

Bylaws of the Society for Academic Continuing Medical Education

(Herein called "the Society")

ARTICLE I. Offices

The Society shall have and continuously maintain in the State of Alabama, a registered office and a registered agent whose office is identical with such registered office, as required by the Alabama Nonprofit Corporation Act. The registered office may be, but need not be identical with the principal office in the State of Alabama, and the address of the registered office may be changed from time to time by the Board of Directors.

The location of the principal office of the Society in the State of Alabama shall be determined from time to time by the Board of Directors of the Society. The Society may have such other offices, either within or outside of the State of Alabama, as the Board of Directors may determine or as the affairs of the Society may require from time to time.

ARTICLE II. Definitions, Mission and Objectives

II. A. Definitions

Continuing medical education/continuing professional development (CME/CPD) consists of educational activities that serve to maintain, develop, or increase the knowledge, skills, and professional performance and relationships a physician uses to provide services for patients, the public, or the profession. CME/CPD represents that body of knowledge and skills generally recognized and accepted by the profession as within the basic medical sciences, the discipline of clinical medicine, and the provision of healthcare to the public.

Academic CME/CPD refers to the CME/CPD enterprise and organizations actively committed to the advancement of CME/CPD effectiveness and healthcare improvement through research, scholarship, and professional development related to physician and healthcare provider learning and change. These organizations include academic medical centers, medical specialty societies, teaching hospitals, schools of public health, schools of education, government agencies, and other bodies dedicated to these principles. Although physicians and other healthcare professionals are most often the focus of academic CME/CPD, efforts may target any appropriate member of the healthcare team including patients.

II. B. Mission Statement:

To promote the research, scholarship, evaluation and development of CME/CPD that helps to enhance the performance of physicians and healthcare professionals practicing in the U.S., Canada, and elsewhere for purposes of improving individual and population health.

II. C. Objectives:

This mission statement embraces the following objectives for the Society:

1. Establish a forum and structure within which academic CME/CPD professionals in the U.S., Canada, and elsewhere are enabled to enhance academic CME/CPD;

2. Represent academic CME/CPD in national forums and with policy and decision makers on issues relevant and pertinent to CME/CPD and in collaborations with other societies and organizations, consistent with objectives of the Society to enhance the effectiveness of CME/CPD in improving healthcare;
3. Promote life-long learning skills of its membership and physicians and healthcare professionals at large;
4. Advocate academic scholarship which promotes the generation, translation and dissemination of knowledge, skills, attitudes, and competencies related to CME/CPD;
5. Promote, disseminate and fund research in CME/CPD, adult and continuing education, professional development, and any other fields related to how physicians and members of the healthcare team learn and change clinical behaviors;
6. Provide leadership in the design and implementation of efficient and cost-effective CME/CPD activities that address how physicians and members of the healthcare team learn and change their professional and clinical behaviors to improve healthcare outcomes;
7. Foster continuous improvement in the skills of those working in academic CME/CPD; and
8. Foster learning and career development of students, trainees, faculty, professionals and other individuals interested in careers in academic CME/CPD.

ARTICLE III. Members

Membership in the Society is open to individuals in medical schools, or faculties of medicine, accredited by the Liaison Committee on Medical Education (LCME) or by the American Osteopathic Association, and to those at academic medical centers, medical specialty societies, teaching hospitals, schools of public health, schools of education, government agencies, and other organizations whose research and any other educational objectives and activities are consistent with the Mission of the Society.

III. A. Membership Categories

1. Voting Members. The dean or director of Continuing Medical Education, or other interested individual(s), of any medical college, or faculty of medicine, accredited by the Liaison Committee on Medical Education or by the American Osteopathic Association, or any branch campus of said college is eligible for voting membership.

Individuals at academic medical centers, medical specialty societies, teaching hospitals, schools of public health, schools of education, government agencies, or other organizations with interests consistent with the Mission of the Society are also eligible for voting membership. Upon recommendation of the Membership Committee and with the approval of the Board of Directors, the Executive Secretariat shall include approved members in the roster of voting members of the Society upon payment of dues. No proxy voting is permitted at any time for any election or on any issue. Dues shall be set by the Board.

2. Emeritus Members. Any voting member who has current membership at the time of regulation retirement from his or her institution and wishes to continue association with the Society may be eligible for Emeritus status. Emeritus status members are entitled to all privileges of membership except the rights to vote and hold office. Dues shall be set by the Board.

3. Trainee Members. Eligibility for Trainee Membership is open to advanced degree students, residents, fellows, and others preparing in full-time programs for professional careers in CME/CPD at

institutions whose members are eligible for Society membership. Application for Trainee Membership will be submitted through a Voting Member with an accompanying written endorsement. Trainee Membership is accompanied by all rights and privileges of Voting Members with the exception of right to vote and hold office. Dues for Trainee Members shall be set by the Board.

III. B. Dues

1. Fiscal Year.

Unless otherwise authorized by a majority vote of the Society's membership, the period from July 1 through June 30 shall constitute the Society's fiscal year.

2. Amount of Dues.

Recommendations for the dues for the membership categories for the upcoming fiscal year shall be presented by the Membership Committee Chair to the Board of Directors for approval. The Board of Directors shall set the amount of dues for each category of membership and forward the amounts to the Executive Secretariat for implementation.

3. Collection of Dues.

The dues collection process shall be determined by the Board.

4. Assessments.

The membership may, by a two-thirds vote, make a monetary assessment on itself at any meeting, or by electronic vote of the membership. No proxy voting is permitted at any time for any election or on any issue.

ARTICLE IV. Officers

IV. A. Officers

Officers. The officers of the Society shall consist of the President, President-Elect, Vice President, Immediate Past-President, Secretary, Treasurer, and five Regional Representatives, each of whom shall represent a constituency that corresponds to one of the four U.S. regions as determined by the Board, with an additional representative for Canadian members. The officers shall perform the duties prescribed by these Articles and by the Parliamentary authority adopted by the Society.

IV. B. Nominations and Voting

1. Nomination. The Nominating Committee shall be comprised of the Regional Representatives, the Immediate Past-President who shall serve as committee chair and the Vice-President who shall serve as co-chair.

The Nominating Committee shall request nominations from the membership for all positions scheduled for balloting in the upcoming election and shall do so at least 45 days prior to the Annual Meeting. The Nominating Committee may add to the list of qualified individuals nominated by the membership. It is the responsibility of the Nominating Committee to ensure that all nominees are voting members in good standing, to inform all candidates of the responsibilities of office, and to confirm that each is able and willing to serve. The Committee shall present in writing a slate of candidates at least thirty (30) days prior to the Annual Meeting and announced through appropriate print and/or electronic notices. At least one qualified candidate for each of the following offices shall be included on the slate: Vice-President, two regional representatives and, on alternating years, Secretary and a Canadian regional representative. The positions of President, President-Elect, and Immediate Past-President shall be

filled, respectively, by the previous President-Elect, Vice-President, and President. The position of Treasurer will be filled by recommendation of the President and appointment made by the approval of the Board of Directors. The remaining regional representatives are considered filled. The offices of representatives to the Council of Faculty and Academic Societies (CFAS) shall be included on the slate subject to CFAS' rules and bylaws.

2. Voting for Officers. The Board shall decide whether the balloting for officers shall be conducted electronically, by mail, or in person at the Annual Meeting with voting based on a schedule to be determined by the Board of Directors and announced to the membership in a manner to provide sufficient time to accommodate ballot distribution and voting. In the case of electronic/mail voting, ballots can be cast or received by mail up through a period prior to the Annual Meeting as established by the Board of Directors. In the case of elections to be held at the Annual Meeting, ballots shall be cast by Voting Members tallied by the Executive Secretariat during the Business Meeting at the Annual Meeting.

IV. C. Election, Terms of Office, Vacancies

1. Election and Terms of Office. The officers shall be declared elected upon receiving a simple majority vote, regardless of the number of ballots cast. The Executive Secretariat shall tally the ballots, certify the counts as accurate, and provide the results to the outgoing President for announcement to the membership at the Annual Meeting. Terms shall run in years from Annual Meeting to Annual Meeting. The President, President-elect, Vice President and Immediate Past-President shall serve for a term of one year each. The position of Treasurer will be filled by recommendation of the President and appointment by the Board of Directors, serving a two-year term. The Secretary shall serve a two-year term, with elections for this position to be staggered in alternating years with the appointment of the Treasurer in a manner that facilitates continuity of operations. Both the Secretary and Treasurer shall be eligible to serve up to two consecutive terms. The Regional Representatives shall serve two-year terms and shall be eligible to serve no more than two consecutive terms. The terms of the Regional Representatives shall be staggered.

2. Vacancies. Should the office of President become vacant, it shall be filled by the President-Elect. Should the office of Immediate Past-President become vacant, it shall remain vacant. Should any other office become vacant, the vacancy shall be filled by appointment by the President with concurrence of a majority of the Board of Directors.

IV. D. Other Positions

Representatives to Other Societies. Representation to other societies or entities will be made by the Board.

ARTICLE V. Meetings

V. A. Scheduled and Special Business Meetings

1. Annual Meeting. A regular meeting shall be held annually as set by the board at a time and place selected by the Board of Directors and shall be for the purpose of electing officers, receiving reports of officers and standing committees, and for such other business that may arise. At the Annual Meeting, the operating budget for the coming fiscal year to commence on July 1, shall be presented to the membership for approval.

2. Other or Special Meetings. Other and/or special meetings can be called by the President or the Board of Directors. In addition, voting members of the Society can call a special meeting upon written request presented to the Executive Secretariat in accordance with the requirements of Notice of Meetings with the approval of the Board.

3. Quorum. A quorum at any meeting of the members of the Society shall be constituted when thirty five percent (35 %) or more of the voting membership of the Society are present. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting.

V. B. Meeting Notices and Non-Election Voting

1. Notice of Meetings. Written or printed notice stating the place, date and hour of any meeting of members shall be delivered, by any means determined by the Board, to each voting member not less than ten (10) nor more than ninety (90) days before the date of such meeting. In case of a special meeting or when required by statute or by these articles, the purpose or purposes for which the meeting is called shall be stated in the notice of the meeting. If sent by mail, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Executive Secretariat, with postage thereon prepaid.

2. Voting for Other Than the Election of Officers. All votes of the Society including Board of Directors and Board Committees shall be decided by a simple majority unless otherwise stated in the Society Bylaws. Votes may be taken by any means determined by the Board. In the case of paper or electronic ballot, voting may occur outside of formal meetings of the Board of Directors or Board Committees. There shall be no proxy votes permitted at any meeting of the Society.

ARTICLE VI. Board of Directors

VI. A. Board Composition and Duties

1. Composition. The officers of the Society shall constitute the Board of Directors (also known as the Society Board).

2. General Duties. The Board of Directors shall have general management of the affairs of the Society, fix the place, date and hour of the meetings, make recommendations to the Society, and shall perform such other duties as specified by these Articles. The Board shall be subject to the orders of the Society, and none of its acts shall conflict with action taken by the Society.

VI. B. Conduct of Board Business

1. Meetings. -Unless otherwise directed by the membership, the Board of Directors shall meet in conjunction with the Meetings of the members and in monthly sessions without other notice than this Article. Special meetings of the Board may be called by the President

2. Quorum. Sixty percent of Directors shall constitute a quorum.

VI. C. Board Fiscal Considerations

1. Remuneration. The Board of Directors shall serve each term without any consideration of remuneration.

2. Indemnification of Directors. The Society shall, to the fullest extent now or hereafter required or permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, his/her testator or intestate was a member, Board member, officer or other agent of the Society, or of any other organization served by him or her in any capacity at the request of the Society, against judgments, fines, amounts paid in settlement and reasonable expenses.

ARTICLE VII. Committees

VII. A. Appointed Committees

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees. Each committee to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors of the Society. No such committee shall have the authority of the Board of Directors to amend, alter or repeal the Society Bylaws; elect, appoint or remove any member of any such committee or any director or officer of the Society; amend the articles of the Society; adopt a plan of merger or adopt a plan of consolidation with another Society; authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Society; authorize the voluntary dissolution of the Society or revoke proceedings therefore; adopt a plan for the distribution of the assets of the Society; or amend, alter, or repeal any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it, him or her by law.

VII. B. Standing Committees

The President with approval of the Board will appoint members to all Standing Committees where membership is not otherwise designated by the By-laws. Standing Committee membership is enumerated in the Society's Policy Manual.

1. Finance Committee. *Duties:* develop amendments to the operating budget for the current fiscal year; and prepare the operating budget for the subsequent fiscal year (beginning July 1) for presentation to and approval by the Society at the Annual Meeting.

2. Membership Committee. *Duties:* process applications from prospective members; determine eligibility; and forward applications to the Society Board of Directors for election to membership.

3. Program Committee. *Duties:* plan the content for the Annual and/or Other Meetings; lead the planning, development and evaluation of any other periodic or ongoing educational and programmatic initiatives for the membership; together with the Membership and Communication Committees, collect and assess educational and developmental needs of the membership and the profession for the purposes of future program developments; and in consultation with the Board of Directors and others, identify and oversee meeting partnership arrangements as required.

4. Research Committee. *Duties:* recommend and oversee Society initiatives in support of research in the field of CME/CPD; lead, promote, and support research among Society members and improve members' research skills; advance and assist in identifying components of the Society's research agenda; encourage, coordinate, and document research in the field of CME/CPD on the part of the membership; recommend to the Program Committee research papers for inclusion, as appropriate, in the programs at the Annual and/or Other Meetings of the Society; assist with the identification, solicitation, and creation of policies/processes to ensure SACME committees can manage grant funding to support the scholarship of CME/CPD in the future; and provide leadership for research activities at Society meetings as specified by the Board of Directors

5. Nominating Committee. (See Article IV, Section B.1.).

6. Communications Committee. *Duties:* recommend policies to leadership regarding strategies and use of communication channels; and guide and maintain membership communications and communication channels (e.g., the Intercom newsletter, the Society listserv, the Society Website, membership recruitment brochures, etc.).

7. Awards Committee. *Duties:* request nominations from the membership for awards scheduled for balloting and shall do so at least 45 days prior to the Annual Meeting.

8. Strategic Affairs Committee. *Duties:* guide and inform the Board of Directors by developing effective process and performance approaches for advancing the strategic plans of the Society; guide committees and prepare recommendations to the Board of Directors on current and future strategic initiatives, as appropriate; oversee organizational and committee work plans designed to advance strategic priorities; and establish processes to guide the solicitation and management of grant funding to support the scholarship of CME/CPD in the future.

ARTICLE VIII. Parliamentary Authority

The rules contained in the current edition of the Robert's Rules of Order, Newly Revised, shall govern the Society in all cases to which they are applicable and consistent with these Articles and any special rules of order the Society may adopt.

ARTICLE IX. Distribution of Assets

Upon the dissolution of the Society, the Board of Directors, after paying or making provisions for the payment of all of the liabilities of the Society and after assets held by the Society upon conditions requiring return, transfer or conveyance, which condition occurs by reasons of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements, shall dispose of all of the assets of the Society exclusively for the purpose of the Society in such a manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Society is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X. Amendment of Bylaws

These Bylaws may be amended by a 2/3 vote of the Society, provided that the amendment has been submitted in writing to the membership at least thirty (30) days prior to the date of that meeting. Voting members who will not attend the meeting, at which one or more Bylaw amendments will be voted on, may submit an absentee ballot. That ballot will be received and counted as long as it is received no later than seven (7) days prior to the meeting. No proxy voting is permitted for amendments to the Bylaws.

Voting may occur outside of formal meetings of the Society, for example in the case of an electronic ballot; however, in such cases, a window of no less than 14 days may be provided between the times that ballots are available and voting is closed.

ARTICLE XI. Seal

The Board of Directors shall maintain a corporate seal, which shall be in the form of a circle and shall have inscribed therein the name of the Society and the words "Corporate Seal. Alabama."

ARTICLE XII. Waiver of Notice

Whenever any notice is required to be given under the provisions of the Alabama Nonprofit Society Act or under the provisions of the Articles of the Society or the Bylaws of the Society, a waiver thereof in

writing or by Board authorized electronic means, and signed by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII. Indemnification

The Board of Directors of the Society may from time to time adopt resolutions to take appropriate actions to indemnify persons who shall serve as a director, officer, employee or agent of the Society, or shall serve at the request of the Society in a similar capacity with another Society, joint venture, trust or other enterprise, to the extent and in the manner in which the Society is granted the power to so indemnify such persons by the laws of the State of Alabama, including, without limitation, the purchase of insurance for such purposes. The Officers of the Society shall acknowledge in writing that they have read and comprehend the Policy for Conflict of Interest of the Society.

ARTICLE XIV. Books and Records

The Society shall maintain all records and books of account pursuant to all state and federal legislation in a form consistent with the requirements of such agencies.

All such records and books of account ought to be retained according to the records disposition schedule as approved by the Board, and must be made available as needed for any internal or external audit or examination.

The records of incorporation, minutes of all Annual, Other, and Special Meetings, Board Committees and Task Forces, and records of promotions and activities approved by the voting membership should, on a regular basis, be sent to a location as approved by the voting membership to constitute the Society's archives.

Effective Date of these Bylaws

These Bylaws were first ratified on April 2, 1976

Subsequent versions were approved by the voting membership on:

October 22, 1978

March 17, 1980

April 27, 1984

May 9, 1986

November 8, 1987

October 21, 1990

February 1, 1994

November 4, 2001

November 9, 2003

September 28, 2006

November 3, 2011

April 3, 2014