



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. We help emergency medicine physicians-in-training become the best doctors and leaders they can be and shape emergency medicine into the best specialty it can be.

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 they are 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, religious beliefs, cultural beliefs, disability, spirituality, political beliefs, or other protected classes.

Section 2 — Classes of Membership

All members of the Association shall belong to one of the following categories: (1) Resident; (2) Student; (3) Fellow (4) International; (5) Alumni; (6) Honorary; (7) Life; or (8) Inactive. The qualifications required of the respective categories and their rights shall be set forth in these bylaws or as otherwise determined by the Board of Directors in the extraordinary case of an individual who does not satisfy all the criteria of any category.

Section 2.1 — Resident Members

Section 2.1.1 — Qualifications

Any resident in an emergency medicine residency training program accredited by the Accreditation Council for Graduate Medical Education (ACGME) in the United States or Canada is eligible for resident membership. “Preliminary” or “transitional” interns who have been accepted into an emergency medicine residency program are eligible for resident membership during their intern training year. Persons serving as General Medical Officers (GMOs) or other military requirements are eligible for resident membership at the discretion of the Board of Directors.

Section 2.1.2 — Rights

Resident 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. Student membership for graduating medical students extends until the start of their residency.

Section 2.2.2 — Rights

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

Section 2.3 – Fellow Members

Section 2.3.1 – 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 the American Board of Emergency Medicine (ABEM) or the American Osteopathic Board of Emergency Medicine (AOBEM), is eligible for fellow membership.

Section 2.3.2 – Rights

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

Section 2.4 — International Resident Members

Section 2.4.1 — Qualifications

Any intern or resident enrolled in a training program outside the United States or Canada in Emergency Medicine or Pediatric Emergency Medicine is eligible for international membership.

Section 2.4.2 — Rights

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

Section 2.5 — Alumni

Section 2.5.1 — Qualifications

Any physician who is board eligible or board certified by ABEM or AOBEM, or any emergency physician who is not a resident of the United States or a possession thereof, and who is licensed to practice medicine by the government where they reside and practice, is eligible for alumni membership.

Section 2.5.2 — 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 officers and directors currently serving who will complete their terms of office(s).

Section 2.6 — Honorary Members

Section 2.6.1 — 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 2.6.2 — 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 2.7 — Life Members

Section 2.7.1 — Qualifications

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

Section 2.7.2 — Rights

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

Section 2.8 — Inactive Members

Section 2.8.1 — 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, individuals 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 automatically become inactive members. Inactive members will return to their previous membership class if qualifications for that class are met upon the first day of return to their training program.

Section 2.8.2 — Rights

Inactive members shall be entitled to attend and address meetings of the Association and sit on committees. Inactive members shall not be entitled to vote or to hold office. Inactive members may be allowed to continue in leadership positions on appeal to the Board of Directors.

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 these bylaws and the *American College of Emergency Physicians (ACEP) Code of Ethics for Emergency Physicians*. 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 (30) calendar 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 the Association shall cease in the event of any of the following: a) expulsion or termination of the member; b) resignation of membership by request of the member; c) nonpayment of dues or assessments by the member; d) failure to meet qualifications for membership by the member; or e) such 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 judges 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 a decision.

Section 8 — Readmission

Former members who desire to be readmitted following any expulsion, termination, suspension of, or resignation from, membership under section 5 shall be treated as new applicants upon payment of current dues and assessments.

Section 9 — Disciplinary Action

Section 9.1 — Grounds for Action

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

Section 9.2 — Investigation

The Board of Directors, either on its own initiative or upon 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 9.3 — 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 by a majority vote of the Board of Directors, expel the member from the Association.

Section 9.4 — Reinstatement

Members expelled from the Association under this Article III, Section 9, may be reinstated by a majority 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.

Section 10 — Ethics

The *ACEP Code of Ethics for Emergency Physicians* shall be the principles of ethics of the Association. Accusation or investigation of violations of these ethical principles may be made in accordance with procedures described in Article III, Section 9 of these bylaws.

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.

Section 2 — Qualifications

Officers shall be members with the right to hold office at the time of their election. 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. The President shall serve as a voting member of 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 their term. The President-Elect shall perform such other duties as prescribed by the Board of Directors or by the President. The President-Elect shall serve as a voting member of the Board of Directors.

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 Chair of the Finance Committee. 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 may be assigned by the Board of Directors or by the President. The Immediate Past President/Treasurer shall serve as a voting member of the Board of Directors.

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 them. The Secretary shall perform such other duties as prescribed by the Board of Directors or by the President. The Secretary shall serve as a voting member of the Board of Directors.

Section 3.5 — Speaker

The Speaker shall direct the activities of the Representative Council. The Speaker 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

The 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. 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 the President be unable or unqualified to serve, the President-Elect shall become Acting President for the balance of the President's unexpired term, after which they will serve their term as President. If both the offices of President and President-Elect become vacant concurrently, the Board of Directors shall elect from the remaining officers and/or directors a President for the balance of the current unexpired term. The elected person becomes the Immediate Past President/Treasurer at the next Annual meeting of the Association where an election for President will then be held.

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.

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 current 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. The President may appoint a person to fill the vacancy until such election, subject to majority approval of the Board of Directors.

Section 4.5 — Speaker

Should the office of Speaker become vacant, or the Speaker be unable or unqualified to serve, the Vice Speaker shall become Acting Speaker for the balance of the Speaker's current unexpired term, after which they shall serve their term as Speaker. If both the offices of Speaker and Vice Speaker become vacant concurrently, 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.

Section 5 — Recall of Officers

Any officer of the Association may be removed from office at any meeting of the Association by a vote of three-quarters of the credentialed members present at such meeting. A recall must be initiated by a petition signed by at least one-third (1/3) of the credentialed members present at such meeting. A recall vote for an officer may also be called by a three-quarters vote of the Board of Directors who are not subject to such recall.

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 then current unexpired term.

Section 6 — 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, its members or any third-party for monetary or other damages for any act or omission in such officer 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 definitively proven by court action to be 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 or limitation of the liability 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 law, the Restated Certificate of Formation or the Bylaws of the Association, or any contract, agreement, vote of members and/or disinterested officers or directors or otherwise.

Section 7 — 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 (i) the Officers of the Association, (ii) no less than four and no more than seven Members-At-Large as determined by the Board of Directors, and (iii) Ex-Officio members and the Medical Student Council (MSC) Chair as appointed by the President of the Association.

Section 1.1 — Members-At-Large Section

1.1.1 — Qualifications

A minimum of four 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 members with the right to hold office at the time of their election. 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 remaining term of 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 current 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 vote of three-quarters of the credentialed members present at such meeting. A recall must be initiated by a petition signed by at least one-third (1/3) of the credentialed members present at such meeting. A recall vote for a Member-At-Large may also be called by a three-quarters vote of the Board of Directors who are not subject to such recall.

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 membership classes with the right to hold office.

Section 1.2.2 — Duties

Ex-Officio members 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 1.2.3 — 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 subject to majority approval of the remaining members of the Board of Directors.

Section 1.2.3 — Recall

Ex-Officio members may be recalled at any meeting of the Board of Directors by a three-quarters vote of the Board Members present at such meeting provided that a quorum of the Board of Directors is represented at such meeting.

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 shall be a voting member of the Board of Directors and shall share fully with the officers of the Board of Directors in the management of the Association.

Section 1.3.3 — 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 majority approval of the Board of Directors.

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 at such meeting provided that a quorum of the Board of Directors is represented at such meeting.

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 any restrictions or limitations imposed by the Restated Certificate of Formation or these Bylaws of the Association, and/or applicable federal and state statutes and regulations.

The Board of Directors shall be required to implement all policies, directives, resolutions or actions adopted by the Representative Council, except that the Board of Directors may amend such policies, directives, resolutions or actions by a two-thirds vote of the then current members of the Board of Directors of the Association, and only if such amendments do not change the intent, purpose, or basic content of such affected policies, directives, resolutions or actions. Any such amendments made by the Board of Directors to any policy, directive, resolution or action adopted by the Representative Council shall be communicated to the members of the Representative Council by official publication within sixty (60) days of such amendment.

Section 3.2 — Additional Powers

The Board of Directors shall have, in addition to the powers set forth in Section 3.2 above, the all such powers necessary to (a) prepare and control its own agenda; (b) consider and act upon any matter properly brought before it by any Association member; (c) originate, approve and act upon properly approved resolutions and recommendations; (d) originate, approve, adopt and implement policies and procedures for the Board of Directors and the Association; and (e) form, develop, and assign work to committees created and authorized by the Board of Directors.

Section 4 — Meetings of the Board of Directors

Section 4.1 — Meeting Schedule

The Board of Directors shall meet regularly to ensure the proper functioning of the Association. 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 then 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 of the Board of Directors.

Section 4.3 — Action Between Scheduled Meetings

Any action which may be taken at a meeting of the Board may be taken without a meeting if a written consent or consents setting forth the action(s) to be taken is signed by enough individual Board Members as would be necessary to take such action(s) at a meeting at which all persons entitled to vote on the action were present and voted. A consent permitted in this section may be executed and transmitted in the form of: (i) an original signed writing or a reliable reproduction thereof, including but not limited to a photocopy, scan, or facsimile; or (ii) an electronic transmission, provided that the transmission contains or is accompanied by information from which it can be determined that it was transmitted by or on behalf of the relevant individual, and such individual's approval of the matter at issue is clearly stated.

Section 4.4 — 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 Board of Directors.

Section 4.5 — Voting Rights

While all members of the Association and invited guests are privileged to participate fully in discussions during Board of Directors meetings, only Members of the Board of Directors may vote at any such meeting.

Section 5 — Organizational Liaisons

Several organizations exist which may represent or reflect the interests of the Association's membership. To better serve and represent the membership of the Association, 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 specified by resolution of the Board of Directors, any appointments of individuals serving as liaisons to any other organizations 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. Any other support, financial or otherwise, shall be determined by a majority vote of the Board of Directors.

ARTICLE VI TERMS OF OFFICE

Section 1 — President

The term of office of the President shall be one year, beginning immediately upon completion of their term as President-Elect and ending immediately after the close of business of the meeting of the Association at which their successor is installed as President. The replaced President shall then immediately assume the position and the duties of the office of Immediate Past President/Treasurer.

Section 2 — President-Elect

The term of office of the President-Elect shall be one year, beginning at the close of business of the meeting of the Association at which they were elected, and ending immediately after the close of business of the meeting at which their successor is elected. The President-Elect shall then immediately assume the position and the duties of 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 their 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 they took office.

Section 4 — Secretary

The term of the office of Secretary shall be for two years, beginning at the close of business of the meeting of the Association at which they were elected, and ending immediately after the close of business of the meeting of the Association at which their successor is elected.

Section 5 — Members-At-Large

Each Member-At-Large will serve a two-year term, beginning at the close of business of the meeting of the Association at which they were elected, and ending immediately after the close of business of the meeting of the Association at which their successor is elected.

Section 6 — Speaker

The term of office of the Speaker shall be one year, beginning immediately upon completion of their term as Vice Speaker and ending immediately after the close of business of the meeting of the Association at which their successor is installed as Speaker.

Section 7 — Vice Speaker

The term of office of the Vice Speaker shall be one year, beginning at the close of business of the meeting of the Association at which they were elected, and ending immediately after the close of business of the meeting at which their successor is elected. The Vice Speaker shall then immediately succeed to the office of Speaker.

Section 8 — MSC Chair

The term of office of the MSC Chair shall be one year, beginning at the close of business of the meeting of the Association at which their appointment was approved, and ending immediately after the close of business of the meeting of the Association at which their successor is appointed.

Section 9 — Ex-Officio Members

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

ARTICLE VII

COMMITTEES OF THE BOARD OF DIRECTORS

Section 1 — Committees and Task Forces of the Board of Directors

The President may appoint or constitute various committees or task forces to function under the direction of the Board of Directors. Committees or task forces 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 and may be enhanced or limited by written resolution(s) of the Board of Directors.

Section 2 — Finance Committee

The Immediate Past President serves as the Chair of the Finance Committee and the Board Treasurer as set forth in these bylaws. Finance Committee members shall be appointed by the Immediate Past President. The Finance Committee provides financial oversight for the organization. The function, powers, composition, and meetings of the Finance Committee are described in the Association's Policy Compendium and may be enhanced or limited by written resolution(s) of the Board of Directors.

Section 3 — Executive Committee

The Executive Committee shall consist of the President, President-Elect, Immediate Past President/Treasurer, and the Executive Director. The Executive Director is a non-voting member. The Executive Committee shall have the authority to act on behalf of the Board of Directors. Formal actions taken by the Executive Committee shall be reported to the Board of Directors by the President with all relevant information pertaining to such action and in a manner that ensures the timely and confirmed receipt of such notice by the Board of Directors to permit adequate review of such action by the Board of Directors. A majority vote of the then current members of the Board of Directors shall rescind or approve any action of the Executive Committee. Any failure by the Board of Directors to rescind/disapprove or approve any such formal action of the Executive Committee within ten (10) days after receipt of notice describing such action shall constitute the rescission and disapproval of such action.

ARTICLE VIII REPRESENTATIVE COUNCIL

Section 1 — Composition of the Representative Council

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

Section 1.1 — Residency Program Representatives

Each emergency medicine residency program recognized by the Association will be allocated one residency program resident representative and one resident alternate representative. Credentialed representatives are allotted one vote for each EMRA member at their residency program and associated fellowship programs as of thirty (30) days prior to the meeting of the Representative Council. Representatives are credentialed according to the *Representative Council Procedures*.

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 (30) days prior to the meeting of the Representative Council. If the MSC Chair is unavailable, The Association Board of Directors may select an alternate MSC Member to vote on behalf of EMRA's student members.

Section 1.3 — Fellow Representative

Fellow members attending fellowships that are not associated with residency programs can act as a fellow representative and will be allotted one vote for each EMRA fellow member at their institution.

Section 1.4 — Verification

All representatives shall be verified by the Speaker at least thirty (30) 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 either a residency program or fellow representative to the Representative Council.

Section 2 — Presiding Officers of the Representative Council

Section 2.1 — Speaker

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

Section 2.2 — Vice Speaker

The Vice Speaker 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 recommend two general types of actions: policies and directives. Policies are statements of philosophy based on professional principles and scientific standards that serve to define the beliefs of the Association and are recorded in the Associations' Policy Compendium. Directives are actionable items that set forth a strategy for accomplishing an objective and/or that affect the Association's policies and should be enacted promptly by the Association whenever possible or prudent upon and after review and concurrence by the Associations' Board of Directors.

Section 3.2 — Additional Powers

In addition to the General Powers set forth in Section 3.1, above, the Representative Council shall also have the rights and powers to (a) advise and instruct the Board of Directors if the Association 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 Representative Council committees and task forces, (f) elect the Speaker and Vice Speaker, (g) vote for the officers and Board of Directors of the Association, (h) propose amendments to 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 at least one meeting of the members of the Association each year at a time and location determined by the officers of the Association. The exact date and time of these meetings shall be announced in an official publication of the Association not less than ten (10) days prior to the start of such meeting and such publication must be available to any member of the Association. The time and location of these meetings may be changed to such location and time as may be determined by the officers of the Association, provided that the changed time and location of such meetings shall be announced at least ten (10) days prior to the meeting and published to the members of the Association as set forth above.

Section 4.2 — Annual Meeting

The Fall Representative Council meeting 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 Board of Directors or by petition of one-third of all eligible members of the Representative Council. A special meeting may only be called if a single important issue must be voted on expeditiously by the Representative Council. Notice of the date, time, and location of any such special meeting must be provided to all members of the Representative Council and Board of Directors of the Association no less than ten (10) 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 *Representative Council Procedures* and in accordance with the provisions of these bylaws.

Section 4.6 — Voting Rights

Section 4.6.1 — Speaker

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

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 *Representative Council Procedures* and/or the Association's Policy Compendium.

ARTICLE IX ELECTIONS

Section 1 — Nominations

Nominations for any elected Association position will be accepted from the Association web portal and the Representative Council floor from any member present for any open offices and directorships of the Association. Any qualified Association member may self-nominate. Nominations shall not be limited in number.

Section 2 — Method of Election

Elections shall be conducted by ballot prepared in advance by the Speaker pursuant to balloting procedures described in the *Representative Council Procedures*. 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 of any individual for any eligible position will be by a majority of the credentialed 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 credentialed votes cast is achieved.

ARTICLE X QUORUM

Section 1 — Meetings of the Association

Regular meetings of the Association shall require that such number of representatives be present that represent one-tenth (1/10) of the voting-eligible members verified by the Association thirty (30) days prior to said meeting to constitute a quorum. Special meetings shall require that such number of representatives be present on behalf of one-third (1/3) of all voting-eligible members verified by the Association thirty (30) 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 meetings of the Board of Directors.

ARTICLE XI PARLIAMENTARY AUTHORITY

Section 1 — Authority

The current edition of the American Institute of Parliamentarians 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 by the Association's Restated Certificate of Formation, these Bylaws, or other rules adopted and approved by a majority of the Association's Board of Directors.

ARTICLE XII FINANCES

Section 1 — Budget Preparation and Adoption

A budget for the operation of the Association shall be prepared annually by the Finance Committee 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, email, or official publication at least thirty (30) days before the meeting of the Association at which the assessment is to be considered.

ARTICLE XIII 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 of the Association from a membership class eligible to serve as members of EMRA's Representative Council 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 in writing to the Association headquarters in writing at least forty-five (45) days prior to the meeting at which it is to be formally considered.

Section 3 — Notice

Notice of a proposal for any amendment of these Bylaws shall be provided to the members of the Association by official print or electronic publication at least ten (10) 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. Resolutions with potential Bylaws implications will be denoted a "Bylaws Amendment Under Initial Consideration" and the proponent/author shall be contacted by the Speaker or Vice Speaker 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 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 *Representative Council Procedures*. Should such a Bylaws amendment come directly from the officers or directors of the Association, consideration may be conducted in accordance with Article XIII, 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 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 (2/3) of the Association members credentialed and voting at a meeting of the Association. The Representative Council is prohibited from considering any amendments or alterations 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 revert 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 immediately after adoption.

ARTICLE XIV LEGAL MATTERS

To the extent not otherwise specifically addressed in these bylaws, the provisions of the Texas Non-profit Corporation Act shall apply. However, should one or more provision contained herein be or become illegal or unenforceable in any respect, such provision or provisions shall be deemed to be conformed to the requirements of the Texas Non-profit Corporation Act to the extent, and only to the extent, necessary to make such provision(s) legal and enforceable .