

BYLAWS

FOR

SOCIETY FOR ACADEMIC EMERGENCY MEDICINE

(A Michigan Nonprofit Corporation)

ARTICLE I

OBJECTIVES

Section 1. **Objective.** The objective of the Society for Academic Emergency Medicine (the “Society”) is to improve the care of the acutely ill or injured patient by promoting research, educating health care professionals and the public, fostering relationships with organizations with a similar purpose, and supporting the specialized or multidisciplinary care of such patients through research and education. The Society is organized and will function as a scientific and educational organization as defined in Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (the “Code”).

Section 2. **Activities.** The Society shall pursue its purpose by: (1) sponsoring forums for the presentation of peer-reviewed scientific and educational investigations, (2) sponsoring and convening educational programs for healthcare professionals and the lay public, (3) promoting academic development and education of its membership through specialized programs, (4) serving in an academic capacity to develop and promote improved measures of care for the acutely ill or injured patient, (5) developing liaisons with other organizations with a similar purpose, and (6) publishing research and educational data in the scientific and educational literature and other media available to the lay public.

Section 3. **Publication.** The Society shall publish Academic Emergency Medicine, a peer-reviewed journal of emergency medicine literature. This journal will serve as the official forum for publishing position statements of the Society. The Society may also sponsor other publications, such as a periodic newsletter.

ARTICLE II

MEMBERSHIP

Section 1. **Classifications.** The Society will be organized on a membership basis and will be comprised of the following classes of membership: Active, Associate, Resident, Fellow, Military, Young Physician, Medical Student, Emeritus, Honorary, and International. The Society shall not discriminate, on the basis of race, gender, sexual orientation, creed, religion or national origin.

Section 2. Qualifications.

- a. Candidates for Active membership shall be individuals who hold a university appointment or who are actively involved in emergency medicine teaching, research, or administration.

- b. Candidates for Associate Membership shall be health professionals, educators, and government officials, members of lay or civic groups, or members of the public at large who have an interest or desire in participating in the activities or objectives of the Society.
- c. Candidates for Resident and Fellow membership must be Residents or Fellows in good standing. This category of membership shall apply only to residents or fellows currently enrolled in an emergency medicine residency or fellowship programs.
- d. Candidates for Military Membership must mean a person with an advanced degree (MD, DO, PhD, PharmD, DSc, or equivalent other doctoral degree) who is active duty in the United States military full time. They work for the military full time, may live on a military base, and can be deployed at any time. Persons in the Reserve or National Guard are not full-time active duty military personnel and not considered active duty.
- e. Candidates for Medical Student membership must be medical students (MD/DO) in good academic standing who have an interest in emergency medicine.
- f. Candidates for Emeritus Membership shall (i) have 15 years of active membership and have attained the age of 65 years or (ii) be other active members who under special circumstances are invited for such emeritus status by the Board of Directors (the "Board").
- g. Candidates for Honorary Membership shall be individuals who have made outstanding research or educational contributions to the purpose and objectives of the Society and are invited for such status by the Board.
- h. Candidates for International Membership shall be residents of a country other than the United States or Canada who are (i) individuals with an advanced academic degree in a medically associated clinical or basic sciences position, who hold an academic appointment, or are actively involved in emergency medicine teaching or research, or (ii) individuals who are currently an emergency medicine resident.

Section 3. **Member Rights and Privileges.** All members may have the privilege of the floor and of serving on the standing and ad hoc committees, academies, task forces and interest groups of the Society. Only active members shall have full voting rights, may serve on the Board, or serve as academy, committee, task force, or interest group chairs. Members serving as committee, task force, or interest group chairs may convert to emeritus status without surrendering the chair. Only members who are residents shall have voting rights to elect the Resident member of the Board.

Section 4. **Application Process.** Applications for membership may be obtained from the Society's headquarters.

Section 5. **Dues.** The annual membership dues for all members shall be determined by the Board. The annual membership dues will be payable within 30 days of request by receipt of an invoice from the

administrative staff of the Society. The Board may establish procedures and policies regarding nonpayment of dues and assessments. Membership in the Society may be terminated for nonpayment of dues.

Section 6. **Annual Meeting.** The Annual Meeting shall be sponsored by the Society to foster research and education in academic emergency medicine. The time, place and program of the annual meeting will be printed in advance of the meeting in the January/February Newsletter in accordance with Section 10 of this Article.

- a. The research and educational programs of the annual meeting shall be open to the public for the cost of registration. The scientific and educational meeting shall be arranged by the Program Committee and approved by the Board.

Section 7. **Meeting Attendance.** All meetings of standing and ad hoc committees, academies, task forces and interest groups are open to the public and members of the Society for the cost of registration to the Annual Meeting.

Section 8. **Meetings Sponsored or Co-Sponsored by the Society.** The Society may sponsor or cosponsor other scientific or educational meetings of interest to the membership to meet its purpose and objectives.

Section 9. **Special Meetings.** Special meetings of the members (i) may be called by the President, or (ii) shall be called by the President or Secretary-Treasurer at the direction of not less than two Directors, or (iii) shall be called at the request in writing of the membership upon petition by 100 or more active members. Special meetings will be held at the place stated in the notice of meeting. Any request for a special meeting must state the purpose or purposes of the proposed meeting. If a special meeting is called as a result of a membership petition, the Board shall call such a meeting within 30 days after receiving the petition.

Section 10. **Notice of Special Meetings.** Except as otherwise provided by these Bylaws or by law, written notice containing the time, place and purpose of a meeting of the members will be given either personally, by mail, or by email to each member of record entitled to vote at the meeting not less than 10 days nor more than 60 days before the meeting

Section 11. **Quorum.** The members who are present at a meeting and who have voting powers will constitute a quorum. The members present in person at the meeting may continue to transact business until adjournment. The vote of a plurality of the members present at the meeting constitutes the action of the members, unless a greater number is required by other sections of these Bylaws or the Articles of Incorporation.

Section 12. **Voting.** Each member entitled to vote on any issue or in any election will have the right to cast one vote. The Board may conduct any balloting by mail, either printed or electronic. For purposes of notice, the balloting date shall be a date set for the return postmark of printed mail ballots or the date registered electronically upon submission of electronic mail ballots. The Board may set a

date for the return of all mailed votes or consents and for the submission of electronic mailed votes or consents. Mailed votes or consents must be received by the Board within seven (7) days after such deadline for purposes of being counted for the approval or disapproval of such action. If a member challenges any election, the member must provide submit such challenge in writing to the Board within 30 days after such election. The Board of Directors will review any challenges and determine consequent action.

ARTICLE III

BOARD OF DIRECTORS

Section 1. **Number, Qualification and Term of Office.** The Society shall be governed by the Board. The property, activities and affairs of the Society will be managed by its Board. The Board shall follow these Bylaws. Actions of the Board shall be determined in accordance with this Article. The Board has oversight responsibility for all publications of the Society. The Board will consist of eleven (11) persons: the President, President-Elect, Secretary-Treasurer, the Immediate Past President, six Members-at-Large and a Resident member.

The term of office of any Board member will commence upon his or her election announcement at the business meeting and will continue until as set forth below and until their respective successors are announced or until their resignation or removal. If a Board member is also an officer, the term will coincide with his or her term of office. Members-at-Large shall be elected to three-year terms, the terms being staggered so that two at-large positions are open each year. Members-at-Large may not serve more than two terms consecutively as members-at-large.

The Resident Member of the Board shall be elected to a one-year term. At the time of election and during the one-year term, the Resident Member must be a resident at an approved emergency medicine residency program. The Resident Member may not serve more than two consecutive terms as resident member.

Section 2. **Duties of Members-at-Large.** Members-at-Large shall represent the membership in conducting the Society's business, ensure compliance with the Bylaws of the Society, and represent the Society in activities related to academic emergency medicine.

Section 3. **Resignation, Removal, Vacancies.**

- a. **Resignation and Removal:** A Board member may resign by written notice to the Society. The resignation will be effective upon its receipt by the Society 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. **Executive Committee Vacancy:** If a vacancy occurs on the Executive Committee (President, President-Elect, Secretary-Treasurer), the Nominating Committee will recommend to the Executive Committee that the next closest in line of succession move into the vacated role. The Nominating Committee will also recommend an interim

replacement within thirty (30) days to fulfill the remainder of the term of the successor's position. The interim Executive Committee member, would be eligible to be nominated to the Executive Committee at end of the interim term of office.

- c. **Member-at-Large Vacancy:** As soon as practicable after a vacancy occurs among the Members-at-Large or Resident Member, the Board of Directors shall elect a member to serve the unexpired term of the Members-at-Large or Resident Member whose vacancy is being filled. The position will be filled by election of a candidate submitted by the current sitting Board members. Each member of the board may submit one nomination. Serving out the remainder of an unexpired term shall not be considered as serving a term for purposes of Section 1, except that each full year of service on an unexpired term shall count towards the six (6) year maximum service outlined in that section.
- d. **Absences:** Absences can be approved or excused only by the 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.

Section 4. **General Powers as to Negotiable Paper.** The Board may, from time to time, authorize the making, signature or endorsement of checks, drafts, notes and other negotiable paper or other instruments for the payment of money and designate the persons who will be authorized to make, sign or endorse the same on behalf of the Society.

Section 5. **Powers as to Other Documents.** All material contracts, conveyances and other instruments may be executed on behalf of the Society by or at the direction of the President or President-Elect and, if necessary, attested by the Secretary-Treasurer.

Section 6. **Regular Meetings.** Regular meetings of the Board may be held without notice if the time and place of the meeting has been determined by resolution of the Board. A regular meeting of the Board will be held immediately after the annual business meeting.

Agenda items for Board meetings may originate from any member of the Society and are submitted for review to the Chief Executive Officer no fewer than 30 days before the meeting date. Agenda items received within 30 days of the meeting date may not be reviewed until the next regularly scheduled Board meeting. The final meeting agenda is set by the President. Regularly scheduled meetings of the Board may be open to all members of the Society and to the public. However, closed meetings of the Board and Executive Committee may be convened by order of the Board.

Section 7. **Special Meetings.** Special Board meetings (i) may be called by the President, (ii) shall be called by petition of six members of the Board, or (iii) shall be called as may otherwise be provided by law. Any request for a meeting by a Board member must state the purpose or purposes of the proposed meeting.

Section 8. **Notice of Meeting.** Except as otherwise provided by these Bylaws or by law, written notice containing the time and place of all meetings of the 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.

Attendance at a Board meeting constitutes a waiver of notice of the meeting, except where the Board member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 9. **Quorum and Voting.** A majority of all Board members will constitute a quorum at any meeting. The vote of a majority of the Board members present at a meeting, at which a quorum is present, constitutes the action of the Board, unless the vote of a larger number is required by law or by other sections of these Bylaws or the Articles of Incorporation.

Section 10. **Conduct of Meetings.** Meetings of the Board will be presided over by the President. In the President's absence, the meeting will be presided over by the President-Elect. In the absence of both president and president elect, the Secretary-Treasurer will preside over the meeting. In the event of President, President Elect, and Secretary-Treasurer absence, the meeting will be presided over by Past President. The Secretary-Treasurer or Chief Executive Officer, or, in their absence, a person chosen at the meeting, will record the minutes of the meeting.

Section 11. **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 Board members consent in writing to the action so taken. Written consents will be filed with the minutes of the proceedings of the Board.

Section 12. **Remote Conferences.** A Board member may participate in a meeting of the 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 13. **Compensation.** 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.

Section 14. **Annual Evaluation of the Chief Executive Officer.** The Board shall oversee and take ultimate responsibility for an annual evaluation of the Chief Executive Officer.

ARTICLE IV

OFFICERS

Section 1. **Election.** The Members will elect a President-Elect, who will accede to serve as President at the annual meeting in the subsequent year, Secretary-Treasurer, Members-at-Large and a Resident Member. Although an individual may ultimately hold several positions on the board, he/she may not hold more than one position simultaneously.

Section 2. **Term of Office.** The term of office of all officers will commence upon their announcement at the annual business meeting and will continue until as set forth below and until their respective successors are announced or until their resignation or removal.

- a. The President-Elect shall be elected for a term of one year as President-Elect, with automatic succession to a one-year term as President followed by a one-year term as Immediate Past President. The President-Elect, President, and Past President are not eligible to serve a consecutive term as President-Elect, President, or Past President.
- b. The Secretary-Treasurer shall be elected to a one-year term. The Secretary-Treasurer may serve one a consecutive term as Secretary-Treasurer.

Section 3. **Duties of the President.** The President shall serve as the spokesperson for the Society and shall preside over the annual business meeting of the Society and the meetings of the Board. The President will see that all orders and resolutions of the Board are carried into effect. It shall be the duty of the President to attend all Board meetings and to see that the rules of order and decorum are properly enforced in all deliberations of the Society, to work with the Secretary-Treasurer to set the agenda for each Board meeting, and to execute all documents which may be required for the Society, unless the Board shall have expressly authorized some other person to perform such execution. The President shall oversee and take ultimate responsibility for an annual evaluation of the Chief Executive Officer. The President shall serve as chair of the Board and shall set the agenda for the annual business meeting. The President shall serve as an ex-officio member of all committees and task forces and shall appoint members to fill vacancies on committees and task forces during his or her term as President.

Section 4. **Duties of the President-Elect.** The President-Elect, in the absence of the President, shall perform the duties and exercise the powers of the President and will perform any other duties prescribed by the Board or the President. The President-Elect shall attend all Board meetings. The President-Elect shall serve as chair of the Nominating Committee. The President-Elect shall, in conjunction with committee and task force chairs, develop committee and task force objectives for the presidency year and review committee and task force member performance. The President-Elect shall appoint committee and task force members and chairs for their presidency year and present such appointments to the Board for approval. The President-Elect will serve as co-chair of the Council of Academy Leaders (COAL).

Section 5. **Duties of the Secretary-Treasurer.** The Secretary-Treasurer will attend all meetings of the Board and work with the Chief Executive Officer to record all proceedings. The Secretary-Treasurer will give, or cause to be given, notice of all meetings of the Board for which notice may be required. It shall be the duty of the Secretary-Treasurer to serve as President in the absence of both the President

and President-Elect. The Secretary-Treasurer, in conjunction with the President, shall be responsible for the agenda of the annual business meeting and meetings of the Board. The Secretary-Treasurer shall oversee the financial accounts and records of the Society.

A financial report will be presented to the membership annually. Detailed financial reports may be provided to the Board for consideration during Board meetings upon the request of the Secretary-Treasurer. The Board may retain a certified accountant or financial consultant to review the financial records of the Society.

Section 6. **Duties of Members-at-Large.** Members-at-Large shall represent the membership in conducting the Society's business, ensure compliance with the Bylaws of the Society, and represent the Society in activities related to academic emergency medicine.

Section 7. **Duties of the Immediate Past President.** The Immediate Past President shall serve on the Nominating Committee. The Immediate Past President shall assume whatever duties are assigned by the President or the President-Elect and otherwise serve as a member of the Board and a member of the Executive Committee.

ARTICLE V

CHIEF EXECUTIVE OFFICER

The Chief Executive Officer shall recommend and participate in the formulation of new policies and carry out administrative duties as directed and approved by the Board and specified in his or her employment contract with the organization. The Chief Executive Officer shall work with the Secretary-Treasurer to keep a true, complete and correct record of meetings of the Board and preserve documents belonging to the Society. The Chief Executive Officer shall oversee the administrative staff of the Society, which keeps an account of the Society with its members and maintains a current register of members with dates of their election to membership and preferred mailing address. The Chief Executive Officer is responsible for the hiring, evaluation and termination of all staff, subject to the overall policies and budget of the Society. The administrative staff of the Society shall collect the dues of the Society.

The employment of the Chief Executive Officer by the Organization will require an affirmative vote of two-thirds (2/3) of the members of the Board then in office.

ARTICLE VI

COMMITTEES, TASK FORCES AND ACADEMIES

Section 1. **Executive Committee.** The Executive Committee shall consist of the President, President-Elect, Secretary-Treasurer, and Immediate Past President. The Executive Committee, subject to those limitations as may be required by law or imposed by resolution of the Board, may exercise all powers and authority of the Board in the management of the business and affairs of the Society

between meetings of the Board, except that such Executive Committee will not have power or authority to:

- a. Amend the Articles of Incorporation;
- b. Adopt an agreement of merger or consolidation;
- c. Recommend to members the sale, lease or exchange of all or substantially all of the Society's property and assets;
- d. Recommend to members the dissolution of the Society or a revocation of dissolution;
- e. Amend the Bylaws of the Society;
- f. Fill vacancies on the Board;
- g. Fix compensation of the Directors for serving on the Board or on a committee; or
- h. Terminate membership.

All actions by the Executive Committee are subject to review and approval by the full Board at its next meeting.

Section 2. **Nominating Committee.** The Nominating Committee shall be a standing committee and shall consist of the President-Elect, as chair; the Immediate Past President; a member of the Board (to serve a committee term of one-year); two additional members elected by the Board: one from the past presidents (to serve a committee term of one year) and one from the committee/task force chairs (to serve a committee term of two years); and two members who may not be members of the Board and are elected by the membership to serve staggered two-year terms. The Nominating Committee will select candidates to fill the naturally occurring vacancies on the Board and elected positions on the standing committees of the Society not otherwise designated and provided for by these Bylaws. The Nominating Committee will seek the candidates' approval for formal nomination and shall place their names in nomination for election. The slate of Board nominees selected by the Nominating Committee shall be approved by the Board prior to distribution to the membership for consideration. Members of the Nominating Committee may not be considered for elected positions while they are serving on the Nominating Committee.

Section 3. **Bylaws Committee.** The Bylaws Committee shall be a standing committee and shall consist of a chair and two other members, elected for staggered three-year terms so that the member with the least remaining tenure shall serve as chair during his or her final year on the Committee. This Committee shall study the potential merits, adverse consequences and legal implications of all proposed amendments or changes in the Bylaws and report their findings and recommendations to the Board prior to formal consideration of the proposed changes by the membership. The members of the Committee may suggest appropriate amendments to the Bylaws to the Board.

Section 4. **Program Committee.** The Program Committee shall coordinate and organize the programs for the annual meeting and meetings sponsored or cosponsored by the Society.

Section 5. **Finance Committee.** The Finance Committee shall have general oversight over the finances, investments, financial systems, audits, budgets and such other matters relating to the finances and investments of the Society as may be assigned from time to time by the Board of Directors of SAEM.

The Finance Committee will consist of twelve (12) members including AAACEM's Secretary-Treasurer. The committee co-chairs shall be SAEM's Secretary-Treasurer and an individual appointed by SAEM's President-Elect.

The Finance Committee shall have three (3) subcommittees: the Budget Subcommittee, the Audit Subcommittee, and the Investment Subcommittee. A Chair will be appointed by the members of the Committee from among the members of the Committee to lead each of the Subcommittees.

- a. The Budget Subcommittee shall:
 - i. monitor the financial activities of the Society on a monthly basis and present key metrics to the Board of Directors;
 - ii. provide guidance on the preparation, presentation and passage of the annual operating budgets of the Society;
 - iii. review any financing plans related to a building project or other financing arrangement; and
 - iv. review Form 990 and ensure it is distributed to the Board of Directors
- b. The Audit Subcommittee shall:
 - i. evaluate the performance of internal auditors (if applicable) and ensure the adequacy of financial controls and financial reporting;
 - ii. review the performance of the external audit team from an accounting, tax, and audit perspective and when needed lead the search for a new auditing firm;
 - iii. analyze external auditor certifications, reports, opinions and audit results; and
 - iv. ensure that conflicts of interest and other new audit and regulatory changes are addressed
- c. The Investment Subcommittee shall:
 - i. design and administer Society's investment program;
 - ii. develop an investment program with diverse risk characteristics across a variety of asset classes;
 - iii. supervise, evaluate and recommend for approval by the Board of Directors the retention and termination of investment trustees, investment managers, financial consultants, and financial custodians;
 - iv. direct the investment and management of the Society's assets, including:
 - v. approving asset allocation ranges and targets;
 - vi. authorizing periodic asset rebalancing;
 - vii. approving investment performance benchmarks; and monitoring investment performance.

Section 5. **Other Committees and Task Forces.** Additional committees and task forces may be created by the President-Elect and approved by the Board to aid in the Society's efforts to achieve and further its goals. The committees and task forces will have the authority as delegated to them by the Board through the President-Elect.

Section 6. **Procedure.** All committees and task forces, and each member thereof, will serve at the discretion of the Board. The 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. Task force appointees may be reappointed for one additional year, for a maximum of two years. The President-Elect 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 7. **Duties of Committee and Task Force Chairs.** Each committee and task force chair shall work with the President-Elect in determining the respective committee and task force goals for the coming year and oversee their completion. All chairpersons are responsible to the 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 8. **Academies.** The Board of Directors may approve the creation of one or more academies within the society, for the purpose of furthering the objectives of the society. Minimum dues and procedures to be followed by academies shall be determined by the Board of Directors and documented in the Guidelines for SAEM Academy Development.

- a. Each academy may provide for its governance through the establishment of operational guidelines, provided such operational guidelines do not conflict with or limit the Bylaws of SAEM, or with the guidelines for academies set forth by the Board of Directors. The operational guidelines should include, but are not limited to, a statement of the objectives of the academy, its governance structure, and any member dues. An academy may not begin operation until its operational guidelines have been approved by the SAEM Board of Directors and it has enrolled the minimum number of members. Because academies are considered a subcategory of membership of the Society, they will not have separate bylaws or formal incorporation documents, and their existence and operations shall be subject to the terms and conditions stated in these Bylaws.
- b. Dues: Each academy will provide for its financial support by establishing dues. Such dues shall be in addition to any dues and assessments of SAEM, and shall be collected and managed by the SAEM Executive Office. The amount and distribution of such dues shall be determined in cooperation with the Board of Directors.

- c. Meetings: Each academy must hold a business meeting at least once each calendar year, during the SAEM Annual Meeting. Academies may choose to hold additional meetings at other venues at other times of the year.
- d. Membership: Only members in good standing of SAEM shall be eligible to be members of academies.
- e. Ethical principles: Each Academy shall abide by the ethical principles of SAEM.
- f. The Board of Directors of SAEM may terminate an academy by a simple majority vote if the Board finds that the academy has engaged in activities detrimental to the best interests of SAEM. The academy shall be afforded the opportunity to be heard pursuant to such reasonable procedures that the Board of Directors shall provide.

ARTICLE VII

INDEMNIFICATION

Section 1. **Indemnification.** The Society will, to the fullest extent now or hereafter permitted by law, indemnify any Director or officer of the Society (and, to the extent provided in a resolution of the Board or by contract, may indemnify any volunteer, employee or agent of the Society) who was or is a party to or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding by reason of the fact that the person is or was a Director, officer, volunteer, employee or agent of the Society, or is or was serving at the request of the Society as a director, trustee, officer, partner, volunteer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses including attorneys' fees (which expenses may be paid by the Society in advance of a final disposition of the action, suit or proceeding as provided by law), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with action, suit or proceeding if the person acted (or refrained from acting) in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Society or its members, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful.

Section 2. **Rights to Continue.** This indemnification will continue as to a person who has ceased to be a Director or officer of the Society. Indemnification may continue as to a person who has ceased to be a volunteer, employee or agent of the Society to the extent provided in a resolution of the Board or in any contract between the Society and the person. Any indemnification of a person who was entitled to indemnification after such person ceased to be a Director, officer, volunteer, employee or agent of the Society will inure to the benefit of the heirs and personal representatives of that person.

ARTICLE VIII

CONFLICTS OF INTEREST

Section 1. **Disclosure.** When a member of the Board or an officer is affiliated with an organization seeking to provide services or facilities to the Society, or when a member of the Board or officer has any duality of interest or possible conflict of interest, real or apparent, such affiliation or conflict of interest should be disclosed to the Board and made a matter of record, either when the interest becomes a matter of Board action or as part of a periodic procedure to be established by the Board. An affiliation with an organization will be considered to exist when a Board member or officer or a member of his or her immediate family or close relative is an officer, Director, trustee, partner, employee or agent of the organization, or has any other substantial interest or dealings with the organization.

Section 2. **Voting.** Any Board member or officer having a duality of interest or possible conflict of interest on any matter should not vote or use his or her personal influence on the matter, and should not be counted in determining a quorum for the meeting at which the matter is voted upon, even though permitted by law. The Board should obtain and rely on appropriate comparability data, when appropriate. The minutes of the meeting should reflect that the disclosure was made, that the interested Board member abstained from voting, that his or her presence was not counted in determining a quorum, and that comparability data was considered.

Section 3. **Statement of Position.** The foregoing requirements should not be construed to prevent a Board member or officer from stating his or her position on the matter under consideration, nor from answering questions of other Board members relating to the matter.

ARTICLE IX

ORGANIZATIONAL ETHICAL PRINCIPLES

Section 1. **Statement of Principle.** The Society for Academic Emergency Medicine supports and upholds ethical standards in its mission and operations.

Section 2. **Policy:** Members of SAEM shall:

- a. Abide by the bylaws and policies of the Society.
- b. Conduct the Society's business affairs in good faith with honesty, integrity, due diligence, and competence.
- c. Maintain confidentiality of SAEM documents and proceedings. This includes avoidance of sharing, copying, reproducing, transmission, divulgence, or disclosure, except as required by law, of any confidential information related to the affairs of the Society or its committees, task forces, academies, or interest groups.
- d. Exercise proper authority and good judgment in dealings with the Society's staff, suppliers, and the general public; and respond to the needs of the Society and its other members in a prompt, responsible, respectful, and professional manner.
- e. Foster professionalism of colleagues.

- f. Participate in society activities and perform assigned duties in a professional and timely manner.
- g. Strive for excellence by maintaining and enhancing their own knowledge and skills, by encouraging the professional development of colleagues, and by fostering the aspirations of potential members of the profession.
- h. Act in the best interests of the Society, and when encountering potential conflicts of interest, disclose the conflict and, as appropriate, recuse from applicable discussions and votes.
- i. Uphold ethical standards of research, publication, education, and clinical care as supported by SAEM policies and guidelines.
- j. Uphold ethical standards of clinical care, education, and research at local institutions.

ARTICLE X

ADOPTION OF AMENDMENTS

Section 1. The Bylaws may be adopted or amended by majority vote of the membership (a) at any annual or special meeting of the membership or (b) by written ballot conducted through any means permitted by applicable law.

Section 2. The Board may, by resolution, propose amendments to the Bylaws, provided the proposed amendments are mailed to the membership with the notice for the meeting at which they are to be considered. A proposed amendment to the Bylaws may also be submitted in writing to the Secretary-Treasurer by three or more active members for Board consideration. Such proposals must be submitted to the Board at least 60 days prior to the meeting at which the proposals will be considered.

Section 3. Adoption of a Bylaws amendment shall be by a majority vote of the active members voting.

ARTICLE XI

PARLIAMENTARY AUTHORITY

Any question of order or procedure not specifically delineated or provided for by these Bylaws and subsequent amendments shall be determined by parliamentary usage as contained in Sturgis Rules of Order.

ARTICLE XII

DISSOLUTION OF THE SOCIETY

Dissolution of this Society can only be initiated by a majority vote of all members of the Board and must be approved by two-thirds of the active membership voting at any annual or special meeting. Upon the termination, dissolution or winding up of the Society, all remaining assets of the Society will be

distributed for a purpose or to an organization or organizations described in Section 501(c)(3) of the Code.

ARTICLE XIII

MISCELLANEOUS

Section 1. **Fiscal Year.** The fiscal year of the Society will end on the last day of December.

Section 2. **Liaisons to Other Organizations.** The Board may appoint liaison representatives to other organizations. The liaison representative must be a member of the Society and must be aware of the Society's organizational positions, mission, policies, and structure. The liaison representative shall issue at least biannual reports to the Board on organizational activities and issues relevant to the Society.

Amended 5/2008, 10/2013, 4/2016