

ARTICLE VII

DUTIES AND TERMS

Article VII, Section ~~4~~ President

~~The President shall be a member of the Board of Directors, the Executive Committee, and may serve as an ex-officio member of all standing committees. The President's duties are to serve as the spokesperson for the organization and provide direction in all aspects of its activities.~~

~~In the event of the death, resignation, or incapacity of the President, or if the President shall for any reason be unable or unwilling to serve, the office of President shall be abolished.~~

Article VII, Section ~~2-1~~ Board Chair

The Board Chair must be a member of the Board of Directors, and have at least one year's experience as a member of the Board of Directors. The term of office for the Board Chair shall be two years and shall begin upon election by the Board of Directors and conclude when a successor is elected. The duties of the Board Chair are to preside over meetings of the Board of Directors, and function as the Chief Executive Officer of the organization.

The Board Chair may appoint committees of the International Congress or Board of Directors. The Board Chair shall serve as an ex-officio member of all committees. The Board Chair shall have such other duties as these Bylaws may require or that may be assigned by the Board of Directors.

In the event of death, resignation or incapacity of the Board Chair, or if the Board Chair shall for any reason be unable or unwilling to serve during the term of office, the Vice-Chair will assume the responsibilities of the Board Chair for the remainder of the term.

Article VII, Section ~~3-2~~ Immediate Past Chair

The Immediate Past Chair shall be a member of the Board of Directors, the Executive Committee and may serve as an ex-officio member of all standing committees. The term of office for the Immediate Past Chair shall be one year and shall begin immediately upon the conclusion of his/her term as Board Chair.

The Immediate Past Chair shall serve as a member of the Executive Committee and shall have such other duties that may be assigned by the Board of Directors.

In the event of the death, resignation or incapacity of the Immediate Past Chair, or if the Immediate Past Chair shall for any reason be unable or unwilling to serve during the term of office, the position of the Immediate Past Chair will be vacant for the remainder of the term.

Article VII, Section ~~4-3~~ Vice-Chair

The Vice-Chair shall be a member of the Board of Directors, and shall preside at the meetings of the Board of Directors in the absence of the Board Chair. The term of office for the Vice-Chair shall be two years and shall begin upon election by the Board of Directors and conclude when a successor is elected. In the event of the death, resignation or incapacity of the Vice-Chair, or if the Vice-Chair shall for any

reason be unable or unwilling to serve during the term of office, the Board Chair will call a special meeting of the Board of Directors to elect a new Vice Chair for the remainder of the term.

Article VII, Section ~~5~~4
Secretary-Treasurer

The Secretary-Treasurer shall be a member of the Board of Directors. The term of office for the Secretary-Treasurer shall be two years and shall begin upon election by the Board of Directors and conclude when a successor is elected. The Secretary-Treasurer shall cause to be kept adequate and proper accounts of the properties, funds and records of BTLS, and shall perform such other duties as prescribed by the Board of Directors.

The Secretary-Treasurer shall:

1. Keep or cause to be kept at the principal office or such other place as the Board of Directors may order,
 - a. the Articles of Incorporation
 - b. the original Bylaws, with all amendments
 - c. a book or books of all minutes of Board of Directors meetings including the time and place of the meeting, whether special or regular meeting and if special, how authorized, the notice thereof given, the names of those present and the proceedings thereof
2. Give or cause to be given notice of all meetings of the Board of Directors as required by the Bylaws.
3. Be responsible for making all corporate records available for inspection as may be required of BTLS by law or by the BTLS Bylaws.
4. Shall keep and maintain or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of BTLS including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
5. Make available the documents that are covered under Article IX, Section 1.
6. Deposit or cause to be deposited all monies and other valuables in the name of and to the credit of BTLS with such depositories as may be designated by the Board of Directors.
7. Disburse or cause to be disbursed the funds of BTLS as may be ordered by the Board of Directors.
8. Render to the Board of Directors, upon request, an account of all transactions and the financial condition of the Corporation.
9. Shall prepare or cause to be prepared an appropriate certified public accountant review to include a certification of the financial statements.
10. Shall present at the annual meeting a summary of the current financial status of BTLS which shall be attached to the minutes of the annual meeting.
11. Maintain or cause to be maintained records or minutes of the proceedings of all meetings of committees of the Board of Directors.

12. Have such other powers and perform such other duties as may be prescribed by the Board of Directors or by these Bylaws.

In the event of death, resignation or incapacity of the Secretary-Treasurer, or if the Secretary-Treasurer shall for any reason be unable or unwilling to serve during the term of office, the Board Chair will call a special meeting of the Board of Directors to elect a new Secretary-Treasurer for the remainder of the term.

Article VII, Section ~~6~~5
Directors

The Board of Directors will have the authority to establish policies regarding all aspects of the operation of BTLS except that the Board of Directors may not establish any policy which is inconsistent with these Bylaws, the Articles of Incorporation or any applicable laws. The Board of Directors through the establishment of policies may delegate responsibilities to officers of the Board, staff of the BTLS office or Committees, subject to those limitations outlined in Article VIII, Section 4.

The Board of Directors for BTLS shall be comprised as follows:

4. ~~President.~~
- ~~2~~ 1. Two appointed Directors which shall consist of one representative of the American College of Emergency Physicians (ACEP) and one representative of the Alabama Chapter of the American College of Emergency Physicians (Alabama ACEP). The term of these appointments shall be for three years for each representative. The Board of Directors must ratify the appointment of these representatives.
- ~~3~~ 2. Elected Directors shall be nine.
4. 3 In the event a Director is serving a term as Board Chair, Immediate Past Chair, Vice Chair, or Secretary-Treasurer which exceeds their term as an elected member of the Board, the number of Directors may expand by one member until that individual's term as a Board Officer expires.

The term of office of elected Directors shall be three years, and shall begin at the first Board meeting following their election. Effective with the 2017 International Congress elections, elected Directors shall be limited to three successive terms. Directors shall not be prevented from completing their duties as an Officer as stipulated within Article VI Section 4 and Article VII Section 4 of this document. Nothing herein shall be construed as preventing nominations of past directors except may be in conflict with the term limitation herein established.

In the event of the death or resignation of an elected Director during the term of office, or if the elected Director shall for any reason be unable or unwilling to serve, the Board Chair may appoint a replacement Director until the next Congress when the Congress delegates shall elect a new Director to complete the unexpired term.

Each Director shall serve BTLS, and shall comply with the requirements of BTLS, of these Bylaws and with any lawful requirements of BTLS.

ARTICLE VIII

Article VIII, Section 4
Executive Committee

The Executive Committee of the Board of Directors shall consist of the ~~President~~, Board Chair, Immediate Past Chair, Vice-Chair, and the Secretary-Treasurer, and one member of the Board of Directors At Large. In addition, the Executive Director shall serve as an ex-officio member, but without vote. Meetings of the Executive Committee shall be held at the call of the Board Chair. The Executive Committee shall submit a written report of its activities to the Board of Directors at its next meeting.

The Executive Committee may exercise the full authority of the Board of Directors when the Board is not in session, subject to the ratification of the Board except that the Executive Committee may not: 1) amend the Articles of Incorporation or the Bylaws; 2) adopt a plan of merger or consolidation; 3) recommend a sale, lease, exchange, or other disposition of all or substantially all of the property of BTLS; 4) recommend voluntary dissolution; 5) obligate the expenditures of funds other than those approved in the annual budget; 6) approve expenditures not in the ordinary course of carrying out the purposes of BTLS; or, 7) take any other action that would be contrary to the policies of BTLS as established by the Articles of Incorporation, the Bylaws, or the Board of Directors.