

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 consistent with 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 consistent with 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 and their respective rights and privileges in the Chapter shall be consistent with those of the College in its Bylaws. Candidate members may not hold a Chapter office, vote for Directors, or vote for Chapter officers; they may vote on committees on which they serve.

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

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50 **ARTICLE IV**
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52 **DUES AND ASSESSMENTS**
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55 Section 1. Changes in dues for the Chapter shall be determined by the membership at the
56 Annual Meeting of the Chapter.
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59 Section 2. Assessments may only be levied by a majority vote of the members present and
60 voting at the Annual Meeting and then only if the recommendation for such assessment has
61 been mailed to the membership at least 30 days before the meeting.
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63 Section 3. Only those members in good standing are eligible to vote or hold office.
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66 **ARTICLE V**
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69 **MEETINGS OF THE MEMBERSHIP**
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71 Section 1. There shall be an Annual Meeting of the Chapter at such place and time as is
72 ordered by the Board of Directors. Notice of such meeting shall be communicated in writing to
73 the last recorded address of each member at least 60 days before the time appointed for the
74 meeting.
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76 Section 2. Other regular meetings of the Chapter may be held from time to time as
77 determined by the Board of Directors. Notice of such meeting shall be mailed to the last
78 recorded address of each member at least 60 days before the time appointed for the meeting.
79 Special Meetings of the Chapter may also be held; these may be called by the President or by
80 his/her acting representative. Notice of such meetings shall include a purpose for the meeting
81 and shall be communicated in writing to the last recorded address of each member at least 20
82 days before the time appointed for the meeting.
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84 Section 3. The members of the Chapter present at any meeting of the Chapter duly called
85 shall constitute a quorum. Only those members in good standing are able to vote; proxy voting
86 will not be permitted.
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88 Section 4. When not in conflict with these bylaws or with duly adopted special rules of
89 order the latest edition of Roberts Rules of Order Newly Revised shall govern all Chapter
90 meetings.
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92 Section 5. The Board of Directors shall create and approve standing rules of the Annual
93 Meeting and standing rules of the Board of Directors to define the structures of these
94 meetings.
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ARTICLE VI

BOARD OF DIRECTORS

Section 1. 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 prosecute its purposes and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations (i.e., standing rules of the Board of Directors meetings) 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.

Section 2. The Board of Directors shall be composed of the President, Immediate Past President, President-Elect, Secretary/Treasurer, the Councilors of the Chapter, 10 elected directors. All committee chairs of standing committees appointed by the President and the Board shall be ex-officio voting members of the Board of Directors. In addition to the 10 elected directors, there shall be 6 elected alternate directors, 5 from the general membership and one from EMRA.

Section 3. A nominating committee consisting of the Immediate Past President and the elected officers, and chaired by the Immediate Past President, shall recommend nominees for all director positions. Nominations will be permitted from the floor or by mail by any member in good standing prior to the election. Directors shall be elected at each annual meeting by a majority vote of the regular members present and voting.

Section 4. Elected directors shall serve a term of 2 years, which shall begin at the time of election and end with the election of their successor and shall be eligible to serve a maximum of 3 consecutive elected terms. Elected alternate directors shall be elected annually, each of whom shall have a term of 1 year and who may attend all board meetings as a non-voting member. However, an alternate director may vote on all matters when sitting in place of any elected director for any meeting. The director and alternate director selected by Connecticut EMRA shall serve a term of one year.

Section 5. The Board of Directors shall meet at least 4 times per year. Notice of all meetings, not previously defined, of the Board of Directors, shall be sent by mail to each member of the Board at his or her last recorded address at least ten (10) days in advance of such meetings. Board meetings may be conducted by telephone conference call. A majority shall constitute a quorum at any meeting of the Board.

Section 6. Any director may be removed from office by a three-quarters vote of the members present and voting at any meeting of the chapter. A removal must be initiated by a petition, which must contain the signatures of no less than one-third of the number of voting members present at the meeting at which the director was elected. Any vacancy created by a removal shall be filled by a majority vote of the members present and voting at the chapter meeting at which the removal occurs. Nominations for any vacancy created shall be accepted from the floor.

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

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149 Section 7. Any director may resign at any time by giving written notice to the President or
150 to the Board of Directors. Such resignation shall take effect at the time specified therein, or if
151 no time is specified, at the time of acceptance thereof as determined by the President or the
152 Board.

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154 Section 8. Any vacancies that may occur on this Board for any reason other than recall
155 may be filled by the President for that unexpired term, which shall not count against 3
156 consecutive term limitation.

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159 **ARTICLE VII**

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162 **OFFICERS**

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165 Section 1. The elected officers of the Chapter shall be the President, President-Elect and
166 Secretary-Treasurer. Each shall serve for a term of 1 year, which shall begin with their
167 election at the Annual Meeting and end with the election of their successor. Consecutive terms
168 shall only occur in special circumstances, such as the death or the inability or unwillingness of
169 an officer to serve and the inability of the Board to identify a suitable replacement according to
170 Article VII, Section 6, with the concurrence of a three-quarter vote of the entire Board.

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172 Section 2. Election of the President-Elect and of the Secretary-Treasurer shall be by a
173 majority vote of the members present and voting at the Annual Meeting. All regular members
174 of the Chapter who are in good standing will be eligible for nomination. A Nominating
175 committee consisting of the Immediate Past President and the elected officers, and chaired by
176 the Immediate Past President, shall recommend the nominees to the membership for officer
177 positions. The committee should consider current and past participation in the activities and
178 affairs of the Chapter, including Board of Directors. Nominations for all positions will be
179 permitted from the floor or by mail by any member in good standing prior to the election.

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181 Section 3. Each officer and the Immediate Past President shall serve on the Board of
182 Directors.

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184 Section 4. The duties of the officers shall be as follows:

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186 a) The President shall be the executive officer of the Board of Directors. He or she shall
187 preside over all meetings of the Chapter and the Board of Directors, and shall perform all
188 duties as usually pertain to the office of the President. He or she shall be responsible for
189 ensuring that all Chapter contracts with third parties contain a provision disclosing the fact
190 that the Chapter is an entity separate and distinct from the College.
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- 192 b) The President-Elect, in the absence of the President, shall preside at all meetings and
193 perform such other duties as may be assigned by the President or the Board of Directors.
194 (The President-Elect shall, upon the expiration of his or her term, assume the office of
195 President).
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- 197 c) The Secretary-Treasurer shall be responsible for creating and maintaining appropriate
198 accounts and records of all Chapter activities and finances. He or she shall also be
199 responsible for ensuring that appropriate corporation and chapter reports are filed. He or
200 she shall also be responsible for ensuring that the College adheres to the Policy
201 Governing the Use of the Mark of the American College of Emergency Physicians.
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203 Section 4. Any officer may be removed from office by a three-quarters vote of the
204 members present and voting at any meeting of the Chapter. A removal must be initiated by a
205 petition signed by no less than one-third of the number of voting members present at the
206 meeting which the officer was elected. Any vacancy created by a removal shall be filled by a
207 majority vote of the voting members present and voting at the chapter meeting at which the
208 recall occurs. Nominations for any vacancy created shall be accepted from the floor.
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210 Section 5. Any officer may resign at any time by giving written notice to the President or
211 the Board of Directors. Such resignation shall take effect at the time specified therein, or if
212 no time is specified, at the time of acceptance thereof as determined by the President of the
213 Board.
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215 Section 6. Vacancies that may occur in the officership for any reason other than recall
216 shall be filled by a majority vote of the Board of Directors for the remainder of the term.
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218 **ARTICLE VIII**

219 **COUNCILORS**

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225 Section 1. One councilor to the College, and one additional councilor for each 100 members
226 of the Chapter, shall be allocated to the Chapter. 1 councilor position shall be the current
227 President of the Chapter and 1 alternate councilor shall be the current President-elect of the
228 Chapter. The remaining councilors shall be elected by the Chapter to two-year terms at the
229 Annual Meeting. No councilor may serve more than three consecutive elected two-year
230 terms, except for a vote of three quarters of the Chapter members present and voting at the
231 annual meeting. The terms of the councilors shall be staggered so that one-half are elected
232 each year at the Annual Meeting. For each councilor, the Chapter shall also elect an
233 alternate councilor who will be available for seating if the councilor is not present.
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235 Section 2. All regular members of the Chapter in good standing shall be eligible for
236 nomination. A nominating committee consisting of the Immediate Past President and the
237 elected officers, and chaired by the Immediate Past President, shall recommend the
238 nominees to the membership for councilor and alternate councilor positions. Nominations for
239 Councilor will be permitted from the floor or by mail by any member in good standing prior to

240 the election. Election of the Councilors and Alternate Councilors shall be by a majority vote of
241 the members present and voting at the Annual Meeting.

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244 Section 3. Any councilor may be removed from office by a three-quarters vote of the
245 members present and voting at any meeting of the Chapter. A removal must be initiated by a
246 petition signed by no less than one-third of the number of members present and voting at the
247 meeting at which the councilor was elected. Any vacancy created by a removal shall be filled
248 by a majority vote of the members present and voting at the chapter meeting at which the
249 recall occurs from a list of current Alternate Councilors. Nominations for any vacancy created
250 shall be accepted from the floor.

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253 Section 4. Should a vacancy occur in a councilor position other than by recall, this vacancy
254 shall be filled by a majority vote of the board of directors for the remainder of that term.

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256 Section 5. Councilors will represent the chapter at meetings of the College and are
257 authorized to vote for the chapter at said meetings.

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260 **ARTICLE IX**

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262 **COMMITTEES**

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264 The President shall appoint such committees as he or she deems necessary.

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267 **ARTICLE X**

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270 **VOTING METHOD**

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272 Section 1. Voting on any matter of the membership, including the election of directors or
273 officers, may be conducted in person or by mail. A member in good standing must ensure
274 that said mailed vote is received within 5 business days prior to the scheduled election.
275 Mailed votes shall be tabulated by the Executive Director and presented to the Board at the
276 next meeting. Proxy voting is not allowed.

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278 Section 2. All regular members of the chapter in good standing are eligible to vote on officers,
279 councilors and all directors except the President, who shall only vote in the case of a tie
280 between two candidates. In the election of Directors and Alternate Directors, one may vote
281 for fewer than the number of vacancies available to be filled. In the case of a tie on any
282 position, if there are more than two candidates, the candidate receiving the lowest number of
283 votes will be dropped and the election repeated. The process shall continue until a candidate
284 receives a majority of the votes.

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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, or its designee.

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 sent in a format and manner designated by the Chapter 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 in a format and manner designated by the College 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 or its designee 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.

Section 5. The Chapter adopted the latest revision to these current bylaws on September 16, 2020.

Section 6. The College most recently approved these bylaws on November 18, 2020.

Revised: November 8, 2006, November 9, 2011; October 24, 2012, November 12, 2014, September 27, 2017, October 24, 2018, September 25, 2019, September 16, 2020.