

1 **WASHINGTON CHAPTER**
2 **OF THE**
3 **AMERICAN COLLEGE OF EMERGENCY PHYSICIANS**
4 **BYLAWS**

5 **ARTICLE I**

6 **NAME**

7 This Association shall be a non-profit corporation organized under the laws of the State of Washington.
8 Upon receiving a charter from the American College of Emergency Physicians (hereinafter "the College"), this
9 Association shall be a chapter of the College and shall be called the Washington Chapter of the American
10 College of Emergency Physicians OR WA-ACEP (hereinafter referred to as the chapter or WA-ACEP).

11 **ARTICLE II**

12 **MISSION, PURPOSE, AND OBJECTIVES**

13 The mission, purpose, and objectives of WA-ACEP shall be those set forth in the Bylaws of the College
14 and in the Chapter's Articles of Incorporation.

15 **ARTICLE III**

16 **MEMBERSHIP**

17 Section 1 - Qualifications. The qualifications for membership in the Chapter shall be consistent with
18 those for membership in the College.

19 Section 2 – College Authority. The College shall act on all membership applications, classification
20 changes, suspensions, cancelations, and expulsions.

21 Section 3 - Membership Classifications. Member classification and rights in the Chapter shall be those
22 designated by the College in its Bylaws. Candidate members {may OR may not} serve on the Chapter Board of
23 Directors, may not hold Chapter office, but may vote for the Board of Directors, may vote for Chapter officers,
24 and may vote on committee on which they serve.

25 Yes residents on board, non voting, cannot be officer?, can vote x2, can vote

26 Quesiton for WA – candidate members on board/vote, etc.?

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

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34 Section 5 – Cancellation/Limitation of Member Rights and Privileges. The College has the sole right to
35 cancel membership in the College for reasons described in the College Bylaws, including nonpayment of
36 chapter 6
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38 dues and mandatory chapter assessments, and thereby all related chapter memberships.
39 For proper cause other than nonpayment of dues or assessments, the Chapter may limit the rights and
40 privileges of members at the chapter level.

41 **ARTICLE IV**

42 **DUES and ASSESSMENTS**

43 Section 1 - Dues. Dues for membership of the Chapter shall be approved by the Chapter Board of
44 Directors.

45 Section 2 - Levy of Assessments. Assessments may only be levied upon a majority vote of the Board of
46 Directors—and then only if the recommendations for such assessment have been mailed to the membership at
47 least thirty (30) days before the meeting of the Board of Directors at which such assessment is to be voted
48 upon.
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ARTICLE V**MEETINGS AND ASSEMBLIES**

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52 Section 1 - Annual and Regular Meetings. There shall be an annual assembly of the Chapter members
53 each year to conduct business. The time and place of the annual assembly shall be designated by the Board of
54 Directors and announced by Chapter mailing or electronic delivery at least ten (10) nor more than sixty (60)
55 days before the time appointed for the meeting. Other regular meetings of the Chapter may be held with similar
56 notice requirements.

57 Section 2 - Special Meetings. Special meetings of the Chapter members may be held from time to time
58 as determined by the President, a majority of the Board of Directors, or a special petition of (1/20) of all eligible
59 membership. Notice of such meetings shall be communicated in writing to the last recorded address of each
60 member not less than ten (10) nor more than thirty (30) days before the time appointed for the meeting. Such
61 notification will include the purpose of the meeting and the methods of voting to be used at the meeting.

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

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

69 Section 5 – Notice. The Chapter must communicate notice of membership meetings in writing to all
70 members in accordance with jurisdictional law. Meeting notices must identify all methods of voting that will be
71 used at the meeting.

72 Section 6 – Remote Communication Technology. Any meeting of the membership and any actions
73 taken physically in person therein, may be conducted using remote communication technology in conjunction
74 with any applicable jurisdictional law.

ARTICLE VI**BOARD OF DIRECTORS**

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77 Section 1 - General Powers. The Board of Directors shall have supervision, control and direction of the
78 affairs of the Chapter, shall determine its policies or changes therein within the limits of the bylaws, shall actively
79 prosecute its purposes and shall have discretion in the disbursement of its funds. It may adopt such rules and
80 regulations for the conduct of its business as shall be deemed advisable, and may in the execution of powers
81 granted, appoint such agents, as it considers necessary. Directors must be regular or international members of
82 the Chapter. Qualifications for Officers shall be the same as for the Board of Directors.

83 Section 2 - Composition. The Board of Directors shall consist of fifteen (15) elected directors, two
84 resident liaisons plus the officers of the Chapter.

85 Section 3 – Terms of Office. Elected directors shall serve a term of three (3) years after his/her election,
86 or until his/her successor shall have been elected. The terms of office of the directors shall begin at the annual
87 meeting at which their election occurred. Attempts should be made to stagger the terms to attempt a nearly
88 equal number of directors are elected each year. No director may serve more than two (2) consecutive three (3)
89 year terms, with the following exceptions: (a) While serving in the capacity of President-Elect, President,
90 Secretary/Treasurer, or Immediate Past-President officer positions. (b) If elected to fill a vacancy in the Board
91 (see Article 7, section 8).

92 Section 4 – Nominations, Balloting, and Elections to the Board of Directors. The nominating committee
93 will select a Slate of Candidates who shall be regular or international members in good standing with the
94 Chapter. The nominating committee will present its Slate of Candidates to the Board of Directors for approval. At
95 least sixty (60) days prior to the annual meeting the nominating committee must email the Slate of Candidates to
96 the members. The Slate represents at least one nomination for each of five (5) positions on the Board of
97 Directors. The Slate of Nominees must explain that a member has the opportunity to submit additional
98 nominee(s) for a vote of the membership. Additional nominee(s) must be submitted to the chapter office no later
99 than 30 days prior to the annual meeting. The chapter office will then prepare an online, secure voting webpage
100 with all nominees. A link to the webpage will be sent to the members with an email address. Members without
101 an email address will be mailed a ballot. Members will submit their ballots by either electronic or mail. Voting will
102 close seven (7) days prior to the annual meeting. Nominations from the floor at the time of the elections are not
103 allowed. The five (5) candidates receiving the highest number of votes shall be elected. In the event of a tie, a
104 run-off election will occur between the two prospective candidates. The same nominating committee shall also
105 recommend candidates for the offices of Secretary-Treasurer and President Elect, from all eligible present or
106 previous members of the Board of Directors.

107 Section 5 - Meetings. The Board of Directors shall meet no less than twice each year. Notice of all
108 meetings of the Board of Directors shall be sent to each member of the Board at least ten (10) days in advance
109 of such meetings. Board meetings may be conducted by remote communication technology. Even if the meeting
110 is held in person, Board members attending via remote communications technology shall be considered present
111 in person. A majority of the Board of Directors shall constitute a quorum at any meeting of the Board. Any
112 director may waive notice of any meeting. The attendance of a meeting by a director shall constitute a waiver of
113 notice of such meeting, except when a director attends a meeting for the express purpose of objecting to the
114 transaction of any business because the meeting is not lawfully called or convened. Neither the business to be
115 transacted at, nor the purpose of, any meeting of the Board need be specific in the notice or waiver of notice of
116 such meeting, unless specifically required by law.

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

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

124 Section 7 - Removal. Any director shall be removed from office if he/she is no longer a member of the
125 Chapter. The Board of Directors may also remove any director who misses two (2) consecutive Board Meetings.
126 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
127 vote of the membership at an annual meeting or a special meeting of the members called for that purpose. To
128 call for a special meeting for such a purpose will require a petition with signatures of at least 10% of the number
129 of members who voted to elect the Director originally

130 Section 8 - Vacancies. Any vacancies, which occur on the Board of Directors for any reason shall be
131 filled with a new board member by the majority vote of the remaining directors. A director elected to fill a
132 vacancy shall serve the remainder of the unexpired term of their predecessor in office. Such a term will not
133 count toward the consecutive term limits on a Board of Director's term. Any directorship to be filled by reason of
134 an increase in the number of directors shall be filled by elections at an annual meeting or at a special meeting of
135 the members called for that purpose.

136 Section 9 - Resignation. Any director may resign at any time by giving written notice to the President or
137 to the Board of Directors. Such resignation shall take effect immediately or at the time specified therein.

138 Section 10 - Compensation. Directors as such shall not receive any stated salaries for their services, but by
139 resolution of the Board of Directors expenses of attendance, if any, may be allowed for attendance at each
140 regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any director

141 from serving the Chapter in any other capacity and receiving compensation therefore.

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ARTICLE VII

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OFFICERS

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

149 Section 2 - Election and Terms of Office. The officers of the Chapter shall be elected annually by the
150 Board of Directors except that of the offices of President and Immediate Past-President which shall be filled by
151 the succession of the President-Elect and President, respectively, to those two positions. Officers shall serve
152 terms of one year and may serve consecutive terms. The election of officers shall be held at the last Board of
153 Directors meeting prior to or within 24 hours of the commencement of the annual meeting. The term of office of
154 each officer shall begin at the Board of Director's Meeting. Each officer shall hold office until his/her successor
155 shall have been duly elected.

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

157 (a) The President shall be the principal executive officer of the Chapter.

158 (b) The President shall in general supervise and control the business and affairs of the Chapter. He/she
159 shall preside over all meetings of the Chapter members and of the Board of Directors. If the President is absent,
160 this position will be assumed by the President-Elect, Immediate Past-President, or Secretary-Treasurer, or in
161 such order. If none of the above officers are available, the President may designate a chair from the Board of
162 Directors.

163 (c) The President may sign, with the Secretary-Treasurer or any other proper officer of the Chapter
164 authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the
165 Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall
166 be expressly delegated by the Board of Directors, or by these bylaws, or by statute to some other officer or
167 agent of the Chapter; and in general he/she shall perform all duties incident to the office of President and such
168 other duties as may be prescribed by the Board of Directors from time to time.

169 (d) The President's term of office shall begin at the annual meeting. In the event of the death or
170 resignation of the President during the term of office or if he/she shall for any reason be unable to serve, the
171 President-Elect shall succeed to the office of President for the unexpired portion of the President's term. In the
172 event of the death, resignation or incapacity of both the President and the President-Elect, the Board of
173 Directors shall elect a President and President-Elect for the unexpired term.

174 (e). The President shall be responsible for ensuring that all Chapter contracts with third parties contain a
175 provision disclosing the fact that the Chapter is an entity separate and distinct from the College.

176 (f) The President shall be responsible for ensuring that the Chapter adheres to the policy governing the
177 use of the mark of the American College of Emergency Physicians.

178 Section 4 - President-Elect. The duties of the President-Elect shall be as follows:

179 (a) The President-Elect shall perform the duties of the President, in the absence of the President or in
180 the event of his/her inability to act. And when so acting shall have all the powers of and be subject to all the
181 restrictions upon the President.

182 (b) The President-Elect shall perform such other duties as from time to time may be assigned to him/her
183 by the President or Board of Directors.

184 (c) The President-Elect shall succeed to the office of President at the expiration of the President's term.

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

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

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

192 (b) The Secretary-Treasurer shall deposit or cause to be deposited all moneys and other valuables in
 193 the name and to the credit of the Chapter with such depositories as may be designated by the Board of
 194 Directors.

195 (c) The Secretary-Treasurer shall disburse the funds of the Chapter as may be ordered by the Board of
 196 Directors; shall render to the Board of Directors, whenever it may request it, an account of all his/her
 197 transactions as treasurer, and of the financial condition of the Chapter.

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

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

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

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

206 Section 7 - Removal. The Board of Directors may remove any officer elected or appointed from office by
 207 a 2/3 vote of the Board of Directors whenever in its judgment the best interests of the Chapter would be served.

208 Section 8 – Resignation. Any officer may resign at any time by giving written notice to the President or
 209 to the Board. Resignation takes effect immediately or at the time designated therein.

210 Section 8 - Vacancies. Any vacancies which occur in any officership of the Chapter for any reason shall
 211 be filled by the Immediate Past-President for the unexpired portion of the term. In the event that the Immediate
 212 Past-President is unable to fill the vacancy, the position will be filled by the election of a past or present Director
 213 of the Chapter by a majority vote of the Board of Directors.

214 **ARTICLE VIII**

215 **COUNCILLORS**

216 Section 1- Allocations. Councillor allocation shall be determined as specified in the College Bylaws.
 217 Councillors shall be elected by the Board of Directors. A similar number of Alternate Councillors shall be elected
 218 by the Chapter Board of Directors. Such election of Councillors and Alternate Councillors shall take place at the
 219 last Board of Directors meeting prior to the annual meeting.

220 Section 2 - Terms. The President, President-Elect, Secretary-Treasurer and the Immediate Past-
 221 President shall each serve as councillors while officers of the Chapter. The President shall preside over the
 222 Chapter's delegation at all council meetings. Any additional Councillors and Alternative Councillors shall be
 223 appointed by the President to a one-year term. Councillors may serve unlimited consecutive terms. Should the
 224 Chapter's Councillor allocation fall below four, the Chapter President will appoint.

225 Section 3 - Removal. A Councillor may be removed by a two-thirds majority vote of the Board of
 226 Directors. A vacancy created by removal shall be filled by the Chapter President for the remainder of the
 227 unexpired term.

228 Section 4 – Resignation. Any councillor or alternate councillor may resign at any time by giving written

229 notice to the President or to the Board. Resignation takes effect immediately or at the time designated therein.

230 Section 5 - Vacancies. Vacancies occurring in councillor positions other than by removal shall be filled in
231 a timely manner by the Chapter President.

232 **ARTICLE IX**

233 **COMMITTEES**

234 With the exception of the Executive Committee, which is comprised of the Officers, the Board of
 235 Directors may appoint such additional committees, as it deems necessary, and determine the membership. The
 236 Executive Committee shall have the authority to conduct such business as may be necessary between meetings
 237 of the Board of Directors. Such actions must be ratified by the Board of Directors at the next regular meeting;
 238 failure of such ratification nullifies the action(s) taken by the Executive Committee.

239 The Nominating Committee, chaired by the Immediate Past President, shall ninety days prior to any
 240 election, select three (3) members to serve on the nominating committee from the Board of Directors
 241 representing, as far as practical, all geographic sections of the state.

242 **ARTICLE X**

243 **VOTING AND PARLIAMENTARY AUTHORITY**

244 Section 1 – Voting. Voting in election of the Board of Directors and other matters shall be conducted in
 245 person or via remote communication technology through an online, secure voting webpage. A link to the
 246 webpage will be sent to the members with an email address 30 days prior to count. Members without an email
 247 address will be mailed a ballot 30 days prior to the count. Members will submit their ballots by either electronic
 248 or mail. Proxy voting is not allowed. Absentee voting [is/is not] allowed. Voting in all matters at Board and
 249 committee meetings is to be in-person only unless such meetings take place via conference call or other
 250 electronic medium.

251 Section 2 – Voting Results. A majority vote of legal votes cast by members voting on any issue or
 252 question under consideration at any meeting will constitute an affirmative decision on the issue.

253 Section 3 - Voting Rights. All members in good standing shall be entitled to one vote on each matter
 254 submitted to a vote of the members; except that at an election for directors every member entitled to vote at
 255 such election shall have the right to vote for as many persons as there are directors to be elected.

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 257 Section 4 – Parliamentary Authority. The most recent version of "Sturgis' Standard Code of
 258 Parliamentary Procedure", except when it is in conflict with the ACEP Bylaws and Articles of Incorporation, shall
 259 control all parliamentary proceedings of the meeting of the Chapter and the Board of Directors

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 261 **ARTICLE XI**

262 **INDEMNIFICATION**

263 The Chapter will, by resolution of its Board of Directors, provide for indemnification by the Chapter of
 264 any and all of its directors or officers or former directors or officers against expenses actually and necessarily
 265 incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them
 266 are made parties, or a party, by reason of having been directors or officers of the Chapter, except in relation to
 267 matters as to which such director or officer or former director or officer shall be adjudged in such action, suit, or
 268 proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be
 269 settled by agreement predicated on the existence of such liability for negligence or misconduct.

270 **ARTICLE XII**

271 **APPROVAL OF BYLAWS AND AMENDMENTS**

272 Section 1 - College Approval. These bylaws shall not become effective until it has been submitted to
 273 and approved by the Board of Directors of the College or its designee. .

274 Section 2 – Chapter Bylaws Amendments These bylaws may be altered, amended or repealed and

275 new bylaws may be adopted by a two-thirds vote of the membership present at the annual meeting of the
276 Chapter, provided that the proposed revision, amendment or repeal of these bylaws or the new bylaws, is
277 emailed to the membership thirty (30) days prior to such meeting.

278 Section 3 – Submission to the College. Amendments to these bylaws shall be submitted to the College
279 in a format and manner prescribed by the College no later than thirty (30) days following the adoption of such an
280 amendment. No amendment shall have any force or effect until it has been submitted to and reviewed by the
281 Board of Directors of the College or its designee, ~~provided, however, that such amendment shall be considered~~
282 ~~to be approved if the Board of Directors or its designee fails to give written notice of its objections thereto within~~
283 ~~ninety (90) days following receipt of properly formatted amendments.~~ The Board of Directors of the College has
284 ultimate responsibility for approval of chapter bylaws and the interpretation of College Bylaws.

285 Section 4 – Consistency with College Bylaws. These bylaws must be consistent with the Bylaws of the
286 College and must conform to the College's Chapter Bylaws Guidance Documents. Should the Bylaws of the
287 College be amended in such a manner as to render these bylaws inconsistent there within, then the Chapter
288 bylaws must be amended within two (2) years of written notification of amendment of the College Bylaws to
289 eliminate said inconsistency.

290 Section 5 – Date of Adoption by Chapter. The Chapter adopted the most recent revision to these
291 bylaws on April 27, 2017.

292 Section 6 – Date of Approval by College. The College most recently approved these bylaws on
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ARTICLE XIII

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CONTRACTS, CHECKS, DEPOSITS AND FUNDS

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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.

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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.

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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.

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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.

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ARTICLE XIV

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ETHICS

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

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Bylaws

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Revised 04/27/17

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Revised 10/02/09

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Revised 07/18/05

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Revised 06/26/02

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Revised 04/02/97