CONNECTICUT COLLEGE OF EMERGENCY PHYSICIANS BYLAWS

ARTICLE I

NAME

The name of the Association, a non-profit corporation organized under the laws of the State of Connecticut, shall be the Connecticut College of Emergency Physicians, a chapter of the American College of Emergency Physicians.

ARTICLE II

PURPOSES

The purposes of this Association (hereinafter “the Chapter”) shall be consistent with those set forth in the Bylaws of the American College of Emergency Physicians (hereinafter “the College”).

ARTICLE III

MEMBERSHIP

Section 1. The qualifications for membership in the Chapter shall be the same as those for membership in the American College of Emergency Physicians.

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

Section 3. Member classifications and their respective rights and privileges in the Chapter shall be those designated by the College in its Bylaws. Candidate members may not hold a Chapter office, vote for Directors, or vote for Chapter officers; they may vote on committees on which they serve.

Section 4. All records of the Chapter shall be available for inspection by the membership of the Chapter at any reasonable time.

ARTICLE IV
DUES AND ASSESSMENTS

Section 1. Changes in dues for the Chapter shall be determined by the membership at the Annual Meeting of the Chapter.

Section 2. Assessments may only be levied by a majority vote of the members present and voting at the Annual Meeting and then only if the recommendation for such assessment has been mailed to the membership at least 30 days before the meeting.

Section 3. Only those members in good standing are eligible to vote or hold office.

ARTICLE V

MEETINGS OF THE MEMBERSHIP

Section 1. There shall be an Annual Meeting of the Chapter at such place and time as is ordered by the Board of Directors. Notice of such meeting shall be communicated in writing to the last recorded address of each member at least 60 days before the time appointed for the meeting.

Section 2. Other regular meetings of the Chapter may be held from time to time as determined by the Board of Directors. Notice of such meeting shall be mailed to the last recorded address of each member at least 60 days before the time appointed for the meeting. Special Meetings of the Chapter may also be held. Notice of such meetings shall include a purpose for the meeting and shall be communicated in writing to the last recorded address of each member at least 20 days before the time appointed for the meeting.

Section 3. The members of the Chapter present at any meeting of the Chapter duly called shall constitute a quorum. Board meetings may be conducted by telephone conference call.

Section 4. When not in conflict with these bylaws or with duly adopted special rules of order the latest edition of Roberts Rules of Order Newly Revised shall govern all Chapter meetings.

Section 5. The Board of Directors shall create and approve standing rules of the Annual Meeting and standing rules of the Board of Directors to define the structures of these 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 (i.e., standing rules of the Board of Directors meetings) 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 President, Immediate Past President, President-Elect, Secretary/Treasurer, the Councillors of the Chapter, 10 elected directors (a minimum of 1 and maximum of 3 from each Uniform Service Region (USR) as defined by the State of Connecticut Department of Public Health (See Attachment One)), one faculty representative from each of the residency programs and one EMRA representative. All Committee Chairmen of standing committees appointed by the President shall be ex-officio voting members of the Board of Directors. In addition to the 10 elected directors, there shall be 6 elected alternate directors, 1 from each USR and one selected by Connecticut EMRA.

Section 3. A nominating committee consisting of the Immediate Past President and the elected officers, and chaired by the Immediate Past President, shall recommend nominees for all director positions. Nominations from the floor will be permitted. 5 directors shall be elected at each annual meeting by a majority vote of the active members present and voting.

Section 4. Elected directors shall serve a term of 2 years, which shall begin at the time of election and end with the election of their successor and shall be eligible to serve a maximum of 3 consecutive elected terms. Each USR is entitled to at least 1 representative on the Board of Directors and no more than 3, the first of which shall be designated as that USR’s representative and any others shall be designated as “at large” representatives. One alternate director shall be elected annually from each USR area, each of whom shall have a term of 1 year and who may attend all board meetings as a non-voting member; however, the alternate director may vote on all matters when sitting in place of an elected director from his USR for any meeting. The director and alternate director selected by Connecticut EMRA shall serve a term of one year.

Section 5. The Board of Directors shall meet at least 9 times per year. Notice of all meetings, not previously defined, 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. Unless prohibited by law, Board meetings may be conducted by telephone conference call. A majority shall constitute a quorum at any meeting of the Board.

Section 6. Any director may be recalled from office by a three-quarters vote of the members present and voting at any meeting of the chapter. A recall must be initiated by a petition, which must contain the signatures of no less than one-third of the number of voting members present 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 present and voting at the chapter meeting at which the recall occurs. Nominations for any vacancy created shall be accepted from the floor.

Any Director who is absent from three consecutive meetings of the Board or more than 1/2 of the meetings of this Board in one year may be removed from the office by the President, with the concurrence of a three-quarters vote of the entire board.

Section 7. 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 8. Any vacancies that may occur on this Board for any reason other than recall may be filled by the President for that unexpired term, which shall not count against 3 consecutive term limitation.

ARTICLE VII

OFFICERS

Section 1. The elected officers of the Chapter shall be the President, President-Elect and Secretary-Treasurer. Each shall serve for a term of 1 year, which shall begin with their election at the Annual Meeting and end with the election of their successor. Consecutive terms shall only occur in special circumstances, such as the death or the inability or unwillingness of an officer to serve and the inability of the Board to identify a suitable replacement according to Article VII, Section 6, with the concurrence of a three-quarter vote of the entire Board.

Section 2. Election of the President-Elect and of the Secretary-Treasurer shall be by a majority vote of the members present and voting at the Annual Meeting. All active members of the Chapter who are in good standing will be eligible for nomination. A Nominating committee consisting of the Immediate Past President and the elected officers, and chaired by the Immediate Past President, shall recommend the nominees to the membership for officer positions. The committee should consider current and past participation in the activities and affairs of the Chapter, including Board of Directors. Nominations for all positions from the floor will be permitted.

Section 3. Each officer and the Immediate Past President shall serve on the Board of Directors.

Section 4. The duties of the officers shall be as follows:

a) The President shall be the executive officer of the Board of Directors. He or she shall preside over all meetings of the Chapter and the Board of Directors, and shall perform all duties as usual pertaining to the office of the President. He or she 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.

b) The President-Elect, in the absence of the President, shall preside at all meetings and perform such other duties as may be assigned by the President or the Board of Directors. (The President-Elect shall, upon the expiration of his or her term, assume the office of President).

c) The Secretary-Treasurer shall be responsible for creating and maintaining appropriate accounts and records of all Chapter activities and finances. He or she shall also be responsible for ensuring that appropriate corporation and chapter reports are filed. He or
she shall also be responsible for ensuring that the College adheres to the Policy Governing the Use of the Mark of the American College of Emergency Physicians.

Section 4. Any officer may be removed from office by a three-quarters vote of the members present and voting at any meeting of the Chapter. A recall must be initiated by a petition signed by no less than one-third of the number of voting members present at the meeting which the officer was elected. Any vacancy created by a recall shall be filled by a majority vote of the voting members present and voting at the chapter meeting at which the recall occurs. Nominations for any vacancy created shall be accepted from the floor.

Section 5. Any officer may resign at any time by giving written notice to the President or 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 of the Board.

Section 6. Vacancies that may occur in the officership for any reason other than recall shall be filled by a majority vote of the Board of Directors for the remainder of the term.

ARTICLE VIII
COUNCILORS

SECTION 1. One councilor to the College, and one additional councilor for each 100 members of the Chapter, shall be allocated to the Chapter. 1 councilor position shall be the current President of the Chapter and 1 alternate councilor shall be the current President-elect of the Chapter. The remaining councilors shall be elected by the Chapter to two-year terms at the Annual Meeting. No councilor may serve more than three consecutive elected two-year terms, except for a vote of three quarters of the Chapter members present and voting at the annual meeting. The terms of the councilors shall be staggered so that one-half are elected each year at the Annual Meeting. For each councilor, the Chapter shall also elect an alternate councilor who will be available for seating if the councilor is not present.

Section 2. All active members of the Chapter in good standing shall be eligible for nomination. A nominating committee consisting of the Immediate Past President and the elected officers, and chaired by the Immediate Past President, shall recommend the nominees to the membership for councilor and alternate councilor positions. Nominations for all positions from the floor will be permitted. Election of the Councilors and Alternate Councilors shall be by a majority vote of the members present and voting at the Annual Meeting.

Section 3. Any councilor may be recalled from office by a three-quarters vote of the members present and voting at any meeting of the Chapter. A recall must be initiated by a petition signed by no less than one-third of the number of members present and voting at the meeting at which the councilor was elected. Any vacancy created by a recall shall be filled
Section 3. Should a vacancy occur in a councilor position other than by recall, this vacancy shall be filled by a majority vote of the board of directors for the remainder of that term.

Section 4. Councilors will represent the chapter at meetings of the College and are authorized to vote for the chapter at said meetings.

ARTICLE IX

COMMITTEES

The President shall appoint such committees as he or she deems necessary.

ARTICLE X

VOTING METHOD

Voting on any matter of the membership, including the election of directors or officers, may be conducted by mail. A member in good standing must post mark said vote within 5 business days of the vote being taken. Mailed votes shall be tabulated by the Executive Director and presented to the Board at the next meeting. Nominations may be submitted by mail by any member in good standing for any position. This nomination must be received prior to election in question. Proxy voting is not allowed.

ARTICLE XI

INDEMNIFICATION

The Chapter may, 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 defenses 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 become effective until approved by the Board of Directors of the College, or its designee.

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 sent in a format and manner designated by the Chapter to the membership of the Chapter at least 60 days prior to the meeting.

Section 3. Amendments to these bylaws shall be submitted in writing to the College in a format and manner designated by the College 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 or its designee fails to give written notice of its objection thereto within 90 days following receipt.

Section 4. These bylaws must be at all times 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 to these current bylaws on November 12, 2014.

Revised: November 8, 2006, November 9, 2011; October 24, 2012, November 12, 2014 September 27, 2017
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Attachment One

As taken from the CT Department of Public Health Web site 8/02

One type of service region was developed by Connecticut’s Office of Policy and Management (OPM). They developed “Uniform Service Regions” (USRs) based upon criteria such as size, population distribution, facility locations, transportation accessibility, federal requirements, and existing regional cooperative efforts. USRs were created for planning the distribution of funds and services related to health and human services. Originally (1992) OPM developed six Uniform Service Regions, but by early 1994 the service regions were redefined to include only five areas. The five areas are designated as follows: USR 1 is Southwest; USR 2 is South Central; USR 3 is Eastern; USR 4 in North Central; and USR 5 is Northwest. These planning areas are used for analysis purposes in this chapter when discussing service capacity for acute care, long term care, and home health care services.