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

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

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

ARTICLE III — MEMBERSHIP  
Section 1. The qualifications for membership in the Chapter shall be consistent with those for membership in the College.  
Section 2. Membership applications, classification changes, resignations, suspensions, and expulsions shall be acted upon by the College.  
Section 3. Member classifications and privileges in the Chapter shall be consistent with those designated by the College in its Bylaws. Except as otherwise permitted in these bylaws, Candidate members may not hold office or vote, except that they may vote in committees to which they are appointed. Candidate members having a seat on the Board of Directors have full voting privileges on the Board.  
Section 4. All records in the Chapter shall be available for inspection by the membership of the Chapter 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 of inspection, other than at a meeting of the members, shall be in writing to the President or the Treasurer of the Chapter.  

ARTICLE IV — DUES AND ASSESSMENTS  
Section 1. Dues for the Chapter shall be determined by the Chapter's Board of Directors (hereinafter “the Board”).  
Section 2. Assessments may only be levied by a majority vote of the members voting at the annual meeting and then only if the recommendation for such assessment has been communicated in writing to the membership at least 45 (forty-five) days before the meeting.  
Section 3. Members not in good standing due to failure to pay dues, assessments, or other reason shall forfeit all rights and privileges at the chapter level.  

ARTICLE V — MEETINGS  
Section 1. There shall be an annual meeting of the Chapter membership. Notice of such meeting shall be communicated in writing at least forty-five (45) days before the time appointed for the meeting. The time, location, and purpose of the annual meeting shall be set by the Board of Directors and will be included in the notice of that meeting. Other meetings of the Chapter may be held from time to time as determined by the Board with similar notice requirements.
**Section 2.** Special meetings of the Chapter may be held from time to time as determined by the Board. Notice of such meetings, and the purpose of the meetings, shall be communicated in writing at least fifteen (15) days before the time appointed for the meetings.

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

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

**ARTICLE VI — BOARD OF DIRECTORS**

**Section 1.** The Board shall have supervision, control and direction of the affairs of the Chapter, shall determine its policies or changes therein within the limits of these Bylaws, shall actively pursue 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 the powers granted, appoint such agents as it may consider necessary.

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

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

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

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

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

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

Board meetings may be conducted by telephone conference call or other electronic medium. A majority of the Board shall constitute a quorum at any Board meeting. Each Director has one equal vote. Unless otherwise stated in these Bylaws, an action of the Board requires a majority vote of the current Directors voting.
Section 7. Any Director may be removed from office by a three-quarters (3/4) vote of the members voting at any Chapter meeting. Removal must be initiated by a petition signed by no less than one-third (1/3) of the current members at the time the removal petition is submitted. Any vacancy created by removal may be filled by a majority vote of the members voting at the meeting at which the removal occurs. Nominations for any vacancy may be accepted from the floor.

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

Section 8. Any Director may resign at any time by giving notice to the President or the Board. 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.

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

ARTICLE VII — OFFICERS

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

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

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

(a) The President shall be the executive officer of the Board. He or she shall preside over all meetings of the Chapter or the Board. He or she 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; the Chapter adheres to the policy governing the use of the College’s logo; and statements by Directors may not be misrepresented as being those of the College.

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

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

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

Section 5. Any Officer may resign at any time by giving notice to the President or to the Board. 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.

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

ARTICLE VIII — COUNCILLORS

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

ARTICLE IX — COMMITTEES

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

ARTICLE X — VOTING AND MEETING NOTICE

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

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

ARTICLE XI — INDEMNIFICATION

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

Section 1. These bylaws and amendments thereto shall not become effective until approved by the Board of Directors of the College or its designee.

Section 2. These Bylaws may be amended by a two-thirds (2/3) vote of the membership voting at a meeting of the Chapter, provided that the proposed amendments have been communicated in writing to the membership of the Chapter at least thirty (30) days prior to the meeting.

Section 3. Amendments to these Bylaws shall be submitted to the College in the format and manner designated by the College no later than 30 days following the adoption of such amendments. No amendments shall be of any force or effect until it has been submitted to and reviewed by the Board of Directors of the College or its designee, provided, however, that such amendment(s) shall be considered to be approved if the Board of Directors of the College or its designee fails to give written notice of its objection thereto within ninety (90) days following receipt.

Section 4. 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 therewith, then these Bylaws shall be amended within two (2) years of written notification of amendment of the College Bylaws to eliminate said inconsistency.

Section 5. The Chapter adopted the latest revision to these bylaws on January 28th, 2018.