

CONNECTICUT COLLEGE OF EMERGENCY PHYSICIANS BYLAWS

ARTICLE I

NAME

The name of the Association, a non-profit corporation organized under the laws of the State of Connecticut, shall be the Connecticut College of Emergency Physicians, a chapter of the American College of Emergency Physicians.

ARTICLE II

PURPOSES

The purposes of this Association (hereinafter “the Chapter”) shall be those set forth in the Bylaws of the American College of Emergency Physicians (hereinafter “the College”).

ARTICLE III

MEMBERSHIP

Section 1. The qualifications for membership in the Chapter shall be the same as those for membership in the American College of Emergency Physicians.

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

Section 3. Member classifications in the Chapter shall be those designated by the College in its Bylaws.

Section 4. All records of the Chapter shall be available for inspection by the membership of the Chapter at any reasonable time.

ARTICLE IV

DUES AND ASSESSMENTS

Section 1. Changes in dues for the Chapter shall be determined by the membership at the Annual Meeting of the Chapter.

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52 Section 2. Assessments may only be levied by a majority vote of the members present at the
53 Annual Meeting and then only if the recommendation for such assessment has been mailed to
54 the membership at least 30 days before the meeting.

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56 Section 3. Only those members in good standing are eligible to vote or hold office.
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59 **ARTICLE V**

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61 **MEETINGS**

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64 Section 1. There shall be an Annual Meeting of the Chapter at such place and time as is
65 ordered by the Board of Directors. Notice of such meeting shall be mailed to the last recorded
66 address of each member at least 60 days before the time appointed for the meeting.

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68 Section 2. Other regular meetings of the Chapter may be held from time to time as
69 determined by the Board of Directors. Notice of such meeting shall be mailed to the last
70 recorded address of each member at least 60 days before the time appointed for the meeting.
71 Special Meetings of the Chapter may also be held. Notice of such meetings shall be mailed to
72 the last recorded address of each member at least 20 days before the time appointed for the
73 meeting.

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75 Section 3. The members of the Chapter present at any meeting of the Chapter duly called
76 shall constitute a quorum. Unless prohibited by law, Board meetings may be conducted by
77 telephone conference call. Proxy voting shall not be permitted.

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79 Section 4. When not in conflict with these bylaws or with duly adopted special rules of
80 order the latest edition of Roberts Rules of Order Newly Revised shall govern all Chapter
81 meetings.

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83 Section 5. The Board of Directors shall create and approve standing rules of the Annual
84 Meeting and standing rules of the Board of Directors to define the structures of these
85 meetings.
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88 **ARTICLE VI**

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90 **BOARD OF DIRECTORS**

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93 Section 1. The Board of Directors shall have supervision, control and direction of the affairs
94 of the Chapter, shall determine its policies or changes therein within the limits of the bylaws,
95 shall actively prosecute its purposes and shall have discretion in the disbursement of its funds.
96 It may adopt such rules and regulations (i.e., standing rules of the Board of Directors meetings)
97 for the conduct of its business as shall be deemed advisable, and may, in the execution of the
98 powers granted, appoint such agents as it may consider necessary.
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CCEP Bylaws

Page 3 of 8

100 Section 2. The Board of Directors shall be composed of the President, Immediate Past
101 President, President-Elect, Secretary/Treasurer, the Councillors of the Chapter, 10 elected
102 directors, a minimum of 1 and maximum of 3 from each Uniform Service Region (USR) as
103 defined by the State of Connecticut Department of Public Health (See Attachment One), one
104 non-resident representative from each of the residency programs and one EMRA
105 representative. All Committee Chairmen of standing committees appointed by the President
106 shall be ex-officio members of the Board of Directors. In addition to the 10 elected directors,
107 there shall be 6 elected alternate directors, 1 from each USR and one selected by Connecticut
108 EMRA. A nominating committee consisting of the immediate Past President, the elected
109 officers and chaired by the immediate Past President shall recommend nominees for all
110 director positions. Nominations from the floor will be permitted.

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112 Section 3. Elected directors shall serve a term of 2 years and shall be eligible to serve a
113 maximum of 3 consecutive elected terms. 5 directors shall be elected at each annual meeting
114 by a majority vote of the members present and voting. Each USR is entitled to at least 1
115 representative on the Board of Directors and no more than 3, the first of which shall be
116 designated as that USR's representative and any others shall be designated as "at large"
117 representatives. One alternate director shall be elected annually from each USR area, each of
118 whom shall have a term of 1 year and who may attend all board meetings as a non-voting
119 member; however, the alternate director may vote on all matters when sitting in place of an
120 elected director from his USR for any meeting. The director and alternate director selected by
121 Connecticut EMRA shall serve a term of one year.

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123 Section 4. The Board of Directors shall meet at least 9 times per year. Notice of all
124 meetings, not previously defined, of the Board of Directors, shall be sent by mail to each
125 member of the Board at his or her last recorded address at least ten (10) days in advance of
126 such meetings. Unless prohibited by law, Board meetings may be conducted by telephone
127 conference call. A majority shall constitute a quorum at any meeting of the Board.

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129 Section 5. Any director may be removed from office by a three-quarters vote of the
130 members present and voting at any meeting of the chapter. A recall must be initiated by a
131 petition signed at the meeting, which must contain no less than one-third signatures of the
132 number of voting members present at the meeting at which the director was elected. Any
133 vacancy created by a recall shall be filled by a majority vote of the members present and
134 voting at the chapter meeting at which the recall occurs. Nominations for any vacancy shall be
135 accepted from the floor.

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137 Any Director who is absent from three consecutive meetings of the Board or more than 1/2 of
138 the meetings of this Board in one year may be removed from the office by the President, with
139 the concurrence of a three-quarters vote of the entire board.

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141 Section 6. Any director may resign at any time by giving written notice to the President or
142 to the Board of Directors. Such resignation shall take effect at the time specified therein, or if
143 no time is specified, at the time of acceptance thereof as determined by the President or the
144 Board.

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146 Section 7. Any vacancies that may occur on this Board for any reason other than recall
147 may be filled by the President for that unexpired term, which shall not count against 3
148 consecutive term limitation.

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ARTICLE VII

OFFICERS

Section 1. The elected officers of the Chapter shall be the President, President-Elect and Secretary-Treasurer. Each shall serve for a term of 1 year. Consecutive terms shall only occur in special circumstances with the concurrence of a three-quarter vote of the entire Board. Election of the President-Elect and of the Secretary-Treasurer shall be by a majority vote of the members present and voting at the Annual Meeting. A Nomination Committee consisting of the immediate Past President, the elected officers and chaired by the immediate Past President shall recommend the nominees to the membership for officer positions. Nominations for all positions from the floor will be permitted.

Section 2. Each officer and the immediate past president shall serve on the Board of Directors.

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

- a) The President shall be the executive officer of the Board of Directors. He or she shall preside over all meetings of the Chapter and the Board of Directors, and shall perform all duties as usually pertain to the office of the President. 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.
- b) The President-Elect, in the absence of the President, shall preside at all meetings and perform such other duties as may be assigned by the President or the Board of Directors. (The President-Elect shall, upon the expiration of his or her term, assume the office of President).
- c) The Secretary-Treasurer shall be responsible for creating and maintaining appropriate accounts and records of all Chapter activities and finances. He or she shall also be responsible for ensuring that appropriate corporation and chapter reports are filed. He or she shall also be responsible for ensuring that the College adheres to the Policy Governing the Use of the Mark of the American College of Emergency Physicians.

Section 4. Any officer may be removed from office by a three-quarters vote of the members present and voting at any meeting of the Chapter. A recall must be initiated by a petition signed by no less than one-third of the number of voting members present at the meeting which the officer was elected. Any vacancy created by a recall shall be filled by a majority vote of the voting members present and voting at the chapter meeting at which the recall occurs. Nominations for any vacancy shall be accepted from the floor.

Section 5. Any officer may resign at any time by giving written notice to the President or the Board of Directors. Such resignation shall take effect at the time specified therein, or if

197 no time is specified, at the time of acceptance thereof as determined by the President of the
198 Board.

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200 Section 6. Vacancies that may occur in the officership for any reason other than recall
201 shall be filled by a majority vote of the Board of Directors for the remainder of the term.

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204 **ARTICLE VIII**

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206 **COUNCILLORS**

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210 SECTION 1. One councillor to the College, and one additional councillor for each 100
211 members of the Chapter, shall be elected by the Chapter to two-year term at the Annual
212 Meeting. No councillor may serve more than three consecutive elected two-year terms,
213 except for a vote of three quarters of the Chapter members present and voting at the annual
214 meeting. The terms of additional councillors shall be staggered so that one-half are elected
215 each year at the Annual Meeting. For each councillor, the Chapter shall also elect an
216 alternate councillor who will be available for seating if the councillor is not present. A
217 nominating committee consisting of the immediate Past President and the elected officers
218 and chaired by the immediate Past President shall recommend the nominees to the
219 membership for councillor and alternate councillor positions. Nominations for all positions
220 from the floor will be permitted.

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223 Section 2. Any councillor may be removed from office by a three-quarters vote of the
224 members present and voting at any meeting of the Chapter. A recall must be initiated by a
225 petition signed by no less than one-third of the number of members present and voting at the
226 meeting at which the councillor was elected. Any vacancy created by a recall shall be filled
227 by a majority vote of the members present and voting at the chapter meeting at which the
228 recall occurs. Nominations for any vacancy shall be accepted from the floor.

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231 Section 3. Should a vacancy occur in a councillor position other than by recall, this vacancy
232 shall be filled by a majority vote of the board of directors for the remainder of that term.

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234 Section 4. Councillors will represent the chapter at meetings of the College and are
235 authorized to vote for the chapter at said meetings.

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238 **ARTICLE IX**

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240 **COMMITTEES**

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242 The President shall appoint such committee as he or she deems necessary.

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245 **ARTICLE X**

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MAIL VOTE

Voting on any matter, including the election of directors or officers, may be conducted by mail. A member in good standing must post mark said vote within 5 business days of the vote being taken. Mailed votes shall be tabulated by the Executive Director and presented to the Board at the next meeting. Nominations may be submitted by mail by any member in good standing for any position. This nomination must be received prior to election in question.

ARTICLE XI

INDEMNIFICATION

The Chapter may, 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 defenses 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. These bylaws shall not become effective until approved by the Board of Directors of the College.

Section 2. These bylaws may be amended by a two-thirds vote of the membership present at a meeting of the Chapter, provided that the proposed amendments have been mailed to the membership of the Chapter at least 60 days prior to the meeting.

Section 3. Amendments to these bylaws shall be submitted in writing to the College by registered mail, return receipt requested, no later than 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, provided, however, that such amendment shall be considered to be approved if the Board of Directors fails to give written notice of its objection thereto within 90 days following receipt.

Section 4. These bylaws must be at all times 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 immediately to eliminate said inconsistency.

294 Section 5. The Chapter adopted the latest revision to these current bylaws on November
295 8, 2006.

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298 Revised: August 2006

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Attachment One

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309 As taken from the CT Department of Public Health Web site 8/02

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311 One type of service region was developed by Connecticut's Office of Policy and Management
312 (OPM). They developed "Uniform Service Regions" (USRs) based upon criteria such as size,
313 population distribution, facility locations, transportation accessibility, federal requirements, and
314 existing regional cooperative efforts. USRs were created for planning the distribution of funds
315 and services related to health and human services. Originally (1992) OPM developed six
316 Uniform Service Regions, but by early 1994 the service regions were redefined to include only
317 five areas. The five areas are designated as follows: USR 1 is Southwest; USR 2 is South
318 Central; USR 3 is Eastern; USR 4 in North Central; and USR 5 is Northwest. These planning
319 areas are used for analysis purposes in this chapter when discussing service capacity for
320 acute care, long term care, and home health care services.

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