

VERMONT CHAPTER OF THE
AMERICAN COLLEGE OF PHYSICIANS
BYLAWS

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ARTICLE I
NAME AND OFFICES OF THE CHAPTER

Section 1.1. The name of the corporation is the Vermont Chapter of the American College of Physicians” (the “Chapter”).

Section 1.2. The Chapter may have such offices as the Council (as defined in Article V) determines.

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.

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46 **ARTICLE III**
47 **MEMBERSHIP IN THE CHAPTER**
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49 **Section 3.1.** Membership in the Chapter will consist of ACP members whose
50 primary mailing address with ACP is in Vermont (each a “Chapter Member” collectively
51 the “Chapter Members.”). In limited circumstances, an individual from outside of a
52 Chapter’s member area may request membership in an alternative chapter to be
53 approved by ACP.
54

55 **Section 3.2.** Unless stated otherwise in these bylaws, All Chapter Members are
56 granted the same voting rights as the Chapter Member holds in ACP.
57

58 **ARTICLE IV**
59 **MEETINGS OF CHAPTER MEMBERS**
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61 **Section 4.1.** An annual meeting of the members shall be held each calendar
62 year at the time, date, place, and in the manner determined by the Council (as defined
63 in Article V). The Council shall submit a full report on the conditions and finances of the
64 Chapter together with a review of the Council’s acts for the preceding year at this
65 annual meeting.
66

67 **Section 4.2.** The Chapter shall hold regular meetings of Chapter Members as
68 frequently and at the time, date, and in a manner determined by the Council.
69

70 **Section 4.3.** The Governor (as defined in Article VII), any two members of the
71 Council, or upon written request and signature of at least five percent of the
72 membership, may call a special meeting of the Chapter Members upon written notice
73 delivered to the Chapter Secretary, Governor or any other individual designated by the
74 Governor. Special meetings must still abide by the notice and voting rules contained in
75 these bylaws.
76

77 **Section 4.4.** The Chapter Secretary, Governor or any other individual
78 designated by the Governor shall serve written notice to all Chapter Members of any
79 Chapter meeting, stating the time, place, and the general nature of the business to be
80 transacted. To be properly served, written notice must be served not less than ten, but
81 no more than sixty days, before the meeting.
82

83 **Section 4.5.** A quorum for the transaction of business at any meeting will
84 consist of 15 Chapter Members present. All Chapter Members participating will be
85 deemed present at the meeting for the purpose of establishing a quorum. Chapter
86 Members may participate in meetings by any means if all persons present and eligible to
87 vote can communicate contemporaneously and simultaneously with each other.

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Section 4.6. Except as may be otherwise provided by statute, the vote of a majority of the Chapter Members at a meeting where a quorum is present shall decide any action brought before the Chapter Members.

Section 4.7. Any action that may be taken at a meeting may be taken without a meeting if all Chapter Members receive a written ballot setting forth each proposed action and providing an opportunity to vote for or against each proposed action; and the ballot specifies the number of responses necessary for quorum requirements and to approve each matter, and the time by which the ballot must be received.

ARTICLE V - CHAPTER COUNCIL

Section 5.1. The Chapter will have a Council. The Council shall perform the duties ordinarily performed by a corporate board of directors, including managing the business of the Chapter and exercising all such powers of the Chapter that are not by statute or by these bylaws reserved for the Chapter Members or the Governor of the Chapter. Except for the office of Governor and Governor-Elect as provided for in Sections 8.5-8.6, the Council shall also serve as a nominating committee and solicit candidates for At-Large Council and Officer openings.

Section 5.2. The Council will consist of the Officers of the Chapter as defined in Article VII, and at least seven (7) Chapter Members, who will serve as At-Large Council Members.

Section 5.3. The Council will set the number of At-Large Council Seats but it must be at least seven (7).

Section 5.4. At-Large Council Members will serve staggered two-year terms or until their successors are appointed, with no limit on number of terms. As nearly as possible, an equal number of Council member terms should expire each year. Officers will serve terms contiguous with their term in office.

Section 5.5. Vacancies in At-Large Council Seats shall be elected by the members of the Council. The Governor may appoint a member to an At-Large Seat to fill a vacancy until such time as the Council can meet to vote on the position. At-Large Council Members appointed or elected to fill a vacancy shall complete the scheduled term for the vacant position and are then eligible to be elected to serve a full term.

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133 **ARTICLE VI**
134 **CHAPTER COUNCIL MEETINGS**
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136 **Section 6.1.** The meetings of the Chapter Council shall be held at least annually,
137 at such times and places as shall be determined by a majority of the Council or as may
138 be designated in the notice calling the meeting. The meetings of the Council may be
139 held by remote means including video or telephone conference. Notice of each meeting
140 shall specify the date, place and time of the meeting and shall be distributed to each
141 Council member at least two business days before the meeting, personally, by mail or
142 electronically.

143
144 **Section 6.2.** Unless otherwise required by statute, a majority of Council
145 members currently seated will constitute a quorum for the transaction of business, and
146 the approval of a majority of the Council members present at a meeting at which there
147 is a quorum will be the acts of the Council. The quorum shall be calculated at the
148 beginning of a meeting; provided, however, the quorum may be updated (with such
149 update being reflected in the meeting minutes) if additional members eligible to vote
150 elect to join the meeting. If any Council members eligible to vote declare a conflict of
151 interest at the time of voting on a particular matter, such conflicted members shall be
152 counted for the purposes of establishing a quorum but must abstain from voting on the
153 declared conflicted interest. If a quorum is not present at any Council meeting, the
154 Council members present there may adjourn the meeting.
155

156 **Section 6.3.** Council members may participate in a Council meeting by any
157 means all persons participating in the meeting can communicate contemporaneously
158 and simultaneously with each other, and all Council members participating will be
159 deemed to be present at the meeting.
160

161 **ARTICLE VII**
162 **OFFICERS OF CHAPTER**
163

164 **Section 7.1.** The officers of the Chapter shall be a Governor (who shall also be
165 the President), Governor-Elect, a vice-president, a secretary, and a treasurer (or one
166 person may serve as Secretary-Treasurer). The officers shall be members of the
167 Chapter.
168

169 **Section 7.2.** The offices of vice-president, secretary and treasurer (or secretary-
170 treasurer) will be nominated and elected by the Chapter Council and will serve in their
171 respective offices until they resign or their successors are elected. Elections for
172 Governor and Governor-Elect are specified in the ACP Bylaws.
173

174 **Section 7.3.** Except for the Governor and Governor-elect, the Council shall
175 supervise all Officers, and may remove any Officer (except for the Governor or

176 Governor-elect) if, in the Council’s judgment, the best interests of the Chapter will be
177 served by removal. The Governor and Governor-Elect may only be removed by the ACP
178 Board of Regents.

179

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

184

185 **Section 7.5.** If the Governor’s office is vacated, the Governor-Elect will become
186 Governor. In the absence of a Governor-Elect, the Council shall appoint an interim
187 Governor in consultation with ACP. The interim Governor must be from the Mastership
188 or Fellowship membership category. The interim Governor shall not hold office for
189 greater than a one (1) year term from the date of appointment.

190

191 **Section 7.6.** The Council may appoint other Chapter representatives as needed
192 with the authority, duties, and positions determined by the Council.

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194 **Section 7.7.** All checks or demands for money and notes of the Chapter shall be
195 signed by such individuals as the Council designates.

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197

THE GOVERNOR (PRESIDENT)

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199 **Section 7.8.** The Governor will serve as the president of the Chapter and will
200 be elected pursuant to the ACP Bylaws. The Governor will serve for such term and
201 perform such functions as are set forth in the ACP Bylaws. The Governor shall (1)
202 preside at meetings of the Chapter Members and of the Council; (2) attend meetings of
203 the committees as needed; (3) act as a liaison between the Chapter and the ACP
204 chapters; (4) report periodically to the ACP’s Board of Governors on activities of the
205 Chapter, (5) promote applications for membership in ACP and evaluate the
206 recommendations of the Chapter's Credentials/Membership Committee (if existing) for
207 such membership; (6) see that all orders and resolutions of the Council are carried into
208 effect and (7) perform such other duties as the Council and ACP may prescribe or
209 delegate.

210

211 **Section 7.9.** In the temporary absence of the Governor, the ACP leave of absence
212 policy will be activated. A temporary absence is any absence longer than one month, but
213 less than twelve months.

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THE GOVERNOR-ELECT

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217 **Section 7.10.** The Governor-Elect will be elected pursuant to ACP Bylaws after
218 nomination pursuant to Sections 8.5-8.7 and will serve a one-year term concurrent with
219 the final year of the Governor’s term and shall perform any duties assigned by the
Governor or Council.

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VICE-PRESIDENT

Section 7.11. The Governor may assign duties to the vice-president. These duties could include, as delegated or assigned by the Governor, conducting meetings if the Governor is unavailable, and in the absence of a treasurer, assisting with the development of the Chapter budget.

THE SECRETARY

Section 7.12. The secretary shall attend all Council and Chapter Member meetings, record all the votes of the Council and Chapter and the minutes of all the meetings, and shall perform the same duties for the committees of the Chapter when required. The secretary shall give, or cause to be given, notice of all Chapter Member and Council meetings. The secretary shall also perform such other duties as may be assigned by the Council or Governor. Any or all of these duties may be delegated to appropriate staff, with the secretary having final responsibility. There may be one individual who serves as secretary-treasurer.

THE TREASURER

Section 7.13. The treasurer shall maintain custody of the Chapter funds and securities, keep full and accurate accounts of receipts and disbursements, and deposit all funds of the Chapter in such depositories as designated by the Council.

Section 7.14. The treasurer shall pay all bills and expenses of the Chapter and report to the Council, as requested but at least bi-annually, on all transactions and the financial condition of the Chapter. The treasurer shall furnish an annual financial report to the Chapter Members at the annual Chapter Member meeting or in writing at any time. The treasurer shall also perform such other duties as may be assigned by the Council or Governor. Any or all of these duties may be delegated to appropriate staff, with the treasurer having final responsibility.

ARTICLE VIII
CHAPTER COUNCIL COMMITTEES

Section 8.1. The Council may establish and dissolve committees and workgroups as it deems necessary. Such committees and work groups will have such duties and responsibilities as the Council deems appropriate.

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, the secretary and treasurer, if any of those positions are filled.

261 **Section 8.3.** The Executive Committee will have full authority to act on behalf of
262 the Council, except that it will have no authority to: approve operating or capital
263 budgets; amend the bylaws or Articles of Incorporation; countermand any action taken
264 by the Council; take any action that is required to be taken or exercised by Chapter
265 Members; or take any action that is committed by these bylaws or by resolution of the
266 Council to the Council as a whole or to another committee of the Council. The Executive
267 Committee shall report their activities to the Council at the Council’s next regular
268 meeting.

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

273 **LOCAL NOMINATIONS COMMITTEE**

274 **Section 8.5.** The Governor shall form a “Local Nominations Committee” to
275 nominate prospective candidate(s) for the office of Governor-Elect. The Local
276 Nominations Committee shall be comprised of at least three Chapter Members
277 appointed by the Governor. The Governor may serve as a nonvoting member of the
278 Local Nominations Committee.

279 **Section 8.6.** The Local Nominations Committee shall develop a list of candidates
280 for Governor-elect during the second year of the appointing Governor’s term.

281 **Section 8.7.** The Local Nominations Committee shall submit to the ACP
282 Executive Committee Board of Governors (“ECBOG”) the names of two candidates for
283 the position of Governor-Elect of the Chapter at least four weeks prior to the
284 election. The two candidates must be nominated from among the Chapter Members in
285 the category of Mastership and/or Fellowship and have not previously served as
286 Governor in that Chapter. Chapters may present a single nominee for Governor-elect
287 and hold single-candidate Governor-elect elections subject to ECBOG review and
288 approval and pursuant to the ACP Bylaws.

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290 **ARTICLE IX**
291 **GENERAL PROVISIONS**

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293 **Section 9.1.** The fiscal year of the Chapter shall be from July 1 of one year to
294 June 30 of the following year.

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296 **NOTICES**

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298 **Section 9.2.** Unless otherwise required by statute, any written notice required
299 to be given by statute, by the Articles or Certificate of Incorporation, or by these bylaws,
300 may be delivered by hand to the individual requiring the notice, by mail to the ACP
301 address on file for the individual requiring the notice, or electronically.

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Section 9.3. An individual required to receive written notice by statute, by the Articles of Incorporation, or by these Bylaws, may waive this notice requirement, in writing, signed by the person entitled to such notice, whether before or after the time stated therein, or by attending any meeting requiring written notice thereof, except if attendance is for the sole purpose of objecting to the meeting as not being properly convened. Except in the case of a special meeting of Chapter Members, neither the business to be transacted nor the purpose of the meeting need be specified in the waiver of notice of such meeting.

LIABILITY AND INDEMNIFICATION

Section 9.4. A Council member will not be personally liable for monetary damages as Council member for any action taken, or any failure to take any action, unless the Council member has breached or failed to perform the duties of Council member and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, the foregoing provision shall not apply to the responsibility or liability of a Council member pursuant to any criminal statute or the liability of a Council member for the payment of taxes pursuant to local, state or federal law.

Section 9.5. Subject to any limitations imposed by statutes, the Chapter shall indemnify any Officer, Council member or employee 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, in instances of a claim by or in the right of the Chapter, indemnification shall not be made under this section in respect to 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 9.6. Unless ordered by a court, any indemnification under section 9.5 or otherwise permitted by law shall only be made by the Chapter following a

346 determination that indemnification is proper in the circumstances because the
347 applicable standard of conduct set forth under section 9.5 has been met. Such
348 determination shall be made by the Council consisting of Council members who were
349 not parties to the action or proceeding. If a quorum is not obtainable or if obtainable
350 and a majority vote of a quorum of disinterested Council members so directs, the
351 determination may be made by independent legal counsel in a written opinion; or by
352 Chapter Members action at a special meeting called for make that determination.

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DUES AND FEES

356 **Section 9.7.** The Council shall establish dues annually. The annual dues for the
357 various classes of membership shall not exceed the annual dues for the same class of
358 membership in ACP. The annual dues shall not be assessed against any Chapter
359 Member who is exempt from the payment of annual dues to the ACP unless such
360 Chapter Member is exempt solely because of the payment of a life membership fee to
361 ACP.

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Section 9.8. All dues, fees, and assessments shall be collected by ACP and
remitted to the Chapter.

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PARLIAMENTARY AUTHORITY

367 **Section 9.9.** The procedure for all meetings of the Chapter shall be according to
368 the American Institute of Parliamentarians Standard Code of Parliamentary Procedure.
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AMENDMENTS AND FUNDAMENTAL CHANGE

372 **Section 9.10.** The Articles of Incorporation and these bylaws may be amended
373 by a two-thirds vote of the votes cast or a majority of the voting power, whichever is
374 less, of the Chapter Members at any meeting after notice to the Chapter Members of
375 that purpose; provided however, no alternation, amendment, or repeal of the Articles of
376 Incorporation or bylaws will be effective without the approval of the ACP Board of
377 Regents.

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379 **Section 9.11.** The Chapter may elect to undergo a fundamental change, such as
380 merger, division, or dissolution by a two-thirds vote of the votes cast or a majority of the
381 voting power, whichever is less, of the Chapter Members at any meeting after notice to
382 the Chapter Members of that purpose; provided, however, that no such fundamental
383 change will be effective without the approval of the ACP Board of Regents.