

**BOR Approved
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**THE COLORADO CHAPTER
OF THE AMERICAN COLLEGE OF PHYSICIANS**

BYLAWS

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ARTICLE I

NAME AND OFFICES OF CHAPTER

Section 1.1. The name of the Corporation shall be the Colorado Chapter of the American College of Physicians (the “Chapter”).

Section 1.2. The Corporation may have such offices as the Council (as defined in Article V) may from time to time determine.

ARTICLE II

PURPOSES OF THE CHAPTER

Section 2.1. The Chapter is established exclusively for charitable and educational purposes as set forth in the Articles of Incorporation of the Chapter.

Section 2.2 The Chapter is subject to the bylaws of the American College of Physicians (“ACP”) and any resolution passed by the ACP Board of Regents. If the Chapter does not comply with ACP Bylaws or a resolution passed by the ACP Board of Regents, or the ACP Board of Regents determines it is in the best interests of ACP, ACP may revoke the right of the Chapter to hold itself out as a Chapter of ACP following any process specified by ACP.

ARTICLE III

MEMBERSHIP IN THE CHAPTER

Section 3.1. Membership in the Chapter shall consist of those persons who are members of the ACP and whose mailing address for purposes of receiving notices and publications of the ACP is in the State of Colorado.

Section 3.2. A Chapter member shall automatically be accorded the same class of membership as such member holds in the ACP. Only a Chapter member who belong to the Membership, Fellowship, or Mastership classes of membership shall be entitled to hold an office of the Chapter or vote on Chapter matters, provided, however, that members who are in a different class may vote in the election of members of advisory boards or committees composed solely of members of such class, and may be appointed to serve as a voting member of a chapter committee.

ARTICLE IV

MEETINGS OF CHAPTER MEMBERS

Section 4.1. All meetings of the members shall be held at a registered office or at such other place, either within or without the State of Colorado, as the Council may from time to time determine.

Section 4.2. An annual meeting of the members shall be held in each year at such time as the Council shall determine. Special meetings of the members may be called at any time by the president, any two members of the Council or at least ten percent of the members of the Chapter entitled to vote, upon written request delivered to the president of the Chapter.

Section 4.3. Written notice of any meeting of members, stating the time, place, and the general nature of the business to be transacted, shall be served not less than ten nor more than fifty days before such meeting, unless a greater period of notice is required by statute.

Section 4.4. Except as may be otherwise provided by statute or by these Bylaws, a quorum for the transaction of business at any meeting shall consist of those members entitled to vote who are present in person. One or more members may participate in any meeting by means of conference telephone or other electronic communications by means of which all persons

participating in the meeting can hear and communicate with each other, and all members so participating shall be deemed to be present in person at the meeting.

Section 4.5. Except as may be otherwise provided by statute or by these Bylaws, the vote of a majority of the members entitled to vote who are present in person shall decide any question brought before any meeting.

ARTICLE V CHAPTER COUNCIL

Section 5.1. The Council shall consist of the Governor of the Chapter, who shall function as the president of the Chapter, the Governor-Elect, if any, the vice president, and treasurer, and five or more Chapter members, the number of which shall be set from time to time by the president and approved by the Council. The Council members (other than the president and ex-officio members described below) shall be nominated by the president and approved by the Council. The most recent two past Governors of the Chapter, current Chairpersons of the Council committees, the Chapter resident and student activities leader, and if applicable, the Chapter Wellness Champion shall be ex-officio members of the Council with voting privileges. There may be three to five additional at-large Council members, nominated by the president and approved by the existing Council members (excluding the nominees). The vice president and at-large members shall have renewable terms of not more than one year that conclude or are renewed at the time of the Chapter meeting. All other previous chapter Governors shall be ex-officio non-voting members of the Council. There should be at least one resident and at least one medical student representative as ex-officio non-voting members.

Section 5.2. In nominating members to the Council, an attempt shall be made to incorporate diversity into the selection process. Chapter members may apply for at-large Council positions by notifying the president at least one month before the annual chapter meeting.

Section 5.3. Vacancies in Council positions including vacancies resulting from an increase in the number of members constituting the Council, may be filled through nomination by the president and approval by a majority vote of remaining Council members. Each person so elected shall complete the remainder of the original Council person's term.

Section 5.4. The duties of the Council shall be those ordinarily performed by a Board of Directors of a corporation. The Council shall manage the business and affairs of the Chapter and may exercise all such powers of the Chapter and do all such lawful acts and things as are not by statute or by these Bylaws directed or required to be exercised and done by the members of the Chapter or by the Governor of the Chapter.

ARTICLE VI
CHAPTER COUNCIL MEETINGS

Section 6.1. The meetings of the Council may be held at such place within the State of Colorado or elsewhere as the president or a majority of the Council members may designate from time to time or as may be designated in the notice calling the meeting. Meetings may be in-person or virtual, as long as there is the ability to have two-way communication and voting.

Section 6.2. Regular meetings of the Council shall be held at least two times a year, at such times and places as shall be determined from time to time. Notice of each regular meeting of the Council shall specify the time and place of the meeting and shall be given to each Council member at least seven days before the meeting. A process shall be developed to create, review, and forward to the national organization resolutions of importance to the membership.

Section 6.3. Special meetings of the Council may be called upon 24 hours notice to each Council member by the president, or upon written request of any two members of the Council. Notice of each special meeting of the Council shall specify the time and place of the meeting.

Section 6.4. Half or more of voting Council members shall constitute a quorum for the transaction of business, and the acts of a simple majority of the Council members present at a meeting at which a quorum is present shall be the acts of the Council, except as may be otherwise specifically provided by statute or by these Bylaws. If a quorum shall not be present at any Council meeting, the Council members present may adjourn the meeting. It shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted other than by announcement at the meeting at which such adjournment is taken.

Section 6.5. One or more Council members may participate in a meeting of the Council by means of conference telephone or other electronic communications by means of which all persons participating in the meeting can hear and communicate with each other, and all Council members so participating shall be deemed to be present in person at the meeting.

Section 6.6. Any action which may be taken at a meeting of the Council may be taken without a meeting if a majority of the entire Council affirmatively votes for such action and if each member of the Council, in writing (including electronic communications), either (a) votes for such action or (b) opposes such action or abstains from voting on said action and waives the right to demand that action not be taken without a meeting. Such actions should be recorded and filed with the Chapter office.

Section 6.7. The first meeting of each newly elected Council may be held at the same place and immediately after the meeting at which the Council members were elected and no notice need be given to the newly elected Council members in order to legally constitute

the meeting; or it may convene at such time and place as may be fixed by the consent or consents in writing of all the Council members.

Section 6.8. Except to the extent inconsistent with these bylaws, any special rules or order adopted by the ACP, and / or the rules contained in the current edition of the American Institute of Parliamentarians: Standard Code of Parliamentary Procedure shall govern all meetings of the members.

ARTICLE VII

OFFICERS OF THE CHAPTER

Section 7.1. The officers of the Chapter shall be a Governor (who shall also function as the president), Governor-Elect, if any, a vice president, and a treasurer. The officers shall be members of the Chapter and shall belong to the Membership, Fellowship, or Mastership classes of membership.

Section 7.2. Except with respect to the office of Governor, Governor-Elect, and vice president and except as hereinafter provided in the case of vacancies, the officer(s) shall be nominated by the president and approved by the Council prior to or at the annual meeting of the Chapter. Such officers will have a one-year renewable term.

Section 7.3. Except for the Governor and Governor-elect, the Council shall supervise all Officers, and may remove any Officer (except for the Governor or Governor-elect) if, in the Council's judgment, the best interests of the Chapter will be served by removal. Such removal would require a two-thirds vote of the entire Council eligible to vote. If the office of any officer becomes vacant because of removal by the Council, death, resignation or any other reason, except for the office of Governor or Governor-Elect, such vacancy shall be filled by a majority vote of the entire Council. Any person so elected shall serve the remainder of the term in question. The Governor and Governor-Elect may only be removed by the ACP Board of Regents. If the Governor ceases to serve, the Governor-Elect shall become Governor. In the absence of such Governor-Elect, the vice president shall engage the Council to select from its voting ranks and by a 2/3 majority, an individual to serve as Acting-Governor until a new Governor is selected pursuant to the Bylaws of the ACP.

Section 7.4. The Council may appoint such other officers, assistant officers and agents as the needs of the Chapter may require who shall hold their positions for such terms and shall have such authority and shall perform such duties as from time to time shall be determined by resolution of the Council.

Section 7.5. The salaries and expense allowances, if any, for all officers and agents of the Chapter shall be determined by the Council.

THE GOVERNOR (PRESIDENT)

Section 7.6. The Governor shall be elected pursuant to the provisions of the Bylaws of the ACP and shall serve for such term and shall perform such functions as are set forth in such Bylaws. The Governor shall (1) preside at meetings of the members and of the Council; (2) attend meetings of the committees; (3) act as a liaison between the Chapter and (a) the College and (b) other Chapters; (4) report periodically to the College's Board of Governors on activities of the Chapter, (5) promote applications for membership in the College and evaluate the recommendations of the Credentials/Membership Committee for such membership; and (6) perform such other duties as the Council may prescribe or delegate to them. The Governor shall be the chief executive officer of the Chapter and shall see that all orders and resolutions of the Council are carried into effect.

Section 7.7. The Governor shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the Chapter, except where required by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Council to some other officer or agent of the Chapter.

THE GOVERNOR-ELECT

Section 7.8. The Governor-Elect, when elected, shall serve as vice president and may perform the functions of the Governor in the absence of the Governor. The Governor-Elect shall be elected in the manner described in Section 8.7 and shall perform the duties described in the Bylaws of ACP. As set forth in the Bylaws of ACP, the Governor-Elect shall succeed to the office of Governor at the end of the predecessor Governor's term and shall serve a four-year term.

THE VICE PRESIDENT

Section 7.9. The vice president shall be from Fellowship or Mastership classes of the College membership. If there is a Governor-Elect, they shall serve as vice president. In the absence of a Governor-elect, the president shall nominate a chapter member to serve as vice president. This individual may or may not be an existing Council member. The nomination must be approved by a 2/3 vote of the Council. The vice president shall be a voting member of the Governor's council. The vice president shall perform such important leadership duties as mutually agreed upon with the Governor, including but not limited to recording all formal votes of the Council and minutes of relevant transactions. With the Governor's approval, the vice president may designate another Chapter member or employee / contractor to perform specific functions. Being vice president does not obligate, nor preclude, this member from running for Governor-elect during the next election cycle.

THE TREASURER

Section 7.10. The treasurer shall maintain custody of the Chapter funds and securities, shall keep full and accurate accounts of receipts and disbursements and shall deposit all funds of the Chapter in such depositories as shall be designated by the Council.

Section 7.11. The treasurer shall pay all bills and expenses of the Chapter and report to the Council, and membership in attendance at the annual meeting of the Chapter, as requested, but at least annually, on all transactions and the financial condition of the Chapter.

Section 7.12. If required by the Council, the Treasurer shall give the Chapter a bond in such sum, and with such surety or sureties as may be satisfactory to the Council, for the faithful discharge of the duties of the office.

Section 7.13. The office of Treasurer shall be elected and / or reappointed by a majority vote of the Council taken at the Council meeting held in conjunction with the annual Chapter meeting. A member interested in running for Treasurer should notify the president, in writing, at least one month prior to the annual Chapter meeting.

ARTICLE VIII

CHAPTER COUNCIL COMMITTEES

Section 8.1. The Council may designate and create standing or temporary committees in addition to those provided for in these Bylaws. Such committees shall have such duties and responsibilities as the Council may deem appropriate. Committee Chairs are nominated by the president and approved / renewed by a majority vote of the Council. They shall have renewable terms of not more than one year that conclude or are renewed at the time of the Chapter meeting. Members interested in being considered for Chair of a committee should notify the Chapter president at least one month prior to the annual Chapter meeting, or as vacancies arise.

EXECUTIVE COMMITTEE

Section 8.2. The Council may have an "Executive Committee." The Executive Committee will consist of the Governor of the Chapter and the Governor-Elect, the vice-president, and treasurer, if any of those positions are filled.

Section 8.3. The Executive Committee will have full authority to act on behalf of the Council, except that it will have no authority to: approve operating or capital budgets; amend the bylaws or Articles of Incorporation; countermand any action taken by the Council; take any action that is required to be taken or exercised by Chapter Members; or take any action that is committed by these bylaws or by resolution of the Council to the Council as a whole or to another

committee of the Council. The Executive Committee shall report their activities to the Council at the Council's next regular meeting.

Section 8.4. Except for the Local Nominations Committee and Executive Committee, the Council shall establish the composition and terms of any committees and workgroups of the Chapter. The appointment of members to the committees and workgroups will occur via processes established by the Council.

LOCAL NOMINATIONS COMMITTEE

Section 8.5. The Governor shall form a "Local Nominations Committee" to nominate prospective candidate(s) for Governor for the Chapter during the second year of the appointing Governor's term. The Local Nominations Committee shall be comprised of at least three Chapter Members in the category of Mastership and/or Fellowship appointed by the Governor. The Governor may serve as a nonvoting member of the Local Nominations Committee.

Section 8.6. The Local Nominations Committee may nominate candidates for the Council, the offices of vice-president, and treasurer, and the position of Governor-Elect of the Chapter if the position exists at the Chapter.

Section 8.7. The Local Nominations Committee may submit to the Chapter President a list of candidates for the Council and the offices of vice-president, and treasurer at least one month prior to the annual meeting of the Chapter Members. Chapter Members may nominate any eligible individual at the annual meeting according to Section 5.3. Only those candidates nominated by Chapter Members in accordance with Section 5.3 or by the Local Nominations Committee will be eligible for election.

Section 8.8. The Local Nominations Committee shall submit to the ACP Executive Committee Board of Governors ("ECBOG") the names of two candidates for the position of Governor-Elect of the Chapter at least four weeks prior to the election. The two candidates must be nominated from among the Chapter Members and may not previously have served as Governor in that Chapter. Chapters may present a single nominee for Governor-elect and hold single-candidate Governor-elect elections subject to ECBOG review and approval and pursuant to the ACP Bylaws.

ARTICLE IX
GENERAL PROVISIONS
REPORT TO MEMBERS

Section 9.1. The Council shall submit at the annual meeting of the members a full report of conditions and finances of the Chapter together with a review of its acts for the preceding year.

CHECKS AND NOTES

Section 9.2. All checks or demands for money and notes of the Chapter shall be signed by such officer or officers as the Council may from time to time designate.

FISCAL YEAR

Section 9.3. The fiscal year of the Chapter shall be from July 1 of one year to June 30 of the following year.

NOTICES

Section 9.4. Whenever, under the provisions of the statutes of the Articles of Incorporation or of these Bylaws, notice is required to be given to any person, it may be given to such person either personally or by sending a copy thereof through the mail or electronically, charges prepaid, or by facsimile transmission or electronic mail, or by recognized delivery service to the appropriate address appearing on the books of the Chapter or supplied by him to the Chapter for the purpose of notice. Notice shall be deemed to have been given when delivered in person, or sent by facsimile or electronic mail or one day after being deposited in the mail or with a recognized delivery service or electronically.

Section 9.5. Whenever any written notice is required to be given by statute or by the Articles of Incorporation or by these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed the equivalent of the giving of such notice. Except in the case of a special meeting of members, neither the business to be transacted nor the purpose of the meeting need be specified in the waiver of notice of such meeting. Attendance of any person entitled to vote at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 9.6. No officer or Council member shall be personally liable for monetary damages as an officer or as a Council member for any action taken, or any failure to take any action, unless the individual has breached or failed to perform the duties of their position and the breach or failure to perform constitutes self-dealing, willful and wanton misconduct or gross recklessness; provided, however, the foregoing provision shall not apply to the responsibility or liability of an officer or a Council member pursuant to any criminal statute or liability for the payment of taxes pursuant to local, state or federal law.

Section 9.7. Subject to any limitations imposed by statutes, the Chapter shall indemnify any officer, Council member or employee to the fullest extent permissible under the applicable provisions of the Colorado Revised Nonprofit Corporation Act. Without limiting the foregoing, the Chapter shall indemnify any officer, Council member, employee, or agent of the Chapter who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, (and whether or not by, or in the right of, the Chapter) by reason of the fact that such person is or was a representative of the Chapter, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action or proceeding if such person acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of the Chapter, and with respect to any criminal proceeding, had no reason to believe such conduct was illegal, provided, however, that no persons shall be entitled to indemnification pursuant to these Bylaws in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness; and provided, further, however, in instances of a claim by or in the right of the Chapter, indemnification shall not be made under this section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Chapter unless and only to the extent that the court determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court shall deem proper.

Section 9.8. Unless ordered by a court, any indemnification under section 9.7 or otherwise permitted by law shall be made by the Chapter only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because the applicable standard of conduct set forth under that section has been met. Such determination shall be made by the Council by a majority vote of a quorum consisting of Council members who were not parties to the action or proceeding; if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested Council members so directs, by independent legal counsel in a written opinion; or by the members.

Section 9.9. The Chapter may purchase and maintain insurance on behalf of any person who is or was a Council member, officer, employee, or agent of the Chapter, or who is serving or was serving at the request of the Chapter in such capacity, against any liability asserted against such person or incurred by such person in any such capacity.

Section 9.10. Notwithstanding any other provision herein to the contrary, the Chapter shall not provide indemnification to its Council members, officers, employees or agents to the extent that providing such indemnification would constitute an act of self-dealing, as defined in Section 4941(d) of the Internal Revenue Code of 1986 (the "Code"). Moreover, the Chapter shall not pay any tax imposed on a Council member or officer by Chapter 42 of the Code, except that the Chapter shall indemnify any Council member or officer with respect to their defense in a judicial or administrative proceeding involving Chapter 42 of the Code or state laws relating to mismanagement of funds of charitable organizations against all expenses (other than taxes, penalties or expenses of correction), including attorney fees, if: (a) such expenses are reasonably incurred in connection with such proceeding; and (b) are successful in such defense or such proceeding is terminated by settlement and has not acted willfully and without reasonable cause with respect to the act or failure to act which led to liability for tax under Chapter 42 of the Code.

DUES AND FEES

Section 9.11. The dues shall be established by the Council annually. The annual dues for the various classes of membership shall not exceed the annual dues for the same respective classes of membership in the ACP. The annual dues shall not be assessed against any member who is exempt from the payment of annual dues to the ACP, unless such member is exempt solely because of the payment of a life membership fee to the ACP.

Section 9.12. All dues, fees and assessments shall be collected by the ACP and remitted to the Chapter.

PARLIAMENTARY AUTHORITY

Section 9.13. The procedure for all meetings of the Chapter shall be according to the American Institute of Parliamentarians Standard Code of Parliamentary Procedure.

AMENDMENTS AND FUNDAMENTAL CHANGE

Section 10.1. The Articles of Incorporation or bylaws may be altered, amended or repealed by a majority vote of the Chapter Members at any meeting, or electronic vote after notice to the Chapter Members of that purpose, or, if permitted by law, by the Council; provided, however, no alternation, amendment, or repeal of the [Articles or Certificate] of Incorporation or bylaws will be effective without the approval of the ACP Board of Regents. In the event of an electronic vote, all members will be sent relevant information and an invitation to cast a vote. Members will have two weeks to respond and the issue will be decided by a majority of members who cast a vote.

Section 10.2. The Chapter may elect to undergo a fundamental change, such as merger, division, or dissolution by a majority vote of the Chapter Members at any meeting after

notice to the Chapter Members of that purpose; provided, however, that no such fundamental change will be effective without the approval of the ACP Board of Regents.