

Bylaws of the American Physician Scientists Association

Article I - Name

The name of this organization shall be the American Physician Scientists Association (APSA). It shall be an Illinois not-for-profit corporation.

Article II - Purpose

Section 1 – Core Purpose.

APSA is a national organization dedicated to addressing the needs of future physician scientists with respect to their training and career development.

Section 2 - Mission.

The mission of APSA is to be a voice for physician-scientist trainees at all levels, helping them realize their educational and professional goals.

Section 3 - Objectives.

APSA strives to be:

- a. The professional society for physician-scientist trainees
- b. Provide educational and career development services for physician-scientist trainees (both members and non-members of APSA)
- c. Identify and address issues relevant to the physician-scientist career

Section 4 – Nonprofit purposes. This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code.

Article III – Board of Directors

Section 1 – General composition

The Board of Directors (BoD) shall have:

- a. 12 voting members of the BoD of whom at least 5 members shall be former or current officers of APSA, and at least 5 members who have never served as officers of APSA
- b. The current President of the corporation as one of the BoD members
- c. Up to 12 non-voting, termed ex-officio, members

Section 2 – Special officers

The Board of Directors (BoD) shall have:

- a. A Chair for a term of 2 years who will then succeed as Immediate-past-chair
- b. A Vice-chair for a term of at most 2 years, to be elected by the BoD, who will then succeed as Chair
- c. An Immediate-past-chair for a term of 2 years as a voting BoD member

Section 3 – Committees

- a. Permanent committees: With the approval of the BoD, the BoD may establish permanent committees to conduct the business and educational affairs of APSA. These permanent committees shall be defined and their duties described in the

APSA policies and procedures manual. Creation, dissolution and modification to the number and duties of the permanent committees shall be executed by majority vote of the BoD.

- b. Ad Hoc Committees: From time to time, the Chair of the BoD may establish an ad hoc committee and appoint its membership.

Section 4 – Powers

The activities and affairs of APSA shall be conducted and all corporate powers shall be exercised by or under the direction of the BoD.

Section 5 – Duties

It shall be the duty of the Directors to:

- a. Perform any and all duties as directed by these bylaws and the BoD majority
- b. Certify and keep these bylaws as amended or otherwise altered to date
- c. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees (including but not limited to the Executive Director and other staff support) of the corporation
- d. Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly
- e. Meet at such times and places as listed in these bylaws and as agreed upon by the BoD majority
- f. Be custodians of the records and of the seal of the corporation and affix the seal when necessary

Section 6 – Election and terms

Each Director shall:

- a. Be proposed as a candidate by the current BoD members and the officers of APSA and nominated through the Nominations Committee
- b. Be elected by the BoD
- c. Hold office for a term period of three years; or complete the remainder of a three year term if elected during an already ongoing term period
- d. Be removed from the BoD upon unanimous decision of the remaining BoD

Section 7 – Meetings and Actions

The BoD shall meet to conduct the operations of APSA (BoD Meeting) and enact Resolutions or Acts of the BoD with the following provisions:

- a. The BoD shall convene either in person or using a communication medium, such as a teleconference, as a quorum of at least $\frac{1}{2}$ the total number of directors (not counting the Chair), the Chair (or a designate), and the Executive Director if one exists (or a designate), at least twice yearly
- b. Other meetings may be convened upon agreement of the BoD utilizing various forms of communication as agreed upon by the BoD
- c. An official Resolution or Act by the BoD will require a motion for the Act, a second confirmation of the motion and a majority affirmative vote of the total voting BoD members
- d. Voting may be performed via electronic or virtual means upon agreement of the BoD

- e. The adoption of the yearly Budget of the corporation and voting on financial matters whose value exceeds a threshold specified by the voting BoD members, shall require a 75% affirmative vote by the BoD.
- f. Specific delineation of elements of the bylaws that do not require an amendment to the bylaws will be incorporated into an Operations Manual with a majority affirmative vote

Section 8 – Liability

The directors shall:

- a. Not be personally liable for the debts, liabilities, or other obligations of APSA
- b. Be indemnified by APSA to the fullest extent permissible under the laws of this state
- c. Adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of APSA (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent acting on behalf of APSA

Article IV – Officers of APSA

Section 1 – Composition

The officers of APSA shall comprise the Executive Council (abbreviated as “EC” hereafter).

The EC shall consist of the following:

- a. President
- b. President-Elect
- c. Vice-president
- d. Standing Committee Chairs

Section 2 – Election and Terms of office

The officers of APSA (Executive Council, EC) shall be:

- a. Members of APSA in good standing
- b. Elected by a majority vote of the Institutional Representatives (defined in Article V, Section 2) by electronic ballot, after the annual meeting. A voting quorum of 50% of all existing Institutional Representatives in each year will be required.
- c. Serve a term of 1 year
- d. Removed from office by a majority vote of the APSA BoD or by a 75% majority vote of the APSA EC
- e. Replaced, in the case of a vacancy during an on-going term, by the EC with final approval by the BoD

Section 3 – Duties of the President

The President of APSA shall:

- a. Be the chief executive officer of the corporation
- b. Report to the BoD
- c. Supervise and control the affairs of the corporation and the activities of the officers

Section 4 – Duties of the Vice President

The Vice President of APSA shall:

- a. In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the president

Section 5 – Duties of the President-Elect:

The President-Elect of APSA shall:

- a. Shall become President of APSA after completion of the current term
- b. In the absence of the President and the Vice-President, or in the event of their inability or refusal to act, the President-Elect shall perform all the duties of the president

Section 6 – Acts of the Executive Council Officers

Officers of APSA shall carry out their duties utilizing acts that:

- a. Are necessary and sufficient to enact a specific need of the EC in governing the organization, but will not alter the Bylaws of the organization in any manner
- b. Shall be introduced by the acting President
- c. Must be approved by majority vote of the EC
- d. Must be approved by majority vote of the Board after EC approval has taken place
- e. May be repealed by a 2/3 majority of the EC or by majority of the Board
- f. Shall be kept in a repository of all Internal Policies rejected, passed, and/or repealed

Section 7 – Liability

The APSA officers shall:

- a. Not be personally liable for the debts, liabilities, or other obligations of APSA
- b. Be indemnified by APSA to the fullest extent permissible under the laws of this state

Article V – Members

Section 1. Membership Classes and Fees

The BoD shall, by majority affirmative vote, establish classes of membership, and shall designate the rights, responsibilities, and fees associated with each class of membership

Section 2. Institutional Representatives

Each Institutional Representative shall:

- a. Be designated by each medical institution (an allopathic or osteopathic school in the United States of America) as their sole official representative for APSA
- b. Have voting rights for the annual election of APSA's Officers and from time to time at other occasions following a request by resolution of the APSA BoD
- c. Meet any additional criteria designated by majority affirmative vote of the BoD

Section 3. Non-liability of Members

The APSA Members shall not be personally liable for the debts, liabilities, or other obligations of APSA

Section 4. Non-transferability of Memberships

No member may transfer a membership or any right arising therefrom to another individual or entity. All rights of membership cease upon the member's death.

Section 5. Termination of Membership

Individual membership may be terminated according to criteria determined by majority affirmative vote of the BoD, including but not limited to:

- a) Failure to provide payment of membership dues within a specified due date

- b) After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the BoD that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation
- c) Any person or entity expelled from the corporation shall receive a refund of dues already paid for the current dues period.

Section 6. Meetings of Members

Members shall:

- a) Meet at the APSA Annual Meeting whose location and timing will be designated by the BoD
- b) Be encouraged to organize additional meetings such as Regional Meetings with the purpose of advancing the mission of the APSA, for whose planning and execution the organizers may receive financial assistance from the APSA, pending resolution by the APSA BoD
- c) Be encouraged to form Local Chapters of APSA, or other similar groups, at their medical institutions and hold local meetings with the purpose of advancing the mission of the APSA, for whose planning and execution the organizers may receive financial assistance from the APSA, pending resolution by the APSA BoD

Article VI - Amendment of Bylaws

The current bylaws of APSA shall be amended or repealed, as necessary, by 75% majority approval by the APSA BoD

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing bylaws, consisting of the 5 preceding pages, as the bylaws of this corporation.

Dated: January 9, 2015

Names, Office Titles, Signatures of all current voting BoD members of APSA

Ivayla I. Geneva, MD, PhD
Chair

David Engman, MD, PhD
Director

Michael Guo
President

Shwayta Kukreti, MD, PhD
Director

Moshe Levi, MD
Vice Chair

David Markovitz, MD
Director

Jaimo Ahn, MD, PhD
Director

Kofi Mensah, MD, PhD
Director

Lawrence Brass, MD, PhD
Director

Kerry O'Banion, MD, PhD
Director

Dania Daye MD, PhD
Director

Eric Schauburger, MD, PhD
Director