

1 **OREGON CHAPTER OF THE AMERICAN COLLEGE OF EMERGENCY PHYSICIANS**
2 **CHAPTER BYLAWS**
3 **Adopted by Membership on January 28th, 2018**

4 **ARTICLE I - NAME**

5 This Association is a non-profit corporation organized under Oregon laws. Upon receiving a charter from the American
6 College of Emergency Physicians (hereinafter "the College"), this Association became a Chapter of the American
7 College of Emergency Physicians and is called the Oregon Chapter of the American College of Emergency Physicians
8 (OCEP).

9 **ARTICLE II – MISSION AND PURPOSE**

10 The purpose of this Association (hereinafter "the Chapter") is that set forth in the Bylaws of the College and in the
11 Chapter's Articles of Incorporation. The mission of the Chapter is to support quality emergency medical care, as well as
12 advocate for the interests of patients and Oregon emergency physicians.

13 **ARTICLE III — MEMBERSHIP**

14 **Section 1.** The qualifications for membership in the Chapter shall be consistent with those for membership in the College.

15 **Section 2.** Membership applications, classification changes, resignations, suspensions, and expulsions shall be acted upon
16 by the College.

17 **Section 3.** Member classifications and privileges in the Chapter shall be consistent with those designated by the College in
18 its Bylaws. Except as otherwise permitted in these bylaws, Candidate members may not hold office or vote, except that
19 they may vote in committees to which they are appointed. Candidate members having a seat on the Board of Directors
20 have full voting privileges on the Board.

21 **Section 4.** All records in the Chapter shall be available for inspection by the membership of the Chapter at any
22 reasonable time. Such inspection may be made by the member, agent or attorney, and shall include the right to make
23 extracts thereof. Demand of inspection, other than at a meeting of the members, shall be in writing to the President or
24 the Treasurer of the Chapter.

25 **ARTICLE IV — DUES AND ASSESSMENTS**

26 **Section 1.** Dues for the Chapter shall be determined by the Chapter's Board of Directors (hereinafter "the Board").

27 **Section 2.** Assessments may only be levied by a majority vote of the members voting at the annual meeting and then only
28 if the recommendation for such assessment has been communicated in writing to the membership at least 45 (forty-five)
29 days before the meeting.

30 **Section 3.** Members not in good standing due to failure to pay dues, assessments, or other reason shall forfeit all rights
31 and privileges at the chapter level.

32 **ARTICLE V — MEETINGS**

33 **Section 1.** There shall be an annual meeting of the Chapter membership. Notice of such meeting shall be communicated
34 in writing at least forty-five (45) days before the time appointed for the meeting. The time, location, and purpose of the
35 annual meeting shall be set by the Board of Directors and will be included in the notice of that meeting. Other meetings
36 of the Chapter may be held from time to time as determined by the Board with similar notice requirements.

37 **Section 2.** Special meetings of the Chapter may be held from time to time as determined by the Board. Notice of such
38 meetings, and the purpose of the meetings, shall be communicated in writing at least fifteen (15) days before the time
39 appointed for the meetings.

40 **Section 3.** The members of the Chapter present at any meeting of the Chapter duly called shall constitute a quorum. Each
41 Chapter member has one equal vote. Unless otherwise stated in these Bylaws, an action of the Chapter membership
42 requires a majority vote of the current Chapter members voting “in person”.

43 **Section 4.** When not in conflict with these Bylaws, the parliamentary procedures outlined in the most recent version of
44 Roberts' Rules of Order Newly Revised shall govern all Chapter meetings.

45 **ARTICLE VI — BOARD OF DIRECTORS**

46 **Section 1.** The Board shall have supervision, control and direction of the affairs of the Chapter, shall determine its
47 policies or changes therein within the limits of these Bylaws, shall actively pursue its purposes and shall have discretion
48 in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall be
49 deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

50 **Section 2.** The Board shall consist of the following: eighteen (18) elected Directors, plus the President and Immediate
51 Past-President if their terms as elected Directors have expired; one (1) appointed senior resident Director; one (1)
52 appointed junior resident Director; and optional honorary Director(s). All Directors shall be Chapter members in good
53 standing.

54 **Section 3.** Elected Directors shall serve a term of three (3) years beginning on September 1 of the year of their election.
55 There are no limits on the number of terms served. The President, Immediate Past President and President-elect shall
56 constitute the nominating committee. A call for nominations from regular members shall occur by electronic mail or U.S.
57 mail at least forty-five (45) days prior to the annual election. The nominating committee shall contact all nominees who
58 have been nominated by regular members to determine that the nominees have an expressed interest in serving and that
59 the nominees are eligible as regular members to serve. Then, the nominating committee shall submit by electronic mail
60 or U.S. mail the names of qualified nominees for the available positions on the Board; if submission is by electronic mail,
61 this will be at least fourteen (14) days prior to the election, and if by U.S. mail will be at least thirty (30) days prior to the
62 election.

63 On an individual ballot, members must cast the number of votes equal to the number of vacant elected Director positions
64 with only one vote per candidate; and, by count of the nominating committee, those candidates receiving the highest
65 number of votes shall be declared Directors, as necessary to fill the vacant positions.

66 **Section 4.** The nominating committee shall annually appoint one (1) Director who is a junior Emergency Medicine
67 resident in good standing at the Oregon Health & Science University. The appointed resident Director shall serve a term
68 of two (2) years beginning on July 1 of the year of his or her appointment. During the resident Director's first year in
69 office he or she will be referred to as the junior resident Director, and during the resident Director's second year in office
70 he or she will be referred to as the senior resident Director.

71 **Section 5.** The Board, at their discretion and by majority vote, may appoint annually up to two (2) Honorary Directors.
72 Honorary Directors must be Chapter members in good standing, shall have full voting privileges, are eligible to serve
73 unlimited terms, and may resign at any time by giving notice to the President or the Board.

74 **Section 6.** The Board shall meet four (4) times during the year. Notice of all Board meetings shall be either in person at
75 the prior Board meeting, by electronic mail, or by U.S. mail to each Director at least forty-five (45) days in advance of
76 such meetings.

77 Board meetings may be conducted by telephone conference call or other electronic medium. A majority of the Board
78 shall constitute a quorum at any Board meeting. Each Director has one equal vote. Unless otherwise stated in these
79 Bylaws, an action of the Board requires a majority vote of the current Directors voting.

80 **Section 7.** Any Director may be removed from office by a three-quarters (3/4) vote of the members voting at any Chapter
 81 meeting. Removal must be initiated by a petition signed by no less than one-third (1/3) of the current members at the
 82 time the removal petition is submitted. Any vacancy created by removal may be filled by a majority vote of the members
 83 voting at the meeting at which the removal occurs. Nominations for any vacancy may be accepted from the floor.

84 Once elected, any elected Director must attend three (3) of the four (4) Board meetings each year, either in person or by
 85 telephone conference call or other electronic medium. If the Director does not meet this requirement, the Director is
 86 subject to removal by majority vote of remaining directors voting at the conclusion of the final Board meeting of the
 87 year. Such vacancy shall be filled by majority vote of the remaining members of the Board at this meeting, and shall be
 88 for the remainder of the unexpired term.

89 **Section 8.** Any Director may resign at any time by giving notice to the President or the Board. Such resignation shall
 90 take effect at the time specified therein, or if no time is specified, at the time of acceptance thereof as determined by the
 91 President or the Board.

92 **Section 9.** The Board may fill any Director vacancy which occurs, unless superseded by Section 7 above, by a
 93 nomination and majority vote of the Board for a new Director for the unexpired term.

94 **ARTICLE VII — OFFICERS**

95 **Section 1.** The three elected Officers of the Chapter shall be the President, the President-Elect/Secretary-Treasurer, and
 96 the Immediate Past-President/OMA Delegate. These officers make up the Executive Committee and shall conduct
 97 Chapter business as may be necessary between Board meetings and shall be subject to the orders of the Board.

98 **Section 2.** The office of President-Elect/Secretary-Treasurer shall be filled by the election of a Director annually, at such
 99 time as specified by the Board, by a majority vote of the Board. The offices of President and Immediate Past-
 100 President/OMA Delegate shall be filled by the succession of the President-Elect/Secretary-Treasurer and President,
 101 respectively, to those two positions. The term of each Officer shall be for one year and shall begin immediately following
 102 their election.

103 **Section 3.** The duties of the Officers shall be as follows:

104 (a) The President shall be the executive officer of the Board. He or she shall preside over all meetings of the Chapter
 105 or the Board. He or she shall be responsible for ensuring that: all Chapter contracts with third parties contain a provision
 106 disclosing the fact that the Chapter is an entity separate and distinct from the College; the Chapter adheres to the policy
 107 governing the use of the College's logo; and statements by Directors may not be misrepresented as being those of the
 108 College.

109 (b) The President-Elect/Secretary-Treasurer may be designated by the President to serve as acting Chair in the absence of
 110 the President at any Chapter or Board meeting. They will also: (1) keep or cause to be kept adequate and proper
 111 accounts of the properties, funds and records of the Chapter and shall perform such other duties as prescribed by the
 112 Board; (2) deposit or cause to be deposited all monies and other valuables in the name and to the credit of the Chapter
 113 with such depositories as may be designated by the Board; (3) disburse the funds of the Chapter as may be ordered by
 114 the Board; (4) render to the Board, whenever it may request it, an account of all the transactions as treasurer, and of the
 115 financial condition of the Chapter; and (5) keep or cause to be kept an accurate record of the minutes of meetings of
 116 the Chapter and the Board.

117 (c) The Immediate Past-President/OMA Delegate may be designated by the President to serve as acting Chair in the
 118 absence of the President or President-Elect at any Chapter or Board meeting. They will also be responsible for
 119 designating an OMA delegate alternate to serve in their place should they not be able to attend OMA meetings.

120 (d)

121 **Section 4.** Any Officer may be removed from office by a three-quarters (3/4) vote of the Board members voting. Any
 122 vacancy due to removal shall be filled by majority vote of the Board of Directors from among the members of the Board
 123 of Directors.

124 **Section 5.** Any Officer may resign at any time by giving notice to the President or to the Board. Such resignation shall
 125 take effect at the time specified therein, or if no time is specified, at the time of acceptance thereof as determined by the
 126 President or the Board.

127 **Section 6.** Any vacancy in the office of President shall be filled by the President-Elect, whose time in office shall be for
 128 the remainder of the unexpired term and subsequent succession year. Any vacancy in the office of President-
 129 Elect/Secretary-Treasurer shall be filled by the election of a Director by a majority vote of the Board for the remainder of
 130 the unexpired term, then succession to President. Any vacancy in the office of Immediate Past-President/OMA Delegate
 131 shall be filled by the election of a Director by a majority vote of the Board for the remainder of the unexpired term.

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ARTICLE VIII — COUNCILLORS

134 Councillor allocation shall be determined as specified in the College Bylaws. The President-elect shall serve ex officio as
 135 a Councillor to the College for a two-year term. Such additional Councillors to which the Chapter may be entitled shall
 136 be appointed by majority vote of the Board for one-year terms. The names of the Chapter Councillors will be submitted
 137 to the College by June 1 of each year with the term beginning on September 1. Alternate Councillor(s) may also be
 138 appointed by majority vote of the Board for one-year terms. Any Councillor or alternate Councillor may be removed from
 139 the position by a three-quarters (3/4) vote of the Board members voting. Any vacancy shall be filled by majority vote of
 140 the Board of Directors.

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ARTICLE IX — COMMITTEES

142 The President may appoint such committees and their chairs as he or she deems necessary with the approval of the Board.
 143 The committee chair or members thereof need not consist of members of the Board. The committee chairs must be
 144 members of the Chapter, but committee members need not also be members of the Chapter. The activities and
 145 responsibilities of the committees shall be set out in the Chapter's rules and regulations.

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ARTICLE X — VOTING AND MEETING NOTICE

147 **Section 1.** Voting at meetings shall be “in person” voting only, unless such meetings take place via conference call or
 148 other electronic medium. Proxy, paper mail and absentee voting are not allowed.

149 **Section 2.** Notice of membership meetings shall be delivered to each member’s preferred electronic mail address on file.
 150 Other Chapter meeting notices and communications may be delivered in a similar manner or by newsletter, published
 151 schedule on a website, or other reasonable communication method. In the event electronic delivery is not feasible or the
 152 member has opted-out of electronic delivery in writing, membership meeting notice shall be delivered via US Postal
 153 mail to the most recent preferred mailing address on file.

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ARTICLE XI — INDEMNIFICATION

155 The Chapter shall, by resolution of the Board of Directors, provide for indemnification by the Chapter of any and all of its
 156 Directors or Officers or former Directors or Officers against expenses actually and necessarily incurred by them in
 157 connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party,
 158 by reason of having been Directors or Officers of the Chapter, except in relation to matters as to which such Director or
 159 Officer or former Director or Officer shall be adjudged in such action, suit or proceeding to be liable for negligence or
 160 misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of
 161 such liability for negligence or misconduct.

ARTICLE XII — APPROVAL OF AMENDMENTS TO THE BYLAWS

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- 163 **Section 1.** These bylaws and amendments thereto shall not become effective until approved by the Board of Directors of
164 the College or its designee.
- 165 **Section 2.** These Bylaws may be amended by a two-thirds (2/3) vote of the membership voting at a meeting of the
166 Chapter, provided that the proposed amendments have been communicated in writing to the membership of the Chapter
167 at least thirty (30) days prior to the meeting.
- 168 **Section 3.** Amendments to these Bylaws shall be submitted to the College in the format and manner designated by the
169 College no later than 30 days following the adoption of such amendments. No amendments shall be of any force or effect
170 until it has been submitted to and reviewed by the Board of Directors of the College or its designee, provided, however,
171 that such amendment(s) shall be considered to be approved if the Board of Directors of the College or its designee fails to
172 give written notice of its objection thereto within ninety (90) days following receipt.
- 173 **Section 4.** These Bylaws must at all times be consistent with the Bylaws of the College. Should the Bylaws of the
174 College be changed in such a manner as to render these Bylaws inconsistent therewith, then these Bylaws shall be
175 amended within two (2) years of written notification of amendment of the College Bylaws to eliminate said
176 inconsistency.
- 177 **Section 5.** The Chapter adopted the latest revision to these bylaws on January 28th, 2018