

**BOR Approved
February 20, 2024**

**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

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

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

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

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

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.

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committee of the Council. The Executive Committee shall report their activities to the Council at

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.

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.