

Bylaws of the Society of General Internal Medicine

ARTICLE I NAME, OFFICES AND PURPOSES

1.1 *Name.* The name of the Corporation is Society of General Internal Medicine, hereinafter referred to as the Society.

1.2 *Registered Office.* The registered office of the Society shall be in the Commonwealth of Pennsylvania.

1.3 *Other Offices.* The Society may have such other offices in such places as the Council may from time to time designate.

1.4 *Purposes.* The Society is incorporated exclusively for charitable, educational and scientific purposes, specifically to promote improved patient care, teaching and research in primary care and general internal medicine.

ARTICLE II MEMBERS

2.1 *Members.* Membership in the Society is open to those who meet the qualifications for membership; are approved by the Council or such committee as the Council determines shall review and approve applications for membership; pay the membership fees as determined by the Council; and comply with these Bylaws and the rules and regulations of the Society.

2.2 *Classes.* There shall be three classes of members: full members, associate members, and emeritus members.

2.3 *Full Members.* Full members must be qualified physicians of high standing or other health professionals of high standing and must have a demonstrated interest and/or involvement in teaching, education, and/or research relating to primary care and general internal medicine. Full members shall have the right to vote and hold office.

2.4 *Associate Members.* Associate members must be students in the health professions, residents-in-training, or fellows and must have a demonstrated interest and/or involvement relating to primary care and general internal medicine. Associate members shall not have the right to vote for or hold national office, but shall have the right to vote in regions and chapters.

2.5 *Emeritus Members.* Any member in good standing for at least 10 years may at any time after reaching the age of 65 apply for the privilege of becoming an emeritus member. Emeritus members shall pay dues at a rate determined by the Council and shall have the right to vote and hold office.

2.6 *Right of Members to Inspect Records.* Every full member or emeritus member shall, upon written demand under oath stating the purpose thereof, have the right to examine, in person or by agent or attorney, during usual business hours, the membership roster, books and records of account, and records of the proceedings of the members, Council and other body, and to make copies of or extracts from any such records at their own expense. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to inspect the records on behalf of the full member or emeritus member. The demand to inspect the records shall be directed to the Society at its principal administrative office.

2.7 *Termination of Membership for Cause.* The Council may reprimand or expel any member for conduct, which is determined by the Council to be detrimental to the best interests of the Society. Such action shall require a two-thirds majority vote of all members of the Council. The member against whom the action is taken shall be afforded the opportunity to be heard according to reasonable procedures provided by the Council.

2.8 *Termination for Non-Payment of Dues.* Failure of any member of the Society to pay the annual dues of the Society shall be grounds for termination of membership.

ARTICLE III MEETINGS

3.1 *Annual Meeting of the Members.* An annual meeting of the members shall be held in each calendar year at such time and place, as the Council shall determine. The Council shall give written notice of the annual meeting to each member at least thirty (30) days prior to the date of the meeting. The annual meeting shall consist of both a professional program relating to primary care and general internal medicine and a business meeting.

Agenda items for any duly called meeting of the members may be established by a petition signed by 10% of the full and emeritus members of the Society at least 60 days prior to the date of the meeting.

3.2 *Special Meetings of the Members.* Special meetings of the members may be called for any purpose at any time by the Council, whenever ordered by the President, or if requested in writing by at least twenty percent (20%) of the full and emeritus members of the Society. The Council shall give written notice of special meetings to each full and emeritus member at least thirty (30) days prior to the date of the meeting.

3.3 *Quorum of the Members.* A quorum for the transaction of business at the annual or any duly called meeting shall consist of the presence of at least 50 full or emeritus members. When a quorum is present, the vote of a majority of full and emeritus members present shall decide any question brought before it with the exception of a change in these Bylaws or where specified differently in these Bylaws.

3.4 Action by Members. A meeting of members duly called in accordance with these Bylaws shall not be organized for the transaction of business unless a quorum is present. If a meeting cannot be organized because a quorum is not present, those full and emeritus members in attendance may adjourn the meeting to such time and place as they may determine. All full and emeritus members of the Society shall receive written notice of the time and place of the rescheduled meeting at least ten (10) days prior to the day named for the rescheduled meeting. If less than 10% of the full and emeritus members are present at the rescheduled meeting, those full and emeritus members in attendance shall constitute a quorum for the purpose of acting upon any resolution or matter set forth in the notice of the meeting.

If a majority of a quorum of the Council opposes an action of the members, the issue then is settled by mail referendum to full and emeritus members of the Society, with a majority of those responding deciding the issue.

ARTICLE IV OFFICERS

4.1 Numbers and Qualifications. The Officers of the Society shall be President, President-Elect, Immediate Past-President, Treasurer, Treasurer-Elect, Secretary, and Secretary-Elect. No person may be elected to more than one office concurrently. All national officers must be full or emeritus members of the Society.

4.2 Nomination. The President shall appoint a Nominating Committee in a manner as specified in Article 6.1.

4.3 Election. The officers shall be elected by the full and emeritus members by mail. The slate of candidates proposed by the Nominating Committee shall be mailed to each full and emeritus member at least sixty (60) days prior to the annual meeting. Each full and emeritus member wishing to vote for the officers shall return his or her ballot to the place specified by the Nominating Committee. The ballot must be received at least thirty (30) days prior to the annual meeting. Write-in votes may be cast for members not listed on the slate proposed by the Nominating Committee. Officers shall be elected by a majority of the votes cast for each office. In the event that there is no candidate receiving a majority of the votes for a certain office, the two candidates for that office receiving the highest number of votes shall be candidates in a run-off election, with the candidate receiving the highest number of votes in the run-off election elected to the office. The run-off election shall be held promptly after the initial election. A ballot for the run-off election shall be mailed to each full and emeritus member. Each full and emeritus member wishing to vote in the run-off election shall return his or her ballot to the place specified by the Nominating Committee. The ballot must be received within twenty-one (21) days from the date the ballot was mailed to the member.

4.4 Terms of Office. The Immediate Past-President, President, and President-Elect shall each serve one year, or until a successor is installed. The President and President-Elect shall advance to the position of Immediate Past-President and President respectively, at

the conclusion of his or her term. No officer shall serve consecutive terms in a given position.

The Treasurer-Elect shall serve one year as Treasurer-Elect and shall advance to the position of Treasurer and serve a two-year term as Treasurer. The Secretary-Elect shall serve one year as Secretary-Elect and shall advance to the position of Secretary and serve a two-year term as Secretary. The Treasurer-Elect and the Secretary-Elect shall be elected on alternate years.

4.5 Vacancies. A vacancy among the officers caused by death, disability, resignation, or removal may be filled as follows:

A. President. If the President is unable to continue in office, the President-Elect takes over immediately and serves as President for the remainder of that term and then continues for the next year in the expected year of service as President. A replacement President-Elect is not elected until the next regularly scheduled election.

B. President and President-Elect. If both the President and President-Elect are unable to continue in office, the remaining Council Members will elect one of their members to serve as President. This person serves as President until the next regularly scheduled election when a new President and President-Elect are elected.

C. Treasurer. If the Treasurer is unable to continue in office, the Treasurer-Elect takes over immediately and serves as Treasurer for the remainder of that term and then continues for the next two (2) years in the expected years of service as Treasurer. If there is no Treasurer-Elect, the President assumes the responsibilities of the Treasurer until the next regularly scheduled election.

D. Immediate Past-President. If the Immediate Past-President is unable to continue in office, the President assumes the responsibilities of the Immediate Past-President. No replacement is chosen.

E. At-Large Council Member. If an At-Large Council Member is unable to continue in office, the position remains vacant until the next regularly scheduled election by members, when a new Council Member would be elected to fill out any remaining term.

F. Secretary. If the Secretary is unable to continue in office, the Secretary-Elect takes over immediately and serves as Secretary for the remainder of that term and then continues for the next two (2) years in the expected years of service as Secretary. If there is no Secretary-Elect, the President assumes the responsibilities of the Secretary until the next regularly scheduled election.

4.6 **President.** The President shall be the Chief Executive Officer of the Society; shall, in general, perform all duties incident to the office of President and such other duties as may be assigned by the Council; and shall preside at all meetings of the members and the Council. The President, with the approval of the Council, shall approve the Editor(s) of the Journal of General Internal Medicine and the Forum.

4.7 **President-Elect.** The President-Elect shall, in the absence of or in the event of the disability of the President, perform the duties and exercise the powers of the President.

4.8 **Treasurer.** The Treasurer shall be custodian of the books and records of the Society; shall be the chief financial officer of the Society; shall have charge and custody of, and be responsible for, all funds of the Society, and shall oversee the deposit of such funds in the name of the Society in depositories selected by the Council; shall provide to the President and to the Council, upon request, an account of all the Treasurer's transactions as Treasurer and of the financial condition of the Society; shall be custodian of the seal and is hereby authorized to affix the seal to all documents, the execution and delivery of which are duly authorized; shall, in general, perform such other duties as are incident to the office of Treasurer and as may be assigned by the Council or by the President; and shall, if required to do so by the Council, furnish bond in such form and amount and to cover such risks as the Council may determine.

4.9 **Treasurer-Elect.** The Treasurer-Elect shall assist the Treasurer in carrying out the duties of that office and shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer.

4.10 **Secretary.** The Secretary shall have oversight over the official communications of the Society; shall assure that the minutes of all meetings of the Members and of the Council are recorded; shall assure that all notices of meetings in accordance with these Bylaws are given; and shall, in general, perform such other duties as are incident to the office of Secretary and as may be assigned by the Council or by the President.

4.11 **Secretary-Elect.** The Secretary-Elect shall assist the Secretary in carrying out the duties of that office and shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary.

ARTICLE V COUNCIL MEMBERS

5.1 **Council.** The management of the Society, including oversight of the National Office and its staff, shall be vested in its Council, which shall consist of the officers, and six members of the Society elected as At-Large Members. The editor of the Newsletter, the Editor of the Journal of General Internal Medicine, the Coordinator for Regional Activities, an Associate Member Representative and the President of ACGIM shall serve as non-voting, ex officio members of the Council.

5.2 Election of At-Large Council Members. The At-Large Council Members shall be elected by the full and emeritus members of the Society. The Nominating Committee shall present a slate of candidates, all of whom must be full or emeritus members of the Society, to fill vacancies among the offices. The slate of candidates proposed by the Nominating Committee shall be mailed to each full and emeritus member and each full and emeritus member shall vote in accordance with the procedure for electing officers. Each full and emeritus member may cast up to as many votes as the number of open seats on the Council. No member shall cast more than one vote for any candidate. The candidates receiving the highest number of votes shall be elected. The elections of the At-Large Council members shall be staggered so that two new At-Large Council Members are elected each year.

5.3 Terms of Office of At-Large Council Members. At-Large Members of the Council shall serve for a term of three years. No member shall serve consecutive terms as an At-Large Member of the Council.

5.4 Removal of At-Large Member of Council or Officers. Any At-Large Council Member or Officer may be removed with or without cause at any time by a two-thirds majority of a duly constituted quorum of full and emeritus members at a duly called meeting of the Society.

5.5 Vacancies Among At-Large Council Members. Vacancies among the At-Large Council Members shall remain vacant until the next regularly scheduled election by members, when a replacement Council Member would be elected to fill out any remaining term.

5.6 Annual Meeting. An Annual Meeting of the Council shall be held each year as soon as practicable after the Annual Meeting of the members for the purpose of organization of the Council. No notice of the annual meeting of the Council need be given to the Society's members.

5.7 Regular Meetings. Regular meetings of the Council shall be held. No notice of the Council's regular meetings to the Society's members is required.

5.8 Special Meetings. Special meetings of the Council may be called by the President or by a majority of the Council Members then in office and shall be held on notice by letter, telefax, or telegram, mailed or delivered not less than three days preceding the day of such meeting, or by word of mouth or telephone received not later than the day immediately preceding the day of such meeting.

5.9 Telephone Meetings. Council Members may participate in meetings of the Council by conference telephone or similar communications equipment by means of which all persons participating in the meetings can hear each other. Council members so participating shall be deemed present at any such meeting.

5.10 **Quorum.** A majority of the Council Members in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the Council Members present at a meeting shall be the acts of the Council.

5.11 **Unanimous Consent.** Any action which may be taken at a meeting of the Council may be taken without a meeting if a consent or consents in writing, setting forth the action so taken, shall be signed by all of the Council Members, and shall be filed with the Treasurer of the Society.

5.12 **Liability.** A Council Member shall not be personally liable for monetary damages for any action taken unless the Council Member has breached or failed to perform the duties of the person's office under Subchapter B of Chapter 57 of the Pennsylvania Nonprofit Corporation Law of 1988 and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. Any repeal, amendment, or modification of this Article shall be prospective only and shall not increase, but may decrease a Council Member's liability with respect to actions or failures to act occurring prior to such change.

ARTICLE VI COMMITTEES

6.1 **Nominating Committee.** The Nominating Committee shall consist of at least five (5) full members, at least three of whom are representatives of different regions and not current Council Members. The Nominating Committee shall be responsible for proposing a slate of candidates for Council elections. In developing the slate, the nominating committee should consider whether the nominees represent the diversity of the Society's members and purposes.

6.1A **Executive Committee.** The Executive Committee shall consist of the officers of the society and is responsible for operational matters as delegated to it by the Council. The Executive Director of the Society is an ex-officio member of the Executive Committee.

6.2 **Appointment of Additional Committees.** The Council may, by resolution adopted by a majority of the Council Members then in office, appoint one or more additional committees.

6.3 **Appointment of Members of Committees.** The President shall appoint the chairs and members of all committees.

6.4 **Quorum.** A quorum of committee members shall be defined as a majority of members appointed to that committee.

6.5 **Responsibilities of Committees.** Committees are workgroups for the Council. They receive requests from the Council and report to the Council at least annually. Members serve a three-year staggered term of service. All recommendations and actions taken by

Committees of the Society are considered to be recommendations to the Council and shall be reviewed and approved by the Council.

6.6 *Meetings and Notices.* A committee may, by resolution, fix regular meeting dates of which no notice need be given to the members of the committee. Special meetings of the committee may be held at the call of the chair of the committee upon such notice as is provided in these bylaws for special meetings of the Council.

6.7 *Reports to the Council.* All recommendations made by the committees, and other officially recognized groups within the Society, shall be reported to the Council. The Council may delegate responsibility for representing the Society. Any individual or body so designated shall report their recommendations at the next meeting of the Council.

ARTICLE VII INDEMNIFICATION

7.1 *The Society shall* indemnify any Council Member or Officer of the corporation who was or is an "authorized representative" of the Society (which shall mean, for the purpose of this Article, a Council Member or Officer of the Society or such a person serving at the request of the Society as a director, officer, partner, fiduciary or trustee of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise) and who was or is a "party" (which shall include for the purposes of this article the giving of testimony or similar involvement) or is threatened to be made a party to any "proceeding" (which shall mean for the purposes of this Article any threatened, pending or completed action, suit, appeal or other proceeding of any nature, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Society) by reason of the fact that such person was or is an authorized representative of the Society against expenses (which shall include for the purposes of this Article attorney's fees and disbursements), damages, punitive damages, judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Society and, with respect to any criminal proceeding, had no reasonable cause to believe such person's conduct was unlawful. If an authorized representative is not entitled to indemnification in respect of a portion of any liabilities to which such person may be subject, the Society shall nonetheless indemnify such person to the maximum extent for the remaining portion of the liabilities.

7.2 *Advancement of Expenses.* The Society shall pay the expenses (including attorneys' fees and disbursements) actually and reasonably incurred in defending any action or proceeding referred to in Subchapter B of Chapter 57 of the Pennsylvania Nonprofit Corporation Law of 1988 on behalf of any person entitled to indemnification under Section 1 in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Society as authorized in this Article.

7.3 Security of Indemnification Obligations. To further effect, satisfy or secure the Indemnification obligations provided herein or otherwise, the Society may purchase and maintain insurance on behalf of any or all such authorized representatives to the full extent permitted under Section 5747 of the Pennsylvania Nonprofit Corporation Law of 1988.

ARTICLE VIII ANNUAL REPORT

8.1 Annual Report. Within a reasonable time after the close of each fiscal year, the Council shall present to the members a report, verified by the President and the Treasurer, covering the activities of the Society for the past year and showing in appropriate detail the following:

A. The assets and liabilities, including the trust funds, of the Society as of the end of the fiscal year immediately preceding the date of the report.

B. The principal changes in assets and liabilities, including trust funds, during the fiscal year immediately preceding the date of the report.

C. The revenue or receipts of the Society, both unrestricted and restricted to particular purposes, for the fiscal year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Society.

D. The expenses or disbursements of the Society, for both general and restricted purposes, during the fiscal year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Society.

E. The number of members as of the date of the report, together with a statement of the increase or decrease in the membership over the past fiscal year, and a statement of the place where the identity and addresses of current members may be found as required by law. The annual report shall be filed with the minutes of the annual meeting of the members.

ARTICLE IX WAIVER OF NOTICE

9.1 Any notice required to be given under these Bylaws may be effectively waived by the person entitled to such notice by written waiver signed before or after the meeting to which such notice relates or by attendance at such meeting otherwise than for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE X FISCAL YEAR

10.1 The fiscal year of the Society shall begin on July 1 and end on June 30.

ARTICLE XI REGIONS AND CHAPTERS

11.1 ***Formation of Regions and Chapters.*** The Society encourages the organization of regions and chapters, whose purpose shall be to facilitate communication between members of the Society, promote the recruitment of new members for the Society, and to further the aims of the Society in promoting the development of patient care, teaching and research in primary care and general internal medicine.

11.2 ***Definition of Regions.*** Regions shall consist of mutually exclusive clusters of states, or defined geographical areas, whose boundaries are defined by the Council. Members living outside the United States shall be assigned to a region according to a plan approved by the Council. All members of the Society, including Associate Members, living in a duly constituted region are members of that region with voting privileges for the region. All regions must have Bylaws approved by a majority of a quorum of its members and by the Council of the Society, hold an Annual Meeting devoted to topics of interest to members of the Society and which includes a business meeting, provide an annual financial report and annual activity report to the Council, and shall carry out its affairs in conformity with its Bylaws. A quorum is defined as 10% but not less than fifteen (15) members of the region. Regions may apply to the Council for financial and administrative support.

11.3 ***Definition of Chapters.*** Chapters may be organized within regions with the approval of the officers of the region and the Council. Chapters require at least 25 Society members, have bylaws, and must provide an annual financial and activity report to the Council. Chapters are not required to have an annual meeting. A quorum is defined as 10%, but not less than fifteen (15) members of the chapter.

11.4 ***Administration of Funds.*** Each region and chapter may collect, hold, and disburse funds subject to the provisions of these Bylaws. Each region and chapter must provide an annual financial report to the Council, which shall include a listing of the beginning and ending fiscal year balance of all funds held by the region or chapter and a listing of all revenues and expenses. Compliance with these procedures will entitle the regions or chapters to be covered under the tax exempt status of the Society.

11.5 ***Relationship of Regions and Chapters to Society.*** The officers of the regions and chapters shall prepare an annual report to the Council on the activities of the organization. An annual meeting consisting of one representative from each duly constituted region shall be held in association with the Annual National Meeting of the Society.

11.6 ***Termination of Regions and Chapters.*** The Council may terminate the right of any region or chapter to hold itself out as a region or chapter if the Council determines that the region or chapter has violated any provisions of this article, has engaged in any

actions or activities that are in violation of law, has taken positions that are contrary to official positions of the Society, or has engaged in activities that are detrimental to the best interests of the Society. The region or chapter shall be afforded an opportunity to be heard pursuant to such reasonable procedures as the Council may provide.

ARTICLE XII AMENDMENTS

12.1 These Bylaws were adopted and became effective by the affirmative vote of two-thirds of the full and emeritus members present at the 2000 Annual Business Meeting. Henceforth, these Bylaws may be amended or repealed and new Bylaws adopted by the affirmative vote of two-thirds of the voting members by proxy ballot which shall be mailed to each full and emeritus member at least 60 days prior to the annual meeting and must be received at the place designated by the Bylaws Committee at least 30 days prior to the Annual Meeting.

Amended:

February 10, 1988

April 30, 1992

May 1, 1999

May 6, 2000

June 10, 2004