

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 not serve on the Chapter Board of Directors,  
23 may not hold Chapter office, but may vote for the Board of Directors, may vote for Chapter officers, and may  
24 vote on committee on which they serve.

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

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31 Section 5 – Cancellation/Limitation of Member Rights and Privileges. The College has the sole right to  
32 cancel membership in the College for reasons described in the College Bylaws, including nonpayment of  
33 chapter dues and mandatory chapter assessments, and thereby all related chapter memberships.

34 For proper cause other than nonpayment of dues or assessments, the Chapter may limit the rights and  
35 privileges of members at the chapter level.

36 **ARTICLE IV**

37 **DUES and ASSESSMENTS**

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

40 Section 2 - Levy of Assessments. Assessments may only be levied upon a majority vote of the Board of

41 Directors-and then only if the recommendations for such assessment have been mailed to the membership at  
42 least thirty (30) days before the meeting of the Board of Directors at which such assessment is to be voted  
43 upon.

## 44 **ARTICLE V**

### 45 **MEETINGS AND ASSEMBLIES**

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

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

56

57 Section 3 - Quorum. The members of the Chapter present at any duly called meeting of the Chapter  
58 shall constitute a quorum. The act of a majority of the members present at a meeting at which a quorum is  
59 present shall be the act of the Chapter. Members who vote by mail will be included in the numbers used to  
60 calculate a majority.

61 Section 4 – Notice. The Chapter must communicate notice of membership meetings in writing to all  
62 members in accordance with jurisdictional law. Meeting notices must identify all methods of voting that will be  
63 used at the meeting.

64 Section 5 – Remote Communication Technology. Any meeting of the membership and any actions  
65 taken physically in person therein, may be conducted using remote communication technology in conjunction  
66 with any applicable jurisdictional law.

## 67 **ARTICLE VI**

### 68 **BOARD OF DIRECTORS**

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

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

77 Section 3 – Terms of Office. Elected directors shall serve a term of three (3) years after his/her election,  
78 or until his/her successor shall have been elected. The terms of office of the directors shall begin at the annual  
79 meeting at which their election occurred. Attempts should be made to stagger the terms to attempt a nearly  
80 equal number of directors are elected each year. No director may serve more than two (2) consecutive three (3)  
81 year terms, with the following exceptions: (a) While serving in the capacity of President-Elect, President,  
82 Secretary/Treasurer, or Immediate Past-President officer positions. (b) If elected to fill a vacancy in the Board  
83 (see ArticleVII, section 9).

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

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

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

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

114 Section 7 - Removal. Any director shall be removed from office if he/she is no longer a member of the  
115 Chapter. The Board of Directors may also remove any director who misses two (2) consecutive Board Meetings.  
116 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  
117 vote of the membership at an annual meeting or a special meeting of the members called for that purpose. To  
118 call for a special meeting for such a purpose will require a petition with signatures of at least 10% of the number  
119 of members who voted to elect the Director originally.

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

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

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## ARTICLE VII

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### OFFICERS

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

135 Section 2 - Election and Terms of Office. The Nominating Committee shall present a list of nominees for  
136 the offices of Secretary-Treasurer and President Elect, from all eligible present or previous members of the  
137 Board of Directors. The officers of the Chapter shall be elected annually by the Board of Directors except that of  
138 the offices of President and Immediate Past-President which shall be filled by the succession of the President-  
139 Elect and President, respectively, to those two positions. Officers shall serve terms of one year and may serve  
140 consecutive terms. The election of officers shall be held at the last Board of Directors meeting prior to or within  
141 24 hours of the commencement of the annual meeting. The term of office of each officer shall begin at the  
142 Board of Director's Meeting. Each officer shall hold office until his/her successor shall have been duly elected.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

197 Section 9 - Vacancies. Any vacancies which occur in any officer position, of the Chapter for any reason  
198 shall be filled by the Immediate Past-President for the unexpired portion of the term, except the President, which  
199 shall be filled by the President-elect. In the event that the Immediate Past-President is unable to fill the vacancy,  
200 the position will be filled by the election of a past or present Director of the Chapter by a majority vote of the  
201 Board of Directors.

## 202 **ARTICLE VIII**

### 203 **COUNCILLORS**

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

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

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

216 Section 4 – Resignation. Any councillor or alternate councillor may resign at any time by giving written  
217 notice to the President or to the Board. Resignation takes effect immediately or at the time designated therein.

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

## 220 ARTICLE IX

### 221 COMMITTEES

222 With the exception of the Executive Committee, ~~which is comprised of the Officers~~, the President with  
223 the approval of the Board of Directors, may appoint such additional committees and committee chairs, as  
224 deemed necessary, and determine the membership. All committee chairs are voting committee members.

225 The Executive Committee, chaired by the President and composed of the Officers, shall have the authority to  
226 conduct such business as may be necessary between meetings of the Board of Directors. Such actions must be  
227 ratified by the Board of Directors at the next regular meeting; failure of such ratification nullifies the action(s)  
228 taken by the Executive Committee.

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

## 232 ARTICLE X

### 233 VOTING AND PARLIAMENTARY AUTHORITY

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

241 Section 2 – Voting Results. A majority vote of legal votes cast by members voting on any issue or  
242 question under consideration at any meeting will constitute an affirmative decision on the issue, unless  
243 otherwise stated herein.

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

247 Section 4 – Parliamentary Authority. The chapter shall use the parliamentary authority of the College,  
248 except when it is in conflict with these bylaws, the ACEP Bylaws and Articles of Incorporation, and shall control  
249 all parliamentary proceedings of the meeting and voting of the Chapter and the Board of Directors

## 250 ARTICLE XI

### 251 INDEMNIFICATION

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

**ARTICLE XII****APPROVAL OF BYLAWS AND AMENDMENTS**

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

263 Section 2 – Chapter Bylaws Amendments These bylaws may be altered, amended or repealed and  
264 new bylaws may be adopted by a two-thirds vote of the membership present at the any ~~annual~~ meeting of the  
265 Chapter, provided that the proposed revision, amendment or repeal of these bylaws or the new bylaws, is  
266 emailed to the membership thirty (30) days prior to such meeting.

267 Section 3 – Submission to the College. Amendments to these bylaws shall be submitted to the College  
268 in a format and manner prescribed by the College no later than thirty (30) days following the adoption of such an  
269 amendment. No amendment shall have any force or effect until it has been submitted to and reviewed by the  
270 Board of Directors of the College or its designee. The Board of Directors of the College has ultimate  
271 responsibility for approval of chapter bylaws and the interpretation of College Bylaws.

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

277 Section 5 – Date of Adoption by Chapter. The Chapter adopted the most recent revision to these bylaws  
278 on May 8, 2023.

279 Section 6 – Date of Approval by College. The College most recently approved these bylaws on June 2,  
280 2024.

281

282 Revised 04/27/17

283 Revised 10/02/09

284 Revised 07/18/05

285 Revised 06/26/02

286 Revised 04/02/97