



ASSOCIATION OF ACADEMIC CHAIRS
OF EMERGENCY MEDICINE - 1995

Revised July 2002, February 2008, May 2008, August 2013, May 2015, April 2016

Bylaws

Article I. NAME

The name of this Association shall be: Association of Academic Chairs of Emergency Medicine (AACEM).

Article II. OBJECTIVES

Section 1. The objective of the Association shall be the enhancement of the art and science of Emergency Medicine by:

- A. Promoting emergency medicine advocacy, education, research, patient care and service.
- B. Promoting establishment, development and maturation of academic departments of emergency medicine;
- C. ;
- D. Providing of a forum whereby members discuss issues such as education, faculty development, formation of independent academic units, and other areas of mutual interest and concern in a free and informal milieu which the limited membership and common aims make possible;
- E. Providing a co-mentoring network to support academic Chairs of Emergency Medicine.
- F. Such other matters as may come legitimately within its sphere.

Section 2. **Purpose.** AACEM functions as a separate and distinct entity within the Society for Academic Emergency Medicine, but is not separately incorporated. SAEM is organized exclusively for education and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Article III. MEMBERSHIP

Section 1. **Classifications.** There shall be four classes of membership: active, associate, emeritus and international.

Section 2. **Qualifications.**

- A. Candidates for active membership shall be full, acting, or interim Chairs of Departments of Emergency Medicine in LCME or AOA-COCA accredited medical schools in the United States and Canada
- B. Candidates for associate membership shall be one of the following:
 - 1. Director/Chief of a division/section of Emergency Medicine in a LCME or AOA_COCA accredited medical school in the United States or Canada, where the division or section is freestanding or part of another non-Emergency Medicine department.
 - 2. Director/Chief of Emergency Medicine at an AAMC member teaching hospital that serves as the principal designated institution of an ACGME or AOA - accredited residency program in Emergency Medicine.
 - 3. An associate member may petition the Membership Committee (see Article VII) to be recognized as an active member. A simple majority vote by the Membership Committee shall result in an affirmative recommendation to the Executive Committee for its consideration. The Membership and the Executive Committees shall consider, at a minimum, whether or not:
 - a. The associate member's responsibilities and authorities, including those related to human resources and fiscal matters, are such that his/her position is virtually indistinguishable from that of Chair;
 - b. The track record of the associate member, and the academic unit for which he/she is responsible, in terms of scholarly productivity is consistent with that of an academic department of Emergency Medicine; and
 - c. The associate member and his/her unit have substantial programmatic responsibility for education of both medical students and resident physicians.
- C. Candidates for emeritus membership shall be those individuals who have been active members for at least five (5) years and who are no longer serving as Chairs.
- D. Candidates for International membership shall be individuals in teaching institutions outside of the US, Puerto Rico, and Canada. Candidates for international membership shall be full, acting, or interim Chairs of Departments of Emergency Medicine in medical schools, or their equivalent; or directors of divisions or sections of Emergency Medicine or their equivalent. Not more than one individual from any such institution shall be a candidate. The Executive Committee shall, by majority vote, determine eligibility of any candidate for international membership.

Section 3. Members Rights and Privileges.

- A. All members may have the privilege of the floor. Only active members shall have voting rights.
- B. Active members are permitted to designate alternates or substitutes from their institution to attend meetings as non-voting members.
- C. Membership will be forfeited for non-payment of dues, or for cause, as determined by a two-thirds vote of the Executive Committee.

Section 4. Dues. Each member shall pay annual dues to the Association in an amount determined by the Executive Committee.

Article IV. OFFICERS

Section 1. **Officers.** The officers of the Association shall be the President, President-Elect, Immediate Past-President, and Secretary-Treasurer. Individuals, who are active members at the time of election, shall be eligible to serve as officers.

Section 2. Duties of the Officers.

- A. The President shall prepare the agenda and preside at all meetings of the Association. In addition, he/she shall be responsible for dealing with issues of major concern to the Association, and will conduct correspondence for the Association. He/she shall be assisted by the other officers and may seek aid as indicated, from the members and non-members, including staff and persons who serve as a liaison between the Association and other organizations.
- B. The President-Elect shall serve in the place of the President when necessary and shall otherwise function as a member of the Executive Committee of the Association.
- C. The Secretary-Treasurer shall serve as Recorder at the meetings of the Association and the Executive Committee. He/she shall oversee the maintenance and preservation of all books, papers, and articles belonging to the Association, keeping an account of the Association with its members, and ensure that there is a current register of the members with their addresses. He/she shall attend to such other business as the President or Executive Committee may direct. He/she shall assist with the correspondence of the Association. He/she shall be authorized to disburse the funds of the Association in accordance with the instructions of the President, usually on the advice of the Executive Committee. He/she shall present an annual report of the financial condition on the Association. The accounts shall be audited annually by an independent accounting firm and be reviewed by the Executive Committee, in accordance with standard accounting practice. In the absence of the President and the President-Elect, the Secretary-Treasurer shall serve in the place of the President.

Section 3. Terms of Office and Vacancies.

- A. The Secretary-Treasurer position will be filled by the Member-at-Large completing the second year of their two-year term followed by automatic succession to a one-year term as President-Elect, one-year term as President, followed by a one-year term as Immediate Past-President.
 1. The Secretary-Treasurer, President-Elect, President and Immediate Past-President are not eligible to serve a subsequent term.
- B. Vacancies occurring between meetings of the Association other than that of the President shall be filled by appointment by the President until the next meeting.

Article V. EXECUTIVE COMMITTEE

Section 1. **Composition.** The Executive Committee shall manage the affairs of the Association. The four (4) officers and two (2) Members-at-large shall constitute the Executive Committee. The Executive Committee shall meet as often as necessary throughout the year and shall represent the Association.

Section 2. Terms.

1. Terms for Officers are as described in Article IV, Section 3.
2. Members-at-Large shall be elected to a two-year term, which shall be staggered so that one position is open each year.

Article VI. MEETINGS AND VOTING

Section 1. **Annual Meeting.** There shall be an annual meeting of the Association. The program at the annual meeting will be the responsibility of the President, who shall preside over the meeting. Additional meetings shall be held at such time and place as fixed by the Executive Committee.

Section 2. **Special Meetings.** A special meeting of the Association shall be called by the President or the Executive Committee, or upon the written petition of a majority of the active members, such petition stating the reasons for the meeting.

Section 3. **Notice.** The membership should be informed of the date, time, and location of any meeting of the Association at least 30 days prior to the meeting.

Section 4. Voting and Elections.

- A. Each active member shall have one vote.
- B. The annual election of of the Members-at-Large shall take place not more than 60 days prior to the Annual Meeting by email ballot or an equivalent electronic method determined by the Executive Committee.
- C. The President or the Chair of the Nominating Committee shall notify all members of a pending election and issue a call for nominations not less than 30 days prior to the election. Nominations, including self-nomination, may be submitted to the Nominations Committee by any active member.

Section 5. **Rules of Order.** Sturgis standard code of parliamentary procedure, except when in conflict with the bylaws, shall cover the sessions of the Association. All questions before the Association, other than bylaw amendment(s), shall be determined by the simple majority vote of those present at any regular meeting. A quorum is defined as those active members present at a meeting, or responding to ballot.

Article VII. COMMITTEES AND REPRESENTATIVES

Section 1. **Nominating Committee.** A nominating committee shall be appointed not less than 30 days in advance of elections and shall be chaired by the Immediate Past-President. The committee shall also include two members of the Executive Committee and two members who may not be members of the Executive Committee and are elected by the membership.

Section 2. Finance Committee.

- D. **Purpose.** SAEM Finance Committee shall have general oversight over the finances, investments, financial systems, audits, budgets and such other matters relating to the finances and investments of the SAEM, SAEM Foundation and AACEM.
- E. **Composition.** The Finance Committee will consist of twelve (12) members including AAACEM's Secretary-Treasurer. The committee co-chairs shall be SAEM's Secretary-Treasurer and an individual appointed by SAEM's President-Elect.
- F. **Subcommittees.** The Finance Committee shall have three subcommittees: the Budget Subcommittee, the Audit Subcommittee; and the Investment Subcommittee. A Chair for each subcommittee shall be selected by the members of the Committee.

Section 3. **Membership Committee.** There shall be a membership committee composed of five (5) active members with not less than one year of experience as an active member of AACEM. The Executive Committee shall select the members of the committee. The membership committee shall develop policies to be approved by the Executive

Committee and the members of AACEM, who shall guide its deliberations and recommendations.

Section 4. Other Committees.

- A. The President shall determine the need for and composition of any ad hoc committee and task force.
- B. The Executive Committee shall, by simple majority, determine the need for and composition of any standing committee.

Section 5. Representatives. The President, in consultation with the Executive Committee, shall appoint active or associate members of the association to serve as representatives to other organization as deemed appropriate and in the interests of the association.

Article VIII. FINANCES

The Secretary-Treasurer shall supervise the finances of the Association. The Secretary-Treasurer may delegate duties to consultants and staff. The Secretary-Treasurer may establish policies and procedures regarding gifts and non-payment of dues.

Article IX. STAFF

AACEM will contract with the Society for Academic Emergency Medicine (SAEM) to provide management services for maintaining its membership roster, receiving and dispersing funds as determined by an annual budget, coordination of its meetings and such other services as the Executive Committee may determine. AACEM will pay SAEM a management fee for these services and SAEM will provide regular reports on the cost and utilizations of these services.

Article X. AMENDMENTS TO THE BYLAWS

Section 1. Proposal. Amendments to the Bylaws may be proposed to the Secretary-Treasurer in writing by (five) active members.

Section 2. Voting. The proposed amendment must be circulated to the full roster of membership not less than seven (7) days before any vote is taken. The vote may be taken at the time of a meeting, or by electronic ballot in the absence of a meeting.

- A. At a meeting, amendments must have an affirmative vote of two-thirds of active members attending.
- B. By electronic ballot, an amendment must be affirmed by a two-thirds majority vote of not fewer than fifty percent of the active membership at the time the vote is taken.

Article XI. INDEMNIFICATION

The Association shall indemnify to the full extent permitted by law any person who by reason of the fact that he/she is or was a member or designated representative of the Association or is or was serving at the request of the Association as a representative of another corporation, partnership, joint venture, trust or other enterprise, was or is a party or is threatened, to be made a party to any threatened, pending or completed third party or derivative action, suit, or proceeding, whether civil, criminal administrative or investigative

against expenses (including attorney's fees), judgments, fines and amounts paid in settlements and reasonably incurred by him/her in connection or defense thereof. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a representative of the Association or is or was serving at the request of the Association as a representative of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him/her and incurred by him/her in any such capacity or arising out of his/her status as such, without regard to whether he/she may be indemnified by the Association against such liability.

Article XII. DISSOLUTION

Upon dissolution of this organization for any reason, the total remaining assets of the organization shall be conveyed by the Association to an exclusively charitable corporation exempt from payment of Federal income taxes under Section 501 (c) (3) of the Internal Revenue code of 1986. The receiving charitable corporation should be determined by a vote of the active membership. Upon dissolution, no assets shall accrue to any individual Board member past or present.