

AMWA BYLAWS (as amended April 11, 2014)

Article I—MEMBERSHIP

1. Active membership is available to persons engaged or interested in any aspect of communication in the medical or allied professions and sciences. Membership is subject to application and approval requirements specified by the Board of Directors, including acceptance of the AMWA Code of Ethics.
2. Life members enjoy all the privileges of membership and do not pay annual dues. Life memberships were no longer offered after March 2004.
3. Retired membership is available upon request to any active member who has been a member of AMWA for at least 10 years immediately preceding such request and either has reached the age of 70 years and retired or has become physically incapacitated. Retired members enjoy all the privileges of membership and do not pay annual dues.
4. Student membership is available at a reduced rate to qualified students, interns, and residents interested in the objectives of AMWA. The dues for student membership are determined by the Board of Directors. Student members enjoy all the privileges of membership except voting and holding office.
5. Honorary fellowship may be conferred by the Board of Directors on any person who is not a member of AMWA (see Article IX.1.d of these Bylaws).
6. Except for student members and honorary fellows, all members may vote and hold office.
7. Membership of persons who fail to pay current dues and special assessments shall be terminated. Such members may reinstate continuity of membership by paying the dues and special assessments for the year(s) for which they request reinstatement.
8. Members have the right to state their affiliation with AMWA. No member may use the AMWA name or logo in any manner that implies endorsement by AMWA or implies that the member is an official spokesperson for AMWA without the express written permission of the Executive Committee.
9. A member in any category may be suspended or expelled for cause by majority vote of the Board of Directors, provided that the Grievance Review Process has been followed.
10. The dues of any member may be reduced, deferred, or remitted by the Executive Committee for such period as it designates and for a cause it deems sufficient.

Article II—MEETINGS

1. The annual conference of AMWA is held at a date, usually in the autumn, and place determined by the executive director, in consultation with the Executive Committee.
2. The annual business meeting is held during the annual conference.
3. Meetings of the Board of Directors and the Executive Committee are described in Article IV of these Bylaws.

Article III—OFFICERS

1. Officers of AMWA are the president, president-elect, secretary, treasurer, and immediate past president.
 - a. President: After serving for 1 year as president-elect, the president assumes office at the annual business meeting. The president must have fulfilled the requirements stipulated for the position of president-elect, except for the provisions noted under Article III.9 of these Bylaws.
 - b. President-elect: The president-elect (1) must have served on the Executive Committee for a minimum of 2 full years, and (2) must be a current member of the Executive Committee when his or her name is being considered by the Nominating Committee.

- c. The secretary must have served on the Executive Committee, within the 3 years immediately preceding his or her consideration by the Nominating Committee.
 - d. The treasurer is the chief financial officer of AMWA and must have served at least 1 full year on the Budget and Finance Committee within the 5 years preceding his or her consideration by the Nominating Committee. It is also desirable for the treasurer to have served on the Executive Committee before assuming the office of treasurer.
 - e. Immediate past president: After serving 1 year as president, this individual automatically assumes the office of immediate past president for 1 year.
2. Officers are nominated and elected annually in the following manner.
 - a. The chairperson of the Nominating Committee presents the slate of nominees approved by a majority of the committee to the Board of Directors at its spring meeting. All nominees must be willing to serve and must be members whose dues and special assessments are current.
 - b. The Nominating Committee may not nominate any of its members. After serving one full term as president, a person may not be nominated to any elective office or appointed to serve on the Executive Committee; he or she is welcome to serve in other capacities such as task forces and committees.
 - c. All nominees must meet the criteria outlined in Article III.1.a through 1.d. of these Bylaws; if no such candidates can be identified, the Nominating Committee may select candidates from the individuals who best meet those criteria. The slate approved by the Board of Directors, comprising one nominee for each office, shall be circulated to the membership of AMWA at least 60 days before the annual business meeting.
 - d. Additional nominations for president-elect, secretary, or treasurer may be made by any member whose dues and special assessments are current provided that any such nomination is submitted in writing to the secretary of AMWA at least 30 days before the annual business meeting. Any individuals so nominated must meet the criteria outlined in Article III.1.a through 1.d of these Bylaws for their names to be placed on the ballot. Such a nomination must state clearly the qualifications of the candidate, must be signed by 50 members in good standing as of the date of receipt of the nomination, and must be accompanied by a letter from the candidate stating that he or she is willing to serve if elected.
 - e. If a nominee dies or resigns, the Executive Committee, with the approval of a majority of the Board of Directors, nominates a replacement candidate. If a nominee becomes unable, in the judgment of a majority of the Executive Committee, to fill the position for which he or she has been nominated, the Executive Committee, with the approval of a majority of the Board of Directors, removes the nominee's name from the ballot and nominates a replacement candidate.
 - f. A nominee who is unopposed for any office is declared automatically elected at the annual business meeting.
 - g. A ballot is provided at the annual business meeting for each office having more than one nominee; such a ballot includes the qualifications of each candidate. Floor nominations are not permitted. Members cast their ballots during the annual business meeting; voting by proxy is not permitted. Ballots are counted promptly after being cast. The candidate who receives the largest number of votes for each office is declared elected.
 3. Officers take office immediately after the election at the annual business meeting. Each officer serves for a term of 1 year or until a successor has been duly elected.
 4. The president serves as chief elected officer and appoints all departmental administrators and the member-at-large of the Executive Committee. Appointments to the Executive Committee are subject to approval by the Board of Directors. Chairpersons of departmental committees are appointed by the departmental administrators in consultation with the president. The president may establish, in consultation with the relevant departmental administrator, such special committees as are deemed necessary, subject to approval by the Executive Committee. The president presides at all meetings of the Executive Committee, Board of Directors, and general

- membership, and is a member of the Administrative Review Committee and an ex officio member of all other committees except the Nominating Committee.
5. The president-elect assists the president, chairs the Nominating Committee, serves on the Administrative Review Committee, is an ex officio member of all other committees, and, in the absence of the president, chairs the meetings of the Executive Committee, the Board of Directors, and the general membership. The president-elect shall fill a vacancy in the office of president as described in Article III.9 of these Bylaws.
 6. The secretary is responsible for maintaining the official minutes of AMWA and serves as chairperson of and appoints members to the Constitution and Bylaws Committee. Such appointments are subject to approval by the Board of Directors. The secretary is a member of the Administrative Review Committee.
 7. The treasurer is the chief financial officer of AMWA, has the duties normally associated with that office, provides a report of the financial condition of AMWA to the Board of Directors at each meeting, and serves as chairperson of and appoints members to the Budget and Finance Committee. Such appointments are subject to approval by the Board of Directors. The treasurer is a member of the Administrative Review Committee.
 8. The immediate past president serves as a member of the Administrative Review Committee (ARC).
 9. Officers are replaced or removed as follows:
 - a. If an officer dies or resigns, that office shall be declared vacant.
 - i. When the office of president is vacant, the president-elect immediately and automatically assumes the office and serves the remainder of the presidential term for which he or she was originally slated as president-elect. The position of president-elect remains vacant for the balance of the term.
 - ii. Independent of provision (i) above, when the office of president-elect is vacant, the immediate past president immediately and automatically becomes the chairperson of the Nominating Committee. As quickly as possible, the Nominating Committee nominates an eligible member of the association to fill the vacant office (see Article III.1.b of these Bylaws). The member so nominated assumes the office of president-elect immediately upon approval by a majority vote of the Board of Directors (either at a special meeting or by ballot), completes the balance of the term, and serves as president in the ensuing term of office.
 - iii. When the offices of both president and president-elect are vacant, the immediate past president immediately and automatically becomes the chairperson of the Nominating Committee. As quickly as possible, the Nominating Committee nominates a qualified voting member of the association to fill the vacant office of president. The member so nominated assumes the office of president immediately upon approval by a majority vote of the Board of Directors (either at a special meeting or by ballot), completes the balance of the current term, and serves as president in the ensuing term of office. The position of president-elect remains vacant for the balance of the current term.
 - iv. When the office of secretary or treasurer is vacant, the treasurer (continuing to serve as treasurer) or the secretary (continuing to serve as secretary) immediately and automatically assumes the duties but not the office of the other officer. As quickly as possible, the Nominating Committee nominates a voting member of the association to fill the vacant position. The member so nominated assumes the office immediately upon approval by a majority vote of the Board of Directors (either at a regular meeting or by ballot) and completes the balance of the term.
 - v. When the office of immediate past president is vacant, the previous immediate past president will be asked to complete the current term.
 - b. If, in the opinion of two-thirds of the Board of Directors (if it is in session) or else two-thirds of the Executive Committee, in either case excluding the officer in question, an

officer is judged incapable of performing the duties of the office, the officer shall be suspended from office and the appropriate officer (as designated in Article III.9.a.i through 9.a.iii of these Bylaws) shall immediately and automatically assume the duties but not the office of the suspended officer.

- i. The suspended officer may be removed or reinstated by a vote of the membership. Removal becomes effective if and when it is approved by a majority of the voting members who have returned ballots thereon within 30 days.
 - ii. If the officer is reinstated, all officers immediately and automatically resume the offices to which they were elected and perform the attendant duties. If the officer is not reinstated, the substitute officer continues to perform all the duties of the office until the office is filled according to the procedures in Article III.9.a.i through 9.a.iii of these Bylaws.
10. Further details about the recommended procedures and practices for each office are described in the Executive Committee Handbook.
 11. AMWA officers, staff and the appropriate volunteers shall be protected by liability insurance.

Article IV—BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

1. The Board of Directors formulates the policies and programs of AMWA in accordance with the objectives stated in Article II of the Constitution. The Board of Directors approves appointment of members to the administrative committees, approves the budget, approves the slate of nominees for elected office, approves proposed amendments to the Constitution before submitting them to the membership, approves amendments to the Bylaws, approves nominations for fellowships, and fulfills such other duties as are specifically mentioned in the Constitution and Bylaws. The Board of Directors delegates to the Executive Committee the administration and execution of AMWA policies and functions when the Board is not in session.
2. The Board of Directors consists of the officers, the departmental administrators, the member-at-large of the Executive Committee, the delegates, and the executive director (ex officio). Each member of the Board of Directors except the executive director is a voting member of the Board of Directors.
3. The number and qualifications of selected delegates are as follows:

One delegate is elected or appointed by each chapter. Each chapter is entitled to elect or appoint one additional delegate if it has 400 or more members. Chapter delegates may hold office in their chapters. The delegates assume their official duties at the spring meeting of the Board of Directors and serve until their successors are designated.
4. The Board of Directors holds at least 2 meetings each year: the first, referred to as the spring meeting, is called by the president, who sets the time and place of the meeting; the second is held before the annual business meeting that is held in conjunction with the next annual conference. Special meetings of the Board of Directors may be called by the president, by the Executive Committee, or by a majority of the Board of Directors through petition (see Article IV.6.b of these Bylaws).
5. Proxies are not honored in the deliberations of the Board of Directors, but ballots and referendums may be used at the board's discretion.
6. The Executive Committee administers and executes the policies and functions of AMWA and, between meetings of the Board of Directors, performs those functions of the Board of Directors that are not specifically vested in the Board of Directors.
 - a. The Executive Committee consists of the officers, the departmental administrators, one member-at-large, and the executive director (ex officio). The departmental administrators and member-at-large are appointed by the incoming president, in consultation with the ARC and with the approval of the Board of Directors.
 - b. The Executive Committee meets at least 4 times each year: the first meeting, termed the winter meeting, is held in January or February and is called by the president; the second

meeting is held in the spring; the third meeting is held in the summer; and the fourth meeting is held before the next annual business meeting. The president may call additional meetings of the Executive Committee and Board of Directors as deemed necessary, subject to approval by the Executive Committee, and shall call a special meeting upon the written request of any 5 members of the Executive Committee.

- c. The executive director, in consultation with the Executive Committee, determines the time and place of the annual conference of AMWA, the spring meeting of the Board of Directors, and any special meeting of the board called under Article IV. 4 of these Bylaws.
- d. The Administrative Review Committee, with the prior approval of the Executive Committee, has the authority to hire or contract for the services of an executive director and in the absence of an executive director such staff as it deems necessary.

Article V—DEPARTMENTS

1. Each department of the Executive Committee is directed by an administrator, who is appointed by the incoming president in consultation with the ARC and with the approval of the Board of Directors at its meeting at the annual conference.
 - a. All appointees must be members whose dues and special assessments are current. Each administrator is an ex officio member of all the committees in his or her department. Departmental administrators report to the president and Executive Committee and, through the Executive Committee, to the Board of Directors and the membership.
 - b. Committees may be established in a department as deemed necessary by the president and the departmental administrator, with the approval of the Executive Committee. Each committee has a chairperson, who is appointed by the president in consultation with the departmental administrator and with the approval of the Executive Committee. Terms of appointment may range from 1 to 3 years, and appointees may be reappointed. Each committee chairperson reports to the president and the Executive Committee through the appropriate departmental administrator. The executive director or another member of the AMWA staff serves as ex officio on every committee and task force. Task forces are appointed by the president with the approval of the Executive Committee.
 - c. The current departments and their procedures and practices are described in the Executive Committee Handbook.
 - d. The president may, with the approval of a majority of the Executive Committee, terminate any departmental appointee's term before its completion.
2. The departments of AMWA are typically as follows:
 - a. Annual Conference
 - b. Awards
 - c. Chapters
 - d. Education
 - e. Membership
 - f. Publications
 - g. Web and Internet Technology
3. The Administrative Review Committee may change the number of administrators, their titles, and their responsibilities to meet the needs of the association. The list of departments and department administrators is presented to the Board of Directors for approval.

ARTICLE VI— ADMINISTRATIVE COMMITTEES

The following administrative committees serve AMWA: Budget and Finance, Nominating, Constitution and Bylaws, Administrative Review, and Certification Commission. The president, the president-elect, and the executive director are ex officio members of all administrative committees, with the following exception: The president is not a member of the Nominating Committee; the president-elect is the chairperson of that committee.

1. Budget and Finance Committee
 - a. The Budget and Finance Committee consists of the treasurer (who chairs the committee), and 6 additional members, of whom no more than 3 are delegates to the Board of Directors (current or preceding year) and no more than 2 are members of the Executive Committee (current or preceding year). Although no more than 2 members of the Executive Committee may serve as a Budget and Finance Committee member, consultative participation (at the discretion of the chairperson) is permitted. As chairperson, the treasurer appoints the members who serve on the committee, subject to approval by the Board of Directors.
 - b. The Budget and Finance Committee oversees the financial affairs of AMWA, reviews and makes recommendations concerning its fiscal policies, and provides a plan for investing the reserve and endowment funds of AMWA.
 - c. The budget for the succeeding fiscal year is prepared by a committee consisting of the treasurer, the president, the president-elect, and the executive director. The proposed budget will be submitted to the Budget and Finance Committee for review before presentation at the spring meeting of the Board of Directors.
2. Nominating Committee.
 - a. The Nominating Committee consists of the president-elect (who chairs the committee) and 6 voting members who are not members of the Executive Committee. The president-elect appoints the 6 members to serve on the committee, subject to approval by the Board of Directors.
 - b. The Nominating Committee is responsible for selecting nominees for each elective office in accordance with the policies and procedures outlined in Article III of these Bylaws.
3. Constitution and Bylaws Committee.
 - a. The Constitution and Bylaws Committee consists of the secretary (who chairs the committee), at least one additional member of the Executive Committee appointed by the secretary, and such additional voting members as the secretary may appoint. Appointments are subject to approval by the Board of Directors.
 - b. The Constitution and Bylaws Committee receives and considers proposals for amendments to these documents, from whatever source, and reviews the proposals for the purpose of recommending action by the Board of Directors. The secretary submits the proposed amendments and such recommendations to the Board of Directors in accordance with Article X of the Constitution and Article XII of these Bylaws.
4. Administrative Review Committee.
 - a. The Administrative Review Committee consists of the immediate past president, the president, president-elect, secretary, treasurer, and the executive director (ex officio).
 - b. The Administrative Review Committee meets with the executive director to review the plans, resources, and accomplishments of the staff.
5. The Certification Commission has the authority to administer AMWA's medical writing certification program.

Article VII—CHAPTERS

1. Because it is desirable that every member be associated with a chapter of AMWA and participate in its activities, AMWA encourages the formation of chapters. Any group of at least 25 voting members sharing a geographic area may petition the Executive Committee for a charter to establish a new chapter. Any request for a new chapter signed by at least 25 members must be submitted in writing to the administrator of the Department of Chapters, with copies to the secretary and the executive director. The request should include at least the following information:
 - a. Proposed chapter bylaws.

- b. Proposed name of chapter. (Geographic names, such as city or state names, are preferred.)
 - c. Definition of proposed geographic area.
2. If a proposed new chapter includes an area that is part of any existing chapter, the Executive Committee shall give the existing chapter a copy of the request, and the existing chapter will have 60 days in which to make comments in writing to the secretary, with copies to the administrator of chapters and the executive director.
 3. If the proposed new chapter is the result of a merging of 2 or more existing chapters, at least 25 or 50% of the voting members, including the elected officers, from each chapter must sign the request. The request, along with at least the information listed in Article VII.1.a through 1.c should be submitted to the administrator of the Department of Chapters, with copies to the secretary and the executive director.
 4. On approval of the request and chapter bylaws by the Board of Directors, the chapter will be chartered by AMWA. Chapters retain their charters at the discretion of the Board of Directors and shall conduct their affairs in accordance with the Constitution and Bylaws of AMWA. Any change in the bylaws of a chapter becomes effective only after being filed with AMWA headquarters and approved by the Board of Directors.
 5. The Board of Directors may alter the geographic boundaries of any chapter.
 6. Each chapter has a president, a president-elect, a secretary-treasurer (or a secretary and a treasurer), and such additional officers as it may choose to have. A duty of the chapter secretary-treasurer or secretary is to keep the executive director of AMWA and the editors of AMWA publications informed of the activities, meetings, and elections of the chapter.
 7. No chapter may hold a major meeting (such as a workshop or seminar lasting one-half day or longer) within the 30 days before or after the annual conference of AMWA unless such meeting is an approved part of the annual conference.
 8. AMWA headquarters shall inform each chapter promptly of new AMWA members in its area. A portion of the annual AMWA dues currently paid by each active member of a chapter is remitted to the treasurer (or secretary-treasurer) of the chapter. Such portion is established by the Board of Directors on the recommendation of the Budget and Finance Committee. Remittances to a chapter are made on a per capita basis for members of the chapter who have paid dues for the year during which the remittance is made. Such payments are made to chapters semiannually.
 9. AMWA funds remitted to a chapter shall be used by the duly elected officers of the chapter for fully approved chapter purposes. The levying of dues or assessments by a chapter is subject to approval by the Executive Committee of AMWA. At the close of the fiscal year, each chapter shall file an annual report of its income and disbursements, a balance sheet of its financial condition, and an estimated operating and program budget for the ensuing fiscal year. Such statements shall be filed with the treasurer of AMWA on or before August 1 of each year. Each chapter is required to have as part of its approved bylaws an article titled "Dissolution of Chapter," which shall state "If the chapter is dissolved, its board of directors shall transfer the chapter's net assets to the American Medical Writers Association or to any organization designated by the American Medical Writers Association." No remittance is made to a chapter until these documents are filed.

Article VIII—DUES AND ASSESSMENTS

1. The amounts of annual dues for members are set by the Board of Directors after it considers recommendations of the Executive Committee.
2. The Board of Directors may levy a special assessment, in addition to the annual dues, upon the voting members. Any such special assessment must be approved by a three-fourths majority of the Board of Directors.
3. AMWA shall have an adequate reserve fund managed by the Budget and Finance Committee. Investments will be made according to the following policy:

- a. An amount equal to at least one-fourth of annual operating expenses will be placed in conservative liquid assets.
- b. That portion of the reserve fund that exceeds one-fourth of annual operating expenses may be invested in accordance with the "AMWA Investment Objectives and Policies."
4. The reserve fund shall consist of the following:
 - a. Such monies as may be set aside by the Board of Directors from time to time from the general funds of AMWA.
 - b. Such monies, property, or securities as may be donated directly to the fund. Any gifts of property or securities to the reserve fund may be converted into assets as listed in Article VIII.3 of these Bylaws at the discretion of the Executive Committee unless otherwise specified by the donor.
5. The income from the reserve fund is available, on approval by the Board of Directors, for carrying out the objectives of AMWA.

Article IX—AWARDS

1. Honorary awards may be established by the Board of Directors. Procedures for setting criteria, accepting nominations, selecting award committees, and other requirements not specified herein are outlined in the Executive Committee Handbook. Honorary awards are presented at the annual conference.
 - a. The Harold Swanberg Distinguished Service Award, named in honor of the physician who founded AMWA, is presented to an active member of AMWA who has made distinguished contributions to medical communication or rendered unusual and distinguished services to the medical profession. Members may submit nominations. The Swanberg Award Committee proposes the candidate, whose name is then submitted to the Board of Directors for approval.
 - b. The President's Award is presented to a member who has served AMWA with distinction for at least 10 years at the local level, the national level, or both and has not served on the Executive Committee. The president selects the recipient.
 - c. Fellowships (no more than 3 each year) are presented to members of AMWA to recognize substantial contributions to the goals and activities of AMWA. Candidates must have been active members in good standing for at least 5 consecutive years immediately before fellowship nomination. Members (who may include nominees) may submit nominations. The Fellowship Committee proposes the recipients, whose names are then submitted to the Board of Directors for approval.
 - d. Honorary fellowships (no more than 2 each year) are presented to persons who are not members of AMWA in recognition of distinguished contributions in any area of communication in the medical or allied professions and sciences. Honorary fellowship confers nonvoting membership privileges for 1 year. Members may submit nominations. The Fellowship Committee proposes the recipients, whose names are then submitted to the Board of Directors for approval.
 - e. The Golden Apple Award is presented to a member of AMWA to honor consistently outstanding workshop leadership. A committee chaired by the administrator of the Department of Education determines whether there are suitable candidates for the award and, if so, selects the Golden Apple Award recipient.
2. Competitive awards may be established by the Executive Committee, subject to approval by the Board of Directors. These awards may include book, film, and videotape awards in various categories, the Eric W. Martin Award for Excellence in Medical Writing, and other awards given by AMWA alone or in cooperation with other associations or corporations. Details of the awards and the procedures for setting criteria, selecting award committees, accepting nominations or submissions, and other requirements not specified herein are outlined in the Executive Committee Handbook.

Article X—RULES OF CONDUCT AND ORDER

1. Except as otherwise provided herein, a quorum of the Board of Directors, the Executive Committee, or any other committee consists of a majority of its members. Actions may be taken by a majority of those members present and voting.
2. The latest edition of Robert's Rules of Order Newly Revised is the authority for all questions of procedure and parliamentary law not covered by the Constitution and Bylaws.

Article XI—DISSOLUTION OF THE CORPORATION

On the dissolution of the corporation, the Board of Directors, after paying or making provision for the payment of all the liabilities of the corporation, shall dispose of all the assets of the corporation exclusively for the purpose of the corporation or to such organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the United States Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine.

Article XII—AMENDMENTS

These Bylaws may be amended by a majority vote of the members of the Board of Directors present at any regular or special meeting, provided that a proposed amendment has first been submitted to the Constitution and Bylaws Committee and that notice and text of the proposed amendment and the recommendation of the Constitution and Bylaws Committee have been sent by the executive director to each member of the Board of Directors at least 15 days before such meeting. These Bylaws may also be amended by ballot of the Board of Directors, provided that the amendment is approved by three-fourths of the members of the Board of Directors returning the ballot within 30 days after it has been sent.