

# **Bylaws of the American Academy of Emergency Medicine**

*Approved by the Board of Directors on 12.14.22*

## **Article I: Name**

The name of the corporation is the American Academy of Emergency Medicine, hereinafter referred to as “the Academy” or “AAEM.”

## **Article II: Offices**

The principal office shall be at such location as the officers of the Academy shall determine.

## **Article III: Objectives and Powers**

### *3.1 Exempt Status*

The Academy has not been formed for pecuniary profit or financial gain, and no part of the assets, income, or profit of the Academy shall be distributed to or will inure to the benefit of any of the Academy’s officers or directors or to any shareholder or individual except to the extent permitted under law.

### *3.2 Purpose, Mission and Vision Statements*

The Academy is constituted and formed for the purposes of conducting research; providing professional and public education; restraining the cost, improving the quality, and promoting the integrity of the practice and management of emergency medicine in the United States (including without limitation the development, publication, and promotion of appropriate branches and professional standards in the emergency medicine industry); and performing 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, except as permitted under the Wisconsin Nonprofit Corporation Act. In furtherance of its corporate purposes, the Academy shall have all general powers enumerated in said Act.

### *Mission Statement*

The American Academy of Emergency Medicine (AAEM) is *the* specialty society of emergency medicine. AAEM is a democratic organization committed to the following principles:

1. Every individual, regardless of race, ethnicity, sexual identity or orientation, religion, age, socioeconomic or immigration status, physical or mental disability must have unencumbered access to quality emergency care.
2. The practice of emergency medicine is best conducted by a physician who is board certified or eligible by either the American Board of Emergency Medicine (ABEM) or the American Osteopathic Board of Emergency Medicine (AOBEM).
3. The Academy is committed to the personal and professional well-being of every emergency physician which must include fair and equitable practice environments and due process.
4. The Academy supports residency programs and graduate medical education free of harassment or discrimination, which are essential to the continued enrichment of emergency medicine, and to ensure a high quality of care for the patient.

5. The Academy is committed to providing affordable high quality continuing medical education in emergency medicine for its members.
6. The Academy supports the establishment and recognition of emergency medicine internationally as an independent specialty and is committed to its role in the advancement of emergency medicine worldwide.

#### *Vision Statement*

*A physician's primary duty is to the patient. The integrity of this doctor-patient relationship requires that emergency physicians control their own practices free of outside interference.*

*We aspire to a future in which all patients have access to board certified emergency physicians.*

#### *The Principles*

1. The ideal practice situation in emergency medicine affords each physician an equitable ownership stake in the practice. Such ownership entails responsibility to the practice beyond clinical services.
2. Emergency physicians should have control over their professional fees and should not engage in fee-splitting.
3. The role of emergency medicine management companies should be to help physicians manage their practice. The practice should be owned by and controlled by its physicians and not by a management company.
4. Medical societies should actively encourage the creation and enforcement of statutes prohibiting the corporate practice of medicine.
5. Medical societies should not accept financial support from entities that do not adhere to the above principles.
6. Emergency medicine specialty societies should work towards the goal of establishing a workforce sufficient to ensure that all emergency departments in the United States and its territories are staffed by emergency physicians certified by either the American Board of Emergency Medicine or the American Board of Osteopathic Emergency Medicine.

#### *3.3 Powers*

The Academy 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 Wisconsin. The Academy shall not have capital stock and no money received by the Academy shall inure to the pecuniary benefit of a member of the Academy, or to those individuals with any connection to the Academy, which would prevent the Academy from being treated as a tax exempt corporation by the Internal Revenue Code. Actual expenses and compensation for services rendered to the Academy may be paid to a member of the Academy or to any other person who incurs an expense or renders a service.

#### *3.4 Duration*

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

#### *3.5 Dissolution*

Upon the dissolution of the Academy, the assets of the organization remaining after payment of, or provision for, all liabilities or obligations of the organization shall be distributed to such organizations having purposes or objectives similar to those of the organization as the Board of Directors may designate within the meaning of Section 501(c)(6) of the Internal Revenue Code.

## **Article IV: Membership and Privileges**

### *4.1 Classes of Membership*

There will be eight classes of membership: full voting, affiliate, associate, fellow-in-training, resident, emeritus, international, honorary, and student.

### *4.2 Full Voting*

Full voting membership requires certification in emergency medicine or pediatric emergency medicine by the American Board of Emergency Medicine, the American Osteopathic Board of Emergency Medicine, or the Royal College of Physicians and Surgeons of Canada. Those members formerly qualified as lifetime members are also considered full voting members. Those members who have been certified in emergency medicine or pediatric emergency medicine by the American Board of Emergency Medicine, the American Osteopathic Board of Emergency Medicine, or the Royal College of Physicians and Surgeons of Canada for 25 years or more are also considered full voting members who may continue using the FAAEM designation. A voting member of the Academy shall be entitled to vote for officers and directors, except for the YPS member director and the resident representative. YPS members shall be entitled to vote for the YPS member director. The resident representative shall be the AAEM/RSA president.

### *4.3 Board Eligible Associate Membership*

Associate membership is limited to graduates from an Accreditation Council on Graduate Medical Education or American Osteopathic Association (prior to 2019) residency programs through completion of the board certification process as administered by ABEM or AOA. Associate members shall be entitled to vote for the YPS member director if they are members of the Young Physicians Section.

### *4.4 Fellow-in-Training*

A fellow-in-training member is limited to graduates from an Accreditation Council on Graduate Medical Education or American Osteopathic Association approved emergency medicine training program who are currently in a fellowship. Fellow-in-training members shall be entitled to vote for the YPS director. Fellow-in-training members will hold a dual membership in AAEM and the AAEM Young Physician Section.

### *4.5 Resident Membership*

A resident member must be a resident in emergency medicine at an accredited residency program. Resident members will hold a dual membership in AAEM and the AAEM Resident and Student Association.

### *4.6 Emeritus Membership*

Any Full Voting member who has practiced emergency medicine for thirty or more years or is at least 65 years of age and who has been a Full Voting member for a minimum of ten years is eligible to become an emeritus member. Members meeting these requirements who wish to change their membership status must specifically request in writing transfer to emeritus status. Emeritus members will pay dues at a reduced rate as determined by the Board of Directors and shall be entitled to vote or hold office. Emeritus members may continue using the FAAEM designation as long as they meet the criteria of a full voting member of AAEM.

Special circumstances such as active military service disability leading to early retirement or full retirement from the practice of emergency medicine and the like, may lead to a request for emeritus status. A member would be required to have been a full voting member in good standing for a period of at least five consecutive years to be considered for this special emeritus status. Such a request will be reviewed on a case-by-case basis by the membership committee. Eligibility for this special status shall lapse upon the Emeritus Member's return to the active practice of emergency medicine or upon change in the circumstances qualifying the member for Emeritus status. The Emeritus member shall have an affirmative obligation to notify the Academy of any such change in status.

#### *4.7 International Membership*

International member status is available for those physicians with an interest in emergency medicine who practice outside of the United States or Canada. International members shall have no right to vote.

#### *4.8 Honorary Membership*

An honorary membership is available to non-members upon application to the board of directors. Honorary members shall have no right to vote.

#### *4.9 Student Membership*

A student member must be a medical student at an accredited medical or osteopathic program. Student members will hold a dual membership in AAEM and the AAEM Resident and Student Association.

#### *4.10 Fellowship Status*

Fellowship will be conferred based on criteria set by the officers and board of directors of the Academy. Fellows shall be authorized to use the letters "F.A.A.E.M." in conjunction with professional activities.

#### *4.11 Membership Application*

Each applicant for membership shall submit an application to the Academy in such form as may be determined by the Academy from time to time. The Academy does not discriminate against or give preference to members based on race, color, religion, age, sex, national origin, handicap, ancestry, sexual orientation, or marital status.

#### *4.12 Obligations of Members*

By virtue of membership, each member of the Academy agrees to be bound by these bylaws and all lawful rules and practices adopted by the board of directors of the Academy.

#### *4.13 Action on Behalf of the Academy*

Only the President or his/her designee may state policies or positions on behalf of the Academy.

### **Article V: Resignation**

Any member may withdraw from the Academy 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. Upon resignation, the individual is no longer entitled to use the initials "F.A.A.E.M." in conjunction with professional or any other activities.

## **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 executive director shall establish policies with regard to nonpayment of dues.

## **Article VII: General Membership Meetings**

### *7.1 Annual and Special Meetings*

There will be a Scientific Assembly that will be planned on an annual basis and other meetings throughout the year as circumstances and needs dictate as determined by the executive committee. Special meetings may be called by the executive committee at its discretion.

### *7.2 Voting*

Each voting member shall be entitled to only one vote at/for any membership vote called by the Board of Directors. That vote may be rendered in person or electronically in accordance with the established procedures by the Board of Directors.

## **Article VIII: Officers and Board of Directors**

### *8.1 Officers*

The officers of the Academy will consist of a president, immediate past president, president-elect, secretary-treasurer and past presidents council representative. These officers are responsible for the day-to-day operations of the Academy.

### *8.2 Board of Directors*

The board of directors shall consist of the Academy's president, immediate past president, president-elect, secretary-treasurer, past presidents council representative, president of the AAEM Resident and Student Association, and no more than ten other directors, including a Young Physicians Section (YPS) member director. The board of directors is responsible for the direction of the Academy and long-term planning.

### *8.3 JEM and Common Sense Editor – Ex-Officio and Non-Voting Board Member*

The board of directors shall also include the current *JEM and Common Sense* editor as an ex-officio and non-voting board member.

### *8.4 Election Procedure*

Any Academy member may nominate another member (including him or herself) for an open position on the board of directors. Only voting members may run for open board positions. Any YPS member may run for the Young Physicians Section member position on the board of directors.

Nominations may be made during a period that will end 90 days before the start of the next Scientific Assembly. Voting will be undertaken by electronic ballot: one vote per person, either in person at the Scientific Assembly or by proxy. Each voting member shall have one vote for each open position of president, president-elect, secretary-treasurer, and each open director position, except for the position of YPS member director which is elected by the YPS membership. Each Young Physicians Section member shall have one vote for the Young Physicians Section member director position. Each open board position

will be filled by the nominee receiving the most votes. An uncontested open position will be filled by the nominee regardless of the number of votes received for that position. In the event of a tie vote for a board position, the decision will be made by majority vote of the current board of directors. If a current board member is running for the position in question, they will be required to abstain from voting. Elections will be completed during the Scientific Assembly. Officers and directors will take their posts at the conclusion of the meeting. No officer or board member may hold more than one position on the board at a time.

#### *8.5 Terms of Office*

The term of a president, president-elect, secretary-treasurer, past presidents council representative, and director is two years. Term limitations of two consecutive terms are established for Board of Directors Members at Large and are three years. The term of the YPS member director and the president of the AAEM Resident and Student Association is one year. No elected president, vice-president, or secretary-treasurer shall stand for re-election for consecutive terms in the same position. Board members appointed to board positions in mid-term shall not have term limitations applied to their partial term. Nothing shall prevent a member from serving non-consecutive terms in the same office.

#### *8.6 Rules of Succession*

Officers and directors shall hold office until a successor has been duly elected and takes office. In the event of a vacancy in the offices of president-elect, secretary-treasurer or director due to death, resignation, or otherwise, the position shall be filled by appointment of the president and must be approved by the board of directors. In the event of similar vacancy in the office of president, the president-elect will assume command for the unexpired term. If he or she is unable to take over the role of president, then succession falls to the secretary-treasurer of the Academy. In the event of the succession of the president-elect to president, the succeeding board member will be eligible at the completion of the unexpired term of his or her predecessor to complete his or her two year term as president. In the event of any other succeeding board member in that position he or she will be eligible at the completion of the unexpired term of his or her predecessor, for election to a two year term for officers and three full consecutive terms for directors.

#### *8.7 Meetings of the Board*

A regular meeting of the Board of Directors shall be held before/after the scientific assembly. The specific times and places of such meetings shall be determined by the President. The President may determine the times and places for the holding of additional regular meetings.

Special meetings of the Board of Directors may be called by the President or any three (3) directors and may be held at any place and at any time designated in the call of the meeting.

#### *8.8 Action Without a Meeting*

Any action required or permitted to be taken at any meeting of the board of directors may be taken without a meeting if a consent in writing setting for the action so taken shall be signed by two-thirds (2/3) of the directors in office.

#### *8.9 Meetings by Electronic Means of Communication*

To the extent provided in these Bylaws, the Board of Directors, or any committee of the Board, may, in addition to conducting meetings in which each Director participates in person, and notwithstanding any

place set forth in the notice of the meeting or these Bylaws, conduct any regular or special meeting by the use of any electronic means of communication, provided that:

- (a) all participating Directors may simultaneously hear each other during the meeting, or
- (b) all communication during the meeting is transmitted to each participating Director, and each participating director is able to immediately send messages to all other participating Directors.

Before the commencement of any business at a meeting at which any Directors do not participate in person, all participating Directors shall be informed that a meeting is taking place at which official business may be transacted.

#### *8.10 Quorum*

At any meeting of the board of directors, a majority of the directors shall constitute a quorum for the transaction of business.

#### *8.11 Resignation*

A director or officer may resign at any time by giving written notice to the board, the president, the president-elect or the secretary-treasurer of the Academy. 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.

#### *8.12 Presumption of Assent*

A director of the Academy 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 or her dissent to such action is registered with the person acting as secretary of the meeting before adjournment thereof or unless he or she shall forward such dissent by registered mail to the secretary-treasurer of the Academy immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

#### *8.13 Board Action*

The board of directors may take action at any meeting duly held in which a quorum is present. Action related to AAEM position statements, partnerships with other organizations, non-budgeted financial requests exceeding \$25,000 and bylaws changes require a supermajority vote of two-thirds of the officers and directors present at the meeting. All other acts or decisions may be made by a simple majority of officers and directors present at any meeting. Voting may also be conducted by electronic e-mail with the supermajority or simple majority requirements as noted previously.

#### *8.14 Executive Director*

The board of directors shall appoint an association management company that shall appoint an executive director. The executive director shall, under the direction of the board, perform duties as the title of the office ordinarily connotes. The executive director shall keep an accurate record of the minutes and transactions of the board, and shall serve as secretary to this body. The executive director shall supervise all other agents of the Academy and have such other powers and duties as may be prescribed by the officers and directors.

### 8.15 *Removal of an Officer or Director*

Any officer or director may be removed from office by a vote passed by at least three-quarters of the entire board of directors. A recall requires a petition by one-third of the entire board of directors or ten percent of active membership. If an officer or director misses three consecutive meetings of the board, their seat would be deemed vacant. The board shall assess the impact of the absentees and make a determination if an exception should be made.

### 8.16 *Board Certification*

Members of the board of directors are required to maintain their board certification status throughout the length of their terms of office. Any board member who allows his or her board certification status to expire will automatically be retired from the board.

### 8.17 *Past Presidents Council Representative*

The Past Presidents Council (PPC) acts as an advisory body to the Board of Directors and serves as a resource for the BOD and members for any issue they feel warrants discussion by the AAEM Past Presidents. This council shall consist of all past presidents of the Academy. The PPC does not set policy for AAEM and will convey its thoughts and recommendations to the AAEM board via the current PPC board representative. Decisions of the PPC will be made by majority vote of its members. The PPC representative will serve a two year term and cannot serve a consecutive term. Effective in 2015, the terms will begin in odd numbered years immediately following the regular board elections. The PPC will meet at Scientific Assemblies on odd numbered years to elect a new representative. In the event of a vacancy in the past presidents council representative position due to death, resignation, or otherwise, the position shall be filled by vote of the council. A separate listserv will be maintained for the PPC and conference calls will be held as necessary.

## **Article IX: Committees of the Board**

### 9.1 *Executive Committee*

The executive committee shall consist of the president, immediate past president, president-elect, secretary-treasurer and past presidents council representative. 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, president-elect or secretary-treasurer. A report of its actions shall be given to the board. Any tie vote of the executive committee may be decided by the president.

### 9.2 *General Committees*

The executive committee may appoint committees and task forces to address issues of the Academy. 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.

## **Article X: Accountability**

### 10.1 *Records*

Minutes of the meetings of the board and books of account shall be open to inspection by any member of the Academy.

### 10.2 *Rules of Order*

The Academy shall follow *Robert's Rules of Order*.



## **Article XI: Indemnification**

The directors and officers of the Academy shall not be personally liable for any debts, liabilities, or other obligations of the Academy. The Academy shall defend current and former directors and officers against all claims, suits, actions, or other proceedings which arise as a result of such persons' position with the Academy. The Academy shall hold harmless and indemnify each director and officer for reasonable expenses and liabilities incurred in all such proceedings. The Academy may maintain insurance, at its expense, for these purposes.

## **Article XII: Amendments to Bylaws**

These bylaws may be amended, repealed or altered in whole or in part by a vote passed by at least two-thirds of the entire board of directors or at least two-thirds of the voting members of the Academy.

## **Article XIII: Divisions**

### *13.1 Chapter Divisions*

The Academy may create and organize chapter divisions according to geographical regions or such other criteria as the board of directors may determine from time to time to carry out such tasks and objectives as may be determined by the board of directors. The board of directors shall establish the conditions and terms of the operations and functions of any such chapter divisions.

### *13.2 Chapter Divisions Bylaws*

Chapter Divisions are to write their own bylaws, and these must conform to the bylaws of the Academy. No chapter division shall be created until the initial bylaws are approved by the executive committee or the board of directors of the Academy. No chapter division is permitted to act on behalf of the Academy without expressed written permission from the executive committee or the board of directors of the Academy. Changes to chapter division bylaws must be approved by the governing board of the chapter division and the AAEM executive committee.

### *13.3 Membership*

Membership categories and dues of a chapter division are to be determined by the chapter division bylaws. Members of a chapter division are not required to be members of the Academy.

## **Article XIV: Sections**

### *14.1 Sections*

The board of directors of the Academy may approve formation of membership sections by members of the Academy. Formation of a new section must be approved by a majority vote of the board of directors.

### *14.2 Section Bylaws*

Sections are to write their own bylaws, and these must conform to the bylaws of the Academy. No section shall be created until the initial section bylaws are approved by the executive committee or the board of directors of the Academy. No section is permitted to act on behalf of the Academy without expressed written permission from the executive committee or the board of directors of the Academy. Changes to section bylaws must be approved by the governing board of the section and the AAEM executive committee.

#### 14.3 *Membership*

Membership categories of a section are to be determined by the section bylaws. Members of a section will be required to be members of the Academy. A member may join any section for which they meet membership requirements providing the member pays any applicable dues for the section.

#### 14.4 *Dues and Assessments*

The governing board of the section shall designate its own dues structure. Dues are subject to approval of the AAEM executive committee.

#### 14.5 *Section Funding*

Sections will be disbursed funds for meeting, conference calls, and other activities from the Academy at the approval of the executive committee. When dues are collected for membership in a specific section above and beyond the dues of the Academy, the governing board of the section will have control over the disbursement of those funds.

#### 14.6 *Section Dissolution*

Any section may be dissolved by a vote passed by at least two-thirds of the entire board of directors when the actions of a section are deemed to be in conflict with the bylaws, ethical principles, or the mission of the Academy.

### **Article XV: Code of Ethics and Conduct**

All members shall comply with the AAEM Ethics Policy and all other policies to which it refers.

All members in a leadership role of the Academy shall comply with the AAEM Code of Conduct Policy.