

AR.GOV.01

## BYLAWS

### ASSOCIATION OF AMERICAN MEDICAL COLLEGES

#### I. MEMBERSHIP

Section 1. There shall be the following classes of institutional and organization members:

- A. Medical School Members - Medical School Members shall be medical schools and colleges located within the United States and its territories.
- B. Affiliate Medical School Members - Affiliate Medical School Members shall be medical schools and colleges of Canada.
- C. Graduate Affiliate Medical School Members - Graduate Affiliate Medical School Members shall be those graduate schools in the United States and Canada closely related to one or more Medical School Members.
- D. Teaching Hospital Members - Teaching Hospital Members shall be teaching hospitals in the United States.
- E. Affiliate Teaching Hospitals - Affiliate Teaching Hospitals shall be teaching hospitals of Canada.
- F. Health System Members - Health System Members shall be health systems with at least one eligible teaching hospital in the United States.
- G. Affiliate Health System Members - Affiliate Health System members shall be health systems with at least one eligible teaching hospital in Canada.
- H. Corresponding Members - Corresponding Members shall be hospitals or health systems 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.
- I. Academic Society Members - Academic Society Members shall be organizations active in the United States in the professional field of medicine and biomedical science and whose primary missions include advancing medical education and/or biomedical research.

Section 2. Newly developing medical schools, affiliate medical schools, and graduate affiliate medical schools may be elected to Provisional Membership during the period prior to the graduation of their first class of students.

Section 3. There shall be the following additional categories for participation in the Association:

- A. Emeritus Members - Emeritus Members shall be: 1) persons who are retired after having served five years on an AAMC Council and on at least one major committee or task force, and 2) persons who, having served 10 years on an AAMC Council and on at least one major committee or task force, and are no longer employed by an Association member.
- B. Distinguished Service Members - Distinguished Service Members shall be persons who have been actively involved in the affairs of the Association as chair of one of its Councils or member of one of its Administrative Boards and who have made significant contributions to committees or task forces of the Association.
- C. Individual Subscribers- Individual Subscribers shall be persons who have demonstrated a serious interest in medical education.
- D. Honorary Members - Honorary Members shall be persons whose service the Association recognizes by conferring this title.
- E. The Executive Council is authorized to develop additional categories for participation in Association services and activities by individuals and organizations.

Section 4. 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 institutional and organizational members except members of class D, Teaching Hospital Members, class F, Health System Members, and class H, Corresponding 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)(11) or (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any subsequent Federal tax laws).

Section 5. Election to Membership:

- A. All members *except individual subscribers* shall be elected by a majority vote of the Executive Council.
- B. Medical School 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 and Health System Members will be recommended by the Council of Teaching Hospitals and Health Systems to the Executive Council.

- E. Emeritus Members shall be recommended the Executive Committee to the Executive Council.
- F. Distinguished Service Members shall be recommended to the Executive Committee by the Council of Deans, the Council of Academic Societies, or the Council of Teaching Hospitals and Health Systems. The Executive Committee shall present Distinguished Service member nominations to the Executive Council.
- G. Corresponding Members will be recommended to the Executive Council by the Council of Teaching Hospitals and Health Systems.
- H. Honorary Members shall be recommended to the Executive Council by the Executive Committee.

Section 6. Revocation of Membership - A member with any class of membership may have its 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 member written notice of the proposed revocation prior to the Assembly at which such a vote is taken.

Section 7. Resignation - A. A member with any class of membership may resign upon notice given in writing to the Executive Council. However, any such resignation shall not affect the dues obligation in the current fiscal year.

B. A member failing to pay dues for two years will be deemed to have resigned.

## 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 1. - The Council of Deans shall consist of the dean or the equivalent academic officer of each Medical School Member that has admitted its first class of students.

2. There is authorized to be established a category of non-voting associate membership in the Council of Deans. Election to such membership would be by the Council of Deans Administrative Board upon recommendation by the member dean of persons who, as part of the member's educational system, head a self contained, geographically separate, campus that provides two or more years of undergraduate medical education to a cohort of students in continuing residence. Such membership would convey

no right to vote in the Council of Deans or the Assembly, but would convey the right to attend meetings (excluding executive sessions) with the privilege of the floor. No additional dues would be assessed the member medical school. Participation as associate member would remain at the pleasure of the nominating dean.

B. Council of Academic Societies - The Council of Academic Societies shall consist of two representatives from each Academic Society Member who are expected to be leaders in academic medicine and who shall be designated by each such member.

C. Council of Teaching Hospitals and Health Systems - 1. The Council of Teaching Hospitals and Health Systems shall consist of one representative from each Teaching Hospital and Health System Member, including Teaching Hospitals which are part of Health Systems, who shall be designated by each such member.

### III. ORGANIZATIONS

Section 1. 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 Medical School Member chosen from the student body of each such member. Medical School 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 Medical School 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 Association in conjunction with said meeting to elect a Chair, a Chair-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 Chair of the Council of Deans.

Section 2. Organization of Resident Representatives - There shall be an Organization of Resident Representatives operating in a manner consistent with rules and regulations approved by the Executive Council and comprised of two residents selected by each Academic Society Member designated by the Executive Council to perform this function. Such Societies shall be comprised of chairs of medical school clinical departments or directors of residency programs accredited by the Accreditation Council for Graduate Medical Education. The Organization of Resident Representatives shall meet at least once each year at the time and place of the annual meeting of the Association in conjunction with said meeting to elect a Chair, a Chair-elect, and an Administrative Board, to recommend resident members of committees of the Association, to recommend to the Council of Academic Societies the Organization's representatives to the Assembly, and to consider other matters of particular interest to residents at member teaching

hospitals and health systems. All actions taken and recommendations made by the Organization of Resident Representatives shall be reported to the Chairs of the Councils of Deans, of Teaching Hospitals and Health Systems and of Academic Societies.

#### IV. GROUPS

Section 1. Groups - There are authorized to be established within the Association Groups made up of persons on the staff of member medical schools and, in appropriate instances, teaching hospitals and health systems, whose members share a community of common interests by virtue of having similar responsibilities within the academic medical community.

Section 2. Criteria for Establishment - Each Group to be established must: a. demonstrate the existence of a shared community of interest; b. provide evidence that professional staff development needs of the particular community are not adequately served by existing organizations and professional societies; c. identify the potential for meaningful Association staff involvement including the existence of a specific locus of expertise and Association resources committed to issues represented by the community; d. demonstrate that the community has the capacity to contribute to Association programs and policies through the mobilization of special expertise; and, e. provide evidence that the needs of the community cannot be met simply through the establishment of a special interest section of an existing group.

Section 3. Group Rules and Regulations - Each group will operate in accordance with Rules and Regulations approved by the Executive Council. The Rules and Regulations shall specify membership criteria and appointing authority. Each group shall be aligned to one or more Councils as appropriate and make periodic reports to the Administrative Board of such Council(s).

#### V. MEETINGS OF MEMBERS AND COUNCILS

Section 1. An annual meeting of the Association will be held each fall. Meetings of the Assembly shall be held at such time and place as designated by the Executive Council.

Section 2. Special meetings of the Assembly may be called for any purpose by the Chair, 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, date 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 Chair or persons calling the meeting, to each member entitled to vote at such meeting.

Section 4. The Medical School Members and Provisional Medical School Members that have admitted their first class shall be represented in the Assembly by the members of the Council of Deans and by twelve members of the Organization of Student Representatives. Each of such representatives of Medical School Members and Provisional Medical School 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 and Health Systems 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 the number of members of the Council of Deans entitled to vote. The Council of Teaching Hospitals and Health Systems shall also be represented by twelve members of the Organization of Resident Representatives. 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 Chair may accept the written statement of the dean of a Medical School Member, or Provisional Medical School Member, that the dean or some other person has been properly designated to vote on behalf of the medical school, and may accept the written statement of the respective Chairs of the Council of Academic Societies and the Council of Teaching Hospitals and Health Systems designating the names of individuals who will vote on behalf of each member society, hospital, or health system. The Chair may accept the written statement of the Chair of the Council of Deans reporting the names of the individuals who will vote as the representatives chosen by the Organization of Student Representatives. The Chair may accept the written statement of the Chair of the Council of Teaching Hospitals and Health Systems reporting the names of the individuals who will vote as the representatives chosen by the Organization of Resident Representatives.

Section 6. The Assembly is empowered to perform the following functions: remove a member of the Executive Council; establish dues for each class of member specified in Article I, Section 1 in amounts recommended by the Executive Council; amend these bylaws in accordance with the procedures set out herein; and refer to the Executive Council for disposition such other matters as it deems appropriate.

Section 7. One-third of the voting members of the Association shall constitute a quorum at the Assembly for action on bylaw changes and dues increases; 10 percent of the voting members shall constitute a quorum for all other purposes. 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 8. 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 9. No action of the Association shall be construed as committing any member to the Association's position on any issue.

Section 10. The Standard Code of Parliamentary Procedures, (current edition) by Alice F. Sturgis, shall govern all meetings.

## VI. OFFICERS

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

Section 1. The elected officers shall be a Chair, who shall preside over the Assembly and shall serve as Chair of the Executive Council, and a Chair-Elect, who shall serve as Chair in the absence of the Chair. The Chair-Elect shall be elected at a meeting of the Executive Council, to serve in that office for one year, and shall then be installed as Chair for a one-year term in the course of the annual meeting of the Association the year after having been elected. If the Chair dies, resigns, or for any other reason ceases to act, the Chair-Elect shall thereby become Chair 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, and an Executive Vice President. The Chair of the Council of Teaching Hospitals and Health Systems shall serve as Secretary-Treasurer. 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 Executive Council. The appointed officers shall have such duties as are implied by their title or are assigned to them by the Executive Council.

## VII. 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 consider matters commended to it by the Assembly and take necessary actions for the Association. It shall set educational standards and criteria as prerequisites for the election of members of the Association.

Section 2. The Executive Council shall consist of thirty voting members, seventeen ex officio and thirteen elected. The president, the chair, chair-elect, and immediate past chair of the Association and of each of the Councils, and the chair and chair-elect of the Organization of Student



Representatives and the Organization of Resident Representatives shall be members ex officio.

Three members shall be members of, and elected by, the Council of Teaching Hospitals and Health Systems; three shall be members of, and elected by, the Council of Academic Societies; six shall be members of, and elected by, the Council of Deans. A Distinguished Service Member shall be elected by the Executive Council. The elected members of the Executive Council shall be elected by the Councils, 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 a majority vote and may be removed by a vote of two-thirds of the members of the Assembly.

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

Section 4. Special meetings of the Council may be called by the Chair 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 5. A quorum of the Council shall be a majority of the voting Council members.

Section 6. 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 Administrative Board of the electing Council may appoint a successor to complete the unexpired term or may leave a vacancy unfilled until the next meeting of the Council. The Executive Council may fill a vacancy created by the resignation of the Distinguished Service Member. Members of the Executive Council are eligible for election to the Council for two full terms following completion of any partial term.

## VIII. COMMITTEES

Section 1. The Chair shall appoint a Nominating Committee consisting of a Chair and not fewer than four additional members. The Nominating committee shall be chaired by the immediate past Chair of the Association, or if the immediate past Chair is not currently a Council member, 1) by the most proximate past Chair currently among the membership, or if no such person is available, 2) by a member having recent but not current service on the Council and designated by the Chair. Other members shall be appointed by the Chair of the Association in consultation with the Committee Chair. The Nominating Committee so appointed will report to the Executive Council 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 any member of the Executive Council. Election shall be by a majority of the Executive Council members present and voting. Such election will take place at the fall meeting of the Executive

Council and the Chair-Elect and Chair shall be installed at a plenary session during the Annual Meeting of the Association.

Section 2. The Executive Committee of the Executive Council shall be comprised of the Chair, the Chair-Elect, the Immediate Past Chair, the President, and the Chair of the Council of Deans, the Chair of the Council of Teaching Hospitals and Health Systems, and the Chair of the Council of Academic Societies. At such times as the Executive Council is not in session, the Executive Committee shall have and may exercise the full power and authority otherwise commonly incident to and vested in the Executive Council, to act on behalf of and to govern the Association, and to make any and all necessary and appropriate policy interpretations on behalf of the Executive Council. 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 3. There shall be an audit committee chaired by the Secretary-Treasurer and composed of at least one member of the Council of Deans and the Council of Academic Societies appointed by the Chair. The audit committee shall recommend the selection of an auditor to the Executive Committee, review the annual audit report and recommend its disposition to the Executive Committee.

Section 4. The Executive Committee 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 Committee subject to its continuing direction and control. The Chair will appoint members of the committees with appropriate consultation with the Executive Committee.

## IX. 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 and Health Systems 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 hold harmless, defend, and indemnify each director, (member of the Executive Council), officer (including but not limited to heads of divisions) 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 attendants upon each) imposed upon or asserted against him or her 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 Association 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 divisions) 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 divisions) 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 damage, 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.

Section 10. Any amendment to these Bylaws shall be effective upon enactment unless otherwise specified in the resolution of enactment.