

NORTH CAROLINA COLLEGE OF EMERGENCY PHYSICIANS BYLAWS

(Approved by membership June 25, 2005)

ARTICLE I

Name

This Association shall be a non-profit corporation organized under the laws of the State of North Carolina. Upon receiving a charter from the American College of Emergency Physicians this Association shall be a chapter of American College of Emergency Physicians and shall be called the North Carolina College of Emergency Physicians.

Section 1. The principal office of the Corporation shall be in any county at any address within the State of North Carolina as selected by the Board of Directors.

Section 2. The initial registered office of the Corporation is 1300 St. Mary's Street, Raleigh, North Carolina 27605, and the name of its initial registered agent at such address is Julian D. Bobbitt, Jr.

Section 3. The Corporation may have offices at such other places as the Board of Directors may from time to time determine.

Section 4. The corporate seal of the Corporation shall consist of two concentric circles between which is the name of the Corporation and in the center of which is inscribed SEAL; and such seal, as impressed on the margin hereof, if hereby adopted as the corporate seal of the Corporation.

Section 5. Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall be from October 1 to September 30.

ARTICLE II

Purposes

The purpose of this Association (hereinafter "the Chapter") 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

Section 1. The qualifications for membership in the Chapter shall be the same as those for membership in the College. Candidate members shall not be able to vote or hold office except the Resident representative to the Board of Directors, who shall be able to

vote as a member of the Board of Directors. Residents appointed to committees shall be entitled to vote on committee business.

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

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

Section 4. All records of the Chapter shall be available for inspection by the membership of the Chapter at any reasonable time. Such inspection may be made by the member, agent or attorney, and shall include the right to make extracts thereof. 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.

ARTICLE IV Dues and Assessments

Section 1. Dues for the Chapter shall be determined by the Board of Directors.

Section 2. Assessments may only be levied by a majority vote of the members present at the annual meeting and then only if the recommendation for such assessment, as determined by the Board of Directors, has been mailed to the membership at least thirty (30) days before the meeting.

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

Section 1. There shall be an annual meeting of the Chapter membership, the time and place of which to be determined by the Board of Directors. Notice of such meeting shall be mailed to the last recorded address of each member at least sixty (60) days before the time appointed for the meeting.

Section 2. Other meetings of the Chapter may be held from time to time as determined by the Board of Directors. Notice of such meetings shall be mailed to the last recorded address of each member at least sixty (60) days before the time appointed for the meeting, unless otherwise required by law.

Section 3. The members of the Chapter present at any duly called meeting of the Chapter shall constitute a quorum.

Section 4. When not in conflict with these bylaws, the parliamentary procedures outlined in the current edition of Sturgis Standard Code of Parliamentary Procedure shall govern all Chapter meetings.

ARTICLE VI Board of Directors

Section 1. The Board of Directors shall have supervision, control and direction of the affairs of the Chapter, shall determine its policies or changes therein within the limits of the bylaws, shall actively prosecute its purposes and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 2. The Board of Directors shall be composed of the officers of the Chapter, nine (9) elected directors, and an emergency medicine resident currently in a program approved by its respective residency review committee. The number of directors may be increased or decreased from time to time by amendment of these bylaws.

Section 3. With the exception of the resident member who serves for one year, elected directors shall serve a term of two (2) years and shall be eligible to serve a maximum of three (3) consecutive terms unless elected to the office of president-elect or secretary/treasurer. Four (4) or five (5) elected directors shall be elected at each alternate annual Chapter meeting by a plurality vote of the members voting (with the highest vote-getters being elected to the available positions). One month prior to the annual meeting, the resident director shall be appointed by the President-elect on a rotating basis among the North Carolina Emergency Medicine residency programs. The term of each director shall begin at the conclusion of the annual meeting at which the election occurs.

Section 4. The Board of Directors shall meet no less than two (2) times per year at such times and places as approved by the Board of Directors. Notice of all meetings of the Board of Directors shall be sent by mail to each member of the Board at his or her last recorded address at least ten (10) days in advance of such meetings. Board meetings may be conducted by telephone conference call or other electronic medium. A majority of the Board of Directors shall constitute a quorum at any meeting of the Board. Special meetings of the Board may be called by the president or upon written request of one-third (1/3) of the directors.

Section 5. Any director may be removed from office by a three-quarters vote of the members voting at any Chapter meeting. A recall must be initiated by a petition signed by no less than one-third of the number of members present voting at the meeting at which the director was elected. Any vacancy created by a recall shall be filled by a majority vote of the members voting at the meeting at which the recall occurs. Nominations for a vacancy created by a recall shall be accepted from the floor.

Section 6. 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 or the Board.

Section 7. Vacancies which occur on the Board of Directors for any reason, other than a recall, shall be filled for the remainder of the respective term by majority vote of the remaining directors.

ARTICLE VII

Officers

Section 1. The officers of the Chapter shall be the president, the president-elect, the secretary-treasurer and the immediate past president. The president-elect and secretary-treasurer shall be elected by a majority vote of those members voting at the annual meeting of the Chapter. The president and immediate past president shall succeed to office by virtue of their prior office. The president, president-elect and immediate past president shall serve a maximum term of one (1) year for each office. The Secretary/Treasurer shall be eligible to serve a maximum of two (2) consecutive terms of one (1) year. The term of each officer shall begin at the conclusion of the meeting at which the election occurs.

Section 2. Each officer shall serve with voting privileges on the Board of Directors.

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

- a. The president shall be the executive officer of the Board of Directors.
- b. The president shall preside over all meetings of the Chapter and Board of Directors.
- c. The president shall be responsible for ensuring that all Chapter contracts with third parties contain a provision disclosing the fact that the Chapter is an entity separate and distinct from the College.
- d. The president shall be responsible for ensuring that the Chapter adheres to the policy governing the use of the mark of the American College of Emergency Physicians.
- e. The president shall serve a one-year term as councilor.

Section 4. The duties of the president-elect shall be as follows:

- a. In the event of vacancy of the office of president, the president-elect shall perform all duties of the president and shall perform such other duties and have such power as the Board of Directors shall prescribe for both the president's unexpired term and the president-elect's full term.
- b. The president-elect shall serve a one-year term as a councilor.

- c. The president -elect shall succeed to the office of president at the end of the president's elected term of office.
- d. The president-elect shall preside over meetings of the of the Chapter and Board of Directors in the absence of the president.

Section 5. The duties of the secretary-treasurer shall be as follows:

- a. The secretary-treasurer shall keep or cause to be kept a book of minutes at the principal office of the Corporation, or at such other place as the Board of Directors may order, of all meetings of the Board of Directors and membership, with the time and place of holding, whether special or regular, the names of those present, the number of members at the meeting, and the proceedings thereof.
- b. The secretary-treasurer shall keep and maintain the membership register of the Corporation and attend to the necessary correspondence and clerical needs of the Corporation.
- c. The secretary-treasurer shall have general charge of the corporate books and records and of the corporate seal.
- d. The secretary-treasurer shall sign such instruments as may require his or her signature and shall perform all duties incident to the office.
- e. The secretary-treasurer shall keep and maintain or cause to be kept and maintained adequate and correct accounts of the business transactions of the Corporation including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- f. The secretary-treasurer shall deposit all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be ordered by the Board of Directors.
- g. An acting secretary-treasurer may be appointed by the Board of Directors to assume the functions of the secretary-treasurer in the absence or disability of the secretary-treasurer until such time as that absence or disability is ended or concluded except as provided elsewhere in these Bylaws.

Section 6. The duties of the immediate past president shall be as follows:

- a. The immediate past president shall chair the nominating committee.
- b. The immediate past president shall perform such duties as may be prudent and necessary as determined by the Board of Directors.
- c. The immediate past president shall serve a one-year term as councilor.

Section 7. Any officer may be removed from office by a three-quarters vote of the members of the same body authorized to elect the officer.

Section 8. Any officer 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 or the Board.

Section 9. Vacancies which occur in the office of president-elect and secretary treasurer for any reason other than expiration of term of office shall be filled by a majority vote of the Board of Directors for the unexpired term only.

ARTICLE VIII Councilors

One councilor to the College, and one additional councilor for each additional 100 members of the Chapter, shall be elected by the Chapter to a two-year term; the president, immediate past president, and president-elect shall serve ex-officio as councilors with terms of one year each. The Chapter shall elect alternate councilors (to serve one-year terms) who will be available for seating if a councilor is not present. Election of councilors and alternates shall be by plurality vote of those members voting at the annual meeting of the Chapter (with the highest vote-getters being elected to the available positions). Alternate councilors shall be designated first alternate councilor, second alternate councilor, third alternate councilor, etc. as determined by the decreasing number of votes they receive during the election after the positions for councilors are filled. Those elected assume their roles as councilors and alternate councilors at the conclusion of the meeting at which the election occurs. If necessary, the term of one or more Councilors may be adjusted to assure staggered terms. Councilors and alternate councilors may serve unlimited consecutive terms. Vacancies that occur in councilor positions other than by recall shall be filled sequentially by the alternate councilors starting with the first alternate councilor. Prior to the Council meeting, the Board of Directors may appoint additional members to serve as alternate councilors as needed. At the Council meeting, the president (or in the president's absence, any member of the executive committee or the chapter executive director) may propose members to be credentialed as councilors/alternates as needed.

Section 1. If the Chapter is allotted an additional Councilor by the College due to growth of the Chapter after the annual elections, then the first alternate councilor shall become the additional councilor until the next annual election.

Section 2. The duties of the Councilors shall be to attend the meetings of the Chapter (as governed by Article V of the Chapter bylaws), the Chapter Board of Directors (as governed by Article VI of the Chapter bylaws), and the Council of the College (as governed in Article VII of the College bylaws), and to represent the Corporation there at.

Section 3. A councilor may be removed from office by a three-quarters vote of the members voting at the annual meeting. A petition for such a removal (recall) must be signed by no less than a third of the members voting at the meeting in which the councilor was elected. A vacancy created by recall shall be filled by majority vote of the members voting at the meeting at which the recall occurs. Nominations for a councilor vacancy created by a recall shall be accepted from the floor.

ARTICLE IX Committees

The president may appoint such committees as he or she deems necessary.

Section 1. The Executive Committee shall consist of the president, president-elect, immediate past president and the secretary/treasurer and may conduct such business as arises between meetings of the Board. Such actions shall be ratified at the next Board meeting.

Section 2. The president shall appoint annually a Nominating Committee to be chaired by the immediate past president (with additional voting members to be the president, president-elect and two other members of the Board of Directors). It shall be its duty to present to the members at a meeting thereof, one or more nominations, for the occurrence of specific open positions, for the offices of president-elect, secretary/treasurer, for the Board of Directors, and for councilors. The report of the Nominating Committee shall be published or distributed at least 30 days prior to the election meeting.

ARTICLE X Voting Procedures

Voting by the membership on any matter, including the election of directors, officers, or councilors, is to be conducted at the annual meeting of the Chapter membership. The Board of Directors shall determine the nominating and voting procedures in conjunction with other applicable portions of these Bylaws. Absentee ballots are to be provided to the membership at least 30 days prior to the annual meeting and must be received in the Chapter offices at least two days prior to the annual meeting. A member may rescind his or her absentee ballot for the meeting to which the absentee ballot applies and may then participate in any voting that may take place. Floor nominations are not permitted at the annual meeting.

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 or any of them are made parties, or a party, by reason of having been directors or officers of the Chapter, except in relation to matters as to which such director or officer or former director or officer shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

ARTICLE XII
Approval of Bylaws and Amendments

Section 1. These bylaws shall not be become effective until approved by the Board of Directors of the College.

Section 2. These bylaws may be amended by a two-thirds vote of the membership present at a meeting of the Chapter, provided that the proposed amendments have been distributed to the membership of the Chapter at least thirty (30) days prior to the meeting.

Section 3. Amendments to these bylaws shall be submitted in writing to the College by registered mail, return receipt requested, no later than 30 days following the adoption of such amendments. No amendment shall be of any force or effect until it has been submitted to and reviewed by the Board of Directors of the College, provided, however, that such amendment shall be considered to be approved if the Board of Directors fails to give written notice of its objection thereto within ninety (90) days following receipt.

Section 4. 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 immediately to eliminate said inconsistency.

Section 5. The Chapter adopted the latest revision of these current bylaws on June 25, 2005.