

1 **WASHINGTON CHAPTER**  
2 **OF THE**  
3 **AMERICAN COLLEGE OF EMERGENCY PHYSICIANS**  
4 **BYLAWS**

5 **ARTICLE I**

6 **NAME**

7 This Association shall be a non-profit corporation organized under the laws of the State of Washington.  
8 Upon receiving a charter from the American College of Emergency Physicians this Association shall be a  
9 chapter of the American College of Emergency Physicians and shall be called the Washington Chapter of the  
10 American College of Emergency Physicians OR WA-ACEP (hereinafter referred to as the chapter or WA-  
11 ACEP).

12 **ARTICLE II**

13 **MISSION, PURPOSE, AND OBJECTIVES**

14 The purpose of WA-ACEP shall be those set forth in the Bylaws of the American College of Emergency  
15 Physicians (hereinafter "the College or ACEP") and in the Chapter's Articles of Incorporation.

16 **ARTICLE III**

17 **MEMBERSHIP**

18 Section 1 - Qualifications. The qualifications for membership in the Chapter shall be consistent with  
19 those for membership in the College.

20 Section 2 - Applications for Membership. Membership applications, classification changes, resignations,  
21 suspensions and expulsions shall be acted upon by the College.

22 Section 3 - Membership Classifications. Member classification in the Chapter shall be those designated  
23 by the College in its Bylaws. Candidate members may not hold Chapter office, but may vote for the Board of  
24 Directors, may vote for Chapter officers, and may vote on committee on which they serve.

25 Section 4 - Records. The Chapter's records and books of accounts shall be open to inspection upon  
26 written demand of any member at any reasonable time. Such inspection may be made by the member, agent or  
27 attorney, and shall include the right to make extracts thereof. Demand for inspection, other than at a meeting of  
28 the members, shall be in writing to the President or the Secretary-Treasurer of the Chapter.

29 **ARTICLE IV**

30 **DUES and ASSESSMENTS**

31 Section 1 - Dues. Dues for membership of the Chapter shall be approved by the Chapter Board of  
32 Directors.

33 Section 2 - Levy of Assessments. Assessments may only be levied upon a majority vote of the Board of  
34 Directors-and then only if the recommendations for such assessment have been mailed to the membership at  
35 least thirty (30) days before the meeting of the Board of Directors at which such assessment is to be voted  
36 upon.

37 Section 3 - Cancellation. Any member whose membership has been canceled for failure to pay dues or  
38 assessments shall not be eligible to vote or hold office.

**ARTICLE V****MEETINGS AND ASSEMBLIES**

39  
40  
41 Section 1 - Annual Meeting. There shall be an annual assembly of the Chapter members each year to  
42 conduct business. The time and place of the annual assembly shall be designated by the Board of Directors and  
43 announced by Chapter mailing or electronic delivery at least ten (10) nor more than sixty (60) days before the  
44 time appointed for the meeting. Other regular meetings of the Chapter may be held with similar notice  
45 requirements

46 Section 2 - Special Meeting. Special meetings of the Chapter members may be held from time to time  
47 as determined by the President, a majority of the Board of Directors, or a special petition of (1/20) of all eligible  
48 membership. Notice of such meetings shall be communicated in writing to the last recorded address of each  
49 member not less than ten (10) nor more than thirty (30) days before the time appointed for the meeting. Such  
50 notification will include the purpose of the meeting.

51 Section 3 - Location. The Board of Directors may designate any location, either within or without the  
52 State of Washington as the location of meeting for any annual meeting or for any special other meeting of the  
53 Chapter.

54 Section 4 - Quorum. The members of the Chapter present at any duly called meeting of the Chapter  
55 shall constitute a quorum. The act of a majority of the members present at a meeting at which a quorum is  
56 present shall be the act of the Chapter. Members who vote by mail will be included in the numbers used to  
57 calculate a majority.

58 Section 5 - Voting Rights. All members in good standing shall be entitled to one vote on each matter  
59 submitted to a vote of the members; except that at an election for directors every member entitled to vote at  
60 such election shall have the right to vote for as many persons as there are directors to be elected.

61 Section\_6 - Proxies. No member shall be entitled to vote by proxy on any matter submitted to a vote of  
62 the members.

63 Section 7 - Rules of Order. The most recent version of "Sturgis' Standard Code of Parliamentary  
64 Procedure", except when it is in conflict with the ACEP Bylaws and Articles of Incorporation, shall control all  
65 parliamentary proceedings of the meeting of the Chapter and the Board of Directors

**ARTICLE VI****BOARD OF DIRECTORS**

66  
67  
68 Section 1 - General Powers. The Board of Directors shall have supervision, control and direction of the  
69 affairs of the Chapter, shall determine its policies or changes therein within the limits of the bylaws, shall actively  
70 prosecute its purposes and shall have discretion in the disbursement of its funds. It may adopt such rules and  
71 regulations for the conduct of its business as shall be deemed advisable, and may in the execution of powers  
72 granted, appoint such agents, as it considers necessary. Directors must be regular or international members of  
73 the Chapter. Qualifications for Officers shall be the same as for the Board of Directors.

74 Section 2 - Number. The Board of Directors shall consist of fifteen (15) elected directors, two resident  
75 liaisons plus the officers of the Chapter.

76 Section 3 - Terms. Elected directors shall serve a term of three (3) years after his/her election, or until  
77 his/her successor shall have been elected. The terms of office of the directors shall begin at the annual meeting  
78 at which their election occurred. Attempts should be made to stagger the terms to attempt a nearly equal  
79 number of directors are elected each year. No director may serve more than two (2) consecutive three (3) year  
80 terms, with the following exceptions: (a) While serving in the capacity of President-Elect, president,  
81 Secretary/Treasurer, or Immediate Past-President officer positions. (b) If elected to fill a vacancy in the Board  
82 (see Article 7, section 8).

83 Section 4 - Nominations and Elections to the Board of Directors. At least ninety (90) days prior to the  
84 annual meeting it shall be the duty of the Immediate Past-President to select three (3) members for the  
85 nominating committee from the Board of Directors representing, as far as practical, all geographic sections. The  
86 nominating committee will select a Slate of Candidates who shall be regular or international members in good  
87 standing with the Chapter. The nominating committee will present its Slate of Candidates to the Board of  
88 Directors for approval. At least sixty (60) days prior to the annual meeting the nominating committee must email  
89 the Slate of Candidates to the members. The Slate represents at least one nomination for each of five (5)  
90 positions on the Board of Directors. The Slate of Nominees must explain that a member has the opportunity to  
91 submit additional nominee(s) for a vote of the membership. Additional nominee(s) must be submitted to the  
92 chapter office no later than 30 days prior to the annual meeting. The chapter office will then prepare an online,  
93 secure voting webpage with all nominees. A link to the webpage will be sent to the members with an email  
94 address. Members without an email address will be mailed a ballot. Members will submit their ballots by either  
95 electronic or mail. Voting will close seven (7) days prior to the annual meeting. The five (5) candidates receiving  
96 the highest number of votes shall be elected. In the event of a tie, a run-off election will occur between the two  
97 prospective candidates. The same nominating committee shall also recommend candidates for the offices of  
98 Secretary-Treasurer and President Elect, from all eligible present or previous members of the Board of  
99 Directors.

100 Section 5 - Board of Directors Meetings. The Board of Directors shall meet no less than twice each year.  
101 Notice of all meetings of the Board of Directors shall be sent to each member of the Board at least ten (10) days  
102 in advance of such meetings. Board meetings may be conducted by telephone conference call or other  
103 electronic medium. A majority of the Board of Directors shall constitute a quorum at any meeting of the Board.  
104 Any director may waive notice of any meeting. The attendance of a meeting by a director shall constitute a  
105 waiver of notice of such meeting, except when a director attends a meeting for the express purpose of objecting  
106 to the transaction of any business because the meeting is not lawfully called or convened. Neither the business  
107 to be transacted at, nor the purpose of, any meeting of the Board need be specific in the notice or waiver of  
108 notice of such meeting, unless specifically required by law.

109 Section 6 - Manner of Acting. The act of a majority of the directors present at a meeting at which a  
110 quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by  
111 law or by these bylaws.

112 Action without a meeting by Board of Directors or Committees. Any action required or permitted by law  
113 to be taken at a meeting of directors or any committee may be taken without a meeting if consent in writing  
114 setting forth the action so taken shall be signed by all the members of the Board of Directors, or committee, as  
115 the case may be.

116 Section 7 - Vacancies. Any vacancies, which occur on the Board of Directors for any reason shall be  
117 filled with a new board member by the majority vote of the remaining directors. A director elected to fill a  
118 vacancy shall serve the remainder of the unexpired term of their predecessor in office. Such a term will not  
119 count toward the consecutive term limits on a Board of Director's term. Any directorship to be filled by reason of  
120 an increase in the number of directors shall be filled by elections at an annual meeting or at a special meeting of  
121 the members called for that purpose.

122 Section 8 - Compensation. Directors as such shall not receive any stated salaries for their services, but  
123 by resolution of the Board of Directors expenses of attendance, if any, may be allowed for attendance at each  
124 regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any director  
125 from serving the Chapter in any other capacity and receiving compensation therefore.

126 Section 9 - Removal. Any director shall be removed from office if he/she is no longer a member of the  
127 Chapter. The Board of Directors may also remove any director who misses two (2) consecutive Board Meetings.  
128 If the membership believes it is in the best interest of the chapter to remove a director, this can be done by a 2/3  
129 vote of the membership at an annual meeting or a special meeting of the members called for that purpose. To  
130 call for a special meeting for such a purpose will require a petition with signatures of at least 10% of the number  
131 of members who voted to elect the Director originally.

132 Section 10 - Resignation. Any director may resign at any time by giving written notice to the President or  
133 to the Board of Directors. Such resignation shall take effect at the time specified therein, or if no time is  
134 specified, at the time of acceptance thereof as determined by the President or the Board.

## 135 ARTICLE VII

### 136 OFFICERS

137 Section 1 - Officers. The officers of the Chapter shall consist of President, President-Elect, Secretary-  
138 Treasurer, and Immediate Past President. Each officer shall serve on the Board of Directors. Officers must be  
139 regular or international members of the Chapter and eligibility for nomination will require past or present Board  
140 of Director experience.

141 Section 2 - Election and Terms of Office. The officers of the Chapter shall be elected annually by the  
142 Board of Directors except that of the offices of President and Immediate Past-President which shall be filled by  
143 the succession of the President-Elect and President, respectively, to those two positions. The election of officers  
144 shall be held at the last Board of Directors meeting prior to the annual meeting. The term of office of each officer  
145 shall begin at the annual meeting. Each officer shall hold office until his/her successor shall have been duly  
146 elected.

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

148 (a) The President shall be the principal executive officer of the Chapter.

149 (b) The President shall in general supervise and control the business and affairs of the Chapter. He/she  
150 shall preside over all meetings of the Chapter members and of the Board of Directors. If the President is absent,  
151 this position will be assumed by the President-Elect, Immediate Past-President, or Secretary-Treasurer, or in  
152 such order. If none of the above officers are available, the President may designate a chair from the Board of  
153 Directors.

154 (c) The President may sign, with the Secretary-Treasurer or any other proper officer of the Chapter  
155 authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the  
156 Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall  
157 be expressly delegated by the Board of Directors, or by these bylaws, or by statute to some other officer or  
158 agent of the Chapter; and in general he/she shall perform all duties incident to the office of President and such  
159 other duties as may be prescribed by the Board of Directors from time to time.

160 (d) The President's term of office shall begin at the annual meeting. In the event of the death or  
161 resignation of the President during the term of office or if he/she shall for any reason be unable to serve, the  
162 President-Elect shall succeed to the office of President for the unexpired portion of the President's term. In the  
163 event of the death, resignation or incapacity of both the President and the President-Elect, the Board of  
164 Directors shall elect a President and President-Elect for the unexpired term.

165 (e). The President shall be responsible for ensuring that all Chapter contracts with third parties contain a  
166 provision disclosing the fact that the Chapter is an entity separate and distinct from the College.

167 (f) The President shall be responsible for ensuring that the Chapter adheres to the policy governing the  
168 use of the mark of the American College of Emergency Physicians.

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

170 (a) The President-Elect shall perform the duties of the President, in the absence of the President or in  
171 the event of his/her inability to act. And when so acting shall have all the powers of and be subject to all the  
172 restrictions upon the President.

173 (b) The President-Elect shall perform such other duties as from time to time may be assigned to him/her  
174 by the President or Board of Directors.

175 (c) The President-Elect shall succeed to the office of President at the expiration of the President's term.

176 (d) In the event of the death, resignation or removal from office of the President-Elect, the Board of  
 177 Directors shall nominate two (2) or more members for that office and election of the successor to the President-  
 178 Elect shall take place by a vote of the Board of Directors at the next scheduled meeting of the Board of  
 179 Directors.

180 Section 5 - Secretary-Treasurer. The duties of the Secretary-Treasurer shall be as follows:

181 (a) The Secretary-Treasurer shall cause to be kept adequate and proper accounts of the properties,  
 182 funds and records of the Chapter.

183 (b) The Secretary-Treasurer shall deposit or cause to be deposited all moneys and other valuables in  
 184 the name and to the credit of the Chapter with such depositories as may be designated by the Board of  
 185 Directors.

186 (c) The Secretary-Treasurer shall disburse the funds of the Chapter as may be ordered by the Board of  
 187 Directors; shall render to the Board of Directors, whenever it may request it, an account of all his/her  
 188 transactions as treasurer, and of the financial condition of the Chapter.

189 (d) The Secretary-Treasurer shall have such other powers and perform such other duties as may be  
 190 prescribed by the Board of Directors or these bylaws.

191 (e) The Secretary-Treasurer shall give a surety bond in an amount to be determined by the Board of  
 192 Directors, the premium thereon to be paid by the Chapter.

193 Section 6 - Immediate Past-President. The duties of the Immediate Past-President shall be as follows:

194 (a) The Immediate Past-President shall remain a member of the Board of Directors for a period of one  
 195 year following his/her term as President, or until such time as his/her regular term as a Board member shall  
 196 expire, whichever is longer.

197 Section 7 - Removal. Any officer elected or appointed by the Board of Directors may be removed by a  
 198 2/3 vote of the Board of Directors whenever in its judgment the best interests of the Chapter would be served.

199 Section 8 - Vacancies. Any vacancies which occur in any officership of the Chapter for any reason shall  
 200 be filled by the Immediate Past-President for the unexpired portion of the term. In the event that the Immediate  
 201 Past-President is unable to fill the vacancy, the position will be filled by the election of a past or present Director  
 202 of the Chapter by a majority vote of the Board of Directors.

## 203 **ARTICLE VIII**

### 204 **COUNCILLORS**

205 Section 1 Allocations. Councillor allocation shall be determined as specified in the College Bylaws.  
 206 Councillors shall be elected by the Board of Directors. A similar number of Alternate Councillors shall be elected  
 207 by the Chapter Board of Directors. Such election of Councillors and Alternate Councillors shall take place at the  
 208 last Board of Directors meeting prior to the annual meeting.

209 Section 2 Terms. The President, President-Elect, Secretary-Treasurer and the Immediate Past-  
 210 President shall each serve as councillors while officers of the Chapter. The President shall preside over the  
 211 Chapter's delegation at all council meetings. Any additional Councillors and Alternative Councillors shall be  
 212 appointed by the President to a one-year term. Councillors may serve unlimited consecutive terms. Should the  
 213 Chapter's Councillor allocation fall below four, the Chapter President will appoint.

214 Section 3 Vacancies. Vacancies occurring in councillor positions other than by removal shall be filled in  
 215 a timely manner by the Chapter President.

216 Section 4 Removal. A Councillor may be removed by a majority vote of the Board of Directors. A  
 217 vacancy created by removal shall be filled by the Chapter President for the remainder of the unexpired term.

**ARTICLE IX****COMMITTEES**

With the exception of the Executive Committee, which is comprised of the Officers, the Board of Directors may appoint such additional committees, as it deems necessary, and determine the membership. The Executive Committee shall have the authority to conduct such business as may be necessary between meetings of the Board of Directors. Such actions must be ratified by the Board of Directors at the next regular meeting; failure of such ratification nullifies the action(s) taken by the Executive Committee.

**ARTICLE X****VOTING METHODS**

Voting in election of the Board of Directors and other matters shall be conducted in person or electronically through an online, secure voting webpage. A link to the webpage will be sent to the members with an email address 30 days prior to count. Members without an email address will be mailed a ballot 30 days prior to the count. Members will submit their ballots by either electronic or mail. Proxy voting is not allowed. Voting in all matters at Board and committee meetings is to be in-person only unless such meetings take place via conference call or other electronic medium.

**ARTICLE XI****INDEMNIFICATION**

The Chapter will, by resolution of the its 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 - ACEP Approval. These bylaws shall not become effective until it has been submitted to and approved by the Board of Directors of the American College of Emergency Physicians.

Section 2 - Requirements. These bylaws may be altered, amended or repealed and new bylaws may be adopted by a two-thirds vote of the membership present at the annual meeting of the Chapter, provided that the proposed revision, amendment or repeal of these bylaws or the new bylaws, is emailed to the membership thirty (30) days prior to such meeting.

Section 3 - Amendments. 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 an amendment. 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 or its designee fails to give written notice of its objections thereto within ninety (90) days following receipt.

Section 4 - Consistency. 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 there within, then these bylaws shall be amended within two (2) years of written notification to eliminate said inconsistency.

Section 5 - Adoption. The Chapter adopted the latest revision to these current bylaws on April 27, 2017.

**ARTICLE XIII****CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

261

262

263 Section 1 - Contracts. The Board of Directors may authorize any officer or officers, agent or agents of  
264 the Chapter, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and  
265 deliver any instrument in the name of and on behalf of the Chapter. Such authority may be general or confined  
266 to specific instances.

267 Section 2 - Checks and Drafts. All checks, drafts or orders for payment of money, notes or other  
268 evidences of indebtedness issued in the name of the Chapter shall be signed by such officer or officers, agent  
269 or agents of the Chapter and in such manner as shall from time to time be determined by resolution of the Board  
270 of Directors.

271 Section 3 - Deposits. All funds of the Chapter shall be deposited from time to time to the credit of the  
272 Chapter in such bank, trust companies or other depositories as the Board of Directors may select.

273 Section 4 - Gifts. The Board of Directors may accept on behalf of the Chapter any contribution, gift,  
274 bequest or devise for the general purpose or for any special purpose of the Chapter.

275

**ARTICLE XIV**

276

**ETHICS**

277 Section 1 - Principles. The ACEP "Principles of Ethics for Emergency Physicians" shall be the principles  
278 of ethics of this Chapter.

279 Bylaws

280 Revised 04/27/17

281 Revised 10/02/09

282 Revised 07/18/05

283 Revised 06/26/02

284 Revised 04/02/97