

The Academy for Professionalism in Health Care

Bylaws for The Academy for Professionalism in Health Care

Original Approval Date: October 1, 2012

Revised: February 15, 2020; Approval by member vote: June 16, 2020

ARTICLE I – NAME OF THE ORGANIZATION

Section 1.

The official name of the organization shall be *The Academy for Professionalism in Health Care*.

Section 2.

The accepted abbreviation shall be *APHC* and the accepted short name shall be *Academy*. Use hereinafter of the accepted abbreviation or short name are adopted as references to *The Academy for Professionalism in Health Care*.

ARTICLE II - PURPOSES

Section 1.

The purpose of the Academy for Professionalism in Health Care (APHC) is to optimize patient care through professionalism education, scholarship, policy, and practice in all health-related fields.

The overriding goal of the Academy's work is to serve patients' best interests by advancing accountable and assessable educational programs, policies, and methodologies that exhort current and future health care professionals 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 APHC may from time to time issue position statements on professionalism education in healthcare that result from such scholarly inquiry.

ARTICLE III – MEMBERSHIP

Section 1.

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, learners (e.g., health care professions students, trainees, and fellows) and others involved in health care education. The Academy encourages all members to engage actively in its activities.

Section 2.

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. Only voting members in good standing are allowed to vote for, run for, and serve in elected APHC positions.

***Ex Officio* Members.** *Ex Officio* members are non-voting members and pay no dues. *Ex Officio* members serve on the Board by reason of their office or as Board designated representatives of other academic organizations. *Ex Officio* members receive the same routine benefits and communications as all other APHC 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 consist of five (5) Officers and five (6) At-Large Directors. The Board of Directors shall provide general supervision of the affairs of the Academy..

Section 2.

The Board of Directors shall maintain the Bylaws and other formal rules (e.g., “Roles and Responsibilities of Academy Officers, Board of Directors, Committee Chairs”, etc.) of the Academy as a set of policies and procedures to guide the officers in the governance and management of APHC.

Section 3.

The Board of Directors may hire administrative personnel to oversee the daily administration of the Academy under the auspices of the powers and responsibilities of the Board of Directors.

Section 4.

The Executive Committee of the Academy shall include the five (5) Officers of the Board of Directors.

4.1 President

4.2 President Elect

4.3 Immediate Past President

4.4 Secretary

4.5 Treasurer

ARTICLE VI – OFFICERS & DIRECTORS AT-LARGE

Section 1.

Election

Officers and members elected to serve on the Board of Directors shall take office at the first Annual Meeting following their election. The candidates shall be declared elected upon receiving a majority vote of eligible members voting by electronic ballot in an election called by the President and approved by the Board of Directors. OR – “upon receiving a plurality of the votes cast by eligible members via electronic ballot. An election shall be called by the President and approved by the Board of Directors and requires the participation of at least 1/3 of eligible members to be valid.”

Section 2.

Duties of the officers:

2.1

President

2.1.1

The President will be the outward-facing ambassador for the organization and will work to create and maintain strategic alliances with other organizations.

2.1.2

The President shall serve as chairperson of the Board of Directors and shall preside at all meetings of the Academy and its Board of Directors.

2.1.3

The President shall be responsible for ensuring that the Bylaws and other formal rules of the Academy are carried out and provide oversight to all APHC activities, committees, and other organizational operations. The President will prepare and present reports on Academy activities at meetings of the Board of Directors and of the members.

2.2

President Elect

2.2.1

The President-Elect will assist the President in providing leadership and oversight to all APHC activities, committees and other organizational operations.

2.2.2

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

2.2.3

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

2.3

Immediate Past President

2.3.1

The Immediate Past President shall serve as an advisor for all APHC activities.

2.3.2

The Immediate Past-President will review and make recommendations regarding proposed changes to APHC organizational structure, policies and operations.

2.4

Secretary

2.4.1

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

Treasurer

2.5.1

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.

2.5.2

The Treasurer shall be responsible for periodically recommending revisions to and assessing compliance with the Academy policy addressing expenditure of Academy funds: “APHC Operating Procedures Regarding Authorization for Expenditure of Academy Funds”.

2.5.3

The Treasurer shall track and report on conference expenditures, assist in the work of tax preparation, and assist in the facilitation of payments related to APHC's bills and other expenditures.

Section 3.

Duties of the At-Large Directors

3.1

The Academy will have five (6) At-Large Director members on the Board of Directors.

3.2

At-Large Directors will not have specific duties, but along with the Officers will collaborate with and oversee the governance and management of APHC.

3.3

One of the At-large Director position will be student position held by a Health Professions Trainee. The Student At-Large Director will have the same rights and expectations of other APHC At-Large Directors.

Section 4.

Terms of office:

4.1

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

4.2

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

4.3

The At-Large elected members of the Board of Directors shall serve two (2) year terms and shall be eligible to serve no more than two (2) consecutive terms.

4.3.1

At-Large Directors shall be elected in such a manner that at least two (2) terms expire each year. Elections to the Board of Directors will be held annually such that no more than three At-Large Board members will complete their term each year.

4.4

No member shall hold more than one (1) elected position on the APHC Board of Directors at a time.

Section 5.
Vacancies

5.1

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

5.2

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

5.3

Should the office of President Elect become vacant, the members shall elect a person to fill the office at the next regular or special meeting, or by some form of electronic or remote voting.

5.4

Should the Secretary, Treasurer, or an At-Large Director resign, become unable to serve, or lose the confidence of the Board of Directors, the Board of Directors shall appoint a replacement to serve for the remainder of the term not yet completed for that position.

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 percent of the members.

ARTICLE VIII - COMMITTEES

Section 1.

Committees will be established and appointed by the Board of Directors.

Section 2.

Other committees may be established by majority vote of the Board of Directors, 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.

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 upon recommendation of the President and by a two-thirds (2/3) majority vote of the Board of Directors and by a two-thirds (2/3) majority of voting members participating. Proposed Bylaws amendments shall be submitted to APHC membership at least (30) days prior to commencements of the voting period, so long as the proposed changes are not inconsistent with the core values and elements of the Bylaws. Such voting may be held by electronic ballot at the discretion of the President with approval of the Executive Committee.

Section 2.

Other rules that guide Academy operations (e.g., “Roles and Responsibilities of Academy Officers, Board of Directors, Committee Chairs”, “APHC Operating Procedures Regarding Authorization for Expenditure of Academy Funds”, etc.) may be amended by a two-thirds (2/3) majority 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.

It is the responsibility of the APHC President to present proposed changes to the APHC Bylaws to the APHC Board of Directors and the APHC general membership.

ARTICLE XII - DISSOLUTION AND REINCORPORATION 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 (2/3) 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 two-thirds (2/3) supermajority of all votes cast favor such incorporation.