



New Mexico Chapter Bylaws

Revised September 4, 2024

Approved by ACEP Board of Directors September 6, 2024.

Article I – Chapter Name

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This Association shall be a non-profit corporation organized under the laws of the state of New Mexico. Upon receiving a charter from the American College of Emergency Physicians (hereinafter “The College”), this Association shall be a chapter of the American College of Emergency Physicians and shall be called the New Mexico chapter of the American College of Emergency Physicians (hereinafter referred to as the Chapter or NM ACEP).

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Article II – Mission, Purpose, and Objectives

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MISSION, PURPOSE, AND OBJECTIVES

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The purposes of the New Mexico Chapter shall be those set forth in the Bylaws of The College and in the Chapter’s Articles of Incorporation.

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Article III

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MEMBERSHIP

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Section 1 – Qualifications

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The qualifications for membership in the Chapter shall be consistent with those for membership in The College.

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Section 2 – College Authority

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The College shall act on all membership applications, classification changes, resignations, suspensions, and expulsions.

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Section 3 – Classes

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Membership classifications and rights in the Chapter must be consistent with those designated by the College Bylaws. Except where otherwise specified, candidate physician members may not serve on the Chapter Board of Directors (hereinafter the “Board”), may not hold a Chapter office, may not vote for members of the Board, may not vote for Chapter officers, and may not vote in Chapter committees on which they serve. Except where otherwise specified, candidate student members may not serve on the Board, may not hold a Chapter office, may not vote for members of the Board, may not vote for Chapter officers, and may not vote in Chapter committees on which they serve.

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Section 4 – Access to Records

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Records of the Chapter shall be made available to a member, or the agent or attorney of a member consistent with New Mexico state law.

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Section 5 – Cancellation/Limitation of Member Rights and Privileges

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The College has the sole right to cancel membership in the College for reasons described in the College Bylaws, including nonpayment of chapter dues and mandatory chapter assessments, and thereby all related chapter memberships.

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For proper cause other than nonpayment of dues or assessments, the Chapter may limit the rights and privileges of members at the Chapter level.

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Article IV

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DUES AND ASSESSMENTS

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Section 1 – Dues

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Dues for the Chapter shall be approved by the Board.

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Section 2 – Assessments

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Assessments may only be levied by a majority vote of the members voting at the annual meeting and then only if the recommendation for such assessment has been communicated in writing to the membership at least 30 days before the meeting.

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Article V

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MEETINGS OF THE MEMBERSHIP

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Section 1 – Annual Meeting and Regular Meetings

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There shall be an annual meeting of the Chapter membership. Notice of such meeting shall be communicated in writing to each member at least 30 days prior to the meeting. Other regular meetings of the Chapter may be held with similar notice requirements.

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Section 2 – Special Meetings

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Special meetings of the Chapter may be held as determined by a majority vote of the Board of Directors OR the president of the chapter. Notice of such meetings shall be communicated in writing to each member not less than ten (10) nor more than thirty (30) days before the time appointed for the meeting. Such notice shall include the purpose for the meeting and the methods of voting to be used at the meeting.

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Section 3 – Quorum

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The members of the Chapter present at any duly called meeting of the Chapter shall constitute a quorum.

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Section 4 – Notice

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Notice of membership meetings shall be communicated in writing. Meeting notices must identify all methods of voting that will be used at the meeting.

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Section 5 – Remote Communication Technology

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Meeting notices, any meeting of the membership and any actions taken physically in person therein may be conducted using remote communication technology in conjunction with any applicable jurisdictional law.

70 **Article VI**

71 **BOARD OF DIRECTORS**

72 **Section 1 – Powers**

73 The Board shall have supervision, control, and direction of the affairs of the Chapter, shall
74 determine its policies or changes therein within the limits of the Bylaws, shall actively pursue
75 its purposes, and shall have discretion in the disbursement of its funds. It may adopt such rules
76 and regulations for the conduct of its business as shall be deemed advisable and may, in the
77 execution of the powers granted, appoint such agents as it may consider necessary.

78 The act of a majority of directors who are present at a duly called meeting, at which a quorum
79 exists, is the act of the Board, unless the Articles of Incorporation or these bylaws require the
80 presence of a greater number of directors.

81 **Section 2 – Composition**

82 The Board shall be composed of up to four elected directors, plus the officers, including the
83 President and Immediate Past President if their term as an elected director has already expired.
84 A non-voting resident representative and a non-voting medical student representative shall be
85 permitted to serve on the Board. All directors who are not candidate member representatives
86 have the right to vote as directors.

87 **Section 3 – Terms**

88 Elected directors shall serve a term of one year and may serve unlimited consecutive terms.
89 Terms shall begin at the end of the annual meeting.

90 **Section 4A – Nomination and Election**

91 Any regular chapter member may self-nominate or nominate others with their consent.
92 Nominees shall be regular members in good standing. Nominations from the floor at the time
93 of elections are allowed. The resident representative shall be nominated by their program,
94 elected by the Board, and shall serve a term of one year, and may serve up to three consecutive
95 terms. The medical student representative shall be nominated by the Medical Student Council,
96 elected by the Board, shall serve a term of one year, and may serve up to two consecutive
97 terms.

98 Voting shall be in person. Directors shall be elected by a plurality of the legal votes cast by
99 members voting. Write in votes are allowed.

100 **Section 4B – Balloting Procedures**

101 On an individual ballot, members must cast the same number of votes as the number of
102 positions to be filled. Ties are broken by re-vote.

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Section 5 – Meetings

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The Board shall meet no less than once each year. Notice of all regular meetings of the Board shall be communicated in writing to each member of the Board at least ten (10) days in advance of each meeting. No less than 3 members of the Board shall constitute a quorum at any meeting of the Board. Special meetings of the Board may be called by the President on 48 hour notice with the same quorum requirements.

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Section 6 – Remote Communication Technology

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Meeting notices, any meeting of the Board, and any actions taken therein, may be conducted in person, by telephone conference call, or using remote communication technology in conjunction with any applicable jurisdictional law. Board members attending via remote communication technology shall be considered present in person.

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Section 7 – Removal

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Any director may be removed from office by a three-quarter of the legal votes cast by members voting at any Chapter meeting. Removal must be initiated by a majority vote of the Board or a petition signed by no less than one-third of the number of members casting legal votes at the meeting at which the director was elected. Any vacancy created by a removal shall be filled for the remainder of the unexpired term by a majority of the legal votes cast by the members voting at the meeting at which the removal occurred. Nominations for any vacancy created by a removal shall be accepted from the floor.

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Section 8 – Resignation

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Any director may resign at any time by giving written notice to the President or to the Board. Such resignation shall take effect at the time specified therein.

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Section 9 – Vacancies

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Vacancies which occur on the Board for any reason other than a removal shall be filled by a majority of legal votes cast by the remaining directors for the remainder of the respective term.

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Article VII

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Officers

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Section 1 - Composition

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The elected officers of the Chapter shall be the President, Immediate Past President, President-Elect, Secretary, and Treasurer. Terms shall be one year in length. Officers shall be eligible to serve a maximum of three terms in the same office. In cases of automatic succession of office,

134 all officers participating in the succession must agree to serve the specified length of term and
135 the number of consecutive terms up to and including the maximum number.

136 **Section 2 – Voting as a Director**

137 Each officer shall serve on the Board and have the right to vote as a Director.

138 **Section 3 – Duties**

139 **The duties of the President shall be as follows:**

140 (a): The President shall be the Executive Officer of the Board;

141 (b): The President shall preside over all meetings of the Chapter membership and Board;

142 (c): The President shall be responsible for ensuring that all Chapter contracts with third parties
143 contain a provision disclosing the fact that the Chapter is an entity separate and distinct from
144 the College;

145 (d): The President shall be responsible for ensuring that the Chapter adheres to the policy
146 governing the use of the mark of the American College of Emergency Physicians;

147 (f): The President is required to attend no less than one-(1) Board Meetings that is held in
148 person or via conference call;

149 (g): At the conclusion of the term, the President shall succeed to the office of Immediate Past-
150 President

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152 **The duties of the President-Elect shall be as follows:**

153 (a): The President-Elect shall, in the absence of the President, preside over all meetings of the
154 Chapter membership and Board at all meetings and perform such other duties as may be
155 assigned by the President or the Board;

156 (b): The President-Elect is required to attend no less than one-(1) Chapter Board Meetings
157 that is held in person or via conference call.

158 (c): At the conclusion of the term, the President-Elect shall succeed to the office of President
159 or in event of a vacancy in the office of President shall complete that remaining term plus the
160 succeeding term as President.

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162 **The duties of the Secretary shall be as follows:**

163 (a): The Secretary shall perform such other duties as may be assigned by the President or
164 Board;

165 (b): The Secretary is required to attend no less than one (1) Board meeting that is held via
166 conference call;

167 (c): The Secretary shall be responsible for recording minutes of meetings and keeping records
168 of Chapter activities;

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170 **The duties of the Treasurer shall be as follows:**

171 (a): The Treasurer shall perform such other duties as may be assigned by the President or
172 Board;

173 (b): The Treasurer is required to attend no less than one (1) Chapter Board meeting that is held
174 via conference call;

175 (c): The Treasurer is required to make sure all annual paperwork is submitted to national
176 ACEP, the IRS and other government entities;

177 (d): The Treasurer shall be responsible for monitoring all accounts and records of the Chapter
178 finances;

179 (e): Treasurer is required to present, or assign someone to present, a Treasurer's Report at all
180 Chapter meetings.

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182 **The duties of the Immediate Past-President shall be as follows:**

183 (a): The Immediate Past-President shall perform such duties as assigned by the President or
184 Board;

185 (b): The Immediate Past-President shall succeed to this office upon conclusion of the term as
186 President.

187 **Section 4 – Nominations and Elections**

188 Nominees for officer positions must be members of the Board. Members shall self-nominate.
189 Election will take place at the annual meeting and shall be by a plurality vote of the legal votes
190 cast by the Chapter membership. Nominations from the floor are allowed.

191 **Section 5 – Removal**

192 Any officer may be removed from office by a three-quarter vote of the Board or the Chapter
193 members present at a meeting called for that purpose. Any vacancy created by a removal shall
194 be filled by the Board for the remainder of the unexpired term.

195 **Section 6 – Resignation**

196 Any officer may resign at any time by giving written notice to the President or to the Board.
197 Such resignation shall take effect at the time designated therein.

198 **Section 7 – Vacancies**

199 Any vacancy which occurs in a Chapter officer position (excluding the office of the President
200 which is filled by the President-Elect) for reasons other than removal shall be filled for the
201 remainder of the unexpired term by a majority of legal votes cast by the remaining Board.

202 **Article VIII**

203 **Councillors**

204 **Section 1 – Allocation**

205 Councillor allocation shall be determined as specified in the College Bylaws.

206 **Section 2 – Terms of Office**

207 Councillors shall serve a term of one year. Councillors may serve unlimited consecutive terms.

208 **Section 3 – Nomination and Election**

209 Councillors shall be elected by the Board. A similar number of Alternate Councillors shall be
210 elected by the Board. Such election of Councillors and Alternate Councillors shall take place
211 prior to the deadline for submission of Councillor names to national ACEP for the annual
212 Council meeting.

213 **Section 4 – Vacancies**

214 Vacancies occurring in Councillor positions other than by removal shall be filled in a timely
215 manner by the Board.

216 **Section 5 – Removal**

217 A Councillor or Alternate Councillor may be removed by a three-quarter vote of the Board,
218 any vacancy created by a removal shall be filled via floor nominations by the removing body
219 for the remainder of the unexpired term.

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Section 6 – Resignation

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Any Councillor or Alternate Councillor may resign at any time by giving written notice to the President or to the Board. Resignation takes effect immediately or at the time designated therein.

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Article IX

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Committees

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Chapter committees shall be appointed by the President.

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Article X

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Section 1 – Voting Methods

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Voting by members may be conducted by mail, in person and/or by remote communication technology. Voting by remote communication technology must allow the confirmation of a voting member's identity and presence at the time of voting. The Chapter reserves the right to conduct voting on all matters by mail vote. Proxy voting is not allowed. Absentee voting is allowed. Voting in all matters must be in accordance with jurisdictional law.

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Section 2 – Voting Results

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A plurality vote of legal votes cast by members voting on any issue or question under consideration at any meeting will constitute an affirmative decision on the issue, unless otherwise stated herein.

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Section 3 - Parliamentary Authority

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When not in conflict with these bylaws, the parliamentary procedures outlined in the most recent edition of Robert's Rules shall govern all Chapter meetings and voting.

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Article XI

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Indemnification

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The Chapter will, by resolution of the its Board, provide for indemnification by the Chapter of any and all of its directors or officers or former directors or officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a party, by reason of having been directors or officers of the Chapter, except in relation to matters as to which such director or officer or former director or officer shall be adjudged in such action, suit, or proceeding to

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249 be liable for negligence or misconduct in the performance of duty and to such matters as shall
250 be settled by agreement predicated on the existence of such liability for negligence or
251 misconduct.

252 **Article XII**

253 **Approval of Bylaws and Amendments**

254 **Section 1 – College Approval**

255 These bylaws and amendments thereto shall not become effective until approved by the Board
256 of Directors of the College or its designee.

257 **Section 2 – Chapter Bylaws Amendments Adoption**

258 These bylaws may be amended by a two-thirds vote of the members voting at a meeting of
259 the Chapter, provided that the proposed amendments have been communicated in writing to
260 the membership of the chapter at least thirty (30) days prior to the meeting.

261 **Section 3 – Submission to College**

262 Amendments to these bylaws shall be submitted to the College in a format and manner
263 prescribed by the College no later than thirty days following the adoption of such amendments.
264 No amendment shall have any force or effect until it has been submitted to and reviewed by
265 the Board of Directors of the College or its designee.

266 **Section 4 – Consistency with College Bylaws**

267 These bylaws must at all times be consistent with the Bylaws of the College. Should the
268 Bylaws of the College be changed in such a manner as to render these bylaws inconsistent
269 therewith, then these bylaws shall be amended within two (2) years of written notification of
270 amendment of the College Bylaws to eliminate said inconsistency.

271 **Section 5 – Date of Adoption by Chapter**

272 The Chapter adopted the latest revision to these bylaws on September 4, 2024.

273 **Section 6 – Date of Approval by College**

274 The College most recently approved these bylaws on September 6, 2024.