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**OHIO CHAPTER**  
**AMERICAN COLLEGE OF EMERGENCY PHYSICIANS**

**BYLAWS**

**ARTICLE I**

**CHAPTER NAME**

The name of this association, a not-for-profit corporation organized under the laws of the state of Ohio and having received a charter from the American College of Emergency Physicians (hereinafter "the College"), shall be the Ohio Chapter of the American College of Emergency Physicians (hereinafter "the Chapter").

**ARTICLE II**

**MISSION, PURPOSES, AND OBJECTIVES**

The mission, purposes, and objectives of the Chapter shall be those set forth in the Bylaws of the College and in the Chapter's Articles of Incorporation.

**ARTICLE III**

**MEMBERSHIP**

**Section 1 – Qualifications**

The qualifications for membership in the Chapter shall be consistent with those for membership in the College.

**Section 2 – College Authority**

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

**Section 3 – Classes**

Member classifications and privileges in the Chapter shall be consistent with those

25 designated in the College Bylaws. Candidate physician members may not hold chapter  
26 office, may not vote for members of the Board of Directors except for the Resident member  
27 of the Chapter Board of Directors, and may vote on committees on which they serve.  
28 Candidate medical student members may not hold chapter office, may not serve on or vote  
29 for the Board, but may vote on committees on which they serve.

30 **Section 4 – Access to Records**

31 The Chapter shall make available to a member, or the agent or attorney of a member, at a  
32 reasonable time and at a reasonable place, records of the Chapter in accordance with  
33 jurisdictional law.

34 **Section 5 – Cancellation/Limitation of Member Rights and Privileges**

35 The College has the sole right to cancel membership in the College for reasons described  
36 in the College Bylaws, including nonpayment of chapter dues and mandatory chapter  
37 assessments, and thereby all related chapter memberships.  
38 For proper cause other than nonpayment of dues or assessments, the Chapter may limit  
39 the rights and privileges of members at the chapter level.

40 **ARTICLE IV**

41 **DUES AND ASSESSMENTS**

42 **Section 1 - Dues**

43 The Board, by a two-thirds majority of legal votes cast, must approve membership dues.

44 **Section 2 - Assessments**

45 Assessments may be levied by a majority of legal votes cast of the Chapter members  
46 present at any annual or special meeting of the Chapter provided that the proposed  
47 assessment is communicated in writing 30 days prior to such meeting. The amount of the  
48 assessment approved by the members may be less than, but not more than, that which  
49 was proposed and announced.

50 **ARTICLE V**

51 **CHAPTER MEMBERSHIP MEETINGS**

52 **Section 1 – Annual and Regular Meetings**

53 There shall be an Annual Meeting of the Chapter Membership with the location and time  
54 determined by the Board of Directors provided that the time and place of the meeting is  
55 communicated in writing to each member at least 30 days prior to the meeting. The Chapter  
56 may hold regular meetings with similar notice requirements.

57 **Section 2 – Special Meetings**

58 The Chapter may hold special meetings as determined by the President, a majority vote of  
59 the Executive Committee or the Board, or upon written request from fifteen regular  
60 members. The Chapter must communicate notice of special meetings to each member not

61 fewer than 10 nor more than 30 days before the meeting. Notice must include the purpose  
62 of the special meeting and methods of voting to be used at the meeting.

63 **Section 3 – Quorum**

64 Members of the Chapter present at any meeting of the Chapter duly convened shall  
65 constitute a quorum.

66 **Section 4 – Notice**

67 Notice of membership meetings shall be delivered by authorized communication  
68 equipment. Meeting notices must identify all methods of voting that will be used at the  
69 meeting.

70 **Section 5 – Authorized Communication Equipment**

71 Any meeting of the membership and any actions taken physically in person therein, may be  
72 conducted using authorized communication equipment in conjunction with state law.  
73 Members present by authorized communication equipment shall be deemed to be in person  
74 for quorum, voting, and other Chapter business.

75 **ARTICLE VI**

76 **BOARD OF DIRECTORS**

77 **Section 1 – Powers**

78 The Board of Directors (“Board”) shall have general supervision control, and direction of the  
79 affairs of the Chapter between its Annual Meetings, shall determine its policies or changes  
80 therein within the limits of the Articles of Incorporation or these Bylaws, shall actively pursue  
81 its purposes, and shall have discretion in the disbursement of its funds. It may adopt such  
82 rules and regulations for the conduct of its business as shall be deemed advisable and  
83 may, in the execution of the powers granted, appoint such agents as it may consider  
84 necessary.

85 The act of a majority of directors who are present at a duly called meeting, at which a  
86 quorum exists, is the act of the Board, unless the Articles of Incorporation or these bylaws  
87 require the act of a greater number of directors.

88 The Board is empowered to appoint and/or employ an Executive Director who will be  
89 directly responsible to the Board. The duties, responsibilities, and terms of employment  
90 shall be determined by the Board.

91 **Section 2 – Composition**

92 The Board shall be composed of fifteen elected members of the Chapter including the  
93 President and Immediate Past President if their terms as elected directors have expired,  
94 and one director shall be a candidate physician member representative of the Emergency  
95 Medicine Residents of Ohio (EMRO). All directors have the right to vote as directors and  
96 must be members of the chapter.

97 Any member of the Chapter elected to the College Board of Directors or as a Council

98 Officer shall also serve as a voting member of the Chapter Board for the duration of their  
99 term on the College Board of Directors or as Council Officer. No director shall have more  
100 than one vote.

101 **Section 3 – Terms of Office**

102 Elected directors serve terms of three years and may serve a maximum of two consecutive  
103 terms. Approximately one-third of the directors shall be elected each year by regular  
104 members. Terms of office begin at the end of the Annual Meeting at which they were  
105 elected and conclude when a successor is seated.

106 The EMRO Director shall serve a one-year term and be elected by EMRO and may serve  
107 unlimited terms while a candidate member. Term begins at the end of the meeting at which  
108 the EMRO Director is elected

109 **Section 4A – Nomination and Election**

110 The Nominating Committee shall present to the Board a list of nominees for available  
111 elected Board positions at least 60 days prior to the date of the election. Nominees must be  
112 regular members in good standing, or candidate physician members in good standing for  
113 the EMRO director. Nominations from the floor at the time of elections are allowed. Write-in  
114 votes are not allowed. Voting must be in person. Proxy voting is not allowed. A majority of  
115 the legal votes cast by members voting elects the directors. Voting in elections must occur  
116 as further specified in Article X, Section 1 of these bylaws.

117 **Section 4B – Balloting Procedures**

118 On individual ballots, members must cast the same number of votes as the number of  
119 positions to be filled. The total valid votes for each candidate will be tallied and candidates  
120 who receive a majority of votes cast shall be elected. If more candidates receive a majority  
121 vote than the number of positions available, the candidates with the highest number of  
122 votes will be elected. When one or more vacancies still exist, elected candidates and their  
123 respective positions are removed, and all non-elected candidates remain on the ballot for  
124 the subsequent vote. If no candidate is elected on any ballot, the candidate with the lowest  
125 number of valid votes is removed from subsequent ballots. In the event of a tie for the  
126 lowest number of valid votes on a ballot in which no candidate is elected, a run-off will be  
127 held to determine which candidate is removed from subsequent ballots. This procedure will  
128 be repeated until a candidate receives the required majority vote for each open position.  
129 Voting in elections must occur as further specified in Article X, Section 1 of these bylaws.

130 **Section 5 – Meetings**

131 The Board shall have a minimum of three meetings each year. Notice of all regular  
132 meetings of the Board must be communicated in writing to each member of the Board at  
133 least 10 days in advance of each meeting. Board meetings may be conducted by telephone  
134 conference call or other authorized communication equipment. Even if the meeting is held  
135 in person, Board members attending via authorized communication equipment. shall be  
136 considered present in person. A majority of the number of directors constitutes a quorum at  
137 any meeting of the Board. The President, the Executive Committee, or four Directors, may  
138 on 48-hours' notice and having the same quorum requirements, may call a special meeting

139 of the Board.

140 **Section 6 – Removal**

141 Any director may be removed from office by three-fourths of the legal votes cast by the  
142 members voting at any Chapter meeting. Removal must be initiated by a vote of the Board  
143 or a petition signed by no less than one-third of the number of members casting legal votes  
144 at the meeting at which the director was elected. Any vacancy resulting from a removal is  
145 filled for the remainder of the unexpired term by a majority of the legal votes cast by the  
146 members at the meeting at which the removal occurs. The presiding officer shall accept  
147 nominations from the floor for any vacancy resulting from a removal. Absence of one or  
148 more required meetings per annual year shall be just cause for automatic Board review and  
149 possible removal from the Board. Required meetings are defined as all Board meetings and  
150 the Annual Meeting.

151 **Section 7 – Resignation**

152 Any Director may resign at any time by giving written notice to the Board. Resignation takes  
153 effect immediately or at the time specified therein.

154 **Section 8 – Vacancies**

155 The remaining Directors, by a majority of legal votes cast by the members at a meeting  
156 called for the purpose, fills vacancies on the Board for any reason, other than vacancies  
157 resulting from a removal, for the remainder of the unexpired term.

158 **Section 9 – Authorized Communication Equipment**

159 Any meeting of the Board and any actions taken in person therein, may be conducted by  
160 authorized communication equipment in conjunction with any applicable jurisdictional law.  
161 Board members attending via authorized communication equipment shall be considered  
162 present in person.

163 **ARTICLE VII**

164 **OFFICERS**

165 **Section 1 – Officer Titles and Terms of Office**

166 The Officers of the Chapter shall be the President, President-Elect, Secretary, Treasurer,  
167 and Immediate Past President and shall serve one-year terms or until their successors are  
168 elected. Terms begin immediately after election, with the exception of the offices of  
169 President and Immediate Past President, which shall be filled by the succession of the  
170 President-Elect and President, respectively. The term of the President-Elect ends upon  
171 succession to the President, and the term of the President ends upon succession to the  
172 Immediate Past-President. The Treasurer has no term limits and may run for consecutive  
173 terms in the same office.

174 **Section 2 – Nomination and Election**

175 The Nominating Committee shall present to the Board a list of nominees for available

176 Officer positions. Officers will be elected from among the members of the Board of  
177 Directors. Nominations from the floor are allowed. Election takes place at the first Board  
178 meeting following the Annual Meeting and requires a majority of legal votes cast by the  
179 Board. The offices of President, President-Elect, and Immediate Past President will  
180 automatically fill Board positions during their term of office regardless of the duration left in  
181 their respective elected director term. Write-in voting is not allowed. Proxy voting is not  
182 allowed. Uncontested elections do not require a balloted vote. Voting in elections must  
183 occur as further specified in Article X of these bylaws.

184 **Section 3 – Voting as a Director**

185 Officers are Board members by nature of office and have the right to vote as directors.

186 **Section 4 – Duties**

187 The President shall be the executive officer of the Board. The President shall preside over  
188 all meetings of the Chapter membership and the Board. The President is responsible for  
189 ensuring that all Chapter contracts with third parties contain a provision disclosing the fact  
190 that the Chapter is an entity separate and distinct from the College and for ensuring that the  
191 Chapter adheres to the policy governing the use of the mark of the American College of  
192 Emergency Physicians.

193 The President-Elect shall be responsible for the duties of the President as assigned, or if  
194 the President is unable to perform those duties, and shall run board meetings in the  
195 absences of the President or when the President is recused as a chair of a meeting. If the  
196 President-Elect is also unable to perform these duties, then the position will be assumed by  
197 the Immediate Past-President, Secretary, then Treasurer, in that order.

198 The Secretary shall be responsible as the chief recording and corresponding officer and the  
199 custodian of the records of the Chapter.

200 The Treasurer shall be responsible for the collection, safekeeping, and expenditure of all  
201 the funds of the Chapter and for keeping accurate financial records.

202 **Section 5 – Removal**

203 Any officer may be removed from office by a three-quarters vote of the entire Board of  
204 Directors. The intent to remove must be announced at least 10 days prior to the scheduled  
205 meeting. Removal must be initiated by a vote of the Board or a petition signed by no less  
206 than one-third of the number of members casting legal votes at the meeting at which the  
207 officer was elected. Any vacancy created by a removal shall be filled by a majority vote of  
208 the Board for the remainder of the unexpired term.

209 **Section 6 – Resignation**

210 Any officer may resign at any time by giving written notice to the Board of Directors.  
211 Resignation takes effect immediately or at the time specified therein.

212 **Section 7 – Vacancies**

213 A majority of legal votes cast by the Board fills, for the remainder of the unexpired term, any  
214 vacancy other than vacancies resulting from a removal in a Chapter officer position,

215 excluding the office of the President, which is filled by the President-Elect, and the office of  
216 Immediate Past President. The Board may fill a vacancy in the office of the Immediate Past  
217 President at its discretion.

## 218 **ARTICLE VIII**

### 219 **COUNCILLORS**

#### 220 **Section 1 – Allocation**

221 Councillor allocation shall be determined as specified in the College Bylaws. The Chapter  
222 President shall serve as a Councillor. One councillor shall be a representative from  
223 Emergency Medicine Residents Ohio (EMRO).

#### 224 **Section 2 – Terms**

225 Councillors shall serve two-year terms. Alternate Councillors shall serve one-year terms.  
226 The term of a newly-elected Councillor may be adjusted at the time of election so that the  
227 terms of all Councillors are staggered. Councillors and Alternate Councillors have no term  
228 limits and may run for consecutive terms. The EMRO councillor shall serve a one-year  
229 term. Terms begin immediately after election.

#### 230 **Section 3 – Nomination and Election**

231 The Nominating Committee shall prepare a list of nominees for available Councillor and  
232 Alternate Councillor positions. Councillors are elected by a majority of legal votes cast by  
233 regular members at the Annual Meeting. Alternate Councillors may be elected by a majority  
234 of legal votes cast by regular Chapter members at the annual meeting or may be appointed  
235 by the President. The EMRO Councillor shall be elected by majority vote of candidate  
236 physician members at meeting duly called for this election.

#### 237 **Section 4 – Removal**

238 Any Councillor or Alternate Councillor may be removed from office by a three-quarters vote  
239 of the entire Board of Directors. The intent to remove must be announced at least 10 days  
240 prior to the scheduled meeting. Removal must be initiated by a majority vote of the Board  
241 OR a petition signed by no less than one-third of the number of members casting legal  
242 votes at the meeting at which the Councillor or Alternate Councillor was elected. Any  
243 vacancy created by a removal shall be filled by a majority vote of the Board for the  
244 remainder of the unexpired term.

#### 245 **Section 5 – Resignation**

246 Any Councillor or Alternate Councillor may resign at any time by giving written notice to the  
247 President or to the Board. Resignation takes effect immediately or at the time designated  
248 therein.

#### 249 **Section 6 – Vacancies**

250 The President fills, for the remainder of the unexpired term, vacancies in Councillor or  
251 Alternate Councillor positions other than those resulting from a removal.

252

## ARTICLE IX

253

### COMMITTEES

254 With the exception of the Executive Committee, the President will appoint committees as  
255 deemed necessary and appoint their Chairs. All committee chairs are voting committee  
256 members.

257 The Executive Committee, chaired by the President and composed of the President,  
258 Immediate Past-President, President-Elect, Secretary, Treasurer and Executive Director of  
259 the Chapter, shall have the authority, when a quorum is present, to act on behalf of the  
260 Board between regular meetings of the Board. Such actions must be ratified by the Board  
261 of Directors at their next regular meeting; failure of such ratification nullifies the action(s)  
262 taken by the Executive Committee.

263 The Nominating Committee identifies nominees for the Board, the Chapter Officers, and  
264 Councillors and Alternate Councillors. The President shall appoint the Nominating  
265 Committee Chair and committee members.

266

## ARTICLE X – VOTING AND PARLIAMENTARY AUTHORITY

267

### Section 1 – Voting

268 Voting by members in all matters including elections may be conducted in person or by  
269 authorized communication equipment. Write-in voting is not allowed. Proxy voting is not  
270 allowed. Absentee voting is not allowed. Voting in all matters must be in accordance with  
271 jurisdictional law.

272

### Section 2 – Voting Results

273 A majority of legal votes cast by members voting on any issue or question under  
274 consideration at any meeting constitutes an affirmative decision on the issue unless  
275 otherwise stated herein.

276

### Section 3 – Parliamentary Authority

277 When not in conflict with these bylaws, the parliamentary procedures outlined in the most  
278 current edition of the *American Institute of Parliamentarians Standard Code of*  
279 *Parliamentary Procedure* shall govern all chapter meetings.

280

## ARTICLE XI

281

### INDEMNIFICATION

282 The Chapter will, by resolution of the Board of Directors, provide for indemnification by the  
283 Chapter of any and all of its directors or officers or former directors or officers against  
284 expenses actually and necessarily incurred by them in connection with the defense of any  
285 action, suit, or proceeding in which they or any of them are made parties, or a party, by  
286 reason of having been directors or officers of the Chapter, except in relation to matters as  
287 to which such director or officer or former director or officer shall be adjudged in such  
288 action, suit, or proceeding to be liable for negligence or misconduct in the performance of

289 duty and to such matters as shall be settled by agreement predicated on the existence of  
290 such liability for negligence or misconduct.

291 **ARTICLE XII**

292 **APPROVAL OF BYLAWS AND AMENDMENTS**

293 **Section 1 – College Approval**

294 These Bylaws and amendments shall not become effective until approved by the Board of  
295 Directors of the College or its designee.

296 **Section 2 – Chapter Bylaws Amendments**

297 After amended language is agreed upon by the ACEP Bylaws Committee and chapter, the  
298 amended language must be submitted to the Chapter members for formal adoption. The  
299 proposed amendments must be communicated in writing to the membership of the Chapter  
300 no fewer than 30 days prior to the vote for adoption. An affirmative vote by two-thirds of  
301 legal votes cast by members voting is required for adoption of the amendments.

302 **Section 3 – Submission to College**

303 The Chapter must submit all amendments to these bylaws to the College in a format and  
304 manner prescribed by the College no more than 30 days following the adoption of the  
305 amendments. Amendments do not take effect until submitted to and approved by the Board  
306 of Directors of the College or its designee.

307 **Section 4 – Consistency with Bylaws**

308 These bylaws must at all times be consistent with the Bylaws of the College and must  
309 conform to the College’s Chapter Bylaws Guidance Documents. Should the Bylaws of the  
310 College be changed in such a manner as to render these bylaws inconsistent therewith,  
311 then these bylaws shall be amended within two years of written notification of amendment  
312 of the College Bylaws to eliminate said inconsistency.

313 **Section 5 – Date of Adoption by Chapter**

314 The Chapter adopted the most recent revision of these bylaws on May 13, 2026.

315 **Section 6 – Date of Approval by College**

316 The College most recently approved these bylaws on May 18, 2026.

REVISED 5/87    APPROVED 6/87  
REVISED 12/87    APPROVED 12/87  
REVISED 2/88    APPROVED 6/88  
REVISED 5/89    APPROVED 6/89  
REVISED 11/89    APPROVED 5/90  
REVISED 4/95    APPROVED 5/95

	APPROVED 6/96
	APPROVED 5/99
REVISED 5/01	APPROVED 5/01
REVISED 5/02	APPROVED 5/02
REVISED 5/03	APPROVED 5/03
REVISED 7/07	APPROVED 7/07
REVISED 7/09	APPROVED 7/09
REVISED 6/12	APPROVED 6/12
REVISED 5/17	APPROVED 5/17
REVISED 3/18	APPROVED 4/18
REVISED 5/21	APPROVED 6/21
REVISED 6/22	APPROVED 6/22
REVISED 5/24	APPROVED 5/24
REVISED 6/25	APPROVED 6/25
REVISED 5/26	APPROVED 5/26