

1 **ARIZONA COLLEGE OF EMERGENCY PHYSICIANS, INC.**

2 **BYLAWS**

3 **Article I**

4 **Section 1**

5 ~~This association shall be a non-profit corporation organized under the laws of the State of Arizona. As~~
6 ~~chartered by the American College of Emergency Physicians (hereinafter the "College"), this association~~
7 ~~is a recognized Chapter of the American College of Emergency Physicians and shall be called the Arizona~~
8 ~~College of Emergency Physicians (hereinafter the "Chapter") or AzCEP.~~

9 ~~This association is a non-profit corporation organized under the laws of the State of Arizona. Having~~
10 ~~received a charter from the American College of Emergency Physicians (hereinafter "The College"), the~~
11 ~~corporation is a chapter of the College and called the Arizona College of Emergency Physicians~~
12 ~~(hereinafter the "Chapter") or AzCEP.~~

Commented [TBT1]: Per Model Chapter Bylaws (MCB) & more succinct.

13 **Article II**

14 **MISSION, PURPOSE, AND OBJECTIVES**

15 ~~The purposes of the Chapter shall be those set forth in the Bylaws of the College and in the Chapter's~~
16 ~~Articles of Incorporation.~~

17 ~~The mission, purpose, and objectives of the Chapter are those set forth in the Bylaws of the College and~~
18 ~~in the Chapter's Articles of Incorporation.~~

Commented [TBT2]: Per MCB & more succinct.

19 **Article III**

20 **MEMBERSHIP**

21 **Section 1 - Qualifications**

22 The qualifications for membership in the Chapter shall be consistent with those for membership in the
23 College.

24 **Section 2 – College Authority**

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

27 ~~The College shall act on all membership applications, classification changes, suspensions, cancelations,~~
28 ~~and expulsions.~~

Commented [TBT3]: Per MCB & more succinct.

29 **Section 3 - Classes**

30 Membership classifications and ~~rights privileges~~ in the Chapter shall be consistent with those designated
31 by the College in its Bylaws. ~~Candidate members~~ may not hold elected ~~Chapter~~ office, but may vote in
32 Chapter elections and on committees on which they serve.

Commented [TBT4]: Per MCB

Commented [TBT5]: Comment for Bylaws Committee: There are appointed Resident (Candidate) Board members as noted in Art VI, Sec 9, but they are not "elected. In AZ, residents & med students are not eligible to hold an office otherwise. Stating "elected office" is to differentiate the two. This is the only exception, so stating "unless otherwise" is not necessary.

33 **Section 4 – Access to Records**

34 ~~The Chapter shall make available to a member, or the agent or attorney of a member, at a reasonable~~
35 ~~time and at a reasonable place, records of the Chapter in accordance with jurisdictional law.~~

Commented [TBT6]: As per MCB

36 ~~Records of the Chapter shall be made available during business hours for inspection to members within~~
37 ~~thirty (30) days of request. Such inspection may be made by the member, agent or attorney and shall~~
38 ~~include the right to make extracts thereof. Demand of inspection, other than at a meeting of the~~
39 ~~members, shall be in writing to the President or the Secretary of the Chapter.~~

Commented [TBT7]: Previous language is verbose & includes unnecessary detail.

Section 5 – Cancellation/Limitation of Member Rights and Privileges

41 The College has the sole right to cancel membership in the College for reasons described in the College
42 Bylaws, including nonpayment of chapter dues and mandatory chapter assessments, and thereby all
43 related chapter memberships.

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

Commented [TBT8]: Added per MCB

Article IV

DUES AND ASSESSMENTS

Section 1 - Dues

49 Dues for the Chapter shall be determined annually by the Chapter Board of Directors (hereinafter the
50 "Board") for the ensuing year.

Section 2 - Assessments

52 Special assessments may not be levied except upon recommendation of the Board and by a majority of
53 ~~legal votes cast~~ ~~vote~~ ~~(hereinafter "vote")~~ of the membership voting at the Annual Chapter Meeting.
54 Notice of such recommendation shall be communicated in writing to each voting member at least thirty
55 (30) days before the meeting.

Commented [TBT9]: Comment for Bylaws Committee: The MCB requires all references to voting to state "a majority of legal votes cast". IMO, this is unnecessary, but in compliance, will state it once here & define all future references as such.

Section 3

57 ~~Members not in good standing due to failure to pay dues, assessments, or other reason shall forfeit all~~
58 ~~rights and privileges at the chapter level.~~

Commented [TBT10]: Now covered in Art III, Sec 5.

Article V

MEETINGS OF THE MEMBERSHIP

Section 1 - Annual and Regular Meetings

62 An annual meeting of the Chapter membership shall be held at such place and time as determined by
63 the Board. At the Annual Chapter Meeting, members shall hold elections for the Board, Chapter officers
64 and Councillors, and transact such other business as may properly be brought before the meeting.
65 Additional regular Chapter meetings may be held as determined by the Board. ~~Voting at all meetings of~~
66 ~~the Chapter shall be in person, by proxy, or by conference call, except for absentee ballots for elections~~
67 ~~outlined in Article X, Section 1.~~

Commented [TBT11]: Moved to Art X, Sec 1 Voting.

Section 2 - Special Meetings

69 Special Chapter meetings may be held as determined by the Board or executive committee or initiated
70 by a petition stating the purpose which is signed and dated by at least ten (10) percent of the
71 membership and delivered to a Chapter officer. Notice of special meetings shall be communicated in
72 writing to ~~the last recorded address of~~ each member at least ten (10) days but not more than sixty (60)

Commented [TBT12]: Covered elsewhere

73 days before the appointed time of the meeting. Such notice shall clearly state the purpose, date, time
74 and location of such meeting.

75 **Section 3 - Quorum**

76 A minimum of three (3) members present or represented by proxy at any duly called meeting of the
77 Chapter shall constitute a quorum.

78 **Section 4 - Parliamentary Authority**

79 Parliamentary authority for all meetings, except when in conflict with the Chapter, Articles of
80 Incorporation or these bylaws, shall be the most recent edition of American Institute of
81 Parliamentarians' Standard Code of Parliamentary Procedure.

82 **Section 5 -Notice**

83 ~~Written notice~~ of the Annual and other regular Chapter meetings shall be communicated in writing
84 ~~to mailed to the last recorded address of~~ each member at least thirty (30) days, but not more than sixty
85 (60) days before the meeting date and shall include the date, time, ~~and location,~~ and identify methods of
86 voting to be used.

87 **Section 6- Remote Communication Technology**

88 Any meeting of the membership and any actions taken, including voting, may be conducted using
89 remote communication technology in accordance with jurisdictional law.

90 **Article VI**

91 **BOARD OF DIRECTORS**

92 **Section 1 - Powers**

93 The Board shall have supervision, control, and direction of the affairs of the Chapter, shall determine its
94 policies or changes therein within the limits of these bylaws and Articles of Incorporation, shall actively
95 pursue its purposes, and shall have discretion in the disbursement of its funds. It may adopt such rules
96 and regulations for the conduct of ~~its the~~ business of the Chapter as shall be deemed advisable and may,
97 in the execution of the powers granted, appoint such agents as it may consider necessary.

98 The act of a majority of directors present at a duly called meeting, at which a quorum exists, is the act of
99 the Board, unless the Articles of Incorporation or these bylaws require the act of a greater number.

100 The fiscal year of the Chapter shall be determined by the Board.

101 ~~All checks, drafts, negotiable instruments and evidence of indebtedness including debentures and bonds~~
102 ~~shall be signed and/or countersigned as the Board may from time to time determine. In the absence of~~
103 ~~such determination such instrument shall be signed by the Treasurer and countersigned by the President~~
104 ~~or other officer if the President is not available or also serves as Treasurer.~~

105 Unless otherwise restricted by the articles of incorporation or these bylaws, any action required or
106 permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a
107 meeting, if all members of the Board or committee, as the case may be, consent thereto in writing, and
108 the writing or writings are filed with the minutes of proceedings of the Board or committee.

Commented [TBT13]: ARS§10-3141. Notice
B. Notice may be communicated in person, by telephone, telegraph, teletype, fax, **electronic transmission** or other form of wire or wireless communication, or by mail or private carrier. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published or by radio, television or other form of public broadcast communication.

Commented [TBT14]: ARS§10-3707
F. After providing notice that complies with subsection G of this section to members that a vote shall be conducted by electronic means, a written ballot may be delivered through an online voting system that does all of the following:
1. Authenticates the member's identity.
2. Authenticates the validity of each electronic vote to ensure that the vote is not altered in transit.
3. Transmits a receipt to each member who casts an electronic vote.
4. Stores electronic votes for recount, inspection and review purposes.
G. The notice prescribed by subsection F of this section shall include a reasonable procedure by which a member may obtain and cast a ballot through some other form of delivery, including United States mail delivery and fax transmission.

Commented [TBT15]: Unnecessary

Commented [TBT16]: Moved to Treasurer Duties section

Commented [TBT17]: Comment for Bylaws Committee:
This allows, for example, the Board to make a decision via an email without holding a meeting.

109 **Section 2 – Composition**

110 The Board shall be composed of the Chapter officers, Councillors, one (1) residency representative
111 ~~position~~ for each emergency medicine residency program in the state and not fewer than four (4) or
112 more than twenty-four (24) elected Board members. ~~At a special meeting called for the purpose or at a~~
113 ~~regular Chapter meeting, the number of directors may be increased within the limits prescribed by these~~
114 ~~bylaws and additional directors elected to fill vacancies resulting from such increase.~~

115 ~~Members appointed by the Board to fill~~ appointed residency representatives positions must be candidate
116 ~~members of the College, must be a resident in the program they represent, shall serve approximately~~
117 ~~one (1) year terms, and shall be voting members of the Board. The Board may appoint more than one~~
118 ~~individual to contemporaneously fill~~ serve in a residency representative position; however each position
119 shall have only one vote. The terms of residency representatives shall begin on the date of their
120 appointment and shall end upon adjournment of the next Annual Meeting.

121 **Section 3 – Election and Terms**

122 The elected directors shall be ~~elected~~ from among Chapter regular members by a majority vote of
123 Chapter members voting ~~either in person or by absentee ballot (as described in Article X, Section 1)~~ at
124 the Annual Chapter Meeting.

125 Each elected director shall be elected for a term of approximately two (2) years and term shall begin
126 immediately following adjournment of the Annual Meeting at which their elections occur and shall end
127 upon adjournment of the second Annual Meeting held during their term.

128 **Section 4 – Nomination and Balloting**

129 ~~At least ninety (90) days prior to the Annual Meeting the President will appoint the President Elect as~~
130 ~~chair and up to an additional 5 members to a nominating committee consisting, as far as practical,~~
131 ~~members representing all geographical areas within the Chapter's jurisdiction.~~ At least forty-five (45)
132 days prior to the scheduled elections, the Nominating Committee shall present one or more nominations
133 for ~~each vacancy on the open~~ Board positions and other elected offices of the Chapter. ~~Nominees~~
134 Candidates for office shall be regular members in good standing.

135 If a ~~nominee candidate~~ for any office is eligible to run for a consecutive succeeding term, but has not
136 attended a minimum of 50% of the Board meetings during his\her current term, he\she is not eligible to
137 be nominated by the Nominating Committee.

138 Nothing herein shall be construed as preventing nominations from the floor, which require a second,
139 prior to nominations being closed.

140 ~~Balloting procedures shall be determined by the Board. Ballots will include the names of all those~~
141 ~~nominated by the Nominating Committee with additional space to write in floor nominations. A valid~~
142 ~~ballot may include votes for up to the maximum number of open positions. Nominees receiving the~~
143 ~~highest number of legal votes cast, with a minimum of a majority, are elected to fill up to the maximum~~
144 ~~number of open positions. In the event no nominee attains a majority, the nominee with the lowest~~
145 ~~number of votes is dropped from successive ballots. In the event of a tie that affects the outcome, a~~
146 ~~runoff with those nominees will determine the outcome.~~

Commented [TBT18]: Comment for Bylaws Committee: MCB includes "All directors have the right to vote as directors." That goes without saying. Officers & "Councillors" (i.e. NOT including "Alternate Councillors" since that is not stated) ARE Directors, ergo vote.

Commented [TBT19]: Comment for Bylaws Committee: Voting rights are covered in Sec 9. Fellows do not have a dedicated position on the Board & cannot serve in elected leadership as a Candidate member.

Commented [TBT20]: Unnecessary

Commented [TBT21]: Comment for Bylaws Committee: Large range yes, it's always been this way. Although intuitive, clarified "elected Board members" total = 24 as Officers & Councillors are not included in this number. Residents are appointed (ergo Art III, Sec 3 does not impact) & have the right to vote authorized in Sec 9.

Commented [TBT22]: Unnecessary & covered elsewhere.

Commented [TBT23]: Now covered by various voting methods, including electronic voting. See Art V, Sec 6.

Commented [TBT24]: Comment for Bylaws Committee: "Elected Directors" are not Officers or Councillors, which are ex officio Board members. This section ONLY deals with "elected Board members". Terms for all others are addressed elsewhere. It's "approximately two years because the annual meeting occurs are different times. There are no term limits. Never have been.

Commented [TBT25]: Moved to Art IX, Sec 2.

Commented [TBT26]: Clarified so as not to require nominations for all 24 Board positions.

Commented [TBT27]: Comment for Bylaws Committee: This section ONLY applies to elected Board members which can vary between 4-24. So the usual balloting methods do not really work. Any nominee that gets a majority of votes is elected. If they do not, there may be a position left open. But as long as there are 4 elected board members it's not an issue. Added language to clarify other issues.

147

Section 5 - Meetings

148 The Board shall meet at least three (3) times annually with one meeting to be held within ninety (90)
149 days following the ~~Chapter's~~ Annual Meeting. Regular meetings of the Board may be held at such time
150 and place as determined by the Board; may be conducted by remote communication
151 technology telephone conference call or other electronic medium; and a quorum shall be one-third (1/3)
152 of all directors in office immediately before the meeting. Notice of regular Board meetings shall be
153 communicated in writing at least ten (10) days in advance of such meetings. Special meetings of the
154 Board may be called by written request delivered to the President or Secretary by any two directors or
155 individually by the President or the Secretary and require no less than 48 hours' notice to each director,
156 ~~either in person or by telephone.~~

Commented [TBT28]: Unnecessary. Covered elsewhere.

157

Section 6 - Removal

158 Any elected or appointed director, officer, Councillor or Alternate Councillor may be removed ~~without~~
159 ~~cause~~ from office without cause by a two-thirds (2/3) vote of the members voting at any Chapter
160 meeting. A special meeting held for the purposes of removal must be initiated by a majority vote of the
161 Board or a petition signed by no less than one-third of the number of members voting at the meeting at
162 which the director was elected.

Commented [TBT29]: Comment for Bylaws Committee: The Board appoints Resident Directors. This section is to group them with "elected directors" with regard to removal. Other of Officers & Councillors are referenced back to this section for brevity sake.

163 Any elected or appointed director, officer, Councillor, or Alternate Councillor may be removed after two
164 (2) consecutive absences from Board meetings, or for other just cause, by a three-quarters (3/4) vote of
165 the entire Board. Extenuating circumstances shall be considered on a case by case basis by the Board.

Commented [TBT30]: Comment for Bylaws Committee: Officers & Councillors are members of the board by virtue of that elected position. If removed as an officer or Councillor, they lose their board position. Different from other chapters, AZ Councillors are not elected board members.

166 Filling a vacancy created by removal ~~shall may~~ be done at the meeting where the removal occurs;
167 nominations shall be accepted from the floor; will use balloting procedures outlined in Article VI, Section
168 4; and the candidate will be elected for the remainder of the unexpired term.

Commented [TBT31]: Replacement does not need to be mandatory, since the Board size is flexible.

169

Section 7 - Resignation

170 ~~Any director may resign at any time by delivering written notice to the President or Board. Such~~
171 ~~resignation shall take effect at the time specified therein, or if not specified, at the time of delivery.~~
172 ~~Any director may resign at any time by giving written notice to the President or to the Board.~~
173 ~~Resignation takes effect immediately or at the time specified therein.~~

Commented [TBT32]: Per MCB & more succinct.

174

Section 8 -Vacancies

175 Vacancies which occur on the Board for any reason other than a removal may be filled by a majority vote
176 of the remaining directors for the remainder of the respective unexpired term.

177

~~**Section 9 - Residency Representatives**~~

178 ~~Members appointed by the Board to fill residency representative positions must be candidate members~~
179 ~~of the College, must be a resident in the program they represent, shall serve approximately one (1) year~~
180 ~~terms, and shall be voting members of the Board. The Board may appoint more than one individual to~~
181 ~~contemporaneously fill a residency representative position; however each position shall have only one~~
182 ~~vote. The terms of residency representatives shall begin on the date of their appointment and shall end~~
183 ~~upon adjournment of the next annual meeting.~~

Commented [I133]: This should be placed in Sections on Composition and Terms.

184

Section 9- Remote Communication Technology

185 Any meeting of the Board and any actions taken, including voting, may be conducted using remote
186 communication technology in accordance with jurisdictional law. Board members attending a scheduled
187 in-person Board meeting via remote communications technology shall be considered present and as if
188 attending in person.

189 Article VII

190 OFFICERS

191 Section 1 - Composition

192 The elected officers of the Chapter shall be the President, President-Elect, Secretary, Treasurer, and
193 Immediate Past-President and shall be voting ex-officio members of the Board.

194 Any number of offices, except offices of President and Secretary, may be held by the same person, but in
195 no instance shall an officer have more than one vote. The Board may designate one or more Vice-
196 Presidents, Assistant Secretaries, and Assistant Treasurers, however, such designees are not officers of
197 the Chapter.

198 Section 2 – Nomination, Election and Term

199 The officers of the Chapter shall be regular members in good standing and elected by majority vote of
200 members voting either in person or by absentee ballot (as described in Article X, Section 1) at the Annual
201 Chapter Meeting. Nomination and balloting for elected officer positions shall follow the same process
202 outlined in Article VI, Sections 4.

203 Officers shall serve for a term of approximately one (1) year or until their respective successors are
204 elected. The terms of newly elected officers shall begin immediately following adjournment of the
205 Annual Meeting at which their elections occur and shall end upon adjournment of the next Annual
206 Meeting. Officers may serve unlimited consecutive terms in the same office; and in the case of the
207 President, the President-Elect must agree to relinquish or continue to serve in that position. Elected
208 officers shall not be eligible to serve simultaneously as an elected director, and election as an officer
209 shall be interpreted as giving immediate notice of resignation as an elected director.

210 Section 3 - Duties of Officers

211 A. The President, or in his/her absence the President-Elect or a Vice-President or the President's
212 designee (in that order), shall preside over all Chapter and Board meetings. The President shall be an
213 a non-voting ex-officio member of all committees. The President or designee shall be responsible for
214 ensuring that Chapter contracts with third parties contain a provision disclosing the fact that the
215 Chapter is an entity separate and distinct from the College and for ensuring that the Chapter adheres
216 to the policy governing the use of the mark of the American College of Emergency Physicians. If for
217 any reason the office of President becomes vacant, the President Elect shall succeed to the office of
218 President for the remaining unexpired term. In the event offices of both President and President-Elect
219 become vacant simultaneously, the Board shall elect a President for the remaining unexpired term.

220 B. The President-Elect shall preside over Chapter and Board of Directors' meetings in the absence of the
221 President. The President-Elect shall automatically assume the office of President when vacated, and if
222 necessary, if the office of President is vacated before expiration of the President Elect's term, the

Commented [TBT34]: ARS§10-3707.

F. After providing notice that complies with subsection G of this section to members that a vote shall be conducted by electronic means, a written ballot may be delivered through an online voting system that does all of the following:
1. Authenticates the member's identity.
2. Authenticates the validity of each electronic vote to ensure that the vote is not altered in transit.
3. Transmits a receipt to each member who casts an electronic vote.
4. Stores electronic votes for recount, inspection and review purposes.

G. The notice prescribed by subsection F of this section shall include a reasonable procedure by which a member may obtain and cast a ballot through some other form of delivery, including United States mail delivery and fax transmission.

Commented [TBT35]: Comment for Bylaws Committee: Comports with state statute.

Commented [TBT36]: Comment for Bylaws Committee: I was AzCEP "Vice-President for Public Affairs" for 15 years. It's a common business practice. The VP in this context is not in line for the Presidency.

Commented [TBT37]: To address this unlikely event. In the past, a President served a consecutive term because the P-E resigned & a new P-E was elected.

Commented [TBT38]: Comment for Bylaws Committee: Please understand that an "elected director" is a different type of director than Officers & Councillors, who are deemed to be Directors & thereby have a vote. This is different than some other bylaws that do not deem such as directors, per se.

Commented [TBT39]: Comment for Bylaws Committee: Officers & Councillors do not consume a Board position that someone else might wish to hold.

Commented [TBT40]: Comment for Bylaws Committee: Yes, "The President can simply designate someone to preside in their absence." Note, this option is pretty far down the list.

Commented [TBT41]: Clarification

Commented [TBT42]: Redundant

223 ~~President-Elect shall serve as-out President for the remainder of the prior President's term-that~~
224 ~~presidential term plus his\her own subsequent term as President.~~

Commented [TBT43]: Clarification & word efficiency.

225 C. There may be as many Vice-Presidents as determined by the Board and they shall perform such duties
226 as may be assigned to them. Any one of the Vice-Presidents, as authorized by the Board, shall have all
227 the powers and perform all the duties of the President in case of the temporary absence of the
228 President and President-Elect or in case of their temporary inability to act.

Commented [TBT44]: Comment for Bylaws Committee:
See above. These are "designated" by the Board, aka
appointed. See Art VII, Sec 1

229 D. The Secretary shall assure that minutes are kept for all duly called meetings, to include but not limited
230 to, Chapter meetings, Board meetings, and committee meetings. ~~The Secretary shall be the custodian~~
231 ~~of the corporate seal and shall affix it to all proper instruments when deemed advisable.~~ The
232 Secretary shall give or cause to be given required notices of all meetings of the members and Board.
233 The Secretary shall have charge of all the books and records of the Chapter and such other duties as
234 may be assigned.

Commented [TBT45]: We do not have a Corporate Seal.
Never have to my knowledge.

235 E. There may be Assistant Secretaries, as designated by the Board, to perform whatever functions may
236 be assigned to them. No Assistant Secretary shall have power or authority to collect, account for, or
237 pay over any tax imposed by any federal, state or city government.

Commented [TBT46]: Comment for Bylaws Committee:
Not Board members since not listed in Art VI, Sec 2. This may
be a (legacy?) state requirement, since it involved taxes.
Since Art VII, Sec 1 creates the position, state statute may
limit their duties. In AZ, corporations are required to have a
President & a Secretary, who may not be the same person.

238 F. The Treasurer shall have general custody of all funds and securities of the Chapter, except such as
239 may be required by law to be deposited with any governmental agency. He\she shall see to the
240 deposit of funds of the Chapter into financial institutions as approved by the Board. Regular books of
241 account shall be kept under his\her direction and supervision, and he\she shall render financial
242 statements to the President, directors, and members at proper times. The Treasurer shall have charge
243 of the preparation and filing of such reports, financial statements, and returns as may be required by
244 law. The Treasurer shall provide to the Board, no later than four (4) months after the close of the
245 fiscal year, a balance sheet together with a statement of the income and profits and loss of such fiscal
246 year. Such financial statement shall be verified by a certified public accountant. ~~All checks, drafts,~~
247 ~~negotiable instruments and evidence of indebtedness including debentures and bonds shall be signed~~
248 ~~and/or countersigned as the Board may from time to time determine. In the absence of such~~
249 ~~determination such instrument shall be signed by the Treasurer and countersigned by the President~~
250 ~~or other officer if the President is not available or also serves as Treasurer.~~

Commented [TBT47]: Moved from Art VI, Sec 1.

251 G. There may be Assistant Treasurers, as designated by the Board, to perform whatever functions may
252 be assigned to them. No Assistant Treasurer shall have power or authority to collect, account for, or
253 pay over any tax imposed by any federal, state or city government.

254 H. The Immediate Past President shall remain a member of the Board for a period of approximately one
255 (1) year immediately following his\her term as President, but not until his\her respective successor
256 ascends to office of President. If, for any reason, the office of Immediate Past President becomes
257 vacant, the Board may appoint a previous Chapter President to this office.

Commented [TBT48]: Comment for Bylaws Committee:
Any previous President, current Board member or not. But if
a current elected Board member, they would have to
relinquish that position in accordance with Art VII, Sec 2. The
Board is authorized to fill vacancies as it sees fit. This is
"may", i.e. permissive, not required.

258 Section 4 – Removal

259 Any officer may be removed from office in accordance with procedures outline in Article VI, Section 6.

260

Section 5 – Resignation

261 ~~Any officer may resign at any time by delivering written notice to the President or Board. Such~~
262 ~~resignation shall take effect at the time specified therein, or if not specified, at the time of delivery.~~

Commented [TBT49]: Per MCB & more succinct.

263 ~~Any officer may resign at any time by giving written notice to the President or to the Board. Resignation~~
264 ~~takes effect immediately or at the time specified therein.~~

265

Section 6 – Vacancies

266 Any Chapter officer vacancy which occurs for reasons other than removal, for which there is not already
267 a remedy in these bylaws, may be filled for the remainder of the unexpired term by a majority vote of
268 those voting at a duly called meeting of the Board.

Commented [TBT50]: Comment for Bylaws Committee: There are other remedies. See Art VII, Sec 3B & 3H.

269

Article VIII

270

COUNCILLORS

271

Section 1 – Allocation

272 Councillor allocation shall be determined as specified in the College Bylaws.

273 There shall be one Principal Councillor position filled by the President. In the absence of the President at
274 the annual Council meeting, the role of Principal Councillor will be filled by the President-Elect,
275 Immediate Past-President, or an individual designated by the Board to fill this role in successive order.

276 Additional Councillors shall be elected to fill the remaining Councillor positions allocated to the Chapter.

277 There shall also be elected Alternate Councillors, up to a number equal to elected Councillors. Alternate
278 Councillors are not ex officio board members & may retain their elected board position if applicable.

Commented [TBT51]: Clarification

279

Section 2 – Nomination, Election and Term

280 Elected Councillors and Alternates shall be elected by a majority vote of members voting ~~either in person~~
281 ~~or by absentee ballot~~ (as described in Article X, Section 1) at the Annual ~~Chapter~~-Meeting. Nomination
282 and balloting for elected Councillor positions shall follow the same process outlined in Article VI, Section
283 4.

284 Elected Councillors and Alternates may serve unlimited consecutive terms of approximately two (2)
285 years which shall begin immediately following adjournment of the Annual Meeting at which their
286 elections occurs and end when their respective successors are elected.

287 The term of the Principal Councillor ~~and Alternate Principal Councillor~~ shall be approximately one (1)
288 year; shall begin with assumption of his\her respective eligible office and end with the conclusion of
289 their respective eligible office.

Commented [TBT52]: This is confusing & seems unnecessary.

290

Section 3 – Removal

291 Any Councillor may be removed from office in accordance with procedures outline in Article VI, Section
292 6.

293

Section 4 – Resignation

294 ~~Any Councillor may resign at any time by delivering written notice to the President or Board. Such~~
295 ~~resignation shall take effect at the time specified therein, or if not specified, at the time of delivery.~~

Commented [TBT53]: Per MCB & more succinct.

296 Any Councillor or Alternate Councillor may resign at any time by giving written notice to the President or
297 to the Board. Resignation takes effect immediately or at the time specified therein.

298 **Section 5 – Vacancies**

299 Any Councillor vacancy which occurs for reasons other than removal may be filled for the remainder of
300 the unexpired term by a majority vote of those voting at a duly called meeting of the Board.

301 **Section 6 – Special Rights**

302 Councillors ~~(excluding Alternates)~~ shall be voting ex officio members of the Board. ~~Elected~~ Councillors
303 shall not be eligible to serve simultaneously as an elected director and election as Councillor shall be
304 interpreted as giving immediate notice of resignation as a director. This section does not apply to
305 Alternate Councillors.

Commented [TBT54]: Clarification

306 **Article IX**

307 **COMMITTEES**

308 **Section 1 – Executive Committee**

309 There shall be an Executive Committee composed of the President, President-Elect, Secretary, Treasurer,
310 and Immediate Past-President. A quorum of three (3) members of the Executive Committee by majority
311 vote shall have authority to act for and on behalf of the Board whenever the business of the Chapter
312 demands prompt action in the interim between Board meetings or when impracticable to convene the
313 Board in a timely manner. Meetings of the Executive Committee shall be held at the discretion of the
314 President with no less than twenty-four (24) hour notice to each member, either in-person or by
315 telephone. A report of Executive Committee actions shall be provided to the Board at their next meeting
316 and significant actions taken by the Executive Committee must be ratified by the Board.

Commented [TBT55]: Comment for Bylaws Committee:
In this case, a direct communication is necessary as email
may not be read for more than 24 hours.

317 **Section 2 – Nominating Committee**

318 At least ninety (90) days prior to the Annual Meeting, the President will appoint the President-Elect as
319 chair and up to an additional 5 members to a Nominating Committee consisting, as far as practical,
320 members representing all geographical areas within the Chapter's jurisdiction.

Commented [TBT56]: Moved from Art VI, Sec 4.

321 **Section 3 – Other Committees**

322 The President, with consent of the Board, may appoint standing or special committees or commissions
323 to assist the Board in its work. Committee chairs are voting committee members.

324 **Article X**

325 **VOTING METHODS**

326 **Section 1 – Voting**

327 Voting at all meetings of the Chapter shall be in person, by proxy, or by remote communication
328 technology, except for absentee ballots for elections. Voting by remote communication technology must
329 be in accordance with jurisdictional law, including notice of its intended use; ability to authenticate the
330 member's identity; ability to validate each electronic vote to ensure it is not altered in transit; transmit a
331 voting receipt; and store electronic votes for recount, inspection and review.

Commented [TBT57]: ARS§10-3707.
F. After providing notice that complies with subsection G of
this section to members that a vote shall be conducted by
electronic means, a written ballot may be delivered through
an online voting system that does all of the following:
1. Authenticates the member's identity.
2. Authenticates the validity of each electronic vote to ensure
that the vote is not altered in transit.
3. Transmits a receipt to each member who casts an electronic
vote.
4. Stores electronic votes for recount, inspection and review
purposes.

332 **Section 12 – Absentee Ballots**
333 Absentee ballots will be available upon request through the mail prior to an election by the Chapter
334 membership and are to be counted after the ballots from the floor ~~have been counted.~~

335 **Section 23 – Proxy Voting**
336 Proxies are valid at general meetings of the Chapter membership only (e.g. Annual Meetings, regular
337 Chapter meetings, and special meetings). To be valid, a proxy must be in writing, dated, with the scope
338 specified, with a single proxy holder specified and signed by the giver of proxy. A Chapter member, in
339 addition to his\her own vote, can vote up to three (3) proxies. The proxy holder specified in the written
340 proxy cannot, in turn, transfer such proxy to another individual, other than the original proxy. The giver
341 of a proxy has the right to withdraw the proxy at any time. If more than one (1) proxy is presented from
342 the same member, the one with the date closest to, but not after, the meeting date will be deemed the
343 valid proxy. In any case where it is unclear which of multiple proxies from the same member might be
344 valid for the same meeting; all proxies from that member shall be deemed invalid for that meeting.

345 **Section 3-4 - Abstention Vote**
346 In all meetings of the Chapter (e.g., Annual Meeting, Board meeting, committee meeting, etc.), an
347 abstention vote by an individual shall not count as a vote either for or against, and therefore shall not be
348 counted when determining the total votes cast on any issue or in any election.

349 **Section 5 – Voting Results**
350 A majority vote, or higher threshold if required, by members on any issue or question under
351 consideration at any meeting will constitute an affirmative decision.

352 **Section 6 - Waiver of Notice**
353 Attendance of an individual at a meeting shall constitute waiver of notice of such meeting except when
354 such attendance at the meeting is for the express purpose of objection to the transaction of any business
355 because the meeting is not lawfully called or convened. Any individual eligible to attend a meeting
356 requiring a notice may waive notice of such meeting by executing a written waiver of notice either
357 before or after the time of the meeting.

358 **Article XI**
359 **INDEMNIFICATION**
360 The Chapter will, by resolution of the Board, provide for indemnification by the Chapter of any and all of
361 its directors or officers or former directors or officers against expenses actually and necessarily incurred
362 by them in connection with the defense of any action, suit, or proceeding in which they or any of them
363 are made parties, or a party, by reason of having been directors or officers of the Chapter, except in
364 relation to matters as to which such director or officer or former director or officer shall be adjudged in
365 such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and
366 to such matters as shall be settled by agreement predicated on the existence of such liability for
367 negligence or misconduct.
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Commented [TBT58]: ARS§10-3707.
G. The notice prescribed by subsection F of this section shall include a reasonable procedure by which a member may obtain and cast a ballot through some other form of delivery, including United States mail delivery and fax transmission.

Commented [TBT59]: Per MCB

Commented [TBT60]: Moved from Art XIII, Sec 2

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Article XII

APPROVAL OF BYLAWS AND AMENDMENTS

Section 1 – College Approval

These bylaws and amendments thereto shall not become effective until approved by the Board of Directors of the College or its designee.

Section 2 – Chapter Bylaws Amendments

These bylaws may be amended by a two-thirds (2/3) vote of the members voting at a meeting of the Chapter, provided such proposed amendments are given by one or more members of the Chapter to the Secretary at least ninety (90) days prior to said meeting and notice of such proposed amendments has been communicated in writing to the members of the Chapter at least thirty (30) days before the meeting at which such proposed amendments are to be considered for action.

Section 3 – Submission to College

Amendments to these bylaws shall be submitted to the College in a format and manner prescribed by the College no later than thirty (30) days following the adoption of such amendments. No amendment shall have any force or effect until it has been submitted to and reviewed by the Board of Directors of the College or its designee ~~provided however, that such amendment shall be considered to be approved if the Board of Directors of the College or its designee fails to give written notice of its objection within ninety (90) days following receipt.~~

Commented [TBT61]: Deleted per MCB.

Section 4 – Consistency with College Bylaws

These bylaws must at all times be consistent with the Bylaws of the College. Should the Bylaws of the College be changed in such a manner as to render these bylaws inconsistent therewith, then these bylaws shall be amended within two (2) years of written notification of amendment of the College Bylaws to eliminate said inconsistency.

Section 5 – Adoption Certification

This is to certify that I am the duly elected, qualified, and acting President of Arizona College of Emergency Physicians and that the foregoing Bylaws were adopted at a meeting of the Membership held on March 29, 2023 in Phoenix, Arizona.

Signed: _____

Name: Mara Windsor, DO, FACEP

Title: President, Arizona College of Emergency Physicians

Section 6 – Date of Approval by College

The College most recently approved these bylaws on

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Article XIII

MISCELLANEOUS PROVISIONS

Section 1 – Corporate Seal

~~A corporate seal shall not be requisite to the validity of any instrument executed by or on behalf of the Chapter, but nevertheless if in any instance a corporate seal be used, the same shall be, at the pleasure of the officer affixing the same, either (a) a circle having the circumference thereof the name of the Chapter and the year of its organization, and the word "Arizona" thereon, or (b) a circle containing the words "corporate seal" on the circumference thereof.~~

Commented [TBT62]: Unnecessary

Section 2 – Waiver of Notice

~~Attendance of an individual at a meeting shall constitute waiver of notice of such meeting except when such attendance at the meeting is for the express purpose of objection to the transaction of any business because the meeting is not lawfully called or convened. Any individual eligible to attend a meeting requiring a notice may waive notice of such meeting by executing a written waiver of notice either before or after the time of the meeting.~~

Commented [TBT63]: Moved to Art X, Sec 5

~~The Chapter adopted the latest revision to these bylaws on April 3, 2019.~~