

One of the first tasks undertaken by the newly formed IAMSE Board of Directors was the creation of Association Bylaws that would guide our organization. Such a document was also a requirement of the United States Internal Revenue Service for recognition of IAMSE as a non-profit tax-exempt organization, eligible to receive grant funding. To accomplish this, a Board subcommittee was formed which created the basic document that was then edited and polished by the entire Board. The Board of Directors approved this final version at their February 1998 quarterly meeting.

BYLAWS

International Association of Medical Science Educators

February, 1998

ARTICLE I. Name

The name of the Association shall be the International Association of Medical Science Educators, and it shall be incorporated as a nonprofit corporation in the Commonwealth of Virginia.

ARTICLE II. Purpose

The purpose of the Association shall be to promote medical education through faculty development and to encourage that the teaching and learning of medicine continue to be firmly grounded in science.

ARTICLE III. Restrictions on Activities

Section 1. No part of the earnings of the Association shall inure to its members, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered in direct support of its purpose.

Section 2. No part of the activities of the Association shall be directed towards influencing legislation or intervening in political campaigns.

ARTICLE IV. Members

Section 1. The Board may establish and/or change the membership classes. The Board of Directors shall set the dues amount and the criteria for each class of membership.

Section 2. All individuals who are members shall have the right to vote, hold office, and serve on committees. A member must not be more than three months in arrears in their dues and financial obligations to the Association prior to the mailing of ballots by the Secretary.

ARTICLE V. Board of Directors

Section 1. The Board of Directors shall be the principal governing body of the Association, and its Chairman shall be the President. It shall consist of the Officers and nine Directors. The first Board shall be appointed by the President and shall serve until the first election in the year 2000. To promote stability through staggered terms, the terms of office for the first elected Directors shall be determined by the number of votes cast for each candidate: the top one-third of the candidates receiving the most votes shall serve a three-year term, the middle-third of the candidates shall serve two year terms, and the lowest one-third of the candidates receiving the fewest votes shall serve one-year terms. In the event of a tie vote that would make it impossible to divide the candidates into three equal groups for the purpose of determining the terms of office, the President shall decide the terms for the tied candidates.

Section 2. The term of office for all Directors elected annually after the year 2000 shall be three years. Directors may be re-elected for one additional term.

Section 3. Members of the Board shall be elected by mail ballot. A Nominating Committee of five members, appointed by the President and approved by the Board, shall post a list that contains at least one or more candidates for each position to be filled on the Association's website by no later than April 1. Members who do not have Internet access may request the Secretary to mail or fax a copy to them. Additional nominations may be made by members to the Secretary by either petition or letter. Nomination petitions bearing 15 or more signatures of members or at least 15 individual letters of nomination for a candidate or candidates must be received by the Secretary by May 1. The Secretary shall then prepare and mail a ballot to all members by May 15. Ballots must be returned to the Secretary by June 15 in order to be counted. The Secretary shall tally the votes and post the results on the Association's website by July 1.

Section 4. The Board shall meet quarterly or more often if the need arises, at the call of the President or at least three members of the Board. The President shall chair the Board. Board meetings may be held by teleconferencing or other electronic means. A proposed agenda and supporting materials shall be sent to all Board members at least 15 days prior to a Board meeting.

Section 5. A quorum of the Board shall consist of seven Board members.

Section 6. The President shall appoint, with the approval of the Board, Officers and Directors to vacancies that occur between elections. Appointed individuals shall serve out the term of the individual they replace on the Board. In the event of a vacancy in office of the President, the Senior Vice-President shall succeed and assume the role of President.

Section 7. Officers and Directors may be removed by two-thirds vote of the Board present and voting, after being given at least two weeks notice and afforded the opportunity to represent themselves at a meeting of the Board.

ARTICLE VI. Officers

Section 1. The officers of the Association shall be a President, one or more Vice Presidents one of whom shall be designated the Senior Vice President if there is more than one, Secretary, and Treasurer, and the Immediate Past President, when applicable.

Section 2. The officers shall be elected in the same manner as specified for Directors in Article V, Section 3, and shall take office on July 1. Officers shall serve a two-year term and may be re-elected for unlimited additional terms.

Section 3. The duties of the officers are the usual functions spelled out in *Robert's Rules of Order*, as revised.

ARTICLE VII. Executive Committee

The Executive Committee, consisting of the officers, shall make decisions and take actions on behalf of the Board in-between Board meetings. The President shall call and preside at meetings of the Executive Committee.

ARTICLE VIII. Indemnification

The Association shall defend and indemnify any qualified person against any threatened, pending or completed legal action resulting from actions taken in good faith on behalf of the Association. Qualified persons shall be present and former officers, employees, and officially elected or appointed members of boards, councils, committees, and other components of the Association.

Indemnification will not be provided to any person who shall be adjudged in a legal action to be liable for negligence or willful misconduct in the performance of duty, or when such person did not reasonably believe that the action was within the law and in the best interests of the Association.

Indemnification shall cover cost of defense and any judgments, fines, and amounts paid in settlement actually and reasonably incurred by a qualified person, up to a limit of one million dollars in any single case except in circumstances expressly prohibiting such limitation under the law. Such indemnification shall be in accordance with the established policy of the Association.

ARTICLE IX. Other Provisions

Section 1. The fiscal year of the Association shall be on a calendar year basis (January 1 - December 31).

Section 2. The Association shall be governed by *Robert's Rules of Order*, as revised. In case of a conflict between *Robert's Rules of Order* and these Bylaws, the Bylaws shall take precedence.

Section 3. The Board may hire staff or contract services, as desired.

ARTICLE X. Dissolution of the Association

In the event of the dissolution of the Association, the Board shall give all its assets to one or more nonprofit, tax-exempt organizations. If the Board cannot decide, the decision shall be made by the applicable Court in the Commonwealth of Virginia.

ARTICLE XI. Amendments

Section 1. Amendments of the Bylaws may be proposed by a majority of the Board of Directors or by a petition, sent to the Secretary, which bears the signatures of at least 15 members.

Section 2. Amendments of the Bylaws require a two-thirds vote of the members voting on the issue. Notice of proposed amendments, together with pro and con statements shall be posted on the Association's website by April 1. Members who do not have Internet access may request that the Secretary mail or fax them a copy of the proposed amendments. Amendment ballots shall be mailed to the members together with the ballots for Officers and Directors by May 15. The Secretary must receive all ballots by June 15 in order to be counted.

Section 3. In the event of an urgent requirement for an amendment, the Board of Directors, by a two-thirds vote, may authorize posting a proposed amendment to the members at any time.