

*Proposed New AMWA Constitution  
As approved for adoption by AMWA Board of Directors on October 3, 2016*

**\*\*\*FOR AMWA MEMBERSHIP VOTE\*\*\***

*The proposed new Constitution must be submitted to the membership for approval, and it will become effective if approved by three-fourths of the voting members who return mail ballots within 30 days. Ballots need to be received by March 6, 2017.*

**AMERICAN MEDICAL WRITERS ASSOCIATION  
CONSTITUTION**

**Article I: NAME AND OFFICE**

The name of the organization shall be American Medical Writers Association, hereinafter referred to as AMWA. The principal office of AMWA shall be designated by the Board of Directors.

**Article II: PURPOSE AND OBJECTIVES**

AMWA is incorporated under the General Not-for-Profit Corporation Act of the State of Illinois, United States of America, and it has the following aims and objectives:

1. To bring together into one association those persons who are engaged or interested in any aspect of communication in the medical or allied professions and sciences
2. To promote standards of excellence in medical communication
3. To inform and encourage its members and others interested in improving the quality and effectiveness of communication of medical or related scientific material
4. To provide the educational opportunities that lead to, support, and enhance excellence in medical communication

**Article III: MEMBERS**

Membership is available to persons engaged or interested in any aspect of communication in the medical or allied professions and sciences, subject to application and approval requirements as specified by the Board of Directors.

**Article IV: BOARD OF DIRECTORS**

1. The Board of Directors formulates the policies and programs of AMWA in accordance with the objectives of AMWA stated in Article II herein.
2. The Board of Directors consists of the officers and other directors elected or appointed in a manner and for the terms of office set forth in the Bylaws. All directors must be voting members of AMWA in good standing.
3. The Board of Directors may create an Executive Committee consisting of three or more directors who shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors except for the power to amend the Articles of Incorporation, Constitution, and Bylaws and to remove members.
4. The Executive Committee is subject to the direction and control of the Board of Directors.
5. The Board of Directors shall meet at a time and place designated by the Board of Directors and as set forth in the Bylaws.
6. The Board of Directors has the power to approve the organization of and the granting of charters to chapters.

#### **Article V: OFFICERS**

The officers of AMWA are President, President-Elect, Immediate Past President, Secretary, and Treasurer. All officers must be voting members of AMWA in good standing. The Bylaws shall set forth the qualifications and election of officers.

#### **Article VI: AMENDMENTS**

1. An amendment to the Constitution may be proposed by any voting member who submits the proposed amendment in writing to the Secretary of AMWA. Such a proposed amendment must be signed by five (5) active members of AMWA before being submitted.
2. The Secretary will circulate the proposed amendment to the Board of Directors at least 15 days before the next regular or special Board meeting.
3. The Board of Directors will vote on the proposed amendment at either a regular or a special meeting.
4. If approved by two-thirds of the members of the Board of Directors voting, the proposed amendment is then submitted in writing by the Secretary to the membership, and it becomes effective if approved by three-fourths of the voting members who have returned mail or electronic ballots thereon within 30 days.
5. This Constitution, or any amendment thereto, shall take effect upon its adoption, whereupon the previous Constitution or that portion thereof to which amendment or substitution has been made shall become null and void.

#### **Article VII: OPERATION**

1. AMWA will operate as an organization within the meaning of Section 501(c)(3) of the Internal Revenue Code ("the Code").
2. AMWA will neither have nor exercise any power, nor will it engage directly or indirectly in any activity, that would invalidate its status as a tax-exempt organization within the meaning of Section 501(c)(3) of the Code.
3. Notwithstanding any other provision of the Constitution or Bylaws, no director, officer, employee, or agent of AMWA is permitted to take any action or carry on any activity by or on behalf of AMWA that is not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Code.
4. No part of the net earnings of AMWA may inure to the benefit of, or be distributable to, any director, officer, employee, or agent of AMWA.

#### **Article VIII: DISSOLUTION**

If AMWA dissolves, the balance of the money and property received by AMWA, after payment of all of its debts and obligations, must be used, distributed, or transferred exclusively to a 501(c)(3) organization or organizations with a substantially similar purpose or purposes to those for which AMWA is organized. The Board of the Directors will choose the specific organization or organizations to which such a distribution will be made. No director, officer, employee, or agent of AMWA, nor any private individual, will be entitled to any distribution or division of the remaining property or proceeds of AMWA.

approved for adoption by AMWA Board of Directors October 8, 2016  
for AMWA Membership vote