

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32
33
34
35
36
37
38
39
40
41
42
43
44
45
46
47

**THE FLORIDA CHAPTER
OF THE AMERICAN COLLEGE OF EMERGENCY PHYSICIANS**

BY LAWS

ARTICLE I

CHAPTER NAME

This Association shall be a non-profit corporation organized under the laws of the State of Florida. Upon receiving a charter from the American College of Emergency Physicians ("ACEP"), this Association shall be a chapter of ACEP and shall be called the Florida Chapter of the American College of Emergency Physicians, Inc.; doing business as the "Florida College of Emergency Physicians" ("the Chapter").

ARTICLE II

MISSION, PURPOSES, AND OBJECTIVES

The purpose of this Association shall be those set forth in the Bylaws of the American College of Emergency Physicians and in ACEP's and the Chapter's Articles of Incorporation.

ARTICLE III

MEMBERSHIP

- Section 1.** Membership in the Chapter shall be available to all persons who (a) are members of the American College of Emergency Physicians, (b) reside or practice in the State of Florida, and (c) are current in their payment of dues. The qualifications for membership in the Chapter shall be consistent with those for membership in ACEP.
- Section 2.** ACEP has the authority to act on membership decisions. These decisions include, but are not limited to membership applications, resignations, suspensions and expulsions.
- Section 3.** Member classifications and status in the Chapter shall be consistent with the ACEP Bylaws. The rights and privileges of a regular member include voting, holding office, and serving on committees. Candidate members may vote for the Board of Directors, and may vote on Chapter committees on which candidate members serve. Candidate members may not hold a chapter office and may not serve as a Director, except for the one selected resident member of the Board of Directors.
- Section 4.** All records of the Chapter shall be available for inspection by a member, member's agent, or member's attorney within a reasonable request period. Demand of inspection, other than at a meeting of the members, shall be in writing to the President or the Secretary/Treasurer of the Chapter.

48 **Section 5.** ACEP has the sole right to cancel membership in the College, for reasons described in the
49 College Bylaws including nonpayment of chapter dues and mandatory chapter assessments,
50 and also thereby all related chapter membership.
51

52 For proper cause other than nonpayment of dues or assessments, the Chapter may limit the
53 rights and privileges of members at the chapter level.
54

55 **ARTICLE IV**

56 **DUES AND ASSESSMENTS**

57
58
59 **Section 1.** Dues for the Chapter shall be determined by the Board of Directors.

60
61 **Section 2.** The Board of Directors will retain the right, by majority vote, to levy assessments against its
62 members so long as the recommendation for assessment has been mailed or transmitted
63 electronically to the membership at least thirty (30) days before the annual meeting.
64
65

66 **ARTICLE V**

67 **MEETINGS OF THE MEMBERS**

68
69
70
71 **Section 1.** There shall be an annual meeting of the Chapter membership at such place and time as is
72 ordered by the Board of Directors. Notice of such meeting shall be communicated in writing at
73 least sixty (60) days before the time appointed for the meeting.
74

75 **Section 2.** Special meetings of the Chapter may be held from time to time as determined by a majority vote
76 of the Board of Directors. Notice of such meetings shall be communicated in writing not fewer
77 than 10 nor more than 30 days before the time appointed for the meeting. Such notice shall
78 include the purpose of the meeting.
79

80 **Section 3.** The members of the Chapter present at any meeting of the Chapter duly called shall constitute a
81 quorum.
82
83

84 **ARTICLE VI**

85 **BOARD OF DIRECTORS**

86
87
88
89 **Section 1.** **Powers.** The Board of Directors ("Board") shall have supervision, control and direction of the
90 affairs of the Chapter, shall determine its policies or changes therein within the limits of the
91 bylaws, shall actively prosecute its purposes and shall have discretion in the disbursement of its
92 funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed
93

advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 2. Composition. The Board of Directors shall be composed of fifteen (15) elected members. Additionally, there shall be a voting emergency medicine resident director on the Board selected by policy adopted by the Board. The number of the Board members shall be expanded when the President, Immediate Past President, President-Elect, Vice President or Secretary/Treasurer is completing their term of office.

Additionally, the President may appoint a non-voting individual of high esteem and relevance to serve on the Board. This individual will serve for the term to coincide with the President's term. They may be re-appointed to the Board at any given time by the President.

Any member of the Florida College of Emergency Physicians elected to serve on the ACEP Board of Directors shall have a non-voting seat on the FCEP Board of Directors. The term will expire upon the expiration of their term on the ACEP Board of Directors.

Section 3. Term. Elected directors shall serve a term of three (3) years and shall be eligible to serve a maximum of two (2) consecutive terms.

Section 4. Nominations and Election. A notice will be communicated in writing to all members soliciting nominations for the Board of Directors.

At least sixty (60) days prior to the Annual Meeting of the Chapter, the Nominating Committee, as constituted by Section 3 of Article IX, will submit a slate of nominees for impending vacancies on the Board to the Board of Directors, and subsequently placed on the ballot for election by the membership. The slate of nominees shall include one or more nominees for each impending vacancy on the Board. Nominations to the Board will also be accepted from the membership up to sixty (60) days prior to the Annual Meeting and placed on the ballot after approval of a majority of the Board of Directors. All nominees to the Board must be a regular member in good standing of the Florida Chapter at the time of their nomination. The election of Board vacancies by the members will take place during the thirty (30) days prior to the Annual Meeting in the method described in Article X. Nominations from the floor at the time of elections are not allowed. Write in votes are not allowed.

Board members will take office at the Board Meeting immediately following the election of officers.

Directors, with the exception of the resident director and any individual appointed by the President as a non-voting member, will be elected by a majority of legal votes cast by the members of the Chapter.

Section 5. Meetings. The Board of Directors shall meet at least four (4) times per year. Notice of all meetings of the Board of Directors shall be communicated in writing to each member of the Board at least ten (10) days in advance of such meetings. Notice may be waived with the written consent of two-thirds (2/3) of the Board members. As provided by Florida law, Board

meetings may be conducted by other means of communication including telecommunication. A majority of the Board shall constitute a quorum at any meeting of the Board.

The President or the Executive Committee or a majority of the Board, on 48 hours notice, and having the same quorum requirements, may call a special meeting of the Board of Directors.

Section 6. Removal. Any director may be removed from office by a three-quarter (3/4) vote of the voting members present and voting at any special meeting of the Board of Directors called for that purpose or at the Annual meeting of the Chapter. Removal must be initiated by a one third (1/3) vote of the Board or a petition signed by voting members present at the meeting. The number of signatures on the removal petition shall be no less than one-third (1/3) of the number of voting members present at the meeting. Any vacancy created by the removal of a director shall be filled by a majority vote of the members present at the meeting at which the removal occurs for the remaining term of office. Nominations for director vacancy 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 thereof as determined by the President of the Board.

Section 8. Vacancies. The President has the authority to appoint someone to fill a Board member vacancy for reasons other than removal until the next annual election, at which point in time an election will be held to fill the remaining term of office.

ARTICLE VII

OFFICERS

Section 1. The elected officers of the Chapter shall be the President, President-Elect, Vice President, and Secretary-Treasurer. The Immediate Past President shall also serve as an officer. Each shall be elected for a term of one (1) year. The President will advance from the President-Elect position. Officers shall not be eligible to serve consecutive terms in the same position. Officer elections will take place at the Summer meeting of the Board.

Section 2. Each officer shall have served on the Board of Directors immediately prior to election. ~~Nomination for officers will take place solely during the meeting at which elections are to be held.~~ The Nomination Committee will present a slate of officers for election by the Board. Any Board member may also nominate another from the floor, but self-nomination is not allowed. Elections will begin with the President-Elect, and then proceed to Vice President, and Secretary/Treasurer. A person nominated for a position who loses may be nominated for the next position to be elected. Proxy votes will not be accepted. If no candidate receives a majority or if there is a tie for the highest vote total, there will be a runoff between the two candidates with the highest number of votes.

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

- a. The President shall serve as Chair of the Board and Chair of the Executive Committee.
- b. The President shall preside over all meetings of the Chapter membership and the Board, and shall be an ex-officio member of all standing committees.
- c. The President shall be responsible for ensuring that all contracts between the Chapter and other parties contain a provision disclosing the fact that the Chapter is a separate and distinct entity from ACEP.
- d. The President shall be responsible for ensuring that the Chapter adheres to the policy governing the use of the mark of ACEP.
- e. The President or his or her designee shall serve as the official representative of the Chapter in the conduct of its business with other professional organizations and societies.
- f. In the event of the death or resignation of the President during his or her term of office, or if the President becomes unable or unqualified to serve, the President-Elect shall serve that portion of the President's term remaining until the next Annual Meeting of the membership. At that time, the President-Elect shall immediately succeed to the office of President.
- g. If the President-Elect is unable to assume the office of President at the Annual Meeting where transfer of office is to take place, the current President shall continue in that office until the next meeting of the Board when the President -Elect can assume office as President.

Section 4. Duties of the President-Elect. The duties of the President-Elect shall be as follows:

- a. The President-Elect shall succeed to the office of President at the conclusion of the preceding President's term, or if the office of President is vacated for any reason.
- b. The President-Elect shall assume the duties of the President when that officer is absent or incapacitated, and in that capacity shall have all the powers, responsibilities and privileges of the President.
- c. In the event of the death or resignation of the President-Elect, the Board shall elect a new President-Elect from among the members of the Board.
- d. Participate as a member of the Executive Committee.

Section 5. Duties of the Vice-President. The duties of the Vice-President include fulfilling those functions delegated to them by the President, and participating as a member of the Executive Committee.

- 233 **Section 6. Duties of the Secretary/Treasurer.** The duties of the Secretary/Treasurer shall be as
234 follows:
235
236 a. The Secretary/Treasurer shall keep or cause to be kept adequate records of the
237 transactions of the Board and of the Annual Meeting and any special meetings.
238
239 b. The Secretary/Treasurer may, on behalf of the Board, the President and other Officers of
240 the Board, reply to members and others who contact these individuals in writing or
241 otherwise.
242
243 c. The Secretary/Treasurer may prepare and send required notices of meetings and
244 proposals to the Chapter membership.
245
246 d. The Secretary/Treasurer shall deposit or cause to be deposited all monies and other
247 valuables in the name and to the credit of the Chapter.
248
249 e. The Secretary/Treasurer shall disburse or cause to be disbursed the funds of the Chapter
250 as directed by the Board.
251
252 f. The Secretary/Treasurer shall render to the Board at least quarterly, and to the
253 membership at the Annual Meeting or any special meeting, an account of all the financial
254 transactions and the financial condition of the Chapter.
255
256 g. Any of the duties of the Secretary/Treasurer (except voting responsibilities) may, by
257 approval of the Board, be delegated to the Executive Director.
258
259 h. The Secretary/Treasurer shall chair the Finance Committee. The Secretary/Treasurer and
260 the Finance Committee will monitor and report back to the Board of Directors the results
261 of independent financial audits of the chapter. The Secretary/Treasurer and the Finance
262 Committee will be responsible to monitor, update, develop, and report to the Board of
263 Directors for their approval financial policies by which the chapter operates.
264
265 i. Participate as a member of the Executive Committee.
266

- 267
268 **Section 7. Duties of the Immediate Past President.** The duties of the Immediate Past President shall
269 be as follows:
270 a. The Immediate Past President shall serve on the Board regardless of whether his or her
271 regular three (3)-year term as Director has expired.
272
273 b. The Immediate Past President shall chair the Nominating Committee.
274
275 c. Participate as a member of the Executive Committee.
276

- 277 **Section 8. Removal.** Any officer may be removed from office by a three-quarter (3/4) vote of legal
278 votes cast by the Board of Directors at any meeting of the Board of Directors.
279

280 **Section 9.** Any officer may resign at any time by giving written notice to the President or to the Board.
281 Resignation takes effect at the time designated therein, or if no time is specified, at the time
282 of acceptance by the President or the Board.
283

284 **Section 10.** Any vacancy created by the removal of the President-Elect, Vice President or
285 Secretary/Treasurer shall be filled by a majority vote of the members present at the Board
286 meeting at which the removal occurs for the remaining term of office. If the Immediate Past
287 President is removed, the position will not be filled for the remainder of the term, and the
288 President will serve as Chair of the Nominating Committee. If the President is removed the
289 President-Elect will serve as President for the remaining term as well as the term elected.
290
291

292 **ARTICLE VIII**

293 **COUNCILLORS AND ALTERNATE COUNCILLORS**

294
295
296
297 **Section 1.** ACEP Bylaws determine Councillor allocation. The President, President-Elect, and Immediate
298 Past- President will automatically serve as Councillors. A notice will be sent to all Chapter
299 members in January, following ACEP's verification of Councillor allocation, soliciting
300 nominations and applications for Councillor positions. The ~~Chapter~~[Chapter-Nominating Committee](#)
301 shall prepare a list of nominees for available Councillor positions.
302

303 **Section 2.** Councillors will be elected at Spring Board meeting. Councillors will be elected for two (2)-year
304 term with term beginning immediately upon election. Alternate Councillors will be chosen
305 from those not elected for Councillor positions. Additionally, the President may appoint a
306 member of the Chapter to be an Alternate Councillor after the Spring Board Meeting if that
307 Member meets the criteria of a Councillor candidate. Should a Councillor be unable to attend a
308 Council meeting, then the remaining Councillors will select an Alternate Councillor to be seated
309 in their place. Should a Councillor resign or be elected to an office that is a designated
310 Councillor, then the remaining Councillors will elect an Alternate Councillor to fill the
311 unexpired term. If there are no alternate Councillors available to be seated, then the Executive
312 Committee shall have the right to name Alternate Councillors to be seated or designated as
313 Councillors.
314

315 **Section 3.** Any Councillor or Alternate Councillor may be removed from office with or without cause
316 by a three-quarters (3/4) majority vote of the members of the Board present and voting at any
317 meeting of the Board. A vacancy created by removal from office shall be filled for the
318 remainder of the Councillor's or Alternate Councillor's term by a majority vote of the Board
319 members present and voting at the Board meeting at which the removal occurred.
320

321 **Section 4.** Councillors have no term limits and may run for consecutive terms.
322

323 **Section 5.** During ACEP Council meetings at which the President of the Chapter is serving as a
324 Councillor, the President shall preside over the Chapter's delegation of Councillors.
325
326

ARTICLE IX
COMMITTEES

Section 1. The President shall establish such committees as he or she deems necessary to carry out the objectives determined by the Board of Directors of the Chapter.

Section 2. The Executive Committee shall be comprised of the President, President-Elect, Immediate Past President, Vice President, and the Secretary/Treasurer. The Executive Committee is chaired by the President. The Executive Committee, by a majority vote of its members, shall have authority to act for, and on behalf of, the Board of Directors whenever the business of the Chapter demands prompt action in the interim between meetings of the Board or when it is impractical or impossible to convene the full Board of Directors.

The authority of the Executive Committee is limited, however, and it may not:

- a. adopt a plan for the distribution of the assets of the corporation, or for dissolution;
- b. approve or recommend to members any act that statutory law requires to be approved by members;
- c. fill vacancies on the Board or on any of its committees;
- d. elect, appoint or remove (by itself) any officer or director or member of any committee or fix the compensation of any member of a committee;
- e. adopt, amend or repeal the bylaws or the Articles of Incorporation;
- f. adopt a Plan of Merger or adopt a Plan of Consolidation with another corporation, or authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the Chapter;
- g. amend, alter, repeal or take action inconsistent with any resolution or action of the Board when the resolution or action of the Board provides by its terms that it shall not be amended, altered or repealed by action of the Executive Committee.

Meetings of the Executive Committee shall be held at the call of the President. Votes of the Executive Committee may be taken by mail ballot, electronic ballot, phone ballot, or in person ballot, but no action taken in this manner shall be effective unless the vote in favor of the action is unanimous. A report of its actions shall be given by the Executive Committee to the Board of Directors, for ratification by the Board, at the first meeting of the Board following the Committee's action.

Section 3. The Board Nominating Committee will be composed of the President, President-Elect, Vice-President, and Immediate Past President. The Immediate Past President shall chair the Committee. The Board Nominating Committee is charged with presenting the best possible slate of nominees for all vacancies for any other reason than removal. The Nominating

Commented [TS1]: Changes made in VI,4 VII,2 and VIII,1 to be consistent.

Committee shall meet at such time as described above under Section 4 of Article VI to select a slate of qualified nominees for the Board, and at such time as described above under Section 2 of Article VII to select a slate of qualified nominees for the Officers of the Chapter, and at such time as described above under Section 1 of Article VIII to select a slate of qualified nominees for Councillor and Alternate Councillor.

Section 4. The Finance Committee shall include the President, President-Elect, Vice President, Secretary/Treasurer, Immediate Past President, one (1) member-at-large appointed by the President from the membership, and the Executive Director, who shall serve in an ex-officio capacity. The Secretary/Treasurer shall chair the Committee. The responsibilities of the Finance Committee shall include an annual review of the financial performance of the Chapter, development and presentation to the Board of an annual budget, and periodic monitoring of the investments of the Chapter.

ARTICLE X

VOTING AND PARLIAMENTARY AUTHORITY

Section 1. Voting on any matter by members, including the election of the Board of Directors will be conducted by electronic ballot, a means of remote communication.

Section 2. The election of officers will be in-person by the members of the Board of Directors. If an in-person meeting is not possible, then the election may be performed by Board members present during a virtual meeting via a method of reliable reproducibility.

Section 3. Proxy voting is not allowed.

Section 4. When not in conflict with these bylaws, the latest edition of Sturgis Standard Code of Parliamentary Procedure shall govern all meetings and voting.

ARTICLE XI

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 are 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.

421 **ARTICLE XII**

422 **APPROVAL OF BYLAWS AND AMENDMENTS**

- 423
- 424
- 425 **Section 1.** These bylaws shall not become effective until approved by the Board of Directors of the
- 426 American College of Emergency Physicians (ACEP) or its designee.
- 427
- 428 **Section 2.** Unless otherwise required by law, these bylaws may be amended by a two-thirds (2/3) vote
- 429 of the eligible members voting, provided that a notice of proposed amendment(s) has been
- 430 sent to the members of the Chapter at least thirty (30) days prior to consideration of the
- 431 amendment language.
- 432
- 433 **Section 3.** Amendments to these bylaws shall be submitted to ACEP in a format and manner prescribed
- 434 by ACEP no later than thirty days (30) following the adoption of such amendments. No
- 435 amendment shall have any force or effect until it has been submitted to and reviewed by the
- 436 Board of Directors of ACEP or its designee, provided however, that such amendment shall be
- 437 considered to be approved if the Board of Directors or its designee fails to give written notice
- 438 of its objection within ninety (90) days following receipt.
- 439
- 440 **Section 4.** These bylaws must at all times be consistent with the Bylaws of ACEP. Should the Bylaws of
- 441 ACEP be changed in such a manner as to render these bylaws inconsistent therewith, then these
- 442 bylaws shall be amended within two (2) years of written notification of amendment of ACEP
- 443 Bylaws to eliminate said inconsistency.
- 444
- 445 **Section 5.** The Chapter adopted the latest revision to these current bylaws on _____.
- 446
- 447 **Section 6.** The College most recently approved these current bylaws on _____.
- 448
- 449

450 **ARTICLE XIII**

451 **MISCELLANEOUS**

- 452
- 453
- 454
- 455 **Section 1.** **Executive Director.** An Executive Director may be employed or contracted by the Board
- 456 for a term and at a stipend to be fixed by the Board. The Executive Director shall, under the
- 457 direction of the Board, perform such duties of the Secretary/Treasurer as may be assigned by
- 458 the Board. The Executive Director shall perform such other duties as the Board may
- 459 describe, by job description or otherwise, including but not limited to maintenance of
- 460 adequate and proper records of the Chapter; maintenance of an accurate record of the minutes
- 461 and transactions of the Annual Meeting, meetings of the Board and Executive Committee;
- 462 serve as official recording secretary of those bodies; supervision of any and all other
- 463 employees and agents of the Chapter, and exercise of such other powers, duties and
- 464 responsibilities as may from time to time be prescribed by the Board or these Bylaws. The
- 465 Executive Director shall serve as an ex-officio, non-voting member of the Board and all
- 466 Committees of the Chapter. The Executive Director shall be given an annual evaluation
- 467 utilizing the evaluation process approved by the Board of Directors.

468
469
470
471
472
473
474
475
476
477
478
479
480
481
482
483
484
485
486
487
488
489
490
491

- Section 2.** **Annual Report.** The Board shall, not later than ninety (90) days after the Annual Meeting, make available to the members an annual report on the status of the Chapter. The Board shall present a report to the members at the Annual Meeting on the financial condition of the Chapter.
- Section 3.** **Fiscal Year.** The fiscal year of the Chapter shall be determined by the Board.

ARTICLE XIV
ETHICS

- Section 1.** **Principles.** The Code of Ethics for Emergency Physicians, as endorsed and published by ACEP, shall be the ethical foundation of the Chapter.
- Section 2.** **Violation of Ethical Principles.** If any member is believed to have violated the Code of Ethics for Emergency Physicians, or to be otherwise guilty of conduct justifying censure, suspension, or expulsion from ACEP or the Chapter, any member may prefer charges against him or her in the form and manner specified in the Bylaws of ACEP.
- Section 3.** **Review.** The Board shall review or cause to be reviewed annually, the Code of Ethics for Emergency Physicians.