

# **Association for Hospital Medical Education Bylaws**

## **ARTICLE I: NAME AND MISSION**

Section I: The name of the organization shall be the Association for Hospital Medical Education, a non-profit corporation.

Section II: The mission of the Association for Hospital Medical Education is to support the continuum of medical education by:

- 1) serving as a forum and resource;
- 2) advocating for the value of medical education;
- 3) assisting in the development of professionals; and
- 4) collaborating with other medical education groups/entities.

Section III: The vision of the Association is to be the premier organization dedicated to the comprehensive support of medical education professionals.

## **ARTICLE II: MEMBERSHIP**

The Association shall have classes of membership and member qualifications as established by the Board of Directors.

## **ARTICLE III: MEETINGS**

There shall be at least one meeting a year of the Association members. All members shall receive written notice stating the place, date, hour, and a tentative agenda of any business to be transacted before the date of each meeting. When authorized by the Board of Directors, proposed action agenda item(s) will be sent to the members for vote. Actions by the members in writing shall be considered equal to actions taken at a membership meeting.

## **ARTICLE IV: PARLIAMENTARY AUTHORITY**

Roberts Rules of Order shall govern the Association in all cases to which they are applicable and in which they are consistent with these Bylaws and any special rules of order the Association may adopt.

## **ARTICLE V: QUORUM**

A quorum of the Association shall consist of 2 officers, 2 additional members of the Board and 25 additional members in good standing.

## **ARTICLE VI: OFFICERS**

Section I: The voting members of the Association shall, every two years, by slate developed by the Nominating Committee, elect a President-Elect, a Secretary, and a Treasurer. These three elected individuals plus the President shall constitute the officers of the Association.

## **Association for Hospital Medical Education Bylaws**

Section II: The President shall be the Chief Executive Officer of and the official spokesperson for the Association and shall preside at all meetings of the membership. The President shall make all division and committee chair appointments unless otherwise provided for in these Bylaws and shall be an ex-officio member with the right to vote on all divisions and committees except the Nominating Committee, unless otherwise specified. The President may make and sign in the name of the Association and on its behalf, contracts and agreements in the ordinary course of its business. The President, at such time as deemed proper, may propose courses of action and may suggest such procedures to be followed that will promote the general welfare and further the mission of the Association. The President shall not serve successive two-year terms.

Section III: The Immediate Past President shall serve as the Chair of the Membership Services Division and shall perform other duties as may be requested by the President or the Board of Directors.

Section IV: The President-Elect shall succeed to the office of President. The President-Elect shall serve as Chair of the Bylaws Committee and the Division of Academic Leadership and Professional Development. In the absence of the President, the President-Elect shall preside over meetings of the Board and Executive Committee and conduct Association business as directed by the Board. The President-Elect shall have such other powers and perform such other duties as may be assigned by the President or the Board of Directors.

Section V: The Secretary shall be responsible for creating and maintaining the minutes of the proceedings of Association meetings, shall be the custodian of all records of the Association and its Board of Directors, and shall serve as Chair of the Communications and Collaborations Division. The Secretary shall report regularly to the Board of Directors and the Executive Committee regarding communications and collaborations activities of the Association. In the absence of the President and the President-Elect, the Secretary shall preside over meetings of the Board and Executive Committee and conduct Association business as directed by the Board. The Secretary shall have such additional powers as may be assigned by the President and/or the Board of Directors.

Section VI: The Treasurer shall be the custodian of all financial and business records of the Association and its Board of Directors, and shall serve as Chair of the Finance Division. The Treasurer shall report regularly to the Board of Directors and the Executive Division on the financial condition of the Association. The Treasurer shall make a financial report to the membership at its annual meeting and shall annually submit the Association's accounts for review and on every third (3<sup>rd</sup>) year submit accounts for audit to a firm of Certified Public Accountants selected by the Finance Division. In the absence of the President, the President-Elect, and the Secretary, the Treasurer shall preside over meetings of the Board and Executive Committee and conduct Association business as directed by the Board. The Treasurer shall have such additional powers as may be assigned by the President and/or the Board of Directors.

## **Association for Hospital Medical Education Bylaws**

Section VII: Any vacancy in any office because of death, resignation, removal or incapacity shall be filled by appointment by the Board of Directors for the unexpired term.

### **ARTICLE VII: BOARD OF DIRECTORS**

Section I: The activities of the Association shall be directed by a Board of Directors composed of:

- a. The President, President-Elect, Secretary, Treasurer, and Immediate Past President of the Association, six regional representatives, and two members-at-large.
- b. The President shall serve as the chair of the Board of Directors.
- c. The chairs of the Association's councils shall serve as ex-officio voting members of the Board.
- d. The Executive Director shall serve as ex-officio, non-voting member of the Board.

Section II: A quorum shall be a simple majority.

Section III: Members of the Board shall serve two-year terms. The six regional representatives and the members-at-large shall serve two-year terms and may be elected to serve no more than two consecutive terms. Half of the regional representatives and the members-at-large will be elected each year.

Section IV: A motion for removal of any member of the Board of Directors must follow either recommendation of two-thirds of the Board of Directors or a signed petition of at least five percent of the active members of the Association. A member of the Board of Directors may be removed from office by two-thirds vote of the voting membership providing a quorum is present or two-thirds vote of the written ballots received.

Section V: Any vacancy in office because of death, resignation, removal or incapacity shall be filled by appointment by the Board of Directors for the unexpired term.

Section VI: The Board of Directors shall meet at least two times a year at a time and a place designated by the President and upon at least thirty days notice. Special meetings of the Board may be called at any time by the President with notice not less than ten days preceding the scheduled time of the meeting.

### **ARTICLE VIII: COUNCILS**

Section I: There shall be councils of the Association created by a two-thirds vote of the Board of Directors. The Councils shall be organized under the Academic Leadership and Professional Development Division and shall be distinct from committees by virtue

## **Association for Hospital Medical Education Bylaws**

of their concern with a professional role or discipline that involves a substantive portion of the membership of the Association.

Section II: Each council is empowered to establish and adopt Rules and Regulations in order to conduct its business. Such Rules and Regulations draw their authority from these Bylaws and must be approved by the Board of Directors and may not be in conflict with these Bylaws.

Section III: Council chairs shall serve as ex-officio voting members of the Board of Directors. Chairs of the Association's special councils may serve no more than two consecutive terms.

### **ARTICLE IX: REGIONS**

Section I: There shall be established six geographic regions of the Association.

Section II: Upon recommendation of two-thirds of the Board of Directors, the delineation of regions may be revised to allow for equal representation among the regions.

Section III: Each region will have a Regional Representative who will serve on the Board of Directors. These representatives shall be elected by a slate. Regional Representatives shall serve two year terms and may serve no more than two consecutive terms.

Section IV: Regional Representatives shall act as a liaison between the Association and members from their region. They shall serve on the Member Services Division and they shall have such additional responsibilities as may be assigned by the President.

### **ARTICLE X: DIVISIONS AND COMMITTEES**

Section I: The Executive Committee of the Board shall consist of the President, President-Elect, Secretary, Treasurer, Immediate Past-President, and one other member of the Board of Directors elected by the Board. The Executive Committee shall perform such functions and exercise such authority as the Board may assign. The Executive Director shall serve as an ex-officio member without a vote.

Section II: The Association shall also have two standing Board Committees, Bylaws and Nominating:

1. The Nominating Committee shall be composed of the Immediate Past-President of the Association who shall act as Chair, two members elected by a slate, and two members appointed by the Board of Directors – one of whom would be the immediate past chair of the nominating committee. The term of office for each member of this committee and for the chair shall be two years. Neither the chair nor any member of this committee may serve more than two (2) successive terms.

## **Association for Hospital Medical Education Bylaws**

2. The Bylaws Committee shall be composed of the President-Elect of the Association who shall act as Chair and two members-at-large appointed by the Board of Directors one of whom would be the immediate past chair of the bylaws committee. The term of office for each member of this committee and for the chair shall be two years. Neither the chair nor any member of this committee may serve more than two (2) successive terms.

Section III: The Association shall have four standing divisions: Finance, Member Services, Communications and Collaborations, and Academic Leadership and Professional Development. The functions of each shall be developed by the Board of Directors and specified in the AHME Policies and Procedures. The chair of each Division shall be an officer of the Association appointed by the Board of Directors. The chair of each Division shall recommend to the President a vice chair and shall appoint, in consultation, with the president, all Division members. Division chairs shall report, in writing, at each meeting of the Board of Directors and shall have only that authority granted by the Board.

### **ARTICLE XI: LIAISON REPRESENTATION AND PROJECT OFFICERS**

Section I: AHME has specific liaison functions with other organizations in the field of health care, requiring the appointment of representatives of AHME to those organizations. Liaison representatives shall be recommended by the Chair of the Communications and Collaborations Division and appointed by the Board of Directors. Liaison representatives shall report as needed at each Communications and Collaborations Division meeting or as requested by the Division Chair.

Section II: Each Division shall identify and appoint annually individual active members of the Association to serve as formally designated Project Officers for the Association, responsible to their respective Division. Project Officers shall report as needed at their respective Division meetings or as requested by their Division Chair.

### **ARTICLE XII: AMENDMENTS**

These Bylaws may be amended by an affirmative vote of two-thirds of the members of the Board of Directors present and voting at any Board of Directors meeting, and by a subsequent affirmative vote of two-thirds of the members present at an annual or special meeting of the organization. Notice of proposed amendments shall be circulated, with the agendas for meetings, fifteen days prior to the conduct of such meetings. The affirmative vote of the Board of directors or the membership may also be confirmed by a two-thirds vote of members voting by mail ballot.

### **ARTICLE XIII: INDEMNIFICATION**

The Association shall indemnify and hold harmless to the full extent permitted by law any person who is or was a director, officer, employee, or agent of the Association or who is or was serving at the request of the Association as a director, officer, employee

## **Association for Hospital Medical Education Bylaws**

or agent of another corporation, partnership, joint venture, trust or other enterprise. In addition, the Association may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Association or who is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any capacity, or arising out of his or her status as such, regardless of whether the Association would have the power to indemnify him or her against such liability.

### **ARTICLE XIV: DISSOLUTION**

The Association may be dissolved by a recommendation of two-thirds of the members of the Board of Directors and by a subsequent two-thirds vote of the membership by written ballot.

The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of the said funds shall inure, or be distributed to the members of the Association. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable educational, scientific or philanthropic organizations to be selected by the Board of Directors.

Approved: May 3, 1991  
Amended and approved by membership: October 4, 1996  
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