

The ACADEMY for PROFESSIONALISM in HEALTH CARE

BYLAWS OF THE ACADEMY

Approved: October 1, 2012,

ARTICLE I - NAME

Section 1.

The ACADEMY for PROFESSIONALISM in HEALTH CARE is known by acronym as **APHC**.

ARTICLE II - PURPOSES

Section 1.

The purpose of the Academy for Professionalism In Health Care (APHC) is to support the development and maintenance of educational programs that promote professionalism in health care. The overriding goal of the Academy's work is to serve patients' best interests by advancing accountable educational programs, policies, and methodologies that exhort current and future health care providers to provide care consistent with the highest ethical and professional standards.

APHC will devise and implement plans to address the needs of educators in ethics and humanities, social and behavioral sciences, and clinical medicine toward the improvement of professionalism. This will include developing strategies related to educational issues of importance to the Academy, reviewing opportunities for education of members, and educating outside organizations and the public about professionalism in healthcare and APHC's mission.

Section 2.

The Academy promotes scholarly inquiry regarding education in professionalism with members with diverse backgrounds. It is the expectation that the APHC may from time to time issue position statements on professionalism education in healthcare that result from such scholarly inquiry.

ARTICLE III - MEMBERSHIP

The Academy recognizes that there can be varied contributions from members with diverse backgrounds and disciplines, including: ethics and humanities, social and behavioral sciences, law, public policy, and health care professionals. APHC membership is open to all educators, administrators, clinicians, and others involved in health care education. The Academy encourages all members to engage actively in its activities. The Board may consider and establish future membership categories to expand to other levels (e.g., Fellowship) that recognize the contributions of educational accomplishments in ethics and humanities, social and behavioral sciences, law, public policy, and clinical medicine toward the improvement of professionalism in health care.

There are two (2) categories of members: Voting and *Ex Officio*, defined as follows:

Voting Members. Dues-paying members are voting members of APHC. All APHC membership benefits apply. There is no age limit.

***Ex Officio* Members.** *Ex Officio* members are non-voting members and pay no dues, as they are representatives of other academic organizations. These members receive no benefits other than paying member-price registration costs and APHC routine communications for members.

ARTICLE IV - DUES

Section 1.

The Board of Directors shall establish the annual dues.

ARTICLE V - GOVERNANCE

Section 1.

The Board of Directors shall provide general supervision of the affairs of the Academy. The Board of Directors shall be subject to the orders of the Academy, and none of its acts shall conflict with actions taken by the Academy.

Section 2.

The Executive Committee of the Board shall consist of its six (6) officers.

Section 3.

The Secretary of the Academy shall maintain the Rules of the Academy as a set of policies and procedures to guide the officers in the governance and management of APHC.

ARTICLE VI - OFFICERS

Section 1.

The officers of the Academy shall be the President, a Chair of the Board of Directors, a Chair-Elect, an Immediate Past-Chair, a Treasurer, and a Secretary.

Section 2.

Election, Appointment and Duties of the officers:

2.1

The President

2.1.1

The President shall be the Executive Director of the Academy, and shall be responsible for ensuring that the Rules of the Academy are carried out. The Board of Directors shall appoint the President by majority vote.

2.1.2

The President shall preside over the daily operations of the Academy, The President will prepare and present reports on Academy activities at meetings of the Board of Directors and of the members.

2.2

The Chair of the Board of Directors

2.2.1

The Chair shall be the chief representative of the Board Members, and shall be responsible for presiding at meetings of the Academy and its Board of Directors.

2.3

The Chair-Elect

2.3.1

The Chair-Elect shall automatically become the Chair at the conclusion of the term of the preceding Chair.

2.3.2

The Chair-Elect shall perform the duties of the Chair during absence or disability of the Chair.

2.4

The Secretary shall record, or cause to be recorded, minutes of the Board and its Executive Committee, and serve as liaison of communications to members of the Academy.

2.5

The Treasurer shall oversee the Academy funds, including preparation of annual budget for approval by the Board of Directors and monitoring all expenses in conformity with the approved budget, according to the annual budgets approved by the APHC Executive Committee and the APHC Board of Directors. The Secretary-Treasurer and the President must jointly approve all payments drawing on the Academy Treasury.

2.6

Officers and members elected to serve on the Board of Directors shall take office upon election. The candidates shall be declared elected upon receiving a majority vote of eligible members voting by ballot at the Annual Meeting or by email ballot in an election called by the President and approved by the Board of Directors.

2.7

All Officers of APHC and all APHC Board Members must be voting members of APHC.

Section 3.

Terms of office:

3.1

The Chair, Chair-Elect and Immediate Past-Chair shall serve for terms of two (2) years. The Chair is not eligible for re-election in consecutive terms to the same office.

3.2

The Secretary and Treasurer shall each serve terms of two (2) years and be eligible to serve no more than two (2) consecutive terms.

3.3

The five additional elected members on the Board of Directors shall serve two (2) year terms and shall be eligible to serve no more than two (2) consecutive terms. Members of the Board of Directors who are not officers shall be elected in such a manner that two (2) terms expire each year. Elections to the Board of Directors will be held annually such that no more than four At-Large Board members will complete their term each year.

3.4

No member shall hold more than one (1) APHC office at a time.

3.5

APHC will have five (5) At-Large Board members on the Board of Directors.

Section 4. Vacancies

4.1

Should the office of Chair become vacant, it shall be filled by the Chair - Elect.

4.2

Should the office of Immediate Past-Chair become vacant, it shall remain vacant.

4.3

Should the office of Chair-Elect become vacant, at the next regular or special meeting the members shall elect a person to fill the office.

4.4

Should the President resign, become unable to serve, or lose the confidence of the Board of Directors, the Board of Directors shall appoint a replacement to serve as President.

4.5

Should any other vacancy in the Board of Directors occur, the President with concurrence by majority vote of the Board of Directors shall appoint a replacement to serve for the remainder of the unexpired term. An exception shall be made if a member of the Board of Directors is elected or appointed to another office. In such a case, the members shall elect a replacement to serve for the remainder of the unexpired term.

ARTICLE VII - MEETINGS OF THE ACADEMY

Section 1.

Regular meetings of the members shall be held at least annually at a time and place to be selected by the Board of Directors.

Section 2.

Special meetings may be called by the President, or by a majority of the Board of Directors, or upon the written request of 50% of the members.

Section 3.

One-quarter (1/4) of the voting membership of the Academy shall constitute a quorum at a meeting at which matters are to be voted upon by the members.

ARTICLE VIII - COMMITTEES

Section 1.

The President shall appoint committees with approval of the Board of Directors.

Section 2.

There will be a standing Elections and Nominations Committee.

Section 3.

The President may establish such other committees, standing or special, as the Academy or the Board of Directors from time to time shall deem necessary to carry on the work of the Academy. Such committees may include, for example, a Rules Committee, Program Committee, Awards Committee, and Public Policy Committee.

ARTICLE IX - LIMITED LIABILITY

Section 1.

The private property of the officers and members of the Board of Directors shall not be subject to payment of APHC debts to any extent whatsoever.

ARTICLE X - PARLIAMENTARY AUTHORITY

Section 1.

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the Academy in all cases to which they are applicable, and to the extent they are not inconsistent with these Bylaws and any special rules of order the Academy may adopt.

ARTICLE XI - AMENDMENT OF BYLAWS AND RULES

Section 1.

The Bylaws may be amended at any meeting of the Academy upon recommendation of the Rules Committee and by a two-thirds vote of the Board of Directors and by a two-thirds vote of the Voting members present at a meeting, provided that a quorum is present and that the amendment has been submitted in writing to the membership at least thirty (30) days prior to the date of that meeting, and so long as such changes are not inconsistent with the APHC Bylaws. Such elections may also be held by e-mail ballot at the discretion of the President with approval of the Executive Committee.

Section 2.

The Rules may be amended by a two-thirds vote of the Board of Directors as required to carry out the affairs of the Academy, so long as such changes are not inconsistent with either the APHC Bylaws or the APHC Articles of Incorporation.

Section 3.

The APHC President shall present, annually, any changes to the APHC Bylaws for approval by the APHC Board of Directors.

ARTICLE XII - DISSOLUTION OR INCORPORATION OF THE ACADEMY

Section 1.

APHC may be dissolved by a two-thirds vote of all of the Board of Directors. Such dissolution shall become effective only after notice of such action has been transmitted to the members, and a majority does not object in writing within ninety (90) calendar days following transmittal of notice to dissolve. Prior to dissolution, the assets of APHC may be distributed in accordance with the charitable and educational goals of the Academy to other 501(c)(3) organizations, according to a plan approved by the APHC Board of Directors.

Section 2.

APHC shall retain the right to continue and to preserve the Academy of its members under the name of the Academy for Professionalism in Health Care. APHC may establish itself as an independent corporation, provided that such incorporation is approved by a two-thirds vote of the APHC members and a majority of all eligible Voting members of APHC approve in writing within ninety (90) calendar days following transmittal of notice to incorporate. In addition, such incorporation of APHC will require that a 2/3 (two-thirds) supermajority of all votes cast favor such incorporation.