



# **Bylaws**

*Amendments approved by ACEP  
July 11, 2017*

**Wisconsin Chapter  
American College  
of Emergency Physicians**

## **Article I – NAME AND INCORPORATION**

### **Section 1 – Name**

This Association shall be a non-profit corporation organized under the laws of the State of Wisconsin. Upon receiving a charter from the American College of Emergency Physicians, this Association shall be a chapter of the American College of Emergency Physicians and shall be called the Wisconsin Chapter of the American College of Emergency Physicians, Inc. hereinafter referred to as the “Chapter.”

### **Section 2 – Corporation**

The legal office of the Chapter in the State of Wisconsin shall be that of the corporation’s registered agent. The Board of Directors (hereinafter the “Board”) may establish any additional offices periodically as it may deem appropriate or necessary, either within or outside of the State of Wisconsin.

## **Article II – MISSION, PURPOSE, AND OBJECTIVES**

### **Section 1 – Mission**

The mission of the Chapter shall be to support quality emergency medical care and to promote the interests of emergency physicians.

### **Section 2 – Purpose and Objectives**

The purposes of the Chapter shall be those set forth in the Bylaws of the American College of Emergency Physicians (hereinafter “the College”) and in the Chapter’s Articles of Incorporation.

## **Article III – MEMBERSHIP**

### **Section 1 – Qualifications for Membership**

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

### **Section 2 – Applications and Changes**

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

### **Section 3 – Member Classes and Privileges**

Member classifications and privileges in the Chapter shall be consistent with those designated by the College in its Bylaws. Candidate members may not hold a Chapter office,

may not vote for members of the Board of Directors, may not vote for Chapter officers, and may not vote on Chapter committees on which they serve.

#### Section 4 – Access to Chapter Records

The Chapter shall make its records available to a member, or the agent or attorney of a member, in accordance with applicable state laws.

### **ARTICLE IV – DUES AND ASSESSMENTS**

#### Section 1 – Dues

The Board of Directors shall approve the rates of dues paid by members.

#### Section 2 – Assessments

The Board of Directors may levy special assessments of the members only by a majority vote of all the voting members of the Board. Intent to levy an assessment must be communicated to all chapter members at least 30 (thirty) days prior to any such action by the Board of Directors.

#### Section 3 – Failure to Pay

Any member who fails to pay dues or assessments shall have their chapter rights and privileges suspended and shall not be eligible to vote or hold office.

#### Section 4 – Membership Transfers from Other Chapters

Any member who has transferred their membership from another Chapter shall not be required to pay dues to the Wisconsin Chapter until their term of payment in the previous Chapter expires.

### **ARTICLE V – MEETINGS OF THE MEMBERS**

#### Section 1 – Annual Meeting

There shall be an Annual Meeting of the Chapter at such time and place as is determined by the Board. The Annual Meeting may be held in person, by teleconference, or by other electronic means. Notice of such meeting shall be communicated to each member not less than ten (10) nor more than sixty (60) days before the time appointed for the meeting.

#### Section 2 – Special Meetings

A Special Meeting of the members may be called at any time by the Board, or by the receipt of the Secretary-Treasurer of a written request of at least ten (10) active members. Notice as to the purpose, time, and location of such meetings shall be sent to each member not less than ten (10) nor more than thirty (30) days prior to the time appointed for the meeting. Such notice shall include the purpose for the meeting.

### Section 3 – Quorum

Ten (10) members of the Chapter present at any duly called meeting of the Chapter, or participating in a teleconference or electronic meeting or a combination thereof, shall constitute a quorum.

### Section 4 – Parliamentary Authority

When not in conflict with these bylaws, the parliamentary procedures outlined in the most recent edition of The Standard Code of Parliamentary Procedure by Sturgis shall govern all Chapter meetings.

### Section 5 – Methods of Notice

#### Sub-Section 5A – United States Postal Service

Notice for all Chapter meetings, including the Board of Directors, Executive Committee, or any other committee of the Chapter, shall be by United States Postal Service First Class mail to the last recorded address of the member. The date of notice shall be the date postmarked.

#### Sub-Section 5B – Alternate Methods of Notice

Notice by email or fax or other electronic transmission is permitted if the member has given consent to receive notice in that fashion. If notice is by such an alternate method, the date of notice shall be the date of transmission.

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

### Section 1 – Powers

The Board of Directors shall have supervision, control and direction of the affairs of the Chapter, shall determine its policies or changes therein within the limits of the Bylaws, shall actively pursue its purposes, shall establish the fiscal year 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 Board of Directors shall appoint an Executive Director for a term and at a stipend to be fixed by the Board to serve under the general supervision of the President. The Executive Director shall, under the direction of the Board, perform such duties as may be assigned. The Executive Director shall keep or cause to be kept an accurate record of the minutes and transactions of the Board of Directors and shall serve as secretary to this body. The Executive Director shall supervise any and all other employees and agents of the Chapter and have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws. The Executive Director shall not be entitled to vote.

## Section 2 – Composition

The Board of Directors shall be composed of eleven (11) directors, including the officers, plus the President or Immediate Past-President if the either of their terms as an elected director has already expired.

## Section 3 – Terms

Elected directors shall serve a term of four (4) years and may be re-elected. Terms shall begin on January 1st of the year following election of Board members. To the extent possible, terms of directors shall be staggered so that no more than four (4) expire simultaneously. The Board shall determine the method of staggered terms.

## Section 4 – Election of Directors

### Sub-Section 4A – Nomination

The nominating committee for candidates to the Board of Directors shall consist of the three (3) immediate past presidents and shall present a list of nominees to the Board of Directors at least sixty (60) days prior to the time of the election. Nominees must be Regular members in good standing. Nominations from the floor at the time of election are not allowed, however, a nominee may be added to the list of nominees if a petition of nomination signed by ten (10) active members is submitted to the Secretary-Treasurer at least thirty (30) days prior to the date of election.

### Sub-Section 4B – Voting and Balloting Procedures

Voting shall be by written or electronic ballot. Directors shall be elected by a plurality of the members voting. Write-in and proxy votes are not allowed. On an individual ballot, members may cast less than the number of votes as the number of positions to be filled.

## Section 5 – Meetings

The Board of Directors shall meet no less than twice each year. Notice of all regular meetings of the Board of Directors shall be communicated to each member of the Board at least ten (10) days in advance of such meetings. Board meetings may be conducted in person, by telephone conference call, or other electronic medium. A majority of the Board of Directors shall constitute a quorum at any meeting of the Board. Special meetings of the Board of Directors may be called by the President or the Executive Committee on 48-hour notice with the same quorum requirements.

## Section 6 – Removal

Any director may be removed from office by a three-quarters vote of the members at any Chapter meeting. Removal must be initiated by a majority vote of the Board of Directors or a petition signed by no less than one third of the number of members present at the

meeting at which the director was elected. Any vacancy created by a removal shall be filled for the remainder of the unexpired term by a majority vote of the members voting at the meeting at which the removal occurred. Nominations for any vacancy created by a removal shall be accepted from the floor.

#### Section 7 – Resignation

Any director may resign at any time by giving written notice to the President or to the Board of Directors. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time of acceptance by the President or the Board.

#### Section 8 – Forfeiture

Any Board member who is absent from three (3) or more consecutive Board meetings shall forfeit his/her Board position and any Chapter office held upon confirmatory vote by the Board.

#### Section 9 – Vacancies

Vacancies which occur on the Board of Directors for any reason other than a removal shall be filled by a majority vote of the remaining directors for the remainder of the respective term.

### **ARTICLE VII – OFFICERS**

#### Section 1 – Officers of the Chapter

The elected officers of the Chapter shall be the President, President-Elect, Secretary-Treasurer and Immediate Past President who will be elected from.

#### Section 2 – Method of Selection

A Nominating Committee consisting of the three (3) most recent Immediate Past Presidents shall present a slate of candidates for the officer positions at the last Board meeting of the calendar year. Nominations from the floor are allowed.

Officers shall be selected by election that shall take place at that meeting. Election shall be based on a majority vote of the board members present. Officers shall be elected to a term of one (1) year. Officers shall be eligible to serve a maximum of three (3) consecutive terms in the same office.

#### Section 3 – Duties of Each Officer

(a) President – The President shall be the executive officer of the Board of Directors. The duties of the President shall be to supervise and control all of the business and affairs of the Chapter, subject to the oversight of the Board. The President shall preside over all general membership meetings of the Chapter, the Board, and the Executive Committee. The

President shall be an advisory member of all committees and is entitled to vote when present. The President 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 President shall be responsible for ensuring the Chapter adheres to the policy governing the use of the mark of the American College of Emergency Physicians.

(b) President-Elect – The President-Elect shall perform those duties as may be assigned by the President or the Board. In the case of the absence or disability of the President, the President-Elect shall perform the duties of the President. If a vacancy should occur in the office of President, the President-Elect shall assume the office and serve the unexpired term. The President-Elect shall succeed to the office of President at the expiration of the President's term of office. The President-Elect shall chair the Bylaws Committee.

(c) Secretary-Treasurer – The Secretary-Treasurer shall 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. The Secretary-Treasurer shall 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 of Directors. The Secretary-Treasurer shall disburse the funds of the Chapter as may be ordered by the Board of Directors; shall render to the Board of Directors, whenever it may request it, an account of all transactions as treasurer, and of the financial condition of the Chapter; and shall have such powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws. Any of the duties of the Secretary-Treasurer may, by action of the Board of Directors, be assigned to the Executive Director.

(d) Immediate Past President – The Immediate Past President shall be the President of the Chapter whose term has most recently ended, and shall remain as the Immediate Past President until such time as a successor becomes eligible to fill the office.

#### Section 4 – Resignations

Any officer may resign at any time by giving written notice to the President or to the Board of Directors. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time of acceptance by the President or the Board.

#### Section 5 – Removal of Officers

An officer may be removed from office by a three-quarters vote of the Board.

#### Section 6 – Methods of Filling Vacancies

Excluding the Office of President, any vacancy that occurs in a Chapter officer position for any reason (resignation, removal, etc.) shall be filled by a majority vote of the Board of Directors for the remainder of the unexpired term.

## **ARTICLE VIII – COUNCILLORS**

### **Section 1 – Allocation, Election or Appointment**

Councillor allocation shall be determined as specified in the College Bylaws. Councillors shall be elected by a majority vote of the Board. The Board shall also elect a number of alternate councillors. Such election of Councillors and Alternate Councillors shall take place at the same time as election of Directors.

### **Section 2 – Terms**

Councillors shall serve a term of three (3) years. Councillors may serve no more than three (3) consecutive terms. At such time as the Chapter is eligible for additional Councillors, the terms for the new Councillors shall be adjusted so that the terms of all Councillors are staggered.

### **Section 3 – Resignations**

Any Councillor may resign at any time by giving written 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 by the President or the Board.

### **Section 5 – Removal**

A councillor may be removed by a three-quarters vote of the Board.

### **Section 6 – Forfeiture**

Any Councillor who is absent from three (3) or more consecutive Board meetings shall forfeit his/her Councillor position and any Chapter office held upon confirmatory vote by the Board.

### **Section 7 – Vacancies**

Vacancies occurring in councillor positions for any reason (resignation, removal, etc.) shall be filled in a timely manner by election by the Board.

## **ARTICLE IX – COMMITTEES**

### **Section 1 – Executive Committee**

The Chapter President, President-Elect, Secretary-Treasurer, and Immediate Past President shall comprise the membership of the Executive Committee. The Chapter President shall serve as the Chairman of the Executive Committee. The duty of the Executive Committee shall be to conduct the business of the Chapter at such times as the Board of Directors is not in session. The Executive Committee shall have the power to take action on behalf of the Board when the Board is not in session. The Executive Committee shall meet as called



by its chairman. Notice of a meeting of the Executive Committee shall be sent to each member of the Executive Committee not less than five (5) days before each meeting. The Executive Committee may meet in person or by video or teleconference call. A quorum of the Executive Committee shall exist if three (3) of the members of the Executive Committee are present. The Executive Committee shall submit a report of each meeting, including a report of action taken, to the Board of Directors not later than the next regular meeting of the Board. Action taken by the Executive Committee shall require ratification by the Board of Directors.

#### Section 2 – Nominating Committee

The Nominating Committee shall consist of the three (3) most recent Immediate Past Presidents of the Chapter. Each year, this committee shall submit to the Board its nominations for all positions on the board for which a vacancy exists or is expected for the coming term.

#### Section 3 – Special Committees

The President and the Board of Directors may appoint special committees.

### **ARTICLE X – VOTING METHODS**

#### Section 1 – Annual Meeting

Voting for the Board of Directors and other matters at the annual meeting shall be by written or electronic ballot. Written ballots shall be distributed to the address of record of the Chapter's voting members by U.S. Mail no later than thirty (30) days prior to the Annual Meeting, and all ballots received by the Chapter office by the close of the Chapter's Annual Meeting shall be tabulated. Electronic voting shall be conducted through the Chapter's secure website or other secure means as determined by the Board. Each member may cast an electronic ballot by using their individual password protected log-in. Electronic voting shall be open to voting members no later than ten (10) days prior to the Annual Meeting and will remain open until the close of the Annual Meeting. Proxy voting is not allowed.

#### Section 2 – Other Meetings

Meetings of the Board of Directors, Executive Committee, and any other Committee of the Chapter may be held by teleconference or other electronic methods and voting during these meeting may be by voice vote or other electronic submission.

### **ARTICLE XI – INDEMNIFICATION AND GENERAL PROVISIONS**

#### Section 1 – Indemnification

The Chapter will, 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.

#### Section 2 – Contracts

The Chapter may enter into contracts with other entities or individuals as it deems appropriate. All contracts shall be approved by the Board and signed by a duly authorized officer. All Chapter contracts with third parties shall contain a provision disclosing the fact that the Chapter is an entity separate and distinct from the College.

#### Section 3 – Loans

No loan may be contracted on behalf of the Chapter nor any evidence of indebtedness issued in its name except upon approval by two-thirds of the voting members of the Board. Short-term charge accounts may be established to efficiently manage the day-to-day business of the Chapter.

#### Section 4 – Use of Funds and Dissolution.

The use of assets held by the Chapter shall at all times be in compliance with section 501(c)(6) of the Internal Revenue Code. Upon the dissolution of the Chapter, assets shall be distributed for one or more purposes within the meaning of section 501(c)(6) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

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

#### Section 1 – Approval by the College

The bylaws shall not become effective until approved by the Board of Directors of the College or its designee.

#### Section 2 – Amendments

##### Subsection 2A – By the Membership

These bylaws may be amended by a two-thirds vote of the votes cast 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.

### Subsection 2B – By the Board of Directors

These bylaws may be amended by the Board by a vote of three-fourths of the Board members present and voting at any regular or special meeting of the Board provided that the proposed amendment has been sent to the Board and all Chapter members at least thirty (30) days prior to the meeting.

### Section 3 – Approval of Amendments by the College

Amendments to these bylaws shall be submitted to the College in a format and manner designated by the College no later than thirty (30) days following the adoption of such amendments. No amendment 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 shall be considered to be approved if the Board of Directors or its designee fails to give written notice of its objection thereto within ninety (90) days following receipt as documented by the College.

### Section 4 – Consistent 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, 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 Adopted

The Chapter amendment history is as follows:

- a. Revised (by Membership): October 9, 1987
- b. Amended (by Membership): October 13, 1989
- c. Amended (by Board): August 29, 1990
- d. Amended (by Board): April 18, 1991
- e. Amended (by Membership): November 4, 1994
- f. Amended (by Board): August 17, 1995
- g. Amended (by Membership): November 12, 1996
- h. Amended (by Board): May 15, 1997
- i. Amended (by Board): November 8, 2000
- j. Amended (by Board): October 27, 2005
- k. Amended (by Board): February 5, 2013
- l. Amended (by Board): July 11, 2017

The Chapter adopted the latest revision to these bylaws on July 11, 2017.