

BYLAWS
OF
The Texas Chapter Division (TAEM)
of the American Academy of Emergency Medicine, Inc.

ARTICLE I

Name/Organizational Status

The name of the organization (the "Chapter Division") is the "Texas Chapter Division of the American Academy of Emergency Medicine, Inc." 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 Texas Chapter Division exists and operates under the ultimate auspices and control of AAEM.

ARTICLE II

Purposes/Powers

2.1 Purposes/Objectives. 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 the state[s] of Texas (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 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).

Chapter Division is also committed to the following principles:

- 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, Chapter Division promotes the practice of Emergency Medicine community hospitals as well as tertiary medical centers.
- 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 Chapter Division.
- Chapter Division seeks to promote emergency medicine and advance the interests of Chapter Division members through effective advocacy at the local and state levels.
- 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 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 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.

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

2.4 Funds. Chapter Division may seek gifts, contributions, donations, and bequests for the purposes of Chapter Division and AAEM and all funds received by 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, 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

2.2 Records. The Board of Directors and/or AAEM may keep the books of 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.

ARTICLE III

Membership and Privileges

3.1 Classes of Membership. Membership in 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 Chapter Division or AAEM. There

will be four (4) classes of membership in the State Chapter Division: Full Voting Member, Associate Member, Resident and Student Member.

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 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 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 the (2) two resident representatives to the Board of Directors of the 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 are encouraged to but not obligated to hold a dual membership in AAEM and the AAEM Resident and Student Association. Student Members shall have the right to vote for (1) one student representative to the Board of Directors of the Chapter Division but shall have no other voting rights. Student Members are entitled to reduced dues as determined by the officers and Board of Directors.

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

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

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

3.9 American Academy of Emergency Medicine Membership. Members of 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.

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

3.11 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, 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 at-large directors of 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 not less than 5% percent voting members shall constitute a quorum for the transaction of business at any meeting of members of 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 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 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 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.

5.2 Number and Composition. The Board of Directors shall be comprised of (6) six individual At-Large directors, (2) two Resident Member Representative and (1) one Student Member Representative plus the officers of the Chapter Division.

5.3 Appointment of Directors/Eligibility. The initial officers and directors shall be appointed by AAEM and shall hold office for a term of one (1) year or until their successors are duly elected and qualified. Thereafter the term of a President, Vice-President, and Secretary Treasurer and At-Large Directors is two (2) years. At-Large Director terms shall be staggered so that an equal number of director terms expire each year. No officer or board member may hold more than one position on the board at a time. Term limitations of three consecutive terms are established for Directors. No elected President, Vice-President, or Secretary-Treasurer shall stand for re-election for 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 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.

5.4 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.

5.5 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.

5.6 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.

5.7 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.

5.8 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.

5.9 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.

5.10 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.

5.11 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.

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

ARTICLE VI

Officers

6.1 Principal Officers. The principal officers of the Chapter Division shall be the President, Vice-President, Secretary-Treasurer and Immediate Past-President. 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 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.

6.2 Term. The term of office of each officer shall be two (2) years. 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 the Chapter Division and shall provide over all meetings of 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. Upon the expiration of the term of office of the Vice-President, the individual serving in such office shall not automatically succeed to the office of President.

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 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 (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.

ARTICLE VII

Committees

7.1 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.

7.2 General 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. 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

Elections

8.1 Nominations. Any member of the Chapter Division can nominate an individual for any position. Only board certified, Full Voting Members of the Chapter Division can vote. To be eligible for nomination, the member must meet the requirements for membership in the section, as outlined in Article III, throughout the duration of the term for which he or she is nominated.

8.2 Nominations Timeline. Nominations will be open during a period in the fall. Officers will assume responsibility of the office immediately following the close of election.

8.3 Uncontested Nominations. In the event that no nominations are received for a particular position on the ballot, the current board of directors may appoint a member to that position by majority vote. Any member appointed by the board of directors to a position must meet all requirements, which would otherwise be necessary for nomination to that position. If no position is contested and hence requiring a formal election, the slate of uncontested nominations could be approved by the board for installation.

8.4 Online Voting. Voting in the general election will be undertaken online: one vote per person. Each voting member shall have one vote for each open position. Each open board position will be filled by the nominee receiving the most votes. Each Full Voting Member of the Chapter Division shall have one vote for President, one vote for Vice-President, one vote for Secretary-Treasurer, one vote for each open Director, Resident and Student position. Residents will have one vote for the resident representative. Students will have one vote for the student representative.

Article IX **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 X

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

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

9.4 Lobbying Activities. 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) Chapter Division shall deliver to AAEM a written summary report of each meeting of 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.

(b) Chapter Division shall deliver to AAEM a detailed description of any proposed changes in Chapter Division member dues amounts for 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 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) 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 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.

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. 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.

Approved 12/9/2014

Ratified: August 3, 2020