

# **BYLAWS OF THE EMERGENCY MEDICINE RESIDENTS' ASSOCIATION**

## **ARTICLE I NAME**

This corporation shall be known as the EMERGENCY MEDICINE RESIDENTS' ASSOCIATION (the "Association"). The Association shall be the official organization for emergency medicine residents and will be organized and operated in accordance with the following articles.

## **ARTICLE II MISSION STATEMENT**

The Emergency Medicine Residents' Association is the voice of emergency medicine physicians-in-training and the future of our specialty.

## **ARTICLE III MEMBERSHIP**

### **Section 1 — Eligibility**

To be eligible for membership in the Association, the applicant must fulfill the requirements for the class of membership for which s/he is applying, show a significant interest in emergency medicine, and be of high moral and professional character. No person shall be denied membership based on age, race, ethnicity, sex, gender, gender identity, sexual identity, sexual orientation, socioeconomic status, religion, cultural belief, disability, spirituality, political beliefs, or religious beliefs.

### **Section 2 — Classes of Membership**

All members of the Association shall belong to one of the following categories: (1) Active; (2) Student; (3) International; (4) Alumni; (5) Honorary; (6) Life; (7) Inactive; or (8) Fellow.

#### **Section 2.1 — Active Members**

##### **Section 2.1.1 — Qualifications**

Any intern or resident currently enrolled in an emergency medicine residency training program accredited by the Accreditation Council for Graduate Medical Education (ACGME) or the American Osteopathic Association (AOA) in the United States or Canada is eligible for active membership. “Preliminary” or “transitional” interns who have been accepted into an emergency medicine residency program are eligible for active membership during their intern training year. All active members shall maintain membership in the American College of Emergency Physicians (ACEP). Persons serving as General Medical Officers (GMOs) or other military requirements are eligible for Active GMO membership.

##### **Section 2.1.2 — Rights**

Active members are entitled to attend and address meetings of the Association, to vote, to hold office, and to sit on committees.

#### **Section 2.2 — Student Members**

##### **Section 2.2.1 — Qualifications**

Any allopathic, osteopathic, or international student attending a medical school is eligible for student membership. Any student granted a leave of absence from their medical school, may remain eligible for student membership for the duration of their leave of absence, as long as it is honored by their respective school. All student members shall maintain membership in the American College of Emergency Physicians.

##### **Section 2.2.2 — Rights**

Student members are entitled to attend and address meetings of the Association, to vote, and to sit on committees. Student members, with the exception of the Medical Student Council (MSC) Chair, may not hold office.

## Section 2.3 — International Members

### Section 2.3.1 — Qualifications

Any intern or resident enrolled in a training program outside the United States or Canada in Emergency Medicine or Pediatric Emergency Medicine that is certified by an equivalent international certifying body recognized by the American Board of Emergency Medicine (ABEM) or the American Osteopathic Board of Emergency Medicine (AOBEM) is eligible for international membership.

### Section 2.3.2 — Rights

International members are entitled to attend and address meetings of the Association, to vote, to sit on committees. and to hold office.

## Section 2.4 — Alumni

### Section 2.4.1 — Qualifications

All alumni members must meet at least one of the following criteria:

1. Any former active or international member of the Association who has a continued interest in the organization;
2. Any physician who completed an ACGME or AOA accredited emergency medicine residency program;
3. Any physician who is board certified by ABEM or AOBEM;
4. Any physician who completed a training program outside the United States or Canada in Emergency Medicine or Pediatric Emergency Medicine that is certified by an equivalent international certifying body recognized by ACEP;
5. As of April 2, 2019, current alumni members eligible under previous criteria who maintain continuous membership will be allowed to continue membership.

All alumni members shall maintain ACEP membership.

### Section 2.4.2 — Rights

Alumni members are entitled to attend and address meetings of the Association, and to sit on committees, but are not entitled to vote or to hold office, except that officers and directors elected during active membership will complete their terms of office(s).

## Section 2.5 — Honorary Members

### Section 2.5.1 — Qualifications

Persons of distinction, who have rendered outstanding services to the Association or to emergency medicine, may be elected to honorary membership by either the Board of Directors or Representative Council by majority vote.

### Section 2.5.2 — Rights

Honorary members shall be entitled to attend and address meetings of the Association, and to sit on committees, but are not entitled to vote or to hold office. Honorary members shall have no right, title, or interest in any property of the Association.

## Section 2.6 — Life

### Section 2.6.1 — Qualifications

Any active, international, alumni, or honorary member of the Association may be elected to life membership by the Board of Directors or Representative Council by unanimous vote. In addition, all present and future EMRA Presidents will automatically be designated life members upon completion of their obligation.

### Section 2.6.2 — Rights

Life members shall hold all rights and obligations of the class of membership from which he/she was duly elected or appointed as long as the qualifications for that class are met. Thereafter, life members shall be entitled to attend and address meetings of the Association, to vote, and to sit on committees, but not to hold office.

## Section 2.7 — Inactive Members

### Section 2.7.1 — Qualifications

Medical school graduates who have not yet secured emergency medicine residency training positions are eligible for inactive membership. This includes, but is not limited to, persons taking time off for personal reasons, performing research, or obtaining an additional degree or further education. In addition, members who are temporarily unable to continue professional training during residency or fellowship may, upon application, be elected to inactive membership by the Board of Directors. Inactive members will become active members upon the first day of their return to an emergency medicine residency training program. Election to inactive membership shall be for the period remaining in the current fiscal year. Inactive members shall not be allowed to vote, hold office, or serve in EMRA leadership positions.

### Section 2.7.2 — Rights

Inactive members shall be entitled to attend and address meetings of the Association. Inactive members shall not be entitled to vote, to sit on committees, or to hold office.

## Section 2.8 – Fellow Members

### Section 2.8.1 – Qualifications

Any fellow in the United States that has completed a residency in which they were eligible for EMRA membership, or who is completing a fellowship which will make them eligible for board certification by ABEM or AOBEM. All fellow members shall maintain ACEP membership.

### Section 2.8.2 – Rights

Fellowship Members are entitled to fully active membership and all the opportunities and benefits that entails.

### **Section 3 — Application**

Applications for membership shall be submitted to the Association headquarters on an application approved by the Board of Directors.

### **Section 4 — Verification and Admission**

The Association shall verify the credentials for each applicant for membership prior to admission to the Association. All dues and assessments must be paid in full prior to admission to the Association.

### **Section 5 — Member Agreement**

Acceptance of membership in this Association shall constitute an agreement by such member to comply with the bylaws thereof and the *Code of Ethics for Emergency Medicine Residents*. In addition, all members are required to comply with such regulations and standards as may be established from time to time by the Association. Failure to comply with such regulations and standards may result in suspension from membership.

Any member whose dues or assessments are unpaid thirty days prior to any regular, Annual, or special meeting of the Association shall lose all privileges of membership, including the rights to vote and to hold office.

All rights, title, and interest, both legal and equitable, of a membership in and to the property of the Association shall cease in the event of any of the following: a) expulsion; b) resignation of membership by request; c) nonpayment of dues or assessments; d) failure to meet qualifications for membership; e) member's death.

### **Section 6 — Denial of Membership**

Applicants not meeting the qualifications for membership as defined in Article III, Sections 1 through 5 of these bylaws shall be denied membership in the Association.

### **Section 7 — Appeal**

Applicants who believe they have been unfairly denied membership may appeal to the Board of Directors who shall be the sole judge of a member's right to be or remain a member. Such appeals shall be sent in writing to the executive director of the Association, who shall forward them to the Board of Directors for decision.

### **Section 8 — Readmission**

Former members who desire to be readmitted following automatic termination of membership under section 5 shall be treated as new applicants upon payment of current dues and assessments.

## **ARTICLE IV OFFICERS OF THE ASSOCIATION**

### **Section 1 — List of Officers**

The officers of the Association shall be the President, President-Elect, Immediate Past President/Treasurer, Secretary, and the Speaker and Vice Speaker of the Representative Council.

### **Section 2 — Qualifications**

Officers shall be chosen from the active or international membership. No more than two officers or directors may be elected from the same residency program for the same or overlapping terms of office.

### **Section 3 — Duties**

#### **Section 3.1 — President**

The President shall be the official spokesperson for the Association. The President shall have such other powers and duties as may be prescribed by the members of the Association or the Board of Directors.

#### **Section 3.2 — President-Elect**

The President-Elect shall assist the President in coordinating Association activities. The President-Elect shall work with the President to learn the responsibilities and scope of the office of the President while planning and organizing an agenda for her/his term. The President-Elect shall perform such other duties as prescribed by the Board of Directors or by the President.

#### **Section 3.3 — Immediate Past President/Treasurer**

The Immediate Past President shall assist the President in coordinating Association activities. The Immediate Past President/Treasurer shall also serve as the treasurer and financial officer of the Association. The Immediate Past President/Treasurer shall have charge and custody of and be responsible for all funds of and all securities owned by the Association; shall ensure that full and accurate account of receipts and disbursements are kept in books belonging to the Association; and shall ensure that all such funds and other valuable effects are deposited in the name of and to the credit of the Association in such depositories as may be designated by the Board of Directors. The Immediate Past President/Treasurer shall perform all duties incident to the office of Treasurer, as well as such other duties as from time to time may be assigned to her/him by the Board of Directors or by the President. The Immediate Past President shall be a member of the Compensation Committee.

### Section 3.4 — Secretary

The Secretary shall have primary responsibility for ensuring adequate and proper accounting of all properties and records of the Association. The Secretary shall also be responsible for coordinating and disseminating pertinent information to all members from Association meetings, the meetings of other emergency medicine or medical organizations, or other information as reported to her/him. The Secretary shall perform such other duties as prescribed by the Board of Directors or by the President.

### Section 3.5 — Speaker of the Representative Council

The Speaker of the Representative Council (“Speaker”) shall direct the activities of the Representative Council. The Speaker shall prepare or cause to be prepared the agendas and minutes for the Representative Council, and shall ensure that all representatives are informed of the activities of the Representative Council and the Association. The Speaker shall serve as a voting member of the Board of Directors.

### Section 3.6 — Vice Speaker of the Representative Council

The Vice Speaker of the Representative Council (“Vice Speaker”) shall assist the Speaker in the performance of the Speaker’s duties and shall assume responsibilities for the Speaker if the Speaker so requests or if the Speaker is unable to perform such duties. The Vice Speaker will work with the Speaker to learn the responsibilities and scope of the office of the Speaker of the Representative Council. The Vice Speaker shall serve as a voting member of the Board of Directors.

## **Section 4 — Vacancies**

### Section 4.1 — President

Should the office of the President become vacant or if the President be unable or unqualified to serve, the President-Elect shall become the Acting President for the balance of the President’s unexpired term, after which s/he will serve her/his term as President. An election for President-Elect shall be held at the next meeting of the Association for the unexpired portion of the term. In the event that both the offices of President and President-Elect become vacant concurrently, the Board of Directors shall elect from the remaining officers and directors a President for the balance of the unexpired term.

### Section 4.2 — President-Elect

Should the office of the President-Elect become vacant or if the President-Elect be unable or unqualified to serve, an election to fill the unexpired term shall be held at the next meeting of the Association except as otherwise provided for in these bylaws.

### Section 4.3 — Immediate Past President/Treasurer

Should the office of Immediate Past President/Treasurer become vacant or the Immediate Past President/Treasurer be unable or unqualified to serve, the President shall allocate the duties of the Immediate Past President/Treasurer among the remaining officers and directors for the balance of the unexpired term.

#### Section 4.4 — Secretary

Should the office of Secretary become vacant, or the Secretary be unable or unqualified to serve, the office will be filled by an election held at the next Annual meeting of the Association. Should the office become vacant at a time greater than six months before the next Annual meeting of the Association, the President may appoint a person to fill the vacancy for the remaining term subject to majority approval of the Board of Directors. Should the office become vacant at a time less than six months before the next Annual meeting of the Association, the President may allocate the duties of the vacant position among the remaining officers and directors until the office is filled by election at the next Annual meeting of the Association.

#### Section 4.5 — Speaker

Should the office of Speaker of the Representative Council become vacant or if the Speaker be unable or unqualified to serve, the Vice Speaker shall become the Acting Speaker for the balance of the Speaker's unexpired term, after which s/he shall serve her/his term as Speaker. An election for Vice Speaker shall be held at the next meeting of the Association for the balance of the Vice Speaker's unexpired term. Should both the offices of Speaker and Vice Speaker be vacant simultaneously, the President shall appoint a Speaker Pro-Tem who shall serve until the next scheduled election for both offices is held.

#### Section 4.6 — Vice Speaker

Should the office of Vice Speaker become vacant or the Vice Speaker be unable or unqualified to serve, an election to fill the balance of the unexpired term shall be held at the next meeting of the Association except as otherwise provided for in these bylaws.

### **Section 5 — Recall of Officers**

Any officer of the Association may be removed from office at any meeting of the Association by a three-quarters vote of the representatives present, as certified by the chair of the credentials and tellers committee. A recall must be initiated by a petition signed by representatives present at that meeting. The number of signatures on the recall petition shall represent at least one-third of the number of eligible votes present at the meeting in which the officer was elected, as certified in the final report of the chair of the credentials and tellers committee in order to be valid.

In the event of recall of an officer of the Association, a replacement shall be immediately installed in accordance with Article IV, Section 4 and Article IX of these bylaws to fill the balance of the unexpired term.



## **Section 6 — Compensation**

Officers and directors of the Association may be compensated, the amount and manner of which shall be determined annually by a Board Compensation Committee. This committee would be responsible for annually recommending the structure, form, and level of total compensation of the officers and directors of the Association. The committee shall not direct the nature of the work of the officers and directors, the mechanisms to accomplish this work, nor the method utilized in designating work assignments.

The Compensation Committee shall be appointed by the Immediate Past President and Speaker, with confirmation by the Representative Council, and shall be composed of seven individuals: three representative council members as appointed by the Speaker, two committee leaders as appointed by the Immediate Past President, one alumnus of the Board of Directors as appointed by the Immediate Past President, and the Immediate Past President. If a vacancy were to appear on the committee, the Speaker and Immediate Past President shall jointly appoint a delegate to fill this vacancy for the unexpired term. In the event that the Speaker and Immediate Past President are unable to decide on whom shall fill the vacancy, the Board of Directors shall appoint an individual to serve in this role by a majority vote.

The recommendations of the Compensation Committee shall be submitted annually for review by the Board of Directors and, if accepted, shall be reported at the next meeting of the Association.

The Compensation Committee recommendations may be rejected by a two-thirds vote of the entire Board of Directors, in which event the Board may recommend to the Representative Council their desired compensation or request that the Compensation Committee reconsider. The Representative Council may reject the decision of the Compensation Committee, Board of Directors, or both, with a two thirds majority vote. If the Representative Council rejects all proposals placed before them, then the previous compensation report will remain in force. A Board of Directors recommendation for compensation shall not take effect unless ratified by a two-thirds majority at the next meeting of the Association. If the Representative Council does not ratify the Board's proposed compensation or the Compensation Committee's recommendation, then the most recently approved compensation will remain in effect.

In the absence of any Compensation Committee recommendation, the most recent recommendation shall remain in effect. In the event that no recommendation has been made in the past, no compensation will be given to the officers and directors of the Association than reimbursement for expenses. The Board of Directors shall not be allowed to submit a compensation report in lieu of a Compensation Committee recommendation.

## **Section 7 — Liability**

To the fullest extent permitted by the Texas Non-Profit Corporation Act and otherwise by Texas law, no officer or director of the Association shall be liable to the Association or its members for monetary damages for an act or omission in such officer's or director's capacity as an officer or director of the Association except for liability arising out of (a) breach of such officer or director's duty of loyalty to the Association or its members; (b) acts by or omissions of such officer or director which are not in good faith or which involve intentional misconduct or a knowing violation of the law; (c) a transaction from which such officer or director received an improper benefit whether or not the benefit resulted from an action taken within the scope of such officer or director's office; or (d) an act by or omission of such officer or director for which the liability of an officer or director is expressly provided for by statute. The foregoing elimination of the liability to the Association or its members of monetary damages should not be deemed exclusive of any other rights or limitations of liability or indemnity to which an officer or director may be entitled under any other provision of the articles of incorporation and bylaws of the Association, contract, or agreement, vote of members and/or disinterested officers or directors or otherwise.

### **Section 8 — Executive Director**

An Executive Director shall be retained by the Board of Directors. The Executive Director shall perform such duties as assigned by the Board of Directors. The Executive Director shall supervise all other employees and agents of the Association and have such other powers and duties as may be prescribed by the Board of Directors or these bylaws. The Executive Director shall not be entitled to vote in meetings of the Board of Directors or the Association.

## **ARTICLE V BOARD OF DIRECTORS**

### **Section 1 — Composition of the Board of Directors**

The Board of Directors shall consist of the officers of the Association, Five Members-At-Large, and Ex-Officio liaisons and the Medical Student Council (MSC) Chair as appointed by the president of the organization.

#### Section 1.1 — Members-At-Large

##### Section 1.1.1 — Qualifications

Five Members-At-Large (“Members-At-Large”) shall be elected to the Board of Directors at the Annual meeting of the Association. Members At-Large shall be chosen from the active or international membership. No more than two officers or directors may be elected from the same residency program for the same or overlapping terms of office.

##### Section 1.1.2 — Duties

Members At-Large shall be voting members of the Board of Directors and shall share fully with the officers of the Board of Directors in the management of the Association.

##### Section 1.1.3 — Vacancy

Should the seat of a Member-At-Large become vacant, or a Member-At-Large be unable or unqualified to serve, the position shall be filled by an election held at the next Annual meeting of the Association. Should the position become vacant at a time greater than six months before the next Annual meeting of the Association, the President may appoint a person to fill the vacancy for the remaining term subject to majority approval of the Board of Directors. Should the position become vacant at a time less than six months before the next Annual meeting of the Association, the President may allocate the duties of the vacant position among the remaining directors until the office is filled by election at the next Annual meeting of the Association.

##### Section 1.1.4 — Recall

Any Member-At-Large may be recalled at any meeting of the Association by a three-quarters vote of the representatives present, as certified by the chair of the credentials and tellers committee. A recall must be initiated by a petition signed by representatives present at that meeting. The number of signatures on the recall petition shall represent at least one-third of the number of eligible votes present at the meeting in which the Member-At-Large was elected, as certified in the final report of the chair of the credentials and tellers committee in order to be valid.

In the event of recall of a Member-At-Large of the Board of Directors, a replacement shall be immediately installed in accordance with Article V, Section 1.1.3 and Article IX

of these bylaws from nominations from the floor of the Representative Council to fill the balance of the unexpired term.

## Section 1.2 – Ex-Officio Board Members

### Section 1.2.1 — Qualifications

Ex Officio Board members will be appointed by the President of the Association with majority approval by the board of directors. Ex Officio members shall be chosen from the active, international, fellow, alumni, or student membership.

### Section 1.2.2 — Duties

Ex Officio members will attend all board of director meetings, be allowed to make motions and participate in debate. Ex Officio members will not count towards quorum and will not be entitled to vote.

### Section 1.2.3 — Vacancy

Should the seat of an Ex Officio member become vacant, or an Ex Officio member be unable or unqualified to serve, the position shall be filled by appointment at the discretion of the President.

### Section 1.2.3 — Term

The term of Ex Officio members will be determined by the President of the Association in consultation with the Board of Directors.

## Section 1.3 — Medical Student Council (MSC) Chair

### Section 1.3.1 — Qualifications

The MSC Chair shall be a medical student member appointed annually to the Board of Directors by the President of the Association with majority approval by the board of directors.

### Section 1.3.2 — Duties

The MSC Chair will attend all board of director meetings, be allowed to make motions and participate in debate.

After appointment, the MSC Chair will be presented to the EMRA Representative Council at the next meeting of the Association for consideration of confirmation as an additional voting member of the EMRA Board of Directors. If approved by a majority vote, the MSC Chair shall be a voting member of the Board of Directors and shall share fully with the other voting Members-At-Large of the Board of Directors in the management of the Association. If not approved by a majority vote, the MSC Chair will serve on the EMRA Board of Directors as an Ex Officio member.

### Section 1.3.3 — Vacancy

Should the seat of the MSC Chair become vacant, or the MSC Chair be unable or unqualified to serve, the position shall be filled by appointment at the discretion of the President with the majority consent of the Board of Directors. In this case, the replacement MSC Chair would remain an Ex Officio member of the board until the next meeting of the Association when he or she will be considered for confirmation.

### Section 1.3.4 — Recall

The MSC Chair may be recalled at any meeting of the Board of Directors by a three-quarters vote of the board members present.

## **Section 2 — Officers of the Board of Directors**

### Section 2.1 — Chair

The President shall serve as the chair of the Board of Directors and an ex-officio member of all committees and task forces of the Board of Directors. The President shall preside over all meetings of the Board of Directors.

### Section 2.2 — Vice Chair

The President-Elect shall serve as the vice chair of the Board of Directors and shall preside over meetings of the Board of Directors in the absence of or at the discretion of the President.

### Section 2.3 — Secretary

The Secretary of the Association shall serve as secretary of the Board of Directors. The Secretary shall have primary responsibility for ensuring adequate and proper accounting of all records of the Board of Directors.

## **Section 3 — Powers of the Board of Directors**

### Section 3.1 — General Powers

The management and control of the Association shall be vested in the Board of Directors, subject to the restrictions imposed by the articles of incorporation, these bylaws, and applicable federal and state statutes and regulations.

The Board of Directors shall be required to implement all resolutions or actions enacted by the Representative Council, except that the Board of Directors may amend such instructions by a two-thirds vote only if such amendments do not change the intent or basic content of the resolution. Any amendments to a policy or directive enacted by the

Representative Council shall be communicated to the members of the Representative Council by official print or electronic publication within sixty days of such action.

### Section 3.2 — Additional Powers

The Board of Directors shall have, in addition, the power to (a) prepare and control its own agenda; (b) consider any matter properly brought before it by an Association member; (c) originate resolutions; (d) originate and approve policy; (e) form, develop, and assign work to committees.

## **Section 4 — Meetings of the Board of Directors**

### Section 4.1 — Meeting Schedule

The Board of Directors shall meet at least twice annually. At least one meeting of the Board of Directors shall be in conjunction with the Annual meeting of the Association.

### Section 4.2 — Special Meetings

Special meetings of the Board of Directors may be called at the request of one-third of the current members of the Board of Directors or by the President of the Association provided that adequate notice of such meeting be given to all members in person or by other appropriate means.

### Section 4.3 — Additional Meetings

Subject to the provisions of these bylaws regarding notice of meetings of the Board of Directors, the Board of Directors may hold additional meetings by means of conference telephone or similar means by which all persons participating in the meeting can communicate with each other. Participation in such a meeting by members of the Board of Directors shall constitute presence in person at such meeting, except where a director participates in such meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not properly called or convened.

### Section 4.4 — Action Between Scheduled Meetings

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if consent in writing, setting forth the action to be taken, shall be agreed to by all the members of the Board of Directors.

### Section 4.5 — Open Meetings

All meetings of the Board of Directors shall be open to all members of the Association. A closed executive session may be called by majority vote of the directors.

### Section 4.6 — Voting Rights

While all directors, liaisons, members of the Association, and invited guests are privileged to participate fully in discussion during Board of Directors meetings, voting rights are limited to the directors of the Association.

### **Section 5 — Committees and Task Forces of the Board of Directors**

The President may appoint or consolidate committees or task forces to function under the Board of Directors. Committees need not consist of members of the Board of Directors, nor shall it be necessary that the chairperson of a committee be a member of the Board of Directors. Committees and task forces shall be granted powers and responsibilities as described in the Association's policy compendium.

### **Section 6 — Organizational Liaisons**

A number of organizations exist which may represent or reflect the interests of the Association's membership. In order to better serve and represent the membership as a whole, the Association will endeavor to develop and maintain liaison relationships with these other organizations. Establishment of such liaisons does not constitute an endorsement of these organizations by the Association.

Except as otherwise negotiated in a Letter of Understanding, all appointments of individuals serving as liaisons will be made by the President of the Association in consultation with the Board of Directors. Whenever possible, the liaison should be a member of both the Association and the organization to which they will be serving as a liaison. Liaisons shall function under the supervision of the Board of Directors, and shall receive administrative support through the Association's offices. Other financial support shall be determined by the Board of Directors.

## **ARTICLE VI REPRESENTATIVE COUNCIL**

### **Section 1 — Composition of the Representative Council**

The Representative Council shall consist of resident, fellow, and medical student members.

#### **Section 1.1 — Residency Program Representatives**

Each emergency medicine residency program recognized by the Association will be allocated one residency program resident representative. Program representatives should be elected or appointed for one-year terms by their peers. Credentialed representatives are allotted one vote for each EMRA member at their residency program and associated fellowship programs as of thirty days prior to the meeting of the Representative Council.

#### **Section 1.2 — Medical Student Representatives**

The Chair of the EMRA Medical Student Council (MSC) will be allocated one vote for every twenty-five EMRA medical student members as of thirty days prior to the meeting of the Representative Council. If the MSC Chair is unavailable, he or she may select an alternate MSC Member to vote on behalf of EMRA's student members.

#### **Section 1.3 — Fellow Representative**

Fellow members of EMRA attending fellowships which are not associated with residency programs will be allowed to vote as individuals within the representative council.

#### **Section 1.4 — Verification**

All representatives shall be verified by the Speaker of the Representative Council at least thirty days prior to the scheduled meeting. No representative shall be seated who is not a member of the Association. No member of the Board of Directors may simultaneously serve as a residency program or fellow representative to the Representative Council.

### **Section 2 — Presiding Officers of the Representative Council**

#### **Section 2.1 — Speaker of the Representative Council**

The Speaker of the Representative Council shall preside at all meetings of the Association. The Speaker shall be ex-officio member of all Representative Council committees and task forces.



## Section 2.2 — Vice Speaker of the Representative Council

The Vice Speaker of the Representative Council shall preside over meetings of the Association in the absence of or at the discretion of the Speaker.

## **Section 3 — Powers of the Representative Council**

### Section 3.1 — General Powers

The Representative Council shall have the authority to establish two general types of policy: policies and directives. Policies shall be statements of philosophy based on professional principles and scientific standards that serve to define the beliefs of the Association. Directives are action items that articulate a strategy for accomplishing an objective and/or activate the Association's policies.

### Section 3.2 — Additional Powers

The Representative Council shall have, in addition, the right and power to (a) advise and instruct the Board of Directors regarding any matter that may affect the Association or its members, (b) prepare and control its own agenda, (c) consider any matter properly brought before it by an Association member, (d) originate and consider resolutions, (e) form, develop, and direct council committees and task forces, (f) elect the Speaker and Vice Speaker of the Representative Council, (g) elect the officers and Board of Directors, (h) amend these bylaws.

## **Section 4 — Meetings of the Representative Council**

Meetings of the Representative Council shall serve as the meetings of the Association.

### Section 4.1 — Meeting Schedule

There shall be two meetings of the members of the Association each year at a time and place as determined by the officers of the Association. The exact date and time of these meetings must be announced in an official publication of the Association not less than ten days prior to the start of the meeting and must be available to any inquiry of the membership. The time and location of these meetings may be changed to such place and time as determined by the officers of the Association, provided that the time and place of such meetings shall be announced at least ten days prior to the meetings.

### Section 4.2 — Annual Meeting

The second Representative Council meeting of the calendar year, excluding special meetings, shall be designated as the Annual meeting of the Association.

### Section 4.3 — Special Meetings

Special meetings of the Representative Council may be called by an affirmative vote of two-thirds of the directors or by petition of one-third of all eligible representatives. Notice of the date, time, and place of such a meeting must be provided to all members

of the Representative Council and Board of Directors via first class mail no less than forty-five days prior to any such meeting.

#### Section 4.4 — Open Meetings

All Annual, regular, and special meetings of the Representative Council shall be open to all members of the Association. A closed executive session may be called by majority vote of the Representative Council.

#### Section 4.5 — Conduct of Meetings

Deliberations of the Representative Council shall be governed by such rules and policies as described in the *Adopted Procedures of the Representative Council*, and in accordance with the provisions of these bylaws.

#### Section 4.6 — Voting Rights

##### Section 4.6.1 — Speaker of the Representative Council

The Speaker may vote during Representative Council deliberations only in the event of a tie vote of the representatives while serving as the presiding officer.

##### Section 4.6.2 — Vice Speaker of the Representative Council

The Vice Speaker may vote during Representative Council deliberations only in the event of a tie vote of the representatives while serving as the presiding officer.

##### Section 4.6.3 — Board of Directors

Members of the Board of Directors may address the Representative Council on any matter under discussion, but shall not have voting privileges in Representative Council sessions.

### **Section 5 — Committees and Task Forces**

The Speaker may appoint or consolidate committees or task forces to function under the Representative Council. Committees need not consist of members of the Representative Council, nor shall it be necessary that the chairperson of a committee be a member of the Representative Council. Committees and task forces shall be granted powers and responsibilities as described in the *Adopted Procedures of the Representative Council* and/or the Association's policy compendium.

## **ARTICLE VII FINANCES**

### **Section 1 — Budget Preparation and Adoption**

A budget for the operation of the Association shall be prepared annually by the Treasurer in accordance with the financial policies and strategic priorities of the Association, subject to the approval of the Board of Directors.

### **Section 2 — Annual Dues**

Annual dues for each class of membership shall be determined annually by the Board of Directors for the ensuing year. Honorary and Life members shall not pay any dues or admission fees.

### **Section 3 — Assessments**

Assessments may not be levied except upon recommendation of the Board of Directors and by a majority vote of the Representative Council. Notice of any proposed assessment shall be sent to each member of the Association by mail or official publication at least thirty days before the meeting of the Association at which the assessment is to be considered.

## **ARTICLE VIII TERMS OF OFFICE**

### **Section 1 — President**

The term of office of the President shall be one year, to begin immediately upon completion of her/his term as President-Elect, and ending immediately after the close of business of the meeting at which her/his successor is installed as President. The President shall then immediately succeed to the office of Immediate Past President/Treasurer.

### **Section 2 — President-Elect**

The term of office of the President-Elect shall be one year, to begin at the close of business of the meeting at which s/he was elected, and ending immediately after the close of business of the meeting at which her/his successor is elected. The President-Elect shall then immediately succeed to the office of President.

### **Section 3 — Immediate Past President/Treasurer**

The term of office of Immediate Past President/Treasurer shall begin immediately at the completion of her/his term as President. The term shall end at the close of business of the meeting of the Association one year following the meeting at which s/he took office.

### **Section 4 — Secretary**

The term of the office of Secretary shall be for two years, to begin at the close of business of the meeting at which s/he was elected, and ending immediately after the close of business of the meeting at which her/his successor is elected.

### **Section 5 — Members-At-Large**

Each Member-At-Large will serve a two-year term, to begin at the close of business of the meeting at which s/he was elected, and ending immediately after the close of business of the meeting at which her/his successor is elected.

### **Section 6 — Speaker of the Representative Council**

The term of office of the Speaker of the Representative Council shall be one year, to begin immediately upon completion of her/his term as Vice Speaker of the Representative Council, and ending immediately after the close of business of the meeting at which her/his successor is installed as Speaker.

### **Section 7 — Vice Speaker of the Representative Council**

The term of office of the Vice Speaker of the Representative Council shall be one year, to begin at the close of business of the meeting at which s/he was elected, and ending immediately after the close of business of the meeting at which her/his successor is

elected. The Vice Speaker shall then immediately succeed to the office of Speaker of the Representative Council.

## **ARTICLE IX ELECTIONS**

### **Section 1 — Nominations**

At the Annual meeting of the Association, nominations will be accepted from the floor from any member present for any open offices and directorships of the Association. Any qualified member may nominate her/himself. Nominations shall not be limited in number.

### **Section 2 — Method of Election**

Elections shall be conducted by ballot prepared in advance by the Speaker. Except as otherwise provided these bylaws, elections shall be held in the following order:

First Election: President-Elect  
Second Election: Vice Speaker  
Third Election (if required): Secretary  
Fourth Election: Member-At-Large  
Fifth Election: Member-At-Large

Nominations will be accepted for the next election after the announcement of the winner for the previous election and until all open positions are filled.

### **Section 3 — Vote Necessary to Elect**

Election will be by a majority of the legal votes cast by the representatives. If a majority is not achieved on the first ballot, the two candidates receiving the largest number of votes will then participate in a run-off vote until a majority of all legal votes cast is achieved.

## **ARTICLE X QUORUM**

### **Section 1 — Meetings of the Association**

Regular meetings of the Association shall require that a number of representatives be present on behalf of one-tenth of the active members known to the Association thirty days prior to said meeting to constitute a quorum. Special meetings shall require that a number of representatives be present on behalf of a majority of all active members known to the Association thirty days prior to said meeting to constitute a quorum.

### **Section 2 — Meetings of Board of Directors**

A majority of the directors of the Association shall constitute a quorum at any regular or special meeting of the Board of Directors.

## **ARTICLE XI DISCIPLINARY ACTION**

### **Section 1 — Grounds for Action**

Members of the Association are subject to disciplinary action for the following substantiated offenses: a) violation of the *Code of Ethics for Emergency Medicine Residents*; b) violation of other ethical policies of the Association; c) making false statements of educational attainment or certification.

### **Section 2 — Investigation**

The Board of Directors, either on its own initiative or on written and signed complaint by a current Association member, shall consider any apparent or alleged offense of any member according to the procedures outlined in the Association's policy compendium.

### **Section 3 — Expulsion**

The Board of Directors shall be the sole judge of a member's right to be or remain a member. If the Board of Directors finds that a grievance has been substantiated, in whole or in part, and that the offense so warrants, it may expel the member from the Association. All decisions of the Board of Directors shall be final.

### **Section 4 — Reinstatement**

Members expelled from the Association under Article XI may be reinstated by a vote of the Board of Directors after written proof of resolution of the grievance and continued eligibility for membership as defined in Article III of these bylaws.

## **ARTICLE XII ETHICS**

The *Code of Ethics for Emergency Medicine Residents* shall be the principles of ethics of the Association. Accusation of violations of these ethical principles may be made in accordance with procedures described in Article XI of these bylaws.

## **ARTICLE XIII PARLIAMENTARY AUTHORITY**

The current edition of Sturgis, *The Standard Code of Parliamentary Procedure*, governs all meetings of the Association, Representative Council and its committees, and Board of Directors and its committees in all situations that are not otherwise provided for in law or the Association's articles of incorporation, bylaws, or adopted rules.



## **ARTICLE XIV AMENDMENTS**

### **Section 1 — Authority**

The authority to adopt or amend these bylaws rests solely with the members of the Association at any meeting of the Representative Council.

### **Section 2 — Submission**

Any member or committee of the Association may propose an amendment to these bylaws for consideration at any meeting of the Representative Council. The resolution must be submitted to Association headquarters in writing at least forty-five days prior to the meeting at which it is to be considered.

### **Section 3 — Notice**

Notice of a proposal for bylaws amendment shall be provided to the members of the Association by official print or electronic publication at least ten days prior to the meeting at which such proposed amendment is to be considered.

### **Section 4 — Method of Consideration**

#### **Section 4.1 — Officer Review**

All submitted resolutions shall be reviewed by the Speaker and Vice Speaker of the Representative Council. Resolutions with potential bylaws implications will be denoted a “bylaws amendment under initial consideration” and the author shall be contacted in a timely fashion to discuss the intent and language of the resolution. A bylaws amendment under initial consideration need not contain final bylaws language in order to be considered.

#### **Section 4.2 — Initial Consideration**

Debate of a bylaws amendment under initial consideration shall be conducted via the usual resolution process as outlined in the *Adopted Procedures of the Representative Council*. Should such a bylaws amendment consist of a simple amendment to no more than two articles, or come directly from the officers or directors of the Association, consideration may be conducted in accordance with Article XIV, Section 5, however any other amendments adopted by the Representative Council shall cause said resolution to become a bylaws amendment under initial consideration.

#### **Section 4.3 — Final Language**

The officers of the Association shall draft appropriate language to amend all relevant sections of these Bylaws in order to affect an adopted bylaws amendment under initial

consideration. Such language will then be presented to the Representative Council as an “amendment under final consideration” at the next meeting of the Association.

### **Section 5 — Adoption**

An amendment under final consideration may be adopted by an affirmative vote of at least two-thirds of the members credentialed and voting at a meeting of the Association. The Representative Council is prohibited from considering amendments to the final language of an amendment under final consideration. Should the language of an amendment under final consideration be rejected by the Representative Council, it will then be changed back into an amendment under initial consideration, and may be debated and amended by the Representative Council. If adopted, it will remain an amendment under initial consideration and be referred to the officers of the Association for review and modification as needed, and then be referred back to the Representative Council as a bylaw amendment under final consideration.

### **Section 6 — Effective Date**

Amendments to these bylaws become effective at the conclusion of the meeting of the Association at which they were adopted.

**ARTICLE XV  
LEGAL MATTERS**

To the extent not otherwise specifically addressed in these bylaws, the provisions of the Texas Non-profit Corporation Act shall apply; notwithstanding, however, that should any one or more of the provisions contained herein be or become illegal or unenforceable in any respect, such provision or provisions shall be deemed to be conformed to the provisions and requirements of the Texas Non-profit Corporation Act.