

**EMRA RepCo CORD19
Reference Committee Report
Sunday, March 31, 2019**

DEFINITIONS OF AVAILABLE COUNCIL ACTIONS

For the EMRA Board of Directors to act in accordance with the wishes of the Council, the actions of the Council must be definitive. To avoid any misunderstanding, the officers have developed the following definitions for Council action:

ADOPT: Approve resolution exactly as submitted as recommendation implemented through the Board of Directors.

ADOPT AS AMENDED: Approve resolution with additions, deletions and/or substitutions, as recommendation to be implemented through the Board of Directors.

REFER: Send resolution to the Board of Directors for consideration, perhaps by a committee, the Council Steering Committee, or the Bylaws Interpretation Committee.

NOT ADOPT: Defeat (or reject) the resolution in original or amended form.

Resolutions are presented with their initial proposed language changes in **red** and **blue**. Amended language changes from the reference committee hearing are in **green**.

Report of Reference Committee S19

Mr. Speaker, your Reference Committee submits to the EMRA Representative Council the following recommendations on resolutions referred to the council for consideration.

Unanimous Consent Agenda

Recommendation to adopt

- Amended Resolution S'19-2: Corporate-Sponsored EM Residency Programs
- Amended Resolution S'19-5: EMRA Restated Certificate of Formation
- Resolution S'19-6: Texas Business Organizations Code

Non-consent recommendations

Recommendation to adopt:

- Resolution S'19-1: Development and implementation of a compensation committee to further promote a diverse applicant pool for positions on the EMRA Board of Directors
- Resolution S'19-3: Fellow and Alumni Membership Eligibility
- Resolution S'19-4: EMRA Annual Dues Payments

Resolution S'19-2: Corporate-Sponsored EM Residency Programs

RECOMMENDATION TO ADOPT AS AMENDED

RESOLVED that EMRA **andwork with** partner organizations **to** create a report regarding Corporate Sponsored EM Residency Programs including but not limited to the following topics: prevalence of these programs over time, financing, post-residency employment, future research questions, and be it further

RESOLVED, that EMRA supports objective, third-party research on the potential impact, if any, of corporate developed EM residencies on employment and training outcomes as deemed relevant and feasible by stakeholders.

Relevant Policy: None

Financial Impact: None

Testimony

Discussion during the reference committee hearing was supportive of the resolution and without objections. Online testimony was mixed, with some doubt of the utility of such data. Online testimony also expressed desire to research all new community residency positions rather than just Corporate Sponsored EM Residency programs. Both online and hearing testimony touched on the fact that Corporate Sponsored EM Residency Programs are not necessarily new, but have had a sharp increase in positions recently. There was a proposed amendment to line 29 to clarify for EMRA's work with potential partner organizations. Therefore, the committee recommends that this resolution be adopted as amended and included as part of the consent

agenda.

Resolution S'19-5: EMRA Restated Certificate of Formation

RECOMMENDATION TO ADOPT AS AMENDED:

RESOLVED, that EMRA approves the EMRA Restated Certificate of Formation as presented to replace its articles of incorporation as amended to date.

RESTATED CERTIFICATE OF FORMATION ARTICLES OF INCORPORATION OF OF EMERGENCY MEDICINE RESIDENTS' ASSOCIATION A NON-PROFIT CORPORATION

RESTATED CERTIFICATE OF FORMATION OF EMERGENCY MEDICINE RESIDENTS' ASSOCIATION

~~We, the undersigned natural persons of the age of twenty one or more, at least two of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Non-Profit Corporation Act (the "Act"), do hereby adopt the following Articles of Incorporation for such corporation:~~

ARTICLE ONE

The name of the corporation is EMERGENCY MEDICINE RESIDENTS' ASSOCIATION.

ARTICLE TWO

The corporation is a ~~non-profit~~ **nonprofit** corporation and shall have no capital stock.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The corporation is organized as a business league ~~and for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) described in Section 501(c)(6) of the Internal Revenue Code of 1954, 1986, as amended (the "Code"), (or the corresponding provision of any future United States Internal Revenue Law), and further including the following specific (the "Code") and for~~ charitable, educational and scientific purposes: **(i) to provide. The corporation's primary purposes shall be to promote and improve the common business interests and conditions of physicians in training and to serve as a unified voice for emergency medicine residents physicians in training. (ii) to encourage and to implement high standards in training and continuing education of emergency physicians; (iii) to study and analyze the socio-economic aspects of emergency medical care; (iv) to promote education of the general public and of patients who may require emergency care; (v) to promote research that will result in improving emergency medicine; (vi) to promote official community, state and national representation for emergency medicine in organized and academic medicine; and (vii) to promote the establishment of full and autonomous emergency departments within all hospital and medical staff structures providing full-time emergency department coverage by emergency physicians.**

The corporation shall have all additional ~~purposes and~~ powers which it may have and exercise under the ~~Act~~ **Texas Nonprofit Corporation Law** to the extent not inconsistent with its

purposes and its status as a nonprofit organization described in ~~section 501~~ **Section 501**(c)(~~5~~) ~~(or any comparable successor provision)~~6) of the Code).

ARTICLE FIVE

The corporation shall have one or more classes of members. The designation of such class or classes, the manner of election or appointment, and the qualifications and rights of the members of each class shall be set forth in the bylaws of the corporation.

ARTICLE SIX

No part of the income or principal of the funds or property of the corporation shall **be used to excessively compensate** ~~ever inure~~ of any member, director or officer of the corporation or to any "private shareholder or individual" as such term is described in Treasury Regulation section 1.501(a)-1(c), nor shall the corporation engage in any activities which are unlawful under the laws of the United States of America or the State of Texas or any other State.

ARTICLE SEVEN

~~These Articles of Incorporation~~ **This Restated Certificate of Formation** may be amended, restated or repealed from time to time by the affirmative vote of a two-thirds (2/3) majority of the members of the corporation who are present and voting, either in person or by proxy, at any duly called and constituted meeting of the corporation at which a quorum is present.

ARTICLE EIGHT

The street address of the ~~initial~~ **current** registered office of the corporation is ~~1125 Executive Circle~~ **4950 West Royal Lane**, Irving, Texas ~~75038~~, **75063**, and the name of its initial ~~current~~ registered agent at such address is ~~Colin C. Morris, Jr., Ph.D~~ **Cathey Wise, CAE**.

ARTICLE NINE

The number of directors constituting the ~~initial~~ **current** Board of Directors of the corporation is ~~six~~ **fifteen (615)** and the ~~name~~ **names** and addresses of the persons who are ~~to serve as the initial~~ **currently serving as** directors **of the corporation** are as follows:

~~James A. D'Orta, M.D.
1303-A 35th Street, N.W.
Washington, D.C. 20007~~

~~James J. Dugal, M.D.
868 Sunset Boulevard
Kenner, Louisiana 70065~~

~~Rosalind Denise Mitchell, M.D.
1200 North State Box 493
Los Angeles, California 90033~~

~~Jim Woodburn, M.D.
2012 Emerson Avenue
South Minneapolis, Minnesota 55405~~

~~Edward P. Sloan, M.D.
3300 N. Lake Shore Dr. #14D
Chicago, Illinois 60657~~

~~G. Rod Derrick, M.D.
Thomas Jefferson University Hospital Martin Residence
Hall
Philadelphia, Pennsylvania 19107~~

Omar Maniya, MD, MBA
4950 West Royal Lane
Irving, Texas 75063

Hannah Hughes, MD, MBA
4950 West Royal Lane
Irving, Texas 75063

Zach Jarou, MD
4950 West Royal Lane
Irving, Texas 75063

Tommy Eales DO
4950 West Royal Lane
Irving, Texas 75063

Nathan Vafaie, MD, MBA
4950 West Royal Lane
Irving, Texas 75063

Karina Sanchez, MD
4950 West Royal Lane
Irving, Texas 75063

Erik Blutinger, MD, MSc
4950 West Royal Lane
Irving, Texas 75063

Sara Paradise, MD
4950 West Royal Lane
Irving, Texas 75063

Eric McDonald, MD
4950 West Royal Lane
Irving, Texas 75063

Nick Salerno, MD
4950 West Royal Lane
Irving, Texas 75063

Angela Cai, MD, MBA
4950 West Royal Lane
Irving, Texas 75063

Greg Tanquary, **MDDO**, MBA
4950 West Royal Lane

Irving, Texas 75063

Geoffrey Comp, DO
4950 West Royal Lane
Irving, Texas 75063

Sarah Ring
4950 West Royal Lane
Irving, 75063

Scott Pasichow, MD, MPH
4950 West Royal Lane
Irving, Texas 75063

ARTICLE TEN

~~The name and street address of each Incorporator is:~~

~~Mr. T. Lee Wilkins—
Jenkins & Gilchrist
2200 InterFirst One
Dallas, Texas 75202~~

~~Mr. Ronald J. Frappier
Jenkins & Gilchrist
2200 InterFirst One
Dallas, Texas 75202~~

~~Ms. Dorothy Brooks—
Jenkins & Gilchrist
2200 InterFirst One
Dallas, Texas 75202~~

ARTICLE ELEVEN

To the fullest extent permitted by Texas law, no director of the ~~Emergency Medicine Residents' Association (EMRA)~~ **corporation** shall be liable to ~~EMRA~~ **the corporation** or its members for monetary damages for an act or omission in such director's capacity as a director of ~~EMRA~~ **the corporation** except for liability arising out of (a) any breach of such director's duty of loyalty to ~~EMRA~~ **the corporation** or its members; (b) acts or omissions of such 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 director received an improper benefit whether or not the benefit resulted from an action taken within the scope of such director's office; or (d) an act by or omission of such director for which ~~the~~ liability of a director is expressly provided for by statute. The foregoing elimination of the liability to ~~EMRA or the corporation and~~ its members for monetary damages ~~should~~ **shall** not be deemed exclusive of any other rights or limitations of liability or indemnity to which a director may be entitled under any other provision of the ~~Articles of Incorporation and~~ **certificate of formation** or bylaws of ~~EMRA~~ **the corporation**, contract, ~~or~~ agreement, or vote of members and/or disinterested directors or otherwise.

IN WITNESS WHEREOF, this Restated Certificate of Formation has been executed on this day of , 2019, by the undersigned officer, thereunto duly authorized.

EMERGENCY MEDICINE RESIDENTS' ASSOCIATION

By:
Cathey Wise,
Executive Director

References:
ASAE Handbook of Professional Practices in Association Management, page 208.

Relevant Policy: None

Fiscal Impact: None

Testimony

This resolution serves to update the articles of incorporation. There was no debate on this resolution during the reference committee hearing and there was no online testimony. There were two minor editorial amendments made. Therefore, the committee recommends that this resolution be adopted as amended and included as part of the consent agenda.

Resolution 6: Texas Business Organizations Code Resolution

RECOMMENDATION TO ADOPT

RESOLVED, that Article XV of EMRA's Bylaws be amended to read:

LEGAL MATTERS

To the extent not otherwise specifically addressed in these bylaws, the provisions of the [Texas Business Organizations Code](#) ~~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~~ [Texas Business Organizations Code](#).

References: [Texas Business Organizations Code](#)

Relevant Policy: Bylaws of the Emergency Medicine Residents' Association – Article XV

Financial Impact: None

Testimony: This resolution serves to update bylaws to accurately reference Texas statutes. As such, there was minimal debate on its merits during the town hall. Therefore, the committee recommends that this resolution be adopted and included as part of the consent agenda.

NON-CONSENT RECOMMENDATIONS

Resolution S'19-1: Development and implementation of a compensation committee to further promote a diverse applicant pool for positions on the EMRA Board of Directors

RECOMMENDATION TO ADOPT

RESOLVED, that:

- 1) EMRA will amend Article IV, section 6 of its bylaws to read as follows:

Officers and directors of the Association ~~shall not receive any compensation for their services, other than reimbursement for expenses.~~ 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 other than reimbursement for expenses. The Board of Directors shall not be allowed to submit a compensation report in lieu of a Compensation Committee recommendation.

2) EMRA will amend Article IV, section 3.3 of its bylaws to read as follows:

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.](#)

Relevant Policy: None

Financial Impact: Volunteer committee, staff resources, yearly costs as determined by committee. Possibly significant, depending upon the recommendations of the committee.

Testimony:

We heard testimony from multiple individuals at the public hearing. Two primary authors spoke on behalf of themselves in support of the resolution citing this is a way to increase diversity on our board by ensuring financial barriers do not contribute to decreased participation. They also brought up the point that there is a precedent from other organization such as AAEM and the AMA who pay their board members compensation. Finally, the authors made the point that significant checks and balances have been added to ensure the committee does not overreach its power citing that the ACEP board can deny claims and that Representative Council has the ability to veto claims.

There were online comments in favor of referral for study with report back to Representative Council with specific focus on hours worked by each board member and the financial stability of the organization. These comments cited concerns with evidence supporting that additional compensation leads to more diversity on boards and is in fact a “significant barrier” considering the relatively high pay per hour of working clinically.

Considering significant support for this resolution heard during the public hearing and read via online comments with only one dissenting comment, it is recommended by this reference committee to adopt without amendments.

Resolution 3: Eligibility for EMRA Fellow and Alumni Membership Resolution

RECOMMENDATION TO ADOPT

RESOLVED, that “Article III - Membership” of EMRA’s Bylaws be amended as follows:

ARTICLE III - MEMBERSHIP **Section 2 - Classes of Membership**

Section 2.1 — Active Members

Section 2.1.1 — Qualifications

Any intern or resident currently enrolled in an ~~allopathic or osteopathic~~ 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 2.3 — 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 2.4 — 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; ~~is eligible for alumni membership. Any individual that would have been eligible for active membership or international membership will also be eligible for alumni membership.~~
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. ~~Alumni members are not entitled~~

~~to vote, to sit on committees, or to hold office~~, except that officers and directors elected during active membership will complete their terms of office(s).

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.

Relevant Policy: Bylaws of the Emergency Medicine Residents' Association – Article III

Fiscal Impact: Uncertain

Testimony:

This resolution serves to require EMRA alumni and fellows to also maintain ACEP membership, which would currently affect 37 alumni members of 3,810 alumni/ fellow EMRA members. Discussion during the public hearing was in favor of this resolution. The arguments in favor were that it would continue to foster a mutually beneficial relationship between ACEP and EMRA, which are two distinct but connected organizations, and to provide a more uniform membership status. Arguments against this resolution were submitted through the electronic system that questioned the reason behind being only a EMRA member and not a reciprocal ACEP member. Based on financial barriers (with ACEP membership requiring an additional \$615 compared to \$105 for an independent EMRA membership), individuals may not find the ACEP membership to provide enough additional value. This resolution may risk losing EMRA alumni and fellow members. Considering the greater volume of supporters, the relatively small number of individuals impacted, and the creation a uniform membership status, the reference committee recommends adopting this resolution.

Resolution 4: EMRA Annual Dues Payments

RECOMMENDATION TO ADOPT

RESOLVED, that Article VII, Section 2 of the EMRA Bylaws remove the common anniversary date from its Bylaws and approve the revised language below:

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. ~~Dues shall be payable on a common anniversary date of July 1.~~

Relevant Policy: Bylaws of the Emergency Medicine Residents' Association – Article VII

Financial Impact: None

Testimony:

We heard testimony from multiple individuals at the public hearing. The director of membership, speaking on behalf of himself, spoke in favor of the resolution stating it to be a fair and feasible member-centric solution for students and will likely increase recruitment. The MSC chair,

speaking on behalf of herself, also spoke in favor of the resolution stating this will not only benefit students but also benefit residency programs that are late on paperwork, and also residents and fellows that are self pay. Individual online testimony showed support as well citing similar benefits. Therefore, the reference committee recommends adoption of this resolution.