

**Bylaws of
The Young Physicians Section of
The American Academy of Emergency Medicine
(YPS AAEM)**

Article I: Purpose and Mission

1.1 Purpose and Mission

This Young Physicians Section is constituted and formed for the purpose of promoting the professional development of its members and providing them with education regarding the principles and activities of the American Academy of Emergency Medicine. As a section of the Academy, all 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 Young Physicians Section.

1.2 Duration

The term of existence of the Section shall be perpetual unless dissolved according to the bylaws of the Academy.

Article II: Membership and Privileges

2.1 Section Membership

All Emergency Medicine Residency-Trained Associate or Voting members of the Academy who are within the first seven years of professional practice after residency or fellowship training shall be eligible for membership in the Young Physicians Section.

2.2 Voting Privileges

All members of the Section shall be entitled to vote for officers and directors and to vote to change the bylaws in accordance with the procedures outlined in these bylaws.

2.3 Obligations of Members

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

2.4 Action on Behalf of the Section

Only the officers of the Section, the board of directors of the Section, and other authorized agents of the Section 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 officers and board and AAEM executive committee for the ensuing year.

4.2 Non-Payment

The executive committee shall establish policies with regard to nonpayment of dues.

Article V: Meetings

5.1 Annual and Special Meetings

There will be a formal meeting of the Young Physicians 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 executive committee. Special meetings may be called by the executive committee at its discretion.

5.2 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 vote.

Article VI: Officers and Board of Directors

6.1 Officers

The officers of the Section shall consist of a president, immediate past president, vice president, and secretary-treasurer. These officers are responsible for the day-to-day operations of the Section.

6.2 Board of Directors

The board of directors shall consist of the Section president, immediate past president, vice president, secretary-treasurer, AAEM Resident and Student Association representative, AAEM Board of Directors Liaison, and up to three other directors. The board of directors is responsible for the direction of the Section and long-term planning.

6.3 AAEM Resident and Student Association Representative

The Section Board of Directors shall include a representative of the AAEM Resident and Student Association. This member shall be nominated by the AAEM-RSA Board of Directors and approved by vote of the Section Executive Committee. This board position shall remain vacant if the AAEM-RSA fails to provide a nominee or if no nominee is accepted by majority vote of the Executive Committee.

6.4 AAEM Board of Directors Liaison

The Section Board of Directors shall include a liaison from the AAEM Board of Directors. This liaison shall be nominated by the AAEM Board of Directors and approved by vote of the Section Executive Committee. This board position shall remain vacant if the AAEM Board of Directors fails to provide a nominee or if no nominee is accepted by majority vote of the Executive Committee.

6.5 Election Procedure

Any Section member may nominate another eligible member (including him or herself) for an open position on the board of directors, except for the AAEM-RSA representative or the AAEM BOD Liaison. 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. Members of the Academy in their final year of accredited emergency residency training or fellowship training may not be nominated as an officer, but may be nominated for any other position for which they would otherwise be eligible as a member of the Section.

Nominations may be made during a period that will end seven days after the completion of the Scientific Assembly. Voting will be undertaken by on-line voting: one vote per person. Each voting member shall

have one vote for each open position of president, vice-president, secretary-treasurer, and each open director position, except for the positions of AAEM-RSA representative or AAEM BOD Liaison. Each open board 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 30 days after the closure of the nomination period. Officers and directors will take their posts at the start of the next meeting, but no later than June 1. Officers and directors will take their posts at the conclusion of the meeting. No officer or board member may hold more than one position on the board at a time.

6.6 Terms of Office

The term of all board 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 directors shall hold office until a successor has been duly elected and takes office. In the event of a vacancy in the offices of vice president, secretary-treasurer or director due to death, resignation, or otherwise, the position shall be filled by appointment of the president and must be approved by the board of directors. In the event of similar vacancy in the office of 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 succession falls to the secretary-treasurer 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 Board

Meetings of the board of directors shall be open to the members of the Section. A closed executive session may be called by the board for just cause, but all voting must be in open session by 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 20 percent of all 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 board meetings.

6.9 Quorum

At any meeting of the board of directors, a majority of the directors shall constitute a quorum for the transaction of business.

6.10 Resignation

A director or officer may resign at any time by giving written notice to the board, the president, or the secretary-treasurer of the Section. 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.

6.11 Presumption of Assent

A director of the Section 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 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-treasurer of the Section immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director 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 directors present at any meeting duly held at which a quorum is present shall be the act of the board of directors. Voting may also be conducted by electronic mail.

6.13 Removal of an Officer or Director

Any officer or director may be removed from office by a vote passed by at least three-quarters of the entire board of directors. A recall requires a petition by one-third of the entire board of directors or ten percent of Section 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 VII: Committees of the Board

7.1 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. Any tie vote of the executive committee may be decided by the president.

7.2 General Committees

The executive committee may appoint committees and task forces to address issues of the Section. 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.

Article VIII: Accountability

8.1 Records

Minutes of the meetings of the board and books of account shall be open to inspection by any member of the Academy.

8.2 Rules of Order

The Section shall follow Dr. James E. Davis' Rules of Order.

Article IX: Indemnification

The directors 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 directors and officers against all claims, suits, actions, or other proceedings which arise as a result of such persons' position with the Section. The Academy shall hold harmless and indemnify each director 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 board of directors or at least two-thirds of the voting members of the Academy.

Approved 2/5/07