

## **American Association for Emergency Psychiatry (AAEP)**

### **THE BYLAWS**

#### **CHAPTER ONE NAME AND PURPOSE**

1. The name of the organization shall be “American Association for Emergency Psychiatry,” hereafter known as AAEP or “the Association.”
2. The purpose of the organization shall be to represent a multidisciplinary professional membership by: developing standards to promote excellence in care, educating the public and health professionals about crisis and emergency mental health care, encouraging research in all aspects of crisis and emergency psychiatric care, promoting training and the continuing education of health professionals working in crisis and emergency care settings, and providing opportunities for fellowship among its members.
3. The Association shall be organized as a non-stock, non-profit organization in conformance with applicable State and Federal statutes as administered by the appropriate regulatory agencies.
4. The mission statement of the American Association for Emergency Psychiatry reads “We are champions for the advancement of evidence based, compassionate care for behavioral emergencies through research, education, and interdisciplinary collaboration.”

#### **CHAPTER TWO BOARD OF VOTING DIRECTORS**

1. The voting members of the Board of Directors (the “Voting Board”) shall consist of four Members At-Large, who shall each have one vote; five Officers: President, President-Elect, Immediate Past President, Secretary, and Treasurer, who shall each have one vote; and the Executive Director (if one exists) who shall be nonvoting. Seven individuals will be elected by the AAEP general membership every two years, with the Board at its first meeting electing Officers and the Members at Large to their respective roles from among the seven Voting Board members. The President-Elect, who will become the President, and the current President, who will become the Immediate Past President, having already been elected by the AAEP general membership to this role in a previous year, will remain on the board until the conclusion of their term without subsequent vote unless removed from office for cause.
2. The President shall be the Chief Executive Officer of the Association and shall carry out all policies and directives of the Board and the membership in accordance with the Bylaws and any Operating Guidelines. A previous President may not serve as President again until two full terms have elapsed. As a member of the Voting Board, the President must be a general member of AAEP in good standing. The President shall have the right of veto of Voting and Full Board actions, which may be overturned with a 2/3 majority of a quorum of the Voting Board.
3. The President-Elect shall carry out duties as enumerated in the Operating Guidelines, and additional duties as directed by the Board.
4. All Voting Members of the Board shall be elected by the general membership, and shall hold office for two years. All Voting Board members must be general members of AAEP in good standing.
5. The Board of Directors shall be entrusted with the overall management of the Association, and shall have powers as enumerated in the Operating Guidelines. All Officers, including both voting and nonvoting, and all committees ultimately report to the Voting Board. The Voting Board shall have the power to override any veto of the

President with a 2/3 majority.

6. All Voting Board members shall annually declare potential conflicts of interest in writing. Any member of the Voting Board who has a financial, personal, or official interest in or conflict with any matter pending before the Board of such nature as it prevents the member from acting on the matter in an impartial manner will refrain from discussion and voting on said matter. No individual Voting Board member may enter into any contract or execute any instruments in the name of or on behalf of the Association unless approved by the Voting Board.

### **CHAPTER THREE FULL BOARD OF DIRECTORS**

1. Members of the Full Board of Directors (i.e., "Full Board") shall be voting members (i.e., Voting Board) as above and other members as follow below:
  - All past Presidents.
  - All current heads of committees and/ or workgroup appointed by the President and subsequently approved by the Voting Board.
  - The Executive Director, who shall be nominated by the President and selected by the Board of Directors. The Executive Director will work under the direction of the President and the Board of Directors.
  - Other members as approved by the Voting Board.
2. The Full Board shall be entrusted with: approval of any revisions to the Bylaws with a 2/3 majority; with developing and implementing the policies of the Association; with providing advice and counsel regarding proposed motions of the Board, and may have other duties as assigned in the Operating Guidelines.
3. Members of the Full Board of Directors shall have the power to propose or second any motion. Such motions shall be titled "Sense of the Full Board" and shall be labeled as nonbinding in official proceedings. Members of the Full Board who are not serving on the Voting Board shall have the right to speak on any motion before the Full Board or the Voting Board.
4. All Full Board members must be general or allied members of AAEP in good standing. Regardless of category of membership, all members of the Full Board may vote on business before the Full Board.
5. All Full Board members shall annually declare potential conflicts of interest in writing. Any member of the Board who has a financial, personal, or official interest in or conflict with any matter pending before the Board of such nature as it prevents the member from acting on the matter in an impartial manner will refrain from discussion and voting on said matter. No individual member of the Full Board may enter into any contract or execute any instruments in the name of or on behalf of the Association unless approved by the Voting Board.

### **CHAPTER FOUR MEMBERS**

1. There shall be at minimum four basic categories of membership: General Members, members-in training, allied professional members, and students who may be medical students or students in allied professions.
  - General members shall be practicing physicians holding a US medical license or appropriate credentialing in a non-US country. Physician members shall be voting members in business before the general membership;
  - Allied professional members shall be psychologists, social workers, nurses, and counselors who have completed an approved training program, and have appropriate training and experience in emergency psychiatry, or for whom emergency psychiatry constitutes a significant part of their practice. Allied professional members shall be nonvoting members;

- Members-In-Training shall be physicians enrolled in an approved residency program, and shall be nonvoting members;
- Students shall be medical students, or other students enrolled in accredited mental health-related programs, and shall be nonvoting members;

The Voting Board shall have the right to establish additional categories of membership as specified in the Operating Guidelines,

## **CHAPTER FIVE COMMITTEES AND OTHER ORGANIZATIONAL ENTITIES**

1. The Executive Committee shall consist of the President, President-Elect, and Immediate Past President). The Executive Committee shall have duties as enumerated in the Operating Guidelines.
2. The Nominating and Election Committee shall be the most recent three past presidents. The Committee shall nominate candidates for both the Voting Board and each Officer position within the Association, and report these names as a slate to the general membership. The committee shall propose guidelines for elections to all offices and shall have the responsibility to conduct and oversee all elections, including the reporting of results to the Voting and Full Boards.

## **CHAPTER SIX MEETINGS**

1. The Annual Meeting of the organization shall be set by either the President or the Voting Board.

## **CHAPTER SEVEN REVISIONS OF THE BYLAWS**

1. Revisions of these bylaws of the Association may be initiated by a majority vote of the Full Board, or by a petition from no less than one fifth of the general members.

## **CHAPTER EIGHT GOVERNANCE**

1. In matters not addressed by these Bylaws, the governing authority shall be Roberts Rules of Order Newly revised.
2. Email communications shall be sufficient to fulfill requirements stated by these Bylaws except where prohibited by law.
3. If any provision of these Bylaws is or shall be found to be contrary to the law, (1) such provision shall not be applicable except to the extent permitted by law and (2) all other provisions of these Bylaws shall be continued in effect.

## **CHAPTER NINE DISSOLUTION**

1. The property of the Association shall never inure to the benefit of or be distributed to any member of the Association. In the event of the dissolution of the Association, any property remaining shall be transferred to a corporation, fund, or foundation operating exclusively for charitable, scientific or educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code. Selection of such an organization shall be subject to majority approval of the General Members of the Association.