



Resident and Medical Student Board Governance Guidelines

Article I. OBJECTIVES

Section 1. **Objectives.** The objective for the Residents and Medical Students (RAMS) Board is to represent the resident and medical student interests in the development and establishment of SAEM's programs and policies, and for acting as a liaison between Society leadership and resident and medical student members.

Section 2. **Activities.** RAMS shall pursue its purpose by: (1) developing a RAMS strategic plan to address the needs of the SAEM Resident and Medical Student memberships, (2) working with the Program Committee to identify sessions of particular interest to residents and medical students and develop a recommended conference schedule for those groups at SAEM's Annual Meeting, (3) proposing an innovative engagement activity for residents and medical students for SAEM's Annual Meeting, in conjunction with the Program Committee (Program Committee is lead), (4) advising SAEM's Board of Directors regarding key, emerging resident- and medical student-related issues that SAEM could develop into future education/product solutions for members.

Article II. PROCEDURES

Section 1. **Representation.** All SAEM Resident and Medical Student Members in good standing may serve on the RAMS Board, Committee, or Task Force. The RAMS Board, Committees, and Task Forces shall not discriminate on the basis of race, gender, sexual orientation, creed, religion, or national origin.

Section 2. **Voting.** All SAEM Resident and Medical Student Members in good standing at the time the ballot is issued shall be entitled to cast one vote

Article III. Board

Section 1. **Number.** The RAMS Board shall consist of twelve (12) voting members and one (1) non-voting, ex-officio member.

Section 2. **Composition.**

- (a) The inaugural RAMS Board shall consist of:
 - (i) President: Resident Advisory Committee Chair
 - (ii) Secretary-Treasurer: SAEM Resident Board Member
 - (iii) Six (6) Members at Large: Resident Advisory Committee Sub-Committee Chairs

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- (iv) SAEM CEO (non-voting, ex-officio)
- (b) Thereafter, the elected officer of the RAMS Board shall consist of:
 - (i) Immediate Past-President
 - (ii) President
 - (iii) Secretary-Treasurer
 - (iv) Seven (7) Resident Members-at-Large
 - (v) Two (2) Medical Student Members-at-Large
 - (vi) SAEM CEO (non-voting, ex-officio)

Section 3. **Term of Office.** All terms of office will coincide with the dates of SAEM's Annual Meeting and will continue as set forth below and until their respective successors are announced or until their resignation or removal.

- (a) The President shall be elected for a term of one-year as President, with automatic succession to a one-year term as Immediate Past President.
- (b) All other members shall be elected for a one-year term and shall be eligible to be re-elected for an additional one-year term.

Section 4. **Qualifications.**

- (a) The President must be a SAEM Resident member during their one-year term.
- (b) The Immediate Past President does not need to be a Resident, but must be an SAEM member during their one-year term.
- (c) All other RAMS Board members may be an SAEM Resident Member or SAEM Medical Student Member during their one-year term.
- (d) Excluding the Immediate Past President, no more than two directors from the same residency program or medical school may serve on the board at the same time. Further, the current President and Secretary-Treasurer may not be from the same residency program.

Section 5. **Resignation, Removal, Vacancies.**

- (a) **Resignation and Removal:** A Board member may resign by written notice to the RAMS Board. The resignation will be effective upon its receipt by the RAMS Board or a subsequent time as set forth in the notice of resignation. A Board member may be removed for cause by the affirmative vote of two-thirds (2/3) of the Board.
- (b) **Vacancies:** If a vacancy should the nominating committee shall recommend to the Board a replacement who will fulfill the remaining term. At the end of the said term, the replacement is eligible to be nominated for a Board position.
- (c) **Absences.** Absences can be approved or excused only by the RAMS Board. Two unexcused absences from scheduled Board meetings, annual business meeting, or special meetings of the Board during any term as a member of the Board shall constitute a de facto resignation. Such resignation shall be effective two weeks after the Board gives notice to the Board member of such de facto resignation.

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Section 6. **Meetings.**

- (a) **Regular Meetings:** The RAMS Board will meet face-to-face each year at SAEM's Annual Meeting and ACEP's Scientific Assembly. In addition to the face-to-face meeting, the RAMS Board will also meet every other month via conference call.
- (b) **Special Meetings:** Special meetings of the RAMS Board may be called at any time by the President or any two directors.
- (c) **Notice of Regular and Special Meetings:** Except as otherwise provided by these guidelines or by law, written notice containing the time and place of all meetings of the RAMS Board will be given either personally, by electronic transmission or by mail to each Director not less than seven days before a regular meeting and not less than two days before a special meeting. Notice of a regular meeting need not state the purpose or purposes of the meeting nor the business to be transacted at the meeting. Notice of a special meeting must state the purpose or purposes of the meeting.

Section 7. **Quorum and Voting.** A majority of all voting RAMS Board members will constitute a quorum at any meeting. The vote of a majority of the Board members, in which quorum is present, constitutes the action of the Board.

Section 8. **Conduct of Meetings.** Meetings of the RAMS Board will be presided over by the President. In the President's absence, the meeting will be presided over by the Secretary-Treasurer will preside over the meeting. In the event of the absence of both the President and Secretary-Treasurer, the meeting will be presided over by Immediate Past President.

Section 9. **Action by Written Consent.** Any action required or permitted to be taken at a regular or special meeting of Board members may be taken without a meeting, without prior notice and without a vote, if all of the RAMS Board members consent in writing to the action so taken. Written consents will be filed with the minutes of the proceedings of the RAMS Board.

Section 10. **Remote Conferences.** A RAMS Board member may participate in a meeting of the RAMS Board by conference telephone or by other means of remote communications by which all persons participating in the meeting may communicate with each other if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

Section 11. **Compensation.** RAMS Board members will serve without compensation but may be reimbursed for actual, reasonable and necessary expenses incurred in his or her capacity as a Board member.

Article IV. DUTIES OF THE RAMS Board

Section 1. Duties of the President.

- (a) Shall attend all RAMS Board meetings,
- (b) Shall set the agenda and preside at all RAMS Board members,
- (c) Shall report the RAMS Board actions/accomplishments to the SAEM Board of Directors on a semi-annual basis,
- (d) Shall report on actions of the RAMS Board to SAEM Resident and Medical Student Members;
- (e) Shall represent the interests of the SAEM Resident and Medical Student members,
- (f) Shall appoint committees, ad hoc committees, and/or task forces in conjunction with the RAMS Board as need to accomplish the mission and goals of the RAMS Board.

Section 2. Duties of the Secretary-Treasurer.

- (a) Shall attend all RAMS Board meetings,
- (b) Shall serve as President in the absence of the President of the RAMS Board,
- (c) Shall assure that minutes are taken and distributed for RAM Board meetings,
- (d) Shall oversee and report on the financial records to the RAMS Board,
- (e) Shall represent the interests of the SAEM Resident and Medical Student members,
- (f) Shall assist with other duties as may be assigned the President of the RAMS Board.

Section 3. Duties of the Immediate Past President.

- (a) Shall attend all RAMS Board meetings,
- (b) Shall serve as President in the absence of the President and Secretary-Treasurer of the RAMS Board,
- (c) Shall represent the interests of the SAEM Resident and Medical Student members,
- (d) Shall serve as the Chair of the Nominating Committee,
- (e) Shall assist with other duties as may be assigned the President of the RAMS Board.

Section 4. Duties of the Resident Members-at-Large.

- (a) Shall attend all RAMS Board meetings,
- (b) Shall serve as Committee Chair,
- (c) Shall represent the interests of the SAEM Resident and Medical Student members,
- (d) Shall assist with other duties as may be assigned the President of the RAMS Board.

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Section 5. **Duties of the Medical Student Members-at-Large.**

- (e) Shall attend all RAMS Board meetings,
- (f) Shall serve as Committee Chair,
- (g) Shall represent the interests of the SAEM Resident and Medical Student members,
- (h) Shall assist with other duties as may be assigned the President of the RAMS Board.

Article V. COMMITTEES

Section 1. **Overview.** All committees and task forces, and each member thereof, will serve at the discretion of the RAMS Board. The RAMS Board will have the power at any time to increase or decrease the number of members of any committee or task force. Regular or special meetings of any committee or task force may be held in the same manner provided in these Bylaws for regular or special meetings of the Board, and a majority of any committee or task force will constitute a quorum at the meeting. Except as otherwise stated in these Bylaws, all appointments to committees and task forces are for one year. Committee and task force appointees may be reappointed for one additional year, for a maximum of two years. The President of the RAMS Board will evaluate each committee and task force annually to ascertain whether the committee and task force will be continued, restructured, or dissolved, and will present his or her recommendations to the Board.

Section 2. **Duties of Committee and Task Force Chairs.** Each committee and task force chair shall work with the RAMS President in determining the respective committee and task force goals for the coming year and oversee their completion. All chairpersons are responsible to the RAMS Board and may be removed with or without cause prior to completion of term of office by majority vote of the Board. Vacant chairperson positions will be filled by the Board for the remainder of the term.

Section 3. **Standing Committees**

- (a) **Nominating Committee:** The Nominating Committee shall consist of the Immediate Past President, as Chair, one (1) RAMS Resident Member-at-Large, one (1) RAMS Medical Student Member-at-Large, and two (2) SAEM Resident or Medical Student Members who are not current members of the RAMS Board. The Nominating Committee will seek the candidates' approval for formal nomination and shall place their names in nomination for election. The slate of RAMS Board nominees selected by the Nominating Committee shall be approved by the RAMS Board prior distribution to SAEM Resident and Medical Members for voting. Members of the Nominating Committee may not be considered for elected positions while they are serving on the Nominating Committee.

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Section 4. **Other Committees and Task Forces.** Additional committees and task forces may be created by the President and approved by the RAMS Board to aid in the RAMS Board's efforts to achieve and further its goals. The committees and task forces will have the authority as delegated to them by the RAMS Board.

Article VI. MISCELLANEOUS

Section 1. **Fiscal Year.** The fiscal year of the RAMS Board shall be on a calendar year unless otherwise determined by the SAEM Board of Directors.

Section 2. **Amendments to Governance Guidelines.** These guidelines may be altered, amended or repealed and new guidelines may be adopted by (1) a majority of the RAMS Board at any regular meeting, at any special meeting, or by electronic mail or postal mail ballot and (2) approval of the SAEM Board of Directors.

Section 3. **Dissolution.** The RAMS Board can be dissolved by a majority vote of the SAEM Board of Directors at any time, for any reason.