

AR.GOV. 01

ARTICLES OF INCORPORATION OF THE  
ASSOCIATION OF AMERICAN MEDICAL COLLEGES

Under the Illinois General Not for Profit Corporation Act

1. The name of the corporation is Association of American Medical Colleges.
2. The period of duration of the corporation is perpetual.
3. The address of its registered office in the State of Illinois is 135 South LaSalle Street, Chicago, Illinois. The name of its registered office in the District of Columbia is One Dupont Circle, Washington, D.C. The name of its registered agent at said address is James W. Quiggle.
4. [Names of initial Board of Directors omitted.]
5. The purpose for which the corporation is organized is the advancement of medical education. The purpose is exclusively educational, scientific, and charitable. Any net earnings of the corporation or of any of its activities shall be devoted exclusively to such purpose and shall not inure to the benefit of any individual. There shall be no shareholders of the corporation.
6. The Board of Directors shall be known as the Executive Council, and the directors shall be called Executive Council Members. The Executive Council shall have the complete direction and control of the property and affairs of the corporation, and the acts of the Executive Council shall be the acts of the corporation for all purposes.
7. The membership of the corporation shall consist of classes known as Institutional Members, Provisional Institutional Members, Academic Society Members, and Teaching Hospital Members, and such other members as shall be provided in the Bylaws. Institutional Members shall have the right to vote. Provisional Institutional Members, Academic Society Members, and Teaching Hospital Members shall have the right to vote to the extent and in the manner provided in the Bylaws. Other classes of members shall have no right to vote and no action of theirs shall be necessary for any corporate action. The membership of all classes shall consist of such persons as may from time to time be designated pursuant to the Bylaws.
8. In the event of dissolution of the corporation, all of its assets (after payment of, or provision for, all its liabilities) shall be transferred or conveyed to one or more domestic or foreign corporations, societies, or organizations engaged in activities substantially similar to those of the corporation, to be used by them for the purpose set forth in Article 5.
9. Provided, however, the purposes stated in Article 5 shall not be deemed to authorize the corporation to receive any child for care or placement apart from its own parent or guardian, nor shall the corporation act as or perform any of the functions of a post-secondary or vocational institution.\*

\*This sentence has been inserted to avoid any question of compliance or noncompliance with certain Illinois legal requirements

## ASSOCIATION OF AMERICAN MEDICAL COLLEGES

### I. MEMBERSHIP

Section 1. There shall be the following classes of membership:

- A. Institutional Members - Institutional Members shall be medical schools and colleges located within the United States and its territories.
- B. Affiliate Institutional Members - Affiliate Institutional Members shall be medical schools and colleges of Canada and other countries.
- C. Graduate Affiliate Institutional Members - Graduate Affiliate Institutional Members shall be those graduate schools in the United States and Canada closely related to one or more medical schools which are institutional members.
- D. Provisional Institutional Members - Provisional Institutional Members shall be newly developing medical schools and colleges located within the United States and its territories.
- E. Provisional Affiliate Institutional Members - Provisional Affiliate Institutional Members shall be newly developing medical schools and colleges in Canada and other countries.
- F. Provisional Graduate Affiliate Institutional Members - Provisional Graduate Affiliate Institutional Members shall be newly developing graduate schools in the United States and Canada that are closely related to an accredited university that has a medical school.
- G. Academic Society Members - Academic Society Members shall be organizations active in the United States in the professional field of medicine and biomedical sciences.
- H. Teaching Hospital Members - Teaching Hospital Members shall be teaching hospitals in the United States.
- I. Corresponding Members - Corresponding Members shall be hospitals involved in medical education in the United States or Canada which do not meet the criteria established by the Executive Council for any other class of membership listed in this section.

Section 2. Members shall meet the qualifications set forth in the Articles of Incorporation, these Bylaws and other criteria established by the Executive Council for the various classes of members. All members that have the right to vote, except members of class H. Teaching Hospital Members, shall be (a) organizations described in Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any subsequent Federal tax laws), and (b) organizations described in Section 509(a)(1) or (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any subsequent Federal tax laws).

Section 3. There shall also be the following classes of honorary members who shall meet the criteria therefore established by the Executive Council:

- A. Emeritus Members - Emeritus Members shall be those retired individuals who have been active in the affairs of the Association prior to retirement.
- B. Distinguished Service Members - Distinguished Service Members shall be persons who have been actively involved in the affairs of the Association and who have made major contributions to the Association and its programs.
- C. Individual Members - Individual Members shall be persons who have demonstrated a serious interest in medical education.
- D. Sustaining and Contributing Members - Sustaining and Contributing Members shall be persons or corporations who have demonstrated over a period of years a serious interest in medical education.

Section 4. Election to Membership:

- A. All classes of members shall be elected by the Assembly by a majority vote on recommendation of the Executive Council.
- B. All Institutional Members will be recommended by the Council of Deans to the Executive Council.
- C. Academic Society Members will be recommended by the Council of Academic Societies to the Executive Council.
- D. Teaching Hospital Members will be recommended by the Council of Teaching Hospitals to the Executive Council.
- E. Distinguished Service Members shall be recommended to the Executive Committee by either the Council of Deans, the Council of Academic Societies, or the Council of Teaching Hospitals. The Executive Committee shall present Distinguished Service Member nominations to the Executive Council.
- F. Corresponding Members will be recommended to the Executive Council by the Council of Teaching Hospitals.

Section 5. Revocation of Membership - A member with any class of membership may have his membership revoked by a two-thirds affirmative vote of the Assembly on recommendation with justification by the Executive Council; provided that the Executive Council shall have given the members written notice of the proposed revocation prior to the Assembly at which such a vote is taken.

Section 6. Resignation - A member with any class of membership may resign upon notice given in writing to the Executive Council. However, any such resignation shall not be effective until the end of the fiscal year in which it is given.

## II. COUNCILS

Section 1. There shall be the following Councils of the Association each of which shall be governed by an Administrative Board and each of which shall be organized and operated in a manner consistent with rules and regulations approved by the Executive Council:

- A. Council of Deans - The Council of Deans shall consist of the dean or the equivalent academic officer of each institutional member and each provisional institutional member that has admitted its first class of students.
- B. Council of Academic Societies - The Council of Academic Societies shall consist of two representatives from each academic society member who shall be designated by each such member for a term of two years.
- C. Council of Teaching Hospitals - The Council of Teaching Hospitals shall consist of one representative from each teaching hospital member who shall be designated annually by each such member.

## III. ORGANIZATION OF STUDENT REPRESENTATIVES

There shall be an Organization of Student Representatives related to the Council of Deans, operated in a manner consistent with rules and regulations approved by the Council of Deans and comprised of one representative of each institutional member that is a member of the Council of Deans chosen from the student body of each such member. Institutional members whose representatives serve on the Organization of Student Representatives Administrative Board may designate two representatives on the Organization of Student Representatives, provided that only one representative of any institutional member may vote in any meeting. The Organization of Student Representatives shall meet at least once each year at the time and place of the annual meeting of the Council of Deans

in conjunction with said meeting to elect a Chairperson, a Chairperson-Elect, and other officers, to recommend student members of committees of the Association, to recommend to the Council of Deans the Organization's representatives to the Assembly, and to consider other matters of particular interest to students of institutional members. All actions taken and recommendations made by the Organization of Student Representatives shall be reported to the Chairman of the Council of Deans.

#### IV. MEETINGS OF MEMBERS AND COUNCILS

Section 1. Meetings of members of the Association shall be known as the Assembly. An annual Assembly shall be held at such time in each October or November and at such place as the Executive Council may designate.

Section 2. Special meetings of the Assembly may be called for any purpose by the Chairman, by a majority of the voting members of the Executive Council, or by twenty voting members of the Association.

Section 3. All meetings of the Assembly shall be held at such place in Illinois, the District of Columbia or elsewhere as may be designated in the notice of the meeting. Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than five nor more than forty days before the date of the meeting, either personally or by mail, by or at the direction of the Chairman or persons calling the meeting, to each member entitled to vote at such meeting.

Section 4. The Institutional Members and Provisional Institutional Members that have admitted their first class shall be represented in the Assembly by the members of the Council of Deans and a number of members of the Organization of Student Representatives equivalent to 10 percent of the members of the Association having representatives in said Organization. Each of such representatives of Institutional Members and Provisional Institutional Members that have admitted their first class shall have the privileges of the floor in all discussions and shall be entitled to vote at all meetings. The Council of Academic Societies and the Council of Teaching Hospitals each shall designate a number of their respective members as members of the Assembly, each of whom shall have one vote in the Assembly, the number from each Council not to exceed one-half the number of members of the Council of Deans entitled to vote. All other members shall have the privileges of the floor in all discussions but not be entitled to vote at any meeting.

Section 5. A representative of each voting member shall cast its vote. The Chairman may accept the written statement of the dean of an institutional member, or provisional institutional member, that he or some

other person has been properly designated to vote on behalf of the institution, and may accept the written statement of the respective Chairmen of the Council of Academic Societies and the Council of Teaching Hospitals designating the names of individuals who will vote on behalf of each member society or hospital. The Chairman may accept the written statement of the Chairman of the Council of Deans reporting the names of the individuals who will vote as the representatives chosen by the Organization of Student Representatives.

Section 6. One-third of the voting members of the Association shall constitute a quorum at the Assembly. Except as otherwise provided herein, action at any meeting shall be by majority vote at a meeting at which a quorum is present, provided that if less than a quorum be present at any meeting, a majority of those present may adjourn the meeting from time to time without further notice.

Section 7. Each Council of the Association shall meet at least once each year at such time and place as shall be determined by its bylaws and designated in the notice thereof for the purpose of electing members of the Administrative Board and officers.

Section 8. Regional meetings of each Council may be held in each of the geographical regions established by the Executive Council for the purpose of identifying, defining and discussing issues relating to medical education and in order to make recommendations for further action at the national level. Such meetings of each Council shall be held at such time and place as determined in accordance with procedures approved by the Executive Council.

Section 9. No action of the Association shall be construed as committing any member to the Association's position on any issue.

Section 10. Robert's Rules of Order, latest edition, shall govern all meetings.

#### V. OFFICERS

The officers of the Association shall be those elected by the Assembly and those appointed by the Executive Council.

Section 1. The elected officers shall be a Chairman, who shall preside over the Assembly and shall serve as Chairman of the Executive Council, and a Chairman-Elect, who shall serve as Chairman in the absence of the Chairman. The Chairman-Elect shall be elected at the annual meeting of the Assembly, to serve in that office for one year, and shall then be installed as Chairman for a one-year term in the course of the annual meeting of the Assembly the year after he has been elected. If the Chairman dies, resigns, or for any other reason ceases to act, the Chairman-Elect shall thereby become Chairman and shall serve for the

remainder of that term and the next term.

Section 2. The officers appointed by the Executive Council shall be a President, who shall be the Chief Executive Officer, a Vice President, a Secretary and a Treasurer, who shall be appointed from among the Executive Council members. The Executive Council may appoint one or more additional officers on nomination by the President.

Section 3. The elected officers shall have such duties as are implied by their title or are assigned to them by the Assembly. The appointed officers shall have such duties as are implied by their title or are assigned to them by the Executive Council.

## VI. EXECUTIVE COUNCIL

Section 1. The Executive Council is the Board of Directors of the Association and shall manage its affairs. The Executive Council shall have charge of the property and financial affairs of the Association and shall perform such duties as are prescribed by law and the Bylaws. It shall carry out the policies established at the meetings of the Assembly and take necessary interim action for the Association and carry out duties and functions delegated to it by the Assembly. It shall set educational standards and criteria as prerequisites for the election of members of the Association, it shall consider applications for membership and it shall report its findings and recommendations with respect thereto to the Assembly.

Section 2. The Executive Council shall consist of nine members elected by the Assembly and ex officio the Chairman, Chairman-Elect and Immediate Past Chairman of the Assembly and each of the three Councils created by these bylaws, the President of the Association, and the Chairperson and Chairperson-Elect of the Organization of Student Representatives, all of whom shall be voting members. Of the nine members of the Executive Council elected by the Assembly, one shall be a member of the Council of Academic Societies, one shall be a member of the Council of Teaching Hospitals, six shall be members of the Council of Deans, and one shall be a Distinguished Service Member. The elected members of the Executive Council shall be elected by the Assembly at its annual meeting, each to serve for three years or until the election and installation of a successor. Each shall be eligible for re-election for one additional term of three years. Each shall be elected by majority vote and may be removed by a vote of two-thirds of the members of the Assembly present and voting.

Section 3. At least one elected member of the Executive Council shall be from each of the regions of the Association.

Section 4. The annual meeting of the Executive Council shall be held within one-hundred twenty (120) days after the annual meeting of the Assembly at such time and place as the Chairman shall determine.

Section 5. Special meetings of the Council may be called by the Chairman or any two (2) Council members, and written notice of all Council meetings, unless waived, shall be mailed to each Council member at his home or usual business address not later than the tenth business day before the meeting.

Section 6. A quorum of the Council shall be a majority of the voting Council members.

Section 7. In the event of a vacancy on the Executive Council, either through resignation of an elected member or election of such a member to an ex officio seat on the Council, the remaining members of the Council may appoint a successor to complete the unexpired term. The Council is authorized at its own discretion to leave a vacancy unfilled until the next annual meeting of the Assembly. Members of the Executive Council are eligible for election to the Council for two full terms following completion of any partial term.

## VII. COMMITTEES

Section 1. The Chairman shall appoint from the Assembly a Resolutions Committee which shall be comprised of at least one representative from each Council of the Association and from the Organization of Student Representatives. The Resolutions Committee shall present resolutions to the Assembly for action by it. No resolution shall be considered for presentation by the Resolutions Committee unless it shall have been received at the principal office of the Association at least fourteen days prior to the meeting at which it is to be considered. Additional resolutions may be considered by the Assembly upon a two-thirds vote of the members of the Assembly present and voting.

Section 2. The Executive Council shall appoint the Chairman and a Nominating Committee of not less than four nor more than six additional members, including the Chairman of the Nominating Committee of each of the Councils provided in Article II. The Nominating Committee so appointed will report to the Assembly at its annual meeting one nominee for each officer and member of the Executive Council to be elected. Additional nominees for any officer or member of the Executive Council may be made by the representative of any member of the Assembly. Election shall be by a majority of the Assembly members present and voting.

Section 3. The Executive Council, by resolution adopted by the vote of a majority of the voting Council members in office, may designate an Executive Committee to act during intervals between meetings of the Council, consisting of the Chairman, the Chairman-Elect, the treasurer, the President, and three or more other Council members, which committee, to the extent provided in the resolution, shall have and exercise the authority of the Council in the management of the Association. At all times the Executive Committee shall include at least one member of each of the Councils provided in Article II thereof. The designation of such a committee and the delegation to it of authority shall not relieve the

Council, or any members of the Council, of any responsibility imposed upon them by law.

Section 4. The Executive Council may appoint and dissolve from time to time such standing or ad hoc committees as it deems advisable, and each committee shall exercise such powers and perform such duties as may be conferred upon it by the Executive Council subject to its continuing direction and control. The Chairman will appoint members of the committees with appropriate consultation with the Executive Council.

#### VIII. GENERAL PROVISIONS

Section 1. Whenever any notice whatever is required to be given under the provisions of these Bylaws, a waiver thereof in writing signed by the persons entitled to such a notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 2. The Council may adopt a seal for the Association, but no seal shall be necessary to take or to evidence any Association action.

Section 3. The fiscal year of the Association shall be from each July 1 to June 30.

Section 4. The annual dues of each class of members shall be in such amounts as shall be recommended by the Executive Council and established by the Assembly. The Executive Council shall consult with the respective Administrative Boards of the Council of Deans, the Council of Academic Societies and the Council of Teaching Hospitals in arriving at its recommendations.

Section 5. Any action that may be taken at a meeting of members or of the Executive Council may be taken without a meeting if a consent in writing setting forth the action so taken is signed by all members of the Association entitled to vote with respect to the subject matter thereof, or by all members of the Executive Council as the case may be.

Section 6. The Association shall indemnify each director, (member of the Executive Council), officer (including but not limited to heads of departments) or persons who may have served at its request or election as a director or officer of another corporation (including but not limited to the members of the Liaison Committee on Medical Education) from and against all damages, judgments, fines, penalties, costs, charges, expenses and claims (including settlements and expenses attendant upon each) imposed upon or asserted against him by reason of being or having been such director, officer or person serving at the Association's request or election as a director or officer of another corporation other than when the determination shall have been made judicially, or in the manner hereinafter provided, that he or she was guilty of gross negligence or willful misconduct. The indemnification shall be made only if the Asso-

ciation shall be advised by the Executive Council, or in case any of the persons involved shall then be a member of the Executive Council of the Association, by independent counsel to be appointed by the Executive Council, that in its or his opinion such member of the Executive Council, officer or person who may have served at the Association's request or election as the director or officer of another corporation was not guilty of gross negligence or willful misconduct in the performance of his duty, and in the event of a settlement, such settlement to be made would be in the best interest of the Association. If the determination is to be made by the Executive Council, it may rely, as to all questions of law, on the advice of independent counsel. Every reference herein to director, officer or person who may serve at the Association's request or election as a director or officer of another corporation shall include every director (member of the Executive Council), officer (including but not limited to heads of departments) or person who may have served at the Association's request or election as a director or officer of another corporation (including but not limited to members of the Liaison Committee on Medical Education) or former director (member of the Executive Council), former officer (including but not limited to heads of departments) or person who may have formerly served at the Association's request or election as a director or officer of another corporation (including but not limited to members of the Liaison Committee on Medical Education). This indemnification shall apply to all the damages, judgments, fines, penalties, costs, charges, expenses and claims described above whenever arising. The right of indemnification herein provided shall be in addition to any and all rights to which any director, officer or person who may have served at the Association's request or election as the director or officer of another corporation might otherwise be entitled and the provisions hereof shall neither impair nor adversely affect such rights. Pursuant to action of the Executive Council or any officer it may authorize, the Association may also indemnify other employees, agents, or representatives of the Association; provided, however, no such indemnification shall be inconsistent with the foregoing provisions of this Section.

Section 7. No part of the net earnings of the Association shall inure to the benefit of or be distributable to its members or members of the Executive Council, officers, or private individuals, except that the Association may pay reasonable compensation for services rendered and make payment and distributions in furtherance of its purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Association shall not carry on any activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501 (a) as an organization described in Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any

future United States Internal Revenue Law).

Section 8. Upon dissolution of the corporation, the Executive Council shall, after paying or making provision for the payment of all of the liabilities of the Association (including provision of a reasonable separation pay for its employees), dispose of all of the assets of the Association among such non-profit organizations having similar aims and objectives as shall qualify as exempt organizations described in Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

Section 9. These Bylaws may be amended by a two-thirds vote of the voting members present and voting at any duly called meeting of the Assembly, provided that the substance of the proposed amendment is included with the notice of the meeting. Amendments to the Bylaws may be proposed by the Executive Council or by the written sponsorship of ten voting members, provided that the proposed amendment shall have been received by the Secretary at least forty-five days prior to the meeting at which it is to be considered.

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1. The name of the corporation is Association of American Medical Colleges.
2. The period of duration of the corporation is perpetual.
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Section 9. No action of the Association shall be construed as committing any member to the Association's position on any issue.

Section 10. Robert's Rules of Order, latest edition, shall govern all meetings.

#### V. OFFICERS

The officers of the Association shall be those elected by the Assembly and those appointed by the Executive Council.

Section 1. The elected officers shall be a Chairman, who shall preside over the Assembly and shall serve as Chairman of the Executive Council, and a Chairman-Elect, who shall serve as Chairman in the absence of the Chairman. The Chairman-Elect shall be elected at the annual meeting of the Assembly, to serve in that office for one year, and shall then be installed as Chairman for a one-year term in the course of the annual meeting of the Assembly the year after he has been elected. If the Chairman dies, resigns, or for any other reason ceases to act, the Chairman-Elect shall thereby become Chairman and shall serve for the

remainder of that term and the next term.

Section 2. The officers appointed by the Executive Council shall be a President, who shall be the Chief Executive Officer, a Vice President, a Secretary and a Treasurer, who shall be appointed from among the Executive Council members. The Executive Council may appoint one or more additional officers on nomination by the President.

Section 3. The elected officers shall have such duties as are implied by their title or are assigned to them by the Assembly. The appointed officers shall have such duties as are implied by their title or are assigned to them by the Executive Council.

## VI. EXECUTIVE COUNCIL

Section 1. The Executive Council is the Board of Directors of the Association and shall manage its affairs. The Executive Council shall have charge of the property and financial affairs of the Association and shall perform such duties as are prescribed by law and the Bylaws. It shall carry out the policies established at the meetings of the Assembly and take necessary interim action for the Association and carry out duties and functions delegated to it by the Assembly. It shall set educational standards and criteria as prerequisites for the election of members of the Association, it shall consider applications for membership and it shall report its findings and recommendations with respect thereto to the Assembly.

Section 2. The Executive Council shall consist of nine members elected by the Assembly and ex officio the Chairman, Chairman-Elect and Immediate Past Chairman of the Assembly and each of the three Councils created by these bylaws, the President of the Association, and the Chairperson and Chairperson-Elect of the Organization of Student Representatives, all of whom shall be voting members. Of the nine members of the Executive Council elected by the Assembly, one shall be a member of the Council of Academic Societies, one shall be a member of the Council of Teaching Hospitals, six shall be members of the Council of Deans, and one shall be a Distinguished Service Member. The elected members of the Executive Council shall be elected by the Assembly at its annual meeting, each to serve for three years or until the election and installation of a successor. Each shall be eligible for re-election for one additional term of three years. Each shall be elected by majority vote and may be removed by a vote of two-thirds of the members of the Assembly present and voting.

Section 3. At least one elected member of the Executive Council shall be from each of the regions of the Association.

Section 4. The annual meeting of the Executive Council shall be held within one-hundred twenty (120) days after the annual meeting of the Assembly at such time and place as the Chairman shall determine.

Section 5. Special meetings of the Council may be called by the Chairman or any two (2) Council members, and written notice of all Council meetings, unless waived, shall be mailed to each Council member at his home or usual business address not later than the tenth business day before the meeting.

Section 6. A quorum of the Council shall be a majority of the voting Council members.

Section 7. In the event of a vacancy on the Executive Council, either through resignation of an elected member or election of such a member to an ex officio seat on the Council, the remaining members of the Council may appoint a successor to complete the unexpired term. The Council is authorized at its own discretion to leave a vacancy unfilled until the next annual meeting of the Assembly. Members of the Executive Council are eligible for election to the Council for two full terms following completion of any partial term.

## VII. COMMITTEES

Section 1. The Chairman shall appoint from the Assembly a Resolutions Committee which shall be comprised of at least one representative from each Council of the Association and from the Organization of Student Representatives. The Resolutions Committee shall present resolutions to the Assembly for action by it. No resolution shall be considered for presentation by the Resolutions Committee unless it shall have been received at the principal office of the Association at least fourteen days prior to the meeting at which it is to be considered. Additional resolutions may be considered by the Assembly upon a two-thirds vote of the members of the Assembly present and voting.

Section 2. The Executive Council shall appoint the Chairman and a Nominating Committee of not less than four nor more than six additional members, including the Chairman of the Nominating Committee of each of the Councils provided in Article II. The Nominating Committee so appointed will report to the Assembly at its annual meeting one nominee for each officer and member of the Executive Council to be elected. Additional nominees for any officer or member of the Executive Council may be made by the representative of any member of the Assembly. Election shall be by a majority of the Assembly members present and voting.

Section 3. The Executive Council, by resolution adopted by the vote of a majority of the voting Council members in office, may designate an Executive Committee to act during intervals between meetings of the Council, consisting of the Chairman, the Chairman-Elect, the treasurer, the President, and three or more other Council members, which committee, to the extent provided in the resolution, shall have and exercise the authority of the Council in the management of the Association. At all times the Executive Committee shall include at least one member of each of the Councils provided in Article II thereof. The designation of such a committee and the delegation to it of authority shall not relieve the

Council, or any members of the Council, of any responsibility imposed upon them by law.

Section 4. The Executive Council may appoint and dissolve from time to time such standing or ad hoc committees as it deems advisable, and each committee shall exercise such powers and perform such duties as may be conferred upon it by the Executive Council subject to its continuing direction and control. The Chairman will appoint members of the committees with appropriate consultation with the Executive Council.

### VIII. GENERAL PROVISIONS

Section 1. Whenever any notice whatever is required to be given under the provisions of these Bylaws, a waiver thereof in writing signed by the persons entitled to such a notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 2. The Council may adopt a seal for the Association, but no seal shall be necessary to take or to evidence any Association action.

Section 3. The fiscal year of the Association shall be from each July 1 to June 30.

Section 4. The annual dues of each class of members shall be in such amounts as shall be recommended by the Executive Council and established by the Assembly. The Executive Council shall consult with the respective Administrative Boards of the Council of Deans, the Council of Academic Societies and the Council of Teaching Hospitals in arriving at its recommendations.

Section 5. Any action that may be taken at a meeting of members or of the Executive Council may be taken without a meeting if a consent in writing setting forth the action so taken is signed by all members of the Association entitled to vote with respect to the subject matter thereof, or by all members of the Executive Council as the case may be.

Section 6. The Association shall indemnify each director, (member of the Executive Council), officer (including but not limited to heads of departments) or persons who may have served at its request or election as a director or officer of another corporation (including but not limited to the members of the Liaison Committee on Medical Education) from and against all damages, judgments, fines, penalties, costs, charges, expenses and claims (including settlements and expenses attendant upon each) imposed upon or asserted against him by reason of being or having been such director, officer or person serving at the Association's request or election as a director or officer of another corporation other than when the determination shall have been made judicially, or in the manner hereinafter provided, that he or she was guilty of gross negligence or willful misconduct. The indemnification shall be made only if the Asso-

ciation shall be advised by the Executive Council, or in case any of the persons involved shall then be a member of the Executive Council of the Association, by independent counsel to be appointed by the Executive Council, that in its or his opinion such member of the Executive Council, officer or person who may have served at the Association's request or election as the director or officer of another corporation was not guilty of gross negligence or willful misconduct in the performance of his duty, and in the event of a settlement, such settlement to be made would be in the best interest of the Association. If the determination is to be made by the Executive Council, it may rely, as to all questions of law, on the advice of independent counsel. Every reference herein to director, officer or person who may serve at the Association's request or election as a director or officer of another corporation shall include every director (member of the Executive Council), officer (including but not limited to heads of departments) or person who may have served at the Association's request or election as a director or officer of another corporation (including but not limited to members of the Liaison Committee on Medical Education) or former director (member of the Executive Council), former officer (including but not limited to heads of departments) or person who may have formerly served at the Association's request or election as a director or officer of another corporation (including but not limited to members of the Liaison Committee on Medical Education). This indemnification shall apply to all the damages, judgments, fines, penalties, costs, charges, expenses and claims described above whenever arising. The right of indemnification herein provided shall be in addition to any and all rights to which any director, officer or person who may have served at the Association's request or election as the director or officer of another corporation might otherwise be entitled and the provisions hereof shall neither impair nor adversely affect such rights. Pursuant to action of the Executive Council or any officer it may authorize, the Association may also indemnify other employees, agents, or representatives of the Association; provided, however, no such indemnification shall be inconsistent with the foregoing provisions of this Section.

Section 7. No part of the net earnings of the Association shall inure to the benefit of or be distributable to its members or members of the Executive Council, officers, or private individuals, except that the Association may pay reasonable compensation for services rendered and make payment and distributions in furtherance of its purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Association shall not carry on any activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501 (a) as an organization described in Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any

future United States Internal Revenue Law).

Section 8. Upon dissolution of the corporation, the Executive Council shall, after paying or making provision for the payment of all of the liabilities of the Association (including provision of a reasonable separation pay for its employees), dispose of all of the assets of the Association among such non-profit organizations having similar aims and objectives as shall qualify as exempt organizations described in Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

Section 9. These Bylaws may be amended by a two-thirds vote of the voting members present and voting at any duly called meeting of the Assembly, provided that the substance of the proposed amendment is included with the notice of the meeting. Amendments to the Bylaws may be proposed by the Executive Council or by the written sponsorship of ten voting members, provided that the proposed amendment shall have been received by the Secretary at least forty-five days prior to the meeting at which it is to be considered.

ASSOCIATION OF AMERICAN MEDICAL COLLEGES

MEMORANDUM #85-47

September 27, 1985

TO: Council of Deans  
Council of Academic Societies  
Council of Teaching Hospitals  
Organization of Student Representatives

FROM: John A. D. Cooper, M.D., President

SUBJECT: NOTICE OF 1985 AAMC ASSEMBLY MEETING  
CALL FOR RESOLUTIONS  
NOTICE OF PROPOSED BYLAW CHANGE

In accordance with the AAMC bylaws, you are informed that the AAMC Assembly will hold its 1985 meeting from 8:15 a.m. - 9:15 a.m. on Tuesday, October 29, in Ballroom West of the Washington Hilton Hotel, Washington, D. C. The consent agenda for this business meeting accompanies this notice. Please bring this copy with you to the meeting.

The Executive Council is recommending that the Assembly adopt a change in the bylaws to allow investor owned hospitals to be members of the Council of Teaching Hospitals, provided other membership criteria are met. The Internal Revenue Service has advised that such a change will not affect the Association's tax status.

To facilitate the orderly consideration of resolutions by the Assembly, a Resolutions Committee has been appointed. Resolutions to be considered by this Committee must have been considered previously by an AAMC Council, Organization, or Administration Board or regional section thereof, and must have been adopted or specifically referred to the Resolutions Committee. Resolutions to be considered by the Resolutions Committee must be received by my office not later than October 15, 1985. Resolutions not received by this date can be introduced in the Assembly only upon a two-thirds vote of the members present and voting.

If there are resolutions to be considered, the Resolutions Committee will hold an open meeting at 5:30 p.m. in the Caucus Room at the Washington Hilton on Monday, October 28.

If you have not yet made plans to attend the AAMC Annual Meeting, October 26-31, I would urge you to do so.

Enclosure

*approved by the Assembly 10-29-85*

Amendment to AAMC Bylaws

INVESTOR OWNED TEACHING HOSPITAL PARTICIPATION IN THE COUNCIL OF TEACHING HOSPITALS

Proposal

The Executive Council recommends that the attached amendment to the AAMC Bylaws be adopted to permit investor owned hospitals to join or remain as members of the Council of Teaching Hospitals provided they otherwise meet membership requirements that apply to all other hospitals.

Background

Under the current rules for determining membership in the Council of Teaching Hospitals, a hospital must qualify as a public hospital or a not-for-profit institution. Thus, hospitals owned or leased by investor owned corporations are excluded from membership in COTH. Hospitals managed by an investor owned corporation are eligible to continue membership.

Participation of for-profit teaching hospitals was discussed at the COTH Spring Meeting in Baltimore in May 1984, the October 1984 Annual Meeting in Chicago, and a variety of other forums. In addition, the Administrative Board of the Council of Teaching Hospitals has reviewed and analyzed all aspects of the debate over this issue.

The Administrative Board believes the Council of Teaching Hospitals of the Association of American Medical Colleges is organized to support the patient care, education, and research missions of teaching hospitals, and that the ownership status of the hospital should not exclude hospitals sharing common interest in supporting these objectives.

Therefore, the Administrative Board of the Council of Teaching Hospitals recommended that the AAMC Bylaws be amended to permit individual for-profit hospitals to join the AAMC Council of Teaching Hospitals provided they meet membership requirements that apply to all other hospitals.

The proposal should be understood to permit the membership only of individual hospitals not the parent corporation.

The COTH Administrative Board action, taken at its April 4, 1985 meeting, was distributed and presented for discussion and debate at the COTH Spring Meeting on May 10. A vote was not taken. However, all speakers at the microphone were positive with the exception of one individual who expressed some reservation.

The Executive Council discussed this matter at its meeting of June 20, 1985 in anticipation of taking formal action on September 12. One purpose of that discussion was to determine whether further information was necessary or there were other matters to be raised before the Council takes formal action. It was understood that formal action would either await or be contingent upon a ruling by the Internal Revenue Service that admitting investor owned hospitals would neither jeopardize the Association's status as a tax exempt charity nor result in unrelated business income. No other information or action was requested.

The requested ruling from the Internal Revenue Service has been received. In order to modify the AAMC Bylaws, the AAMC Executive Council must recommend a change for ratification by the AAMC Assembly which requires a two-thirds vote of those present and voting.

At its meeting of September 12, 1985, the Executive Council acted to recommend that the AAMC Assembly adopt the following amendment to Article I of AAMC Bylaws for the purpose of permitting investor owned hospitals to join or remain as members of the Council of Teaching Hospitals provided they otherwise meet membership requirements that apply to all other hospitals:

#### PROPOSED AMENDMENT

A. Section 1. Shall be amended to read as follows (current language of Section to be deleted is indicated by strike through):

*Section 1. There shall be the following classes of membership: ~~each of which that has the right to vote shall be (a) an organization described in Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any subsequent Federal tax laws), and (b) an organization described in Section 509(a)(1) or (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any subsequent Federal tax laws), and each of which shall also meet (c) the qualifications set forth in the Articles of Incorporation and these Bylaws, and (d) other criteria established by the Executive Council for each class of membership:~~*

- A. *Institutional Members - Institutional Members shall be medical schools and colleges of the United States.*
- B. *Affiliate Institutional Members - Affiliate Institutional Members shall be medical schools and colleges of Canada and other countries.*
- C. *Graduate Affiliate Institutional Members - Graduate Affiliate Institutional Members shall be those graduate schools in the United States and Canada closely related to one or more medical schools which are institutional members.*
- D. *Provisional Institutional Members - Provisional Institutional Members shall be newly developing medical schools and colleges of the United States.*

- E. Provisional Affiliate Institutional Members - *Provisional Affiliate Institutional Members shall be newly developing medical schools and colleges in Canada and other countries.*
- F. Provisional Graduate Affiliate Institutional Members - *Provisional Graduate Affiliate Institutional Members shall be newly developing graduate schools in the United States and Canada that are closely related to an accredited university that has a medical school.*
- G. Academic Society Members - *Academic Society Members shall be organizations active in the United States in the professional field of medicine and biomedical sciences.*
- H. Teaching Hospital Members - *Teaching Hospital Members shall be teaching hospitals in the United States.*
- I. Corresponding Members - *Corresponding Members shall be hospitals involved in medical education in the United States or Canada which do not meet the criteria established by the Executive Council for any other class of membership listed in this section.*

B. A new Section 2. shall be inserted to read as follows (language which materially changes the text of the previous Section 1 is set out in bold elite):

Section 2. *Members shall meet the qualifications set forth in the Articles of Incorporation, these Bylaws and other criteria established by the Executive Council for the various classes of members. All members that have the right to vote, except members of class H. Teaching Hospital Members, shall be (a) organizations described in Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any subsequent Federal Tax laws), and (b) organizations described in Section 509(a)(1) or (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any subsequent Federal Tax laws).*

C. Existing Sections 2 through 5 shall be renumbered 3 through 6 respectively for conformity.