

**Bylaws of
The Tennessee State Chapter of
The American Academy of Emergency Medicine
(TNAAEM)**

**Article I
Name**

The name of the corporation is The Tennessee State Chapter of The American Academy of Emergency Medicine, hereinafter sometimes referred to as TNAAEM.

**Article II
Offices**

The principal office shall be at such location as the Officers of TNAAEM shall determine.

**Article III
Objectives and Powers**

3.1 Exempt Status

TNAAEM has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the TNAAEM shall be distributed to, or will inure to the benefit of any of TNAAEM's Officers or Directors or to any shareholder or individual, except to the extent permitted under law.

3.2 Purpose and Mission Statement

TNAAEM is constituted and formed for the purpose of promoting and protecting excellence and integrity in the practice of emergency medicine and to combat unethical and exploitative practices afflicting the specialty. Furthermore it will be the mission of TN AAEM to restrain the cost and improve the quality of emergency medicine in the State of Tennessee, including, without limitation, the development, publication and promotion of appropriate branches and professional standards in the emergency Medicine industry, and to do any other act or thing incidental to or connected with the foregoing purpose or in advancement thereof, but not for the pecuniary profit or financial gain.

Mission Statement

TNAAEM is a democratic organization committed to the following principles:

1. Every individual should have unencumbered access to quality emergency care provided by a specialist in Emergency Medicine.
2. The practice of Emergency Medicine is best conducted by a specialist in Emergency Medicine.
3. A specialist in Emergency Medicine is a physician who has achieved, through personal dedication and sacrifice, certification by either the American Board of Emergency Medicine (ABEM) or the American Osteopathic Board of Emergency Medicine (AOBEM).
4. The personal and professional welfare of the individual specialist in Emergency medicine is a primary concern to TNAAEM.
5. TNAAEM supports fair and equitable practice environments necessary to allow the specialist in Emergency Medicine to deliver the highest quality of patient care. Such an environment includes provisions for due process and the absence of restrictive covenants.
6. TNAAEM supports the growth of residency programs and graduate medical education, which are essential to the continued enrichment of Emergency Medicine, and to ensure a high quality of care for the patient.

3.3 Powers

TNAAEM shall have all the powers of a corporation organized not for pecuniary profit, as are now or shall hereafter be conferred by the statutes of the State of Tennessee. TNAAEM shall not have capital stock and no money received by TNAAEM shall inure to the pecuniary benefit of a member, or to those individuals with any connection, which would prevent the corporation from being treated as a tax-exempt corporation by the Internal Revenue Code. Actual expenses and compensation for services rendered to the corporation may be paid to a member or person who incurs an expense or renders a service.

3.4 Duration

The term of existence of TNAAEM shall be perpetual unless dissolved according to law.

Article IV Membership and Privileges

4.1 Classes of Membership

There will be three classes of membership: Voting Members, Associate Members and Resident Members.

4.2 Voting Membership

Full voting membership requires certification in Emergency Medicine or Pediatric Emergency Medicine by either the American Board of Emergency Medicine (ABEM) or the American Osteopathic Board of Emergency Medicine (AOBEM). A Voting Member shall be entitled to vote in all elections of the Academy.

4.3 Associate Membership

Associate Member status is available for those with an interest in Emergency Medicine. Associate Members shall have no right to vote.

4.4 Resident Membership

A Resident Member must be a Resident in Emergency Medicine at an accredited residency program. Resident Members shall have no right to vote and reduced dues as determined by the Officers and Board of Directors.

4.5 Voting

Only Full Voting Members may vote in elections of TNAAEM. Each Voting Member shall have one (1) vote.

4.6 American Academy of Emergency Medicine Membership

Members of TNAAEM will not be required to join the American Academy of Emergency Medicine.

Article V Resignation

Any member may withdraw from TNAAEM after fulfilling all obligations to it by giving written notice of such intention to the Secretary-Treasurer, which notice shall be presented to the Board of Directors or Executive Committee by the Secretary-Treasurer at the first meeting after its receipt.

Article VI

Assessments

6.1 Dues

Annual dues shall be determined by the Officers and Board for the ensuing year.

6.2 Non-Payment

The Organizational Director shall establish policies with regard to nonpayment of dues.

Article VII Meetings

7.1 Annual and Special Meetings

There may be an annual meeting, which may be held in conjunction with the American Academy of Emergency Medicine. The Executive Committee at its discretion may call special meetings.

7.2 Voting

Any Voting Member may be represented in person or by proxy at any meeting, but each Voting Member shall be entitled to only one (1) vote.

Article VIII Board of Directors

8.1 Authority

The Officers of TNAAEM will consist of a President, Vice-President and Secretary-Treasurer. These Officers are responsible for the day-to-day operations of TNAAEM. Directors are responsible for the direction of TNAAEM and long-term planning.

8.2 Composition

The voting members of the Board shall consist of the President, immediate Past President, Vice-President, Secretary-Treasurer and the Directors. There shall be no more than six (6) Directors. Additional Directors may be added by a two-thirds majority of the Board.

8.3 Election Procedure

Any member of TNAAEM can nominate a board-certified, full voting member of TNAAEM

for any position, but only board-certified, full voting Members of TNAAEM can vote. The exact mechanics of the voting process will involve nominations during a period that will end at 90 days before the start of the term of office. Voting will occur with a written ballot - one person, one vote, by proxy or in-person at the annual meeting. Each Full Voting Member of TNAAEM shall have one vote for President, one vote for Vice-President, one vote for Secretary-Treasurer and one vote for each open Director position.

This election will be completed during the annual meeting. Officers and Directors will take their posts at the conclusion of the meeting.

8.4 Terms of Office

The term of the office of the President, Vice-President and Secretary-Treasurer shall be two years. Term limitations are established at two consecutive terms for each office. Each Director serves for three years and there is a two consecutive term limit. Pro tem appointment time will not count toward the two consecutive term limit for either Officers or Directors.

8.5 Rules of Succession

Officers and Directors shall hold office until a successor shall have been duly elected and shall take office.

In the event of the incapacity or death of the Vice-President, Secretary-Treasurer or Director, the position shall be filled by appointment of the President from TNAAEM members at large and must be approved by a simple majority of the Officers and Directors.

In the event of the incapacity or death of the President, the Vice-President will assume command for the unexpired term. If he or she is unable to take over the role of President, then this job falls to the Secretary-Treasurer of the organization. In the event of any such succession, the succeeding Officer will be eligible at the completion of the unexpired term of their predecessor for election to two full terms in that position.

8.6 Meetings of the Board

Meetings of the Board shall be open to the members of TNAAEM. A closed executive session may be called by the Board for just cause, but all voting must be in open session by an open ballot.

Special Meetings of the Board of Directors may be called by or at the request of the Executive Committee, any four Directors or at the request of twenty (20) percent of all of the Voting Members.

Any member of TNAAEM may submit any resolution or item for discussion and for vote at any of the Board Meetings.

8.7 *Quorum*

At any meeting of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business.

8.8 *Vacancies*

A vacancy in any office because of death, resignation, or otherwise, may be filled by the Executive Committee and confirmed by the Board of Directors for the unexpired portion of the term. In the event of any such appointment, the appointed Officer or Director will be eligible at the completion of the term of their predecessor for election to two full terms in that position.

8.9 *Resignation*

A Director or Officer may resign at any time by giving written notice to the Board, the President or the Secretary-Treasurer of TNAAEM. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such Officer, and the acceptance of the resignation shall not be necessary to make it effective.

8.10 *Presumption of Assent*

A Director of TNAAEM who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action unless his dissent to such action is registered with the person acting as Secretary of the meeting before adjournment thereof or shall forward such dissent by registered mail to the Secretary-Treasurer of TNAAEM immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

8.11 *Majority Action*

Every act or decision done or made by a majority of the Directors present at any meeting duly held at which a quorum is present shall be the act of the Board of Directors.

8.12 *Organizational Director*

The Board may appoint an Organizational Director (OD). The OD shall, under the direction of the Board, perform duties as the title of the office ordinarily connotes. The OD shall keep an accurate record of the minutes and transactions of the Board, and shall serve as secretary to this body. The OD shall supervise all other agents of TNAAEM and have such other powers and duties as may be prescribed by the Officers, Board or the Constitution.

8.13 *Removal of an Officer or Director*

Any Officer or Director may be removed from office by a three-quarter vote of the entire Board of Directors. A recall requires a petition by one-third of the Board of Directors or ten

percent of active membership. If an Officer or Director misses three consecutive meetings of the Board, the Board may then, at its discretion, declare the position to be vacant.

Article IX Committees of the Board

9.1 General Committees

The Executive Committee shall appoint committees and task forces to address issues of TNAAEM. Meetings shall be at the discretion of the committee chair. Each committee chairperson is responsible for an annual report to the Officers and Board of Directors.

9.2 Executive Committee

The Executive Committee shall consist of the President, Vice-President and Secretary-Treasurer. The Executive Committee shall have the authority to act on behalf of the Board subject to ratification by the Board. The Executive Committee shall meet at the call of the President, Vice-President or Secretary-Treasurer. A report of its actions shall be given to the Board.

Article X Accountability

10.1 Records

Minutes of the meetings of the Board, membership books and books of account shall be open to inspection by any member of the organization.

10.2 Rules of Order

TNAAEM shall follow *Davis Rules of Order*, except when in conflict with the Constitution of TNAAEM.

Article XI Amendments and Resolutions

These Bylaws may be amended, repealed or altered in whole or in part by a two-thirds majority of the Board of Directors or a two-thirds majority of the Voting Members. The proposed change shall be mailed to the last recorded address of each member at least ten days before the time of the meeting which is to consider the change.

8/10/05