

**Bylaws of the India Chapter Division of the American Academy of Emergency Medicine, Inc.
(AAEMI)**

**BYLAWS
of the
The India Chapter Division
of the American Academy of Emergency Medicine, Inc. (AAEMI)**

ARTICLE I – NAME

The name of the organization (the “Chapter Division”) is “The India Chapter Division of the American Academy of Emergency Medicine, Inc. (AAEMI).” The Chapter Division is a division, not separately incorporated, of the American Academy of Emergency Medicine, Inc., a Wisconsin nonstock corporation organized and operating pursuant to Section 501(c)(6) of the Internal Revenue Code, as amended (“AAEM”). As a division of AAEM, the Chapter Division exists and operates under the ultimate auspices and control of AAEM.

ARTICLE II – PURPOSE and POWERS

Section 1: Purpose

The Chapter Division has been created and is organized for the purpose of promoting and protecting excellence and integrity in the practice and management of emergency medicine in all clinical and administrative settings within India (including, without limitation, the development, publication and promotion of appropriate branches and professional standards in the emergency medicine industry); raise public awareness of the scope of Emergency Medical Services; enhance and optimize disaster preparedness and response in India; improving the quality, providing professional and public education, and to do any other act or thing incidental to or connected with the foregoing purpose or in advancement thereof, but not for the monetary profit or financial gain.

Under the auspices of AAEM, the Chapter Division is committed to all of the founding principles of AAEM, including:

- Every individual should have unencumbered access to quality emergency care provided by a specialist in emergency medicine.
- The practice of emergency medicine is best conducted by a physician specialist in emergency medicine.

The Chapter Division is also committed to the following principles:

- The Chapter Division supports and promotes emergency medicine in all practice environments. These environments include both urban and rural settings given the demographics of our members. In addition, Chapter Division promotes the practice of Emergency Medicine community hospitals as well as tertiary medical centers.
- The Chapter Division promotes fair and equitable practice environments. Without fair environments, specialists in emergency medicine cannot deliver the highest quality of patient care.

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Fair practice environments incorporate employment agreements with due process provisions, fairness in scheduling, just compensation, and the absence of restrictive covenants.

- The personal and professional welfare of the individual specialist in emergency medicine is a primary concern to the Chapter Division.
- The Chapter Division seeks to promote emergency medicine and advance the interests of Chapter Division members through effective advocacy at the local level.
- The Chapter Division supports the growth and sustainability of emergency medicine residency programs and general medical education. These programs are essential to the continued enrichment and evolution of Emergency Medicine, and to the delivery of high quality care to our patients.

These Bylaws shall be effective only as to matters pertaining to the Chapter Division and shall not alter or contravene any provision of the Bylaws or Articles of Incorporation of AAEM or the AAEM Chapter Division Operational Terms and Conditions in effect between the Chapter Division and AAEM. Any provision of these Bylaws which purports to alter or contravene any provision of the Bylaws or Articles of Incorporation of AAEM or the AAEM Chapter Division Operational Terms and Conditions shall be null and void and have no force or effect.

Section 2: Powers

The Chapter Division shall have and be permitted to exercise all powers, rights, and privileges as are authorized by Chapter 181 of the Wisconsin Statutes and which are not inconsistent with IRC Section 501(c)(6) status, subject to such restrictions as are set forth herein or to which the Chapter Division is otherwise subject and such oversight, control and/or restrictions as AAEM may otherwise impose from time to time.

Section 3: Funds

The Chapter Division may seek gifts, contributions, donations, and bequests for the purposes of the Chapter Division and AAEM and all funds received by the Chapter Division shall be dedicated to and invested solely for such purposes.

Section 4: Nondiscrimination

In the pursuit of its purposes and the exercise of its powers, the Chapter Division shall make its services and activities available to the community that it serves regardless of race, color, creed, gender, sexual orientation or national origin.

Section 5: Records

The Chapter Division's financial records will be kept by AAEM in accordance with Section 181.1601 of the Wisconsin Statutes.

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ARTICLE III – MEMBERSHIP

Section 1: Membership

Membership in the Chapter Division shall be a privilege, not a right, and is dependent upon the applicant for any class of membership demonstrating compliance with the requirements for membership as defined in the Bylaws and otherwise by the Board of Directors of the Chapter Division or AAEM. There will be three (3) classes of membership in the Chapter Division: Voting, Lifetime, Resident and Medical Student members. The Lifetime membership is no longer available after August 1, 2016, but lifetime membership will remain in effect with those who paid lifetime dues until member resigns or is deceased. Membership shall consist of individuals interested in the goals and objectives of AAEMI regardless of race, creed, gender, profession, or nationality.

Voting Member (Annual membership)

All voting members within the United States must be board certified in emergency medicine by ABEM, AOBEM, or RCPSC or be board certified in pediatric emergency medicine by ABEM or ABP. International members of AAEMI must be physicians outside of the United States and Canada who have the ability to practice emergency medicine in another country, and are eligible to vote only if they are board certified in emergency medicine by ABEM, AOBEM, or RCPSC or are board certified in pediatric emergency medicine by ABEM or ABP, or an EM board from their country.

Lifetime Member

Lifetime members are members who obtained a lifetime membership prior to August 1, 2016, by paying a one-time fee and were approved by the Board of Directors. The Lifetime membership is no longer available after August 1, 2016, but lifetime membership will remain in effect with those who paid lifetime dues until member resigns or is deceased. Lifetime members are eligible to vote if they are board certified in emergency medicine by ABEM, AOBEM, or RCPSC or are board certified in pediatric emergency medicine by ABEM or ABP, or an EM board from their country.

Associate Member

Associate membership is available to individual physicians who have graduated within the last seven (7) years from an Accreditation Council on Graduate Medical Education or American Osteopathic Association approved emergency medicine training program. Associate Members shall be entitled to vote in the elections of directors of the Chapter Division, each member being entitled to one (1) vote in such matters.

Resident and Medical Student Member

A resident member from the United States must be a resident in emergency medicine at an Accreditation Council on Graduate Medical Education or American Osteopathic Association accredited residency program. A student member from the United States or Canada must be a medical student at an accredited medical or osteopathic program. Residents and students outside

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of the United States and Canada must have an interest in emergency medicine. Resident and Medical Student Members do not have voting rights.

Section 2: Application

Application for membership shall be made on a standard form as developed and approved by the Board of Directors, and forwarded to the treasurer with the appropriate dues.

Section 3: Obligations of Members

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

Section 4: Action on Behalf of the State Chapter Division

Only the officers and/or the Board of Directors of the Chapter Division or AAEM, and other authorized agents of the Chapter Division or AAEM, may state policies or positions on behalf of the chapter.

Section 5: American Academy of Emergency Medicine Membership

Members of the Chapter Division shall not be required, but are encouraged to join AAEM. Chapter Division membership shall not entitle the person to any benefits of AAEM membership.

Section 6: Resignation

Any member may resign such status by delivering written notice of same to the Secretary-Treasurer.

Section 7: Termination of Members

A member of any category may be terminated:

- a) for failure to make payment of dues (if applicable to such class of membership) within ninety (90) days after the same become due; or
- b) with good cause upon a majority vote of the Board of Directors.

Section 8: Dues

Annual dues shall be determined by the Board of Directors each year for the ensuing year. Dues shall be reduced for resident and student members and International members from India.

Section 9: Lifetime Membership

Lifetime members are Voting members who obtained a lifetime membership prior to August 1, 2016, by paying a one-time fee and were approved by the Board of Directors.

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Any Lifetime member in good standing shall have all the rights and privileges of a Voting member in good standing, except they shall be exempt from payment of dues.

Section 10: Voting Members

All active voting members of AAEMI may hold office and chair committees, provided that the requirements for election to office are met. Each voting member in good standing and only voting members in good standing, shall be entitled to vote in all elections of officers and directors of the Chapter Division as provided herein. Any such election shall be decided by a majority of voting members voting in person, or electronically.

Each voting member being entitled to one (1) vote in such matters. Voting members shall have no other voting rights with respect to matters pertaining to the Chapter Division nor shall they have any voting rights with respect to matters pertaining to AAEM.

Section 11: Inactive Status

- a) A member will be placed on "Inactive Status" for failure to pay dues. Placement on Inactive Status will result in all rights, privileges and member benefits being revoked, including, but not limited to, as applicable, the right to vote, to serve as an officer, as a director, or on committees or task forces.
- b) Reinstatement from Inactive Status for failure to pay dues shall be accomplished by written application to the Board of Directors and paying such dues as are in arrears; provided, however, that the inactive member may petition the Board of Directors for relief from such requirement if extenuating circumstances make such full payment of dues in arrears impossible or unjust. The Board of Directors may from time to time promulgate additional procedures and requirements for reinstatement in the Administrative Regulations.

ARTICLE IV – MEETINGS

Section 1: Place of Meeting

All meetings of the members shall be set by the Board of Directors who shall also set the time and place.

Section 2: Annual Meetings

One annual meeting of the members shall be held in each calendar year on such day and time and place as the Board of Directors may fix, at which the members shall elect members for the board of directors and conduct such other business as may properly be brought before the meeting. Additionally, the Chapter Division may hold an annual meeting of members upon determination by the President or the Board of Directors, which may be held in conjunction with the annual meeting of AAEM or another international meeting.

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Section 3: Special Meetings

Special meetings may be called at any time by the President or a majority of the board of directors, or by a majority of active voting members, upon written request delivered to the Secretary-Treasurer of the organization. Such request shall state the purpose of the proposed meeting. It is the duty of the Secretary-Treasurer to call such a meeting within a reasonable period of time, failing which, the persons making the request may make the call for the meeting. Business transacted at the special meeting shall be limited to the purposes stated in the notice.

Section 4: Notice

Notice of each meeting shall be given to each voting member by mail or email not less than fifteen (15) days before the meeting.

Section 5: List of Members

The list of members list shall also be kept on file at the registered office of the corporation at all times and is confidential. A copy will be made available to any officer or board member on demand after completing the required confidentiality form.

Section 6: Quorum

A membership meeting duly called shall not be organized for transaction of business unless a quorum is present. The presence of voting members entitled to cast a vote must represent a majority of the voters, shall be requisite and shall constitute a quorum. Once organized, the meeting may proceed till adjournment, notwithstanding withdrawal of enough members to leave less than a quorum. If a meeting cannot be organized because a quorum has not attended, the members present in person shall have the power to adjourn the meeting to such time and place as they may determine.

Section 7: Voting

Every active member is entitled to one vote in his or her name as given in the books of the corporation and the list provided by the Secretary-Treasurer. The vote may be in person. The vote of the majority of the members entitled to vote, in person, shall decide matters brought before that meeting.

Section 8: Manner of Voting

Any vote that may be under taken at a meeting of the members may be under taken without a meeting if the Chapter Division delivers a written (paper or electronic) ballot to each member entitled to vote on the matter. Such ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval of voting by written ballot is valid if the quorum as listed under Article IV Section 6 is met and the number of approvals equals or exceeds the number required for a membership meeting.

A solicitation for votes by written ballot shall include all of the following:

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- i. the number of responses required to meet the quorum requirements;
- ii. the percentage of approvals necessary to approve the action; and
- iii. the time by which a ballot must be received by the Chapter Division in order to be counted.

A written ballot may not be revoked. Proxy voting shall not be permitted.

ARTICLE V – BOARD OF DIRECTORS

Section 1: General Powers

The business and affairs of the Chapter Division shall be managed by its Board of Directors, the power and authority of which shall be subject to such coordination, oversight and control by AAEM as it may determine in its discretion from time to time. The Board of Directors is responsible for overall policy, direction, and governance of the organization, and the day-to-day operations to the President and the committees.

Section 2: Number and Composition

The Board of Directors shall have 13 members and shall be comprised of nine (9) individual directors plus the officers of the Chapter Division. The members of the Board of Directors receive no compensation other than reasonable expenses, which will require prior approval by the board and will be documented and reported to the general body at the next meeting.

Section 2: Meetings

The Board of Directors shall meet in person at least twice in a year. One will be a mandatory meeting at the time of the Annual General Meeting, and another at an agreed upon time and place at the discretion of the board members, subject to approval of AAEM in its discretion. The Board of Directors shall also communicate as a group via electronic media such as conference calls or Internet meetings at least once a month.

Section 3: Board Nominations and Elections

Nominations for the Officers and Board of Directors will be accepted for up to sixty (60) days, but no later than August 30th. The nominee must provide a candidate bio. Only voting and associate members of the Chapter Division shall be eligible to serve as directors and no individual may be nominated for election to the board of directors unless first approved by AAEM. Election of new directors or election of current directors to second term will occur as the first item of business at the annual meeting of the Chapter Division *electronically* no later than October 31st. Directors will be elected by a majority vote of the voting membership. The first meeting of the newly elected Board of Directors shall be held prior to the completion of the general membership meeting at a place and time decided by the members of the board.

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Section 4: Terms

All Board members shall serve two (2) year terms, and are eligible for re-election for a second term of 2 years, after which a period of two (2) years need to elapse before one becomes eligible for election to the board again. In case of any vacancy in the membership of the Board of Directors, the Chapter Division board or AAEM shall appoint a successor to hold office for the unexpired portion of the term of the director whose place shall be vacant.

Section 5: Quorum

A meeting must be attended by at least fifty (50) percent plus one (1) of the Board members before business can be transacted or motions made or passed.

Section 6: Notice

An official Board of Directors meeting requires that each Board member have written notice fifteen (15) days in advance.

Section 7: Manner of Acting

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. All actions of the Board of Directors shall be subject to review, ratification, approval and/or disapproval by AAEM.

Section 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 action is approved by a majority of the board. Voting may be conducted by electronic mail.

Section 9: Rules of Order

The Chapter Division shall follow Dr. James E. Davis' *Rules of Order*.

ARTICLE VI – OFFICERS

Section 1: Titles

The officers of the corporation shall be a President, a Vice President, a Secretary-Treasurer, and an Immediate Past President. The officers shall be directors of the Chapter Division. Only voting members shall be eligible to serve as officers of the Chapter Division and no individual may be nominated for election as an officer without the prior approval of AAEM.

Section 2: Requirements for Election

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In order to meet the requirements for election as an officer of AAEMI, the candidate needs to be a member in good standing. Candidates for the offices of the President, the Vice President, and the Secretary-Treasurer are required to be practicing emergency department attending physicians.

Section 3: Officer Election

The President, the Vice President, and the Secretary-Treasurer shall be elected by the members at the annual meeting. In the unlikely event of a tied vote, the board of directors shall vote to choose the winner and in case of a tied vote at the board, the current President will cast the deciding vote.

Section 4: Terms of Office

The term of office for the President and the Vice President shall be for a period of one (1) year and/or until their successors are duly elected and qualified or until his or her earlier death, resignation, or removal. Neither will be eligible for re-election to the same office for a period of one year from the end of their term. The Past President will be a member of the Board of Directors for a period of one (1) year from the time the new officers take charge. The terms of office for the Secretary-Treasurer shall be for a period of two (2) years. This officer is eligible for re-election for a second term after which a period of two (2) years will elapse before eligibility for election is restored. Any officer may be removed by a vote of two-thirds majority at a duly called and held meeting of the membership.

Section 5: Removal

Any officer or agent appointed by the Board of Directors may be removed by the Board of Directors, subject to prior approval of AAEM, but such removal shall be without prejudice, if any, of the person so removed. 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.

Section 6: Vacancies

A vacancy in any principal office because of death, resignation, removal, disqualification, or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term, subject to prior approval of AAEM.

ARTICLE VII – DUTIES OF OFFICERS

Section 1: President

The president shall be the principal officer of the Chapter Division and shall preside over all meetings of the Chapter Division and the Executive Committee. The President shall also perform such other duties as may be prescribed by the Board of Directors or AAEM from time to time. Upon the expiration of the term of office of the President, the individual serving in such office shall automatically succeed to the office of Immediate Past-President.

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Section 2: Vice President

The absence of the president or in the event of the President's death or inability to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties and have such other powers as the Board of Directors or AAEM may from time to time prescribe.

Section 3: Secretary-Treasurer

The Secretary-Treasurer shall: (a) keep any minutes of the Board of Directors meetings in one or more books provided for that purpose; (b) coordinate with the Treasurer of AAEM matters pertaining to the charge and custody of funds and securities pertaining to the activities and mission of the Chapter Division; (c) see that all notices are duly given; (d) coordinate the maintenance of the books and records of the Chapter Division with the custodian of the corporate books and records of AAEM as required by law or otherwise as requested by AAEM; and (e) in general, perform all duties incident to the office of Secretary-Treasurer and such other duties as from time to time may be assigned to him by the President, the Board of Directors or AAEM. If required by the Board of Directors or AAEM, the Secretary-Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors or AAEM shall determine.

ARTICLE VIII – COMMITTEES

Section 1: Executive Committee

The Executive Committee shall consist of the officers of the Chapter Division which includes the president, vice president, secretary-treasurer and immediate past president. The Executive Committee shall have the authority to act on behalf of the board of directors subject to ratification by the board. A report of its actions shall be given to the board and, if requested, to AAEM.

Section 2: Committees

The board of directors may appoint such committees and task forces to address issues of the Chapter Division as the board may determine in its discretion. Each committee shall comprise of a minimum of three (3) persons. Meetings shall be at the discretion of the committee chair.

Section 3: Committee Reports

Each committee chairperson shall provide an annual report to the officers and board of directors summarizing the activities of such committee for the preceding year, a copy of which annual report shall also be delivered to AAEM. The members of all standing committees shall hold office until relieved by their successors.

ARTICLE IX – AMENDMENTS

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Section 1:

These Bylaws may be amended, repealed or altered in whole or in part by a two-thirds (2/3) majority of the board of directors or a two-thirds (2/3) majority of the voting members, in both cases subject to the prior written approval of AAEM. Proposed amendments must be submitted to the Secretary-Treasurer to be sent out with regular Board announcements.

ARTICLE X – Miscellaneous

Section 1: Prohibited Actions

Notwithstanding anything herein contained to the contrary, no action shall be required or permitted to be taken under these bylaws or by the officers or directors of the Chapter Division which would not be permitted to be taken by an organization described in section 501(c)(6) of the Code. The State Chapter Division shall conduct its activities and affairs in a manner consistent with exemption from federal taxation under Section 501(c)(6) of the Internal Revenue Code.

Section 2: No Contracting Authority

The Chapter Division shall not be permitted to enter into contracts in its own name or to otherwise bind AAEM to any obligation, any such contracts or obligations to be to be subject to prior consideration and approval the AAEM executive staff or the AAEM board of directors, as appropriate. Chapter Division officers shall not be authorized to execute or enter into contracts or other obligations on behalf of the Chapter Division. Only AAEM officers or authorized executive staff will be authorized to enter into agreements or obligations on behalf of the Chapter Division or in furtherance of its activities and then only in the name of AAEM and not in the name of the Chapter Division.

Section 3: Title to Assets

AAEM shall hold all assets, including financial accounts, of the Chapter Division in its own name, subject to divisional accounting procedures as shall be determined by AAEM. AAEM shall have sole signatory over asset and financial accounts of the Chapter Division.

Section 4: Lobbying Activities

The Chapter Division shall not engage in federal, state or local legislative or political advocacy or lobbying, except as approved in advance in writing by AAEM.

Section 5: Reporting Matters

- (a) The Chapter Division shall deliver to AAEM a written summary report of each meeting of the Chapter Division's board of directors and Chapter Division members, together with the written minutes of same, by not later than fifteen (15) days after such each such meeting.

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- (b) The Chapter Division shall deliver to AAEM a detailed description of any proposed changes in Chapter Division member dues amounts for the Chapter Division and any such changes shall be subject to AAEM's prior approval.
- (c) Not later than January 15 of each year, the President shall deliver to the AAEM board of directors a written certification stating that all Chapter Division activities and operations undertaken during the previous calendar year were consistent with the Chapter Division's and AAEM's objectives and mission as set forth in their respective articles of incorporation and bylaws, the form of such certification to be subject to the approval of the board of directors of AAEM from time to time.
- (d) The Chapter Division shall deliver to the AAEM board of directors such additional written reports and confirmation as the AAEM board of directors may from time to time request from time to time.

Section 6: Trademarks

No member, director or officer of the Chapter Division may use the Chapter Division's or AAEM's names, logos or other trademarks for personal, commercial, or any other purposes without prior approval of the Board of Directors.

Section 7: Definition of "Code"

All references in these Bylaws to sections of the "Code" shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions subsequently enacted.

Section 8: No Compensation

No director, officer, committee member or any other private individual shall receive any compensation or remuneration for serving in such capacities.

Section 9: AAEM Policies

The Chapter Division and its members, directors and officers, shall be subject to such policies and procedures pertaining to ethics, conflicts of interest, confidentiality and such other matters as AAEM shall from time to time determine in its discretion.

These Bylaws were approved at a meeting of the Board of Directors of AAEM on June 13, 2018.