



**Texas Chapter of the
American College of Emergency Physicians
A Non-Profit Corporation
BYLAWS**

Revised {Month XX}, 2020

Approved by ACEP Board of Directors {Month XX}, 2020

**Article I
Governance**

Section 1 – Corporate Structure and Charter

This organization shall be a non-profit corporation organized under the laws of the State of Texas. Having received a Charter from the American College of Emergency Physicians, this organization is a Chapter of the American College of Emergency Physicians [hereinafter the “College”] and shall be called the Texas College of Emergency Physicians [hereinafter referred to as the “Chapter” or “TCEP”].

Section 2 – Fiscal Year

The fiscal year of the Chapter shall begin annually on the first day of July and end on the last day in June.

Section 3 - Records

The Chapter shall retain records of accounts and keep minutes of the proceedings of its members and Board. Records of the Chapter may be inspected by any member, agent or attorney for any proper purpose within a reasonable time. Demands of inspection shall be in writing and addressed to the attention of the President or Secretary.

Article II

Mission, Purpose, and Objectives

The mission, purpose, and objectives of the Texas College of Emergency Physicians shall be those set forth in the Bylaws of the American College of Emergency Physicians and in accordance with the Chapter’s Articles of Incorporation.

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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

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

Section 3 - Membership Classifications and Privileges

Membership classifications and privileges in the Chapter shall be consistent with those designated by the College in its Bylaws. Except as otherwise provided for in these Bylaws, Candidate members may not hold a Chapter office, may not vote in elections, or vote on any matter submitted to the membership, but may vote on committees to which they have been appointed.

Article IV

Dues and Assessments

Section 1 - Dues

Dues for the Chapter shall be established and/or changed by a two-thirds (2/3) vote of the Board of Directors.

Section 2 - Assessments

Assessments may be levied by a majority vote of the Board of Directors.

Section 3 - Good Standing Requirement

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 of the Members

Section 1 - Annual Meeting

There shall be an Annual Meeting of the Chapter membership. Notice of such meeting shall be communicated in writing not less than ten (10) nor more than sixty (60) days before the appointed time. Other regular meetings of the Chapter may be held with similar notice requirements.

Section 2 - Special Meetings

Special meetings of the members may be called by the President, the Board of Directors or by a written petition signed by not less than ten percent (10%) of regular members. Notice of such meetings shall be communicated in writing not less than ten (10) nor more than thirty (30) days before the appointed time.

57 **Section 3 - Referenda**

58 The Board of Directors or ten percent (10%) of the Chapter’s regular members may direct a
59 referendum to the members of the Chapter concerning any action of the Chapter. Such
60 referendum shall be conducted within sixty (60) days of the request and communicated in
61 writing in accordance with Art. V, Sec. 6 – Notice.

62 **Section 4 - Quorum**

63 A minimum of three (3) Chapter members represented at any duly called meeting of the
64 Chapter shall constitute a quorum.

65 **Section 5 - Parliamentary Authority**

66 When not in conflict with these Bylaws, the parliamentary procedures outlined in the most
67 recent edition of the American Institute of Parliamentarians “Standard Code of
68 Parliamentary Procedure” shall govern Chapter Meetings.

69 **Section 6 -Notice**

70 Notice of membership meetings shall include the time, place, and purpose(s) of the meeting
71 and shall be delivered to the last recorded address of each member via postal mail unless a
72 member has requested electronic delivery and provided an electronic address.

73 **Article VI**

74 **Board of Directors**

75 **Section 1 - Powers**

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

82 **Section 2 - Composition**

83 The Board shall be composed of 13 elected Directors, plus the Immediate Past President;
84 and shall include a young physician and a Candidate member resident\ fellow who shall have
85 the right to vote at the Board level. There shall also be a non-voting Candidate member
86 medical student representative. Other Officers shall remain non-voting ex officio members
87 of the Board if their term as an elected Director has expired.

88 **Section 3 - Terms**

89 The young physician, resident\ fellow, and medical student representative shall serve a term
90 of one year and may serve no more than two (2) consecutive terms in these positions,
91 assuming eligibility at time of election. Other elected directors shall serve a term of three (3)
92 years and may serve no more than three (3) consecutive terms.

93 All Board terms shall begin at the close of the Annual Meeting at which their election occurs
94 and conclude at the close of the Annual Meeting coincident with their respective term of
95 office.

96 **Section 4A - Nomination and Election**

97 Nominations shall be conducted as noted in Article IX, Sec 4 – Nominating Committee.

98 Nominees shall be members of the Chapter in good standing. In addition, at the time of the
99 election, young physician candidates must be regular members less than 40 years of age or
100 in active emergency medicine practice less than 10 years; resident\ fellow candidates must
101 be in good standing within a Texas-based Accreditation Council for Graduate Medical
102 Education (ACGME) or American Osteopathic Association (AOA) accredited Emergency
103 Medicine Residency Program or fellowship training program immediately following an
104 emergency medicine residency; and medical student candidates in good standing in a Liaison
105 Committee on Medical Education (LCME) or Council on Osteopathic College Accreditation
106 (COCA) accredited Medical School in Texas.

107 **Section 4B - Balloting Procedures**

108 Voting in elections shall be in person. Directors and the medical student representative shall
109 be elected by a majority of eligible Chapter members voting at the Annual Membership
110 Meeting. Write in votes are not allowed.

111 Regular Chapter members may vote for all Board positions. Candidate members who are a
112 resident\ fellow may only vote for the resident\ fellow Director and the medical student
113 representative and candidate members who are medical students may only vote for the
114 medical student representative.

115 On an individual ballot, members must cast the same number of votes as the number of
116 positions to be filled. In the event more candidates than the number of positions to be filled
117 receive a majority, the candidates with the greatest majority will be elected. In the event all
118 positions but one are filled and there are three or more remaining candidates for the sole
119 remaining position and none receive a majority, the candidate with the lowest vote total
120 shall be dropped from the next ballot.

121 **Section 5 - Meetings**

122 The Board shall have no less than four (4) regular meetings annually, to include an Annual
123 Board Meeting to be held within 7 (seven) days following the conclusion of the Annual
124 Chapter Membership Meeting. Regular Board meetings are open to Chapter members unless
125 otherwise specified.

126 Special meetings of the Board may be called by the President or one-third (1/3) of Directors.
127 Special meetings may or may not be open to Chapter members at the discretion of the
128 convening agent, who will also designate the place, date, and time.

129 Notice of regular and special meetings of the Board shall be communicated in writing to each
130 member of the Board at least ten (10) days in advance of each meeting in accordance with
131 Art. V, Sec. 6 – Notice. Such meetings may be conducted by telephone conference call or
132 other electronic medium. A majority of Directors shall constitute a quorum at any meeting
133 of the Board.

134 Any Board member may request an emergency Board meeting by notifying the President
135 and Chapter Executive Director in writing of the need to consider a time sensitive matter.

136 Such a meeting will be duly called upon an affirmative response by a majority of Directors
137 responding to the request by electronic mail, telephone or other appropriate means within
138 two (2) business days. If approved, the emergency meeting will be scheduled by the
139 President to convene within an additional two (2) business days.

140 **Section 6 - Removal**

141 Any Director or Board representative may be removed from office by a two-thirds (2/3) vote
142 of the Chapter members voting at any Chapter meeting. Removal must be initiated by a
143 majority vote of Directors or a petition of regular Chapter members signed by no less than
144 one-third (1/3) of the number of regular Chapter members voting at the meeting at which
145 the Director was elected. Any vacancy created by removal may be filled for the remainder of
146 the unexpired term by a majority vote of the Chapter members voting at the meeting at
147 which the removal occurs. Nominations for any vacancy created by a removal shall be
148 accepted from the floor.

149 **Section 7 - Resignation**

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

153 **Section 8 - Vacancies**

154 Vacancies which occur on the Board or Board representative for any reason may be filled by
155 a majority vote of the remaining Directors with an eligible member for the respective
156 position and for the remainder of the unexpired term.

157 **Section 9 - Compensation to Directors**

158 Members of the Board shall not receive compensation for regular Board service. However,
159 the Board may at its discretion reimburse expenses directly related to attendance at Board
160 meetings. Members of the Board who serve the Chapter in a capacity outside of regular
161 Board duties may receive some form(s) of compensation.

162 **Section 10 – Failure to Fulfill Board Duties**

163 Unexcused absence from two (2) or more scheduled Board meetings per year by any
164 member of the Board shall be cause for the Board to review their performance and may, by
165 majority vote, suspend their rights as a Board member.

166 **Section 11 - Chapter Executive Director**

167 An Executive Director may be appointed and/or employed at the discretion of the Board and
168 be directly responsible to the Board. The duties, responsibilities, and terms of employment
169 shall be determined by the Board. The Executive Director shall be entitled to participate in
170 Chapter & Board discussions, but not entitled to vote.

Article VII

Officers

Section 1 - Composition

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

Section 2 Term of Office and Board Membership

Officer terms shall be one year and commence at the conclusion of the Board meeting at which election occurs and end at the conclusion of the Board meeting at which a successor is elected or succession occurs. Officers shall not be eligible to serve concurrently in more than one office and the number of terms served in any one office is limited only by eligibility for Board service.

Section 3 Officer Nomination, Election and Balloting

Nominations shall be conducted as noted in Art. IX, Sec. 4 – Nominating Committee. Nominees for Chapter Officer shall be a current elected Director at the time of their election.

The President-Elect, Treasurer, and Secretary shall be elected by majority vote of Directors voting at the Annual Board Meeting. In the event there are three (3) or more candidates for one position and no candidate receives a majority of votes cast, the candidate with the lowest vote total shall be dropped from the next ballot.

Section 4 - Officer Duties

a. President shall:

- 1) be the presiding officer at all meetings. In the absence of the President, the President-Elect, Immediate Past-President, Treasurer, or Secretary in said order shall be the presiding officer.
- 2) be ex-officio member of all committees.
- 3) 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 and for ensuring that the Chapter adheres to the policy governing the use of the mark of the American College of Emergency Physicians.
- 4) be responsible to oversee an annual evaluation of the Executive Director.

b. President-Elect shall:

- 1) when necessary, perform Presidential duties with all the powers and be subject to all the restrictions of the President.
- 2) chair the Nominating Committee.
- 3) perform such other duties as assigned by the President or Board.
- 4) succeed to the Office of President at the expiration of the incumbent President's term.

c. Treasurer shall:

- 1) have general custody of all funds and securities of the Chapter except such as may be required by law to be deposited with any governmental agency.

- 210 2) deposit or cause to be deposited all monies and other valuable property in the
211 name and to the credit of the Chapter into financial institutions as approved by
212 the Board.
- 213 3) disburse the funds of the Chapter as may be ordered by the Board;
- 214 4) keep, or cause to be kept, regular books of account under their direction and
215 supervision, and render to the Board, whenever requested, an account of all the
216 financial transactions and report on the financial condition of the Chapter.
- 217 5) have charge of the preparation and filing of such reports, financial statements,
218 and returns as may be required by law.
- 219 6) provide to the Board, no later than four (4) months after the close of the fiscal
220 year, a balance sheet together with a statement of the income and profits and
221 loss of such fiscal year. Such financial statement shall be verified by a certified
222 public accountant.
- 223 7) Perform the duties of the Treasurer, except with approval of the Board, assign
224 such duties to the Executive Director.

225 **d. Secretary shall:**

- 226 1) keep, or cause to be kept, adequate records of transactions and minutes of
227 meetings of the Board and Chapter.
- 228 2) give or cause to be given required notices of all meetings of the members and
229 Board.
- 230 3) from time to time review the Chapter Bylaws to ensure their content effectively
231 represents the interests and expectations of the membership and Chapter, and
232 are consistent with the Bylaws of the College.

233 **e. Immediate Past-President shall:**

- 234 1) remain a Director until duly replaced by succession of officers or until such time
235 as their regular term as a Director shall expire, whichever is longer.
- 236 2) perform duties as assigned by the President or Board.
- 237 3) If, for any reason, the office of Immediate Past-President becomes vacant, the
238 Board may appoint a previous Chapter President to this office.

239 **Section 5 – Removal**

240 An Officer may be removed from office by a two-thirds (2/3) vote of Directors. Removal of
241 an Officer shall not automatically result in removal as a Director if their term has not yet
242 expired. However, at its discretion, the Board, by majority vote, may suspend such Director's
243 privileges and initiate removal as a Director in accordance with Art. V, Sec. 6.

244 **Section 6 – Resignation**

245 A Chapter Officer may resign by giving written notice to the President or the Board. Such
246 resignation shall take effect at the time specified therein, or if no time is specified, at the
247 time of acceptance by the President or the Board. Resignation by an Officer shall not
248 automatically result in resignation as a Director if that term has not yet expired.

249 **Section 7 – Vacancies**

250 Vacancies which occur in a Chapter Officer position for any reason (except as below) may be
251 filled by a majority vote of Directors with an eligible member for the respective position and
252 for the remainder of the unexpired term.

253 In the event the President is unable to fulfill their duties, the President-Elect shall succeed to
254 the office of President for the remainder of the unexpired term and for the succeeding term.

255 In the event both the President and President-Elect are unable to fulfill their duties, the
256 Board shall elect a current Director to serve as President for the unexpired term, and then
257 elect both a President and President-Elect at the next Annual Board Meeting.

258 **Article VIII**

259 **Councillors**

260 **Section 1 - Allocation**

261 The Chapter shall be represented by Councillors at meetings of the Council of the American
262 College of Emergency Physicians and allocation shall be determined as specified in the
263 College Bylaws. The Board may appoint a number of Alternate Councillors not to exceed
264 twice the number of Councillors.

265 **Section 2 – Term & Election**

266 The Chapter President serves as an ex-officio Councillor for a one (1) year term and acts as
267 the delegation’s leader.

268 The remaining Councillors shall be elected by Chapter members at the Annual Meeting for
269 terms of two (2) years, which shall be staggered so approximately one-half of Councillors are
270 elected annually. Alternate Councillors shall serve a term of one (1) year and be appointed
271 annually by the Board. Councillors and Alternate Councillors may serve unlimited
272 consecutive terms.

273 **Section 3 –Councillor Nomination and Balloting**

274 Nominations for Councillor shall be conducted as noted in Art. IX, Sec. 4 – Nominating
275 Committee.

276 To be considered by the Nominating Committee, candidates for Councillor must be regular
277 Chapter members in good standing, having served at least two (2) years as a Councillor or
278 Alternate Councillor.

279 Balloting for Councillors will follow the procedure outlined in Art. VI, Sec. 4B - Balloting
280 Procedures.

281 **Section 4 – Removal**

282 A Councillor may be removed and vacancy filled by the procedure outline in Art. VI, Sec. 6
283 for Director removal. An Alternate Councillor may be removed by a majority vote of the
284 Board.

285 **Section 5 – Resignation**

286 Councillors or Alternate Councillors may resign by giving written notice to the President or
287 the Board. Such resignation shall take effect at the time specified therein, or if no time is
288 specified, at the time of acceptance by the President or the Board.

289 **Section 6 – Vacancies**

290 Vacancies occurring in Councillor or Alternate Councillor positions may be filled by a majority
291 vote of the Board with an eligible member for the respective position and for the remainder
292 of the unexpired term.

293 **Section 7 – Responsibilities and Special Rights of Councillors\Alternate Councillors**

294 Councillors shall represent the Chapter at all Council meetings. If unable to attend, the
295 Councillor must notify the President and/or Executive Director. Alternate Councillors are also
296 expected to attend Council Meetings and be prepared to serve as a Councillor should the
297 need arise.

298 **Article IX**
299 **Committees**

300 **Section 1 – Appointment**

301 With the exception of the Executive Committee, the President may create and appoint
302 members to committees as deemed necessary to facilitate the business of the Chapter.
303 Individual committee members shall actively participate in the affairs of committees to
304 which they are appointed until they are replaced, resign, or removed at will by the President.

305 The President will appoint a Committee Chair who shall be responsible for organizing the
306 respective committee and reporting committee activities to the Board.

307 The President shall be an ex-officio member of all Chapter committees.

308 **Section 2 – Governance and Authority**

309 Chapter committees shall be governed by Chapter policies, procedures, governing
310 documents and other rules established by the Board. They may adopt additional rules for
311 their individual committee governance as long as they are consistent with the above.

312 Actions of committees shall at all times be advisory to, and subject to the authority of the
313 Board and Executive Committee as provided in these Bylaws.

314 A majority of committee members in attendance at committee meetings shall constitute a
315 quorum.

316 **Section 3 – Executive Committee**

317 The Chapter Officers shall constitute the Executive Committee which shall have the
318 authority, when a quorum (defined as a majority of members) is present, to act on behalf of
319 the Board between regular meetings. Such actions must be ratified by the Board at the next
320 regular meeting; failure of such ratification nullifies the action(s) taken by the Executive
321 Committee.

322 **Section 4 – Nominating Committee**

323 At least 90 days prior the Annual Membership Meeting, the President shall appoint the
324 President-Elect as chair and not less than two (2) additional current Directors (none of whom
325 intend to seek election) to the Nominating Committee. This committee shall present to the
326 Board for approval, a list of one or more nominations for each open position for Directors
327 and Councillors at least sixty (60) days prior to the Annual Membership Meeting. The
328 approved report of the Nominating Committee shall then be published to the membership
329 at least thirty (30) days prior the Annual Membership Meeting.

330 The nominating committee will also submit nominations for President-Elect, Secretary, and
331 Treasurer to the Board at the Annual Board Meeting.

332 Nominations from the floor are allowed in all elections and floor candidates must meet the
333 minimum qualifications for the respective desired position.

334 **Section 5 - Notice of Chapter Committee Meetings**

335 The committee chair shall provide at least seven (7) days’ notice to committee members of
336 scheduled meetings in accordance with methods used by the Chapter for other types of
337 notice. Attendance at any committee meeting shall constitute a waiver of notice.

338 **Article X**

339 **Voting Methods and Telecommunications**

340 Voting in election of the Board and Councillors and other matters at the Annual Membership
341 Meeting shall be “in person” voting only. Proxy voting is not allowed.

342 Conduct in all matters at Board and committee meetings, including voting, is to be in-person
343 unless such meetings takes place via conference call or other electronic medium which
344 allows participants to communicate concurrently with each other and each person entitled
345 to participate consents to the meeting being held by such means.

346 **Article XI**

347 **Indemnification**

348 The Chapter will, by resolution of the Board, provide for indemnification by the Chapter of
349 any and all of its Directors or Officers or former Directors or Officers against expenses
350 actually and necessarily incurred by them in connection with the defense of any action, suit,
351 or proceeding in which they or any of them are made parties, or a party, by reason of having
352 been Directors or Officers of the Chapter, except in relation to matters as to which such
353 Director or Officer or former Director or Officer shall be adjudged in such action, suit, or
354 proceeding to be liable for negligence or misconduct in the performance of duty and to such
355 matters as shall be settled by agreement predicated on the existence of such liability for
356 negligence or misconduct.

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Article XII

Approval of Bylaws and Amendments

Section 1

These Bylaws and Amendments thereto shall not become effective until approval 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 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

Amendments to these bylaws shall be submitted to the College in a format and manner prescribed by the College no later than thirty (30) days following the adoption of such amendments. No amendment shall have 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 of the College or its designee fails to give written notice of its objection 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 – Adoption Certification

This is to certify that I am the duly elected, qualified and acting Secretary of the Texas College of Emergency Physicians and that the foregoing Bylaws were adopted as follows:

Executed at {name of city}, Texas on {date} by the Chapter Membership at its Annual Meeting.

{printed name}, Secretary