

Approved 6/29/2007

**Bylaws of
The Florida State Chapter of
The American Academy of Emergency Medicine
(FLAAEM)**

**Article I
Name**

The name of the corporation is The Florida State Chapter of The American Academy of Emergency Medicine, hereinafter sometimes referred to as FLAAEM.

**Article II
Offices**

The principal office shall be at such location as the Officers of FLAAEM shall determine.

**Article III
Objectives and Powers**

3.1 Exempt Status

FLAAEM has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the FLAAEM shall be distributed to, or will inure to the benefit of any of FLAAEM's Officers or Directors or to any shareholder or individual, except to the extent permitted under law.

3.2 Purpose and Mission Statement

FLAAEM is constituted and formed for the purpose of conducting research and professional and public education, to restrain the cost, improve the quality and promote the integrity of the practice and management of Emergency Medicine in the State of Florida, including, without limitation, the development, publication and promotion of appropriate branches and professional standards in the emergency Medicine industry, 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.

Mission Statement

FLAAEM is a democratic organization committed to the following principles:

1. Every individual should have unencumbered access to quality emergency care provided by a specialist in Emergency Medicine.
2. The practice of Emergency Medicine is best conducted by a specialist in Emergency Medicine.
3. A specialist in Emergency Medicine is a physician who has achieved, through personal dedication and sacrifice, certification by either the American Board of Emergency Medicine (ABEM) or the American Osteopathic Board of Emergency Medicine (AOBEM).
4. The personal and professional welfare of the individual specialist in Emergency medicine is a primary concern to FLAAEM.
5. FLAAEM supports fair and equitable practice environments necessary to allow the specialist in Emergency Medicine to deliver the highest quality of patient care. Such an environment includes provisions for due process and the absence of restrictive covenants.
6. FLAAEM supports the growth of residency programs and graduate medical education, which are essential to the continued enrichment of Emergency Medicine, and to ensure a high quality of care for the patient.

3.3 Powers

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

3.4 Duration

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

Article IV Membership and Privileges

4.1 Classes of Membership

There will be four classes of membership: Full Voting Members, Associate Members and Resident Members and Student Members.

4.2 Full Voting Membership

Full voting membership requires 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 Full Voting Member shall be entitled to vote for all FLAAEM board positions.

4.3 Associate Membership

Associate Member status is available for those who are not ABEM or AOBEM certified and those with an interest in Emergency Medicine. Associate Members shall only have the right to vote for the Associate Member Representative on the FLAAEM BOD.

4.4 Resident Membership

A Resident Member must be a Resident in Emergency Medicine at an accredited residency program. Resident Members shall only have the right to vote for the Resident Member Representative.

4.5 Student Membership

A Student Member must be a medical student or a college student with any interest in emergency medicine. Student Members shall have no right to vote.

4.6 Voting

Only Full Voting Members may vote for President, Vice President, Secretary/Treasurer, Associate Member Representative, Resident Member Representative and At Large BOD positions in FLAAEM elections. Associate Members may only vote for the Associate Member Representative position in FLAAEM elections. Resident Members may only vote for the Resident Member Representative position in FLAAEM elections. Each member, except Student Members, shall have one (1) vote.

4.7 American Academy of Emergency Medicine Membership

Members of FLAAEM will not be required to join the American Academy of Emergency Medicine.

Article V Resignation

Any member may withdraw from FLAAEM after fulfilling all obligations to it by giving written notice of such intention to the Secretary-Treasurer, which notice shall be presented to the Board of Directors or Executive Committee by the Secretary-Treasurer at the first meeting after its receipt.

Article VI Assessments

6.1 Dues

Annual dues shall be determined by the Officers and Board for the ensuing year.

6.2 Non-Payment

The Organizational Director shall establish policies with regard to nonpayment of dues.

Article VII Meetings

7.1 Annual and Special Meetings

There may be an annual meeting which may be held in conjunction with the American Academy of Emergency Medicine. Special meetings may be called by the Executive Committee at its discretion.

7.2 Voting

Any Voting Member may be represented in person or by proxy at any meeting, but each Voting Member shall be entitled to only one (1) vote.

Article VIII

Board of Directors

8.1 Authority

The Officers and Directors of FLAAEM must be Full Voting Members. The Officers will consist of a President, Immediate Past President, Vice-President and Secretary-Treasurer. These Officers are responsible for the day to day operations of FLAAEM. Directors, the Associate Member Representative and the Resident Member Representative are responsible for the direction of FLAAEM and long-term planning.

8.2 Composition

The voting members of the Board shall consist of the President, Immediate Past President, Vice-President, Secretary-Treasurer, Associate Member Representative, Resident Member Representative and the Directors. There shall be no more than four (4) Directors. Additional Directors may be added by a two-thirds majority of the Board.

8.3 Election Procedure

Any member of FLAAEM can nominate a member of FLAAEM, for a position on the BOD. The exact mechanics of the voting process will involve nominations during a period that will end at 90 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 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 the Resident Member 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 all positions are not filled, the board can appoint someone to fill the vacancy.

This election will be completed during the annual meeting. Officers and Directors will take their posts at the conclusion of the meeting.

8.4 Terms of Office

The term of the office of the President, Vice-President and Secretary-Treasurer shall be two years. The term of the office of the Director shall be three years. The term of the

office of the Associate Member Representative shall be two years. The term of the office of the Resident Member Representative shall be one year. Term limitations are established at two consecutive terms for each office. Pro tem appointment time will not count toward the two consecutive term limit for either Officers or Directors.

8.5 Rules of Succession

Officers and Directors shall hold office until a successor shall have been duly elected and shall take office.

In the event of the incapacity or death of the Vice-President, Secretary-Treasurer or Director, the position shall be filled by appointment of the President from FLAAEM members at large and must be approved by a simple majority of the Officers and Directors.

In the event of the incapacity or death of the President, the Vice-President will assume command for the unexpired term. If he or she is unable to take over the role of President, then this job falls to the Secretary-Treasurer of the organization. In the event of any such succession, the succeeding Officer will be eligible at the completion of the unexpired term of their predecessor for election to two full terms in that position.

8.6 Meetings of the Board

Meetings of the Board shall be open to the members of FLAAEM. A closed executive session may be called by the Board for just cause, but all voting must be in open session by an open ballot.

Special Meetings of the Board of Directors may be called by or at the request of the Executive Committee, any four Directors or at the request of twenty (20) percent of all of the Voting Members.

Any member of FLAAEM may submit any resolution or item for discussion and for vote at any of the Board Meetings.

8.7 Quorum

At any meeting of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business.

8.8 Vacancies

A vacancy in any office because of death, resignation, or otherwise, may be filled by the Executive Committee and confirmed by the Board of Directors for the unexpired portion of the term. In the event of any such appointment, the appointed Officer or Director will be eligible at the completion of the term of their predecessor for election to two full terms

in that position.

8.9 Resignation

A Director or Officer may resign at any time by giving written notice to the Board, the President or the Secretary-Treasurer of FLAAEM. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such Officer, and the acceptance of the resignation shall not be necessary to make it effective.

8.10 Presumption of Assent

A Director of FLAAEM who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action unless his dissent to such action is registered with the person acting as Secretary of the meeting before adjournment thereof or shall forward such dissent by registered mail to the Secretary-Treasurer of FLAAEM immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

8.11 Majority Action

Every act or decision done or made by a majority of the Directors present at any meeting duly held at which a quorum is present shall be the act of the Board of Directors.

8.12 Organizational Director

The Board may appoint an Organizational Director (OD). The OD shall, under the direction of the Board, perform duties as the title of the office ordinarily connotes. The OD shall keep an accurate record of the minutes and transactions of the Board, and shall serve as secretary to this body. The OD shall supervise all other agents of FLAAEM and have such other powers and duties as may be prescribed by the Officers, Board or the Constitution.

8.13 Removal of an Officer or Director

Any Officer or Director may be removed from office by a three-quarter vote of the entire Board of Directors. A recall requires a petition by one-third of the Board of Directors or ten percent of active membership. 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.

Article IX
Committees of the Board

9.1 *General Committees*

The Executive Committee shall appoint committees and task forces to address issues of FLAAEM. Meetings shall be at the discretion of the committee chair. Each committee chairperson is responsible for an annual report to the Officers and Board of Directors.

9.2 *Executive Committee*

The Executive Committee shall consist of the President, Immediate Past President, Vice-President and Secretary-Treasurer. The Executive Committee shall have the authority to act on behalf of the Board subject to ratification by the Board. The Executive Committee shall meet at the call of the President, Vice-President or Secretary-Treasurer. A report of its actions shall be given to the Board.

Article X
Accountability

10.1 *Records*

Minutes of the meetings of the Board, membership books and books of account shall be open to inspection by any member of the organization.

10.2 *Rules of Order*

FLAAEM shall follow *Davis Rules of Order*, except when in conflict with the Constitution of FLAAEM.

Article XI
Amendments and Resolutions

These Bylaws may be amended, repealed or altered in whole or in part by a two-thirds majority of the Board of Directors or a two-thirds majority of the Voting Members. The proposed change shall be mailed to the last recorded address of each member at least ten days before the time of the meeting which is to consider the change.

06/29/2007