

# IAIME

INTERNATIONAL ACADEMY OF  
INDEPENDENT MEDICAL EVALUATORS  
(IAIME)

CORPORATE BYLAWS

Article I

Name

The name of this Corporation shall be the International Academy of Independent Medical Evaluators (hereinafter referred to as the "Academy").

Article II

Mission Statement, Purposes and Powers

Section 1. Mission Statement

The mission of the Academy shall be the advancement of the medical science of disability evaluation. Disability evaluation is defined for these purposes as the determination by a qualified physician of a person's physical and/or emotional condition, a person's capabilities of performing a gainful activity, a person's loss of function, a person's impairment rating, or the quantification of a person's loss of function.

Section 2. Purposes

The purposes of the Academy are:

- (a) To operate exclusively for charitable, educational and scientific purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or a corresponding section of any future federal tax code.
- (b) To service the general public, public and private educational systems, and state and federal governmental agencies by providing graduate and continuing medical education programs to qualify physicians (as defined in Article III,

Section 1) to meet the needs of the public in the practice of the medical science of disability evaluation as well as disability consultation; and by developing educational programs and training programs in disability evaluation, impairment ratings, and the use of the *AMA Guides to the Evaluation of Permanent Impairment* and other rating systems.

- (c) To foster and develop the medical science of disability evaluation, which is defined as the determination by a qualified Physician of a person's physical and/or emotional condition, a person's capabilities of performing a gainful activity, a person's loss of function, a person's impairment rating, or the quantification of a person's loss of function.
- (d) To perform research in and to develop and establish standards for scientifically based concepts and assessment methods and their interpretation in disability evaluation.
- (e) To establish standards and qualifications for Physicians in the practice of disability evaluation and disability consultation, and to recognize Physicians who meet such standards and qualifications granting them membership in the Academy.
- (f) To create and publish educational publications devoted to or advancing the medical science of disability evaluation and disability consultation.
- (g) To provide federal and state industrial commissions, departments of labor, departments of rehabilitation, and other governmental agencies with information and technical assistance, training programs, and educational programs, or otherwise to respond to the requests of

# IAIME

such agencies in connection with disability evaluation and disability consultation, and to meet the needs of such agencies.

## **Section 3. Not for Profit Corporation - Powers**

- (a) This corporation shall have no capital stock. It is not conducted for pecuniary profit and does not contemplate pecuniary gain or profit to the members thereof.
- (b) To do all things incident or necessary for the accomplishment of the above purposes and to exercise any rights and powers conferred upon the corporation by law in accordance with the Illinois General Not For Profit Corporation Act of 1986, as amended from time to time (the "Act") provided, however that the corporation shall exercise only such rights and powers as those contemplated by section 501(c)(3) of the Internal Revenue Code (and applicable regulations) as said section now exists or as it may hereafter be amended or by a corresponding section of any future federal tax code.

## **Article III**

### **Membership and Qualification**

#### **Section 1. Membership Classification**

There shall be two types of Membership within the Academy (1) Regular Membership and (2) Associate Membership.

#### **Section 2. Regular Membership**

##### **Definition and Eligibility**

- (a) Definition: Regular Membership in the Academy shall be limited to Doctors of Medicine (M.D.), Doctors of Osteopathy (D.O.), Doctors of Chiropractic (D.C.), and Doctors of Psychology (PH.D.,

PSY.D., ED.D), or in the case of foreign graduates, an equivalent degree as determined by the Board of Directors (for purposes of these bylaws, this shall be the definition of "Physician").

Membership in the Academy is a privilege which is dependent upon the applicant adequately demonstrating compliance with the requirements for membership as contained in these Bylaws, and the policies, procedures, Academy Code of Ethics and Discipline, and rules and regulations adopted by the Board of Directors from time to time (hereinafter collectively referred to as the "Academy Policies"). No person shall be elected to or remain a member of the Academy without adequately demonstrating that such individual is of good reputation and standing within his or her community, both professionally and non-professionally. Members who actively practice medicine shall be required to maintain at all times a valid and unrevoked license to practice medicine in the state or states in which they practice. All such members shall have an affirmative obligation to notify the Academy in the event such licensure status changes during the course of their membership. The Board of Directors shall have the authority to terminate the membership of any Academy member not in compliance with the Academy Policies and these Bylaws. All members are required to pay applicable annual membership dues and Academy fees as set forth herein.

- (b) Scope: Doctors of Medicine (MD) or Doctors of Osteopathy (D.O.), Doctors of Chiropractic (D.C.), and Doctors of Psychology (PH.D., PSY.D., ED.D), or in the case of foreign graduates, an equivalent degree, who are called upon to perform disability evaluations and/or disability consultations as a significant part of their medical practice, for the

purpose of assessing the ability or inability to perform gainful activity and/or quantifying loss of function, may apply for Regular Membership in the Academy. Additionally, applicants may include, but are not limited to, those Doctors of Medicine (MD) or Doctors of Osteopathy (D.O.), Doctors of Chiropractic (D.C.), and Doctors of Psychology (PH.D., PSY.D., ED.D), or in the case of foreign graduates, an equivalent degree, involved in medical-legal matters, case management and review, the insurance industry, governmental agencies, or other disciplines and who review reports and records pertaining to disability and impairment evaluations. Regular Membership may be maintained for as long as he or she continues to satisfy the applicable criteria.

- (c) Pathway to Fellowship: Only Regular Members as established in this article shall have the opportunity to apply for and attain Fellowship status within the Academy.

### **Section 3. Associate Membership**

#### **Definition and Eligibility**

- (a) Associate Membership in the Academy shall be available to those applicants not meeting the Regular Membership requirements as stated in Section 2 of this Article, but who are involved in disability evaluation or management. Such individuals may include, but are not limited to Doctors of Chiropractic (DC), Doctors of Psychology (PsyD), PhDs, Physician's Assistants, Nurse Practitioners, Registered Nurses, Certified Case Managers, or others with knowledge and interest in the field of disability evaluation and management.

- (b) Eligibility: The application and acceptance process for Associate Membership shall be set by the Board of Directors. Those applicants seeking Associate Membership shall also be held to the Academy Code of Ethics, Academy Policies, Discipline, and shall maintain a good reputation within their communities both professionally and non-professionally.

- (c) Voting Rights and Academy Privileges:

Associate Members shall not have the privilege or right to sit for or vote during Academy Meetings as set forth within Article VIII of these bylaws. Associate Members shall not have the ability to apply for or receive Fellowship status within the Academy.

### **Section 4. Application Procedures**

Membership in the Academy is granted upon application to the Academy and acceptance by the Membership Committee and the Board of Directors as established by the Academy in these Bylaws and the Academy Policies. Such decisions shall be governed by Article XIII, Section 2 of these bylaws.

### **Article IV**

#### **Fellowship**

### **Section 1. Classifications of Fellowship**

There shall be three sub-classifications of Fellows which shall be designated Active Fellows, Emeritus Fellows and Inactive Fellows. Only Active and Emeritus Fellows shall have the right to vote and serve on the Board of Directors of the Academy. Active Fellow status shall be limited to those individuals who satisfy the applicable requirements as set forth in this Article IV or as otherwise determined from time to time by the Board of Directors. In order to remain in the Fellow class, all Fellows shall continuously meet the criteria for Fellowship and shall at all times retain membership in good standing in the Academy.

(a) Active Fellows: Any Regular member in good standing who has performed disability evaluation or disability consultation as a significant part of his or her practice for at least the previous three (3) years may apply for membership in the Active Fellow class. In order to be appointed to Active Fellow status, the Associate shall have:

- 1) successfully completed the continuing medical education courses required for Fellowship status as set forth in the Academy Policies;
- 2) submitted an application to the Membership Committee and the Board of Directors;
- 3) received approval by the Membership Committee; and
- 4) received the affirmative vote of two-thirds (2/3) of the directors then in office to advance to Fellowship status.

The Board of Directors may from time to time grant Active Fellow status to Physicians recognized as experts in the fields of medicine related to disability evaluation and disability consultation, by waiving certain Fellowship requirements. Fellows admitted in this manner shall require the affirmative vote of three-fourths (3/4) of the Board of Directors. Fellows admitted in this manner will be required to pay the same initiation fee and dues, unless specifically waived by the Board of Directors, and will be subject to all Academy Policies. Active Fellows must comply with ongoing medical education requirements as established by the Board of Directors. Active Fellows shall have voting rights as set forth in these Bylaws.

(b) Emeritus Fellows: A Fellow who has retired from the practice of medicine and who has maintained Active Fellow status in good standing for at least five (5) years prior thereto may be transferred to Emeritus Fellow status upon such Fellow's request, provided that the Membership Committee and a

majority of the directors then in office approve of such transfer. Emeritus Fellows must comply with ongoing continuing medical education requirements as established by the Board of Directors as well as annual Emeritus dues payment. Emeritus Fellows shall have voting rights as set forth in these Bylaws.

(c) Inactive Fellows: An Active Fellow who is not actively practicing medicine or who chooses not to fulfill continuing medical education requirements required for maintaining Active Fellowship for a period in excess of six (6) months and is unable to engage in the practice of medicine or assume duties of a medically oriented nature may be transferred from Active Fellow status to Inactive Fellow status. A request for such transfer must be made in writing to the Academy. The status of those in this category will be reviewed annually by the Membership Committee and the Board of Directors. Inactive Fellows shall have no voting rights.

## Section 2. Transfer Procedures

Requests for change in classification of Fellowship status shall be forwarded by the Academy to the Membership Committee for its review and recommendations. The Membership Committee shall review the request for transfer and forward its recommendations to the Board of Directors. Any change in classification of Fellow status shall require the approval of the Board of Directors.

## Section 3. Qualifications & Election Procedure for Active Fellow Status

Each applicant for Active Fellow status in the Academy must have been engaged in the practice of disability evaluation and/or disability consultation for a minimum period of three (3) years. Each applicant must submit an application to the Academy on forms approved by the



Academy. There must be two (2) references to indicate current competency in the practice of medicine, as well as a good reputation in his or her community. Applicants must also fulfill all of the requirements of membership. The completed application will be reviewed by the Academy staff and sent to the Membership Committee. The Membership Committee shall review and process the application and then submit its recommendations to the Board of Directors. Election to Active Fellow status requires a two-thirds (2/3) vote of the Board of Directors.

#### **Section 4. Rejection**

If the Board of Directors rejects an applicant, written notice of such action shall be sent by certified mail to the applicant within (10) days. The rejected applicant shall have twenty (20) days following the date of the receipt of such notice within which to request, in writing and by certified mail, a hearing. If the rejected applicant does not request a hearing within the time and in the manner herein set forth, he or she shall be deemed to have accepted the action taken by the Board of Directors.

Upon request, a Hearing Committee and Chairman of said committee shall be appointed by the President with approval by the Board of Directors. The Hearing Committee shall schedule and arrange a hearing within *thirty (30) days after appointment and approval* and give the applicant notice of the time, place and date. A copy of the procedural rules for the hearing shall be provided at the time notice is given. The hearing shall commence no later than ninety (90) days from the date of the action by the Board of Directors regarding the application.

After such hearing, the Hearing Committee Chairman shall present a report of findings and recommendations to the President. The Board of Directors shall act upon such recommendations at the next regularly scheduled Board Meeting. The decision of the Board of Directors, after such deliberation, shall be final.

The Hearing Committee Chairperson, upon receipt of formal written request by either the applicant or the Academy upon showing of good cause, may at his or her discretion reschedule the hearing time and place.

#### **Section 5. Reapplication**

Rejected applicants shall have the option of reapplying for Fellow status after one year.

#### **Section 6. Fellowship Designation and Definition**

For purposes of this Academy, Fellowship shall be considered a separate membership classification and shall also be considered an earned degree. Fellows shall continue to hold membership in this organization based upon the criteria as set forth in Article III of the Bylaws.

### **Article V. Governance**

#### **Section 1. Board of Directors Powers**

The business and affairs of the Academy shall be managed by or under the direction of the Board of Directors and the Board of Directors shall have full authority to carry out the functions of directors authorized by the Act.

#### **Section 2. Board of Directors Composition, Tenure and Qualifications**

The Board of Directors shall consist of the officers of the Academy and six (6) directors at large elected from among the Active and Emeritus Fellows in good standing for staggered three (3) year terms with two (2) directors being elected each year. The above-described Board members shall have voting privileges at Board of Director meetings. The Executive Director shall be an *ex-officio* member of the Board without vote. No Fellow shall hold more than one (1) elected office at a time.

#### **Section 3. Board of Directors Regular Meetings**

The Board of Directors shall designate the hour and place of its regular meetings and shall hold such meetings at such a time and place as designated by resolution of the Board.

#### **Section 4. Special Meetings**

Special meetings of the Board of Directors may be called by the President or by a majority of the directors. Notice

# IAIME

of any special meeting of the Board of Directors shall be given at least seven (7) days prior thereto by written notice and delivered personally or sent by mail, overnight courier or facsimile. Any director may waive notice of any meeting. The attendance of any director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at, and the purpose of, special meetings of the Board must be specified in the notice of the special meeting.

## **Section 5. Telephone Conference Meetings**

The Board of Directors may meet by a telephone conference call or other teleconferencing medium. The actions taken at such a meeting at which a quorum is present shall be deemed to be the actions of the Board of Directors.

## **Section 6. Quorum; Manner of Acting at Board Meetings**

A majority of the directors then in office being present when the meeting is called to order shall constitute a quorum. If through resignation or other actions, Board members leave the meeting, the remaining Board Members shall constitute a quorum. The affirmative vote of a majority of the directors at a meeting at which a quorum is present shall constitute action by the Board of Directors.

## **Section 7. Action by Unanimous Written Consent**

Any action which is required to or which may be taken at a Board of Directors meeting may be taken without a meeting if consent in writing setting forth the proposed action is signed by all of the directors then in office. Such consent shall have the same force and effect as a unanimous vote of all of the directors.

## **Section 8. Removal**

Any director may be removed, with cause, by the affirmative vote of two-thirds (2/3) of the Fellows who are entitled to vote and are present at a meeting at which a quorum is present.

## **Section 9. Resignation**

Any director may resign at any time by giving written notice to the President or Secretary/Treasurer. Such resignation shall take effect at the time specified therein or, if no time is so specified, shall take effect immediately and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any officer who resigns and has not fulfilled his/her term shall not function as a "past officer" of the Academy with respect to the term that was unfulfilled.

## **Section 10. Vacancies**

Any vacancy occurring on the Board of Directors, or any directorship to be filled by reason of an increase in the number of directors, shall be filled by action of the remaining Board of Directors. Each director so appointed to fill a vacancy shall hold office until the next meeting of members at which directors are elected, at which time the members shall elect a director to fill such vacancy for the remainder of the respective term. Under these circumstances, the Board member filling the vacancy shall be considered an "acting" officer or Board member until the next meeting of members at which Officers and Directors are elected. In this case, the Director may hold office in the "acting" capacity and continue on the Board as a Director for his/her unexpired term after the election.

## **Section 11. Executive Director**

The Board of Directors shall have the authority to retain an Executive Director who shall serve as an administrative agent to the Academy and carry out such duties and responsibilities as are determined from time to time by the Board of Directors. The Executive Director may serve at the request of the Board of Directors as an advisory member, without vote, of any Committee as hereinafter defined.

## **Section 12. Compensation of Directors**

The Board of Directors shall serve without compensation but shall be reimbursed by the Academy for reasonable expenses, if any, incurred in connection with attendance at any annual, regular or special meeting of the Board; provided, however, that receipts for such expenses shall be submitted to the Executive Director. Nothing herein contained shall be construed to preclude any director from serving the Academy in any other capacity and receiving

# IAIME

compensation therefore at a salary as may be determined by the Board of Directors from time to time.

## Article VI Officers

### Section 1. Composition, Election and Term

The officers of the Academy shall be as follows: President, Vice-President/President-Elect, Secretary/Treasurer, Board Chair. Only Active and Emeritus Fellows shall be eligible to be officers. All terms of officers shall be one (1) year or until a successor has been duly elected and qualified, provided that any officer may serve a maximum of two (2) consecutive terms.

### Section 2. President

The President shall be the titular head of the Academy and shall preside at all general meetings of the Academy. The President may sign, with the Secretary/Treasurer or any other proper officer or agent of the Academy authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed. The President shall be an *ex-officio* member of all committees except the Nominating Committee. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

### Section 3. Vice President/President-Elect

The Vice President/President-Elect shall perform such duties from time to time as may be assigned by the President or the Board of Directors. The Vice President/President-Elect shall perform the duties of the President in the President's absence or death, or if the President is unable to or refuses to act. When so acting, the Vice President shall have the powers of and be subject to all restrictions upon the President. The Vice President/President-Elect shall become acquainted with all matters pertaining to the work and affairs of the Academy in property preparing for the office of President, which office is automatically assumed at the expiration of the term as President Elect. (Effective: 1997 Annual Meeting)

### Section 4. Secretary/Treasurer

The Secretary/Treasurer shall be responsible for a quarterly accounting of any and all funds, assets, and financial transactions of the Academy. The Secretary/Treasurer shall submit a written report of such accounting to the Board of Directors upon request and to the members at the annual business meeting of the Academy. The Secretary/Treasurer shall ensure that the accounts of the Academy are audited annually by a certified public accountant. An audited financial statement will be provided to members upon request at cost. The Secretary/Treasurer is also responsible for the preparation of the Academy's annual budget and submission of the annual budget to the Board of Directors prior to the Annual Business Meeting at a time specified by the Board of Directors. The Secretary/Treasurer shall perform all duties incident to the office of the Treasurer and such other duties as may be assigned from time to time by the President or by the Board of Directors. The Board of Directors may require that the Secretary/Treasurer be bonded during his or her term or terms of office, in such amounts as the Board may determine.

The term of the office of Secretary/Treasurer shall be one (1) year. A maximum of two (2) consecutive terms may be served.

The Secretary/Treasurer shall be responsible for taking all minutes of all meetings of the Academy and the Board of Directors and shall see that the seal of the Academy is affixed to all documents as required by law. The Secretary/Treasurer shall see that a registry of the Post Office address of each Fellow or Associate Member is kept, and of the names of all those who attend any meeting of the Academy. The Secretary/Treasurer shall have prepared all membership certificates. The Secretary/Treasurer shall also prepare an annual report to be submitted to the membership of the Academy.

### Section 5. Board Chair

The immediate past president shall be a member of the Board of Directors and shall serve as Chair of the Board for a period of one year following his or her term as president. Such term shall begin at the conclusion of his or her term as president and expire at the conclusion of the next ensuing annual meeting.

The Chair of the Board of Directors shall preside over all meetings of the Board and of its Executive Committee. The Chair of the Board of Directors shall be *ex officio* a member of all standing committees.



**Section 6. Vacancies**

Vacancies occurring in any office for any reason shall be filled for the unexpired term by a majority vote of the Board of Directors at any regular or special meeting.

**Section 7. Resignation**

Any officer may resign at any time by giving written notice to the President or Secretary/Treasurer. Any such resignation shall take effect at the time specified therein and, if no effective date is specified, such resignation shall take place immediately and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any officer who resigns and has not fulfilled his/her term shall not function as a “past officer” of the Academy with respect to the term, which was unfulfilled.

**Article VII**

**Elections of Directors and Officers**

**Section 1. Nomination**

The Nominating Committee shall review the criteria for the qualification and selection of members of the Board of Directors, which criteria shall be set forth in a statement of policy which may be amended from time to time by the affirmative vote of a majority of the Board of Directors. From and after the adoption of these Bylaws, the Nominating Committee shall identify candidates who are qualified, willing and able to serve on the Board of Directors. Candidates for Board positions shall be required to submit an application to and be interviewed by the Nominating Committee. The Nominating Committee shall prepare a slate of candidates for the available positions on the Board of Directors. The slate is then presented to the Fellows in writing along with a brief biographical description of each candidate prior to the Annual Business Meeting.

At least ninety (90) days prior to the annual election of directors and officers at the Annual Business meeting, the membership shall be notified of the “call for nominations”. The method of nomination shall be through one (1) or more of the Academy’s publications, facsimile or U.S. mail. Each

member shall have the opportunity to respond in writing for the purpose of submitting nominations to the Nominating Committee. The Nominating Committee shall then nominate one or more candidates for each office and shall notify the membership of its choices within forty-five (45) days of the Annual Business Meeting. The name(s) of additional nominees submitted to the Nominating Committee in writing over the signature of at least twenty (20) fellows within twenty (20) days after the mailing of the Nominating Committee report shall be added to the ballot. The ballot shall indicate which nominees were nominated by petition. All candidates for election, regardless of how nominated, must satisfy the criteria for qualification and selection established by the Nominating Committee.

**Section 2. Election and Term**

Past Presidents of IAIME are not eligible to serve as Directors or as Officers, excluding the Immediate Past President, who will serve as Board Chair of the Academy.

A majority vote of all Fellows entitled to vote and attending the Annual Business Meeting shall be required for election of directors and officers. Ballots shall be received by the Fellows entitled to vote as they enter the meeting room. The directors and officers elected at such meeting shall assume their duties immediately following adjournment of the Annual Business Meeting, except the Vice President/President-Elect shall receive the gavel and assume the office of President during the course of the meeting. Directors may serve a maximum of two (2) consecutive terms. The term of office for each Director and Officer is delineated in Article V Section 2 and Article VI Section 1 of these Bylaws.

**Section 3. Nominating Committee**

The Nominating Committee shall consist of the two (2) most immediate Past Presidents (of which one is the Board Chair), one (1) non-officer Board member who is not standing for re-election to the Board or election as an Officer and at least two (2) Fellows at-large. If a vacancy occurs within the Nominating Committee by reason of resignation, the Board of Directors may fill the vacancy by majority vote. The approval of the Nominating Committee



members shall follow that which is prescribed in Article IX of the Bylaws.

**Section 4. Elections of Directors and Officers**

The person receiving the greatest number of votes for a position shall be declared elected, except when more than two names are submitted for any position, a majority shall be necessary for election. In the event no candidate receives a majority vote, a runoff election will be held between the two candidates receiving the highest number of votes.

**Section 5. Certification**

Each member of the election vote counting committee present shall duly certify the tally sheet, keeping its information secret, and it shall promptly be delivered to the President of the Academy, who shall make the results of the election known to the membership. The tally sheet and all ballots shall be kept intact, subject to call of the Board of Directors, for a period of 30 calendar days following the election. All ballots shall be destroyed 30 working days after the election if uncontested, or five days after the final disposition of a contest.

**Article VIII**  
**Academy Meetings**

**Section 1. Annual Business Meeting**

The Annual Business Meeting shall be the annual meeting of Fellows for the purpose of electing directors and officers to the Board of Directors and for transacting such other business as may come before the Fellows. The Annual Business Meeting shall take place at such time and place as designated by the Board of Directors and as set forth in the meeting notice. Only Active and Emeritus Fellows of the Academy, others designated by the Board of Directors and necessary Academy staff shall attend the Annual Business Meeting.

**Section 2. Annual Scientific Meeting**

The annual scientific meeting shall consist of educational and scientific programs and exhibits and shall be scheduled by the Board of Directors to coordinate with the Annual

Business Meeting. Eligibility for attendance by any person at the annual scientific meeting shall be designated by the Board of Directors.

**Section 3. Ceremonial Meetings**

Ceremonial meetings may be scheduled by the Board of Directors in conjunction with the annual scientific meeting.

**Section 4. Special Business Meetings**

A special business meeting of the Academy Fellowship may be called by the President or by resolution of the Board of Directors. Special business meetings may also be called by a written petition to the President signed by at least one-twentieth (1/20) of Fellows entitled to vote at such a meeting. The time, place and location of said meeting shall be fixed by the Board of Directors not less than forty-five (45) days or more than ninety (90) days from the date of receipt of the petition.

**Section 5. Other Meetings**

Regional and other meetings of members may be held with the approval of the Board of Directors.

**Section 6. Notice of Meetings**

Notice of fellow meetings shall be mailed by or at the direction of the Secretary to each fellow, addressed to their residence or usual place of business, not less than five (5) nor more than sixty (60) days prior to the date of the meeting, provided that the notice of a special meeting shall contain the purpose or purposes for which the meeting is called and further provided that in the case of the removal of one or more directors, a merger, consolidation, dissolution or sale, lease or exchange of assets, notice shall be delivered to each fellow of record entitled to vote at such meeting not less than twenty (20) nor more than sixty (60) days before the date of the meeting. In the event of an amendment to the Bylaws which alters the voting rights as provided in Article XV, the meeting notice shall set forth the proposed amendment or a summary of the changes to be affected thereby.

**Section 7. Quorum and Manner of Acting**

# IAIME

Those Fellows present and eligible to vote at any annual or special meeting of the members shall constitute a quorum. Unless otherwise provided for in these Bylaws, the affirmative vote of a majority of the votes present and voted shall be the act of the fellows at a meeting at which a quorum is present. Business may be conducted only when a quorum is present.

## Section 8. Voting Rights

Each fellow entitled to vote shall have one vote on each matter submitted to a vote of the fellows. Voting rights as specified by these Bylaws shall be exercised by such fellow in person. No proxy voting by fellows shall be allowed.

## Article IX

### Committees of the Board of Directors

#### Section 1. Committees of the Board of Directors

The President shall have authority to establish such committees as are deemed necessary to further the purposes and goals of the Academy (the "Committees"). The Committees may be formed as standing committees ("Standing Committees"), subject to the requirements for such committees as set forth in this Article, advisory committees, or special committees formed on an *ad hoc* basis. Unless otherwise provided herein, the Board Committees shall be responsible to the Board of Directors and shall not have authority to take action on behalf of or otherwise bind the Academy or Board of Directors, but shall undertake to review matters described herein and make recommendations to the full Board of Directors.

#### Section 2. General Conditions of Committees

- (a) Except as otherwise provided herein, the membership on all Committees shall be appointed by the President, subject to the approval of the Board of Directors.
- (b) The term of office of members of all Committees shall commence immediately following the meeting at which they are appointed and shall continue until the close of the next annual meeting of the

Board of Directors or until successors are elected and assume their respective duties.

- (c) The chairpersons of all Committees shall be appointed by the President, subject to approval by the Board of Directors. Chairpersons shall act to discharge their duties and obligations in a responsible and timely manner, subject to removal in the event that the Board of Directors determines such action to be in the best interest of the Academy. Vacancies created in the position of committee chairperson shall be appointed for the remainder of the term by the President and subject to approval by the Board of Directors.
- (d) Each Committee shall meet at the call of its chairperson at an hour and place to be stated in the call. A majority of committee members shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.
- (e) Vacancies in the membership of any committee may be filled by an appointment made by the President subject to approval by the Board of Directors.
- (f) Each Committee shall prepare a written report of committee activities for submission to the Board of Directors prior to the Annual Business Meeting and as otherwise requested by the Board.

#### Section 3. Standing Committees: The Executive Committee

Standing Committees shall include, without limitation, the Executive Committee, as set forth below.

- (a) The Executive Committee
  - (1) The Executive Committee shall consist of the President, the Board Chair, Vice

# IAIME

President/President-Elect, the Secretary/Treasurer, as well as additional members appointed by the President from among the Board of Directors, subject to the approval of the Board of Directors. The Board Chair shall preside at all meetings of the Executive Committee.

(2) The Executive Committee shall meet upon the call of the President and shall have the power to transact all regular business of the Academy during the interim between meetings of the Board of Directors; provided, however, that the Executive Committee shall not:

- (a) Adopt a plan for the distribution of the assets of the Academy, or for dissolution;
- (b) Fill vacancies on the Board or on any of its committees;
- (c) Elect, appoint or remove any officer or director or member of any committee;
- (d) Adopt, amend, or repeal the Bylaws or the Articles of Incorporation;
- (e) Adopt a plan of merger or adopt a plan of consolidation with another corporation, or authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the Academy;
- (f) Amend, alter, repeal or take action inconsistent with any resolution or action of the Board of Directors when the resolution or action of the Board of Directors provides by

its terms that it shall not be amended, altered, or repealed by action of a committee; or

(g) Approve or recommend to members any act that is required by the Act or by these Bylaws to be approved by members.

(3) Any action taken by the Executive Committee shall not conflict with these Bylaws, the Academy Policies or the expressed wishes of the Board of Directors, and the Executive Committee shall promptly advise the Board of Directors of its actions.

(4) The Executive Committee shall also function as the Finance Committee until such time as the President and the Board of Directors appoint a Finance Committee. In such capacity, the Executive Committee shall review and make recommendations with respect to the finances of the Academy. The Executive Committee shall make such reports regarding income and expenditures as the Executive Committee determines are appropriate or as the Board of Directors may from time to time direct.

(b) The Examination and Certification Committee

(1) The Examination and Certification Committee shall consist of a Past President of the Academy, the Secretary/Treasurer, two members of the Board of Directors, and two fellows-at-large. The President upon approval of the Board of Directors may appoint additional members.

(2) The term of appointment for the Committee shall be two years, with the exception of the Secretary/Treasurer who shall serve a one-year term. The

# IAIME

Board of Directors and fellows-at-large members shall serve staggered terms so that one Director and one fellow-at-large are newly appointed each year.

- (3) The Committee's purposes are as follows:
- (a) To maintain the integrity of the Certification Examination
  - (b) To be responsible for validation of new questions for the Certification Examination
  - (c) In consultation with psychometric experts, rotate questions and provide new questions as necessary
  - (d) Oversee scoring of the examination
  - (e) Answer and address any issues pertaining to exam integrity
  - (f) Report to the Executive Director and Board of Directors those members and fellows who have successfully passed the certification examination so that their certification can be appropriately recorded and a designation provided through the Academy directory

#### **Section 4. Advisory Committees**

- (a) The President may appoint advisory committees for such purposes and for such duration as may be determined are necessary from time to time, subject to the approval of the Board of Directors. Membership on advisory committees may be comprised of directors, members, professionals or other individuals committed to the

purposes, goals and objectives of the Academy who are willing and able to provide insight, direction or assistance to the Board of Directors upon request.

- (b) The advisory committees of the Board of Directors may include, without limitation, the Continuing Medical Education Committee, the Membership Committee, Nominating Committee, the Publications Committee, the Ethics and Discipline Committee, the Past Presidents Committee, the Bylaws Committee, and the Public Affairs Committee. The President shall appoint a chairperson for each advisory committee, subject to approval by the Board of Directors and in accordance with the provisions of these Bylaws. The duties and responsibilities of the chairperson of each advisory committee and the purpose and function of each such committee shall be as set forth in the Academy Policies or as otherwise determined by the Board of Directors.

#### **Section 5. Special Committees**

The President shall have the authority to appoint special committees as necessary to accomplish a particular purpose, subject to the approval of the Board of Directors.

#### **Section 6. Attendance By Telephone**

Any or all of the members of a committee may participate in a meeting of the committee by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other. Participation in this manner constitutes presence in person at the meeting.

#### **Article X**

#### **Dues and Assessments**

#### **Section 1. General Dues and Fees**

# IAIME

All Academy members shall be required to pay an application fee when applying for membership, an initiation fee upon acceptance to the Academy by the Membership Committee and confirmation by the Board of Directors, annual membership dues as a member or a Fellow, educational course fees, if applicable, and other costs related to Academy membership, as shall be determined from time to time by the Board of Directors.

## **Section 2. Life Membership Alternative**

As an alternative to yearly dues assessment and payment, upon payment of a life membership fee, as set by the Board of Directors, a member and/or fellow would be granted life membership and/or fellowship within the Academy absolving them of the yearly dues assessment. Requirements for continuing membership and/or fellowship as set forth within the Academy's bylaws and policies shall remain in force for a member and/or fellow who elects the life membership payment. In no such circumstance may the member and/or fellow who elects this payment option request refund of any or all of the life membership dues assessment regardless of such circumstances as inability to meet continuing education requirements, death, voluntary termination, loss of license to practice medicine, or any other change in the practice status of the member and/or fellow.

## **Article XI**

### **Parliamentary Authority**

All meetings of the Academy shall be governed by Robert's Rules or Order, Newly Revised, in all cases in which they are applicable and are not inconsistent with these Bylaws and any special rules of order this Academy may adopt.

## **Article XII**

### **Ethics and Discipline**

#### **Section 1. General Principles**

By specific action of the Academy's Board of Directors or Voting Fellowship, policies or positions relating to ethical issues, including conflict of interest may be adopted.

#### **Section 2. Disciplinary Action**

If any member is in good faith believed to have violated the principles of Medical Ethics or the Bylaws of the Academy, or to be otherwise guilty of conduct justifying censure, suspension, or expulsion, any member may file charges against him or her. Such charges shall be made in writing to the President of the Academy. The President shall refer the complaint(s) and/or charge(s) to the Ethics Committee for preliminary investigation.

The Ethics Committee may make whatever investigation it deems necessary, and may, as appropriate, invite the Fellow or Member to meet with representatives of the Committee. The Fellow or Member may provide the Committee with whatever evidence he or she deems proper in defense of such complaint(s) and/or charge(s), and may be represented by counsel.

At the conclusion of their investigation, the Chair of the Ethics Committee shall forward a Committee report with recommendations to the Board of Directors.

The Board of Directors, at its next meeting, shall consider the complaint(s) and/or charge(s) and the Ethics Committee findings and recommendations. The Board shall either dismiss the complaint(s) and/or charge(s) or proceed with a formal hearing process as set forth hereinafter.

If the Board fails to dismiss the said complaint(s) and/or charge(s), it shall within 15 days notify the Fellow or Member of the complaint(s) and/or charge(s) and recommendations for discipline via certified mail. At the same time, the accused shall be notified of the time and place for hearing before the Board of Directors. Said hearing shall be not less than 15 days nor more than 6 months after the service of notice to the accused.

The Board shall, after having given to the accuser and the accused every opportunity to be heard, including oral arguments and the filing and consideration of any briefs, and representation by counsel or other representative, conclude the hearing and vote to either exonerate, censure, suspend, or expel the accused Fellow or Member. Any disciplinary action of a Fellow or Member shall require approval of three-fourths (3/4) vote of the Board of Directors. The decision of the Board shall be written and delivered via certified mail, to the accused no later than 15 days after the Board decision.

# IAIME

The status of such Fellow or member shall be unaltered during these proceedings.

The decision of the Board shall be final.

## Section 3. Representations

No individual shall represent himself or herself and no organization shall represent itself as a member, nor use the name, designation, symbol(s) nor corporate seal of this Academy without the prior written approval of the Academy.

## Article XIII Indemnification

### Section 1. Indemnification and Insurance

- (a) The Academy shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Academy) by reason of the fact that he or she was a director, officer, employee or agent of the Academy, or who is or was serving at the request of the Academy as a director, officer, employee or agent of another association, corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Academy, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create

a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Academy or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

- (b) The Academy shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Academy to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of the Academy, or is or was serving at the request of the Academy as director, officer, employee or agent of another foundation, association, college, corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Academy, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Academy, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses as the court shall deem proper.

- (c) To the extent that the director, officer, employee or agent of the Academy has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in subsections (a) and (b), or defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.
- (d) Any indemnification under subsection (a) and (b) (unless ordered by a court) shall be made by the Academy only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in subsections (a) or (b). Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.
- (e) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Academy in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Academy as authorized in this section.
- (f) Indemnification provided by this section shall not be deemed exclusive of any

other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

- (g) The Academy may purchase and maintain insurance on behalf of any such person who is or was a director, officer, employee or agent of the Academy, or who is or was serving at the request of the Academy as a director, officer, employee or agent of another foundation, association, corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Academy would have the power to indemnify such person against such liability under the provisions of this indemnification section.

## **Section 2. Enforcement of Bylaws and Policies.**

All applicants to and all members (including fellows) of the Academy shall be required to hold harmless the Academy, its Board of Directors, its officers, its members, its representatives, and its employees from all claims of damages of any kind that might arise out of the enforcement of these Bylaws and the Academy Policies.

### **Article XIV**

#### **Gender**

The Academy is open to persons of both sexes and does not discriminate against any person because of sex. The

# IAIME

wording herein referring to masculine or feminine gender includes the other gender. No discrimination against either gender is intended.

**Article XV**  
**Amendments**

**Section 1. Amendments**

Amendments to these Bylaws may be proposed by the Board of Directors, or by a petition signed by any twenty-five fellows eligible to vote. Proposed amendments will be given to the Bylaws Committee for review. The Bylaws Committee shall evaluate the appropriateness of any amendment for inclusion in the Bylaws of the Academy. After fulfilling its responsibility, the Committee will issue a report to the Board of Directors on proposed amendments.

**Section 2. Voting of Bylaws Amendments**

- (a) A proposed amendment to the Bylaws may be presented to the fellows eligible to vote by mail and passed by mail vote. Amendment ballots shall be sent out with the proposed amendments along with the present provisions. The ballots must be returned within thirty working days from the date of mailing from the central office. The voting period shall be printed on the ballot. After the close of voting, the Nominating Committee shall convene (as an Election Committee) and supervise the vote count. Each member of the Nominating Committee shall duly certify the tally sheet. The chair will promptly report the results to the President of the Academy. The results shall then be made known to the Academy members. Following a mail vote, the revised Bylaws shall take effect immediately after the vote count unless otherwise indicated therein.
- (b) Proposed Amendments to the Bylaws may be presented to the fellows eligible to vote at the annual or a special

meeting of the Academy. The proposed amendments shall be mailed out to the fellows eligible to vote at least thirty (30) days in advance of such meetings with the same provisions. The voting on the proposed amendments shall take place at the meeting, and the results of the voting shall be announced at the meeting.

- (c) Votes Required for Bylaws Changes: A Majority of the fellows voting either by mail or at a meeting shall be required to amend the bylaws.

**Article XVI**  
**Dissolution**

Upon the dissolution or liquidation of the Academy, the board of directors of the Academy (the "Board of Directors" or the "Board") shall: (1) pay or make provision for the payment of all the liabilities of the Academy; and (2) return, transfer or convey all the property and assets of any nature of the Academy to an Illinois not-for-profit corporation organized and operated for purposes consistent with the purposes of the Academy or otherwise in such manner as the Board of Directors shall so determine in accordance with the Act or any other applicable law. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office is located, to such organization or organizations as such court shall determine, which are organized and operated for such purposes.

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