

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

**Chapter Bylaws
Adopted January 12, 2012
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ARTICLE I — NAME, OFFICE, and AGENT

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Name

Section 1 – This Association shall be a non-profit corporation organized under the laws of the State of Texas. 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 Texas College of Emergency Physicians (hereinafter referred to as the “Chapter”).

Principal Office

Section 2 – The principal office of the Chapter in the State of Texas shall be located at 2525 Wallingwood Drive, Bldg. 13-A, Austin, TX 78746 or at such other office, either within or outside the State of Texas, as the Board of Directors may determine or as the affairs of the Chapter may require from time to time.

Registered Office and Registered Agent

Section 3 – The Chapter shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical to such registered office, as required by the Texas Business Organizations Code. The registered office may be, but need not be, identical to the principal office of the corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II — MISSION and PURPOSE

Mission and Purpose

Section 1 – The Texas College of Emergency Physicians exists to promote quality emergency health care for all patients and to represent the professional interests of its Members. The purposes of this Association 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

Qualifications for Membership

Section 1 – The qualifications for Membership in the Chapter shall be consistent with those for Membership in the College.

Decisions Regarding Membership

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

Classes of Membership

Section 3 – Membership classifications and privileges in the Chapter shall be consistent with those designated by the College in its Bylaws.

Voting Privileges

Section 4 – Each Active, Life, or Honorary (former Active) Member with voting privileges as designated in the Bylaws of the College shall be entitled to one vote on each matter submitted to a vote of the Members, except that at an election for Directors every Active, Life, or Honorary (former Active) Member entitled to vote at such election shall have the right to vote for as many persons as there are Directors to be elected. Candidate Members shall be entitled to one vote on each matter submitted to a vote of the Members, except on voting for members of the Board of Directors. Candidate Members may only vote on their representative to the Board of Directors.

Transfer of Membership

Section 5 – Membership in the Chapter is not transferable or assignable.

ARTICLE IV — DUES and ASSESSMENTS

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Dues

Section 1 – Dues for the Chapter may be established and/or changed by two-thirds majority vote of the Board of Directors.

Assessments

Section 2 – Assessments may be levied by a majority vote of the Members voting at the Annual Meeting and then only if the recommendation for such assessment has been communicated in writing to the Membership at least thirty (30) days before the Meeting.

Failure to Pay Dues

Section 3 – Any Member whose Membership has been canceled for failure to pay dues or assessments shall not be eligible to vote or hold office.

ARTICLE V — MEETINGS of the MEMBERS

Annual Meeting

Section 1 – An Annual Meeting of the Members shall be held each year for the purpose of electing Directors and for the transaction of other business as may come before the Members. The time and place of the Annual Meeting shall be designated by the Board of Directors and announced not less than ten (10) nor more than sixty (60) days before the date so fixed. If the election of Directors shall not be held on the date designated for any Annual Meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a Special Meeting of the Members as soon thereafter as possible.

Notice of Chapter Meetings

Section 2 – The time and place of all Regular Chapter Meetings shall be communicated to the Members not less than ten (10) nor more than sixty (60) days before the date so fixed.

Quorum for Chapter Meetings

Section 3 – The Members present at any Meeting shall constitute a quorum at such Meeting and the act of a majority of the Members present at a Meeting shall be the act of the convened body.

Parliamentary Procedure

Section 4 – When not in conflict with these Bylaws, the parliamentary procedures outlined in the most recent edition of “Sturgis Standard Code of Parliamentary Procedure”, shall govern all Chapter Meetings.

Referenda

Section 5 – The Board of Directors or ten percent (10%) of the Chapter Membership may direct a referendum to the Members of the Chapter concerning any action of the Chapter, such referendum to be conducted by the Board of Directors within sixty (60) days of the request, and may be conducted by mail.

Special Chapter Meetings

Section 6 – 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 the Membership having voting rights. The time, place, and purpose(s) of Special Meetings will be communicated to the Members not less than ten (10) nor more than thirty (30) days before the date so fixed.

Place of Chapter Meetings

Section 7 – The Board of Directors may designate any place, either within or outside the State of Texas, as the location for any Annual or Special Meeting called by the Board of Directors. If no designation is made or if a Special Meeting be otherwise called, the place of the Meeting shall be the registered office of the Chapter in the State of Texas.

Informal Action by Members

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Section 8 – Any action required by law to be taken at a Meeting of the Members or any action which may be taken at a Meeting of the Members may be taken without a Meeting, if a consent in writing, setting forth the action so taken, shall be signed by all of the Members entitled to vote with respect to the subject matter thereof.

Proxies

Section 9 – No Member shall be entitled to vote by proxy on any matter submitted to a vote of the Members.

ARTICLE VI — BOARD of DIRECTORS

General Powers

Section 1 – The Board of Directors (hereinafter the “Board”) 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. The Board 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 affairs of the Chapter shall be managed and controlled by its Board of Directors.

Number and Qualifications of Board of Directors Members

Section 2 – Directors must be Active, Life, or Honorary (former Active) Members of the Chapter except that the Director representing Candidate Members will be a Candidate Member of the Chapter and the Director representing Medical Student Members will be a Medical Student Member of the Chapter. The Board shall consist of fifteen (15) Members to include eleven (11) Regular Members, one (1) Young Physician Member, one (1) Candidate Member, one (1) Medical Student Member, and the Immediate Past President of the Chapter, except that the Board may consist of only fourteen (14) Members when the Immediate Past President serves as a Member of the Board within his or her term as an elected Board Member. The number of Directors may be increased or decreased by consent of a two-thirds majority vote of Chapter members present and voting at the Annual Meeting provided such action item is duly placed on the agenda for that Annual Meeting. Upon approval by the Membership the Chapter Bylaws will be modified to reflect the number of Board members authorized by the voting Membership at the Annual meeting whereby said decision is rendered. The terms of office for all Directors shall begin at the close of the Annual Meeting at which they are elected and expire at the close of the Annual Meeting coincident with the terms of office as described below under Tenure of Directors (Section 9).

Regular Members of the Board

Section 3 – Eleven (11) Directors elected among the Active or Life Members of the Chapter shall hold office for three (3) years after their elections. They are joined by the Immediate Past President as defined above in Section 2.

Young Physician Member of the Board

Section 4 – A Young Physician Director defined as an Active Chapter Member less than forty (40) years of age or engaged in the active practice of Emergency Medicine for less than ten (10) years shall hold office for one year after his or her election.

Candidate Member of the Board

Section 5 – A Candidate Member Director defined as a Resident in good standing in an accredited Texas Emergency Medicine Residency Program shall hold office for one year after his or her election.

Medical Student Member of the Board

Section 6 – A Medical Student Member Director defined as a Medical Student in good standing in an accredited Texas Medical School who is active in his or her local Emergency Medicine Interest Group shall hold office for one year after his or her election. The Medical Student Member Director position is that of a non-voting Member of the Board.

Nomination of Director Candidates

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Section 7 – A Nominating Committee consisting of the Immediate Past President, President, and President-Elect is charged with presenting the best possible slate of Candidates for the Chapter Board of Directors by soliciting and screening nominations. This slate of Candidates must be accepted by simple majority vote of the Board at least sixty (60) days prior to the Annual Meeting. The final slate of Candidates shall be published and distributed to the Membership at least thirty (30) days prior to the Annual Meeting and include one or more nominations for each vacancy on the Board. Nothing herein shall be construed as preventing nominations for the Board from the floor at the time of the Annual Meeting.

Election of Directors

Section 8 – Board of Directors Members shall be elected by ballot by simple majority vote of the empowered Chapter Members present and voting at the Annual Meeting. All Chapter Active, Life, and Honorary (former Active) Members may vote for all open Board positions. All Chapter Candidate Members may vote for the Candidate and Medical Student Member Director positions only. All Medical Student Members may vote for the Medical Student Member Director position only. On an individual ballot voting Members must cast the same number of votes as the number of positions to be filled.

Tenure of Directors

Section 9 – No Regular Member Director may serve more than three (3) consecutive three-year terms with the exception of the President-Elect who shall remain a member of the Board through his or her term as Immediate Past President even if his or her regular term of office as a Director may have expired. The Young Physician Member Director, the Candidate Member Director, and the Medical Student Member Director shall serve no more than two (2) consecutive one-year terms in those positions. Young Physician, Candidate Member, and Medical Student Member Directors may succeed through more senior Board Member positions up to and including positions of Regular Member Directors if appropriately credentialed and elected to serve in that capacity at a later date.

Resignation of Directors

Section 10 – Any Director 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 by the resigning Director, at the time of acceptance thereof as determined by the President or the Board.

Removal from Office of Directors

Section 11 – Any Director may be removed from office by a three-quarters majority vote of the Chapter Members present at any Regular or Special Chapter Meeting. 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 at which the Director was initially elected to the Board. Signatures to the petition may be provided by any Active, Life, or Honorary (former Active) Member of the Chapter seeking removal of the Director in question. The requirement of no less than one-third of the *number* of voting Members referenced above does not refer to specific individuals that were recorded in attendance when the Director in question was first elected to the Board but rather to a numerical standard deemed sufficient to express confidence in the proposed recall action. Any vacancy created by a recall vote shall be filled by a majority vote of the Members present at the Meeting at which the recall occurs. Nominations for any vacancy created by a recall vote shall be accepted from the floor.

Vacancies on the Board of Directors

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Section 12 – Vacancies which occur on the Board for any reason, other than for a call or recall of votes, shall be filled by a Chapter Member whose credentials are appropriate to meet the requirements of the vacant Board member position for the remainder of the respective term. Selection of a Chapter Member to fill said vacancy will be by simple majority vote of the remaining Directors at a time and place determined by the President. Such vote shall be conducted in person by those Board Members present at a Special Meeting of the Board as called in accordance with the terms outlined below under Special Meetings of the Board of Directors (Section 15). Should a clear successor not appear due to a tie vote among Chapter Members seeking to fill the vacancy then the President will select the successor from among those Chapter Members under consideration who are tied in the vote.

Compensation to Directors

Section 13 – Directors shall not receive salaries for their services as Members of the Board. By resolution of the Board, Directors may be allowed a fixed sum for expenses directly related to attendance at Regular, Special, and Emergency Board Meetings. Directors may serve the Chapter in a capacity outside that of the regular duties of the Board which may include some form(s) of compensation.

Regular Meetings of the Board of Directors

Section 14 – A Regular Annual Meeting of the Board of Directors shall be held within 7 (seven) days following the conclusion of the Chapter Annual Meeting. At least three (3) additional Regular Board Meetings shall be held each year. The Board shall establish the time and place, either within or outside the State of Texas, that such Regular Board Meetings will occur. Board Members must be given no less than ten (10) days notice of all Regular Board Meetings scheduled. Regular Board Meetings are open to Chapter Members.

Special Meetings of the Board of Directors

Section 15 – Special Meetings of the Board of Directors may be called by or at the request of the President or one-third of the Directors in office at the time such meeting is considered. The person(s) authorized to call Special Meetings of the Board shall establish the time and place, either within or outside the State of Texas, that such Special Board Meetings will occur. Board Members must be given no less than ten (10) or more than thirty (30) days notice of all Special Board Meetings scheduled. Special Board Meetings may be declared open to Chapter Members at the discretion of the person(s) calling a given Special Meeting.

Emergency Meetings of the Board of Directors

Section 16 – Emergency Meetings of the Board of Directors may be called with simple majority consent of Board Members responding within two (2) business days to a request to proceed with such a Meeting. Any Board Member may request to call an Emergency Meeting by duly notifying the President and Chapter Executive Director in writing of a need to consider an Emergency Meeting for any time sensitive matter. Such notification should be delivered to the e-mail addresses of record at the time such Emergency Meeting is contemplated. The Chapter Office Staff shall be directed by the President and/or Chapter Executive Director to poll the remaining Board Members to determine the need for an Emergency Meeting. A simple majority of those Board Members responding by the end of the following business day will determine whether an Emergency Meeting will be scheduled. If approved, the Emergency Meeting will be scheduled by the President to convene within the following two (2) business days.

Notice of Meetings of the Board of Directors

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Section 17 – Notice of all Board Meetings shall be provided to Directors by the Chapter Office as outlined in Sections 14-16. Such notice shall be delivered by e-mail to the individual Directors at the address on file with the Chapter Office at the time such notice is given. Directors are expected to keep the Chapter Office informed as to their current individual e-mail addresses.

Quorum for Meetings of the Board of Directors

Section 18 – A simple majority of Directors shall constitute a quorum for the transaction of business at any Board Meeting.

Absence of Directors from Board Meetings

Section 19 – Absence from two (2) or more scheduled Board meetings per year by any Director shall be just cause for automatic Board review and simple majority vote on possible loss of Board Membership.

Chapter Executive Director

Section 20 – The Board of Directors is empowered to appoint and/or employ an Executive Director who will be directly responsible to the Board. The duties, responsibilities, and terms of employment shall be determined by the Board. The Executive Director shall be entitled to enter into any discussions but shall not be entitled to vote on matters of Chapter business.

ARTICLE VII — CHAPTER OFFICERS

Chapter Officers

Section 1 – The officers of the Chapter shall consist of a President, a President-Elect, a Treasurer, a Secretary, and the Immediate Past President. Officers shall be elected by the Chapter Board of Directors from its own Members. The Officers must be voting Members of the Chapter and no Officer shall hold more than one (1) Office simultaneously. The Officers of the Chapter shall be elected annually by the Board of Directors or succeed as outlined below under Election of Chapter Officers (Section 3).

Nomination of Chapter Officers

Section 2 – A Nominating Committee consisting of the Immediate Past President, President and President-Elect shall, at the Board Meeting that occurs within 7 (seven) days following the Annual Meeting, submit names from among the Members of the Board for the positions of President-Elect, Treasurer, and Secretary. Nominations from individual Directors are also allowed .

Election of Chapter Officers

Section 3 – Election of President-Elect, Treasurer, and Secretary shall be by simple majority vote of those Directors present and voting during the first Board Meeting following the Annual Meeting. The Offices of Immediate Past President and President shall be filled by the succession of the incumbent President and President-Elect respectively. Each Officer shall hold office until a successor is duly elected and qualified.

Tenure of Chapter Officers

Section 4 – Officers terms shall begin at the end of the Board Meeting immediately proximate to the Annual Meeting whereby they are elected or succeed to their respective Offices as outlined above under Election of Chapter Officers (Section 3). The Officers' terms of Office shall expire at the end of the Board Meeting immediately proximate to the following year's Annual Meeting.

Executive Committee

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Section 5 – The Chapter Officers shall constitute the Executive Committee which may conduct Chapter business as may be necessary between Board Meetings. Decisions and actions of the Executive Committee shall be submitted to, and ratified by, the Board of Directors at the first succeeding Board Meeting following such decisions and actions.

Chapter President

Section 6 – The Chapter President shall be the presiding officer of the Board of Directors, *ex officio* Member of all Committees, and shall preside at all Annual Meetings. If the President is absent from any meeting, the position of acting Chairman will be assumed by the President-Elect, Immediate Past President Treasurer, or Secretary in said order. The President is responsible for disclosure in contracts that the Chapter is a separate and distinct entity from the College. The President is responsible for ensuring adherence to College policy regarding use of the mark of the College. In the event of the death or resignation of the President during his or her term in office or if he or she for any reason be unable, unqualified, or unwilling to serve, the President-Elect shall succeed to the Office of President for the unexpired portion of the incumbent President's term. In the event of the death, resignation or incapacity of both the President and the President-Elect, the Board shall appoint one of its current Members to serve as President for the unexpired portion of the incumbent President's term.

Chapter President-Elect

Section 7 – In the absence of the President or in the event of the President's inability or refusal to act on matters of importance to the Chapter and its Members, the President-Elect shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The President-Elect shall perform such other duties as from time to time may be assigned to him by the President or Board of Directors. The President-Elect shall succeed to the Office of President at the expiration of the incumbent President's term as provided above under Tenure of Chapter Officers (Section 4).

Chapter Treasurer

Section 8 – The Treasurer shall deposit or cause to be deposited all monies and other valuable property in the name and to the credit of the Chapter; shall disburse the funds of the Chapter as may be ordered by the Board of Directors; shall render to the Board, whenever requested, an account of all the financial transactions and report on the financial condition of the Chapter. Any of the duties of the Treasurer may, by approval of the Board, be assigned to the Executive Director.

Chapter Secretary

Section 9 – The Secretary shall keep or cause to be kept adequate records of the transactions and Meetings of the Board and Chapter. The Secretary shall from time to time review the Chapter Bylaws to ensure their content effectively represents the interests and expectations of the Membership and Chapter and that the Chapter Bylaws are consistent with the principles outlined in the Bylaws of the College.

Chapter Immediate Past President

Section 10 – The Immediate Past President shall remain a member of the Board of Directors for a period of one (1) year following his or her term as President, or until such time as his or her regular term as a Director shall expire, whichever is longer.

Resignation of Chapter Officers

Section 11 – A Chapter Officer may resign from Office by giving written notice to the President or the Board of Directors. Such resignation shall take effect at the time specified within said written notice, or if no time is specified by the resigning Officer, at the time of acceptance thereof by the President or the Board. Resignation by an Officer from that position shall not result in automatic resignation from the Board of Directors if there is time remaining in his or her term as a Regular Director.

Removal of Chapter Officers

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Section 12 – An Officer may be removed from Office by a three-quarters majority vote of the Board of Directors whenever in its judgment the best interests of the Chapter would be served thereby.

Vacancies on the Executive Committee

Section 13 – A vacancy in any Office except President due to death, resignation, disqualification or otherwise, may be filled by the appointment of a Member of the Board by a simple majority vote of the remaining Directors for the unexpired portion of the vacant position term.

ARTICLE VIII — CHAPTER COUNCILLORS and ALTERNATE COUNCILLORS

Number and Tenure of Councillors and Alternate Councillors

Section 1 – The Chapter shall be represented at all meetings of the Council of the American College of Emergency Physicians. The Chapter shall have the number of Councillors as determined by Article VIII Section 1 of the College Bylaws. Councillors shall be elected as defined below under Election of Councillors (Section 5). A number of Alternate Councillors not to exceed twice the number of Councillors will be appointed as indicated below under Appointment of Alternate Councillors (Section 6). Councillors shall be elected to two (2) year terms which shall be staggered so approximately one-half of the Councillors are elected annually. Councillors may serve unlimited consecutive terms. Alternate Councillors shall be appointed annually by the Board and may serve unlimited consecutive terms.

Chapter Delegation President

Section 2 – The Chapter President shall serve as a Councillor during his or her entire term in that Office. The President shall preside over the Chapter Delegation to the Council of the College.

Nomination of Councillors

Section 3 – A Nominating Committee consisting of the Immediate Past President and President-Elect is charged with presenting the best possible slate of candidates for Councillor positions by soliciting and screening nominations. Candidates for Councillor must be Active or Life Members of the Chapter and must have served at least two (2) years as Councillor or Alternate Councillor to be considered by the Nominating Committee. The report of the Councillor Nominating Committee shall be published and distributed to the Membership at least thirty (30) days before the Annual Meeting and include one or more nominations for each Councillor vacancy. Nothing herein shall be construed as preventing nominations for Councillor from the floor at the time of the Annual Meeting provided nominees meet the qualifications herein stated.

Nomination of Alternate Councillors

Section 4 – A Nominating Committee consisting of the Immediate Past President and President-Elect is charged with presenting the best possible slate of candidates for Alternate Councillor positions by soliciting and screening nominations from Members of the Chapter. The report of the Alternate Councillor Nominating Committee shall be presented to the Members of the Board for discussion and adoption at its first Regular Board Meeting following the Chapter Annual Meeting.

Election of Councillors

Section 5 – Election of Councillors shall be by simple majority vote of those Active and Life Chapter Members present during the Annual Meeting.

Appointment of Alternate Councillors

Section 6 – Appointment of Alternate Councillors shall be by simple majority vote of those Board Members present during the first Regular Meeting of the Board following the Chapter Annual Meeting.

Section 7 – Councillors shall represent the Chapter at all Council Meetings of the College. If unable to attend a Council Meeting it will be the responsibility of individual Councillors to provide an Alternate Councillor with the appropriate information to serve in his or her place. A Councillor unable to attend a Council Meeting must notify the Chapter President and/or Chapter Executive Director immediately upon recognition that he or she is unable to attend. Alternate Councillors are expected to attend Council Meetings and be prepared to serve as a Councillor in the event of the absence of one or more Councillors.

ARTICLE IX — CHAPTER COMMITTEES

Chapter Committee Rules

Section 1 – Chapter Committees shall be governed by the most current edition of “Sturgis Standard Code of Parliamentary Procedure” and may adopt such rules for their individual Committee governance that are consistent with the Chapter Articles and Bylaws or with any other rules adopted by the Board of Directors.

Authority of Chapter Committees

Section 2 – Actions of all Chapter Committees shall at all times be advisory to, and subject to the authority of the Board of Directors and Executive Committee as provided in these Bylaws.

Appointments to Chapter Committees

Section 3 – The President may appoint such Committees as are deemed necessary to facilitate the business of the Chapter. The President shall appoint individual Chapter Members to one or more Chapter Committees. Individual Committee Members shall actively participate in the affairs of all Committees to which they are appointed. The President shall be an *ex-officio* member of all Chapter Committees.

Tenure of Chapter Committee Members

Section 4 – Individual Committee Members shall continue as such until the first Board Meeting following Annual Meeting unless said Committee Member resigns or is removed from his or her position within a given Chapter Committee or the Committee is terminated.

Chapter Committee Chair

Section 5 – One Member of each Committee shall be appointed by the President to Chair that Committee. The Committee Chair shall be responsible for organizing his or her Committee and will formally report that Committee’s activities to the Board and Executive Committee at all Board Meetings. The Chair shall be available to report to individual Board and Executive Committee Members when asked to provide updates regarding Committee activities.

Resignation of Chapter Committee Members

Section 6 – A Chapter Committee Member may resign from his or her Committee(s) by giving written notice to the President or the Board of Directors. Such resignation shall take effect at the time specified within said written notice, or if no time is specified by the resigning Committee Member, at the time of acceptance thereof by the President or the Board.

Removal of Chapter Committee Members

Section 7 – Any Committee Member may be removed from his or her position within a Chapter Committee by a simple majority vote of the Board Members present at any Board Meeting provided the President has placed such item on the agenda for that Meeting.

Vacancies on Chapter Committees

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Section 8 – Vacancies on Chapter Committees shall be filled at the discretion of the President and in the same manner as described above under Appointments to Chapter Committees (Section 3).

Notice of Meetings of Chapter Committees

Section 9 – Notice of all Chapter Committee Meetings shall be provided with at least fifteen (15) days notice to Committee Members at the direction of the Committee Chair. Such notice shall be delivered to the individual Committee Members at the address on file with the Chapter Office at the time such notice is given. Committee Members are expected to keep the Chapter Office informed as to their current individual address(es) and preference for electronic versus non-electronic delivery.

Quorum for Meetings of Chapter Committees

Section 10 – Committee Members in attendance at any Meeting of a given Committee shall constitute a quorum and the act of a majority of those Members present at said Meeting shall be the act of the Committee.

ARTICLE X — VOTING

Voting Process

Section 1 – Voting for Directors, Officers, and Councillors must be in person as outlined in Articles VI, VII, and VIII above. Voting on any matter, with the exception of the election of Directors, Officers, and Councillors may be conducted in person or by mail, e-mail, or conference call. Proxy voting is prohibited.

ARTICLE XI — INDEMNIFICATION

Indemnification of Members, Directors, and Officers

Section 1 – The Chapter will, by resolution of the Board of Directors, provide for indemnification by the Chapter of any current or former Member, Director, or Officer 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 Members, Directors, or Officers of the Chapter, except in relation to matters as to which such current or former Member, 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 — CHAPTER BYLAWS and AMENDMENTS

Effective Date

Section 1 – The Chapter Bylaws and Amendments thereto shall become effective upon approval by the Board of Directors of the College.

Chapter Bylaws Committee

Section 2 – The Chapter Board of Directors will from time to time appoint a Bylaws Committee to develop and review Chapter Bylaws and proposed Amendments thereto. A Member of the Executive Committee will serve as Chairman of the Bylaws Committee. The Executive Committee will select one of its Members to represent the Chapter in this effort and upon approval by the Board the selected Member will carry out the duties of Bylaws review and revision as assigned by the Board. Chapter Directors shall serve as Committee Members. The President may appoint additional Chapter Members to the Bylaws Committee.

Development of Bylaws and Amendments

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Section 3 – The Bylaws Committee will develop and amend the Chapter Bylaws as directed by the Board.

Chapter Ratification of Bylaws and Amendments

Section 4 – Bylaws and Amendments thereto shall be distributed to the Chapter Members for their consideration and approval during the Annual Meeting. The Chapter Secretary shall cause to have the Bylaws and/or Amendments distributed to Chapter Members at least sixty (60) days prior to the Annual Meeting when new or revised Bylaws are under consideration. The Bylaws Committee Chair shall address the Chapter, Board, and Executive Committee Members during the Annual Meeting and seek ratification of Bylaws and/or Amendments placed on the agenda for that Annual Meeting.

College Ratification of Chapter Bylaws and Amendments

Section 5 – Within thirty (30) days of Member ratification of Chapter Bylaws and Amendments the Chapter Secretary will submit a copy to the College in a format and manner designated by the College for review by its Bylaws Committee. Chapter Bylaws and Amendments shall become effective upon ratification by the College Board of Directors. Chapter Bylaws and Amendments may be referred back from the College to the Chapter for further clarification or deletion within ninety (90) days of receipt by the College. If no objection is forthcoming by the College within said ninety (90) days the Bylaws and/or Amendments may be adopted by the Chapter Board of Directors.

Chapter and College Bylaws Congruency

Section 6 – Chapter Bylaws must at all times be consistent with the Bylaws of the College. Should the College Bylaws be modified in such a manner as to render Chapter Bylaws inconsistent then these Bylaws shall be changed immediately to restore consistency with those of the College.

Chapter Bylaws Most Recent Revision

Section 7 – The most recent revision to these Chapter Bylaws was adopted April 21, 2012.

ARTICLE XIII — CHECKS, DEPOSITS and FUNDS

Checks and Drafts

Section 1 – All checks, drafts and/or orders of payment of monies, notes or other evidences of indebtedness issued in the name of the Chapter shall be signed by such Officer(s) or Agent(s) of the Chapter and in such manner as shall from time to time be determined by vote of the Board of Directors.

Deposits

Section 2 – All funds of the Chapter shall be deposited from time to time to the credit of the Chapter in such banks, trust companies or other appropriately recognized and licensed depositories as the Executive Committee may select.

Gifts

Section 3 – The Board of Directors may accept on behalf of the Chapter any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Chapter.

ARTICLE XIV — CHAPTER FISCAL YEAR

Chapter Fiscal Year

Section 1 – The fiscal year of the Chapter shall begin on the first day of July and end on the last day in June annually.

ARTICLE XV —CHAPTER SEAL

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Chapter Seal

Section 1 – The Board of Directors shall provide a Corporate Seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Chapter and the words "Corporate Seal of the Texas Chapter of the American College of Emergency Physicians".

ARTICLE XVI — WAIVER of NOTICE

Waiver of Notice

Section 1 – Whenever any notice is required to be given under the provisions of the Texas Business Organizations Code or under the provisions of the Articles of Incorporation or the Bylaws of the Chapter, a waiver thereof in writing signed by the person(s) entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVII — RECORDS

Inspection of Records

Section 1 – The Chapter shall retain correct and complete books and records of account and shall also keep minutes of the proceedings of its Members and Board of Directors. All books and records of the Chapter may be inspected by any Member or his or her Agent or Attorney for any proper purpose at any reasonable time and shall be produced at any time when requested by the demand of ten percent (10%) of the Members at any Annual Meeting. Demands of inspection, other than at a Meeting of the Members, shall be in writing and addressed to the attention of the President or Secretary of the Chapter.

Financial Records

Section 2 – The Chapter shall maintain true and accurate financial records with respect to all financial transactions of the Chapter, including all income and expenditures in accordance with generally accepted accounting practices.

Annual Financial Report

Section 3 – The Treasurer shall prepare a report of the financial activity of the Chapter for the preceding fiscal year and present said report to the Board of Directors for their approval.