

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.

ARTICLE II. Purpose: Vision, Mission and Guiding Principles

II. A. Vision:

To be the premier academic continuing medical and interprofessional education society that advances the field of continuing education in the best interest of patients and communities.

II. B. Mission Statement:

To promote the highest value in patient care and health of the public through the scholarship of continuing medical and interprofessional education.

II. C. Guiding Principles:

SACME is committed to the following actions:

1. Advance the theory and evidence to improve continuing education of clinicians, educators, and researchers.
2. Study the planning, implementation, and evaluation of continuing education programs and activities.
3. Collaborate to solve complex challenges facing leaders, clinicians, educators, and researchers in the field of continuing education.
4. Support scholarship and dissemination of continuing education, including discovery, integration, application, and teaching.
5. Guide the development of an interprofessional infrastructure necessary to improve continuing education to better serve patient care.

6. Address the full range of professional competencies required for excellence in clinical practice and education.

ARTICLE III. Membership

Membership in the Society is open to individuals whose scholarship or other educational objectives and activities are consistent with the Mission, Vision and Guiding Principles of the Society.

III. Membership Categories:

III. A. Voting Members. Individuals whose scholarship or other educational objectives and activities are consistent with the Mission, Vision and Guiding Principles of the Society are 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. Dues for voting membership shall be set by the Board.

III. B. Emeritus Members. Any voting member who at retirement wishes to continue association with the Society may be apply for Emeritus status. Upon recommendation of the Membership Committee and with the approval of the Board of Directors, the Executive Secretariat shall include approved Emeritus Members in an Emeritus roster of the Society. Emeritus members are entitled to all privileges of membership except the rights to vote and hold office. Dues for Emeritus membership shall be set by the Board.

III. C. Trainee Members. Eligibility for Trainee Membership is open to advanced degree students, residents and fellows whose scholarship or other educational objectives and activities are consistent with the Mission, Vision and Guiding Principles of the Society. Upon recommendation of the Membership Committee and with the approval of the Board of Directors, the Executive Secretariat shall include approved Trainee members in the roster of Trainee members of the Society. Trainee Members are entitled to all the 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.

ARTICLE IV. Officers

IV. A. Officers:

Officers. The officers of the Society shall consist of the President, President-Elect, Immediate Past-President, Secretary and Treasurer. The officers shall perform the duties prescribed by these Bylaws and by the Parliamentary authority adopted by the

Society.

1. President - The President shall preside over all Membership, Board and Executive Committee meetings and exercise the responsibilities as authorized in the Bylaws, policies or by the Board. The President shall be responsible and accountable for the management and annual evaluation of the performance of the Executive Secretariat.
2. President Elect - The President Elect will act in the role of President in situations when the President is absent or unable to perform those functions.
3. Secretary - The Secretary shall be responsible for ensuring the taking and keeping of minutes at all society meetings (Member, Board, Executive Committee or other committee meetings), ensuring the distribution of all minutes or other materials pertaining to the responsibilities of the Secretary of the Society and ensuring that appropriate corporate records are maintained.
4. Treasurer - The Treasurer shall serve as Chair of the Finance Committee; assist in the preparation, and presentation of the budget; exercise oversight of the overall financial affairs of the society; make financial information available as appropriate or requested by the Board or membership; and ensure compliance with Generally Accepted Accounting Principles (GAAP).
5. Immediate Past President - The Immediate Past President shall chair the Nominations and the Awards Committees and assist in other tasks as assigned by the President.

Voting for Officers. The Board shall determine whether the balloting for officers shall be conducted electronically, by mail, or shall be in person at the Annual Meeting. The voting method shall be announced to the membership in a manner to provide sufficient time to accommodate ballot distribution and voting

iv. B. 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 President for announcement to the membership at the Annual Meeting. Terms shall begin and end at the Annual Meeting. The President, President-elect and Immediate Past-President shall each serve for a term of two years. The Secretary and Treasurer shall each serve for a term of two years and are each eligible to be elected to serve a second two-year consecutive term. The terms of the Treasurer and Secretary shall be staggered so that their respective elections occur in alternating years to facilitate continuity of operations.

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 for the remainder of that term by appointment by the President with approval of a majority of the Board of Directors.

ARTICLE V. Meetings of the Members of the Society

v. A. Scheduled and Special Business Meetings:

1. **Annual Meeting**. An Annual meeting of the Members shall be held at a time and place selected by the Board of Directors and shall be for the purpose of electing officers, approving the operating budget for the coming fiscal year, receiving reports of officers and standing committees and for such other business that may arise.
2. **Other or Special Meetings**. Other and/or special meetings may be called by a majority of the Officers or by the Board of Directors. In addition, a special meeting may be called upon written request by 20% of the voting members presented to the Executive Secretariat in accordance with the requirements of Notice of Meetings.
3. **Quorum**. A quorum at any meeting of the members of the Society consists of those who attend the meeting, provided it is either a stated meeting or one that has been properly called.

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, whether taken in Membership meetings, taken by the Board of Directors or taken by a committee, shall be decided by a simple majority with a quorum present, unless otherwise stated in the Society Bylaws. A quorum for the Board or for a committee is a majority of its members. Votes may be taken by any means determined by the Board.

ARTICLE VI. Board of Directors

VI. A. General Duties:

General Duties. All Corporate powers of the Society shall be exercised by or under the direction of the Board of Directors, including governance and the general management of the affairs of the Society. The Board shall also 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 supersede or overrule action taken by the Society.

VI. B. Board Composition and Duties

1. **Composition.** The Board of Directors shall be constituted by the officers of the Society, the Chairs of the Standing Committees designated in these Bylaws and five Regional Representatives, one each to represent a constituency corresponding to one of four U.S. regions designated by the Board, with an additional representative for Canadian and international members. The Board shall have the authority to designate up to three additional regional representative positions to accommodate membership growth in geographic areas outside of the United States and Canada. Any such additional designation must be ratified by membership approval at the next Annual Meeting. Regional Representatives shall serve a two year term and shall be eligible to serve two consecutive terms. The terms of the Regional Representatives shall be staggered as determined by the Board.
2. **Standard of Care.**
 - 2.a. The Board member shall discharge his/her duties as a Director, including his/her duties as a member of a committee in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the Board member reasonably believes to be in the best interests of the Society.
 - 2.b. Board members of the Society shall acknowledge in writing that they have read and comprehend the Policy for Conflict of Interest of the Society.
 - 2.c. The Board will conduct an annual evaluation of its performance.
3. **Compensation.** No Director shall receive financial compensation for service as a member of the Board. Board members may be reimbursed for expenses incurred in performance of their duties as authorized by Board policy.

VI. C. 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 no less than 10 monthly sessions without other notice than this Article. Special meetings of the Board may be called by the President, the Executive Committee or by 25% of the members of the Board.
2. **Quorum**. A majority of Directors shall constitute a quorum.
3. **Executive Committee**. The Board may elect to create an Executive Committee comprised of the five Officers of the Society. The Executive Committee shall be authorized to act on behalf of the Board and exercise the full powers of the Board between meetings or in case of urgent situations requiring immediate responses. All actions taken by the Executive Committee are to be reported to the Board for ratification at the next Board meeting. The Executive Committee may not override the decisions of the Board.

VI. D. Board Fiscal Considerations:

1. **Indemnification of Officers and Directors**. The Society shall indemnify its officers and directors to the full extent permitted by Alabama Nonprofit Corporation Law.
2. **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.

ARTICLE VII. Committees

VII. A. Standing Committees:

The President, with approval of the Board, will appoint the Chair of each of the Standing Committees unless otherwise designated by the By-laws. The Chair of a Committee shall serve a term of two years. A Committee Chair shall be eligible to serve a second consecutive two-year term.

Standing Committee charges and membership are determined by the Board and enumerated in the Society's Policy and procedure Manual.

1. **Finance Committee**. *General Duties:* exercise oversight of the overall financial affairs of the society; develop, monitor and make recommendations to the Board regarding the current operating budget; prepare and submit to

the Board and membership, the operating budget for the subsequent fiscal year for presentation to and approval by the Society at the Annual Meeting. Monitor the Society's investments and make recommendations regarding those investments to the Board. Ensure compliance with Generally Accepted Accounting Principles (GAAP).

2. **Membership Committee.** *General Duties:* solicit and review applications from prospective members; determine eligibility; and forward applications with recommendations to the Society Board of Directors for election to membership. Implement strategies to foster member engagement.
3. **Program Committee.** *General 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; carry out other tasks as assigned by the Board of Directors.
4. **Scholarship Committee.** *General Duties:* work in three subcommittees to 1) assess and report on the status of the discipline; 2) build capacity to conduct and enhance research by research scholars, CPD consumers and to establish institutional scholarly environment; and 3) develop and conduct research.
5. **Communications Committee.** *General Duties:* recommend policies to leadership regarding strategies to guide and maintain membership communications and communication channels (e.g., the Intercom newsletter, the Society listserv, the Society Website, membership recruitment brochures, etc.).
6. **Strategic Affairs Committee.** *General Duties:* Provide support and guidance to the Board regarding strategic direction, planning and management for the Society.

VII. B. Special Committees:

1. **Awards Committee.** *General Duties:* The Immediate Past President shall be the Chair of the Awards Committee. The composition of the Awards Committee shall be determined by the Board.
2. **Nominations Committee.** *General Duties:* The Immediate Past President shall be the Chair of the Nominations Committee. The composition of the Nominations Committee shall be determined by the Board.
3. **Special Committees.** The President may, with the consent of the Board, appoint special committees as needed to accomplish a specific task or set of tasks. Any such appointment shall include a specific charge for the committee.

VII. C. Other Appointed Positions

The President may with the approval of the Board appoint members to represent SACME to other entities for a defined period not to exceed two consecutive terms of two years each.

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 Bylaws.

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 vote.

Voting members who will not attend a 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. 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