

MICHIGAN COLLEGE OF EMERGENCY PHYSICIANS

BYLAWS – 2021

Approved by the Membership on July 19, 2021.

Article I - NAME

This Association shall be a non-profit corporation organized under the laws of the State of Michigan. Having received a charter from the American College of Emergency Physicians (hereinafter referred to as the “American College”), this Association shall be a Chapter of the American College and shall be called the “Michigan Chapter of the American College of Emergency Physicians” doing business as the “Michigan College of Emergency Physicians” (hereinafter referred to as the “Michigan College” or “Chapter”).

Article II – MISSION AND PURPOSES

Section 1 - Mission: The Mission of the Michigan College shall be to support quality emergency care and to promote the interests of emergency physicians.

Section 2 - Purposes: The purposes of the Michigan College shall be those set forth in the Bylaws of the American College and in the Chapter’s Articles of Incorporation.

Section 3 - Legal Identity: The Michigan College shall have no capital stock and its business shall not be conducted for pecuniary profit. No income or money of any sort received by the Michigan College shall inure to the pecuniary benefit of any member of the Michigan College, or to those persons with any relationship which would preclude the corporation from being treated as a tax exempt corporation by the Internal Revenue Code presently in effect or as it may be changed in the future. However, expenses and reasonable compensation for services actually rendered to and for the Michigan College may be paid to a member or such other person who incurs such an expense or renders such a service.

Article III - MEMBERSHIP

Section 1 - Qualifications: The qualifications for membership in the Michigan College shall be consistent with those for membership in the American College.

Section 2 - Actions: Membership applications, classification changes, resignations, suspensions and expulsions shall be acted upon by the American College.

Section 3 - Classifications: Membership classifications and privileges in the Michigan College shall be consistent with those designated by the American College in its Bylaws

as they exist now or may hereafter be amended and are incorporated by reference as if fully stated herein. Except where otherwise specified in these Bylaws, Candidate members may not serve on the Board of Directors, may not hold a Chapter office, may not vote for the Board for Directors, may not vote for Chapter officers, but may vote on committees on which they serve.

Section 4 - Inspection of Records: The minutes of the proceedings of the Board of Directors and Chapter Committees, the membership lists, and the books of accounts shall be made available for inspection by any member, upon written demand, at any reasonable time for any purpose reasonably related to the member's interest as a member. Such inspection may be made by the agent or attorney of the member and shall include the right to make extracts or copies thereof, provided such extracts or copies are used confidentially for purposes germane to the member's interest and are not used in a manner that violates federal, state or local laws. Demand of inspection shall be in writing to the President or Secretary of the Michigan College.

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 nonpayment of chapter dues and mandatory chapter assessment, and also thereby all related chapter membership.

For proper cause other than nonpayment of dues or assessment, 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 approved by the Board of Directors of the Michigan College and are payable on or before the anniversary date of the individual's membership or on such date as determined by the policies of the American College.

Section 2 - Levy of Assessments: Assessments may not be levied except upon the recommendation of the Board of Directors of the Michigan College and by a majority vote of the members present and voting at the Annual Meeting or any special meeting of the Chapter. Notice of such recommendation shall be sent to each Chapter member at least thirty (30) days before the meeting at which the assessment will be debated.

Article V - MEETINGS

Section 1- Annual Meeting: There shall be an Annual Meeting of the Michigan College membership at such time and place as determined by the Board of Directors. At the discretion of the Board of Directors, the Annual Meeting may be conducted via remote communication technology. Even when held in person, meeting participation may be by remote communication technology, if such technology is available at the meeting

location. Notice of such a meeting shall be communicated in writing to each member not less than ten (10) nor more than sixty (60) days before the date appointed for the meeting.

Section 2 - Special Meetings: Special meetings of the Michigan College may be held as determined by the Board of Directors, or upon written petition of ten (10) percent of the Michigan College regular member, to conduct business for a specific purpose. Notice of such meetings shall include the purpose of the meeting and shall be communicated in writing to each member at least twenty (20) days before the date appointed for the meeting.

Section 3 - Quorum: Members of the Michigan College present at any meeting of the Michigan College, duly called, shall constitute a quorum. Attendance via remote communication technology, even when the meeting is being conducted in-person, serves to deem a member as being present: "Present" meaning attendance in-person or via remote communication technology.

Section 4 - Voting: All regular members of the Michigan College in good standing may vote on any matter at the Annual Meeting or any special meeting, including the election of members to the Board of Directors. Except where otherwise specified in these Bylaws, Chapter Candidate members shall not be eligible to vote on any issues other than the election of the EMRAM representative to the Board of Directors, in accordance with the EMRAM bylaws, and the business of any committee to which they are appointed.

Section 5 - Parliamentary Authority: When not in conflict with these Bylaws, the parliamentary procedure outlined in the latest edition of Sturgis' Standard Code of Parliamentary Procedure, shall govern all meetings and voting.

Article VI - BOARD OF DIRECTORS

Section 1- Duties: The Board of Directors (hereinafter the "Board") shall have supervision, control and direction of the affairs of the Michigan College, shall determine its policies or changes therein within the limits of these Bylaws, shall actively prosecute its purposes and shall have discretion in the disbursements of its funds. It may adopt any 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 appropriate.

The act of a majority of the 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 shall consist of at least twelve (12) regular members of the Michigan College. The number of Directors may be increased if the terms as Directors of the President and Immediate Past President have expired. In addition to the above referenced Directors, one Candidate physician member, with full voting privileges,

shall be elected to the Board by the Emergency Medicine Residents' Association of Michigan (EMRAM).

Section 3 - Requirements: The members of the Board shall be and at all times remain members in good standing of the Michigan College, and shall be licensed physicians who are engaged in, or retired from, the practice of Emergency Medicine or, in the case of the Candidate Director, a resident in good standing at an approved emergency medicine residency training program located in Michigan.

Section 4 - Term of Office: Directors shall serve a term of three (3) years and shall be eligible to serve a maximum of two (2) consecutive terms, with the exceptions of the President-Elect, who shall remain on the Board through subsequent terms as President and Immediate Past President even if his or her term as a Director would have expired during the course of that progression, and the Candidate Director, whose term shall be for one (1) year. The Directors' terms of office shall begin immediately at the conclusion of the Annual Meeting of their election. Terms of office shall be staggered in such a fashion so that Board vacancies occur annually.

Section 5 - Meetings: The Board shall meet at least quarterly. Meetings may be held in-person or by remote communication technology. Even when held in-person, meeting participation may be by remote communication technology. Notice of all meetings of the Board shall be communicated in writing to each member of the Board at least ten (10) days in advance of such meetings. A majority of the members of the Board then in office shall constitute a quorum at any meeting of the Board. Following the Annual Meeting, the Board shall meet within forty-five (45) days for the purpose of election of Officers. The President or Executive Committee, on 48-hours' notice and having the same quorum requirements, may call a special meeting of the Board.

Section 6 - Absences from Meetings: Unless excused for good cause by a majority vote of the members of the Board voting at any regularly scheduled meeting of the Board, any Director who misses such a meeting will be given an unexcused absence. The Board may excuse such absences using pre-established criteria. Any Director who has three (3) consecutive unexcused absences or who does not attend at least half of the Board meetings during any year of office shall be subject to an immediate recall procedure as provided for in Section 9 of Article VI.

Section 7 - Nomination of Directors: At least sixty (60) days prior to the Annual Meeting of the Chapter, the Nominating Committee, as constituted by Section 3 of Article IX, will submit a slate of nominees for impending vacancies on the Board to the membership of the Chapter. The slate of nominees shall be published and distributed to the membership at least thirty (30) days prior to the Annual Meeting and include one or more nominees for each vacancy on the Board. Nominations to the Board will also be accepted from the floor at the time of the Annual Meeting. All nominees to the Board must be members in good standing of the Michigan College at the time of their nomination.

Section 8 - Election of Directors: The election of Directors other than the Candidate

Director shall be by a majority vote of the regular members present and voting at the Annual Meeting. The election will be conducted under the supervision of the Secretary of the Michigan College. The ballot shall list the nominees selected by the Nominating Committee and shall also provide for the inclusion of nominees from the floor. To be considered valid, a completed ballot shall have no more than one (1) vote per nominee and members must vote for the number of candidates equal to the number of available positions for each ballot. A member's individual ballot shall be considered invalid if there are greater or fewer votes on the ballot than is required. Any write-in vote for a nominee not nominated from the floor shall invalidate the ballot. All vacancies, excluding those due to removal or resignation, shall be voted on simultaneously. Nominees shall be ranked in order based on the number of votes they received. Those receiving sufficient votes equal to at least a majority of the ballots cast and ranked within the number of vacancies to be filled shall be elected. If the number of nominees elected on the first ballot is not sufficient to fill all vacancies, subsequent ballot(s) shall be taken, following the same procedure, among the remaining un-elected nominees receiving the highest number of votes on the prior ballot, with the number of such nominees now equal to the remaining vacancies, plus one. In the case of a tie vote wherein two (2) or more nominees receive an equal number of votes for a single position, an immediate re-vote between the tied nominees will be taken. If the nominees remain tied, the President may call for another re-vote or break the tie. Voting shall continue in this manner until all positions are filled.

The Candidate Director shall be elected from among the candidate members at such time and place as specified by the Bylaws of the Emergency Medicine Residents' Association of Michigan.

Section 9 - Recall Procedure: Any member of the Board may be removed from office with or without cause by a three-quarters majority vote of the Directors present and voting at any meeting of the Board. A recall may be initiated by a petition signed by at least five (5) percent of the regular members of the Chapter or by at least one-third of the members of the Board. Voting on recall of Directors is reserved to the Board.

Section 10 - Resignation: Any Director may resign at any time by giving written notice to the President or the Board. Such resignation shall take place at the time specified therein or, if no time is specified, at the time of acceptance thereof as determined by the President.

Section 11 - Board Vacancies: Excluding the Candidate Director, any vacancy created on the Board for any reason shall be filled for the remainder of the respective term through an election conducted among the remaining members of the Board. A notice of the vacancy and pending election shall be distributed to the Chapter membership at least thirty (30) days prior to the Board meeting at which the vacancy will be filled. Nominations for any vacancy shall be accepted from the membership and from the floor at the Board meeting. Election shall be by majority vote of the Board members present and voting. In the case of a tie vote, wherein any nominees are tied for the highest number of votes an immediate re-vote shall be taken among the tied nominees. If the

vote remains tied, the President may elect to break the tie. Election to an unexpired term shall not count toward term limits.

Section 12 - Compensation: The members of the Board shall not receive any compensation for their services as such. However, Board members may be reimbursed for reasonable expenses incurred through activities on behalf of the Chapter, subject to budgetary limitations and actions by the Board.

Article VII - OFFICERS

Section 1 - Officers: The elected Officers of the Michigan College shall be a President, President-Elect, Secretary, Treasurer and Immediate Past President, all of whom shall be members of the Board.

Section 2 - Term of Office: The term of office for all Officers is one year. The terms of President and Immediate Past President shall commence at the Annual Meeting and the terms of Secretary, Treasurer and President-Elect shall commence with their election at the first Board meeting following the Annual Meeting.

Section 3 - Election of Officers: A Nominating Committee, as constituted by Section 3 of Article IX, shall, after the election of the Board at the Annual Meeting and before the next meeting of the Board, meet to construct a slate of nominees for the positions of President-Elect, Secretary and Treasurer for submission to the Board at its next meeting. Nominees shall be current members of the Board. Floor nominations from the members of the Board shall be permitted. The election of Officers shall be by a majority vote of the members of the Board present and voting. When there are three or more nominees for a single position and no one receives a majority vote on the first ballot, a second ballot shall be taken between the two nominees receiving the highest number of votes on the first ballot. In the event of a tie vote, wherein any nominees are tied for the highest vote total, the President's ballot, which will be cast initially but kept segregated from the rest of the ballots, shall be used to break the tie.

Section 4 - Duties of the President: The duties of the President shall be as follows:

- a. The President shall serve as Chair of the Board and Chair of the Executive Committee.
- b. The President shall preside over all meetings of the Chapter membership and the Board, and shall be an ex-officio member of all standing committees.
- c. The President shall be responsible for ensuring that all contracts between the Michigan College and other parties contain a provision disclosing the fact that the Michigan College is a separate and distinct entity from the American College.

- d. The President shall be responsible for ensuring that the Michigan College adheres to the policy governing the use of the mark of the American College.
- e. The President or his or her designee shall serve as the official representative of the Michigan College in the conduct of its business with other professional organizations and societies.
- f. In the event of the death or resignation of the President during his or her term of office, or if the President becomes unable or unqualified to serve, the President-Elect shall serve that portion of the President's term remaining until the next Annual Meeting of the membership. At that time, the President-Elect shall serve their own term as President.
- g. If the President-Elect is unable to assume the office of President at the Annual Meeting where transfer of office is to take place, the current President shall continue in that office until the next meeting of the Board when the President -Elect can assume office as President.

Section 5 - Duties of the President-Elect: The duties of the President-Elect shall be as follows:

- a. The President-Elect shall succeed to the office of President at the conclusion of the preceding President's term, or if the office of President is vacated for any reason.
- b. The President-Elect shall assume the duties of the President when that officer is absent or incapacitated, and in that capacity shall have all the powers, responsibilities and privileges of the President.
- c. In the event of the death or resignation of the President-Elect, the Board shall elect a new President-Elect from among the members of the Board.

Section 6 - Duties of the Secretary: The duties of the Secretary shall be as follows:

- a. The Secretary shall keep or cause to be kept adequate records of the transactions of the Board and of the Annual Meeting and any special meetings.
- b. The Secretary may, on behalf of the Board, the President and other Officers of the Board, make replies to members and others who contact these individuals in writing or otherwise.
- c. The Secretary may prepare and send required notices of meetings and proposals to the Chapter membership.

- d. Any of the duties of the Secretary may, with approval of the Board, be delegated to the Executive Director.

Section 7 - Duties of the Treasurer: The duties of the Treasurer shall be as follows:

- a. The Treasurer shall deposit or cause to be deposited all monies and other valuables in the name and to the credit of the Michigan College.
- b. The Treasurer shall disburse or cause to be disbursed the funds of the Michigan Chapter as directed by the Board.
- c. The Treasurer shall render to the Board at least quarterly, and to the membership at the Annual Meeting or any special meeting, an account of all the financial transactions and the financial condition of the Michigan College.
- d. Any of the duties of the Treasurer may, by approval of the Board, be delegated to the Executive Director.

Section 8 - Duties of the Immediate Past President: The duties of the Immediate Past President shall be as follows:

- a. The Immediate Past President shall serve on the Board regardless of whether his or her regular 3-year term as Director has expired.
- b. The Immediate Past President shall chair the Nominating Committee.

Section 9 – Resignation: Any Officer may resign at any time by giving written notice to the President or the Board. Such resignation shall take place at the time specified therein or, if no time is specified, at the time of acceptance thereof as determined by the President.

Section 10 - Officer Vacancies: Vacancies in any officer position other than President and Immediate Past President, which occur as a result of the death or resignation of said Officer, shall be filled by a majority vote of the Board at its next regular meeting or at a special meeting called by the President. Candidates shall be selected from among current Board members. The exception is the office of President, which shall be automatically filled by the President-Elect. A vacancy in the office of Immediate Past President shall not be filled.

Section 11 - Recall Procedure: Any Officer of the Michigan College may be removed from office by a three quarters majority vote of the Board members present and voting at any meeting of the Board. A recall may be initiated by a petition signed by five (5) percent of the Chapter's regular members or by at least one-third of the members of the Board. Voting on recall of Officers is reserved to the Board. Any vacancy created by

such a recall shall be filled by a majority vote of the Board members present and voting at the Board meeting at which the recall occurred. Nominations for any vacancy shall be accepted from the floor and all nominees for Officer positions must be members of the Board.

Article VIII - COUNCILLORS

Section 1 - Allotment: The number of Councillors allotted to the Chapter shall be determined by the Bylaws of the American College.

Section 2 - Elections: Each year, at least sixty (60) days before the Annual Meeting of the Council of the American College, the Board shall elect a slate of Councillors from nominations submitted by the Nominating Committee. Following the election of Councillors, the Board shall also elect Alternate Councillors who will be available for seating at the Council meeting if a Councillor is not present. The election of Councillors and Alternate Councillors shall be conducted by the same balloting procedure as for election of Directors under Section 8 of Article VI.

Section 3 - Terms: Councillors shall serve a term of office of two (2) years. The term for Alternate Councillors is one (1) year. All Councillors and Alternate Councillors may serve an unlimited number of terms. The terms of all Councillors shall be staggered.

Section 4 - Duties: The Councillors shall represent the Michigan College at all meetings of the Council of the American College. Councillors are expected to attend all meetings of the Michigan College Board. If a sufficient number of Councillors plus Alternate Councillors is not present at any meeting of the Council, the President or Secretary may designate an Alternate Councillor(s) for that meeting only.

Section 5 - Absences: Except in instances of excused absences as approved by the Board, any Councillor who misses three (3) consecutive Board meetings, or who does not attend at least half of the Board meetings during a year of office, may be recalled as described under Section 6 of Article VIII.

Section 6 - Recall Procedure: Any Councillor or Alternate Councillor may be removed from office with or without cause by a three-quarters majority vote of the members of the Board present and voting at any meeting of the Board. A vacancy created by removal from office shall be filled for the remainder of the Councillor's or Alternate Councillor's term by a majority vote of the Board members present and voting at the Board meeting at which the recall occurred.

Article IX - COMMITTEES

Section 1- General: The Board may recommend that standing committees be appointed to assist the Board in its work. The President will annually appoint members to such standing committees. However, committees designated and each member thereof shall serve at the pleasure of the Board. Unless otherwise specified in these Bylaws, each Committee shall consist of a minimum of two (2) members, with one member designated as Chair of the Committee by the President. The President may also appoint ad hoc committees as from time to time may be required. Committee appointments will be reviewed annually by the Board. Meetings of all committees will be called by their Chairs and their minutes shall be submitted to the Board for review.

Section 2 -Executive Committee: The Officers of the Michigan College shall constitute the Executive Committee and may conduct business as may be necessary between any meetings of the Board. The Executive Committee shall meet as often as deemed necessary by the President. All actions of the Executive Committee shall be submitted for ratification at the next meeting of the Board.

Section 3 - Nominating Committee: The members of the Nominating Committee shall include the President, President-Elect and Immediate Past President. The Immediate Past President shall chair the Committee. The Board Nominating Committee is charged with presenting the best possible slate of nominees for all vacancies. The Nominating Committee shall meet at such time as described above under Section 7 of Article VI to select a slate of qualified nominees for the Board, and at such time as described above under Section 3 of Article VII to select a slate of qualified nominees for the Officers of the College, and at such time as described above under Section 2 of Article VIII to select a slate of qualified nominees for Councillor and Alternate Councillor.

Article X - VOTING METHODS

The Chapter, its Board and Committees reserve the right to conduct voting on any matter by means other than in person, including but not limited to voting by mail ballot and electronic ballot, but excluding proxy voting. If mail ballot is used, a deadline for receipt must be specified. If electronic voting is used, the time for voting must be specified, member identity must be validated, and security of voting must be assured.

Article XI - INDEMNIFICATION

The Board may indemnify any person for any liability, claim or expenses incurred or to be incurred, by reason of the fact that such person was or is a Director, Officer, employee, agent, or committee member of the Michigan College, or was or is serving at

the request of the Michigan College as a Director, Officer, employee, agent, or committee member of a corporation or entity owned wholly or in part by the Michigan College, or established by the Board of the Michigan College.

The extent of such indemnification shall be determined by the Board of the Michigan College either in advance or on a case-by-case basis provided, however, that such indemnification shall not be broader or more inclusive than permitted by law either at the time of the act or omission to be carried out or at the time of carrying out such indemnification.

Article XII - APPROVAL OF BYLAWS AND AMENDMENTS

Section 1 - Approval of Bylaws: These Bylaws and any amendments thereto shall not become effective until approved by the Board of Directors of the American College or its designee.

Section 2 - Amendments: These Bylaws may be amended by an affirmative vote of at least two-thirds of the Chapter members present and voting at any Annual Meeting or special meeting. The Executive Director shall provide notice of said proposed amendments to Chapter members by mail or official publication at least thirty (30) days before the Annual Meeting or special meeting at which such proposed amendments are to be considered for action.

Section 3 - Approval by the American College of Emergency Physicians: Amendments to these Bylaws shall be submitted in writing to the American College in a format and manner designated 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 or reviewed by the Board of Directors of the American College or its designee.

Section 4 - Conformance: These Bylaws must at all times be consistent with the Bylaws of the American College. Should the Bylaws of the American College be amended in such a manner as to render these Bylaws inconsistent therewith, then these Bylaws shall be amended to eliminate said inconsistency. The Board of the Michigan College shall have and retain the right to make such modifications as necessary to assure conformance with the Bylaws of the American College, subject to ratification by the Chapter membership at the next Annual Meeting.

Section 5 – Date of Adoption by Chapter: The Michigan College adopted the latest revision to these current bylaws on July 19, 2021.

Section 6 – Date of Approval by College: The College most recently approved these bylaws on July 22, 2021.

Article XIII - MISCELLANEOUS

Section 1 - Executive Director: An Executive Director may be employed by the Board for a term and at a stipend to be fixed by the Board. The Executive Director shall, under the direction of the Board, perform such duties of the Secretary and Treasurer as may be assigned by the Board. The Executive Director shall perform such other duties as the Board may describe, by job description or otherwise, including but not limited to maintenance of adequate and proper records of the Michigan College; maintenance of an accurate record of the minutes and transactions of the Annual Meeting, meetings of the Board and Executive Committee; service as official recording secretary of those bodies; supervision of any and all other employees and agents of the Michigan College, and exercise of such other powers, duties and responsibilities as may be prescribed by the Board or these Bylaws. The Executive Director shall serve as an ex-officio, non-voting member of the Board and all Committees of the Michigan College.

Section 2 - Annual Report: The Board shall, not later than ninety (90) days after the Annual Meeting, make available to the members an annual report on the status of the Michigan College. The Board shall present a report to the members at the Annual Meeting on the financial condition of the Michigan College.

Section 3 - Fiscal Year: The fiscal year of the Michigan College shall be determined by the Board.

Article XIV - ETHICS

Section 1 - Principles: The Code of Ethics for Emergency Physicians, as endorsed and published by the American College, shall be the Principles of Ethics of the Michigan College and shall be and hereby are made a part of these Bylaws.

Section 2 - Violation of Ethical Principles: If any member is believed to have violated the Code of Ethics for Emergency Physicians, or to be otherwise guilty of conduct justifying censure, suspension, or expulsion from the American College, any member may prefer charges against him or her in the form and manner specified in the Bylaws of the American College.