be those set forth in the Bylaws of the American College of Emergency Physicians (hereinafter "the College or ACEP") and in the Chapter's Articles of Incorporation.

ARTICLE III

CLASSES OF MEMBERSHIP AND ELECTIONS

Section 1 - Qualifications. The qualifications for membership in the Chapter shall be the same as those for membership in the American College of Emergency Physicians ("the College").

Section 2 - Applications for Membership. Membership applications, classification changes, resignations, suspensions and expulsions shall be acted upon by the College.

Section 3 - Membership Classifications. Member classification in the Chapter shall be those designated by the College in its Bylaws and includes the right to vote.

Section 4 - Records. The Chapter's records and books of accounts shall be open to inspection upon written demand of any member at any reasonable time. Such inspection may be made by the member, agent or attorney, and shall include the right to make extracts thereof. Demand for inspection, other than at a meeting of the members, shall be in writing to the President or the Secretary-Treasurer of the Chapter.

ARTICLE IV

ASSESSMENTS

Section 1 - Dues. Dues for membership of the Chapter shall be approved annually by the Chapter Board of Directors for the ensuing year, and shall be payable on the anniversary date of the individual's membership.

Section 2 - Levy of Assessments. Assessments may only be levied upon a majority vote of the Board of Directors-and then only if the recommendations for such assessment have been mailed to the membership at least thirty (30) days before the meeting of the Board of Directors at which such assessment is to be voted upon.

Section 3 - Cancellation. 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 AND ASSEMBLIES

Section 1 - Annual Meeting. There shall be an annual assembly of the Chapter members each year to conduct business. The time and place of the annual assembly shall be designated by the Board of Directors and announced by chapter publication or mailing at least twenty (20) days before the date so fixed. The assembly shall include a meeting of the Board of Directors. At the opening session of each annual assembly, any member of the Chapter may present in writing any resolution pertinent to the purpose of the Chapter, or in relation to any report by any officer, or committee of the Chapter.

Section 2 - Special Meeting. Special meetings of the Chapter members may be held from time to time as determined by the President, a majority of the Board of Directors, or a special petition of (1/20) of all eligible membership. Such meetings shall require twenty (20) days notice by chapter publication or mailing to all members of the time and place of the meeting. Such notification will include the purpose of the meeting.

Section 3 - Location. The Board of Directors may designate any location, either within or without the State of Washington as the location of meeting for any annual meeting or for any special other meeting of the Chapter.

Section 4 - Quorum. The members of the Chapter present at any duly called meeting of the Chapter shall constitute a quorum at such meeting. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Chapter. Members who vote by mail will be included in the numbers used to calculate a quorum.

Section 5 - Voting Rights. Each active member and life member shall be entitled to one vote on each matter submitted to a vote of the members; except that at an election for directors every member entitled to vote at such election shall have the right to vote for as many persons as there are directors to be elected.

Section 6 - Proxies. No member shall be entitled to vote by proxy on any matter submitted to a vote of the members.

Section 7 - Rules of Order. "Sturgis' Standard Code of Parliamentary Procedure", except when it is in conflict with the ACEP Bylaws and Articles of Incorporation, shall control all parliamentary proceedings of the meeting of the Chapter and the Board of Directors

ARTICLE VI

BOARD OF DIRECTORS

Section 1 - General 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 powers granted, appoint such agents, as it considers necessary. Directors must be active or life members of the Chapter. Qualifications for Officers shall be the same as for the Board of Directors.

Section 2 - Number. The Board of Directors shall consist of fifteen (15) elected directors plus the officers of the association.

Section 3 - Terms. Elected directors shall serve a term of three (3) years after his/her election, or until his/her successor shall have been elected. The terms of office of the directors shall begin at the annual meeting at which their election occurred. Attempts should be made to stagger the terms to attempt

a nearly equal number of directors are elected each year. No director may serve more than two (2) consecutive three (3) year terms, with the following exceptions: (a) While serving in the capacity of president elect, president or immediate past president officer positions. (b) If elected to fill a vacancy in the board (see Article 7, section 8).

Section 4 - Nominations and Elections to the Board of Directors. At least ninety (90) days prior to the annual meeting it shall be the duty of the President to select three (3) members for the nominating committee from the Board of Directors representing, as far as practical, all geographic sections. At least sixty (60) days prior to the annual meeting the committee must mail a slate of nominees to the members that shall present at least one nomination for each of five (5) positions on the Board of Directors. The slate of nominees must explain that a member has the opportunity to submit additional nominee(s) for a vote of the membership. Additional nominee(s) must be submitted to the chapter office no later than 30 days prior to the annual meeting. The chapter office will then prepare and send to the membership a ballot with all nominees for a vote. These ballots must be returned at least seven (7) days prior to the annual meeting to be counted. The five (5) candidates receiving the highest number of votes shall be declared the winners. The same nominating committee shall also recommend candidates for the offices of Secretary-Treasurer and President Elect, from all eligible present or previous members of the Board of Directors.

Section 5 - Board of Directors Meetings. The Board of Directors shall meet no less than twice each year. Notice of all meetings of the Board of Directors shall be sent to each member of the Board 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. Any director may waive notice of any meeting. The attendance of a meeting by a director shall constitute a waiver of notice of such meeting, except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specific in the notice or waiver of notice of such meeting, unless specifically required by law.

Section 6 - Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Action without a meeting by Board of Directors or Committees. Any action required or permitted by law to be taken at a meeting of directors or any committee may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all the members of the Board of Directors, or committee, as the case may be.

Section 7 - Vacancies. Any vacancies, which occur on the Board of Directors for any reason shall be filled with a new board member by the majority vote of the remaining directors. A director elected to fill a vacancy shall serve the remainder of the unexpired term of their predecessor in office. Such a term will not count toward the consecutive term limits on a Board of Director's term. Any directorship to be filled by reason of an increase in the number of directors shall be filled by elections at an annual meeting or at a special meeting of the members called for that purpose.

Section 8 - Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any director from serving the Chapter in any other capacity and receiving compensation therefore.

Section 9 - Removal. Any director shall be removed from office if he/she is no longer a member of the Chapter. The Board of Directors may also remove any director who misses two (2) consecutive Board Meetings. If the membership believes it is in the best interest of the chapter to remove a director, this can be done by a 2/3 vote of the membership at an annual meeting or a special meeting of the members called for that purpose. To call for a special meeting for such a purpose will require a petition with signatures of at least 10% of the number of members who voted to elect the Director originally.

Section 10 - 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.

ARTICLE VII

OFFICERS

Section 1 - Officers. The officers of the Chapter shall consist of a President, a President-Elect, a Secretary-Treasurer, the Immediate Past President. Each officer shall serve on the Board of Directors. Officers must be active or life members of the Chapter, and eligibility for nomination will require past or present Board of Director experience.

Section 2 - Election and Terms of Office. The officers of the Chapter shall be elected annually by the Board of Directors except that of the offices of President and Immediate Past President which shall be filled by the succession of the President-Elect and President, respectively, to those two positions. The election of officers shall be held at the last Board of Directors meeting prior to the annual meeting. The term of office of each officer shall begin at the annual meeting. Each officer shall hold office until his/her successor shall have been duly elected.

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

- (a). The President shall be the principal executive officer of the Chapter.
- (b). The President shall in general supervise and control the business and affairs of the Chapter. He/she shall preside over all meetings of the Chapter members and of the Board of Directors. If the President is absent, this position will be assumed by the President-Elect, Immediate Past President, or Secretary/Treasurer, or in such order. If none of the above officers are available, the President may designate a chair form the Directors.
- (c). The President may sign, with the Secretary-Treasurer or any other proper officer of the Chapter authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these bylaws, or by statute to some other officer or agent of the Chapter; and in general he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.
- (d). The President's term of office shall begin at the annual meeting. In the event of the death or resignation of the President during the term of office or if he/she shall for any reason be unable to serve, the President-Elect shall succeed to the office of 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 Board of Directors shall elect a President and President-Elect for the unexpired term.
- (e). 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.
- (f). 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 4 - President-Elect. The duties of the President-Elect shall be as follows:

- (a). The President-Elect shall perform the duties of the President, in the absence of the President or in the event of his/her inability to act. And when so acting shall have all the powers of and be subject to all the restrictions upon the President.
- (b). The President-Elect shall perform such other duties as from time to time may be assigned to him/her by the President or Board of Directors.
- (c). The President-Elect shall succeed to the office of President at the expiration of the President's term.

(d). In the event of the death, resignation or removal from office of the President-Elect, the Board of Directors shall nominate two (2) or more members for that office and election of the successor to the President-Elect shall take place by a vote of the Board of Directors at the next scheduled meeting of the Board of Directors.

Section 5 - Secretary-Treasurer. The duties of the Secretary-Treasurer shall be as follows:

(a). The Secretary-Treasurer shall cause to be kept adequate and proper accounts of the properties, funds and records of the Chapter.

(b). The Secretary-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.

(c). The Secretary-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 it, an account of all his/her transactions as treasurer, and of the financial condition of the Chapter.

(d). The Secretary-Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these bylaws.

(e). The Secretary-Treasurer shall give a surety bond in an amount to be determined by the Board of Directors, the premium thereon to be paid by the Chapter.

Section 6 - Immediate Past President. The duties of the Immediate Past President shall be as follows:

(a). The Immediate Past President shall remain a member of the Board of Directors for a period of one year following his/her term as President, or until such time as his/her regular term as a Board member shall expire, whichever is longer.

Section 7 - Removal. Any officer elected or appointed by the Board of Directors may be removed by a 2/3 vote of the Board of Directors whenever in its judgment the best interests of the Chapter would be served.

Section 8 - Vacancies. Any vacancies which occur in any officership of the Chapter for any reason, other than recall, shall be filled by the election of a past or present Director of the Chapter by a majority vote of the Board of Directors for the unexpired portion of the term.

ARTICLE VIII

COUNCILLORS

The Chapter shall be represented at all meetings of the Council of the American College of Emergency Physicians by one councillor and one additional councillor for each one hundred (100) members of the Chapter.

The President, President-Elect, Secretary-Treasurer and the Immediate Past President shall each serve a three year term, while officers of the Chapter, as councillors. The President shall preside over the Chapter's delegation at all council meetings. Any additional councillors and alternative councillors shall be elected at the last Board of Directors meeting prior to the annual meeting, to a two-year term. No councillor may serve more than two consecutive two-year terms, with the exception of the Officers.

The duties of a Councillor shall include, but not limited to, those in the National Councillor position description.

ARTICLE IX

COMMITTEES

The Executive Committee shall be comprised of the Officers which shall conduct such business as may be necessary between meetings of the Board of Directors. The Board of Directors may appoint such additional committees, as it deems necessary, and determine the membership.

ARTICLE X

VOTING

Voting on election of officers & Board members shall be carried out as outlined in Article 5, sections 1 & 2, and Article 6, section 4. All other voting methods shall be at the direction of the Board of Directors, with the following options:

Voting on other college matters may take place by the following manner:

- a) In person voting
- b) Mail voting, with ballots mailed at least 30 days prior to count, and received no later than 7 days prior to counting.
- c) Absentee Ballots for issues to be voted on In person. Upon request an absentee ballot shall be mailed to a member's address. To be counted they must be received back at least 7 days prior to formal vote.
- d) Electronic Voting. With verification of e-mail address, e-voting may take place with a proposal dispersed 14 days prior to counting, and only votes returned within that 14 day period will be counted.

ARTICLE XI

BOARD OF DIRECTORS LIABILITY

To the fullest extent permitted by Washington Law, no director of the Chapter shall be liable to the College or its members for monetary damages for an act or omission in such director's capacity as a director of the Chapter except for liability arising out of a) any breach of such director's duty of loyalty to the College or its members; b) acts by or omissions of such director which are not in good faith or which involve intentional misconduct or a knowing violation of the law; c) a transaction from which such director received an improper benefit whether or not the benefit resulted from an action taken within the scope of such director's office; or d) an act of omission of such director for which the liability of a director is expressly provided for by statute. The foregoing elimination of the liability to the College or its members of monetary damages should no be deemed exclusive of any other rights or limitations of liability or indemnity to which a director may be entitled under any other provision of the Articles of Incorporation and Bylaws of the Chapter, College, contract, or agreement, vote of members and/or disinterest directors or otherwise.

ARTICLE XII

APPROVAL OF BYLAWS AND AMENDMENTS

Section 1 - ACEP Approval. These bylaws shall not become effective until it has been submitted to and approved by the Board of Directors of the American College of Emergency Physicians.

Section 2 - Requirements. These bylaws may be altered, amended or repealed and new bylaws may be adopted by a two-thirds vote of the membership present at the annual meeting of the Chapter, provided that the proposed revision, amendment or repeal of these bylaws or the new bylaws, is mailed to the membership thirty (30) days prior to such meeting.

Section 3 - 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 objections thereto within ninety (90) days following receipt.

Section 4 - Consistency. 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 there within, then these bylaws shall be amended immediately to eliminate said inconsistency.

Section 5 - Adoption. The Chapter adopted the latest revision to these current bylaws on April 30, 1994.

ARTICLE XIII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1 - Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Chapter, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chapter. Such authority may be general or confined to specific instances.

Section 2 - Checks and Drafts. All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the name of the Chapter shall be signed by such officer or officers, agent or agents of the Chapter and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Secretary-Treasurer and countersigned by the President-Elect of the Chapter.

Section 3 - Deposits. All funds of the Chapter shall be deposited from time to time to the credit of the Chapter in such bank, trust companies or other depositories as the Board of Directors may select.

Section 4 - Gifts. The Board of Directors may accept on behalf of the Chapter any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Chapter.

ARTICLE XIV

MISCELLANEOUS

Section 1 - Annual Report. The directors shall cause to be sent to the members not later than four months after the close of the fiscal year, a balance sheet together with a statement of the income and profits and loss for such fiscal year.

Section 2 - Seal. The Chapter shall not be required to have a seal.

Section 3 - Fiscal Year. The fiscal year of this corporation shall be determined by the Chapter Board of Directors.

ARTICLE XI

ETHICS

Section 1 - Principles. The ACEP "Principals of ethics for Emergency Physicians" shall be the principles of ethics of this Chapter.

Bylaws
Revised 04/02/97
Revised 06/26/02
Revised 07/18/05
Revised 10/02/09