

**Bylaws of the American Academy of Emergency Medicine
Resident & Student Association**

Article I: Name

The name of the corporation is the American Academy of Emergency Medicine Resident & Student Association, hereinafter referred to as "AAEM/RSA."

Article II: Offices

The principal office shall be at such location as the officers of AAEM/RSA shall determine.

Article III: Objectives and Powers

3.1 Exempt Status

AAEM/RSA has not been formed for pecuniary profit or financial gain, and no part of the assets, income, or profit of AAEM/RSA shall be distributed to or will inure to the benefit of any of AAEM/RSA' officers or directors or to any shareholder or individual except to the extent permitted under law.

3.2 Purpose and Mission Statement

AAEM/RSA is constituted and formed for the purposes of conducting research; providing professional and public education; restraining the cost, improving the quality, and promoting the integrity of the practice and management of emergency medicine in the United States (including without limitation the development, publication, and promotion of appropriate branches and professional standards in the emergency medicine industry); and performing any other act or thing incidental to or connected with the foregoing purpose or in advancement thereof, but not for the pecuniary profit or financial gain, except as permitted under the Wisconsin Nonprofit Corporation Act.

Mission Statement

1. Every individual should have unencumbered access to quality emergency care provided by an emergency physician.
2. An emergency physician is one who has achieved, or is eligible for, certification by either the American Board of Emergency Medicine or the American Osteopathic Board of Emergency Medicine.
3. AAEM/RSA is devoted to the personal wellness of developing emergency physicians.
4. AAEM/RSA believes that superior emergency medical education is essential at all levels of training. This education should be provided in an environment that guarantees academic freedom.

5. AAEM/RSA supports emergency medicine residency programs and fellowships, which are essential to the growth of our specialty.
6. AAEM/RSA believes that fair and equitable practice environments are necessary for the emergency physician to deliver the highest quality of patient care. This environment includes provisions for due process and the absence of restrictive covenants.
7. AAEM/RSA is committed to the advancement of emergency medicine worldwide.

3.3 Powers

AAEM/RSA shall have all the powers of a corporation organized not for pecuniary profit, as are now or shall hereafter be conferred by the statutes of the state of Wisconsin. AAEM/RSA shall not have capital stock and no money received by AAEM/RSA shall inure to the pecuniary benefit of a member of AAEM/RSA, or to those individuals with any connection to AAEM/RSA, which would prevent AAEM/RSA from being treated as a tax exempt corporation by the Internal Revenue Code. Actual expenses and compensation for services rendered to AAEM/RSA may be paid to a member of AAEM/RSA or to any other person who incurs an expense or renders a service.

3.4 Duration

The term of existence of AAEM/RSA shall be perpetual unless dissolved according to law.

Article IV: Membership and Privileges

4.1 Classes of Membership

There will be four classes of membership: resident, international, student, and free student. All members will hold a dual membership in the AAEM Resident and Student Association and AAEM.

4.2 Resident Membership

A resident member must be a resident in an emergency medicine training program that is accredited by the Accreditation Council on Graduate Medical Education (ACGME), the American Osteopathic Association (AOA) or by the Royal College of Physicians and Surgeons of Canada (RCPSC).

Resident members may vote for resident positions within the AAEM/RSA board of directors.

Resident member privileges are extended also to transitional members and to fellows in pediatric emergency medicine. A transitional member is a medical student who has completed medical school but has not applied for or been accepted to an emergency medicine residency program. A transitional member is eligible for up to two years of transitional membership. A graduated medical student who is serving in the military and is unable to enter in to an emergency medicine residency program due to military commitments is eligible for transitional membership for up to four years. Transitional members shall have no right to run for office.

Fellows in pediatric emergency medicine who have graduated from an ACGME or AOA accredited pediatric residency program or a program accredited by the Royal College of Physicians and Surgeons of Canada are also eligible for resident membership benefits. Pediatric-residency trained emergency medicine fellows may vote and run for office of the RSA board of directors.

4.3 International Membership

International member status is available for those resident or medical students with an interest in emergency medicine who practice outside of the United States or Canada. Canadian residents or students who do not meet criteria in 4.2 and 4.4 are also eligible for international membership. U.S. citizens who pursue an interest in emergency medicine in medical schools and training programs that do not meet the criteria in 4.2. or 4.4 are also eligible for international membership. International members shall have the right to vote. They are eligible to serve as an ex officio member of the board if they are a resident, or council if they are a medical student.

4.4 Student Membership

A student member must be a medical student at a Liaison Committee on Medical Education (LCME) accredited medical program, or an osteopathic program accredited by the American Osteopathic Association's Commission on Osteopathic College Accreditation (COCA) in the United States or Canada during the term of their office. Paid student members may vote for the student president who will also serve on the AAEM/RSA board of directors as a student representative, the student vice president, the regional representatives, and the ex-officio council member of the AAEM/RSA medical student council and may run for office.

4.5 Free Student Membership

A free student member must be a medical student at a medical or an osteopathic program. Free student members are eligible for this membership only during the first membership year they belong to AAEM/RSA. Free student members shall have no right to vote or run for office.

4.6 Membership Application

Each applicant for membership shall submit an application to AAEM/RSA in such form as may be determined by AAEM/RSA from time to time. AAEM/RSA does not discriminate against or give preference to members based on race, color, religion, age, sex, national origin, handicap, ancestry, sexual orientation, or marital status.

4.7 Obligations of Members

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

4.8 Action on Behalf of AAEM/RSA

Only the officers of AAEM/RSA, the board of directors of AAEM/RSA, and other

authorized agents of AAEM/RSA may state policies or positions on behalf of AAEM/RSA.

Article V: Resignation

Any member may withdraw from AAEM/RSA after fulfilling all obligations to it by giving written notice of such intention to the secretary-treasurer, which notice shall be presented to the board of directors or executive committee by the secretary-treasurer at the first meeting after its receipt.

Article VI: Assessments

6.1 Dues

Annual dues shall be determined by the officers and board for the ensuing year.

6.2 Non-Payment

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

Article VII: Meetings

7.1 Annual and Special Meetings

There will be a Scientific Assembly that will be planned on an annual basis and other meetings throughout the year as circumstances and needs dictate as determined by the executive committee. Special meetings may be called by the executive committee at its discretion.

7.2 Voting

Any voting member may be represented in person or by proxy at any meeting, but each voting member shall be entitled to only one vote.

Article VIII: Officers and Board of Directors

8.1 Officers

The officers of AAEM/RSA will consist of a president, immediate past president, vice president, and secretary-treasurer. These officers are responsible for the day-to-day operations of AAEM/RSA.

8.2 Board of Directors

The board of directors shall consist of AAEM/RSA's president, immediate past president, vice president, secretary-treasurer, a student representative, and no more than five at-large members. The at-large members may be assigned by the president to fulfill the role of committee chairs. The board of directors may also include an international member who will serve as an ex officio non-voting board member. The board of directors is responsible for the direction of AAEM/RSA and long-term planning.

8.3 Election Procedure

Any paid AAEM or AAEM/RSA member may nominate another member (including him or herself) for an open position on the board of directors. Except for the student representative, only resident members who will be enrolled in a residency at an Accreditation Council on Graduate Medical Education, American Osteopathic Association accredited residency program, or a program accredited by the Royal College of Physicians and Surgeons of Canada for the upcoming year is eligible to run for open board positions. Any paid international resident member is eligible to run for the ex officio nonvoting board position. All candidates running for a position on the board (excluding the student position) must be a resident or occupying a one-year transitional residency program during the academic year after their terms begin. The immediate past president may have completed a residency. Each resident member shall have one vote for each open position of president, vice-president, secretary-treasurer, each at-large position, and the ex officio non-voting international member. The resident member will not vote for the position of student representative, who is elected by the student membership.

Any paid AAEM or AAEM/RSA member may nominate another member (including him or herself) for an open position on the council. Any paid student member who is enrolled at a medical or osteopathic school accredited by the LCME or the COCA for the upcoming year is eligible to run for a medical student council position(s). Any paid international student member is eligible to run for the ex officio nonvoting council position. Candidates for the student council must be a medical student during the academic year after their terms begin. Each student member, excluding free student members, shall have one vote for the student president, vice president, and representative positions including the ex officio position.

Nominations may be made during a period that will end seven days after the completion of the Scientific Assembly. Voting will be undertaken by on-line voting: one vote per person. Elections will be completed 30 days after the closure of the nomination period. The nominee receiving the most votes will fill each open board and council position. An uncontested open position will be filled by the nominee regardless of the number of votes received for that position. In the event of a tie vote for a board position, the decision will be made by majority vote of the current board of directors. In the event of a tie vote for a council position, the decision will be made by majority vote of the current council members, and confirmed by the current board of directors.

For the board of directors, no residency program shall have more than two representatives on the board of directors (excluding the student representative). The resident elected to the highest office will be seated as an officer and the other residents from that program shall be ineligible to serve as an officer. If more than one resident from a program is elected to the at-large board positions, the two residents with the highest vote total will be elected to the at-large board positions, unless there is an elected officer from that program in which case only one at-large board position would be available. All other resident(s) from the program shall be

ineligible. Officers and directors will take their posts at the first in person board meeting after elections but no later than June 1.

For the medical student council, no school shall have more than two representatives on the council – one as an officer and one as a regional representative. The medical student elected to the highest office will be seated and other student(s) from that medical school shall be ineligible to serve as an officer. If more than one council member from the same medical school is elected to the regional representative positions, the one with the highest vote total will be elected to the representative position.

8.4 Terms of Office

The term of all positions on the board of directors shall be one year. Term limitations are established at two consecutive terms for each office.

8.5 Rules of Succession

Officers and directors shall hold office until a successor has been duly elected and takes office. In the event of a vacancy in the offices of vice president, secretary-treasurer, student representative, or at-large member due to death, resignation, or otherwise, the position shall be filled by appointment of the president and must be approved by the board of directors. The ex officio non-voting member board position may be filled. In the event of similar vacancy in the office of president, the vice president will assume command for the unexpired term. If he or she is unable to take over the role of president, then succession falls to the secretary-treasurer of AAEM/RSA. In the event of any succession, the succeeding officer will be eligible at the completion of the unexpired term of his or her predecessor for election to two full terms in that position.

In the event of a vacancy in the office of student vice president, student representative, or student ex officio representative due to death, resignation, or otherwise, the position shall be filled by appointment of the student president and must be approved by the medical student council and the board of directors. If a vacancy was due to an open position unfilled during an election, the newly elected medical student council will fill the position after they take office, and be confirmed by the board of directors.

8.6 Meetings of the Board

Meetings of the board of directors shall be open to the members of AAEM/RSA. A closed executive session may be called by the board for just cause, but all voting must be in open session by open ballot. Special meetings of the board of directors may be called by or at the request of the executive committee, any four directors, or at the request of 20 percent of all of the voting members of AAEM/RSA. Any member of AAEM/RSA may submit any resolution or item for discussion and vote at any of the board meetings.

8.7 Quorum

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

8.8 Resignation

A director or officer may resign at any time by giving written notice to the board, the president, or the secretary-treasurer of AAEM/RSA. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

8.9 Presumption of Assent

A director of AAEM/RSA who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be presumed to have assented to the action unless his or her dissent to such action is registered with the person acting as secretary of the meeting before adjournment thereof or unless he or she shall forward such dissent by registered mail to the secretary-treasurer of AAEM/RSA immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

8.10 Majority Action

Except as otherwise provided in these bylaws, every act or decision done or made by a majority of officers and directors present at any meeting duly held at which a quorum is present shall be the act of the board of directors. Voting may also be conducted by electronic mail.

8.11 Executive Director

The board of directors shall appoint an executive director. The executive director shall, under the direction of the board, perform duties as the title of the office ordinarily connotes. The executive director shall keep an accurate record of the minutes and transactions of the board, and shall serve as secretary to this body. The executive director shall supervise all other agents of AAEM/RSA and have such other powers and duties as may be prescribed by the officers and directors.

8.12 Removal of an Officer or Director

Any officer or director may be removed from office by a vote passed by at least three-quarters of the entire board of directors. A recall requires a petition by one-third of the entire board of directors or ten percent of active membership. If an officer or director misses three consecutive meetings of the board, the board may then, at its discretion, declare the position to be vacant.

8.13 Removal of a Medical Student Council Officer or Representative

Any medical student council officer or representative may be removed from office by a vote passed by at least three-quarters of the entire council. This will then need to be approved by at least three-quarters of the entire board of directors. A recall

requires a petition by one-third of the entire council or ten percent of active student membership. If the council approves the recall, the recall also requires board approval. If a medical student council officer or representative misses three consecutive meetings of the council, the council may then declare the position to be vacant. If this should occur, the council must inform the entire board.

Article IX: Committees of the Board

9.1 Executive Committee

The executive committee shall consist of the president, immediate past president, vice president, and secretary-treasurer. The executive committee shall have the authority to act on behalf of the board subject to ratification by the board. The executive committee shall meet at the call of the president, vice president or secretary-treasurer. A report of its actions shall be given to the board. Any tie vote of the executive committee may be decided by the president.

9.2 General Committees

The executive committee may appoint committees and task forces to address issues of AAEM/RSA. Meetings shall be at the discretion of the committee chair. Each committee chairperson is responsible for an annual report to the officers and board of directors.

9.3 Ethics Committee

The executive committee may appoint a special committee for ethics to address issues concerning AAEM/RSA' code of ethics. Meetings of the ethics committee shall be at the discretion of the committee chair.

Article X: Accountability

10.1 Records

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

10.2 Rules of Order

AAEM/RSA shall follow Dr. James E. Davis' *Rules of Order*.

Article XI: Indemnification

The directors and officers of AAEM/RSA shall not be personally liable for any debts, liabilities, or other obligations of AAEM/RSA. AAEM/RSA shall defend current and former directors and officers against all claims, suits, actions, or other proceedings which arise as a result of such persons' position with AAEM/RSA. AAEM/RSA shall hold harmless and indemnify each director and officer for reasonable expenses and liabilities incurred in all such proceedings. AAEM/RSA may maintain insurance, at its expense, for these purposes.

Article XII: Amendments to Bylaws

These bylaws may be amended, repealed or altered in whole or in part by a vote passed by at least two-thirds of the entire board of directors or at least two-thirds of the voting members of AAEM/RSA.

Article XIII: Code of Ethics

13.1 Purpose

The code of ethics of AAEM/RSA applies to AAEM/RSA and its members and is enforceable solely by AAEM/RSA. The primary purpose of this code of ethics is to support AAEM/RSA' mission statement. The rules and policies of ethics set forth below are mandatory and specific standards of conduct for all members of AAEM/RSA in any class of membership. The rules of ethics are enforceable by AAEM/RSA.

13.2 Member Conduct

- a. Compliance with applicable rules. Members of AAEM/RSA shall at all times comply with the following:
 - i. stated rules, policies and other requirements of AAEM/RSA, including without limitation, all provisions of its bylaws;
 - ii. applicable requirements under federal and state laws and regulations relating to such member's status as a physician, medical student, scientist, or allied health professional; and
 - iii. applicable rules and requirements of each and every of the following bodies to whom such member is subject (a "governing body"):
 1. healthcare entities and governing bodies and committees thereof which conduct professional review activities;
 2. boards of medical examiners and comparable bodies with responsibility for licensing of physicians or allied health professionals,
 3. other self-regulatory organizations and professional societies; and
 4. any other body which is a "board of professional examiners" or a "professional review body" under the Healthcare Quality Improvement Act of 1986.
- b. Discipline by other bodies. Any:
 - i. censure or reprimand;
 - ii. suspension or termination of a license or membership;
 - iii. suspension or revocation of privileges; or
 - iv. any other finding of bad standing of a member by any governing body shall constitute a violation of this code of ethics.

13.3 Commercial Relationships

A member's clinical judgment shall not be affected by an economic interest in, commitment to, or benefit from professionally related commercial enterprises.

13.4 Disclosure of Conflicts of Interest

The established policy of AAEM/RSA is to require of its officers, directors, committee chairpersons, and senior staff appropriate disclosure from time to time declaring any relevant conflict of interest between their AAEM/RSA positions and involvement with outside organizations. Such involvements are ones that may directly or indirectly:

- a. have significant economic transactions with AAEM/RSA;
- b. have objectives inconsistent with the purposes of AAEM/RSA;
- c. market products or services to members of AAEM/RSA; or
- d. market products or services to medical patients.

13.5 Policy and Procedures Regarding Actual or Potential Conflicts of Interest

In order for AAEM/RSA to most effectively further its mission and to otherwise maintain its excellent reputation in the medical community and with the public, it is important that confidence in AAEM/RSA's integrity be maintained and that AAEM/RSA's decisions and actions not be unduly influenced by any special interests of individual members. This policy seeks to identify actual or potential conflicts of interest which might improperly affect AAEM/RSA activities. Specifically, this policy seeks to cover the following three types of possible conflicts of interest:

- a. Interests which may affect or be affected by significant economic transactions to which AAEM/RSA is or may be a direct party (i.e., ownership by an AAEM/RSA officer of a company from which AAEM/RSA makes major purchases of goods or services);
- b. Interests which might cause a representative of AAEM/RSA to abuse an AAEM/RSA position in order to achieve objectives which are inconsistent with the purposes of AAEM/RSA; and
- c. Interests which do not relate directly to an interest of AAEM/RSA as an organization but bear significantly on issues of importance to AAEM/RSA membership and about which different components of AAEM/RSA membership might hold widely differing views.

13.6 Administrative Procedures

Administrative procedures form the third part of the code of ethics. These procedures provide for the structure and operation of the ethics review process and they set forth procedures to be followed by the board of directors of AAEM/RSA in handling inquiries or challenges raised under the rules of ethics. All members of AAEM/RSA are required to comply with these procedures. Failure to cooperate with the board of directors in a proceeding on a challenge may be considered by the board of directors according to the same procedures and with the same sanctions as failure to observe the rules of ethics.

13.7 Inquiries and Challenge

- a. Preliminary review and disposition. A submission involving this code of ethics (a "submission") may consist of:

- i. a request for issuance by the board of directors of an advisory opinion interpreting any provision of this code of ethics (an "inquiry"); or
 - ii. a request for a finding by the board of directors that a member of AAEM/RSA has failed to observe any provision of the rules of ethics under this code of ethics (a "challenge").
- b. Submissions may be considered without regard to their means or form of submission. Submissions relating to information not in the public domain are not considered unless they are submitted in writing and signed by their submitters. Submissions may be made by any person or entity, regardless of whether an AAEM/RSA member, including without limitation, other physicians, healthcare institutions, healthcare reimbursers, allied health professionals, patients or organizations representing any of the above. Upon preliminary review of a submission, the president may conclude, in the executive committee's discretion, that the submission:
 - i. contains insufficient information upon which to base an investigation;
 - ii. would be better suited for consideration by another body (i.e., a healthcare entity or governing body or committee thereof, a governmental or quasi-governmental administrative body, a board of medical examiners or comparable body, or another self-regulatory organization) which conducts peer review activities and has jurisdiction over such matter; or
 - iii. is patently frivolous or inconsequential.

In the event of any such conclusion by the president, the submission shall be disposed of by notice from the president to its submitter.

13.8 Investigation

For each submission involving this code of ethics that the president concludes is valid and actionable, the board of directors shall conduct an investigation into its specific facts or circumstances to whatever extent is necessary in order to clarify, expand or corroborate the information provided by the submitter. A member of AAEM/RSA who is the subject of a challenge shall be informed in writing at the beginning of the investigation as to:

- a. the nature of the challenge;
- b. the obligation to cooperate fully in the investigation of the challenge; and
- c. the opportunity to request a hearing on the challenge before the board of directors.

Investigations involving challenges shall be conducted in confidence, with all written communications sealed and marked "personal and confidential," and they shall be conducted objectively, without any indication of prejudgment. An investigation may be directed toward any aspect of an inquiry or challenge which is relevant or potentially relevant. The investigation may include one or more site visits and informal interviews with the member who is the subject of the challenge.

13.9 Determination of Non-Observance

The board of directors shall make the determination whether a member of AAEM/RSA has failed to observe the rules of ethics in this code and shall impose an appropriate sanction upon the recommendation of the ethics committee arising from a challenge and following an investigation.

13.10 Sanctions

Any of the following sanctions may be imposed by the board of directors upon a member of AAEM/RSA who the board of directors has determined has failed to observe the rules of ethics, although the sanction applied must reasonably relate to the nature and severity of the non-observance, focusing upon reformation of the conduct of the member and deterrence of similar conduct by others:

- a. reprimand the member, with publication of the determination but not the member's name;
- b. suspend the member from AAEM/RSA for a designated period, with publication (at the discretion of the board of directors) of the member's name; or
- c. terminate the member's membership with AAEM/RSA, with publication of the determination and of the member's name.

In addition to and not in limitation of the foregoing, in any case in which the board of directors determines that a member of AAEM/RSA has failed to observe the rules of ethics, the board of directors may impose the further sanction that the member shall not be entitled to sponsor, present, or participate in a lecture, poster, film, instruction course, panel or exhibit booth at any meeting or program of or sponsored by AAEM/RSA for a period of up to five calendar years from and after the effective date a sanction is imposed for the first time upon him or her.

Members of AAEM/RSA who are suspended are deprived of all benefits and incidents of membership during the period of suspension.

13.11 Appeal

Within 30 days after receipt of notice of a determination by the board of directors that a member of AAEM/RSA has failed to observe the rules of ethics in this code and of imposition of a sanction, the affected member may submit to the board in writing a request for an appeal. In such event, the board of directors shall establish an appellate body consisting of at least three but not more than five voting members of AAEM/RSA who did not participate in the investigation or in the board of directors' determination. The appellate body shall conduct and complete the appeal within 90 days after receipt of the request for an appeal.

13.12 Overriding Reporting Requirement

Notwithstanding anything expressly or apparently to the contrary contained in this code of ethics, AAEM/RSA shall report such information to such agency or agencies, and in such form and manner and frequency as may from time to time be prescribed

by the Healthcare Quality Improvement Act of 1986 and by regulations promulgated thereunder, all as from time to time amended, as may be necessary for the continued availability to AAEM/RSA of the protection from liability for damages afforded by such Act.