

Massachusetts College of Emergency Physicians Notification of Proposed 2025 Bylaw Changes

In accordance with Article XII, Section 2 of MACEP Bylaws, this serves as notification of proposed changes to be voted upon at the 2025 Annual Meeting on May 7, 2025 in Waltham, MA.

MACEP BYLAW	CURRENT WORDING	PROPOSED CHANGE	RATIONALE
Article I, Name	The name of this organization, which is an association of physicians (and medical students) active in emergency medicine, shall be the Massachusetts College of Emergency Physicians, Inc., and is incorporated under the Laws of Massachusetts and is a Chapter of the American College of Emergency Physicians.	This organization is a non-profit corporation organized under the laws of Massachusetts. Having received a charter from the American College of Emergency Physicians (hereinafter the "College"), the corporation is a chapter of the College and is called the Massachusetts College of Emergency Physicians, Inc., (hereinafter the "Chapter").	Wording changes per the 2023 model chapter bylaws to clarify status and relation to ACEP.
Article II, Purposes	The purpose of this Association (hereinafter the "Chapter") shall be those set forth in the bylaws of the American College of Emergency Physicians (hereinafter the "College") and in the Chapter's Articles of Incorporation.	ARTICLE II – MISSION, PURPOSES, OBJECTIVES The mission, purpose, and objectives of the Chapter are those set forth in the Bylaws of The College and in the Chapter's Articles of Incorporation.	Wording changes per the 2023 model chapter bylaws for chapters to include mission, purpose, and objectives.
Article IV, Dues	SECTION 2 - SPECIAL ASSESSMENTS Assessments may not be levied except upon recommendation of the Board of Directors and by a majority vote of the membership voting at the annual meeting of the Chapter. Notice of such recommendation shall be sent to each voting member at least thirty (30) days before the meeting.	SECTION 2 - ASSESSMENTS Only upon recommendation of the Board and the Chapter membership, by a majority of legal votes cast at the annual meeting of the Chapter, may levy Chapter assessments. The recommendation for the assessment must be communicated in writing to the membership no fewer than 30 days before the meeting.	Wording changes per the 2023 model chapter bylaws.
Article V, Meetings	SECTION 1 - ANNUAL MEETING There shall be an annual meeting of the members of the Chapter. The time and place of the annual meeting shall be determined by the Board of Directors and notice of	SECTION 1 - ANNUAL AND REGULAR MEETINGS The Chapter shall hold an annual meeting of the membership, and must communicate notice of such meeting to each member not fewer than 10 nor more than 60 days before the time appointed for the meeting. The time and place of the annual meeting shall be determined by the Board. The Chapter	Wording changes per the 2023 model chapter bylaws to describe the timing, location, and notice requirement for annual and regular chapter meetings.

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	such meeting shall be communicated in writing to each member at least sixty (60) days before the date so fixed	may hold regular meetings with similar notice requirements.	
MACEP BYLAW	CURRENT WORDING	PROPOSED CHANGE	RATIONALE
Article V, Meetings	SECTION 2 - SPECIAL MEETINGS Special meetings of the Chapter may be held from time to time as determined by the Board of Directors. Notice of such meetings shall be communicated in writing to each member at least ten (10) days before the time appointed for the meeting. Notice must include the purpose of the special meeting and the methods of voting to be used at the meeting.	SECTION 2 - SPECIAL MEETINGS The Chapter may hold special meetings as determined by the Board. The Chapter must communicate notice of special meetings to each member thirty 30 days before the time appointed for the meeting. Notice must include the purpose of the special meeting and the methods of voting to be used at the meeting.	Change notice to 30 days from 10 days per the 2023 model chapter bylaws.
MACEP BYLAW	CURRENT WORDING	PROPOSED CHANGE	RATIONALE
Article VI, Board of Directors	SECTION 2 – COMPOSITION The membership of the Board shall be composed as follows: each of the President, President-Elect, Secretary, Treasurer, and Immediate Past President of the Chapter shall be an ex officio Director with full voting privileges. There shall be ten (10) elected Directors who shall each be regular members in good standing of the Chapter and shall be elected by the members at the annual meeting, or special meeting held in lieu thereof, to hold office as specified in Article VII hereof. In addition, one (1) Candidate Director shall be a Candidate member in good standing and beginning their final year in residency in an	SECTION 2 – COMPOSITION The Board is composed of 16 members which include the following: 6 officers (President, President-Elect, Secretary, Treasurer, Officer-at-Large, and Immediate Past President as ex-officio), 9 elected directors and a Candidate Physician Director. The Candidate Physician Director shall be a member beginning their final year in residency in an Accreditation Council for Graduate Medical Education (ACGME) accredited emergency medicine residency training program within Massachusetts. All directors have the right to vote as directors.	Wording changes per the 2023 model chapter bylaws.

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	<p>Accreditation Council for Graduate Medical Education (ACGME) accredited emergency medicine residency training program within Massachusetts, who shall be elected by the Board of Directors at the annual meeting, or special meeting held in lieu thereof, to serve for a one (1) year term or until a successor is elected. The Candidate Director shall be rotated annually among the ACGME accredited emergency medicine residency training programs within Massachusetts in alphabetical order by program name.</p>		
MACEP BYLAW	CURRENT WORDING	PROPOSED CHANGE	RATIONALE
Article VI, Board of Directors	<p><i>SECTION 4A – NOMINATION AND ELECTION</i> A nominating committee for candidates for the Board of Directors shall be appointed by the executive committee and shall present a list of nominees to the Board of Directors at least sixty (60) days prior to the date of the election. Nominees shall be regular members in good standing. Nominations from the floor at the time of elections are allowed. Voting shall be in person. Directors shall be elected by a majority of the members voting. Write in votes are allowed.</p>	<p><i>SECTION 4A – NOMINATION AND ELECTION</i> The Nominating Committee shall present to the Board a list of nominees for available elected director positions at least sixty (60) days prior to the date of the election. Nominees must be regular members in good standing. Nominations from the floor at the time of elections are allowed. Voting may be in person and/or by remote technology communication. A majority of the legal votes cast by Chapter members voting at the annual meeting, or a special meeting held in lieu thereof elects the Directors. The Candidate Physician Director, who is designated by their residency program and confirmed by the Board, shall be rotated annually among the ACGME accredited emergency medicine residency training programs within Massachusetts in alphabetical order by program name. Write in votes are allowed.</p>	<p>This section describes the nomination process for the Chapter Board (not officers or councilors), including eligibility requirements. presents nominations. The proposed change would clarify the process and add the option of in-person or remote technology voting.</p>
Article VI, Board of Directors	<p><i>SECTION 5 - MEETINGS</i> The Board of Directors shall meet annually not later than thirty (30) days following the annual meeting</p>	<p><i>SECTION 5 - MEETINGS</i> The Board shall have a minimum of one meeting each year. A majority of the number of directors constitutes a quorum at any of the meeting of the Board unless a greater proportion is</p>	<p>Wording changes per the 2023 model chapter bylaws to state the minimum the Board must meet instead of a set number of days. This</p>

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	<p>of the members of the Chapter and at such other times and at such other places as the President may determine. Notice of all meetings of the Board of Directors shall be communicated in writing at least ten (10) days in advance of such meetings. A majority of the Board present in person shall constitute a quorum. The presence of the ex officio Directors shall be counted for purposes of determining a quorum. Each Director shall be entitled to one (1) vote upon each matter properly submitted for vote at a meeting of the Board of Directors. The vote of a majority of the Directors present at a meeting at which a quorum is present shall be necessary to decide any matter to be voted upon by the Directors, unless a greater proportion is required by law the Articles of Organization or these bylaws.</p>	<p>required by jurisdictional law, the Articles of Organization or these bylaws. The presence of the ex officio Directors shall be counted for purposes of determining a quorum. Each Director shall be entitled to one (1) vote upon each matter properly submitted for vote at a meeting of the Board. Notice of all regular meetings of the Board must be communicated to each member of the Board at least ten (10) days in advance of each meeting. The President or the Executive Committee, on 48 hours' notice and having the same quorum requirements, may call a special meeting of the Board.</p>	<p>gives the Board more flexibility and is what other Chapters have in their bylaws.</p>
MACEP BYLAW	CURRENT WORDING	PROPOSED CHANGE	RATIONALE
Article VI, Board of Directors	<p>SECTION 6 - COMPENSATION The members of the Board shall not receive any compensation for their services as members of the Board of Directors.</p>	<p>SECTION 6 – REMOTE COMMUNICATION TECHNOLOGY 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.</p>	<p>The ACEP Bylaws committee recommends that the current section be created as a chapter policy and not in the bylaws. In its place, the 2023 Model Chapter bylaws have Section 6 to outline remote communication technology.</p>
Article VI, Board of Directors	<p>SECTION 7 – BOARD VACANCY, RESIGNATION AND REMOVAL Vacancies on the Board of Directors shall be filled by a majority vote of</p>	<p>SECTION 7 –REMOVAL Any Director may be removed from office by three-fourths of the legal votes cast by the members voting at any Chapter meeting. Removal must be initiated by a vote of the Board, or</p>	<p>Wording changes per the 2023 model chapter bylaws.</p>

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	<p>the remaining members of the Board for the remainder of the unexpired term.</p> <p>A Director may resign at any time by giving written notice to the Board of Directors, the President or Secretary. Such resignation shall be effective at the time specified therein, or if no time is specified, upon receipt. The acceptance of such resignation shall not be necessary to make it effective, unless otherwise specified in such resignation.</p> <p>A Director may be removed by a majority vote of the Directors not in question at any meeting called at least in part for that purpose. Notice of the proposed removal must be given in the notice of the meeting.</p> <p>Unexcused absence from more than two (2) consecutive Board meetings may result in loss of membership on the Board as determined by majority vote of the Directors not in question.</p>	<p>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 resulting from removal of a Director is filled for the remainder of the unexpired term by a majority of the legal votes cast by the Chapter members at the meeting at which the removal occurred. The presiding officer shall accept nominations from the floor for any Director vacancy resulting from a removal. Unexcused absence from more than two (2) consecutive Board meetings may result in loss of membership on the Board as determined by a majority of the legal votes cast by the Directors not in question.</p>	
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MACEP BYLAW	CURRENT WORDING	PROPOSED CHANGE	RATIONALE
Article VII - Officers	<p>SECTION 1 – OFFICER TITLES AND TERMS OF OFFICE</p> <p>The officers of the Chapter shall be a President, President-Elect, Immediate Past-President, Secretary, and Treasurer, and Member at Large. Chapter officers shall be elected by the members at the annual meeting, or special meeting held in lieu thereof, to hold office as specified in Article VII hereof, for a term of one year.</p>	<p>SECTION 1 – OFFICER TITLES AND TERMS OF OFFICE</p> <p>The officers of the Chapter are the President, President-Elect, Immediate Past-President, Secretary, Treasurer, and Officer-at-Large, who are eligible to serve for terms of one year in each office. All officers participate in the automatic succession of the offices and must agree to serve the specified length of collective terms. The terms of all officers begin at the conclusion of the annual meeting following the annual meeting at which the officers are elected.</p>	<p>Wording changes per the 2023 model chapter bylaws to change “Member at Large” to Officer-at-Large which is more commonly used with other chapters.</p> <p>Adding explanation of the Chapter’s officer’s automatic succession and one-year terms.</p>
Article VII - Officers	<p>SECTION 2 – NOMINATION AND ELECTION</p> <p>The nominating committee shall present to the Board a list on nominees for available officer positions. Nominees must be directors as specified by these bylaws. Nominations from the floor are allowed. Election takes place at the annual meeting and requires Officer elections shall be by ballot prepared by the secretary. The nominee receiving the majority of legal votes cast shall be declared elected</p>	<p>SECTION 2 – NOMINATION AND ELECTION</p> <p>The Nominating Committee shall present to the Board a list of nominees for available Officer positions. Nominees must be Directors as specified by these bylaws. Nominations from the floor are allowed. Election takes place at the annual meeting, or special meeting held in lieu thereof, and requires a majority of legal votes cast by Chapter members voting.</p>	<p>Wording changes per the 2023 model chapter bylaws.</p>
Article VII - Officers	<p>Not included in current bylaws</p>	<p>SECTION 8 - DUTIES OF THE OFFICER-AT-LARGE</p> <p>The Officer-at-Large serves for one (1) year on the executive committee as the first officer in the line of succession to the President. The Officer-at-Large then succeeds to the office of Treasurer at the expiration of the Treasurer’s term. The duties of the Officer-at-Large are to focus on observation and learning-the Chapter’s operations and leadership responsibilities.</p>	<p>Include the duties of Office-at-Large positions in the Bylaws, as suggested by the model bylaws.</p>

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Article VII - Officers	<p>SECTION 9 – OFFICER VACANCY, RESIGNATION AND REMOVAL</p> <p>Except as noted elsewhere in these bylaws, officer vacancies shall be filled by a majority vote of the Board for the remainder of the unexpired term excluding the office of President, which is filled by the President-elect, and the office of Immediate Past President. The Board may fill a vacancy in the office of the Immediate Past President at its discretion.</p> <p>An officer may resign at any time by giving written notice of such resignation to the Board of Directors, the President, or the Secretary. Such resignation shall be effective at the time specified therein, or if no time is specified upon receipt. The acceptance of such resignation shall not be necessary to make it effective, unless otherwise specified in the resignation.</p> <p>An Officer may be removed by a majority vote of legal votes cast by the members at any meeting called at least in part for that purpose. without prejudice to the officer's contract rights, if any. Election or appointment of an officer shall not in itself create contract rights.</p>	<p>SECTION 10 –REMOVAL</p> <p>The Chapter members at a meeting called for the purpose of removing an officer and may remove any officer from office by three-fourths of the legal votes cast. Once an officer is removed, the next officer in the order of succession succeeds into the vacated office. If the Officer-at-Large is the officer removed, or the Officer-at-Large office is vacated through the natural succession of officers into higher offices because removal of an officer, a majority of the legal votes cast by Chapter members fills, for the remainder of the unexpired term, the office of Officer-at-Large.</p>	<p>The 2023 model chapter bylaws describe the process for removing a chapter officer and the details for filling the office. The change is to simplify the process.</p>
Article VII - Officers	Not included in current bylaws.	<p>SECTION 11 –RESIGNATION</p> <p>Any officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Such resignation shall be effective at the time specified therein, or if no time is specified upon receipt.</p>	Adding section per the 2023 model chapter bylaws.

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Article VII - Officers	Not included in current bylaws	SECTION 12 –VACANCIES Vacancies in the offices of the President, President-Elect, Secretary, and Treasurer shall be filled by succession. A vacancy in the office of the Officer-at-Large not caused by removal, is filled for the remainder of the unexpired term by a majority vote of the Board. The Board may fill a vacancy in the office of the Immediate Past President at its discretion.	Adding section per the 2023 model chapter bylaws.
Article VIII – Councillors and Alternate Councillors	SECTION 1 - ALLOCATION The Chapter’s Councillor allocation shall be determined as specified in the College Bylaws. The President, President-Elect, and any Chapter member running for national ACEP office shall be designated as “Standing Councillors”. In the event there are more candidates running for national office than available Chapter Councillor and Alternate Councillor positions, the Board shall decide the distribution. In the event there are insufficient national candidates to fill all Councillor positions, the Immediate Past-President shall fill one slot. The Immediate Past-President (assuming not already serving as a Councillor), Secretary, and Treasurer (assuming they are not already serving as Alternate Councillors) shall be designated as Alternate Councillors. At the annual meeting, the membership shall elect by a majority vote of legal votes cast additional Councillors and Alternate Councillors sufficient to fill the remaining slots.	SECTION 1 - ALLOCATION The College Bylaws determine the Chapter’s Councillor allocation. The President, President-Elect, Immediate Past President, and any Chapter member running for a College office shall be appointed as Chapter Councillors. All other Councillors are elected by the members. The Board shall appoint one of the Councillors to be the Chief Councillor of the Chapter’s Council delegation. The Secretary, Treasurer, and Officer-at-Large shall serve as Alternate Councillors. All other Alternate Councillors are appointed by the Board.	Wording changes per the 2023 model chapter bylaws.

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MACEP BYLAW	CURRENT WORDING	PROPOSED CHANGE	RATIONALE
	The Board of Directors shall appoint one of-the Councillors to be the Chief Councillor.		
Article VIII – Councillors and Alternate Councillors	SECTION 2 – TERMS OF OFFICE The terms of office of Councillors-at-Large and Alternates-at-Large shall be staggered three-year terms to begin at the conclusion of the annual meeting at which the election occurs and end at the conclusion of the third succeeding annual meeting. There is no limitation on the number of terms to which a Councillor or Alternate may be designated or elected.	SECTION 2 – TERMS OF OFFICE The terms of office of Councillors and Alternate Councillors who are not officers and who are not running for College office, shall be staggered three-year terms. The terms begin at the conclusion of the annual meeting at which their election occurs and end at the conclusion of the third succeeding annual meeting. There is no limitation on the number of terms to which a non-officer Councillor may be elected, or a non-officer Alternate Councillor may be appointed. The term of office for Councillors who are members running for college office shall be for the year in which the member is running for College office. There is no limit to the number of terms a member may serve as a Councillor when running for College office.	State the duration of Councillor terms and if there are any term limits. If Alternate Councillors term lengths are different than Councillors, this must be stated. College Bylaws prohibit a single term longer than three years. It is, however, up to the Chapter to determine any limits on consecutive terms. The wording change is to clarify the current process.
Article VIII – Councillors and Alternate Councillors	SECTION 4 - CRITERIA No individual may be nominated or serve as a Councillor-at-Large without (i) currently or formerly serving on the Board of Directors or (ii) actively serving as an Alternate for two years and attending at least three Board of Directors' meetings during the two years prior to being nominated.	Remove Section 4 Criteria	Added Criteria to Section 1
Article VIII – Councillors and Alternate Councillors	SECTION 5 - COUNCILLOR VACANCY, RESIGNATION AND REMOVAL Councillor positions which are not filled for any reason through election at the annual meeting or which become vacant between annual meetings shall be filled by an Alternate, in the case of a Councillor, or a qualified person, in the case of an	SECTION 4 – REMOVAL A non-officer Councillor may be removed by a majority of the legal votes cast by Chapter members at any meeting called at least in part for that purpose. Notice of the proposed removal must be given in the notice of the meeting. The Board fills, for the remainder of the unexpired term, any Councillor vacancy resulting from removal with an Alternate Councillor.	Separate Resignation & Removal Sections

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	<p>Alternate, elected by the majority vote of the Board of Directors, for a period until the next annual meeting. The members shall elect at the next annual meeting another Councillor or Alternate, as the case may be, to serve for the remainder of the unexpired term of any such vacant position. Councillor vacancies occurring either during a meeting of the Council of ACEP or between the time of such meeting and the meeting of the Board of Directors immediately preceding such meeting of the Council of ACEP shall be filled by an Alternate chosen by the President.</p> <p>A Councillor or Alternate may resign at any time by giving written notice of such resignation to the Board of Directors, President or Secretary. Such resignation shall be effective at the time specified therein, or if no time is specified, upon receipt. The acceptance of such resignation shall not be necessary to make it effective, unless otherwise specified in such resignation.</p> <p>A Councillor or Alternate may be removed by a majority vote of the members at any meeting called at least in part for that purpose. Notice of the proposed removal must be given in the notice of the meeting.</p>	<p>A non-officer Alternate Councillor may be removed by a majority of legal votes cast by the Board. The Board fills, for the remainder of the unexpired term, any Alternate Councillor vacancy resulting from removal.</p>	
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MACEP BYLAW	CURRENT WORDING	PROPOSED CHANGE	RATIONALE
Article VIII – Councillors and Alternate Councillors	Not included in current bylaws	SECTION 5 – RESIGNATION A Councillor or Alternate may resign at any time by giving written notice to the Board, President, or Secretary. Such resignation shall be effective immediately or at the time specified therein.	Separate Resignation & Removal Section
Article VIII – Councillors and Alternate Councillors	Not included in current bylaws	SECTION 6 – VACANCIES The Board fills, for the remainder of the unexpired term, any vacancies in Councillor positions with an Alternate Councillor. The Board fills, for the remainder of the unexpired term, vacancies in Alternate Councillor positions by appointment of additional Alternate Councillors. Councillor vacancies occurring either during a meeting of the Council or between the time of such meeting and the meeting of the Board immediately preceding such meeting of the Council shall be filled by an Alternate Councillor chosen by the President.	Per the 2023 model chapter bylaws this section is required here as it pertains specifically to Councillors or Alternate Councillors.
Article X – Voting and Parliamentary Authority	SECTION 1 - VOTING Voting in elections and other matters at the annual meeting shall be “in person” voting only. Proxy voting is allowed. Absentee voting is not allowed. The Chapter reserves the right in the future to conduct voting on all matters at the annual meeting by mail vote or electronic voting as long as those methods are in compliance with state law. Voting in all matters at Board and committee meetings is to be in-person only unless such meetings take place via conference call or other electronic medium.	SECTION 1 - VOTING Voting by members may be conducted in person and/or by remote communication technology. Voting in all matters at Board and committee meetings may be conducted in-person and/or by other 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 and/or remote communication technology. Proxy and Absentee voting is not allowed. Voting in all matters must be in accordance with jurisdictional law.	Updated wording. Proxy voting is not included in other chapter’s bylaws.

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<p>Article X – Voting and Parliamentary Authority</p>	<p>SECTION 3 – PARLIAMENTARY AUTHORITY The rules contained in the current issue of “The American Institute of Parliamentarians Standard Code of Parliamentary Procedure” shall govern the Chapter in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order adopted by the Chapter.</p>	<p>SECTION 3 – PARLIAMENTARY AUTHORITY When not in conflict with these bylaws, the parliamentary procedures set forth in the most recent edition of The American Institute of Parliamentarians “Standard Code of Parliamentary Procedure” shall govern the Chapter in all meetings and voting.</p>	<p>Wording changes per the 2023 model chapter bylaws.</p>