

**OREGON CHAPTER OF THE AMERICAN COLLEGE OF EMERGENCY PHYSICIANS**

**CHAPTER BYLAWS**

**Adopted by Membership on February 1, 2022**

**ARTICLE I – CHAPTER 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 - Qualifications.** The qualifications for membership in the Chapter shall be consistent with those for membership in the College.

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

**Section 3 – Classes.** Member classifications and privileges in the Chapter shall be consistent with those designated by the College in its Bylaws. Candidate members may not serve on the Board of Directors, hold a Chapter office, or vote, with two exceptions: Candidate physician members may be appointed to, and vote on, committees, and, Candidate physician members having a seat on the Board of Directors (hereinafter "the Board") have full voting privileges on the Board. Candidate medical student members may not serve on the Board, hold a Chapter office, or vote, but may serve on committees.

**Section 4 – Access to Records.** 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.

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

**ARTICLE IV — DUES AND ASSESSMENTS**

**Section 1 – Dues.** Dues for the Chapter shall be determined by the Board.

**Section 2 - Assessments.** Assessments may only be levied by a majority vote of 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 forty-five (45) days before the meeting.

**ARTICLE V — MEETINGS**

**Section 1 – Annual Membership Meeting.** There shall be an annual meeting of the Chapter membership. Notice of such meeting shall be communicated in writing, as outlined in Section 6 below, 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 as determined by the Board with similar notice requirements.

**Section 2 – Special Meetings.** Special meetings of the Chapter may be held 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 – Electronic Meetings.** In the event in-person meetings are not possible (local, state, or national emergency declaration, catastrophic event, pandemic, etc.), meetings may be held by remote communication technology.

**Section 4 - Quorum.** The members of the Chapter present at any meeting of the Chapter duly called shall constitute a quorum. Each Chapter member has one vote. Unless otherwise stated in these Bylaws, an action of the Chapter membership requires a majority vote of the Chapter members voting.

**Section 5 – Parliamentary Reference.** 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 meetings and voting.

**Section 6 – Method of Meeting Notice.** Notice for meetings shall be given as follows:

**(a)** 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. Notice of change of a scheduled in person meeting to a meeting by remote communication technology shall be provided to all members at least 15 days prior to the meeting.

## **ARTICLE VI – BOARD OF DIRECTORS**

**Section 1 – Scope and Authority.** 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. The act of a majority of the directors who are present at a duly called meeting at which a quorum exists is the act of the Board, unless the Articles of Incorporation or these bylaws require the act of a greater number.

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

The nominating committee, as described in Section 4A below, shall annually elect one (1) Director who is a junior Emergency Medicine resident in good standing at any accredited Emergency Medicine residency program in the state of Oregon. The resident Director shall serve a term of two (2) years beginning on July 1 of the year of his or her taking office. 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. Resident directors shall have full voting privileges.

The Board, at their discretion and by majority vote, may elect annually up to three (3) 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 3 - Terms.** 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 consecutive terms served.

**Section 4A – Nomination and Election.** Elections will be held at a meeting of the members as determined by the Board. The President, Immediate Past President/OMA Delegate, President-elect, Secretary, and Treasurer shall constitute the nominating committee. The Immediate Past President/OMA Delegate shall chair 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. Nominations may be submitted by chapter members and may include self-nominations. The nominating committee shall contact all nominees to confirm that the nominees still have an expressed interest in serving and that the nominees are eligible to serve: The nominating committee may delegate this task to the Executive Director. The nominating committee shall then notify the membership by electronic mail or U.S.

mail the names of qualified nominees for the available positions on the Board; if notification 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.

**Section 4B – Balloting Procedures.** On an individual ballot, all members present at the meeting and voting must cast the same number of votes as the number of positions to be filled, with only one vote per candidate; and, by count of the nominating committee, those candidates receiving the highest number of votes (a plurality of votes) shall be declared Directors, as necessary to fill the vacant positions. Proxy voting is not allowed. Ties are broken by revote. In the event an in-person meeting is not possible at the time of elections (local, state, or national emergency declaration, catastrophic event, pandemic, etc.), an election may be conducted by remote communication technology, as outlined in Article X.

**Section 5 – Meetings of the Board of Directors.** 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 or shall be communicated in writing to each Director at least forty-five (45) days in advance of such meetings. Board meetings may be conducted by remote communication technology. A majority of the Board shall constitute a quorum at any Board meeting. Each Director has one vote. Unless otherwise stated in these Bylaws, an action of the Board requires a majority vote of the Directors. Special meetings of the Board may be called by the President or the Executive Committee ~~on~~ with 5 days notice and with the same quorum requirements.

**Section 6 – Removal.** Any Director may be removed from office by a three-quarters (3/4) vote of members voting at any Chapter meeting. Removal must be initiated by a petition signed by no less than one-third (1/3) of the number of members voting at the meeting at which the director was elected. 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 remote communication technology. If the Director does not meet this requirement, the Director is subject to removal by majority vote of the remaining directors at the conclusion of the final Board meeting of the year. Such vacancy shall be filled for the remainder of the unexpired term by majority vote of the remaining directors.

**Section 7 - Resignation.** 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 8 - Vacancies.** The Board may fill, for the remainder of the unexpired term, any Director vacancy that occurs, other than by removal, by a nomination and majority vote of the Board.

## **ARTICLE VII — OFFICERS**

**Section 1 - Composition.** The elected Officers of the Chapter shall be the President, the President-Elect, Secretary, Treasurer, and the Immediate Past-President/OMA Delegate. All Officers of the Chapter are members of the Board. The offices of Secretary and Treasurer may be combined into one office at the discretion of the Board.

**Section 2 – Nominations and Elections.** The nominating committee, as described in Article I Section 4A, shall submit a list of candidates for the offices of President-Elect, Secretary, and Treasurer. Elections shall occur annually at such time as specified by the Board by a majority vote of the Board. Proxy voting is not allowed. Ties are broken by revote. The offices of President and Immediate Past-President/OMA Delegate shall be filled by the succession of the President-Elect and President, respectively, to those two positions. The President, President-Elect, and Immediate Past-President may serve up to 3 consecutive terms in each office. The Secretary and Treasurer may serve unlimited consecutive terms. The term of each Officer shall begin immediately following their election. In cases of automatic succession of office, all officers participating in the succession must agree to serve the specified length of term and the number of consecutive terms up to and including the maximum.

**Section 3 - Duties.** 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 may be designated by the President to serve as acting Chair in the absence of the President at any Chapter or Board meeting.
- (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. The Immediate Past-President shall chair the Nominating Committee.
- (d) The Secretary shall keep or cause to be kept an accurate record of the minutes of meetings of the Chapter and the Board. He/she shall have such duties as may be prescribed by the Board.
- (e) The Treasurer shall (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 .

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

**Section 5 - Resignation.** 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 – Vacancies.** 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 the subsequent succession year. Any vacancy in the offices of President-Elect, Secretary, or Treasurer shall be filled by the election of a Director by a majority vote of the Board for the remainder of the unexpired term. The President-Elect shall then go on to serve a full term as 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**

**Section 1 – Allocation.** 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 the duration of his/her term. Such additional Councillors to which the Chapter may be entitled, shall be elected 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 elected by majority vote of the Board for one-year terms.

**Section 2 - Removal.** Any Councillor or alternate Councillor may be removed from the position by a three-quarters (3/4) of the Board.

**Section 3 – Vacancies.** Any vacancy shall be filled for the remainder of the unexpired term by a majority vote of the Board.

## **ARTICLE IX — COMMITTEES**

**Section 1 – Executive Committee.** The Executive Committee is composed of the officers of the Chapter and shall be chaired by the President. The Executive Committee shall conduct Chapter business as may be necessary between Board meetings and shall be subject to the orders of the Board.

The President may appoint such committees, and committee chairs, as he or she deems necessary with the approval of the Board. Committee chairs and committee members do not need to be members of the Board. The committee chairs must be members of the Chapter, but committee members do not need to 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**

Voting at membership meetings or elections shall be in person voting only, unless, in accordance with jurisdictional law, such meetings take place via remote communication technology. Voting at Board meetings shall be in person or by remote communication technology in accordance with jurisdictional law. All members attending and voting during a meeting by remote communication technology shall be visually confirmed prior to voting. Proxy, paper mail, and absentee voting are not allowed.

## **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 BYLAWS AND AMENDMENTS**

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

**Section 2 – Chapter Bylaws Amendments.** These Bylaws may be amended by a two-thirds (2/3) vote of the members 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 – Submission to College.** 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. Amendments do not take effect until submitted to and approved by the Board of Directors of the College or its designee.

**Section 4 – Consistency with College Bylaws.** 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 – Date of Adoption by Chapter.** The Chapter adopted the latest revision to these bylaws on February 1, 2022.

**Section 6 – Date of Approval by College.** The College most recently approved these bylaws on March 10, 2022.