

AMERICAN COLLEGE FOR ADVANCEMENT IN MEDICINE
BYLAWS
OF
AMERICAN COLLEGE FOR ADVANCEMENT IN MEDICINE

ARTICLE I
Offices

1.1 *Name.* The American College for Advancement in Medicine, incorporated under the Montana Nonprofit Mutual Benefit Corporation Law with the name of AMERICAN COLLEGE FOR ADVANCEMENT IN MEDICINE, hereafter referred to as the “College.”

1.2 *Principal Office.* The principal office of the College shall be located in Montana or at such other location designated by the Board of Directors.

1.3 *Seal and Logo.* The College shall have a seal and/or logo of such design as the Board of Directors adopts.

1.4 *Other Offices.* The College may have offices at such other places, either within or without the State of Montana, as the Board of Directors may designate or as the affairs of the College may require from time to time.

ARTICLE II
Statement of Purpose

The purposes of the College shall be as stated in the Articles of Incorporation.

ARTICLE III
Policies and Procedures Manual

The Policies and Procedures Manual shall be used to expand upon the provisions of the Bylaws. The Board of Directors will periodically amend the Policies and Procedures Manual as needed.

ARTICLE IV
Members

4.1 *Classes of Members.* The College shall have seven (7) classes of members. Each will be defined in the Policies and Procedures Manual. The designation of such classes and the qualifications and rights of the members of such classes shall be as follows:

- A. Active Members, including Fellows, Charter Members, and Life Members;

- B. Affiliate Members;
- C. Associate Members;
- D. Physician in Training Members;
- E. Adjunct Members;
- F. Institutional; and
- G. Corporate.

4.2 *Member Rights.*

A. Voting Rights. Active Members shall have one vote on each matter submitted to a vote of the members. All other member classes shall have no voting rights.

B. Membership Obligations. Non-payment of dues, unprofessional or unethical conduct, loss of medical license, failure to protect the welfare of his or her patients, or other conduct which the Board of Directors may deem harmful to patients or the College may result in loss of membership.

ARTICLE V

Meetings of Members

5.1 *Meetings.* There shall be a membership meeting at the annual conference and convention of the College.

5.2 *Annual Meeting.* An annual meeting of the members shall be held at the time of the annual meeting of the College each year, as set by resolution of the Board of Directors, for the purpose of electing Directors and Officers and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as convenient.

5.3 *Special Meetings.* Special meetings of members may be called by the President, a majority of either the Board of Directors or the Executive Committee, or not less than one-tenth of the members having voting rights.

5.4 *Place of Meetings.* The Board of Directors may designate any place, either within or without the State of Montana, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. Due to the geographic nature of our membership, said meetings may also take place telephonically and/or electronically with a 30-day advance notice.

5.5 *Notice of Meetings.* Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered, either personally, by mail, facsimile, telegraphic or other electronic means, to each member entitled to vote at such meeting, not fewer than ten (10), or, if notice is mailed by other than first class, registered, or certified mail, no fewer than thirty (30), nor more than sixty (60) days before the date of such meeting, by or at the discretion of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the College's current list of members, with postage thereupon prepaid. In the case of members who are residents of the same household and who have the same address, the College may mail a single notice to such members jointly.

5.6 *Informal Action by Members.* Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of members, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by a majority of the members entitled to vote with respect to the subject matter thereof.

5.7 *Quorum.* The members holding one-tenth (1/10) of the votes that may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

5.8 *Proxies.* At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his or her duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

5.9 *Acts without Meeting.* Unless otherwise specifically prohibited in the Policies and Procedures Manual or these Bylaws, any action which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written ballot to every member entitled to vote on the matter, except that election by written ballot may not be authorized where the directors are elected by cumulative voting pursuant to Montana Nonprofit Mutual Benefit Corporation Law. Unless otherwise provided by the Policies and Procedures Manual or these Bylaws, and if approved by the Board of Directors, that ballot and any related material may be sent by electronic transmission by the College and responses may be returned to the College by electronic transmission.

ARTICLE VI *Board of Directors*

6.1 *General Powers.* All of the affairs of the College shall be managed by its Board of Directors. Except as otherwise expressly provided by law, the Policies and

Procedures Manual, or these Bylaws, all of the power of the College shall be vested in the Board of Directors.

6.2 *Number and Term.* The number of directors constituting the Board of Directors shall be a minimum of seven (7) and a maximum of fifteen (15), up to seven (7) of whom shall also be designated and elected as officers (except for the President Elect and the President, who automatically succeed to President and Immediate Past President, respectively). Each director shall hold office until his or her death, resignation, retirement, removal, disqualification, or his or her successor shall have been elected and qualified. Four (4) directors shall be elected at each annual membership meeting; and five (5) officers shall be elected biannually at the annual membership meeting.

6.3 *Qualifications.* The Board of Directors shall be elected from among the Active Members at the annual meeting of the general membership of the College.

ARTICLE VII

Dues.

7.1 *Annual Dues.* The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the College by members of each class, except Honorary Members shall not be assessed any fees or dues.

7.2 *Payment of Dues.* Dues shall be payable annually on the month of the anniversary of membership to ACAM.

ARTICLE VIII

Committees

8.1 *Designation.* The President of the College shall appoint, with the exception of the Executive Committee and the Nominations Committee, all standing committees each year following the annual meeting of the College subject to the approval of the Board of Directors.

8.2 *Committee Rules.* Each committee may adopt such rules for its own regulation as it may deem appropriate, unless a contrary rule has been adopted by the membership, Board of Directors, or the Executive Committee.

8.3 *Executive Committee.* The Executive Committee shall be composed of the President, President-Elect, Vice President, Secretary, and Treasurer of the College with the Immediate Past President as an ex-officio member.

ARTICLE IX

ACAM Educational Foundation

The College shall establish a supporting organization to carry out some or all of the educational and scientific programs and educational activities of the College. This supporting organization, which shall be known as the ACAM Educational Foundation (ACAMEF), shall be operated in connection with the College. The Board of Directors shall designate and select the members of the board of directors of ACAMEF, among whom shall be three (3) members of the Board of Directors of the College.

ARTICLE X
Indebtedness

10.1 No indebtedness of the College in excess of \$10,000 shall be incurred other than in the normal course of business, except as may be approved by resolution adopted by a majority of the directors in office.

10.2 Any or all of such indebtedness may be represented by notes, debentures, bonds, or other securities, either unsecured or secured by, or issued under, a mortgage, trust indenture, or otherwise, and may be issued at such times and upon such terms as the Board of Directors shall determine.

ARTICLE XI
Amendment

11.1 *Amendment of Bylaws.* Except as otherwise provided by law, by the Policies and Procedures Manual or herein, these Bylaws may be amended or repealed and new Bylaws may be adopted by the affirmative vote of a majority of the active members at any annual or special meeting of the Membership; provided, however, that notice of the proposed action shall have been included in the notice of the meeting or shall have been waived as provided in these Bylaws.

11.2 *Method of Proposal.* Proposed changes to these Bylaws shall be submitted in writing to a Bylaws Committee. The Bylaws Committee will submit proposed changes along with their recommendations to the Board of Directors and its approval before submitting the proposal to active members in writing thirty (30) days prior to such general membership meeting.

11.3 *Limitations to Amend.* Subject to the limitations of the Policies and Procedures Manual, of these Bylaws and of the General Non-Profit College Law of Montana concerning corporate action, these Bylaws may not be amended, repealed, or changed except as provided for in Section 11.1 and Section 11.2 above.

ARTICLE XII
General Provisions

12.1 *Fiscal Year.* The fiscal year of the College shall be as fixed by the Board of Directors.

12.2 *Indemnification.* The College shall indemnify its officers and directors to the maximum extent required or permitted by Montana law as from time to time amended, and such officers and directors shall be deemed to have relied upon this Part.

12.3 *Gifts.* The Board of Directors may accept on behalf of the College any contributions, gifts, bequests or devices for the general purpose or for any special purposes of the College.

12.4 *Roberts Rules.* The rules contained in “Robert’s Rules of Order, Newly Revised Edition” shall govern the conduct of business of the College where they are not inconsistent with the existing Bylaws of the College.

12.5 *Effective Date.* Any amendments to the Bylaws approved at the annual membership meeting shall be effective within 30 days.

12.6 *Gender Neutrality.* The provisions of these Bylaws are intended to be neutral as to gender. Any reference in these Bylaws to the masculine gender includes the feminine and neuter genders where appropriate.