

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

Approved 6.2.25

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

AAEM/RSA is *the* advocacy association for emergency medicine residents and students. We advocate, educate, and elevate emergency medicine trainees in the following ways:

1. We advocate for current and future training and practice environments for every EM resident and student.
2. We advocate for unencumbered patient access to quality emergency care led by EM residency-trained, board-certified emergency physicians.
3. We educate residents and students to develop clinical excellence, sustainable business practices, and career longevity to best care for themselves and their patients.
4. We elevate future leaders in emergency medicine by providing mentorship, wellness, and professional development opportunities.

Values

AAEM/RSA is guided by the following values in pursuit of our vision:

- Integrity
- Courage
- Inclusion
- Impact
- Collaboration

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, medical student, and pre-medical 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), 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 five years of transitional membership. A graduated medical student who is serving in the military and is unable to enter into an emergency medicine residency program due to military commitments is eligible for transitional membership for up to five 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. International medical students are eligible to serve as a member of the medical student council.

4.4 Medical 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. Student members may vote for the student chair who will also serve on the AAEM/RSA board of directors as a student representative, the student vice chair, the regional representatives, and the international council member of the AAEM/RSA medical student council, and may run for office.

Fourth year paid student members who are graduating may vote for resident positions within the AAEM/RSA board of directors.

4.5 Pre-Medical Student Membership

A pre-medical student member must be interested in emergency Medicine. Pre-medical student members are eligible for this membership only while they are an undergraduate. Pre-medical 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 planned by AAEM during which the AAEM/RSA board will meet. Other meetings will be held 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 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 six at-large members. The at-large members may be assigned by the president to fulfill the role of committee board liaisons. The board of directors may also appoint a Publication Advisor and/or a Legacy Assembly Mentor as an ex-officio and 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 an AAEM/RSA resident member (including him or herself if applicable) 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. 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.

All candidates running for the position of AAEM/RSA president must have served on the board or have served as a committee chair or vice chair, for at least one year. All candidates running for the position of AAEM/RSA president must be in or entering their PGY-2 or greater year of residency, rising interns (4th year medical matching into emergency medicine) shall not be eligible. 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, and each at-large board position. 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 an AAEM/RSA student member (including him or herself if applicable) 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 international council position. Candidates for the student council must be a medical student in the academic year after their term begins with the exception of the international position on the student council, which may be filled by an international student who is a medical student at the time of their election or appointment. Each student member, excluding free student members, shall have one vote for the student chair, vice chair, and representative positions including the international position. Fourth year medical student members who are graduating may vote for resident positions within the AAEM/RSA board of directors.

Nominations for elected positions shall remain open for a minimum of 30 days and maximum of 60 days prior to the start of the election period. Election period will be open for a minimum of 30 days and a maximum of 45 days and close no later than January 21 via online voting, with eligible members entitled to one vote. Notifications of election results shall be issued no later than 60 days prior to the first day of the Scientific Assembly. 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 and immediate past president). 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.

Newly elected officers and directors will be strongly encouraged to attend the AAEM/RSA board meeting during AAEM's Scientific Assembly, and will officially take their posts at the first conference call or in person board meeting after Scientific Assembly, however, no later than May 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 position, the one with the highest vote total will be elected to the representative position.

8.4 Vacancy Following an Election

Should there be an open position on the AAEM/RSA executive board, the newly elected president will appoint one of the newly elected members-at-large to fill the open executive committee position. The newly elected president will then appoint the candidate with the next highest number of votes to fill the vacant at-large position. This will require approval by the current board. If not enough candidates run to fill all positions, the newly elected president will nominate individual(s) to fill the vacant positions, which will then require approval by the current board. Should there be an open position unfilled for the AAEM/RSA medical student council following an election, the newly elected medical student council chair will nominate candidate(s) for the position(s) and be confirmed by the current board of directors.

8.5 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.

8.6 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, other than a vacancy due to an open position unfilled during an election, 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.

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, other than a vacancy due to an open position unfilled during an election, in the office of student vice chair, student representative, or student international representative due to death, resignation, or otherwise, the position shall be filled by appointment of the student chair and must be approved by the medical student council and the board of directors.

8.7 Meetings of the Board

A regular meeting of the Board of Directors shall be held before and after the scientific assembly. The specific times and places of such meetings shall be determined by the President. The President may determine the times and places for the holding of additional regular meetings. 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 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.

8.8 Action Without a Meeting

Any action required or permitted to be taken at any meeting of the board of directors may be taken without a meeting if a consent in writing setting for the action so taken shall be signed by two-thirds (2/3) of the directors in office.

8.9 Meetings by Electronic Means of Communication

To the extent provided in these Bylaws, the Board of Directors, or any committee of the Board, may, in addition to conducting meetings in which each Director participates in person, and notwithstanding any place set forth in the notice of the meeting or these Bylaws, conduct any regular or special meeting(s) by the use of any electronic means of communication, provided that:

- a) all participating Directors may simultaneously hear each other during the meeting,
OR
- b) all communication during the meeting is immediately transmitted to each participating Director, and each participating director is able to immediately send messages to all other participating Directors.

Before the commencement of any business at a meeting at which any Directors do not participate in person, all participating Directors shall be informed that a meeting is taking place at which official business may be transacted.

8.10 Quorum

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

8.11 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.

8.12 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 a right to dissent shall not apply to a director who voted in favor of such action.

8.13 Majority Action

The board of directors may take action at any meeting duly held in which a quorum is present. Action related to AAEM position statements, partnerships with other organizations, non-budgeted financial requests exceeding \$10,000 and bylaws changes require a supermajority vote of two-thirds of the officers and directors present at the meeting. All other acts or decisions may be made by a simple majority of officers and directors present at any meeting. Voting may also be conducted by electronic e-mail with the supermajority or simple majority requirements as noted previously.

8.14 Executive Director

The AAEM board of directors shall appoint an association management company that shall appoint an AAEM executive director. An AAEM/RSA Executive Director may be appointed at the discretion of the AAEM Executive Director and/or association management company consulting partner. 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.

8.15 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 a member of the board fails to comply with the Board partition policy, the Executive Committee will vote for removal of the board member. In the case of a vote to remove the board member, the Executive Committee will propose 1-2 new candidates from current committee chairs within two weeks of board vacancy, and the full RSA board will vote to appoint someone in place of the removed board member. If an appropriate candidate cannot be identified or agreed upon, a call for applications can be made from full RSA membership.

8.16 Removal of a Medical Student Council Officer or Representative

If a member of the Council fails to comply with the Council participation policy, the Council will vote for the removal of the member. In the case of a vote to remove the Council member, the Council

will propose 1-2 new candidates within two weeks of the vacancy and the full Council will vote to appoint someone in place of the removed member. If an appropriate candidate cannot be identified or agreed upon, a call for applications can be made from full RSA membership.

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 and/or board liaison. Each committee chairperson and/or board liaison 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's code of ethics. Meetings of the ethics committee shall be at the discretion of the committee chair.

Article X: Accountability

AAEM/RSA shall follow *Robert's 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

All members shall comply with the AAEM/RSA Code of Ethics Policy and all other policies to which it refers. All members in a leadership role of AAEM/RSA shall comply with the AAEM/RSA Code of Conduct Policy.