

Cover letter for the membership

This document lists the proposed changes to the IAMSE bylaws.

Proposals for change:

- On several places in the bylaws, the words “his/hers” have been replaced by “theirs”, and “he/she” by “they”
- **Article V, Officers, sections 4, 5 and 6:** in the current bylaws it has not been described in detail what should happen if a vacancy occurs in one or more Officer positions. The new wording makes sure it is clear what should be done in such circumstance.
- **Article VI, Board of Directors:** some small grammar corrections.
- **ARTICLE VII. Nominations and Elections:** some small grammar corrections.
- **ARTICLE VIII. Standing Committees, section 1:** We propose changes to the membership terms of Chairs and Committee Members to provide more opportunity for members to serve in a membership role. Chairs will serve a two-year term and members will now serve 3-year terms. A Vice-Chair will be introduced to assist the Chair in their duties.
- **ARTICLE VIII. Standing Committees, section 4:** The membership of the Professional Development Committee will change into the chairs of committees with missions relevant to professional development activities, plus several IAMSE members with interest in professional development activities, to provide more opportunity for members to serve in a membership role.
- **ARTICLE IX. Membership Meetings:** The quorum for transaction of business at the business meeting will be changed to a simple majority of the active membership present, to give the membership more opportunity to vote on proposals.

<p>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 State of West Virginia</p>	<p><i>No amendments</i></p>
<p>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.</p>	<p><i>No amendments</i></p>
<p>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.</p>	<p><i>No amendments</i></p>
<p>ARTICLE IV. Membership</p> <ul style="list-style-type: none"> • 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 in good standing shall have the right to vote, hold office, and serve on committees. To be in good standing, a member must not be more than six months in arrears in his/her dues and financial obligations to the Association. Individuals more than six months in arrears in their dues will be declared inactive, but retained on the membership rolls for an additional six months. 	<ul style="list-style-type: none"> • Section 2. All individuals who are members in good standing shall have the right to vote, hold office, and serve on committees. To be in good standing, a member must not be more than six months in arrears in their dues and financial obligations to the Association. Individuals more than six months in arrears in their dues will be declared inactive, but retained on the membership rolls for an additional six months.

<p>Inactive members can reinstate their good standing by payment of current and all past dues.</p> <ul style="list-style-type: none"> • Section 3. Individuals whose dues are more than one year in arrears shall be dropped from the membership rolls. 	<p>Inactive members can reinstate their good standing by payment of current and all past dues.</p>
<p>ARTICLE V. Officers</p> <ul style="list-style-type: none"> • Section 1. The Officers of the Association shall be the President, President-Elect, Secretary, Treasurer, and the Immediate Past-President. The election procedure is as described in Article VII. • Section 2. President. The President of IAMSE is the highest ranking officer of the Association and is directly accountable to the membership and the Board. The President leads the Board of Directors in development of the strategic goals and objectives of the organization and provides direction and leadership. The President serves as the Chair of the Board of Directors, Executive Committee and Annual General Meetings. A detailed position description, approved by the Board, shall be maintained on the Association’s website. • Section 3. Immediate Past-President. In those years when a new President is elected, the current President assumes the office of Immediate Past-President. The Immediate Past-President remains in office until a new Immediate Past-President assumes the office. A vacancy in the office of Immediate Past-President cannot be filled by appointment. A detailed position description, approved by the Board, shall be maintained on the Association’s website. • Section 4. President-Elect. The President-Elect is the second highest ranking officer of the Association and shall support the President to advance the work of the Association. At the end of the term, the President-Elect shall assume the office as President of the Association. 	<ul style="list-style-type: none"> • Section 4. President-Elect. The President-Elect is the second highest ranking officer of the Association and shall support the President to advance the work of the Association. At the end of the term, the President-Elect shall assume the office as President of the Association.

In the event that the President is temporarily unable to fulfill her/his duties to the Association, the President-Elect may be appointed Acting President by the Board of Directors. If the President resigns or is unable to fulfill their duties for an extended period, the President-Elect shall become the President and a new President-Elect shall be elected by a majority vote in a special election of the Board of Directors within 30 days. A detailed position description, approved by the Board, shall be maintained on the Association's website.

- Section 5. Secretary. The Secretary oversees the recording of proceedings of meetings of the Association and the Board of Directors, and is responsible for the Association's correspondence. A detailed position description, approved by the Board, shall be maintained on the Association's website.
- Section 6. Treasurer. The Treasurer oversees the financial records of the Association according to standard accounting practices, and, whether performed personally or through the Association's

In the event that the President is temporarily unable to fulfill **their** duties to the Association, the President-Elect may be appointed Acting President by the Board of Directors. If the President resigns or is unable to fulfill their duties for an extended period, the President-Elect shall become the President and a new President-Elect shall be elected by a majority vote in a special election of the Board of **Directors** within 30 days. **Both officers will serve out the term of the individuals they replace followed by a full term in the same position if the remaining term when vacancy arises was 16 months or less. If the President-Elect resigns or is unable to fulfill their duties for an extended period, a new President-Elect shall be elected by a majority vote in a special election of the Board of Directors within 30 days.** A detailed position description, approved by the Board, shall be maintained on the Association's website.

- Section 5. Secretary. The Secretary oversees the recording of proceedings of meetings of the Association and the Board of **Directors** and is responsible for the Association's correspondence. **If the Secretary resigns or is unable to fulfill their duties for an extended period, a new Secretary shall be elected by a majority vote in a special election of the Board of Directors within 30 days. The new Secretary will serve out the term of the individual they replace and has the option of running for the same position if the remaining term of service was 16 months or less.** A detailed position description, approved by the Board, shall be maintained on the Association's website.
- Section 6. Treasurer. The Treasurer oversees the financial records of the Association according to standard accounting practices, and, whether performed personally or through the Association's

administrative office, is responsible for safeguarding the Association's funds. The Treasurer presents periodic reports on the financial status of the Association to the Board of Directors and a full report to the membership at the Annual Association Meeting. A detailed position description, approved by the Board, shall be maintained on the Association's website.

administrative office, is responsible for safeguarding the Association's funds. The Treasurer presents periodic reports on the financial status of the Association to the Board of Directors and a full report to the membership at the Annual Association Meeting. **If the Treasurer resigns or is unable to fulfill their duties for an extended period, a new Treasurer shall be elected by a majority vote in a special election of the Board of Directors within 30 days. The new Treasurer will serve out the term of the individual they replace and has the option of running for the same position if the remaining term of service was 16 months or less.** A detailed position description, approved by the Board, shall be maintained on the Association's website.

ARTICLE VI. Board of Directors

- Section 1. The Board of Directors shall be the principal governing body of the Association. The Board of Directors shall consist of eleven (11) Directors plus four (4) Officers plus the Immediate Past-President, if the Immediate Past-President is not an elected Director. When the Immediate Past-President is not an elected Director, the Immediate Past-President would be an ex-officio member of the Board of Directors and the Executive Committee until a new Immediate past President assumes the office. In that capacity, the Immediate Past-President has a vote only to prevent a tie (so when an even number of Directors and/or Officers is present).
- Section 2. Directors shall be elected for a three (3) year term. The terms shall be staggered and at least three (3) seats will be elected annually. Directors may not be elected to serve consecutive terms but may be reelected after an absence of one year. The election procedure for Directors is described in Article VII.
- Section 3. 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. Board meetings may be held in person, by teleconference, or other electronic means. A proposed agenda and supporting materials shall be made available to Board members prior to a Board meeting.

- Section 4. A quorum shall consist of one more than half the current number of Board members and must include at least two members of the Executive Committee.
- Section 5. In the event a vacancy occurs on the Board in a Director position, the President shall, with the approval of the Board, appoint a member to fill the vacancy. These appointed members shall serve out the term of the individuals they replace on the Board. The new Director shall complete the term of the former Director and shall be eligible for reelection if the remaining term is less than two years. Individuals joining the Board of Directors by appointment as a Director shall not serve more than three consecutive years in that office as a Director in addition to the partial term they served as replacement. In the event a vacancy occurs in an Officer position, the Board will immediately elect a new officer to that position in accordance with Article VII. The elected member takes office immediately, shall serve out the term of the individual she or he replaces as an Officer and will still be eligible for one complete term (of two years) in that same Officer position in addition to the partial term she or he served as a replacement.
- Section 6. With the approval of the Executive Committee, the President may recommend that any Board member be removed from office by the following procedure: 1) reasons for the proposed action must be provided in writing to the member, 2) the member shall have 60 days in which to represent themselves at a meeting of the Board, 3) a two-thirds vote of the current number of Board members shall then decide.

- Section 5. In the event a vacancy occurs on the Board in a Director position, the President shall, with the approval of the Board, appoint a member to fill the vacancy. These appointed members shall serve out the term of the individuals they replace on the Board. The new Director shall complete the term of the former Director and shall be eligible for reelection if the remaining term is **two years or less**. Individuals joining the Board of Directors by appointment as a Director shall not serve more than three consecutive years in that office as a Director in addition to the partial term they served as replacement. In the event a vacancy occurs in an Officer position, **the Board will elect** a new officer to that position in accordance with Article VII. The elected member takes office immediately, shall serve out the term of the individual **they replace** as an Officer and will still be eligible for one complete term (of **three** years) in that same Officer position in addition to the partial term **for which they** served as a replacement.

ARTICLE VII. Nominations and Elections

- Section 1. Nominations. The Nominating Committee shall on or before January 25th submit to the Association Manager a list of candidates for each position subject to election in that year. At least one candidate must be a non-US member. The names of these individuals, and other such supportive materials as deemed appropriate by the Nominating Committee, shall be posted to the Association’s website on or before February 1. The Association’s administrative office shall mail or fax a copy of these materials to those IAMSE members who have previously indicated they do not have Internet access. Between February 1 and February 15, members may petition for additional candidates to be added to the ballot. Such nomination petitions may consist of either a single document or separate letters. To be nominated by petition, each candidate must have the support of at least 15 IAMSE members in good standing. All petitions and letters must be addressed to and received by the Association Manager on or before midnight Eastern Time (GMT-5) of February 15.
- Section 2. Elections. On March 1, a secured, electronic ballot shall be activated on the Association’s website, along with instructions for electronic voting. All ballots must be electronically submitted to the website on or before midnight Eastern Time (GMT-5) March 15 to be counted. Results shall be posted to the Association’s website by April 1. A plurality of the votes cast is needed for election. In the event of a tie, the election shall be decided prior to April 1 by a majority vote of the current number of Board members.
- Section 3. Newly elected Directors will assume their office at the conclusion of the Association’s annual meeting.

- Section 4. The Officers (of the association President, President-Elect, Secretary and Treasurer) shall be elected by a majority vote of the Board of Directors by electronic vote before December 15th, and assume their duties on January 1st. If the elected Officer is a current Director, the newly elected Officer must resign as a Director before assuming the role as an Officer. Officers serve a two-year term of office, and may not serve consecutive terms. However, they may be reelected to the same office after an absence of one year. An Officer may be elected to a different position on the Executive Committee immediately following his/her current term. There is no limit on the number of times an individual may serve as an Officer. The President-Elect, Treasurer, and Secretary shall be elected by the Board of Directors as described in Section 5 below. Officers may be removed by a two-thirds vote of the entire membership of the Board of Directors.
- Section 5. Nominations for Officers. In the year the Officers are to be elected, a special Officer Nominating Committee will be formed, composed of the Immediate Past-President, President-Elect, two members from the IAMSE Nominating Committee (elected by the Nomination Committee) and one current Director (elected by the Board of Directors). No committee member can be a concurrent candidate for an Officer position. The special Officer Nominating Committee shall on or before November 1st submit to the Association Manager a list of candidates for each Officer position. Candidates must be IAMSE members in good standing. The names of these individuals, and other such supportive materials as deemed appropriate by the Nominating Committee, shall be posted to the password protected Board website on or before November 7th.

- Section 4. The Officers **of the Association** (President, President-Elect, Secretary and Treasurer) shall be elected by a majority vote of the Board of Directors by electronic vote before December 15th and assume their duties on January 1st. If the elected Officer is a current Director, the newly elected Officer must resign as a Director before assuming the role as an Officer. Officers serve a two-year term of office and may not serve consecutive terms. However, they may be reelected to the same office after an absence of one year. An Officer may be elected to a different position on the Executive Committee immediately following **their** current term. There is no limit on the number of times an individual may serve as an Officer. The President-Elect, Treasurer, and Secretary shall be elected by the Board of Directors as described in Section 5 below. Officers may be removed by a two-thirds vote of the entire membership of the Board of Directors.

<ul style="list-style-type: none">• Section 6. If a conflict arises concerning elections of Directors or Officers, the current Chair of the IAMSE Nominating Committee and 2 recent Past Presidents will be appointed to resolve any conflicts.	
<p>ARTICLE VIII. Standing Committees</p> <ul style="list-style-type: none">• Section 1. Membership and Term of Service. Standing Committees are defined in these Bylaws and can only be removed or redefined by majority vote of the membership. Other committees may be created by the Board to serve specific duties important to the organization • Chairs of Standing Committees, except the Executive Committee, are nominated by the President and approved by the Board. They serve three-year terms until the close of the next Annual Business Meeting and may be reappointed.	<ul style="list-style-type: none">• Section 1. Membership and Term of Service. Standing Committees are defined in these Bylaws and can only be removed or redefined by majority vote of the membership as defined in Article X. Other committees may be created by the Board to serve specific duties important to the organization. • Chairs of Standing Committees, except the Executive Committee and the Finance and Organizational Development Committee, are nominated by the President and approved by the Board. Chairs of Standing Committees serve two-year terms. At the completion of the term, the Chair cannot be reappointed for a consecutive term and must leave the committee for at least 1 year before seeking to be reinvolved with the same committee. Membership terms start on July 1. The Standing Committees, except the Executive Committee, the Nominating Committee, and the Finance and Organizational Development Committee, will elect from their members a Vice-Chair to assist the Chair in their duties and replace the Chair if they are temporarily unable to fulfill their duties. Following their term, the Vice-Chair may be appointed for a 2-year term as Chair with approval of the President and the Board of Directors.

- Members of Standing Committees, except the Executive Committee, the Professional Development Committee and the Nominating Committee, are appointed by the committee Chair, who will notify the Board of all committee membership changes. All appointed members shall serve one-year terms until the close of the next Annual Business Meeting and may be reappointed.
- Section 2. Executive Committee. The Executive Committee, which consists of the Officers, shall make decisions and take actions on behalf of the Board in between Board meetings. The President shall call meetings of the Executive Committee.
- Section 3. Nominating Committee. The Nominating Committee shall be responsible for determining a suitable group of candidates for election to the Board of Directors. It shall consist of five members who are neither current members of the Board nor current Committee Chairs. They may not be current candidates for the IAMSE Board. The President shall appoint a Chair plus two members with the approval of the Board of Directors. Two members shall be nominated and elected by the membership at the Annual General Meeting.

- Members of Standing Committees, except the Executive Committee and the Nominating Committee, are appointed by the committee Chair, who will notify the Board of all committee membership changes. **Members of Standing Committees, except the Executive Committee, the Nominating Committee, and the Finance and Organizational Development Committee, will serve 3-year terms and may seek a single additional 1-year term as a member of the committee, subject to a majority vote by the committee members and approval of the Executive Committee. At the completion of the term, the committee member must leave the committee for at least 1 year before seeking to be reinvolved with the same committee. Committee membership terms start on July 1.**

- Section 4. Professional Development Committee. The Professional Development Committee shall be responsible for recommending the overall scientific and educational programs of the Association to the Board. Membership will include the current IAMSE President, President-Elect and Chairs of the Publications Committee and of other Committees with missions relevant to professional development activities, as determined by the Board.
- Section 5. Publications Committee. The Publications Committee shall be responsible for oversight and management of all publications of the Association. They will work in concert with the Editorial Board of the Association's journal.
- Section 6. Membership Committee. The Membership Committee shall be responsible for evaluating the needs of the membership and recommending appropriate ways to meet those needs. The committee will develop methods and programs for active membership recruitment and retention.
- Section 7. Finance and Organizational Development Committee. The Finance and Organizational Development Committee shall assist the Treasurer, who shall serve as Committee Chair, in maintaining the financial health of the Association, including preparation of the annual budget. It will also be responsible for pursuing appropriate federal, foundation, corporate, and private funding to support the work of the Association. The Committee shall be chaired by the Treasurer.

- Section 4. Professional Development Committee. The Professional Development Committee shall be responsible for recommending the overall scientific and educational programs of the Association to the Board. Membership will include the current IAMSE President and President-Elect as ex-officio members, and the chairs of committees with missions relevant to professional development activities as defined by the Board of Directors. Additional members shall include at least 4 IAMSE members with interest in professional development activities.
- Section 5. Publications Committee. The Publications Committee shall be responsible for oversight and management of all publications of the Association. They will work in concert with the Editorial Boards of the Association.

<p>ARTICLE IX. Membership Meetings</p> <ul style="list-style-type: none"> • Section 1. Annual General Meeting Time, Place, and Purpose. The Annual General Meeting of the Association shall be held at such time and place as may be selected by the Board of Directors and stated in the Notice of Meeting. The Annual General Meeting shall include the transaction of such other business as may properly be brought before the membership. • Section 2. Notice of Meetings. The Association Manager shall give notice of all Association meetings stating the place, day, and hour of the meeting and, in case of a Special Meeting, the purpose for which the meeting is called. Such notice of special meetings shall be not less than ten nor more than fifty days before the date of the meeting. Notice of the Annual General Meeting is to be given no later than the prior Annual General Meeting. • Section 3. Quorum. A quorum for transaction of business shall be not less than 10% of the total membership in good standing. • Section 4. Voting and Representation. Each member who is present shall be entitled to one vote at all IAMSE meetings. A membership roll showing the list of members as of the record date, certified by IAMSE's Secretary, shall be produced at any meeting of the members upon request. All persons appearing on such membership roll shall be entitled to vote. 	<ul style="list-style-type: none"> • Section 3. Quorum. A quorum for transaction of business shall be a simple majority of the active membership present.
<p>ARTICLE X. Amendments</p>	<p><i>No amendments</i></p>

- 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, bearing the signatures of at least 15 members in good standing.
- Section 2. Notice of proposed amendments, shall be posted to the Association's website on or before March 1. The Association's administrative office shall mail or fax a copy of these materials and the slate of nominees, described in Article VII, Section 1, to those IAMSE members who have previously indicated they do not have Internet access. On April 1, a secured, electronic ballot shall be activated on the Association's website, along with instructions for electronic voting. The Association's administrative office will mail or fax a ballot containing the proposed changes and the slate of candidates, described in Article VII, Section 2, to those IAMSE members who have previously indicated they do not have Internet access. All ballots must be electronically submitted to the website or received in the post by the Secretary on or before midnight Eastern Time (GMT-5) of April 30 to be counted. The Secretary shall tally the votes and send the results to the Association Manager for posting on the Association's website by May 15.
- 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. Notice of proposed amendments shall be posted on the Association website for a 30-day period prior to balloting. At the end of the posting period, a secured electronic ballot shall be activated on the Association's website, along with instructions for electronic voting. The Association's administrative office shall mail or fax appropriate information and a ballot to those IAMSE members who have previously indicated they do not have Internet access. All ballots must be electronically submitted to the website or received in the post by the Secretary within 30 days of the opening of balloting. The Secretary shall tally the votes and send the

<p>results to the Association Manager for posting on the Association’s website.</p> <ul style="list-style-type: none"> • Section 4. All amendments of the bylaws require an affirmative vote of two-thirds of the members in good standing who submit valid ballots. 	
<p>ARTICLE XI. Indemnification</p> <p>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.</p> <p>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.</p>	
<p>ARTICLE XII. Other Provisions</p> <ul style="list-style-type: none"> • Section 1. The fiscal year of the Association shall be on a calendar year basis (January 1 to December 31). • Section 2. The Association shall be governed by Robert’s Rules of Order, as currently revised. In case of a conflict between Robert’s Rules of Order and these bylaws, the bylaws shall take precedence. 	

<p>ARTICLE XIII. 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 State of West Virginia.</p>	