

**Bylaws of
the Operations Management Section of
the American Academy of Emergency Medicine
(OMS-AAEM)**

Article I:

1.1 Purpose and Mission

The Operations Management (OMS-AAEM) Section is constituted to promote, mentor, educate on and advocate for issues that impact emergency physicians serving in administrative and operational roles. While it is an obvious choice for current administrative fellows, medical directors of all levels and vice-chairs and chairs focusing on operational topics, it is also meant to serve as a forum for mentorship and education for students, residents, and physicians aspiring to such roles. Indeed, all emergency medicine practitioners passionate about healthcare operations and management, leadership and quality/patient safety are welcome to join and participate. The section will work closely with the AAEM Resident and Student Association (RSA) to provide mentorship to medical students and residents who are interested in emergency medicine administration and operations.

The council of the OMS will continue to serve any function of the prior Operations Management Committee (OMC) in advising the AAEM President and Board of Directors on issues related to ED Operations.

As a section of the Academy, activities of the Section will be in accordance with the standards established by the Academy. The purpose and mission statement of the Academy also extend to the Operations Management Section of AAEM (OMS-AAEM).

1.2 Objectives

- Provide opportunities for collaborative research, writing and interest-focused resource networks among students, residents, admin fellows, and operations facing physician leaders in AAEM;
- Offer professional development opportunities to mentor the advancement of interested physicians into administrative and leadership positions in both their departments and within AAEM.
- Build a mentoring system for medical students, residents and young physicians by working actively with RSA and YPS.
- Work actively to promote diversity and equity in ED Operations Management by working closely with other sections through mentorship and developing solutions to current and historical obstacles.
- Advise the greater AAEM organization and membership about ED Operations, including but not limited to, issues related to ED throughput, billing, medical-legal issues, overcrowding, quality and patient safety. Additionally, promote alternative value streams such as telehealth, observation medicine, remote patient monitoring and alternative care models.
- Develop educational programs for new medical directors as well as administrative fellows and residents interested in admin/operations careers.
- Analyze and develop opportunities for exchange of information, education and ideas with other national and international EM societies and organizations.

1.3 Duration and Dissolution of the Section

The term of existence of the Section shall be perpetual unless dissolved according to the bylaws of the Academy. In the event that the Section Officers determine a desire for the dissolution of the Section, the vote must be supported by at least two-thirds of the entire Council or at least two-thirds of the voting members of the Section. The funds of the treasury will be redirected to the general fund of AAEM.

Article II: Membership and Privileges

2.1 Section Membership

Medical students, transitionals, emergency medicine residency-trained, fellows-in-training, associate, internationals, or voting physician members of the Academy shall be eligible for membership in the Operations Management Section.

2.2 Membership Application

Each applicant shall submit an application to the Operations Management Section in such form as determined by the OMS-AAEM Council.

2.3 Voting Privileges

EM board certified members of the Section shall be entitled to vote for officers and councilors and may vote to change the bylaws in accordance with the procedures outlined in these bylaws.

2.4 Obligations of Members

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

2.5 Action on Behalf of the Section

Only the Section chair or his/her appointee, or AAEM leadership may state policies or positions on behalf of the Section.

Article III: Resignation

3.1 Resignation

Membership in the Section requires membership in AAEM. Membership in the Section shall be terminated immediately upon termination of membership in AAEM.

Article IV: Assessments

4.1 Dues

Annual dues shall be determined by the Section council for the ensuing year.

4.2 Non-Payment

The Section executive council shall establish policies regarding nonpayment of dues.

Article V: Meetings

5.1 Annual and Special Meetings

There will be a formal meeting of the Operations Management Section at the Academy's Scientific Assembly each year. Other meetings throughout the year will be held as circumstances and needs dictate, as determined by the Section council. Special meetings may be called by the Section council at its discretion.

5.2 Voting

Voting shall be in person or electronic based on the guidelines set for by the Operations Management Section.

Any voting member may be represented in person at any meeting, and each voting member shall be entitled to only one vote.

Article VI: Officers and Council

6.1 Officers

The officers of the Section shall consist of a Section Chair, Immediate Past-Section Chair, Section Chair-Elect, and the Secretary/Finance Chair. These officers are responsible for the day-to-day operations of the Section. Officers must be active AAEM members at time of application and maintain active AAEM status throughout the duration of their term.

6.1.1 Immediate Past-Section Chair

The immediate past section council chair shall perform such duties as may be prescribed by the Section Chair, the Section council, or AAEM.

6.1.2 Section Chair

The Section Chair shall be the principal officer of the OMS-AAEM and shall preside over all meetings of the OMS-AAEM and of the OMS-AAEM Council. The Section chair shall also perform such other duties as may be prescribed by the Council or AAEM from time to time. Upon the expiration of the term of office of the Section Chair, the individual serving in such office shall automatically succeed to the office of Immediate Past Section Chair.

6.1.3 Section Chair-Elect

In the absence of the Section chair or in the event of the Section Chair's death or inability to act, the Section Chair-Elect shall perform the duties of the Section Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Section chair. The Section Chair-Elect shall perform such other duties and have such other powers as the OMS-AAEM Council or AAEM may from time to time prescribe. Upon the expiration of the term of office of the Section Chair-Elect, the individual serving in such office shall automatically succeed to the office of Section Chair.

6.1.4 Secretary/Finance Chair

The secretary shall: (a) keep any minutes of the OMS-AAEM Council meetings in one or more books provided for that purpose; (b) coordinate with the staff of AAEM on matters pertaining to the charge and custody of funds and securities pertaining to the activities and mission of OMS-AAEM; (c) see that notices are duly given; (d) coordinate the maintenance of the books and records of OMS-AAEM 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 duties incident to the office of secretary/finance chair and such other duties as from time to time may be assigned to him by the Section chair, the OMS-AAEM Council, or AAEM. If required by AAEM, the finance chair shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the OMS-AAEM Council or AAEM shall determine.

6.2 OMS-AAEM Council

The Council shall consist of the Section Chair, immediate past Section Chair, Section Chair-Elect, Secretary/Finance Chair, up to two, but at least one AAEM Resident and Student Association representatives, and up to four councilors. The Council is responsible for the direction of the Section and long-term planning.

6.3 AAEM Resident and Student Association Representative

The Section Council shall include up to two, but at least one representative(s) of the AAEM Resident and Student Association. These members shall be nominated by the members of the OMS-AAEM.

6.4 AAEM Council Liaison

The OMS-AAEM Council shall include a liaison from the AAEM Board of Directors, appointed by the AAEM President.

6.5 Election Procedure

Any Section member may nominate another eligible member (including himself or herself) for an open position on the Council. To be eligible for nomination, the member must meet the requirements for membership in the section, as outlined in Article II, throughout the duration of the term for which he or she is nominated. Nominations may be made during a period that will end 60 days before the next Scientific Assembly. In the event that no nominations are received for a particular position on the Council, the current Council may appoint a member to that position by majority vote. Any member appointed by the Council to a position must meet the requirements, which would otherwise be necessary for nomination to that position.

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 council 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. Elections will be completed no less than 14 days prior to the start of the Scientific Assembly. In the case of a tie in the election of any OMS-AAEM position, a run-off election for the tied

candidates will be held. The run-off election will begin at the discretion of the current AAEM-Operations Management Section Chair. Voting will be open for a 14-day period, otherwise following the same procedures as the general election. No changes to the official candidate statements will be allowed during this period. The newly elected officers and councilors will take their positions at the OMS-AAEM Council meeting at the Scientific Assembly. No officer or council member may hold more than one position on the council at a time.

For the inaugural year, elections of the section will be held during the 2024 Scientific Assembly. At that election the Immediate Past-Section Chair position will be filled by the current OMC Vice-Chair. All other positions will be filled according to the above and future elections will proceed as outlined per the section bylaws.

6.6 Terms of Office

The term of council members is one year. Term limitations are established at two consecutive terms for each office. A term will not count towards the term limitation unless the member shall have served at least 11 months in that position.

6.7 Rules of Succession

Officers and councilors shall hold office until a successor has been duly elected and takes office. In the event of a vacancy in the offices of Section Chair-Elect, Secretary/Finance Chair or Councilor due to death, resignation, or otherwise, the position shall be filled by appointment of the Section Chair and must be approved by the Council. In the event of similar vacancy in the office of Section Chair, the Section Chair-Elect will assume command for the unexpired term. If he or she is unable to take over the role of Section Chair, then succession falls to the Secretary/Finance Chair of the Section. In the event of any succession, the succeeding officer will be eligible at the completion of the unexpired term of his or her predecessor for election to two full terms in that position.

6.8 Meetings of the Council

Meetings of the Council shall be open to the members of the Section. A closed executive session may be called by the Council for just cause, but voting must be in open session by open ballot. Special meetings of the Council may be called by or at the request of the executive council, any four councilors, or at the request of 20 percent of the voting members of the Section. Any member of the Section may submit any resolution or item for discussion and vote at any of the council meetings.

6.9 Quorum

At any meeting of the Council, live or virtual, a gathering of 50% plus one of the councilors shall constitute a quorum for the transaction of business. Voting may be conducted by electronic mail.

6.10 Resignation

A councilor or officer may resign at any time by giving written notice to the council, the Section chair, or the Secretary /Finance Chair of the Section. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the council or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

6.11 Presumption of Assent

A councilor of the Section who is present at a meeting of the Council 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/finance Chair of the Section immediately after the adjournment of the meeting. Such right to dissent shall not apply to a councilor who voted in favor of such action.

6.12 Majority Action

Except as otherwise provided in these bylaws, every act or decision done or made by a majority of officers

and councilors present at any meeting duly held at which a quorum is present shall be the act of the Council. Voting may also be conducted by electronic mail. A quorum shall be defined as one over 50% of the voting body.

6.13 Removal of an Officer or Councilor

Any officer or councilor may be removed from office by a vote passed by at least three-quarters of the entire Council. A recall requires a petition by one-third of the entire Council or ten percent of Section membership. If an officer or councilor misses three consecutive meetings of the council, the council may then, at its discretion, declare the position to be vacant.

Article VII: Council Work Groups

7.1 Executive Council

The executive council shall consist of the Section Chair, immediate past Section Chair, Section Chair-Elect, and the Secretary/Finance chair. The executive council shall have the authority to act on behalf of the council subject to ratification by the council. The executive council shall meet at the call of the Section Chair, Section Chair-Elect or Secretary/Finance Chair. A report of its actions shall be given to the council. Any tie vote of the executive council may be decided by the Section Chair.

7.2 Work Groups

The executive council may appoint work groups to address issues of the Section. Meetings shall be at the discretion of the work group lead, who is elected by members of that specific work group. Each work group lead is responsible for a midterm and annual report to the officers and Council.

Article VIII: Accountability

8.1 Records

Minutes of the meetings of the council and books of account shall be housed at the AAEM headquarters and open to inspection by any member of the Academy.

8.2 Rules of Order

The Section shall follow Robert's Rules of Order.

Article IX: Indemnification

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

Article X: 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 Council or at least two-thirds of the voting members of the Section.

Article XI: Dissolution of the Section

In the event that the Section Officers determine a desire for the dissolution of the Section, the vote must be supported by at least two-thirds of the entire Council or at least two-thirds of the voting members of the Section. The funds of the treasury will be redirected to the general fund of AAEM.