



ACEP Bylaws Committee Chapter Bylaws Review Process

Delegation to the Bylaws Committee

The Board of Directors has delegated review of proposed amendments to chapter bylaws to the ACEP Bylaws Committee, as prescribed in the College Bylaws.

The Model Chapter Bylaws

The **Model Chapter Bylaws** (also known as the **Model**) is an ACEP Board-approved document that contains sample language designed to assist chapters in preparing and revising their bylaws and to guide the Bylaws Committee during the review process.

The ACEP Bylaws Committee Chapter Bylaws Review Process

The ACEP Bylaws Committee ("Bylaws Committee") **Chapter Bylaws Review Process** is an ACEP Board-approved process designed to guide and assist chapters when preparing and revising their bylaws.

Both the **Model** and the **Chapter Bylaws Review Process** may be updated periodically by the College and are made available to the chapters upon revision and in conjunction with the chapter bylaws review process.

Timing and Scope of Review

Three circumstances will trigger a review of chapter bylaws by the ACEP Bylaws Committee.

- **Proposed Chapter Amendments (PCA)**
- **Audit Triggered by National Bylaws Amendment**
- **Routine Comprehensive Review (RCR)**

The type of review dictates the scope and timing of the review process.

1) Proposed Chapter Amendments (PCA) Process

A chapter may propose amendments to its bylaws at any time. However, since approval of any changes must be processed through the ACEP Bylaws Committee prior to actual implementation, chapters are strongly encouraged to contact the Bylaws Committee regarding their desired changes prior to beginning the amendment process. Any proposed amendments to a chapter's bylaws must be submitted to the College in the required format via email with return receipt requested to bylaws@acep.org. The Bylaws Committee will review the proposed amendments for (a) possible conflict with College Bylaws; (b) clarity and intent; and (c) internal consistency with other provisions of the chapter's bylaws. With the submission, the Chapter must designate a chapter liaison available to work with the Bylaws Committee on the amendments.

Upon receipt of a chapter's proposed amendments and contact information for a chapter liaison, staff shall forward the documents and information to the chair of the Bylaws Committee within three (3) business days. Upon receipt, the chair of the Bylaws Committee shall, within five (5) business days, assign two (2) members of the Bylaws Committee to the review. The reviewers shall work with the chapter liaison to complete an evaluation that assesses (a) possible conflict with College Bylaws; (b) clarity and intent; and (c) internal consistency with other provisions of the chapter's bylaws. After comprehensive discussions with the chapter liaison, Bylaws Committee reviewers will prepare a report for the full Committee within twenty-one (21) days after assignment and will present their findings to the full Committee at the next regularly scheduled monthly conference call. Committee members may make suggestions or comments that may be included in the preliminary review.

PCA Preliminary Review Letter

Upon conclusion of the initial review, the chair of the Bylaws Committee shall prepare a letter to the Chapter that will include a summary of the evaluation process and the conclusions reached by the Committee. The review letter will include the following information:

- A cover letter indicating the scope of the review performed and whether or not the bylaws language is preliminarily approved or whether further modifications are required.
- The letter will be sent to the Chapter within ninety (90) days of receipt of a chapter's amended bylaws and supporting information as per the College Bylaws.
- The letter will be sent to the chapter executive and/or president via email with a request for acknowledgement from the Chapter upon receipt. Note that if a chapter submits additional changes to its bylaws after the Bylaws Committee receives the document, the 90-day time frame will be reset to coincide with the date of the last submission.
- If the bylaws language is not approved, instructions to the Chapter indicating what modifications will be necessary for approval.
- If the amendments are preliminarily approved, the letter will note that the amendments require **both timely approval by the chapter membership and final approval by the Bylaws Committee as the designee of the ACEP Board of Directors**. The letter will further state that the **amendments do not go into effect until final approval** by the Bylaws Committee on behalf of the ACEP Board of Directors.
- The review report will include contact information for the reviewing members, staff, and Bylaws Committee chair.
- Full text of the chapter's bylaws in the designated electronic format with suggested language and comments as appropriate.
- Copies of the current *Model* and *Chapter Bylaws Review Process*.

Chapter Membership Adoption

Chapter leadership distributes the preliminarily approved amendments to its members at least thirty (30) days prior to an appropriately noticed meeting of the membership where a vote will be held regarding adoption of the amendments. An affirmative vote of a two-thirds (2/3) supermajority is required for adoption. Chapter leadership must inform the Bylaws Committee of the results of the vote within thirty (30) days of the meeting where the vote took place.

Final Bylaws Committee Review and Approval

- If the vote by the chapter members is against adoption, the review process begins anew.
- If the vote by the chapter members is to adopt the amendments as preliminarily approved and with no additional substantive changes, the Committee chair will notify the chapter's leadership in writing that the amendments have received a Final Approval by the College and are now in force.

2) Audit Triggered by National Bylaws Amendment Process

Amendment of College Bylaws by the Council and the Board of Directors will trigger an audit of the bylaws of each chapter. This audit will be limited in scope to the issues pertaining to College Bylaws amendment(s) to ensure consistency between chapter and College Bylaws.

The Bylaws Committee will review the **Model** within ninety (90) days of amendment of the College Bylaws to determine if any changes are required. If the Committee amends the **Model**, all chapters will be notified within thirty (30) days of approval by the College and will be provided copies of the amended documents. The Committee will then audit the bylaws of each chapter to ensure compliance with the amended College Bylaws. Any chapter found to be out of compliance with the amended provisions will be notified of the specific changes required. A report of the Committee's findings will be documented in a review letter to the Chapter.

From the initial notification that a chapter must amend its bylaws to remain in compliance with the College Bylaws, a chapter has two years to complete the amendment process.

3) Routine Comprehensive Review (RCR) Process

Every four years, the ACEP Bylaws Committee will initiate a routine comprehensive review of a chapter's bylaws. The comprehensive review will focus on the following areas: (a) compliance with the requirements of and possible conflicts with College Bylaws; (b) compliance with the form and content of the **Model**; and (c) internal consistency and overall clarity.

Notification of Intent to Review and Request for Information

At least thirty (30) calendar days prior to commencing a comprehensive review or bylaws audit, the chapter's executive director and/or president will be notified by the Bylaws Committee staff ("Staff") via email of the Committee's intent to review their bylaws and the type of review planned.

Confirmation of Current Bylaws

At the time of the Notification of Intent to Review, the Bylaws Committee will submit to the Chapter a copy of the chapter's bylaws most recently approved by the College, noting the date of that approval. If the Chapter does not concur that the submission is its most recently approved bylaws, it must notify the Committee within thirty (30) calendar days of the reason for its disagreement.

Request for Appointment of Chapter Liaison

As part of the Notification of Intent to Review, the Bylaws Committee will request that the Chapter appoint a liaison to the Bylaws Committee for the duration of this process. It is

suggested that the liaison be either the chapter's executive director or other officer with knowledge of the chapter's operations and practices, and if possible, their applicable nonprofit corporation statutes. The Chapter shall respond to such request and shall provide the necessary contact information to the Bylaws Committee within thirty (30) calendar days.

Letter of Receipt

Once all required information is received by the College, an electronic letter of receipt shall be sent by staff to the president and executive director of the Chapter to their email addresses on file within three (3) business days.

Appointment of Committee Liaison to Chapter

The ACEP Bylaws Committee chair will appoint two (2) committee members to serve as liaisons to work with the chapter member(s) designated as the chapter's liaison during the review process. The Bylaws Committee liaisons and chapter liaisons should make every effort to use the *Model* as a guide for amendment language and format.

Bylaws Committee Review

The reviewing Bylaws Committee members will perform an initial review of the chapter's bylaws in consultation with the chapter-assigned liaison. The reviewing members will notify the chair when the review is ready for full Committee discussion and staff will place it on an upcoming conference call agenda. The chapter liaison will be notified of the date and time of the conference call and will be invited to participate in the Committee's discussion of their chapter's bylaws review. The reviewing members will present their findings to the full Committee at the next regularly scheduled monthly conference call. Committee members may make suggestions or comments that may be included in the preliminary review. The Committee will vote on whether or not to accept the language of the amendment(s) as written or require additional modification. The Committee's findings will be documented in a preliminary review letter to the Chapter.

RCR Preliminary Review Letter

Upon conclusion of the initial review, the chair of the Bylaws Committee shall prepare a letter to the Chapter that will include a summary of the evaluation process and the conclusions reached by the Committee. The review letter will include the following information:

- A cover letter indicating the scope of the review performed and whether or not the bylaws language is preliminarily approved or whether further modifications are required.
- If the bylaws language is not approved, instructions to the Chapter indicating what modifications will be necessary for approval.
- If the amendments are preliminarily approved, the letter will note that the amendments require **both timely approval by the chapter membership and final approval by the Bylaws Committee as the designee of the ACEP Board of Directors**. The letter will further state that **the amendments do not go into effect until final approval** by the Bylaws Committee on behalf of the ACEP Board of Directors.
- The review report will include contact information for the reviewing members, staff, and Bylaws Committee chair.
- Full text of the chapter's bylaws in the designated electronic format with suggested language and comments as appropriate.
- Copies of the current *Model* and *Chapter Bylaws Review Process*.

Chapter Membership Adoption

Chapter leadership distributes the preliminarily approved amendments to its members at least thirty (30) days prior to an appropriately noticed meeting of the membership where a vote will be held regarding adoption of the amendments. An affirmative vote of a two-thirds (2/3) supermajority is required for adoption. Chapter leadership informs the Bylaws Committee of the results of the vote within thirty (30) days of the meeting where the vote took place.

Final Bylaws Committee Review and Approval

- If the vote by the chapter members is against adoption, the review process begins anew.
- If the vote by the chapter members is to adopt the amendments as preliminarily approved, and with no additional substantive changes, the Committee chair will notify the chapter's leadership that the amendments have received a Final Approval by the College and are now in force.

Submissions by Chapters

Chapter bylaws and proposed amendments must be submitted to the College in a designated electronic format. The entire text of the chapter's bylaws must be submitted to the College. When amendments are proposed, added text shall be denoted in the body of the document by a single underline beneath the added text, and deleted text shall be denoted in the body of the document by a single strike through the deleted text. The date of adoption by the Chapter must be specified within the text of the bylaws. Staff will return the chapter's bylaws to the Chapter if the document is not submitted in the format designated by the College.

Legal Limitations to Review

Each chapter is responsible for conducting regular reviews of its corporate documents for compliance with the laws of its own jurisdiction in consultation with local legal counsel. ACEP Bylaws Committee members and ACEP staff are prohibited by law from providing legal advice to chapters. Chapter reviews by the Bylaws Committee will not include a survey for compliance with relevant state and local nonprofit corporation statutes.

Effective Date of Changes

Amendments to chapter bylaws shall take effect upon receipt of the Final Approval letter by the Chapter.

Chapter Actions in Response to Review Letter

Approval

If the letter of determination indicates approval, no further action is required by the Chapter.

College Bylaws Supersede Chapter Bylaws

- In any conflict between a chapter's bylaws and the College Bylaws, the College Bylaws shall be supreme, and chapters must resolve any such conflicts within two (2) years of notification by the Bylaws Committee. (College Bylaws Article VI, Section 6).
- Chapter bylaws are required to conform to the College Bylaws and to the **Chapter Bylaws Guidance Documents** (College Bylaws Article VI, Section 2).

- The Chapter will amend its bylaws to address any issues identified in the letter of determination within two (2) years of notification by the Bylaws Committee. The Chapter will resubmit the entire text of its bylaws in the designated format and manner as described in this process to the Bylaws Committee within thirty (30) days of adoption of amendments. Should the submitted amendments consist solely of language suggested in the review letter, the chair of the Bylaws Committee will review and approve those changes within thirty (30) days. Any other changes made to the chapter's bylaws will trigger a new review under the process for **Proposed Chapter Amendments**. Chapters will adopt the requested changes and submit their bylaws within two (2) years of notification for review under the process for **Proposed Chapter Amendments**.

Chapter Appeal of Review

The ACEP Bylaws Committee will respond to chapter inquiries related to this **Chapter Bylaws Review Process** within thirty (30) days. Should the Chapter disagree with the letter of determination, the Chapter can submit to the Bylaws Committee within thirty (30) days after receipt of the determination letter a written response that explains the contested issue and proposes an alternate resolution. The Committee will invite the appointed chapter liaison to participate in a conference call to discuss the appeal. The Committee will reconsider its review and make a formal determination within ninety (90) days. Should the Chapter and Committee be unable to resolve the issue, either the Chapter or Bylaws Committee may appeal to the ACEP Board of Directors.

Noncompliance with Review Process

- Compliance with the **Chapter Bylaws Guidance Documents** is critical for each chapter. Being out of compliance can create serious liability risks for chapters and their fiduciaries.
- If there has been no response from a chapter within thirty (30) days after a request for information or review letter has been sent, a request will be made to schedule a meeting between a designated Bylaws Committee member and the chapter leadership. Additional calls may be requested as appropriate to ensure progress.
- Chapters out of compliance with this **Chapter Bylaws Review Process** will be required to schedule a virtual meeting with the Committee chair, assigned reviewers from the Committee, Staff and Board Liaison.
- Chapters out of compliance for twelve (12) consecutive months will be required to submit a plan of correction to avoid additional measures as deemed appropriate by the Board of Directors.
- Unless otherwise noted, reference to days means calendar days.

Approved by the ACEP Board of Directors, October 6, 2023