

1 **OREGON CHAPTER OF THE AMERICAN COLLEGE OF EMERGENCY PHYSICIANS**
2 **CHAPTER BYLAWS**

3 **ARTICLE I – CHAPTER NAME**

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

9 **ARTICLE II – MISSION, PURPOSE, AND OBJECTIVES**

10 The mission, purpose, and objectives of this Association (hereinafter "the Chapter") are set forth in
11 the Bylaws of the College and in the Chapter's Articles of Incorporation. The mission of the
12 Chapter is to support quality emergency medical care, as well as advocate for the interests of patients
13 and Oregon emergency physicians.
14

15 **ARTICLE III — MEMBERSHIP**

16 **Section 1 - Qualifications**

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

19 **Section 2 – College Authority**

20 Membership applications, classification changes, resignations, suspensions, and expulsions shall be
21 acted upon by the College.

22 **Section 3 – Classes**

23 Member classifications and privileges in the Chapter shall be consistent with those designated by the
24 College in its Bylaws. Physician candidate members may serve and vote on the Board of Directors
25 ("Board") as resident directors, but may not hold a chapter office. Physician candidate members may
26 be appointed to and vote on committees. Medical student candidate members may not serve on the
27 Board, hold a chapter office, or vote on general chapter matters, but may serve and vote on
28 committees.

29 **Section 4 – Access to Records**

30 All records in the Chapter shall be available for inspection by the membership of the Chapter at any
31 reasonable time. Such inspection may be made by the member, agent, or attorney, and shall include
32 the right to make copies thereof. Requests for inspection, other than at a meeting of the members,
33 shall be in writing to the President or the Treasurer of the Chapter.

34 **Section 5 – Cancellation/Limitation of Member Rights and Privileges**

35 The College has the sole right to cancel membership in the College, for reasons described in the
36 College Bylaws including nonpayment of chapter dues and mandatory chapter assessments, and
37 thereby all related chapter membership. For proper cause other than nonpayment of dues or
38 assessments, the Chapter may limit the rights and privileges of members at the chapter level.
39

40 **ARTICLE IV — DUES AND ASSESSMENTS**

41 **Section 1 – Dues**

42 Dues for the Chapter shall be determined by the Board.

43 **Section 2 - Assessments**

44 Assessments may only be levied by a majority vote of members voting at the annual meeting and
45 then only if the recommendation for such assessment has been communicated in writing to the
46 membership not fewer than forty-five (45) days before the meeting.
47

48 **ARTICLE V — MEETINGS OF THE MEMBERSHIP**

49 **Section 1 – Annual and Regular Meetings**

50 There shall be an annual meeting of the Chapter membership. Notice of such meeting shall be
51 communicated to each member in writing not fewer than forty-five (45) days before the time
52 appointed for the meeting. The time, location, and purpose of the annual meeting shall be set by the
53 Board and will be included in the notice of that meeting. Other meetings of the Chapter may be held
54 as determined by the Board with similar notice requirements.

55 **Section 2 – Special Meetings**

56 Special meetings of the Chapter may be held as determined by the Board. Notice of special
57 meetings, the purpose of the meetings, and the methods of voting to be used at the meetings shall be
58 communicated to each member in writing not fewer than (15) days before the time appointed for the
59 meetings.

60 **Section 3 - Quorum**

61 The members of the Chapter present at any meeting of the Chapter duly called shall constitute a
62 quorum.

63 **Section 4 – Notice**

64 Notice of membership meetings shall be delivered to each member's email address on file not
65 fewer than 45 days before the time appointed for the meeting. Other Chapter meeting notices and
66 communications may be delivered in a similar manner or by newsletter, published schedule on a
67 website, or other reasonable communication method. Notice of change of a scheduled in-person
68 meeting to a meeting by remote communication technology shall be provided to all members not fewer
69 than 15 days prior to the meeting.

70 **Section 5 – Remote Communication Technology.**

71 Meeting notices, any meeting of the membership and any actions taken physically in-person
72 therein may be conducted using remote communication technology in conjunction with any
73 applicable jurisdictional law.
74

75 **ARTICLE VI — BOARD OF DIRECTORS**

76 **Section 1 – Powers**

77 The Board shall have supervision, control, and direction of the affairs of the Chapter, shall determine
78 its policies or changes therein within the limits of these bylaws, shall actively pursue its purposes,
79 and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for
80 the conduct of its business as shall be deemed advisable, and may, in the execution of the powers
81 granted, appoint such agents as it may consider necessary.

82 The act of a majority of the directors who are present at a duly called meeting at which a quorum
83 exists is the act of the Board, unless the Articles of Incorporation or these bylaws require the act of a
84 greater number.

85 **Section 2 - Composition**

86 The Board is composed of the following: eighteen (18) elected directors, plus the President and
87 Immediate Past-President/OMA Delegate if their terms as elected directors have expired; one (1) Senior
88 Resident Director; one (1) Junior Resident Director; and optional honorary director(s). All directors
89 shall be chapter members in good standing. All directors, including honorary directors, have the
90 right to vote as directors.

91 The Board, at their discretion and by majority vote, may annually appoint up to three (3) honorary
92 directors.

93 **Section 3 – Terms of Office**

94 Elected directors serve a term of three (3) years beginning at the end of the annual fall board
95 meeting held after their election. There are no limits on the number of consecutive terms an elected
96 director may serve. Honorary directors serve a term of one year and have no limits on the number of
97 consecutive terms that may be served. Resident directors serve a two-year term consisting of one
98 year as the Junior Resident Director and one subsequent year as the Senior Resident Director.

99 **Section 4A – Nomination and Election**

100 Elections may be held either at a meeting of the membership or electronically prior to both the
101 annual fall meeting of the Board and the annual chapter educational meeting.

102 A call for nominations from the membership shall be communicated by email not fewer than forty-
103 five (45) days prior to the day of elections, which will be held prior to the annual fall board meeting.
104 Nominations may be submitted by any member and may include self-nominations. The Nominating
105 Committee or its designee shall contact all nominees to confirm that the nominees still have an

106 expressed interest in serving and that the nominees are eligible to serve. The Nominating Committee
107 shall then notify the membership by email the names of qualified nominees for the available positions
108 on the Board. Email notification of qualified candidates will be not fewer than fourteen (14) days
109 prior to the day of the election.

110 The Nominating Committee shall annually recommend to the Board a resident director who is a
111 junior Emergency Medicine resident in good standing at any accredited Emergency Medicine
112 residency program in the state of Oregon. This director shall be appointed by the Board and serve a
113 term of two (2) years beginning on July 1 of the year of his or her taking office. During the resident
114 director's first year in office, he or she will be referred to as the Junior Resident Director, and during
115 the resident director's second year in office he or she will be referred to as the Senior Resident
116 Director.

117 **Section 4B – Balloting Procedures**

118 Voting may be in person and/or by remote communication technology. On an individual ballot, all
119 members either voting electronically by remote communication technology or present and voting at a
120 meeting of the membership, must cast the same number of votes as the number of positions to be
121 filled. Candidates receiving the highest number of legally cast votes (a plurality) shall be elected
122 directors, as necessary to fill any vacant positions. Proxy voting is not allowed. Ties are broken by
123 revote.

124 **Section 5 – Meetings**

125 The Board shall meet four (4) times during the year. Notice of each board meeting shall be either in-
126 person at the most recent prior board meeting or shall be communicated in writing to each director
127 not fewer than forty-five (45) days in advance of such meeting. A majority of the Board shall
128 constitute a quorum at any board meeting. Each director has one vote. Unless otherwise stated in
129 these Bylaws, an action of the Board requires a majority vote of the directors. Special meetings of the
130 Board may be called by the President or the Executive Committee with 5 days' notice and with the
131 same quorum requirements.

132 All elected directors must attend three (3) of the four (4) board meetings each year, either in-person
133 or by remote communication technology. Any director failing to attend three (3) of the four (4)
134 board meetings may be subject to removal.

135 **Section 6 – Remote Communication Technology**

136 Meeting notices, any meeting of the Board, and any actions taken therein, may be conducted by
137 telephone conference call, or using remote communication technology in conjunction with any
138 applicable jurisdictional law. Board members attending via remote communication technology shall
139 be considered present in person.

140 **Section 7 – Removal**

141 Any director may be removed from the Board by a vote of three-fourths (3/4) of legal votes cast by
142 members voting at any chapter meeting. Removal must be initiated by a petition signed by no less
143 than one-third (1/3) of the number of members who cast legal votes at the meeting at which the

144 director was elected. Any vacancy created by removal of a director is filled by a majority vote of the
145 members voting at the meeting at which the removal occurs. Nominations for any director vacancy
146 may be accepted from the floor.

147 If a director does not attend three-fourths of the meetings of the Board, he or she may be subject to
148 removal by a majority vote of the remaining directors at the conclusion of the final board meeting
149 of the year. Such vacancy shall be filled for the remainder of the unexpired term by a nomination and
150 majority vote of the remaining directors.

151 **Section 8 - Resignation**

152 Any director may resign at any time by giving notice to the President or the Board. Such resignation
153 shall take effect immediately or at the time specified therein.

154 **Section 9 - Vacancies**

155 The Board may fill, for the remainder of the unexpired term, any director vacancy that occurs, other
156 than by removal by the members, by nomination and majority vote of the Board.

157

158 **ARTICLE VII — OFFICERS**

159 **Section 1 - Officer Titles and Terms of Office**

160 The elected officers of the Chapter shall be the President, the President-Elect, Secretary, Treasurer,
161 and the Immediate Past-President/OMA Delegate. All officers of the Chapter are members of the
162 Board. The offices of Secretary and Treasurer may be combined into one office at the discretion of
163 the Board.

164
165 The President, President-Elect, and Immediate Past-President may serve up to 3 consecutive one-
166 year terms in each office. The Secretary and Treasurer may serve unlimited consecutive three-year
167 terms. The term of each officer shall begin immediately following the annual fall board meeting. In
168 cases of automatic succession of office, all officers participating in the succession must agree to
169 serve the specified length of term and the number of consecutive terms up to and including the three-
170 year maximum.

171 **Section 2 – Nomination and Election**

172 The Board elects the officers of the Chapter. The Nominating Committee shall submit a list of
173 candidates for the offices of President-Elect, Secretary, and Treasurer to the Board not fewer than
174 45 days prior to the date of elections at a meeting of the Board. Elections shall occur annually at
175 such time as specified by the Board by a majority vote of the Board. Proxy voting is not allowed.
176 Ties are broken by revote. The offices of President and Immediate Past-President/OMA Delegate
177 shall be filled by the succession of the President-Elect and President, respectively, to those two
178 positions.

179 **Section 3 – Voting as a Director**

180 Each officer serves on the Board and has the right to vote as a director.

181 **Section 4 - Duties**

182 The duties of the officers shall be as follows:

- 183 (a) The President shall be the executive officer of the Board. He or she shall preside over all
184 meetings of the Chapter or the Board. He or she shall be responsible for ensuring that: all chapter
185 contracts with third parties contain a provision disclosing the fact that the Chapter is an entity
186 separate and distinct from the College; the Chapter adheres to the policy governing the use of the
187 College's logo; and statements by chapter directors may not be misrepresented as being those of the
188 College.
- 189 (b) The President-Elect may be designated by the President to serve as acting Chair in the absence
190 of the President at any chapter or board meeting.
- 191 (c) The Immediate Past-President/OMA Delegate may be designated by the President to serve as
192 acting Chair in the absence of the President and the President-Elect at any chapter or board meeting.
193 The Immediate Past-President will also be responsible for designating an OMA delegate alternate to
194 serve in their place should they not be able to attend OMA meetings. The Immediate Past-President
195 shall chair the Nominating Committee.
- 196 (d) The Secretary shall keep or cause to be kept an accurate record of the minutes of meetings of
197 the Chapter and the Board. He/she shall have such duties as may be prescribed by the Board.
- 198 (e) The Treasurer shall (1) keep or cause to be kept adequate and proper accounts of the properties,
199 funds and records of the Chapter and shall perform such other duties as prescribed by the Board; (2)
200 deposit or cause to be deposited all monies and other valuables in the name and to the credit of the
201 Chapter with such depositories as may be designated by the Board; (3) disburse the funds of the
202 Chapter as may be ordered by the Board; (4) render to the Board, whenever it may request it, an
203 account of all the transactions as treasurer, and of the financial condition of the Chapter.

204 **Section 5 - Removal**

205 Any officer may be removed from office by a three-fourths (3/4) vote of the Board. Any vacancy due
206 to removal shall be filled by a majority vote of the Board from among the remaining members of the
207 Board.

208 **Section 6 - Resignation**

209 Any officer may resign at any time by giving notice to the President or to the Board. Such
210 resignation shall take effect immediately or at the time specified therein.

211 **Section 7 - Vacancies**

212 Any vacancy in the office of President shall be filled by the President-Elect, whose time in office
213 shall be for the remainder of the unexpired term and the subsequent succession year as President.
214 Any vacancy in the offices of President-Elect, Secretary, Treasurer, or Immediate Past-
215 President/OMA Delegate shall be filled by the election of a director to the vacant office by a
216 majority vote of the Board for the remainder of the unexpired term.

217

ARTICLE VIII — COUNCILLORS AND ALTERNATE COUNCILLORS**Section 1 – Allocation**

220 Councillor allocation shall be determined by the College Bylaws.

Section 2 – Terms of Office

222 The President-elect shall serve ex-officio as a Councillor to the College for the duration of his/her
223 term. Other Councillors and Alternate Councillors to which the Chapter may be entitled shall serve
224 terms of one year beginning at the end of the meeting of the Board at which they are elected.

Section 3 - Nomination and Election

226 The Nominating Committee shall prepare a list of nominees for available Councillor positions.
227 Councillors are then elected by a majority vote of the Board. Alternate Councillor(s) may also be
228 elected by a majority vote of the Board.

Section 4 - Removal

230 Any Councillor or Alternate Councillor may be removed from their position by a vote of three-
231 fourths (3/4) of the Board at any meeting of the Board called for the purpose of removing the
232 Councillor or Alternate Councillor. The Board then fills, for the remainder of the unexpired term,
233 any Councillor or Alternate Councillor vacancy resulting from removal.

Section 5 – Resignation

235 Any Councillor or Alternate Councillor may resign at any time by giving written notice to the
236 President or to the Board. Resignation takes effect immediately or at the time designated therein.

Section 6 – Vacancies

238 Any vacancies in Councillor or Alternate Councillor positions shall be filled for the remainder of the
239 unexpired term by a majority vote of the Board.

240

ARTICLE IX — COMMITTEES

242 With the exception of the Executive Committee and the Nominating Committee, the President may
243 appoint such committees and committee chairs, as he or she deems necessary with the approval of the
244 Board. Committee chairs and committee members do not need to be members of the Board. The
245 committee chairs must be members of the Chapter, but committee members do not need to be
246 members of the Chapter. The activities and responsibilities of the committees shall be described in
247 the Chapter's rules and regulations.

248 The Executive Committee is composed of the officers of the Chapter and shall be chaired by the
249 President. The Executive Committee shall conduct Chapter business as may be necessary between
250 Board meetings and has the authority, when a quorum, defined as a majority of committee members

251 exists, to act on behalf of the Board. The Board, at its next meeting must ratify the action(s) of the
252 Executive Committee; failure of ratification nullifies the action(s) taken by the Executive
253 Committee.

254 The Nominating Committee is composed of the President, Immediate Past President/OMA
255 Delegate, President-elect, Secretary, and Treasurer. The Immediate Past President/OMA Delegate
256 serves as Chair.
257

258 **ARTICLE X — VOTING AND PARLIAMENTARY AUTHORITY**

259 **Section 1 – Voting**

260 Voting at membership meetings and chapter Board meetings, including elections, may be conducted
261 in-person and/or by remote communication technology in accordance with jurisdictional law. All
262 members attending and voting during a meeting by remote communication technology shall be
263 confirmed prior to voting. Proxy, mail-in, and absentee voting are not allowed.

264 **Section 2 – Voting Results**

265 A majority vote of legal votes cast by members voting on any issue or question under consideration
266 at any meeting will constitute an affirmative decision on the issue, unless otherwise stated herein

267 **Section 3 – Parliamentary Authority**

268 When not in conflict with these Bylaws, the parliamentary procedures outlined in the most recent
269 version of Roberts' Rules of Order Newly Revised shall govern all meetings and voting.
270

271 **ARTICLE XI — INDEMNIFICATION**

272 The Chapter shall, by resolution of the Board of Directors, provide for indemnification by the
273 Chapter of any and all of its Directors or Officers or former Directors or Officers against expenses
274 actually and necessarily incurred by them in connection with the defense of any action, suit, or
275 proceeding, in which they or any of them are made parties, or a party, by reason of having been
276 Directors or Officers of the Chapter, except in relation to matters as to which such Director or
277 Officer or former Director or Officer shall be adjudged in such action, suit or proceeding to be liable
278 for negligence or misconduct in the performance of duty and to such matters as shall be settled by
279 agreement predicated on the existence of such liability for negligence or misconduct.
280

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

282 **Section 1 – College Approval**

283 These bylaws and amendments thereto shall not take effect until approved by the Board of Directors
284 of the College or its designee.

285 **Section 2 – Chapter Bylaws Amendments Adoption**

286 After amended language is agreed upon by the ACEP Bylaws Committee and the Chapter, the
287 amended language must be submitted to the Chapter members for formal adoption. The proposed
288 amendments must be communicated in writing to the membership of the Chapter no fewer than 30
289 days prior the meeting at which the vote for adoption will take place. An affirmative vote by a two-
290 thirds (2/3) supermajority of legal votes cast by members voting is required for adoption of the
291 amendments.

292 **Section 3 – Submission to College**

293 Amendments to these Bylaws shall be submitted to the College in the format and manner designated
294 by the College no later than 30 days following the adoption of such amendments by the chapter
295 membership. Amendments do not take effect until submitted to and approved by the Board of
296 Directors of the College or its designee.

297 **Section 4 – Consistency with College Bylaws**

298 These Bylaws must be consistent with the Bylaws of the College and must conform to the College's
299 Chapter Bylaws Guidance Documents. If the Bylaws of the College are amended in such a manner
300 that results in an inconsistency with these Chapter bylaws, the Chapter must amend its bylaws within
301 two (2) years of written notification of amendment of the College Bylaws to eliminate said
302 inconsistency.

303 **Section 5 – Date of Adoption by Chapter**

304 The Chapter adopted the most recent revision to these bylaws on April 1, 2024.

305 **Section 6 – Date of Approval by College**

306 The College most recently approved these bylaws on April 1, 2024.