

BOD Approved 10 18 2019

BYLAWS
OF
FLORIDA STATE CHAPTER DIVISION (FLAAEM)
OF THE AMERICAN ACADEMY OF EMERGENCY MEDICINE, INC.

ARTICLE I

Name/Organizational Status

The name of the organization (the “State Chapter Division”) is “The Florida State Chapter Division (FLAAEM) of the American Academy of Emergency Medicine, Inc.” The State 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, State Chapter Division exists and operates under the ultimate auspices and control of AAEM.

ARTICLE II

Purposes/Powers

2.1 Purposes/Objectives. The State 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 the state of Florida (including, without limitation, the development, publication and promotion of appropriate branches and professional standards in the emergency medicine industry); 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 pecuniary profit or financial gain.

Under the auspices of AAEM, the State 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 specialist in emergency medicine. A specialist is defined as one who, through personal dedication and sacrifice, has attained certification by either the American Board of Emergency Medicine (ABEM) or the American Osteopathic Board of Emergency Medicine (AOBEM).

State Chapter Division is also committed to the following principles:

- State Chapter Division supports and promotes emergency medicine in all practice environments. These environments include both urban and rural settings given the demographics of our member states. In addition, State Chapter Division promotes the practice of Emergency Medicine community hospitals as well as tertiary medical centers.
- State Chapter Division promotes fair and equitable practice environments. Without fair environments, specialists in emergency medicine cannot deliver the highest quality of patient care. 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 State Chapter Division.
- State Chapter Division seeks to promote emergency medicine and advance the interests of State Chapter Division members through effective advocacy at the local and state levels.
- State 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 State Chapter Division and shall not alter or contravene any provision of the Bylaws or Articles of Incorporation of AAEM or the AAEM State Chapter division Operational Terms and Conditions in effect between State 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 State Chapter Division Operational Terms and Conditions shall be null and void and have no force or effect.

2.2 Records. The Board of Directors and/or AAEM may keep the books of State Chapter Division in such place or places as they may from time to time determine in accordance with Section 181.1601 of the Wisconsin Statutes.

2.3 Powers. State 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 State Chapter Division is otherwise subject and such oversight, control and/or restrictions as AAEM may otherwise impose from time to time.

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

2.5 Nondiscrimination. In the pursuit of its purposes and the exercise of its powers, State 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

ARTICLE III

Membership and Privileges

3.1 Classes of Membership. Membership in State 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 State Chapter Division or AAEM. There will be four (4) classes of membership in the State Chapter Division: Voting, Associate, Resident and Student.

3.2 Voting Membership. Voting membership is available to individual physicians having 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 of the Academy shall be entitled to vote in elections of directors of the State Chapter Division, 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 State Chapter Division nor shall they have any voting rights with respect to matters pertaining to AAEM.

3.3 Associate Membership. 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 have no right to vote.

3.4 Resident Membership. Resident membership is available to individual physicians who are residents in emergency medicine at an accredited emergency medicine residency program. Resident Members shall have the right to vote for a resident representative on the Board of Directors of the State Chapter Division but shall have no

other voting rights. Resident Members are entitled to reduced dues as determined by the officers and Board of Directors. Resident members are encouraged to but not obligated to hold a dual membership in AAEM and the AAEM Resident and Student Association.

3.5 Student Membership. Student membership is available to individual medical students at an accredited medical or osteopathic program. Student Members shall have the right to vote for the Student Representative on the Board of Directors of the State Chapter Division but shall have no other voting rights. Student members are encouraged to but not obligated to hold a dual membership in AAEM and the AAEM Resident and Student Association.

3.7 Membership Application. Each applicant for membership shall submit an application to State Chapter Division in such form as may be determined by State Chapter Division from time to time.

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

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

3.10 American Academy of Emergency Medicine Membership. Members of State Chapter Division shall not be required, but are encouraged to join AAEM. State Chapter Division membership shall not entitle the person to any benefits of AAEM membership.

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

3.12 Member 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. The Board of Directors or its designee shall from time to time establish policies with regard to nonpayment of dues.

ARTICLE IV

Meetings of Members

4.1 Meetings. Meetings of the members may be called for any purpose by the President or by the Board of Directors. Additionally, State 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.

4.2 Voting. 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 State Chapter Division as provided herein. Any such election shall be decided by a majority of voting members voting in person, or electronically.

4.3 Quorum. The presence in person or conference call of those voting members in attendance shall constitute a quorum for the transaction of business at any meeting of members of State Chapter Division during which an election of directors shall occur.

4.4 Notice of Meetings. Written notice stating the place (which may be within or without the state of Wisconsin), day and hour of any meeting of members and shall be delivered either personally or by first class U.S. mail or electronic mail, to each member entitled to vote at such meeting, not less than ten (10) days nor more than fifty (50) days before the date of such meeting.

4.5 Voting by Written Ballot. Any vote that may be under taken at a meeting of the members may be under taken without a meeting if State 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 4.3 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:

- (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 State Chapter Division in order to be counted.

A written ballot may not be revoked.

4.6 Proxies. Proxy voting shall not be permitted.

ARTICLE V

Board of Directors

5.1 General Powers. The business and affairs of State 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.

5.2 Number and Composition. The Board of Directors shall be comprised of not more than (4) individual directors, (1) Associate Member Representative, (Up to 3) Resident Member Representatives (one for Northern Florida, one for Central Florida and one for Southern Florida) and (1) Student Member Representative, plus the officers of State Chapter Division.

5.3 Appointment of Directors/Eligibility. The initial officers and directors shall consist of those directors elected by FLAAEM prior to reorganization and shall hold their offices for the duration of their established terms. Thereafter the term of a president, vice president, secretary/treasurer and directors is two (2) years. These Director terms shall be staggered so that an equal number of director terms expire each year. The office of the Director-FLAAEM Scientific Assembly Planning Committee will have no term limit, and will be appointed by the executive committee each year. The term of the office of the Resident Member Representative(s) and Student Member Representative shall be one (1) year. No officer or board member may hold more than one position on the board at a time. No elected president, vice president, or secretary/treasurer, at-large director, resident member representative or student member representative shall stand for re-election for more than two (2) consecutive terms in the same position.

In the event of a tie vote, the decision will be made by the current president and confirmed by majority vote of the current board of directors. Board members appointed to board positions in mid-term shall not have term limitations applied to their partial term.

Only voting members of State 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.

5.4 Election Procedure. Any member of FLAAEM can nominate a member of FLAAEM for a position on the board of directors. The exact mechanics of the voting process will involve nominations during a period that will end at 60 days before the start of the term of office. Voting will occur through an online process - one person, one vote.

Each Full Voting Member of FLAAEM shall have one vote for each of the following positions: President, Vice-President, Secretary-Treasurer, Associate Member Representative, Resident Member Representative, Student Member Representative and the open Director positions. Each Associate Member of FLAAEM shall have one vote for the Associate Member Representative position. Each Resident Member of FLAAEM shall have one vote for a Resident Member Representative position and each Student Member of FLAAEM shall have one vote for the Student Representative position.

If an individual is nominated and elected to more than one FLAAEM BOD position, the individual will assume the highest level position. If any positions are not filled, the board can appoint someone to fill the vacancy.

This election will be completed during the annual FLAAEM meeting. Newly elected Officers and Directors will take their posts at the conclusion of the meeting. If a FLAAEM Scientific Assembly is not held, the board of directors will determine another date to complete the election.

5.5 Vacancies. 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.

5.6 Place of Meeting. The Board of Directors may hold their meetings at such place or places as they may from time to time determine, subject to approval of AAEM in its discretion.

5.7 Regular Meeting. The regular meetings of the Board of Directors for the election of officers and the transaction of such other business as may properly come before the meeting shall be held at such place, date and time as the President may designate in the month of each year.

5.8 Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the President or by two (2) of the directors then in office.

5.9 Notice. Notice of each regular and special meeting will be given by mailing or emailing the same at least twenty-four (24) hours before the meeting to each director; such notice may be waived by any director. Neither the business to be transacted nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. At any meeting attended by all of the directors, any business may be transacted notwithstanding the lack of due notice of such meeting.

5.10 Quorum. At any meeting of the Board of Directors a majority of the number of directors then in office shall constitute a quorum for the transaction of any business. If the number of directors necessary to constitute a quorum shall fail to attend at the time and place fixed for any regular or special meeting of the Board of Directors, the directors in attendance may adjourn from time to time without notice or other announcement at the meeting until the requisite number of directors to constitute a quorum shall attend.

5.11 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.

5.12 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.

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

ARTICLE VI

Officers

6.1 Principal Officers. The principal officers of State Chapter Division shall be a President, Vice President, Secretary/Treasurer, Immediate Past-President, Director-FLAAEM Scientific Assembly Planning Committee and Past Presidents Council Representative. Such other officers and assistant officers as may be deemed necessary may be elected by the Board of Directors. The officers shall be directors of State Chapter Division. Only voting members shall be eligible to serve as officers of State Chapter Division and no individual may be nominated for election as an officer without the prior approval of AAEM.

6.2 Term. The term of office of each officer shall be that which has been established in article 5, section 3. Each officer shall hold office until his successor shall have qualified or until his or her earlier death, resignation, or removal.

6.3 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 to the contract rights, if any, of the person so removed. Appointment shall not of itself create contract rights. 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.

6.4 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.

6.5 Immediate Past-President. The Immediate Past-President shall perform such duties as may be prescribed by the President, the Board of Director or AAEM.

6.6 President. The president shall be the principal officer of State Chapter Division and shall provide over all meetings of State 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.

6.7 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.

6.8 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 State Chapter Division; (c) see that all notices are duly given; (d) coordinate the maintenance of the books and records of State Chapter Division with the custodian of the corporate books and records of AAEM as required by law or otherwise as requested by AAEM; and (d) 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 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.

6.9 Past Presidents Council Representative. This council shall consist of all past presidents of the FLAAEM Board of Directors. The council will elect one of its members to become a voting participant on the FLAAEM executive committee and board of directors. A Past Presidents Council Representative must be a past president of FLAAEM who currently is not on the FLAAEM board of directors. The position would have a two year term with a two consecutive term limit. 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.

6.10 Director-FLAAEM Scientific Assembly Planning Committee. The Director-FLAAEM Scientific Assembly Planning Committee shall coordinate and oversee all FLAAEM Scientific Assembly Planning Committees and will report directly to the FLAAEM executive committee. The executive committee will appoint and the full board will approve the appointment of the Director-FLAAEM Scientific Assembly Planning Committee. The position will be a voting position on the FLAAEM Board of Directors and will have no term limit.

ARTICLE VII

Committees

7.1 Executive Committee. The Executive Committee shall consist of the officers of State Chapter Division which includes the president, vice president, secretary/treasurer, immediate past president, past presidents' council representative and the Director-FLAAEM Scientific Assembly Planning Committee. 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.

7.2 General Committees. The board of directors may appoint such committees and task forces to address issues of State Chapter Division as the board may determine in its discretion. Meetings shall be at the discretion of the committee chair. 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.

ARTICLE VIII

Amendments

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.

ARTICLE IX

Miscellaneous

9.1 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 State Chapter Division which would not be permitted to be taken by an organization described in section 501(c)(6) of the Code. 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.

9.2 No Contracting Authority. State 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 subject to prior consideration and approval the AAEM executive staff or the AAEM board of directors, as appropriate. State Chapter Division officers shall not be authorized to execute or enter into contracts or other obligations on behalf of State Chapter Division. Only AAEM officers or authorized executive staff will be authorized to enter into agreements or obligations on behalf of

State Chapter Division or in furtherance of its activities and then only in the name of AAEM and not in the name of State Chapter Division.

9.3 Title to Assets. AAEM shall hold all assets, including financial accounts, of State 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 State Chapter Division.

9.4 Lobbying Activities. State 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.

9.5. Reporting Matters.

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

(b) State Chapter Division shall deliver to AAEM a detailed description of any proposed changes in State Chapter Division member dues amounts for State 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 State Chapter Division activities and operations undertaken during the previous calendar year were consistent with State 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) State 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.

9.6 Trademarks. No member, director or officer of State Chapter Division may use the State 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.

9.7 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.

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

9.9 AAEM Policies. State 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.

