

NORTH CAROLINA COLLEGE OF EMERGENCY PHYSICIANS BYLAWS

(2022)

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 January 1 to December 31.

ARTICLE II

Purpose

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 – Qualifications

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

Section 2 – College Authority

The College shall act on all membership applications, classifications changes, resignations, suspensions, and expulsions.

Section 3 – Classes

Membership classifications and rights in the Chapter shall be those designated by the College in its Bylaws. ~~Except where otherwise specified,~~ Candidate members shall be able to vote **in elections, in matters brought before the membership, and in committees to which they have been appointed. Candidate members may serve on the Board pursuant to Article VI, Section 2, otherwise candidate** members may **not** serve on the Board of Directors **or** hold a Chapter office. ~~Candidate members appointed to committees shall be entitled to vote in committees on which they serve.~~

Section 4 – Access to Records

The Chapter shall make available to a member, or the agent or attorney of a member, at a reasonable time and at a reasonable place, records of the Chapter.

Section 5 – Cancellation/Limitation of Member Rights and Privileges

The College has the sole right to cancel membership in the College for reasons described in the College Bylaws, including non-payment of chapter dues and mandatory chapter assessments **and thereby all related chapter memberships.**

For proper cause other than non-payment of dues or assessments, the Chapter may limit the rights and privileges of members at the chapter level.

ARTICLE IV

Dues and Assessments

Section 1 – Dues

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

Section 2 – Assessments

Assessments may only be levied by a majority of legal votes cast by members voting at the annual meeting and then only if the recommendation for such assessment, as determined by the Board of Directors, has been communicated to the membership at least thirty (30) days before the meeting.

ARTICLE V

Meetings of the Membership

Section 1 – Annual and Regular Chapter Meetings

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 communicated in writing to each member no fewer than ten (10) nor more than sixty (60) days before the time appointed for the meeting. Other regular meetings of the Chapter may be held with the same notice requirements. Notice of annual and regular meetings shall include the purpose of the meeting.

Section 2 – Special Meetings

Special meetings of the Chapter may be held as determined by the Board of Directors. Notice of such meetings shall be communicated in writing to each member no fewer than ten (10) nor more than thirty (30) days before the time appointed for the meeting. Notice of special meetings shall include the purpose of the meeting.

Section 3 – Quorum

The members of the Chapter ~~represented~~ at any duly called meeting of the Chapter shall constitute a quorum.

Section 4 – Notice

Notice of meetings may be by any means that is fair and reasonable as defined by the North Carolina Nonprofit Corporation Act, including remote communication technology. Meeting notices must identify all methods of voting that will be used at the meeting.

ARTICLE VI Board of Directors

Section 1 – Powers

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

Section 2 – Composition

~~The Board of Directors shall be composed of the officers of the Chapter, nine (9) elected directors, and a non-voting emergency medicine resident representative from each emergency medicine residency in the state, selected by their respective residency~~

~~programs review committees. One (1) resident representative each year, determined shall be selected by the Board, of Directors, shall be to serve as the sole voting Rresident Ddirector of the Board of Directors. The minimum number of directors shall be thirteen (13) and the maximum number of directors shall be twenty (20).~~

The Board shall be composed of fourteen (14) directors, including the four (4) officers of the Chapter, nine (9) at-large directors, and one (1) Resident Director with full voting privileges. The Resident Director is selected annually by the Board from the emergency medicine residency representatives from the ACGME-accredited emergency medicine residencies in North Carolina who are serving on the Board. Each residency may select one candidate member to serve as its resident representative to the Board. Directors must be members of the Chapter.

Section 3 – Terms of Office

With the exception of the resident ~~members~~ **representatives and the Resident Director**, who serve for one (1) 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, who by virtue of being elected to an officer position, shall remain on the Board ~~of Directors~~, even if their term as an elected ~~director~~ has expired. The term of each director shall begin at the conclusion of the annual meeting at which the election occurs, or upon appointment as resident representative of the Board ~~of Directors~~.

Section 4A – Nomination and Election

At least 30 days Pprior to the annual meeting, the Nominating Committee shall present to the membership a list of eligible nominees for available director positions. Nominees must be regular members of the Chapter in good standing. Nominations from the floor are not allowed. Approximately half of the directors shall be elected at each annual Chapter meeting, **with nominees receiving** ~~by a plurality of legal votes cast by members voting (nominees with~~ the highest vote totals being elected to the available positions. Prior to the annual Chapter meeting, each emergency residency program within the state shall be requested to submit the name of one (1) emergency medicine resident to serve as a non-voting representative to the Board ~~of Directors~~.

Section 4B – Balloting Procedures

On individual ballots, members must cast the same number of votes as the number of positions to be filled. The candidates with the highest vote totals are elected. Ties are broken by revote.

Section 5 – Meetings

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 regular meetings of the Board **of Directors** shall be communicated to each member of the Board at least ten (10) days in advance of such meetings. ~~Board meetings may be conducted by remote communication technology. Even if the meeting is held in person, Board members attending via remote communications technology shall be considered present in person.~~ A majority of the voting members of the Board **of Directors** shall constitute a quorum at any meeting of the Board. Only the voting resident director, not the other appointed resident representatives, shall be included for the purpose of determining a quorum. If the designated voting resident director is not present at any meeting of the Board, the Board may **appoint** one of the other resident representatives present at that meeting to serve as the voting resident director for that meeting and to be included for the purpose of determining a quorum at that meeting. Special meetings of the Board may be called by the president or upon written request of one-third of the directors on forty-eight (48) hour notice with the same quorum requirements.

Section 6 – Removal

Any director, other than a resident representative or director, may be removed from office by a three-quarters vote of the legal votes cast by members voting at any meeting of the Chapter membership. A removal must be initiated by a petition signed by no less than one-third of the number of members voting at the meeting at which the director was elected. Any vacancy created by a removal, other than removal of a resident representative or resident director, shall be filled for the remainder of the unexpired term by a majority of legal votes cast by members voting at the meeting at which the removal occurs. Nominations for a vacancy created by a removal shall be accepted from the floor.

Any resident representative of the Board **of Directors** may be removed by majority of legal votes cast by the Board **of Directors**; the voting resident director shall be recused from the vote to remove. Any vacancy created by removal of a resident representative or **resident** director shall be filled for the remainder of the unexpired term at the discretion of and by a majority of legal votes cast by the Board **of Directors**.

Section 7 – Resignation

Any director may resign at any time by giving written notice to the president or to the Board **of Directors**. Such resignation shall take effect immediately or at the time specified therein.

Section 8 – Vacancies

Vacancies which occur on the Board **of Directors** for any reason, other than a removal, shall be filled for the remainder of the respective term by a majority of legal votes cast by the remaining directors. Vacancies of resident representatives of the Board **of Directors** for any reason, other than removal, shall be filled at the discretion of the Board **of Directors**.

ARTICLE VII Officers

Section 1 – Officer Titles and Terms of Office

The officers of the Chapter shall be the president, the president-elect, the secretary-treasurer, and the immediate past president. 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 – Nomination and Election

The Nominating Committee shall prepare a list of nominees **no later than 30 days prior to the board election** from the **current** Board **of Directors** for available officer positions. Nominations from the floor are not allowed. The president-elect and secretary-treasurer shall be elected by a majority of legal votes cast by Chapter members voting at the annual meeting of the Chapter.

Section 3 – Voting as Director

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

Section 4 – Duties of the President

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 a councillor.

Section 5 – Duties of the President-Elect

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 councillor.
- 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 Chapter and Board ~~of Directors~~ in the absence of the president.

Section 6 – Duties of the Secretary-Treasurer

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.
- h. The secretary-treasurer shall serve a one-year term as an alternate councillor for each year elected to serve as secretary-treasurer. At its discretion, the Board ~~of Directors~~ may appoint the secretary-treasurer yearly to a one-year term as a councillor for each year elected to serve as secretary-treasurer. If the individual elected secretary-treasurer already has a second year remaining in a previous-term as councillor, then the individual elected secretary treasurer will serve a one-year term as a councillor while secretary-treasurer.

Section 7 – Duties of the Immediate Past President

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 councillor.

Section 8 – Removal

Any officer may be removed from office by three-quarters of the legal votes cast by ~~m~~embers voting at any meeting of the Chapter membership. A petition for such a removal must be signed by no less than a third of the number of members voting at the meeting in which the officer was elected.

Section 9 – Resignation

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 immediately or at the time specified therein.

Section 10 – Vacancies

Vacancies which occur in the office of president-elect and secretary-treasurer for any reason shall be filled by a majority of legal votes cast by the Board ~~of Directors~~ for the unexpired term only. A vacancy which occurs in the office of immediate past president for any reason shall not be filled. A vacancy which occurs in the office of president for any reason shall be filled by the president-elect; after serving the remainder of the vacated term as president, the president-elect shall then serve a full term as president.

ARTICLE VIII

Councillors

Section 1 – Allocation

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

Section 2 – Terms of Office

Terms for councillors and alternate councillors begin upon their election and acceptance, which must be communicated to the Chapter no later than seventy-five (75) days before the annual Council meeting. If necessary, the term of one or more councillors may be adjusted to assure staggered terms. Ex-officio councillors assume their roles as councillors upon assuming their officer positions with the secretary-treasurer assuming the role of alternate or councillor upon assuming the officer position. The term of a councillor shall

be for two (2) years. Except where otherwise specified, the term of an ex-officio councillor or an alternate councillor shall be for one (1) year. Councillors and alternate councillors, who are not serving ex-officio, may serve unlimited consecutive terms.

Section 3 – Nomination and Election

Councillors shall be elected by the Board ~~of Directors~~ or shall serve ex-officio (the president, immediate past president, and president-elect). The secretary-treasurer shall serve ex-officio as an alternate councillor with a term of one year or as a councillor as governed by Article VII, Section 65h of these bylaws. The Board ~~of Directors~~ shall elect alternate councillors (the number of whom is commensurate with the Chapter's councillor allocation) who will be available for seating if a councillor or the secretary-treasurer is not present. Alternate councillors shall be designated first alternate councillor, second alternate councillor, third alternate councillor, etc. The election of councillors and alternates shall occur no later than ninety (90) days prior to the annual Council meeting. The Board ~~of Directors~~ may elect additional alternate councillors, as necessary, up to the date of the Council meeting. At the Council meeting, the president or, in the president's absence, any member of the executive committee, or the chapter executive director, may appoint members to be credentialed as councillors/alternates as needed.

Section 4 – Vacancies

Vacancies that occur in councillor positions other than by removal shall be filled sequentially by the alternate councillors starting with the secretary-treasurer and then the first alternate councillor, etc.

Section 5 – Removal

A councillor may be removed from office by three-quarters of the legal votes cast by the Board ~~of Directors~~ at a regular or special meeting. A vacancy created by removal shall be filled by a majority of legal votes cast by the Board of Directors voting at the meeting at which the removal occurs.

Section 6 – Resignation

A councillor may resign at any time by giving written notice to the president or to the Board. Such resignation shall take effect immediately or at the time specified therein.

Section 67 – Duties

The duties of the councillors 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 Chapter. Councillors will vote individually but should consider the discussion of prior Board meetings and the views expressed by chapter members.**

ARTICLE IX Committees

With the exception of the Executive Committee, the president may appoint such committees, **and non-ex-officio committee chairs,** as deemed necessary. All committee chairs are voting committee members.

Section 1 – Executive Committee

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. The Executive Committee shall have the authority, when a quorum is present (that number being a majority of the members of the Executive Committee) to act on behalf of the Board between meetings of the Board. Such actions shall be ratified at the next Board meeting, and failure of such ratification nullifies any action(s) taken by the Executive Committee.

Section 2 – Nominating Committee

The president shall appoint annually a Nominating Committee composed of the president, president-elect, and two other members of the Board ~~of Directors~~, and chaired by the immediate past president. **In the event of a vacancy of the office of immediate past president, the president shall serve as chair.** It shall be its duty to present to the members at the annual meeting, one or more nominations, for the occurrence of specific open positions, for the offices of President-Elect, Secretary-Treasurer, and the Board ~~of Directors~~. Nominees for all positions shall be regular members in good standing. Nominations from the floor at the time of election are not allowed. ~~Except where otherwise specified, the report of the Nominating Committee shall be communicated no fewer than thirty (30) days prior to the election.~~

ARTICLE X Voting Procedures and Parliamentary Authority

Section 1 – Remote Communication Technology

Any meeting of the membership and any actions taken physically in person therein may be conducted using remote communication technology as permitted by the North Carolina Nonprofit Corporation Act. Members attending via remote communication technology shall be considered present in person. Voting by remote communication technology must allow the confirmation of a voting member's identity and presence at the time of voting.

Meeting notices, any meeting of the Board or committees and any actions taken therein, may be conducted in person, by telephone conference call, or using remote communication technology as permitted by the North Carolina Nonprofit Corporations Act. Board and committee members attending via remote communication technology shall be considered present in person.

Section 2 – Absentee Ballots

When voting by paper ballots, absentee ballots for elections shall be provided to the membership no fewer than thirty (30) days prior to the annual meeting and must be received in the Chapter offices no fewer than two (2) 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.

Section 3 – Voting Results

With the exception of elections to the Board ~~of Directors which requires a plurality vote~~ **and bylaws revisions**, a majority vote of legal votes cast by members voting on any issue or question under consideration at any meeting will constitute an affirmative decision on the issue.

Section 4 – Parliamentary Authority

When not in conflict with these bylaws, the parliamentary procedures set forth in the most recent edition of the The Standard Code of Parliamentary Procedure (Sturgis) shall govern all meetings and voting.

ARTICLE XI Indemnification

The Chapter will, by resolution of the Board ~~of Directors~~, provide for indemnification by the Chapter of any and all of its directors or officers or former directors or officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they 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 – 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

After obtaining feedback from ~~the amended language is agreed upon by the ACEP Bylaws Committee and approval of the NCCEP Board of Directors,~~ amended language must be submitted to the Chapter members for formal adoption. These bylaws **must** be amended by two-thirds of the legal votes cast by the membership voting at a meeting of the Chapter, provided that the proposed amendments have been communicated to the membership of the Chapter no fewer than thirty (30) days prior to the meeting. Whenever the Bylaws of the College are amended in a manner that requires (as specified in the Bylaws of the College) revision of the Chapter bylaws, the Board ~~of Directors~~ shall have the power to amend the Chapter bylaws, without a vote of the membership, to the degree necessary to comply with Bylaws of the College.

Section 3 – Submission to College

Amendments to these bylaws shall be submitted in writing to, and in a format and manner specified by, the College no later than thirty (30) days following the adoption of such amendments. No amendment shall be of any force or effect until it has been submitted to and **approved** by the Board of the College or its designee.

Section 4 – Consistency with College Bylaws

These bylaws must be consistent with the Bylaws of the College. If amendment of the College Bylaws results in an inconsistency with the Chapter bylaws, the Chapter must amend its bylaws within two years of written notification of amendment of the College Bylaws. ~~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 – Date of Adoption by Chapter

The Chapter adopted the latest revision of these current bylaws on June 10, 2022.

Section 6 – Date of Approval by College

The College most recently approved these bylaws on _____ **September 25, 2022.**

Revised: June 25, 2005
 June 19, 2010

June 16, 2012

June 7, 2013

June 6, 2014

June 9, 2016

June 9, 2017

June 10, 2022

September 25, 2022