



# **Chapter Bylaws Guidance Documents**

**Bylaws Guide for Chapters**

**Bylaws Committee Chapter Review Process**

**Guidelines for Bylaws**

**Model Chapter Bylaws**



# Bylaws Guide for Chapters

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## **Introduction**

### ***Guidelines and Model***

The Guidelines for Bylaws and Model Chapter Bylaws for Chapters of the American College of Emergency Physicians (also known as the “Guidelines” and “Model”) are ACEP Board of Directors approved documents designed to assist chapters in preparing and revising their bylaws and to guide the Bylaws Committee during the review process.

The Guidelines outlines the minimum required components of chapter bylaws. Chapters must conform to the format and content of the Guidelines. The Model provides a suggested format and sample bylaws language that meets the requirements of the Guidelines.

### ***Bylaws Guide for Chapters***

This document explains the requirements for chapter bylaws in greater detail than the Guidelines, highlighting common issues encountered by the Bylaws Committee when performing reviews of chapter bylaws. It is intended to assist chapters properly structure their bylaws and also to understand their bylaws reviews.

### ***Bylaws Committee Assistance***

The ACEP Bylaws Committee is prepared to assist chapters in reviewing and maintaining their bylaws. Questions regarding the contents of this guide or on any other matter should be directed to [bylaws@acep.org](mailto:bylaws@acep.org) or your appointed Bylaws Committee liaison during any ongoing review. However, please note that neither ACEP staff nor the Bylaws Committee can draft chapter bylaws or make decisions regarding a chapter’s organization or governance.

### ***Utilization of Model Language***

Chapters should utilize the approved language contained in the Model whenever possible. This language has been developed by the Bylaws Committee specifically to ensure compliance with common legal requirements for nonprofit corporations and to provide an accepted and time-tested organizational framework for governance of a membership association. Furthermore, this language complies with all relevant ACEP policy and the requirements of the College Bylaws. The Guidelines and Model are periodically revised by the Bylaws Committee to ensure completeness and compliance. Deviation from approved language for reasons other than those described below complicates and prolongs the review and approval process. It also creates the opportunity for confusion, conflict, and omission, and may open the chapter to liability.

### ***Overall Organization***

Chapter bylaws must follow the format and outline of the Model. This is important to ensure readability both for routine review and maintenance as well as to provide clear and non-conflicting guidance for chapter operations. Chapters must also refrain from duplicating language contained in other sections or from splitting concepts amongst various sections of its bylaws. Chapters must ensure that all relevant language pertaining to a particular concept is contained within a single article or section.

### ***Additional Sections added by Chapter***

Chapters may deviate from the language of the Model as necessary to describe alternative processes or organizational differences. However, in virtually all cases, a simple modification to the model language within an existing section will suffice. Chapters should refrain from adding additional articles to their bylaws unless absolutely necessary. Any additional language must still meet the requirements imposed by the Guidelines, College Bylaws, and local statute and regulations.

### ***State Requirements***

Each chapter is responsible for having its governing documents regularly reviewed by local legal counsel. State law differs regarding the treatment of nonprofit corporations and member associations. Therefore, both ACEP and the Bylaws Committee are unable to review each state's relevant law and regulations or to provide legal advice regarding specific state legal requirements.

## **Article I. Name**

The location of the principal office, registered office, agent, and definition of the fiscal year are often placed in the Articles of Incorporation. If they are not specified in the Articles of Incorporation, and are required by state or local statute or regulation, they may be included here.

## **Article II. Mission, Purpose and Objectives**

Most commonly, chapters will simply refer to the College Bylaws to define their purposes and objectives. Any additional statements regarding the mission of the organization can be placed here, if required.

## **Article III: Membership**

### ***Section 1. Qualifications***

This statement unifies College and chapter membership classifications. See section 3 below.

### ***Section 2. College Authority***

This section gives the College the authority to handle membership applications and make decisions regarding a member's eligibility and classification on behalf of the chapter.

### ***Section 3. Classifications and Privileges***

This section outlines the membership classifications and their respective rights and obligations at the chapter level. It is strongly recommended to simply refer to College bylaws here to maintain commonality of terms and prevent frequent revisions to comply with changes in College Bylaws. Should a chapter have specific differences between the privileges conferred to a membership category at the chapter level, those differences should be placed in this section. If a chapter has candidate members, this section must include a statement defining their rights, such as attendance at meetings, voting privileges, ability to hold office or sit on committees, etc. Do not put councillor definitions or privileges here (See Article VIII).

### ***Section 4. Record Inspection***

Describe the process by which a member may inspect chapter records (financial records, membership records, other legal documents, et cetera) according to state law. Consult local legal counsel.

## **Article IV: Dues and Assessments**

### ***Section 1. Dues***

Describe who is authorized to set the chapter dues. Chapters use various methods– some delegate this authority to the board, others delegate it to membership vote (at the annual meeting). Others may allow one body to make a recommendation and the other to approve it.

### ***Section 2. Assessments***

Assessments would be additional fees levied on the chapter members. This is unusual, but is required by law, as chapters are incorporated as membership associations, and thus the members are ultimately responsible for chapter debts. Should member equity (financial reserves) not be sufficient to cover some chapter expense, the chapter could levy an assessment on the members to cover the cost. Describe who is allowed to make the determination of the amount of the levy, the notice period required, and upon which member classifications the levy would be imposed. Consult local legal counsel.

### ***Section 3. Penalties for Non-Payment***

State any penalties for nonpayment of dues here, such as loss of membership, loss of the right to vote on chapter business or hold office, etc.

## **Article V. Meetings of the Membership**

Chapters commonly confuse bylaws sections concerning board of directors meetings with membership meetings. This article describes meetings of the membership. Most jurisdictions require at least an annual membership meeting, although this requirement varies. College Bylaws require at least an annual meeting of the membership.

### ***Section 1. Annual Membership Meeting***

Describe the timing, location, and notice requirement for annual chapter meetings. State law varies widely in the manner and timing of notice for an annual meeting.

### ***Section 2. Special Meetings***

Chapters often mistakenly omit this section. The purpose of a special meeting is for the membership to discuss an important, often urgent matter. Special meetings are rare events, but must be addressed in chapter bylaws. The notice requirement for special meetings is

often different from the annual membership meeting, and often requires specifying a particular purpose for calling the meeting. At a minimum, this section requires specifying who is authorized to call a special meeting and under what circumstances, as well as the timing for notifying the chapter members.

### **Section 3. Quorum**

All meetings require a quorum to make binding decisions and conduct official business. Chapters must take care in crafting the quorum statement to properly define the denominator for determining a majority ( $>1/2$ ) and supermajority ( $2/3$ ,  $3/4$ , et cetera) vote thresholds. Try to avoid the common problems where members either abstain from voting on any particular matter, are absent from the floor for a vote, or leave the meeting early. The model language was crafted to ensure that those present at the meeting will define the quorum. However, individual state jurisdictions may have different minimum quorum requirements. Consult local counsel.

### **Section 4. Parliamentary Reference**

All chapters must specify their parliamentary reference text which outlines rules and procedure for conducting membership and board meetings. Any specific changes to the procedural rules can be specified in the appropriate bylaws section or a rules document similar to the College's Council Standing Rules. The Standard Code of Parliamentary Procedure is a common parliamentary reference, designed specifically to guide membership associations similar to ACEP chapters. Alternatively chapters may follow the more complicated Roberts Rules of Order, Davis' Rules of Order, or any other identified reference text. Be sure to either specify a specific edition of the text or simply reference "*the most recent edition*" to avoid having to amend this section later.

### **Section 5. Notice Methods**

This section is to define the allowed methods of notifying members of an upcoming meeting. Should the required method for annual and special meetings be different, that must be stated, otherwise it is implied that they are identical. Place the timing of the notice in sections 1 and 2. State laws vary in allowed methods of meeting notice. Take care to allow maximal flexibility under legal limits.

## **Article VI: Board of Directors**

### ***Section 1. Scope and Authority***

States vary in the powers granted to the board of directors, but are necessarily very broad. Delineate the powers of the board of directors here. Typically this section includes a series of broad statements authorizing the board to direct the affairs of the chapter for the benefit of the membership, including managing finances and engaging in contracts, setting policy, and managing day-to-day activities.

### ***Section 2. Composition***

This section describes the composition of the board of directors. Practices vary widely between chapters. Do not describe the officers of the board or councillor positions here. This section should simply define the total number of seats on the board and the inclusion of specific chapter officers as board members (president, immediate past president, et cetera) either as explicitly elected or appointed directors, or by virtue of holding a specific office (ex-officio). Some chapters include their councillors as board members. If a candidate member sits on the board as a “resident representative” or general board member, specify that here as well.

### ***Section 3. Terms***

Define the events that mark the start and end of a term of office for a member of the board. Take care to properly define a transition between boards in these terms. Often the term is marked relative to the annual membership meeting. Describe whether consecutive terms are allowed and any limits to consecutive terms.

### ***Section 4A. Nomination and Election***

This section defines the method of nominating members for the board of directors, not chapter offices or as councillors. State who has that authority (defined nominating committee, the president, self-selection, et cetera) and the deadline for nomination (i.e. the number of days prior to the annual meeting). If a nominating committee is used, define the composition of the nominating committee and method of election or appointment of that committee. State the requirements for nomination (i.e. “member in good standing” and any special chapter requirements such as prior service on committees or as a councillor, geographic location, et cetera). State whether nominations are allowed from the floor of the membership meeting. State the threshold for election (majority vote [ $>50\%$  of the quorum or members voting]), or plurality of votes received, other), and the method of election

(write-in, floor, vote, et cetera) and whether or not write-in votes are allowed on a ballot (for un-nominated candidates). See Article VII, Section 4 for nomination of officers. Leave any description of the methods for conducting a vote to Article X.

***Section 4B. Balloting Procedures***

Describe the procedures for completing and counting ballots. Describe what is a valid ballot. Describe what to do in the event of a tie or if the election threshold is not achieved.

***Section 5. Meetings of the Board of Directors***

This section defines the number of board meetings per year, as well as the quorum requirement and the notice period, and requirements for special meetings (emergency meetings, or outside of set scheduled periodic face-to-face meetings or conference calls). This language may parallel Article V, but must be explicitly specified here, as it pertains to meetings of the board, not membership. Include a statement regarding conference calls or meetings by other electronic medium. Consult local legal counsel regarding permissibility, specific notice requirements, and technical requirements regarding electronic and telephonic meetings.

***Section 6. Removal***

Describe the method in which someone can be removed from their seat on the board. Common methods of initiating a removal process include by a petition of the membership or from a majority vote of the rest of the board. Common methods for approving the removal include a supermajority vote of the board or membership (this would be an example of a reason to call a special meeting). This section must also address the method for electing or appointing a replacement for the removed member and the term of that office. Typically the term is set as the “remainder of the unexpired term” of the removed board member.

***Section 7. Resignation***

Describe the method for resignation. Points to consider are the method (written notice is usually required) and whom must accept it (the president, the board, et cetera), and whether formal acknowledgement of the acceptance is required (setting a date in which it takes effect), or that simply properly submitting the notice is sufficient.

***Section 8. Vacancies***

This section is to define the method for filling a vacancy in a seat on the board of directors in any situation other than removal from office, which is described separately in Section 6.

Common methods to fill a vacancy include a vote of the membership or vote of the remaining board. The term of the replacement member must also be defined, and is usually set as “the remainder of the unexpired term” unless it is a temporary appointment until the next annual membership meeting or until a special meeting can be called.

## **Article VII: Officers**

Define the officers of the chapter, their method and timing of election, and the term of office. This will generally parallel Article VI, but may differ. State whether officers can serve consecutive terms in any given office or simultaneously serve in multiple offices. Leave any description of the methods for conducting a vote to Article X.

### ***Section 1. Composition***

List all elected officers of the chapter here. Specify their qualification for office and method of election. Do not duplicate information contained in Article VII, Section 4. State the length of the term of office and when it begins here. State the timing of election and minimum threshold required for election. State any term limits here, or that an officer may serve unlimited consecutive terms if there is no limit. Also be sure to account for potential vacancies or lapses in succession here by including language such as “until a successor can be elected or appointed” when defining the timing of the start and end of officer terms.

### ***Section 2. Members of the Board***

This statement is required to include officers of the chapter as members of the board of directors.

### ***Section 3. Duties and Terms of Office***

Outline the duties of each officer position. Descriptions vary between chapters. This section must include a statement regarding who has authority to preside over chapter meetings of the membership and board. This section also must state who has the responsibility to disclose in any contracts that the chapter is a separate and distinct entity from the College, and who ensures the policies regarding the use of the mark of the College are followed. Check with state requirements regarding specific duties or language required of the president and of the secretary and the treasurer. Some states allow the offices of secretary or treasurer to be combined together or with another office.

### ***Section 4. Nomination***

Describe the nomination process for officer candidates. This can parallel Article VI, Section 4A, but must be specified here as it pertains to officer candidates, not the remainder of the board. If applicable, be sure to include any additional criteria for nomination to the officer role, such as current service as a member of the board. Specify whether or not nominations are allowed from the floor of the membership meeting. Leave any description for the methods of conducting a vote to Article VI, Section 4B or Article X.

### ***Section 5. Removal***

Describe the process for removing a chapter officer and the details for filling the office. See Article VI, Section 6 for a description of the pertinent issues and required language. The process may be identical, but this section must be specified here as it pertains specifically to chapter officers, not the rest of the board members. A temporary replacement may be elected or appointed, a special meeting may be called, or another officer may assume the duties of the vacant office. Define the term of the replacement officer.

### ***Section 6. Resignation***

Describe the resignation process for a chapter officer. See Article VI, Section 7 for the pertinent issues and required language, but remember that this section is required here as it pertains specifically to chapter officers.

### ***Section 7. Vacancies***

Describe the process for filling a vacancy in a chapter office for reasons other than removal. See Article VI, Section 7 for the pertinent issues and required language, but remember that this section is required here as it pertains specifically to chapter officers. Again, a temporary replacement may be elected or appointed, a special meeting may be called, or another officer may assume the duties of the vacant office. Define the term of the replacement officer.

## **Article VIII: Councillors**

### ***Section 1. Allocation***

State that councillor allocation is determined by the College (according to College bylaws). Chapters do not have the authority to determine the number of councillors they have. State who is eligible to become a councillor, their method of election or appointment, and the

timing of their election or appointment. Specify the same for alternate councillors. Leave any description of the methods for conducting a vote to Article X.

Describe the term of office for councillor positions and their timing. State whether or not a councillor can serve consecutive terms and any limits of the number of consecutive terms allowed. State that councillor terms are staggered if additional councillors are granted by the College. If alternate councillors are treated differently, state that as well.

### ***Section 3. Vacancies***

See Article VI, Section 8 for a discussion of the issues surrounding vacancies. This section is required, and only applies to councillors. Chapters may describe the resignation process for councilors here as well if a formal one exists.

### ***Section 4. Removal***

See Article VI, Section 6 for a discussion of the issues surrounding removal. This section is required, and only applies to councillors.

### ***Section 5. Special Rights***

If councillors are granted additional rights at the chapter level, those can be specified here, otherwise this section is to be omitted. Do not describe board service here, if applicable.

## **Article IX: Committees**

Describe the process for creating committees and defining the membership. Typically, committees are created by the board or president and members are appointed by the president, however, chapters may choose whatever methods they wish. Since committees typically serve at the pleasure of the president or are created to fulfill the chapter mission or objectives, they are not specified in the bylaws. However, if the chapter has some specific standing committee that is delegated specific operating authority typically performed by the board of directors, it should be defined here. Examples would be finance, audit, bylaws, or ethics committees. An executive committee is a special subcommittee of the board of directors authorized to make decisions on behalf of the chapter between meetings or in emergency situations. Typically the executive committee would consist of some subset of the officers of the chapter, such as president, president-elect or vice president, and the secretary or treasurer. In many cases, the president alone has the authority to act in place of the board according to the powers prescribed in Article VII, Section 3. There are limits to the powers of the president, and thus an executive committee may be desirable. Chapters are not required to have an executive committee, but if one exists, it must be specified

here. Define the scope of their authority and any applicable limits. State whether their decisions are binding, require ratification by the full board (recommended) or by the membership. If any other limits exist by either state law or chapter intent, state them here. Examples would be minimum quorum required to take any action (entire executive committee or a subset such as 2 of 3 members, et cetera), and if any specific notice is required before action may be taken (24 hours, so all of the executive committee can participate, or ad-hoc).

## **Article X. Voting Methods**

There are several voting scenarios which should be addressed in this article. These include voting in elections, voting on other business at membership meetings, and voting at board and committee meetings. Voting in each of those situations should be addressed within this article. Describe all allowable voting methods. These vary with state law and local custom, so be sure to consult local legal counsel. "In person" means physically present at a meeting. Describe if electronic methods or mail-in ballots in advance of a meeting are allowed. The model language allows flexibility for a chapter to employ these alternate methods if the voting membership is properly notified and state law allows such methods. Employing this language may be simpler than attempting to explicitly define those processes in the bylaws. Instead, a policy document describing the details of the process of conducting an electronic or mail vote can be drafted and modified as needed without adjusting the bylaws and submitting them for approval. If either specifying these methods in the bylaws or policy documents, remember to specify the timeframe for voting and the method for verifying the voting member's identity (signature, e-signature, authorization code, login id and password, et cetera). Describe whether or not proxy voting is allowed. "Proxy" means a member has the authority to cast multiple votes, representing other members with voting privileges in their absence. Note that proxy voting is different than "absentee ballot" in which a member may cast their vote in advance of the meeting if they will be absent. Also note that absentee ballot is different than a vote conducted by mail or electronic medium. Such votes may or may not be counted automatically, depending on chapter policy, but must be explicitly stated either way if proxy voting is allowed.

## **Article XI: Indemnification**

This section indemnifies chapter directors and officers from liability when acting in good-faith on behalf of the chapter. Consult local legal counsel.

## **Article XII: Approval of Bylaws and Amendments**

### ***Section 1. Approval by the College***

Chapter bylaws and amendments to them are not in effect until they are ratified by the College. This authority is delegated to the ACEP Bylaws Committee, which has 90 days from receipt by the chapter to make a determination regarding acceptability of the amendments.

### ***Section 2. Amendment Process***

Describe the minimum vote required to amend the bylaws, the notice period required, and who is allowed to make changes. This should be a 2/3 supermajority vote made by members present and voting at the annual meeting. Notice for any meeting in which bylaws amendments are proposed must include notice that bylaws amendments are on the agenda and the full text of the proposed changes.

### ***Section 3. Submission for Approval***

Describes the process for gaining approval by the College. The chapter is required to submit bylaws amendments to the College for approval within 30 days of adoption.

### ***Section 4. Consistency with College***

States that at all times the chapter bylaws must not conflict with College bylaws. Should an inconsistency exist as a result of College bylaws amendment, it will be rectified by chapter bylaws amendment within two years of notification by the College. See the chapter bylaws review policy for details of this process.

### ***Section 5. Date of Revision***

State the date the current bylaws were adopted by the chapter. Chapters often forget to include or update the date of revision.



## ACEP Bylaws Committee Chapter Review Process

### Delegation to the Bylaws Committee

The Board of Directors has delegated review of proposed amendments to chapter bylaws to the ACEP Bylaws Committee, as prescribed in the College Bylaws.

### Guidelines for Bylaws and Model Chapter Bylaws

The *Guidelines for Bylaws* and *Model Chapter Bylaws for Chapters of the American College of Emergency Physicians* (also known as the “Guidelines” and “Model”) are ACEP Board of Directors’ approved documents designed to assist chapters when preparing and revising their bylaws and to guide the Bylaws Committee during the review process.

The *Guidelines* document outlines the minimum required components of chapter bylaws. Chapters must conform to the format and content of the *Guidelines*. The *Model* document provides a suggested format and sample bylaws language that meets the requirements of the *Guidelines*. The *Guidelines* and *Model* may be updated periodically by the College and are made available to the chapters upon revision and also in conjunction with the chapter bylaws review process.

### Bylaws Guide for Chapters

The *Bylaws Guide for Chapters* explains the requirements for chapter bylaws in greater detail than the *Guidelines*, highlighting common issues encountered by the Bylaws Committee when performing reviews of chapter bylaws. It is intended to assist chapters properly structure their bylaws and also to understand their bylaws reviews. The *Bylaws Guide* may be updated periodically by the Bylaws Committee and is made available to the chapters in conjunction with the chapters bylaws review process.

### Timing and Scope of Review

Three circumstances will trigger a review of chapter bylaws by the ACEP Bylaws Committee. The type of review dictates the scope and timing of the review process.

### Proposed Chapter Amendments

Proposed amendments to a chapter’s bylaws must be submitted to the College in the required format via email with return receipt requested to [chapterbylaws@acep.org](mailto:chapterbylaws@acep.org) no later than thirty (30) days after adoption by the chapter. The ACEP Bylaws Committee will review the proposed amendments for (a) possible conflict with College Bylaws; (b) clarity and intent; and (c) internal consistency with other provisions of the chapter’s bylaws.

### Audit Triggered by National Bylaws Amendment

Amendment of College Bylaws by the Council and the Board of Directors will trigger an audit of the bylaws of each chapter. This audit will be limited in scope to the issues pertaining to College Bylaws amendment(s) to ensure harmony between chapter and College Bylaws.

### Routine Comprehensive Review

Every four years, the ACEP Bylaws Committee will initiate a routine comprehensive review of a chapter’s bylaws. The comprehensive review will focus on the following areas: (a) compliance with the requirements of and possible conflicts with College Bylaws; (b) compliance with the form and content of the *Guidelines*; (c) compliance with the form and content of the *Model*; and (d) internal consistency and overall clarity.

## Notification of Intent to Review and Request for Information

At least thirty (30) calendar days prior to commencing a comprehensive review or bylaws audit, the Chapter's Executive Director and/or President will be notified by the ACEP Bylaws Committee staff liaison ("Staff") via email of the committee's intent to review their bylaws and the type of review planned.

## Submission of Current Bylaws

The ACEP Bylaws Committee will request verification of the last date the chapter amended their bylaws to ensure the review undertaken is of the most current version. The chapter will be required to submit the most current bylaws version in the required format to the committee within thirty (30) calendar days of request.

## Chapter Bylaws Format

Chapter bylaws must be submitted to the College in a designated electronic format. The entire text of the chapter's bylaws must be submitted to the College. When amendments are proposed, added text shall be denoted in the body of the document by a single underline beneath the added text, and deleted text shall be denoted in the body of the document by a single strike through the deleted text. The date of adoption by the chapter must be specified within the text of the bylaws. Staff will return the chapter's bylaws to the chapter if the document is not submitted in the format designated by the College.

## Appointment of Liaison

The ACEP Bylaws Committee will request that the chapter appoint a liaison to the committee for the duration of this process. It is suggested that the liaison be either the chapter's executive director or other officer with knowledge of the chapter's operations and practices, and if possible, their applicable nonprofit corporation statutes. The chapter shall respond to such request and shall provide the necessary contact information to the committee within thirty (30) calendar days.

## Letter of Receipt

Once all required information is received by the College, an electronic letter of receipt shall be sent by staff to the president and executive director of the chapter to their email addresses on file within three (3) business days.

## Committee Review Process for Proposed Chapter Amendments

Upon receipt of a chapter's amended bylaws and required information, staff shall forward the documents and information to the chair of the Bylaws Committee within three (3) business days. Upon receipt, the chair of the Bylaws Committee shall, within five (5) business days, assign the chapter bylaws to two (2) members of the committee for review. The reviewers shall work together to complete a review of the chapter's bylaws and prepare a report to the committee within twenty-one (21) days after assignment. The reviewers will prepare a report to the Bylaws Committee utilizing the applicable structured review form provided by staff. Any questions that require feedback from the chapter shall be conveyed back to the chapter by the reviewer(s) on a timely basis so that final discussion can proceed at the next regularly scheduled meeting of the Bylaws Committee. The reviewing members will present their findings to the rest of the Bylaws Committee via conference call. Committee members may make suggestions or comments that may be included in the final review. Final report of the committee's findings will be documented in a review letter to the chapter.

## Committee Review Process for Bylaws Audits

The Bylaws Committee will review the *Guidelines* and *Model* within ninety (90) days of amendment of the College Bylaws to determine if any changes are required. If the committee amends the *Guidelines* and/or *Model*, all chapters will be notified within thirty (30) days of approval by the College and will be provided copies of the amended documents. The Bylaws Committee will then audit the bylaws of each chapter to ensure compliance with the amended College Bylaws. Any chapter found to be out of compliance with the

amended provisions will be notified of the specific changes required. Final report of the committee's findings will be documented in a review letter to the chapter.

### **Committee Review Process for Routine Comprehensive Review**

Committee staff and the chair will determine which chapters will undergo a comprehensive review at the start of the committee year and will assign each chapter to two (2) committee members. Chapters will be notified and requested to update their documents and information as described above. The reviewing members will perform an initial review of the chapter's bylaws in consultation with the chapter-assigned liaison. The reviewers shall prepare a report to the full Bylaws Committee utilizing the applicable structured review form provided by staff. The reviewing members will notify the chair when the review is ready for full committee discussion and staff will place it on an upcoming conference call agenda. The chapter liaison will be notified of the date and time of the conference call and will be invited to participate in the committee's discussion of their chapter's bylaws review. The reviewing members will present their findings to the rest of the Bylaws Committee via conference call. Committee members may make suggestions or comments that may be included in the final review. Final report of the committee's findings will be documented in a review letter to the chapter.

### **Review Letter**

Upon conclusion of a chapter review, the chair of the Bylaws Committee shall prepare a review letter to the chapter that will include a summary of the evaluation process and the conclusions reached by the committee. The review letter will include the following information:

- Cover letter indicating the scope of the review performed and whether or not the bylaws language is approved as submitted or whether further amendments are required.
- If the bylaws language is not approved, instructions to the chapter indicating what amendments will result in approval.
- Finalized review report with contact information for the reviewing members, staff, and Bylaws Committee chair.
- Full text of the chapter's bylaws in the designated electronic format with engrossed suggested language and comments as appropriate.
- Copies of the current *Guidelines* and *Model and Bylaws Guide*.
- Current copy of this *ACEP Bylaws Committee Chapter Review Process*.

When the review process is triggered by the submission of proposed chapter amendments, this letter will be sent to the chapter within ninety (90) days of receipt of a chapter's amended bylaws and supporting information as per ACEP Bylaws.

The review letter will be sent to the chapter executive and/or president via email with a request for acknowledgement from the chapter upon receipt. Note that if a chapter submits additional changes to its bylaws after the committee receives the document, the 90-day time frame will be reset to coincide with the date of the last submission.

### **Legal Limitations to Review**

Each chapter is responsible for conducting regular reviews of their corporate documents for compliance with the laws of their own jurisdiction in consultation with local legal counsel. ACEP Bylaws Committee members and ACEP staff are prohibited by law from providing legal advice to chapters. Chapter reviews by the ACEP Bylaws Committee will not include a survey for compliance with relevant state and local nonprofit corporation statutes.

### **Effective Date of Changes**

Approved amendments to chapter bylaws shall take effect upon receipt of the approval letter by the chapter.

## Chapter Action in Response to Review Letter

### Approval

If the letter of determination indicates approval, no further action is required by the chapter.

### Further Amendments

In any conflict between a chapter's bylaws and the College Bylaws, the College Bylaws shall be supreme and chapters must resolve any such conflicts within two (2) years of notification by the Bylaws Committee. (ACEP Bylaws Article VI, Section 6).

Chapter bylaws are required to conform to the College Bylaws and to the *Guidelines* and *Model* (ACEP Bylaws article VI, Section 2).

The chapter will amend their bylaws to address any issues identified in the letter of determination within two (2) years of notification by the Bylaws Committee. The chapter will resubmit the entire text of their bylaws in the designated format and manner as described in this process to the Bylaws Committee within thirty (30) days of adoption of amendments. Should the submitted amendments consist solely of language suggested in the review letter; the chair of the Bylaws Committee will review and approve those changes within thirty (30) days. Any other changes made to the chapter's bylaws will trigger a new review under the process for *Proposed Chapter Amendments*. Chapters will adopt the requested changes and submit their bylaws within two (2) years of notification for review under the process for *Proposed Chapter Amendments*.

### Chapter Appeal of Review

The Bylaws Committee will respond to chapter inquiries related to this Chapter Bylaws Review Process within thirty (30) days. Should the chapter disagree with the letter of determination, the chapter can submit to the Bylaws Committee chair within thirty (30) days after receipt of the determination letter a written response that explains the contested issue and proposes an alternate resolution. The committee will invite the appointed chapter liaison to participate in a conference call to discuss the appeal. The Bylaws Committee will reconsider its review and make a formal determination within ninety (90) days. Should the chapter and committee be unable to resolve the issue, either the chapter or Bylaws Committee chair may appeal to the ACEP Board of Directors.

### Noncompliance with Review Process

Compliance with the *Guidelines* and *Model* is a critical activity for each chapter. Being out of compliance can create serious liability risk for chapters and their fiduciaries.

If there has been no response from a chapter within thirty (30) days after a request for information or review letter has been sent, a request will be made to schedule a call between a designated Bylaws Committee member and the chapter leadership. Additional calls may be requested as appropriate to ensure progress.

Chapters out of compliance with this Chapter Bylaws Review Process as of the annual ACEP Council meeting will be required to have their councillors meet with representatives of the Bylaws Committee at a convenient time during the meeting to address compliance issues.

Chapters out of compliance with this Chapter Bylaws Review Process and due for an ACEP leader visit will be required to address these issues with the ACEP leader during that visit. This may limit which ACEP leader will be available for the visit. For example, the vice president, designated as the Board liaison to the Bylaws Committee may be designated to fulfill the leader request for chapters that are out of compliance.

Chapters out of compliance for eighteen (18) consecutive months will be required to submit a plan of correction to avoid additional measures as deemed appropriate by the Board of Directors.

Unless otherwise noted, reference to days means calendar days.

*Approved ACEP Board of Directors, April 10, 2014*



## **GUIDELINES FOR BYLAWS**

**for Chapters of the American College of Emergency Physicians**

**Approved ACEP Board of Directors  
June 12, 2013  
Revised May 2013**

# GUIDELINES FOR BYLAWS

## ARTICLE I

### Chapter Name

Some latitude is permissible in choosing a chapter name (See Attachment “A”, the policy adopted by the Board of Directors on Jun11/12, 1991). Incorporation is mandatory. If desired, the location of the principal office, registered office, agent as well as definition of the fiscal year, may be included within this article, though **these are ordinarily in the Articles of Incorporation.**

## ARTICLE II

### Mission, Purposes, and Objectives

At a minimum, as stated in the College Bylaws.

## ARTICLE III

### Membership

- Section 1: Qualifications for membership consistent with the College Bylaws.
- Section 2: Authority of the College to act on membership decisions.
- Section 3: Classes of membership consistent with College Bylaws. If the Chapter has candidate members, their rights and privileges must be specified.
- Section 4: Statement on Chapter records access.

## ARTICLE IV

### Dues and Assessments

- Section 1: Chapter entity authorized to approve dues.
- Section 2: Assessment: authority to levy; minimum of 30 day notice period (*unless greater required by state statute*).

## ARTICLE V

### Meetings of the Membership

- Section 1: Annual membership meeting. Notice period (*should be consistent with state statute*). Other regular chapter meetings, when such meetings exist: notice period.
- Section 2: Special Chapter meetings: Notice Period (*should be consistent with state statute*); notice must include the purpose for such meeting. Methods(s) by which meetings can be called.
- Section 3: Statement of definition of a quorum.
- Section 4: Identification of parliamentary reference.
- Section 5: Method(s) of meeting notice.

## ARTICLE VI

### Board of Directors

- Section 1: Scope of Authority. May also include expansion of Board’s business powers (e.g. contracts, loans, indebtedness, checks, deposits, and gifts).
- Section 2: Board of Directors describe composition and any variations in the number of directors.
- Section 3: Directors – term of office, including when term begins, consecutive term limits (if any), and any exceptions to consecutive term limits.

- Section 4A: Nomination process including any eligibility requirements. Time and method of election and statement on nominations from the floor.
- Section 4B: Indicate whether any unusual balloting procedures are allowed such as cumulative voting or allowing a member to cast fewer votes than the number of positions open for election.
- Section 5: Board of Directors Meetings – minimum frequency (must be at least twice a year). Period and method of notice (*consistent with state law*). Statement on meeting via electronic medium. Special meetings: methods of calling such a meeting and the notice requirement.
- Section 6: Procedure for the removal of a director from the Board and method for replacement.
- Section 7: Director resignation.
- Section 8: Method of filling vacancy for reasons other than removal. Duration of the filled vacancy.

## **ARTICLE VII**

### **Officers**

- Section 1: List the existent officers. Indicate eligibility criteria, length of terms, and limitations on consecutive terms, if any.
- Section 2: Officers as members of the Board of Directors. Process for the nomination and election of officers and the time at which such election occurs.
- Section 3: Statement of duties of officers. Must include: 1) delineation of who presides over meetings of the Chapter and of the Board of Directors; and 2) delineation of responsibility for disclosure in contracts that the Chapter is a separate and distinct entity from the College, and for ensuring adherence to College policy regarding use of the mark of the College (and other duties as required by state law).
- Section 4: Process for removal of officers and filling such a vacancy, and the duration of the filled vacancy.
- Section 5: Officer resignation.
- Section 6: Vacancy for reasons other than a removal and how such vacancies are filled, including duration of filled vacancy.

## **ARTICLE VIII**

### **Councillors**

- Section 1: Statement of method of selection of councillor/alternates (e.g. by election or appointment) and time of election and appointment.
- Section 2: Term of office; limitation (if any) on number of consecutive terms.
- Section 3: Statement regarding mechanism for filling councillor vacancies occurring for reasons other than removal.
- Section 4: Councillor removal and the method for filling such vacancies.
- Section 5: When councillors have specific rights or responsibilities at the Chapter level, they should be indicated here, otherwise omit.

## ARTICLE IX

### Committees

Executive Committee (if any); composition and positions; do actions require subsequent ratification by the Chapter's Board of Directors? Other committees. It is recommended that Chapters delineate only permanent committees in their bylaws.

## ARTICLE X

### Voting Methods

The Chapter should differentiate between methods used for electing the Board of Directors, methods used for electing officers and councillors, and methods used for voting at Board and Committee meetings. Potentially acceptable methods (refer to your state statutes) are as follows:

- A. Absentee Ballots: a supplement to in-person voting at the annual meeting. Should describe the process for obtaining such a ballot and a deadline for receipt.
- B. In person voting
- C. Mail Voting: a replacement for "in person" voting applicable to election of Directors (and could be applicable to officer and councillor elections if those positions are elected by the entire Chapter membership). Deadline for receipt should be specified.
- D. Proxy Voting: if used, such language must indicate any limit on the number of proxy votes that one person may exercise, and specify a procedure for obtaining and validating the proxy. *Be aware that many state statutes allow proxy voting, but most, but not all, allow prohibition of proxy voting in Chapter's Bylaws or Article of Incorporation.*
- E. Electronic Voting: must indicate the procedure for such voting including the time-frame during which such voting is allowed, the method of validating a member's identify, and a member only secure voting process.

## ARTICLE XI

### Indemnification

Inclusion of statement that the Chapter's Board of Directors will provide for indemnification of officers and directors or their Chapter activities.

## ARTICLE XII

### Approval of Bylaws and Amendments

- Section 1: Initial Bylaws and amendments not in effect unless approved by the Board of Directors of the College.
- Section 2: Process for amendment of Chapter bylaws; notice period for dissemination of proposed amendment(s) to the membership.
- Section 3: Submission of Bylaws amendments to the College. College requirement that amendments adopted by the Chapter be forwarded to the College in accordance with the manner prescribed in the College Bylaws within 30 days of adoption by the Chapter.
- Section 4: Bylaws consistent with the Bylaws of the College
- Section 5: Date the chapter adopted the latest amendment(s) to its Bylaws.



## **Model Chapter Bylaws**

*Revised February 2015*

Approved by ACEP Board of Directors April 15, 2015

### **Article I**

1 This Association shall be a non-profit corporation organized under the laws of the state of  
2 \_\_\_\_\_ . Upon receiving a charter from the American College of Emergency  
3 Physicians, this Association shall be a chapter of the American College of Emergency  
4 Physicians and shall be called the \_\_\_\_\_ chapter of the American College of Emergency  
5 Physicians [hereinafter referred to as the chapter or \_\_\_\_\_].

### **Article II**

#### **MISSION, PURPOSE, AND OBJECTIVES**

6  
7  
8 The purposes of the \_\_\_\_\_ chapter shall be those set forth in the Bylaws of the American  
9 College of Emergency Physicians (hereinafter the College) and in the Chapter's Articles of  
10 Incorporation.

### **Article III**

#### **MEMBERSHIP**

##### **Section 1**

11  
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13  
14 The qualifications for membership in the Chapter shall be consistent with those for  
15 membership in the College.

16

## Section 2

17  
18

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

19

## Section 3

20  
21  
22  
23

Membership classifications and privileges in the chapter shall be consistent with those designated by the College in its Bylaws. Candidate members *[may OR may not]* hold a Chapter office, *[may OR may not]* vote for the Board of Directors, *[may or may not]* vote for Chapter officers, and *[may OR may not]* vote on committees on which they serve.

24

## Section 4

25  
26

Records of the Chapter shall be made available to a member, or the agent or attorney of a member \_\_\_\_ (*describe process consistent with state law*).

27

# Article IV

28

## DUES AND ASSESSMENTS

29

### Section 1

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31

Dues for the Chapter shall be approved by *[the membership at the annual meeting of the Chapter OR the Board of Directors]*.

32

### Section 2

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Assessments may only be levied by a majority vote of the members voting at the annual meeting and then only if the recommendation for such assessment has been communicated in writing to the membership at least 30 days before the meeting (*unless otherwise specified by state law*).

37

### Section 3

38  
39

Any member whose membership has been canceled for failure to pay dues or assessments shall not be eligible to vote or hold office.

40 **Article V**

41 **MEETINGS OF THE MEMBERS**

42 **Section 1 - Annual Meeting**

43 There shall be an annual meeting of the Chapter membership. Notice of such meeting shall  
44 be communicated in writing to the last recorded address of each member not less than ten  
45 (10) nor more than sixty (60) days before the time appointed for the meeting (*unless*  
46 *otherwise specified by state law*). Other regular meetings of the Chapter may be held with  
47 similar notice requirements.

48 **Section 2 - Special Meetings**

49 Special meetings of the Chapter may be held from time to time as determined by [*a majority*  
50 *vote of the Board of Directors OR \_\_\_\_\_ (other process)*]. Notice of such meetings shall  
51 be communicated in writing to the last recorded address of each member not less than ten  
52 (10) nor more than thirty (30) days before the time appointed for the meeting (*unless*  
53 *otherwise required by state law*). Such notice shall include the purpose for the meeting.

54 **Section 3 - Quorum**

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

57 **Section 4 - Parliamentary Authority**

58 When not in conflict with these bylaws, the parliamentary procedures outlined in the most  
59 recent edition of \_\_\_\_\_ (*a recognized and accepted parliamentary reference*) shall  
60 govern all Chapter meetings.

61 **Section 5 -Notice**

62 Notice of membership meetings shall be delivered via US mail unless a member has  
63 requested electronic delivery, provided an electronic address and electronic delivery is  
64 permitted by state law.

65 **Article VI**

66 **BOARD OF DIRECTORS**

67 **Section 1 - Powers**

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

74 **Section 2 - Composition**

75 The Board of directors shall be composed of \_\_#\_\_ elected directors, including the officers, a  
76 resident representative, plus the President and Immediate Past President if their term as an  
77 elected director has already expired.

78 **Section 3 - Terms**

79 Elected directors shall serve a term of \_\_#\_\_ years and may serve *[unlimited OR no more*  
80 *than \_\_#\_\_]* consecutive terms. Terms shall begin *[at the end of the annual meeting OR at*  
81 *the end of the first board meeting following the annual meeting OR \_\_\_\_\_ (other)]*.

82 **Section 4A - Nomination and Election**

83 A nominating committee for candidates to the Board of Directors shall be appointed by  
84 *[body OR individual]* and shall present a list of nominees to the Board of Directors at least  
85 sixty (60) days prior to the date of the election. Nominees shall be regular or (if eligible)  
86 candidate members in good standing. Nominations from the floor at the time of elections  
87 *[are OR are not]* allowed. Voting shall be *[in person and/or describe other method]*.  
88 Directors shall be elected by a *[majority OR plurality]* of the members voting. Write in  
89 votes *[are OR are not]* allowed.

90 **Section 4B - Balloting Procedures**

91 On an individual ballot, members *[must cast the same OR may cast less than the]* number of  
92 votes as the number of positions to be filled. When a majority vote is required for election  
93 and more candidates receive a majority vote than the number of positions to be filled, the  
94 candidates with the greatest majority will be elected. When a majority vote is required and  
95 all positions but one are filled and there are three or more candidates for the remaining  
96 position and none receive a majority, only the two candidates with the highest vote totals  
97 shall remain for the next ballot.

## Section 5 - Meetings

99 The Board of Directors shall meet no less than once each year. Notice of all regular  
 100 meetings of the Board of Directors shall be communicated in writing to each member of the  
 101 Board at least ten (10) days in advance of each meeting. Board meetings *[may OR may not]*  
 102 be conducted by telephone conference call or other electronic medium *(if permitted by state*  
 103 *law)*. A majority of the Board of Directors shall constitute a quorum at any meeting of the  
 104 Board. Special meetings of the Board of Directors may be called by the President or the  
 105 Executive Committee on 48 hour notice with the same quorum requirements.

106

## Section 6 - Removal

107 Any director may be removed from office by a three quarter vote of the members voting at  
 108 any Chapter meeting. Removal must be initiated by a majority vote of the Board of  
 109 Directors or a petition signed by no less than one-third of the number of members voting at  
 110 the meeting at which the director was elected. Any vacancy created by a removal shall be  
 111 filled for the remainder of the unexpired term by a majority vote of the members voting at  
 112 the meeting at which the removal occurred. Nominations for any vacancy created by a  
 113 removal shall be accepted from the floor.

114

## Section 7 - Resignation

115 Any director may resign at any time by giving written notice to the President or to the Board  
 116 of Directors. Such resignation shall take effect at the time specified therein, or if no time is  
 117 specified, at the time of acceptance by the President or the Board of Directors.

118

## Section 8 - Vacancies

119 Vacancies which occur on the Board of Directors for any reason other than a removal shall  
 120 be filled by a majority vote of the remaining directors *[for the remainder of the respective*  
 121 *term OR until such time as a successor can be elected to the remainder of the unexpired*  
 122 *term by the Chapter members]*.

123

# Article VII

124

## Officers

125

### Section 1 - Composition

126 The elected officers of the Chapter shall be the President and *(name other officers)* who will  
 127 be elected from among the elected members of the Board *[by the members of the Board OR*  
 128 *by the Chapter membership]* for a term of *\_\_#\_\_* years. Election will take place at *(time of*  
 129 *election)* and shall be by a *[majority or plurality]* vote *[of the Chapter membership OR of*

130 *the Board of Directors*]. Officers shall be eligible to serve a maximum of \_\_\_#\_\_\_ terms in the  
131 same office.

132 **Section 2**

133 Each officer shall serve on the Board of Directors.

134 **Section 3**

135 The duties of the officers shall be as follows:

- 136 a. the president [*OR*\_\_\_] shall be the executive officer of the Board of Directors.  
137 b. the president [*OR*\_\_\_] shall preside over all meetings of the chapter membership and  
138 Board of Directors.  
139 c. the president [*OR*\_\_\_] shall be responsible for ensuring that all Chapter contracts  
140 with third parties contain a provision disclosing the fact that the Chapter is an entity  
141 separate and distinct from the College.  
142 d. the president [*OR*\_\_\_] shall be responsible for ensuring that the Chapter adheres to  
143 the policy governing the use of the mark of the American College of Emergency  
144 Physicians.

145 **Section 4 - Nominations**

146 A Nominating Committee consisting of (*describe composition*) shall present a slate of  
147 candidates for the officer positions. Nominations from the floor [*are OR are not*] allowed.

148 **Section 5 – Removal**

149 Any officer may be removed from office by a three-quarter vote of [*the Board of Directors*  
150 *OR the Chapter members present at a meeting called for that purpose*]. Any vacancy  
151 created by a removal shall be filled by [*the Board OR the Chapter members*] for the  
152 remainder of the unexpired term.

153 **Section 6 – Resignation**

154 Any officer may resign at any time by giving written notice to the President or to the Board  
155 of Directors. Such resignation shall take effect at the time designated therein, or if no time is  
156 specified, at the time of acceptance by the President or the Board.

157 **Section 7 – Vacancies**

158 Any vacancy which occurs in a Chapter officer position (excluding the office of the  
159 President which is filled by the President-Elect) for reasons other than removal shall be  
160 filled for the remainder of the unexpired term by [*a majority vote of the Chapter members*  
161 *voting OR a majority vote of the Board of Directors*].

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## **Article VIII**

### **Councillors**

#### **Section 1 - Allocation**

Councillor allocation shall be determined as specified in the College Bylaws. Councillors shall be *[elected OR appointed]* by the *[Chapter OR Chapter Board of Directors OR the President]*. A similar number of alternate councillors shall be elected OR appointed by the *[Chapter OR Chapter Board of Directors OR the President]*. Such election or appointment of Councillors and alternate Councillors shall take place at \_\_\_\_ (*time of election or appointment*).

#### **Section 2 – Terms**

Councillors shall serve a term of \_\_#\_\_ years. Councillors may serve *[unlimited OR no more than \_\_#\_\_ ]* consecutive terms. At such time as the Chapter is eligible for an additional Councillor, the terms for the new Councillor shall be adjusted so that the terms of all Councillors are staggered.

#### **Section 3 – Vacancies**

Vacancies occurring in councillor positions other than by removal shall be filled in a timely manner by the *[Chapter OR Chapter Board of Directors OR the President]*.

#### **Section 4 – Removal**

A councillor may be removed by (*specify the mechanism and the required vote*). A vacancy created by removal shall be filled by *[the Board of Directors OR other]* for the remainder of the unexpired term.

#### **Section 5 – Special Rights**

This section is to be omitted unless the Councillors have special rights at the Chapter level such as a position on the Board of Directors.

## **Article IX**

### **Committees**

With the exception of the Executive Committee which is composed of \_\_\_\_\_, Chapter committee members shall be appointed by *[the President OR \_\_\_\_]*. The Executive Committee shall have the authority, when a quorum is present, to act on behalf of the Board

191 between regular meetings of the Board. Such actions must be ratified by the Board of  
192 Directors at their next regular meeting; failure of such ratification nullifies the action(s)  
193 taken by the Executive Committee.

## 194 **Article X**

### 195 **Voting Methods**

196 Voting in election of the Board of Directors and other matters at the annual meeting shall be  
197 “in person” voting only. The chapter reserves the right in the future to conduct voting on all  
198 matters at the annual meeting by mail vote or electronic voting as long as those methods are  
199 in compliance with state law. Proxy voting is not allowed. Voting in all matters at Board and  
200 committees meetings is to be in-person only unless such meetings take place via conference  
201 call or other electronic medium.

## 202 **Article XI**

### 203 **Indemnification**

204 The Chapter will, by resolution of the its Board of Directors, provide for indemnification by  
205 the Chapter of any and all of its directors or officers or former directors or officers against  
206 expenses actually and necessarily incurred by them in connection with the defense of any  
207 action, suit, or proceeding in which they or any of them are made parties, or a party, by  
208 reason of having been directors or officers of the Chapter, except in relation to matters as to  
209 which such director or officer or former director or officer shall be adjudged in such action,  
210 suit, or proceeding to be liable for negligence or misconduct in the performance of duty and  
211 to such matters as shall be settled by agreement predicated on the existence of such liability  
212 for negligence or misconduct.

## 213 **Article XII**

### 214 **Approval of Bylaws and Amendments**

#### 215 **Section 1**

216 These bylaws and amendments thereto shall not become effective until approved by the  
217 Board of Directors of the College or its designee.

#### 218 **Section 2**

219 (*Unless otherwise specified by law,*) these bylaws may be amended by a two-thirds vote of  
220 the members voting at a meeting of the Chapter, provided that the proposed amendments

221 have been communicated in writing to the membership of the chapter at least thirty (30)  
222 days prior to the meeting.

223 **Section 3**

224 Amendments to these bylaws shall be submitted to the College in a format and manner  
225 prescribed by the College no later than thirty days following the adoption of such  
226 amendments. No amendment shall have any force or effect until it has been submitted to and  
227 reviewed by the Board of Directors of the College or its designee, provided however, that  
228 such amendment shall be considered to be approved if the Board of Directors or its designee  
229 fails to give written notice of its objection within ninety (90) days following receipt. (The  
230 review and notice of objection may be conducted and transmitted by the College's Bylaws  
231 Committee. Final approval is the responsibility of the Board of Directors of the College.)

232 **Section 4**

233 These bylaws must at all times be consistent with the Bylaws of the College. Should the  
234 Bylaws of the College be changed in such a manner as to render these bylaws inconsistent  
235 therewith, then these bylaws shall be amended within two (2) years of written notification of  
236 amendment of the College Bylaws to eliminate said inconsistency.

237 **Section 5**

238 The Chapter adopted the latest revision to these bylaws on \_\_\_\_\_.

*This document was approved by the ACEP Board of Directors on April 15, 2015*