

**BYLAWS
OF
THE AMERICAN COLLEGE OF PREVENTIVE MEDICINE, INC.**

Article I. NAME

The name of this corporation is The American College of Preventive Medicine (hereinafter referred to as the "College").

Article II. MEMBERSHIP

Section 1. The College recognizes the following categories of membership:

- Member

Members are allopathic or osteopathic physicians who are certified in a specialty of medicine recognized by the American Board of Medical Specialties, the American Osteopathic Association, the Royal College of Physicians and Surgeons of Canada, or the College of Family Physicians of Canada. Members may vote, but shall not serve as an officer or regent.

- Associate

Associate members are allopathic or osteopathic physicians who are not certified by a specialty board recognized by the American Board of Medical Specialties, the American Osteopathic Association, the Royal College of Physicians and Surgeons of Canada, or the College of Family Physicians of Canada and are ineligible for Resident membership, but who have an interest in the field of Preventive Medicine. Associate members may vote, but shall not serve as an officer or regent.

- Medical Student

Medical students are students enrolled in a school of medicine accredited by the Liaison Committee on Medical Education (LCME) or a school of osteopathy accredited by the Commission on Osteopathic College Accreditation (COCA). Medical students may neither vote nor serve as an officer or regent.

- Resident

Residents are allopathic or osteopathic physicians enrolled in specialty training programs accredited by the Accreditation Council for Graduate Medical Education (ACGME) who do not qualify for any other category of membership. Residents may neither vote nor serve as an officer or regent.

- Retired

Retired members shall have been members of the College for at least five consecutive years in the Member or Associate category and be retired from the practice of Medicine. When retirement is due to

disability, the Board of Regents (hereinafter referred to as the "Board") may waive the time requirements. Retired members may not vote and shall not serve as an officer or regent.

- Fellow

Fellows are allopathic or osteopathic physicians certified in a specialty of medicine recognized by the American Board of Medical Specialties, the American Osteopathic Association, the Royal College of Physicians and Surgeons of Canada, or the College of Family Physicians of Canada, who are engaged in preventive medicine practice, teaching, or research, who have been members of the College for at least three consecutive years in the Member category, and who have made meaningful contributions to the College and the specialty. Members seeking election to fellowship shall submit an application to the Membership Committee for their review and recommendations. Annually, the Chair of the Membership Committee shall forward a list of candidates for fellowship to the Secretary along with the recommendations of the Membership Committee at least 45 days prior to the meeting of the Board of Regents at which the nominations are to be considered. A two thirds vote of the members of the Board of Regents, present and voting, at a duly authorized meeting of the Board of Regents for which there is a quorum, shall be necessary to elect a fellow. Fellows may vote and serve as an officer or regent.

- Fellow Emeritus

Fellows *emeritus* shall have been fellows of the College for at least three consecutive years and be retired from the practice of Medicine. When retirement is due to disability, the Board may waive the time requirements. Fellows *emeritus* may vote, but shall not serve as an officer or regent.

- Honorary Fellow

Honorary fellows are physicians or scientists who have made outstanding contributions to Preventive Medicine or to the College. Candidates for honorary fellowship may be nominated by any fellow of the College in good standing. The nomination shall be submitted in writing to the Membership Committee for their review and recommendations. The Chair of the Membership Committee shall forward the nomination to the Secretary along with the recommendations of the Membership Committee at least 15 days prior to the meeting of the Board of Regents at which the nomination is to be considered. A two thirds vote of the members of the Board of Regents, present and voting, at a duly authorized meeting of the Board of Regents for which there is a quorum, shall be necessary to elect an honorary fellow. Honorary fellows shall not pay dues, may not vote, and shall not serve as an officer or regent.

Section 2. Persons desiring membership in the College shall submit an application for membership in a specific category to the Membership Committee together with a statement of their willingness to abide by the College's *Code of Ethics*, a statement of their willingness to be governed by the College's *Due Process Guidelines*, dues for the current year, and any required fee.

Complete applications shall be forwarded to the Board for their consideration. A majority vote of the members of the Board of Regents, present and voting, at a duly authorized meeting of the Board of Regents for which there is a quorum, shall be necessary to accept or reject an applicant.

At the discretion of the Board of Regents, the authority to accept or reject applicants for membership may be delegated to the Membership Committee.

Section 3. All newly elected members, fellows, honorary fellows, and fellows *emeritus* shall receive a category-specific certificate of membership signed by the President and the Secretary. A roll of all members shall be kept by the Secretary.

Section 4. Members shall maintain the qualifications applicable to the category in which they hold membership. Members in any category of membership may be disciplined for conduct that conflicts with the standards and principles of the College.

Section 5. Fellows and fellows *emeritus* in good standing may use the abbreviation FACPM after their name.

Article III. OFFICERS

Section 1. The officers of the College shall consist of a president, a president-elect, a secretary, a treasurer, and an immediate past-president.

Section 2. The President of the College shall serve as the Chair of the Executive Committee; preside at meetings of the Board of Regents; name the Chair, Vice-Chair, and all members of the Ethics Committee; establish committees of the College and appoint the Chairs thereof; and be an *ex-officio* member of each committee of the Board.

Section 3. The President-Elect shall serve as the Chair of the Strategy and Board Development Committee, be an *ex-officio* member of each committee of the Board, and shall serve as President *pro-tempore* in the absence of the President.

Section 4. The Secretary shall serve as the Chair of the Governance Committee, be responsible for the operations of the College, and keep the minutes of meetings of the Board of Regents. He or she shall be the custodian of all records and the Seal of the College, and shall attend to all other duties usually performed by the Secretary of a non-profit corporation. These responsibilities may be delegated to the paid staff.

Section 5. The Treasurer shall serve as the Chair of the Finance Committee, be responsible for the financial transactions of the College, and authorize deposits of College funds in a bank approved by the Board of Regents. Each calendar year, the Treasurer shall submit to the Board of Regents an audited statement of the College's financial condition for the most recent year, ended.

Section 6. The Immediate Past-President shall serve as the Chair of the Awards Committee and be an *ex-officio* member of each committee of the Board.

Section 7. The President-Elect, Secretary, and Treasurer shall be elected by secret ballot prior to the annual meeting. Newly elected officers shall assume office at the end of the annual meeting immediately following their election and serve for two years. The President-Elect shall become the President at the end of the second annual meeting after assuming office as President-Elect.

Section 8. In the event of the death, resignation, or absence of the President, the duties and powers of that office shall devolve first to the President-Elect, and then to a regent elected by a simple majority vote of the members of the Board of Regents, present and voting, at a duly authorized meeting of the Board of Regents for which there is a quorum.

Article IV. BOARD OF REGENTS

Section 1. Governance of the College shall be vested in the Board of Regents. The Board shall have the power to make, alter, and annul such bylaws, rules, and regulations for the governance of the College as they may deem proper. The Board may prepare, approve, and promulgate press releases and other public statements on behalf of the College. The Board may extend or withdraw from officers or staff members the privilege of making public statements on behalf of the College. Unless withdrawn by the Board of Regents, the privilege of making public statements on behalf of the College is vested in the officers and the Executive Director of the College.

Section 2. The Board of Regents shall be elected from among the fellows of the College. The Board shall consist of the President, the President-Elect, the Secretary, the Treasurer, the Immediate Past-President, and seven regents elected at-large.

Section 3. The President, President-Elect, and Immediate Past-President shall serve terms of two years; they shall serve no more than one term in each office. The Secretary and Treasurer shall serve terms of two years; they shall serve no more than two consecutive terms in the same office. The regents elected at-large shall serve terms of three years; they shall serve no more than two consecutive terms. Elections for approximately one-third of the regents shall be held each year. Election shall be by means of a secret ballot distributed to members, associates, fellows, and fellows *emeritus* prior to the annual meeting. The Executive Committee shall break a tie vote. Election results shall be announced at the annual meeting. Officers-elect and regents-elect shall take office at the close of the annual meeting following their election.

Section 4. When a member of the Board of Regents is unable or unwilling to complete their term in office, the President shall appoint another fellow to complete the remainder of their term. In the event of a failure to elect members to the Board of Regents, the existing regents then in office shall remain in office until their successors have been duly elected and installed.

Section 5. The Board of Regents shall meet at least three times each calendar year. The Board of Regents shall meet in person during the annual meeting of the College in accordance with Article VIII, Section 1 of these Bylaws, and twice more either in person or via conference call at times determined by the President. Additional meetings of the Board may be called by the President or upon request of at least five members of the Board.

Section 6. The President of the College shall serve as Chairman of the Board of Regents and shall preside at all meetings thereof.

Section 7. A majority of members of the Board of Regents or of the Executive Committee shall constitute a quorum for the transaction of business.

Section 8. The Board of Regents shall appoint an Executive Committee to conduct the business of the College between meetings of the Board. The Committee shall consist of the President, President-Elect, Secretary, Treasurer, and Immediate Past-President. The Executive Committee shall have the full authority of the Board of Regents for interim action (between regular meetings of the Board) within the parameters set forth by the Board, or as outlined herein. The Executive Committee shall report their actions to the Board of Regents for review and ratification at the next regularly scheduled meeting of the Board, or sooner, as circumstances may warrant. In undertaking such interim actions, the Executive Committee shall obtain prior board approval, or act in a manner that is non-binding (pending and subject to subsequent board approval) whenever they engage in any of the following activities:

- (a) The purchase or sale of real property;
- (b) The lease or rental of real property, other than contractual arrangements necessary to support meetings, conferences, educational offerings or similar short-term events;
- (c) The contracting for goods or services in excess of time durations or dollar amounts as shall be set by the Board of Regents no less than biannually;
- (d) The creation of salaried, contracted, or consultant positions in excess of time durations or dollar amounts as shall be set by the Board of Regents no less than biannually;

(e) The assignment of any copyrighted, trademarked or otherwise branded intellectual property rights of the College;

(f) The use of College's reserve funds for purposes not specifically authorized by the Board of Regents, and/or above a minimum level, as shall be set by the Board of Regents no less than biannually.

Article V. STAFF

Section 1. The Board of Regents may appoint an executive director for a term and stipend to be determined by the Board.

Section 2. The Executive Director, under the direction and control of the Board of Regents, shall hire, lead, and manage the paid staff, and manage the day-to-day affairs of the College. The Executive Director shall be bonded in such an amount as the Board may require. The Executive Director's position description shall be approved by the Board of Regents and reviewed periodically.

Section 3. In the absence of the Executive Director, his or her duties shall be assumed by the Secretary of the College or another individual designated by the Board.

Article VI. FEES AND DUES

Section 1. An initiation fee shall be required upon application for all membership classifications except Retired, Fellow, Fellow *Emeritus*, and Honorary Fellow. Fees and dues shall be determined by the Board of Regents. At the discretion of the Board of Regents, any fee or dues may be waived in whole or in part.

Section 2. Membership dues must be paid in full to claim membership or fellowship status.

Section 3. Former fellows, who were dropped from membership for any reason, may not use the abbreviation FACPM after their name.

Article VII. PUBLICATIONS

Section 1. The Secretary shall issue from time to time a directory of the College listing the names and contact information of College members.

Section 2. The Board may sponsor such publications (books, periodicals, reports, etc.) as it deems desirable.

Article VIII. MEETINGS AND REFERENDA

Section 1. A meeting of the membership shall be held annually at a time and place designated by the Board of Regents. Each annual meeting shall include scientific sessions or other educational programs devoted to preventive medicine, a meeting of the Board of Regents, and a business meeting for the transaction of such business as may properly come before the membership.

Section 2. Special meetings of the membership may be called by majority vote of the members of the Board of Regents, present and voting, at a duly authorized meeting of the Board of Regents for which there is a quorum.

Section 3. In addition to the scientific sessions or other educational programs described in Article VIII, Section 1 of these Bylaws, the College may sponsor or co-sponsor scientific sessions or other educational programs at other times and places. These sessions may be devoted to any aspect of preventive medicine.

Section 4. The Board of Regents may submit to the membership any question to be acted upon. The question to be decided, together with ballots for recording votes, shall be distributed by the Secretary to all voting members via a mechanism authorized by the Board of Regents. Completed ballots shall be returned to the Secretary and counted by a method approved by the Board. The questions submitted shall be determined by majority vote.

Section 5. The rules contained in the most recent edition of *Robert's Rules of Order* shall govern the American College of Preventive Medicine where they are not inconsistent with the Bylaws. The Secretary of the College may appoint a parliamentarian to assist in the conduct of meetings.

Article IX. COMMITTEES, SECTIONS, AND SPECIAL INTEREST GROUPS

Section 1. The following committees are committees of the Board. The chair of each committee will be a regent. The final composition of the committees will be determined by the President and the Committee Chair with input from the Board.

- **Awards**
The Awards Committee ensures public recognition of those deemed worthy of such recognition by the College. It recommends the establishment of and criteria for awards, solicits nominations for awards, and recommends deserving individuals or entities to the Board of Regents for awards. The Awards Committee is led by the Immediate Past-President.
- **Executive**
The Executive Committee conducts the business of the College between meetings of the Board and serves as the College's compensation and personnel committee. It is comprised of the officers (President, Secretary, Treasurer, President-Elect and the Immediate Past-President). Except as provided for by specific limiting policies enacted by the Board, the Executive Committee has the full authority of the Board of Regents. The Executive Committee shall perform an annual performance evaluation of the Executive Director. The Executive Committee is led by the President.
- **Finance**
The Finance Committee is responsible for annual budget review and approval, review of the annual audit and liaison with external accountants, quarterly reports to the Board on the College's financial status, investment strategies and policies, and determination of capital requirements. The Finance Committee is led by the Treasurer.
- **Governance**
The Governance Committee oversees all governance functions and advises on operational issues. It is responsible for reporting to the Board on proposed changes in the Articles of Incorporation, Bylaws, and Policy Manual. The Governance Committee is led by the Secretary and works through the College's management team.
- **Strategy and Board Development**
The Strategy and Board Development Committee regularly reviews the College's strategy documents, ensures strategic priorities are aligned within the organization, and provides member and regent professional development opportunities. The Committee coordinates annual board and regent evaluations and serves as the College's nominating committee. The Strategy and Board Development Committee is led by the President-Elect.

Section 2. The following committees are committees of the College. They are staffed by college employees, have written charters aligned with the strategic plan of the College, and annual budgets for ongoing activities. Committees will provide semi-annual reports of their activities and accomplishments to the Board. Reports and other publications produced in committee require approval by the Board prior to publication. The Chair of each committee will be appointed by the President. The Vice-chair and committee members will be appointed by the committee chair with input from the President and the Board for all committees of the College with the exception of the Ethics Committee. The Vice Chair and all members of the Ethics Committee will be appointed by the President of the College.

- **Business Development**
The Business Development Committee works to ensure the College's long-term financial sustainability. It develops a sustainable business plan for the College, advises the Board of Regents on for-profit lines of business, builds the Corporate Roundtable (CR), and assists with specific development-related activities, including identifying prospective sponsors for the College's annual meeting.
- **Conference Planning**
The Conference Planning Committee plans the College's annual scientific meeting. It determines the content, invites speakers, and schedules all events related to the meeting. This committee is reconstituted each year in preparation for the next year's meeting.
- **Continuing Medical Education**
The Continuing Medical Education Committee coordinates the College's continuing medical education (CME) and maintenance of certification (MOC) programs.
- **Ethics**
The Ethics Committee reviews and recommends revisions to the *American College of Preventive Medicine Code of Ethics* and other ethics-related documents of the College. It monitors the activities of the College, advises the Board and management on ethical issues confronting the College, and adjudicates complaints regarding members.
- **Fundraising**
The Fundraising Committee raises funds for the College and coordinates the activities of the Preventive Medicine Leadership Society.
- **Graduate Medical Education**
The Graduate Medical Education (GME) Committee consults on best practices in GME, reports on trends in GME, advocates for GME in all specialty areas of preventive medicine, and encourages GME in preventive medicine among medical students and those already certified in other medical specialties.
- **Membership**
The Membership Committee assesses the qualifications of applicants for membership in the College. It also advises the Board on recruitment and retention, makes recommendations related to membership categories, qualifications, and dues, and assists with securing membership renewals.
- **Policy**
The Policy Committee monitors and reports on legislative and regulatory developments as they relate to the specialties of preventive medicine, and recommends legislative initiatives and policy positions to the Board.

- **Prevention Practice**
The Prevention Practice Committee (PPC) advances scientific knowledge in preventive medicine among medical professionals, employers, healthcare consumers, and national advisory and policy making bodies. The PPC works to establish the College and preventive medicine physicians as recognized leaders in public health and preventive services.
- **Scientific Review**
The Scientific Review Committee calls for and assesses scientific abstracts submitted in preparation for the College's annual scientific meeting.

Section 3. Membership sections may be formed. Membership sections are defined groups created to provide professional development opportunities for targeted groups of members.

The following are membership sections. Each section has its own governing document. These documents are approved by the Board of Regents, and define leadership positions, election procedures, and membership qualifications. These documents are in the *Policy Manual*.

- Medical Student Section
- Council of Residency Program Directors
- Resident Section
- Young Physician Section

Section 4. Special Interest Groups (SPIG) may be formed. SPIG are member groups with a specific focus. These are self-created, member-staffed, and self-supporting. SPIG have not less than five members. They are established by the President upon request of their members. If, at any time, 18 months elapse without the members of a SPIG having held a formal meeting, the SPIG in question is automatically dissolved. SPIG may provide annual reports to the Board, but are not required to do so. They keep minutes of their meetings and post them on the College's website.

The following groups are examples of special interest groups. The *Policy Manual* contains the current list of SPIG. The leader and members of each SPIG are determined by the SPIG.

- Adolescent Health
- Global Health
- OneHealth
- Environmental Health

Article X. COMPONENT ACADEMIES AND AFFILIATE ORGANIZATIONS

Section 1. State, district, national, and international components of the College, hereinafter referred to as "Component Academies", may be formed and shall apply to the Board for a charter. Charters shall be considered by the Board upon the following conditions being satisfactorily met:

(a) That a minimum of seven members in any one state, group of states, or organization be enrolled as members of the Component Academy before application for charter is made.

(b) That the name to be used by and the area included by each Component Academy shall be approved by the Board of Regents of the College.

(c) That membership criteria for individual membership in a Component Academy shall be identical or nearly identical to criteria for individual membership in the College, but that the actual membership of the Component Academy need not necessarily be limited to members of the College.

(d) That the majority of the membership of each Component Academy shall be encouraged to become members in good standing of the College, with the knowledge and understanding that ongoing failure of the majority of the members of the Component Academy to become members of the College can, in and of itself, be grounds for the withdrawal of the charter of the Component Academy.

(e) That the Constitution and Bylaws of the Component Academy be approved by the Board of Regents of the College. Any subsequent amendment thereto shall likewise be subject to approval by the Board of Regents of the College.

(f) That the Component Academy be self-sustaining.

Applications for approval of a charter for a Component Academy may be considered by the Board upon receipt of a written application, which satisfies the foregoing conditions and is signed by the officers of the proposed Component Academy. A two thirds vote of the members of the Board of Regents, present and voting, at a duly authorized meeting of the Board of Regents for which there is a quorum, shall be necessary to approve an application and charter for Component Academy status.

Section 2. Educational and scientific organizations having objectives and purposes similar to those of the American College of Preventive Medicine, and whose published positions and official public statements by its leaders or other representatives related to evidence-based medicine, preventive medicine, population medicine, and public health practice are consistent with those of the College, may apply to the Board for affiliation as an "Affiliate Organization". Affiliate Organization status and affiliation agreements [e.g. affiliation contracts, agreements, or memoranda of understanding (MOU)] shall be considered by the Board upon the following conditions being satisfactorily met:

(a) That the proposed Affiliate Organization be fiscally and operationally sound.

(b) That the proposed Affiliate Organization be self-sustaining.

(c) That a majority of the members of the proposed Affiliate Organization be physicians or other professionals holding doctoral degrees in fields directly related to preventive medicine and public health, specifically the degrees of Ph.D., Dr.PH., Sc.D., or Ed.D., and are certified in their field if applicable, and are actively engaged in practice, teaching, or research relevant to preventive medicine, population medicine, or public health.

(d) That members of the Affiliate Organization who are eligible, be encouraged to join and actively participate in the work of the College.

(e) That the governing documents of the proposed Affiliate Organization be reviewed by the Board of Regents of the College. Any subsequent amendment thereto shall be likewise reviewed.

(f) That an MOU between the College and the proposed Affiliate Organization be in place. The MOU shall specify the ownership upon dissolution of the affiliation of any and all assets, contracts, and property rights, including but not limited to intellectual property rights, obtained or developed in collaboration with the College.

Applications for Affiliate Organization status may be considered by the Board of Regents upon receipt of a written application, which satisfies the foregoing conditions and is signed by the officers of the educational and scientific organization [i.e., proposed Affiliate Organization]. A two thirds vote of the members of the Board of Regents, present and voting, at a duly authorized meeting of the Board of Regents for which there is a quorum, shall be necessary to approve an application for Affiliate Organization status, and to ratify an affiliation agreement [e.g. affiliation contract, agreement, or memorandum of understanding] between the College and the Affiliate Organization.

Section 3. Action for the withdrawal of the charter of any Component Academy or the affiliation agreement of any Affiliate Organization. Action for the withdrawal of the charter of any Component Academy or the affiliation agreement of any Affiliate Organization may be initiated unilaterally, with or without cause, by the College, by a simple majority vote of the members of the Board of Regents, present and voting, at a duly authorized meeting of the Board of Regents for which there is a quorum.

(a) Before the charter of a Component Academy can be withdrawn, the officers of the Academy shall be given the opportunity to appear at a meeting of the Board of Regents. Academy officers shall be given at least 30 days notice of the meeting at which withdrawal of the Academy charter is to be considered and shall be permitted to submit testimony and evidence as to why the charter should not be withdrawn.

(b) In the event that a charter is withdrawn from a Component Academy, the College will retain the right to use the name, associated geography and intellectual property of a Component Academy with no residual rights thereto vested with the Component Academy, and the officers, leadership, members and staff of the Component Academy agree that they (either individually or collectively) shall not claim any residual rights to the name, associated geography, or intellectual property of the de-chartered Component Academy.


(c) If de-chartered, an Affiliate Organization shall retain its name, associated geography, and independently developed assets, contracts, property and intellectual property, except as may be clearly delineated in the terms and conditions of the affiliation agreement that details the relationship between the College and the Affiliate Organization.

Article XI. AMENDMENTS

Section 1. Amendments to these Bylaws may be proposed by any fellow of the College in good standing. Proposed amendments shall be submitted in writing to the Secretary of the College. The Secretary shall forward proposed amendments to the Governance Committee for their review and recommendations. The Governance Committee shall return proposed amendments to the Secretary along with their recommendations at least 45 days prior to the meeting of the Board of Regents at which the amendments are to be considered. A two thirds vote of the members of the Board of Regents, present and voting, at a duly authorized meeting of the Board of Regents for which there is a quorum, shall be necessary to adopt an amendment.

**Adopted February 25, 2015
Atlanta, Georgia**

ATTEST:



**Christopher R. Armstrong, MD, MPH, FACPM, FAsMA
Secretary**