

**BYLAWS
OF
THE AMERICAN COLLEGE OF PREVENTIVE MEDICINE, INC.**

Article I. NAME

The name of this nonprofit corporation is The American College of Preventive Medicine (hereinafter referred to as the "College"), as incorporated in the State of North Carolina on February 29, 1956.

Article II. MEMBERSHIP

Section 1. The College recognizes the following categories of membership:

Member

Members are allopathic or osteopathic physicians who are certified in a specialty of medicine recognized by the American Board of Medical Specialties, the American Osteopathic Association, the Royal College of Physicians and Surgeons of Canada, or the College of Family Physicians of Canada. Members may vote but shall not serve as officers or regents.

Associate

Associate members are allopathic or osteopathic physicians who are not certified by a specialty board recognized by the American Board of Medical Specialties, American Osteopathic Association, Royal College of Physicians and Surgeons of Canada, or College of Family Physicians of Canada who have an interest in the field of preventive medicine.

Associate members may vote but shall not serve as officers or regents.

Medical Student

Medical students are students enrolled in a school of medicine accredited by the Liaison Committee on Medical Education (LCME) or Commission on Osteopathic College Accreditation (COCA). Medical students may neither vote nor serve as an officer or regent.

Resident

Residents are allopathic or osteopathic physicians enrolled in specialty training programs accredited by the Accreditation Council for Graduate Medical Education (ACGME) or American Osteopathic Association (AOA). Residents may neither vote nor serve as an officer or regent.

Retired

Retired members shall have been members of the College for at least five consecutive years in the Member or Associate category and be retired from the practice of medicine. When retirement is due to disability, the Board of Regents (hereinafter referred to as the "Board") may waive the time requirements. Retired members may not vote and shall not serve as officers or regents.

Fellow

Fellows are full dues paying members of the College for at least three consecutive years who have made meaningful contributions to both the College and the specialty of preventive medicine. Any member seeking election to fellowship shall submit an application to the College for their review, recommendation, and

approval. Specific criteria for obtaining fellowship will be set forth in the Board Manual.

Fellow Emeritus

Fellows emeriti shall have been fellows of the College for at least three consecutive years and be retired from the practice of medicine. When retirement is due to disability, the Board may waive the time requirements. Fellows emeriti may vote but shall not serve as officers or regents.

Honorary Fellow

Honorary fellows are physicians or scientists who have made outstanding contributions to preventive medicine or to the College. Candidates for honorary fellowship may be nominated by any fellow of the College in good standing. The nomination shall be submitted in writing to the Membership Committee for their review and recommendation to the Board. A two thirds vote of the members of the Board of Regents, present and voting at a duly authorized meeting of the Board of Regents for which there is a quorum, shall be necessary to elect an honorary fellow.

Honorary fellows shall not pay dues, may not vote, and shall not serve as officers or regents.

Additional Affiliation Categories

Recognizing that the work of the College and the field of preventive medicine may be of interest to those who are non-physicians, the Board may create additional categories of affiliation to broaden and engage the work of the College. These categories can extend all benefits of membership excluding voting and participation in the College's governance. A listing of the categories will be maintained in the College's Board Manual.

Section 2.

Application

At the discretion of the Board of Regents, the authority to accept or reject applicants for membership may be delegated to the Membership Committee.

Membership List

The College shall maintain records of membership for all categories and report annually to the Board of Regents the number of members of the College. Membership lists may be purchased by third parties pursuant to any restrictions placed by the Board. All members will have an annual opportunity to opt out of the selling of their personal information.

Sharing of members' personal data will be in compliance with all US and European regulations.

Maintenance of Qualifications

Members shall maintain the qualifications applicable to the category in which they hold membership. Members in any category of membership may be disciplined for conduct that conflicts with the standards and principles of the College.

FACPM Designation

Fellows and fellows emeriti in good standing may use the abbreviation FACPM after their name.

Former fellows, who were dropped from membership for any reason, may not use the abbreviation FACPM after their name.

Fees & Dues

An initiation fee may be required upon application for all membership classifications except retired, fellow, fellow emeritus, and honorary fellow. Fees and dues shall be determined by the Board of Regents. At the

discretion of the Board of Regents, any fee or dues may be waived in whole or in part.

Membership dues must be paid in full to claim membership or fellowship status. Only the categories of member and associate are considered full-dues paying members.

Article III. BOARD OF REGENTS

Section 1. Governance of the College shall be vested in the Board of Regents (Board). The Board shall have the power to make, alter, and annul such bylaws, rules, and regulations for the governance of the College as they may deem proper. Governance policies approved by the Board shall be maintained as a Board Manual. The Board may prepare, approve, and promulgate press releases and other public statements on behalf of the College. The Board may extend or withdraw from officers or staff members the privilege of making public statements on behalf of the College. Unless withdrawn by the Board of Regents, the privilege of making public statements on behalf of the College is vested in the officers and the CEO of the College.

Section 2. The Board of Regents shall be nominated from among the fellows of the College and approved as a slate by the membership. The Board shall consist of the President, President-Elect, Secretary, Treasurer, Immediate Past President, and seven regents elected at-large.

Section 3. The President, President-Elect, and Immediate Past President shall serve terms of two years; they shall serve no more than one term in each office. The Secretary and Treasurer shall serve terms of two years; they shall serve no more than two consecutive terms in the same office. The regents elected at-large shall serve terms of three years; they shall serve no more than two consecutive terms. Elections for

approximately one-third of the regents shall be held each year. Nominations will be solicited from the membership, a slate of candidates will be selected by the Governance Committee, and the membership shall approve the slate. The Executive Committee shall break a tie vote.

Results shall be announced at the annual meeting. Officers-elect and regents-elect shall take office at the close of the annual meeting following their election.

Section 4. When a member of the Board of Regents is unable or unwilling to complete their term in office, the President shall appoint another fellow to complete the remainder of their term. In the event of a failure to approve a slate to the Board of Regents, the existing regents then in office shall remain in office until their successors have been duly elected and installed.

Section 5. The Board of Regents shall meet at least three times each calendar year. The Board of Regents shall meet in person during the annual meeting of the College in accordance with Article VI, Section 1 of these Bylaws, and twice more either in person or via conference call at times determined by the President. Additional meetings of the Board may be called by the President or upon request of at least five members of the Board.

Section 6. The President of the College shall serve as Chairman of the Board of Regents and shall preside at all meetings thereof.

Section 7. A majority of members of the Board of Regents or of the Executive Committee shall constitute a quorum for the transaction of business.

Section 8. The Executive Committee conducts the business of the College between meetings of the Board. The Committee shall consist of the President, President-Elect, Secretary, Treasurer, and Immediate Past President. The Executive

Committee shall have the full authority of the Board of Regents for interim action (between regular meetings of the Board) within the parameters set forth by the Board, or as outlined herein. The Executive Committee shall report their actions to the Board of Regents. In undertaking such interim actions, the Executive Committee shall obtain prior board approval or act in a manner that is non-binding (pending and subject to subsequent board approval) whenever they engage in any of the following activities:

- (a) The purchase or sale of real property;
- (b) The lease or rental of real property, other than contractual arrangements necessary to support meetings, conferences, educational offerings or similar short-term events;
- (c) The assignment of any copyrighted, trademarked or otherwise branded intellectual property rights of the College;
- (d) The use of the College's reserve funds for purposes not specifically authorized by the Board of Regents, and/or above a minimum level, as shall be set by the Board of Regents no less than biannually.

Article IV. OFFICERS

Section 1. The officers of the College shall consist of a president, president-elect, secretary, treasurer, and an immediate past president.

Section 2. The President of the College shall serve as the Chair of the Executive Committee; preside at meetings of the Board of Regents; name the Chair and Vice-Chair of Standing Committees; and recommend additional chairs for committees of the College which align with the Strategic Plan and advance the work of the

College. The president is an ex-officio member of each Standing Committee of the Board.

Section 3. The President-Elect shall serve as the Chair of the Strategy Committee, as described in Article VII, Section 1, be an ex-officio member of each Standing Committee of the Board, and stand in for the President in his/her absence.

Section 4. The Secretary shall serve as the Chair of the Governance Committee, as described in Article VII, Section 1, and be responsible for the operation of the Board's business, including the minutes of meetings of the Board of Regents. He or she shall be the custodian of all records and the seal of the College and shall serve as a parliamentary resource to ensure meetings and Board business adheres to the standards outlined in this document.

Section 5. The Treasurer shall serve as the Chair of the Finance Committee, as described in Article VII, Section 1, be responsible for the financial transactions of the College, and ensure investment policies and reserve policies are sound. Each calendar year, the Treasurer shall submit to the Board of Regents an audited statement of the College's financial condition for the most recent year ended, as well as a recommended annual budget on behalf of the Finance Committee.

Section 6. The Immediate Past President shall serve as the Chair of the Ethics Committee, as described in Article VII, Section 1, and be an ex-officio member of each Standing Committee of the Board.

Section 7. The President-Elect, Secretary, and Treasurer shall be nominated by the Governance Committee as a slate and approved by the membership prior to the annual meeting. Newly approved officers shall assume office at the end of the annual meeting immediately following their approval and serve for two years. The President-Elect shall become the President at the end of the second annual

meeting after assuming office as President-Elect.

Section 8. In the event of the death, resignation, or absence of the President, the duties and powers of that office shall devolve first to the President-Elect, and then to a regent elected by a majority vote of the members of the Board of Regents, present and voting at a duly authorized meeting of the Board of Regents for which there is a quorum.

Section 9. Regents-at-Large are encouraged to serve as Board Liaisons to Committees of the College.

Article V. STAFF

Section 1. The Board of Regents may appoint a Chief Executive Officer (CEO) for a term and stipend to be determined by the Board.

Section 2. The CEO, under the direction and control of the Board of Regents, shall hire, lead, and manage the paid staff and manage the day-to-day affairs of the College. The CEO position description shall be approved by the Board of Regents and reviewed periodically.

Section 3. In the absence of the CEO, his or her duties shall be assumed by the Board Secretary or another individual designated by the Board.

Article VI. MEETINGS AND REFERENDA

Section 1. A meeting of the membership shall be held annually at a time and place designated by the Board of Regents. A quorum of the membership shall constitute 100 full dues paying members.

Section 2. Special meetings of the membership may be called by majority vote of the members of the Board of Regents, present and voting at a

duly authorized meeting of the Board of Regents for which there is a quorum.

Section 3. The College may sponsor or co-sponsor additional scientific sessions or other educational programs at other times and places. These sessions may be devoted to any aspect of preventive medicine.

Section 4. The Board of Regents may submit to the membership any question to be acted upon. The questions submitted shall be determined by majority vote.

Section 5. The rules contained in the most recent edition of *Robert's Rules of Order* shall govern the American College of Preventive Medicine where they are not inconsistent with the Bylaws. The Secretary of the College may appoint a parliamentarian to assist in the conduct of meetings.

Article VII. COMMITTEES

Section 1. The following committees are Standing Committees of the Board. The chair of each committee will be a regent. The final composition of the committees will be determined by the President and the committee chair with input from the Board.

Executive

The Executive Committee conducts the business of the College between meetings of the Board and serves as the College's compensation and personnel committee. It is comprised of the officers (President, Secretary, Treasurer, President-Elect and Immediate Past President). Except as provided for in Article III, Section 8 of these bylaws or by specific limiting policies enacted by the Board, the Executive Committee has the full authority of the Board of Regents. The Executive Committee shall perform an annual performance evaluation of the CEO. The

Executive Committee is chaired by the President.

Finance

The Finance Committee is responsible for annual budget review and approval; review of the annual audit and liaison with external accountants; quarterly reports to the Board on the College's financial status, investment strategies and policies; and determination of capital requirements. The Finance Committee is chaired by the Treasurer. An independent audit subcommittee reviews the annual audit.

Governance

The Governance Committee is responsible for reporting to the Board on proposed changes in the Articles of Incorporation, Bylaws, and Board Manual. The committee coordinates annual board and regent evaluations and serves as the College's nominating committee, including nominations for the Slate for the Board of Regents. The Governance Committee is chaired by the Secretary.

Strategy

The Strategy Committee regularly reviews the College's strategy documents, ensures strategic priorities are aligned within the organization, and provides member and regent professional development opportunities through coordinated leadership with each of the chairs of the committees of the College. The committee meets quarterly with committee chairs to discuss advances in the mission, strategic plan, and professional development of strategic leaders of the College. The Strategy Committee is led by the President-Elect.

Ethics

The Ethics Committee reviews and recommends revisions to the American College of Preventive Medicine Code of Ethics and other ethics-related documents of the College. It monitors

the activities of the College, advises the Board and management on ethical issues confronting the College, and adjudicates complaints regarding members. The Ethics Committee is chaired by the Immediate Past President.

Section 2. Committees of the College are identified and staffed by the College's employees and support the needs of the organization as it advances the strategic plan and operational goals. Each committee has a written charter aligned with the strategic plan of the College and annual budgets for requisite activities.

Committees provide semi-annual reports of their activities and accomplishments to the Strategy Committee. Reports and other publications produced in committee require approval by the Board prior to publication. The Chair of each committee is appointed by the CEO with input from the President and members of the Executive Committee.

Committees will be reviewed on a defined schedule to ensure their work still aligns with the strategic mission of the College.

Committees of the College are found in the Board Manual.

From time to time, Special Interest Groups or adhoc Task Forces may also be developed. Information on these are found in the Board Manual.

Article VIII. COMPONENT ACADEMIES

Section 1. State, district, national, and international components of the College, hereinafter referred to as "Component Academies," may be formed. A two thirds vote of the members of the Board of Regents, present and voting at a duly authorized meeting of the Board of Regents for which there is a quorum, shall be necessary to approve an

application and charter for Component Academy status.

Article IX. AMENDMENTS

Section 1. Amendments to these Bylaws may be proposed by any fellow of the College in good standing. Proposed amendments shall be submitted in writing to the Secretary of the College. The Secretary shall forward proposed amendments to the Governance Committee for their recommendations. The Governance

Committee shall return proposed amendments to the Secretary along with their recommendations to the meeting of the Board of Regents at which the amendments are to be considered. A two thirds vote of the members of the Board of Regents, present and voting at a duly authorized meeting of the Board of Regents for which there is a quorum, shall be necessary to adopt an amendment.

Amended/Adopted on May 20, 2019