

AMERICAN COLLEGE FOR ADVANCEMENT IN MEDICINE
BYLAWS
OF
AMERICAN COLLEGE FOR ADVANCEMENT IN MEDICINE

ARTICLE I
Offices

1.1 *Name.* The American College for Advancement in Medicine, Incorporated under the California Nonprofit Mutual Benefit Corporation Law with the name of AMERICAN COLLEGE FOR ADVANCEMENT IN MEDICINE, hereafter referred to as the “College.”

1.2 *Principal Office.* The principal office of the College shall be located in California or at such other location designated by the Board of Directors.

1.3 *Seal and Logo.* The College shall have a seal and/or logo of such design as the Board of Directors adopts.

1.4 *Other Offices.* The College may have offices at such other places, either within or without the State of California, as the Board of Directors may designate or as the affairs of the College may require from time to time.

ARTICLE II
Statement of Purpose

The purposes of the College shall be as stated in the Articles of Incorporation.

ARTICLE III
Members

3.1 *Classes of Members.* The College shall have five (5) classes of members. The designation of such classes and the qualifications and rights of the members of such classes shall be as follows:

- A. Active Members, including Fellows, Charter Members, and Life Members;
- B. Affiliate Members;
- C. Associate Members;
- D. Physician in Training Members; and
- E. Adjunct Members.

3.2 *Application for Membership.* All applicants for membership shall be presented promptly for consideration and investigation to the Board of Directors or to the Credentials Committee. The Credentials Committee shall report its recommendations promptly to the Board of Directors. A list of applications for membership shall from time to time be posted at the principal office of the College or mailed to each member of the College.

Not earlier than twenty (20) days after a list of applications has been posted or mailed to members, the Board of Directors shall pass upon each application included in said list and either accept or reject it. After an applicant has been rejected, he or she may not make another application for membership within one year thereafter.

3.3 *Membership Requirements.*

A. *Application for Active Membership.* The applicant shall submit a satisfactorily completed application form which shall include a copy of the current state license (if applicable) to the College together with a check representing the appropriate initiation fee and two (2) letters of reference from other physicians with an unrestricted M.D. or D.O. license (not necessarily College members). Acceptance of an application is subject to the criteria established by the Credentials Committee and approved by the Board. Further requirements may be established by the College to be implemented by the Credentials Committee.

1) *Active Members* shall be those persons who have earned a recognized Doctorate Degree (M.D., D.O., or their equivalent) in medicine and currently possess an unrestricted license to practice medicine, issued by the applicable licensing authority, and who have been accepted for membership by the College.

2) The following types of Active Members shall be given special recognition by the College, but otherwise shall have all the same rights and privileges as other Active Members:

a) *Fellows* are those Active Members who, by action of the Board of Directors after successful completion of the requirements as determined by the Board of Directors, are accorded this title in recognition of their contributions to the College.

b) *Charter Members* are those Active Members who joined the College prior to March 1, 1974.

c) *Life Members.* Life Membership may be conferred by the Board of Directors through established criteria.

- 3) *Voting Rights.* Each member of the Active Member class shall have one vote on each matter submitted to a vote of the members.

B. *Application for Affiliate and Associate Membership.* The applicant shall submit a satisfactorily completed application form which shall include a copy of current licenses, degrees or certification, as required by the College, together with a check representing the appropriate fee plus a letter of recommendation from an Active Member of the College or licensed professional within the medical community. Acceptance of an application is subject to the criteria established by the Credentials Committee and approved by the Board. Further requirements may be established by the College to be implemented by the Credentials Committee.

- 1) *Affiliate Members.* Affiliate Membership shall be open to Naturopaths, Doctors in Pharmacy, Doctors of Philosophy, Doctors of Dentistry, Doctors of Nursing, and Doctors of Science. This category includes international members holding equitable degrees from an accredited school.
- 2) *Associate Members.* Associate Membership shall be open to master level NPs, PAs, Psychologists, Dietitians, Nutritionists, RNs, and Chiropractors. This category includes international members holding equitable degrees from an accredited school.
- 3) *Voting Rights.* Affiliate and Associate Members shall have no voting rights.

C. *Application for Physician in Training Membership.* The applicant shall submit a satisfactorily completed application form which shall include the applicant's official transcript from an accredited medical school, or proof of the applicant's internship or residency, as required by the College, together with a check representing an appropriate fee plus a letter of recommendation from an Active Member of the College or licensed professional within the medical community. Acceptance of an application is subject to the criteria established by the Credentials Committee and approved by the Board. Further requirements may be established by the College to be implemented by the Credentials Committee.

- 1) *Physician in Training Members.* Physician in Training Membership shall be open to part-time and full-time, first through fourth year students enrolled in an accredited medical school, and interns and residents from accredited medical programs.

- 2) *Voting Rights.* Physician in Training Members shall have no voting rights.

D. Adjunct Membership. The College may admit persons as Adjunct Members. This category includes Retired and Disabled Members and Honorary Members.

- 1) *Retired and Disabled Members* are members of the College who are retired from active medical practice.
- 2) *Honorary Membership* may be conferred by the Board of Directors upon any person for distinguished service to humankind or for contributions to the objectives of the College. This membership may also be revoked by the Board of Directors.
- 3) *Voting Rights.* Adjunct Members shall have no voting rights.

3.4 *Termination of Membership.* The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member of the College for cause and the College may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed in Article III of these Bylaws. Cause shall include, but not be limited to:

- A. Non-payment of dues or other indebtedness to the College;
- B. Unprofessional or unethical conduct, or conduct which otherwise violates the ACAM Members Rules of Conduct or Code of Medical Ethics (see Code of Medical Ethics and ACAM Members Rules of Conduct);
- C. Exploiting or utilizing the fact of membership in the College or the name of the College, explicitly or implicitly, in any form of public communication including but not limited to anything which contains a false, fraudulent, misleading, deceptive or self-laudatory claim concerning either the College or the member, or any form of public communication from the member which may bring the College into disrepute;
- D. Failure to take necessary precautions to protect the welfare of his or her patients, following proper notification and opportunity for hearing before the Peer Review/Ethics/Standards of Practice Committee.

- E. Loss of medical license. However, if an ACAM physician loses his or her license, at the discretion of the Board of Directors he or she may continue to retain his or her membership status, but in the “retired” category; and
- F. Conduct which the Board of Directors may deem harmful to the best interests of the College, including but not limited to the conduct listed above, following proper notification and opportunity for hearing before the Peer Review/Ethics/Standards of Practice Committee.

Upon suspension, expulsion, termination or resignation, all fees or unused dues shall be forfeited. Prior to expulsion, suspension or termination, the Board shall give the Member fifteen (15) days’ prior notice of said action and the reasons therefore. Said Member shall have the opportunity to be heard orally or in writing not less than five (5) days before the effective date of the expulsion, suspension or termination by the Peer Review/Ethics/Standards of Practice Committee, who will decide whether to affirm or deny such action.

3.5 *Resignation.* Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

3.6 *Reinstatement.* Upon written request signed by a former member, filed with the Secretary no earlier than one year after suspension, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board of Directors, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

3.7 *Transfer of Membership.* Membership in this College is not transferable or assignable.

3.8 *Hearings.* The Peer Review/Ethics/Standards of Practice Committee shall establish rules for the hearing in conformity with the laws of California as applied to non-profit organizations. The Committee shall prepare an investigative written report for the Board of Directors prior to a vote in any action dealing with termination of membership.

3.9 Dues.

- A. *Annual Dues.* The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the College by members of each class, except Honorary Members shall not be assessed any fees or dues.
- B. *Payment of Dues.* Dues shall be payable annually. Dues of a new member shall be prorated from the first day of the month in which

such new member is elected to membership, for the remainder of the fiscal year of the College.

- C. *Default and Termination of Membership.* When any member of any class shall be in default in the payment of dues for a period of three (3) months from the beginning of the fiscal year or period for which such dues became payable, his or her membership may thereupon be terminated by the Board of Directors in the manner provided herein.
- D. *Hardship.* At the discretion of the Board of Directors, initiation fees or annual dues may be waived, in whole or in part, in cases of individual hardship.
- E. *Special Assessments.* Special assessments may be required in addition to the annual dues from time to time to be determined by a vote of two-thirds (2/3) of the members present and voting at a membership meeting. Such special assessments shall apply only to active members of the College. Any active member who is unable to pay such an assessment because of special circumstance or financial problems may request in writing to the Board of Directors that the assessment be waived. It shall be the policy of the Board of Directors to waive payment of special assessment (in excess of annual dues) when a member provides written evidence of financial hardship or other reasonable cause to waive the assessment. Active members for whom liability for payment of special assessment has been waived by the Board shall continue to retain all the rights and privileges of active membership.

ARTICLE IV

Meetings of Members

4.1 *Meetings.* There shall be a membership meeting at each conference and convention of the College.

4.2 *Annual Meeting.* An annual meeting of the members shall be held at the time of the annual meeting of the College each year, as set by resolution of the Board of Directors, for the purpose of electing Directors and Officers and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as convenient.

4.3 *Special Meetings.* Special meetings of members may be called by the President, a majority of either the Board of Directors or the Executive Committee, or not less than one-tenth of the members having voting rights.

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4.4 *Place of Meetings.* The Board of Directors may designate any place, either within or without the State of California, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors.

4.5 *Notice of Meetings.* Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered, either personally, by mail, facsimile, telegraphic or other electronic means, to each member entitled to vote at such meeting, not fewer than ten (10), or, if notice is mailed by other than first class, registered, or certified mail, no fewer than thirty (30), nor more than sixty (60) days before the date of such meeting, by or at the discretion of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the College's current list of members, with postage thereupon prepaid. In the case of members who are residents of the same household and who have the same address, the College may mail a single notice to such members jointly.

4.6 *Informal Action by Members.* Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of members, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

4.7 *Quorum.* The members holding one-tenth (1/10) of the votes that may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

4.8 *Proxies.* At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his or her duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

4.9 *Acts without Meeting.* Unless otherwise specifically prohibited in the Articles of Incorporation or these Bylaws, any action which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written ballot to every member entitled to vote on the matter, except that election by written ballot may not be authorized where the directors are elected by cumulative voting pursuant to Section 7615 of the California Nonprofit Mutual Benefit Corporation Law. Unless otherwise provided by the Articles of Incorporation or these Bylaws, and if approved by the Board of Directors, that ballot and any related material may be sent by electronic transmission by the College and responses may be returned to the College by electronic transmission.

ARTICLE V
Board of Directors

5.1 *General Powers.* All of the affairs of the College shall be managed by its Board of Directors. Except as otherwise expressly provided by law, the Articles of Incorporation, or these Bylaws, all of the power of the College shall be vested in the Board of Directors.

5.2 *Number and Term.* The number of directors constituting the Board of Directors shall be fifteen (15), seven (7) of whom shall also be designated and elected as officers (except for the President Elect and the President, who automatically succeed to President and Immediate Past President, respectively). Each director shall hold office until his or her death, resignation, retirement, removal, disqualification, or his or her successor shall have been elected and qualified. Four (4) directors shall be elected at each annual membership meeting; and five (5) officers shall be elected biannually at the annual membership meeting.

5.3 *Qualifications.* The Board of Directors shall be elected from among the Active Members at the annual meeting of the general membership of the College. The following qualification must be met prior to Board election:

- A. Candidate must be an active member “in good standing” with the College.
- B. Candidate must have been a member of the College for not less than two (2) years.
- C. Candidate must be experienced as a physician for a period of at least five (5) years.
- D. Candidate shall be reviewed with regard to potential conflict of interest and recommended by the Committee on Nominations.

5.4 *Each Director.* The term for each director is two (2) years, but in no case shall a director be elected for more than three (3) consecutive terms.

5.5 *Election of Directors.* Directors shall be elected at the annual meeting or special meeting of the Membership by a vote of a majority of the Members at which a quorum is present. Each director elected shall hold office for two (2) years or until his or her successor is elected and qualified.

5.6 *Removal.* Directors may be removed from office at any time with or without cause by affirmative vote of two-thirds of the members of the Board of Directors.

5.7 *Unexcused Absences.* Any Board member whose absence is unexcused from two (2) consecutive Board Meetings, whether held in person, by telephone, or by any other means allowed under the California Nonprofit Mutual Corporations Law and these Bylaws, shall be replaced by an appointee to serve the remainder of the subject

Board member's term. Board members who cannot participate in a Board Meeting and who submit in writing reasons satisfactory to the majority of the Board members, shall be considered to have an excused absence and such absence will not contribute toward cause for replacement.

5.8 *Vacancies.* Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors even though less than a quorum, or by the sole remaining director. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

5.9 *Compensation.* The Board of Directors may compensate directors for their services as such and may provide for the payment of any or all expenses incurred by directors in attending regular and special meetings of the Board of Directors. This shall not preclude directors from serving the College in other capacities and receiving compensation for such other services.

ARTICLE VI *Meetings of Directors*

6.1 *Annual Meetings.* The annual meeting of the Board of Directors shall be held at the annual meeting each year, for the purpose of transactions of other business properly before the Board of Directors. If the annual meeting shall not be held on the day designated by these Bylaws, a substitute annual meeting may be called by or at the request of the Board of Directors and such meeting shall be designated and treated for all purposes as the annual meeting.

6.2 *Special Meetings.* Special meetings of the Board of Directors may be called by or at the request of the President or any two directors.

6.3 *Place of Meetings.* The annual or any special meeting of the Board of Directors may be held at such a place as shall be designated in the notice of the meeting or in a waiver of notice of the meeting signed by all the Directors then in office.

6.4 *Notice of Meetings.* The Secretary shall give notice of each meeting of the Board of Directors by written means to include first class mail, facsimile, telegraphic, or other electronic mail to each director at least ten (10) days prior to the meeting. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a meeting of the Board of Directors, except as otherwise provided by law or these Bylaws.

6.5 *Waiver of Notice.* Any director may waive notice of any meeting, either before or after the meeting. Written waivers of notice shall be filed by the Secretary or Assistant Secretary with the corporate records or as part of the minutes of the meeting. The attendance by a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

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6.6 *Quorum.* A majority of the number of directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

6.7 *Manner of Acting.* Except as otherwise provided in these Bylaws, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

6.8 *Presumption of Assent.* A director of the College who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless he or she objects at the beginning of the meeting, or promptly upon his or her arrival, to holding it or transacting business at the meeting or his or her dissent is otherwise entered in the minutes of meeting, or unless he or she either files his or her written dissent to such action with the person acting at the secretary of the meeting before the adjournment thereof or forwards his or her written dissent by registered mail to the Secretary of the College immediately after the adjournment of the meeting. The right to dissent is not available to a director who voted in favor of such action.

6.9 *Informal Action by Directors.* Action taken by a majority of the directors without a meeting is nevertheless action of the Board of Directors if written consent to the action in question is signed by all of the directors and filed with the minutes of the proceedings of the Board of Directors, whether done before or after the action so taken.

6.10 *Participation by Telephone.* Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or other electronic means that allow all persons participating in the meeting to hear each other. Participation by these means shall be deemed presence in person at the meeting.

ARTICLE VII *Committees*

7.1 *Designation.* The President of the College shall appoint, with the exception of the Executive Committee and the Nominations Committee, all standing committees each year following the annual meeting of the College subject to the approval of the Board of Directors.

7.2 Standing Committees.

- A. Executive
- B. Budget and Finance;
- C. Bylaws and Legal Matters
- D. Strategic Planning

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- E. Membership/Credentials
- F. Nominations
- G. Peer Review/Ethics/Standards of Practice
- H. Professional Education and CME
- I. Programs Annual Meetings
- J. Marketing and Public Relations
- K. Scientific Research Advisory

7.3 *Committee Membership.* All committees shall have not less than three (3) individuals who are members in good standing of the College.

7.4 *Committee Objectives.* Objectives of each committee shall be established during the first face-to-face meeting of each calendar year.

7.5 *Nominations Committee.* The Committee on Nominations shall consist of the President, President-Elect, two (2) of the most recent Past Presidents that are still active members of the College, and one of the other directors for a total of five (5) members. The President Elect shall serve as Chair and have responsibility for choosing one of the five directors to serve on the Committee. The College shall adhere to the following procedures for nominating candidates:

- A. Each year, at least thirty days prior to the meeting of the Nominating Committee, the Executive Director shall advise the members of the opportunity to suggest to the Nominating Committee the names of candidates for each officer and director position to be filled in the ensuing election.
- B. The Nominating Committee shall nominate at least two members for each position to be filled. The ballots shall reflect the nominees identified by the Nominating Committee. The Nominating Committee shall endeavor to ensure geographic, gender and ethnic and multi-cultural diversity when making or selecting nominees.
- C. Nominees shall be voting members of the College at the time of their nomination and throughout their terms. Nominees shall, upon nomination, submit to the Executive Director a statement that includes their willingness to serve, as well as a brief resume and their qualifications for office.

- D. No individual may serve as an officer or Director if he or she is the spouse, sibling, parent, child, direct supervisor, or direct subordinate of any person serving on the Board. Similarly, no individual may serve as a member of a Committee if he or she is the spouse, sibling, parent, child, direct supervisor, or direct subordinate of the committee chair. In the event that any such spousal or supervisor/subordinate relationship is created between two individuals serving simultaneously, the later-elected or later-appointed individual shall be removed from office, unless the earlier-elected or earlier-appointed individual agrees to resign from office.

7.6 *Committee Rules.* Each committee may adopt such rules for its own regulation as it may deem appropriate, unless a contrary rule has been adopted by the membership, Board of Directors, or the Executive Committee.

7.7 *Reports.* The chair of each committee shall submit in writing a semi-annual report of committee activities to the Executive Director of the College at least twenty-one (21) days prior to a regularly scheduled meeting of the Board of Directors, in conjunction with the annual meeting.

7.8 *Advisors.* The College may have up to eight (8) advisors at any time. The President may appoint up to seven (7) advisors during his term of office to assist the Board of Directors during his or her term of office in their deliberations and provide insights into the field of complementary, integrative, and alternative medicine ("CAIM") and their potential to provide benefit to the College for the decision making process of the Board of Directors. They will be appointed following the annual meeting of the College. The editor of the scientific journal of the College shall be an advisor, ex-officio.

ARTICLE VIII

Executive Committee

8.1 *Executive Committee.* The Executive Committee shall be composed of the President, President-Elect, Vice President, Secretary, and Treasurer of the College with the Immediate Past President as an ex-officio member.

8.2 *Authority.* The Executive Committee shall have such authority as is delegated to it by the Board of Directors. The Executive Committee is empowered to act on any matter in the same manner and extent as the Board of Directors between meetings of the full Board. The Executive Committee may not act to invalidate a prior decision of the Board of Directors.

8.3 *Reservation of Authority.* All action taken by the Executive Committee under the authority designated in Section 8.2 will be reported at the next meeting of the Board of Directors or within thirty (30) days of such action, whichever is earlier. Subject to vested rights of third parties, the Board of Directors shall have the right to rescind any action upon a two thirds (2/3) majority vote of the Directors present, except to such

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matters specifically authorized by these Bylaws or authorized by prior vote of the Board of Directors.

8.4 *Terms of Office.* Executive Committee members shall remain on the Committee so long as they hold office to which elected.

8.5 *Quorum.* A majority, three (3) members, of the Executive Committee shall constitute a quorum.

8.6 *Notice of Meetings.* Notice of meetings may be shortened from notices required for Directors to five (5) days in the event of emergency or may be waived if at least five (5) members are present and the action shall be approved by a majority present.

ARTICLE IX *Directors' Committee*

9.1 *Committees of Directors.* The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more directors, which committees shall exercise the authority provided in said resolution; provided, however, that no such committee shall usurp the authority of the Board, any standing committee, or the Executive or Nominating Committees. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him by law.

9.2 *Other Committees.* Other committees not having and exercising the authority of the Board of Directors in the management of the College may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the College, and the Chairman of the College shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interest of the College shall be served by such removal.

9.3 *Term of Office.* Each member of a committee shall continue as such until the next annual meeting of the directors of the College and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

9.4 *Chairman.* One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

9.5 *Vacancies.* Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

9.6 *Quorum.* Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

9.7 *Rules.* Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE X *Officers*

10.1 *Officers of the College.* The officers of the College shall consist of a President, a President-Elect, a Vice President, a Secretary, a Treasurer, a Sergeant-at-Arms, and an Immediate Past President. Other officers, including one or more Vice-Presidents (whose seniority and titles, including Executive Vice-Presidents and Senior Vice-Presidents, may be specified by the Board of Directors), Assistant Secretaries, and Assistant Treasurers, may from time to time be elected by the Board of Directors from among the current directors. Any two or more offices, except President and Secretary, may be held by the same person. No officer may act in more than one capacity where the actions of two or more officers are required.

10.2 *Election and Term.* The officers of the College shall be elected by the Membership, and each officer shall hold office for the earlier of two (2) years or until his or her death, resignation, retirement, removal, or disqualification or until his or her successor shall have been elected and qualified, as described in Article V. No office shall be held by the same person for more than three (3) consecutive terms, except for the office of Secretary, which may be held by the same person for a maximum of six (6) consecutive terms.

10.3 *Qualifications for Becoming an Officer.* Candidates for officer positions must have served at least one term as a director of the College, in addition to meeting the qualifications listed in Section 5.3 of these Bylaws.

10.4 *Removal.* Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the College will be served thereby.

10.5 *Bonds.* The Board of Directors may by resolution require any officer, agent, or employee of the College to give bond to the College, with sufficient sureties, conditioned on the faithful performance of the duties of his or her respective office or position, and to comply with such other conditions as may from time to time be required by the Board of Directors.

10.6 *President.* The President shall be the chief executive officer of the College and shall be primarily responsible for the implementation of policies of the

Board of Directors. He or she shall have authority over the general management of the College in accordance with these Bylaws, subject only to the ultimate authority of the Board of Directors. He or she may sign and execute instruments in the name of the College except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the College or shall be required by law otherwise to be signed and executed. In addition, he or she shall perform all duties incident to the office of the President and such other duties as from time to time may be assigned by the Board of Directors.

10.7 *President Elect.* In the absence of the President or in the event of an inability or refusal to act, the President-Elect shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The President-Elect shall perform other duties as from time to time may be assigned by the President or the Board of Directors. When new Officers are to be elected, the President-Elect shall automatically become President.

10.8 *Vice President.* The Vice President shall perform the duties of the President-Elect in the President-Elect's absence or in the event of an inability or refusal to act and shall perform such other duties as may be assigned by the President or the Board of Directors.

10.9 *Secretary.* The Secretary shall keep the minutes of the meetings of the Board of Directors and of the Executive Committee. He or she shall keep all minutes of all such meetings in books designated for these purposes. The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. He or she shall have custody of the seal of the College and see that the seal of the College is affixed to all documents the execution of which on behalf of the College under its seal is duly authorized, and shall sign such instruments as may require his or her signature. The Secretary shall keep a register of the current mailing address of each member, which shall be furnished to the Secretary by such member. He or she shall in general perform all duties as from time to time may be assigned by the Chairman, by the Board of Directors, or by these Bylaws.

10.10 *Treasurer.* The Treasurer shall have charge of and be responsible for all funds and securities, receipts, and disbursements of the College, and shall deposit all monies and securities of the College in such banks and depositories as shall be designated by the Board of Directors, provided that the Board of Directors may appoint a custodian or depository for any such funds or securities, and the Board of Directors may designate those persons upon whose signature or authority such funds may be disbursed. He or she shall be responsible (i) for maintaining adequate financial accounts and records in accordance with generally accepted financial accounting practices; (ii) for the preparation of appropriate operating budgets and financial statements; and (iii) for the preparation and filing of all tax returns required by law.

10.11 *Sergeant-at-Arms.* The Sergeant-at-Arms shall act as parliamentarian, unless otherwise specified by the Board and shall function to maintain order and

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professional decorum at all general membership and Board of Directors Meetings and, perform all duties as may be assigned by the President or the Board of Directors.

10.12 *Immediate Past President.* The Immediate Past President is defined as the most recent President who has completed a full two-year term of Presidency. He or she will be designated as and automatically become Immediate Past President. The Immediate Past President serves as an ex-officio member of the Executive Committee.

10.13 *Validity of Signatures.* In case any person whose signature shall appear on any bond, note or other evidence of indebtedness of the College shall cease to be an officer or hold an office different from that held at the time of the signature before the delivery of such instrument, such signature shall nevertheless be valid and sufficient for all purposes the same as if he or she had remained in such office until such delivery.

10.14 *Compensation.* The compensation of all officers of the College shall be fixed by the Board of Directors, and no officer shall serve the College in any other capacity and receive compensation therefore unless such additional compensation is authorized by the Board of Directors prior to the rendition of such services.

10.15 *Executive Director.* The Executive Director shall be employed by and perform at the pleasure of the Board of Directors in accordance with stipulations set forth by a contract of employment agreeable to both parties. The Executive Director shall have full administrative responsibility for the everyday operation and maintenance of all official records and books of the College. The Executive Director shall also hold the office of Assistant Secretary of the College during his or her tenure. At the pleasure of the Board of Directors a bond shall be given for the faithful discharge of duties in such sum as determined by the Board of Directors. The Executive Director shall be an ex-officio member of all committees, standing and appointed, without vote.

ARTICLE XI

ACAM Educational Foundation

The College shall establish a supporting organization to carry out some or all of the educational and scientific programs and educational activities of the College. This supporting organization, which shall be known as the ACAM Educational Foundation (ACAMEF), shall be operated in connection with the College. The Board of Directors shall designate and select the members of the board of directors of ACAMEF, among whom shall be three (3) members of the Board of Directors of the College.

ARTICLE XII

Indebtedness

12.1 No indebtedness of the College in excess of \$10,000 shall be incurred other than in the normal course of business, except as may be approved by resolution adopted by a majority of the directors in office.

12.2 Any or all of such indebtedness may be represented by notes, debentures, bonds, or other securities, either unsecured or secured by, or issued under, a mortgage, trust indenture, or otherwise, and may be issued at such times and upon such terms as the Board of Directors shall determine.

ARTICLE XIII

Contracts, Loans, Checks, and Deposits

13.1 *Contracts.* The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the College, and such authority may be general or confined to specific instances.

13.2 *Loans.* No loans shall be contracted on behalf of the College and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

13.3 *Checks and Drafts.* All checks, drafts, or other orders for the payment of money, issued in the name of the College, shall be signed by the Treasurer and President or President-Elect, or such officer or officers, agent or agents, or employee or employees of the College and in such manner, including facsimile signatures, as shall from time to time be determined by resolution of the Board of Directors.

13.4 *Deposits.* All funds of the College not otherwise employed shall be deposited from time to time to the credit of the College in such depositories as the Board of Directors may select.

ARTICLE XIV

Certificates of Membership and Their Transfer

14.1 *Certificates of Membership.* The Board of Directors may provide for the issuance of certificates evidencing membership in the College, which shall be in such form as may be determined by the Board of Directors. Such certificates shall be signed by the President and by the Secretary and shall be sealed with the seal of the College. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the College. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefor upon such terms and conditions as the Board of Directors may determine.

14.2 *Issuance of Certificates.* When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in his or her name and delivered to him or her by the Secretary, if the Board of Directors shall have provided for the issuance of certificates of membership.

ARTICLE XV
Books and Records

15.1 *Responsibility.* The College shall maintain at its registered or principal office correct and complete books and records of all income and expenditures, all minutes or proceedings of the meetings of the membership, of the Executive Committee, of the Board of Directors and of appointed committees, and shall keep a current record of the names and addresses of all members entitled to vote.

15.2 *Availability.* All books and records of the College are available to and may be inspected by any member, or his or her agent or attorney, in the offices of the College, for any proper purpose and at any reasonable time. The Executive Director shall provide full and timely cooperation to the President in satisfying any proper request for financial information.

ARTICLE XVI
Amendment

16.1 *Amendment of Bylaws.* Except as otherwise provided by law, by the Articles of Incorporation or herein, these Bylaws may be amended or repealed and new Bylaws may be adopted by the affirmative vote of a majority of the active members at any annual or special meeting of the Membership; provided, however, that notice of the proposed action shall have been included in the notice of the meeting or shall have been waived as provided in these Bylaws.

16.2 *Method of Proposal.* Proposed changes to these Bylaws shall be submitted in writing to a Bylaws Committee. The Bylaws Committee will submit proposed changes along with their recommendations to the Board of Directors and its approval before submitting the proposal to active members in writing thirty (30) days prior to such general membership meeting.

16.3 *Limitations to Amend.* Subject to the limitations of the Articles of Incorporation, of these Bylaws and of the General Non-Profit College Law of California concerning corporate action, these Bylaws may not be amended, repealed, or changed except as provided for in Section 15.1 and Section 15.2 above.

ARTICLE XVII
General Provisions

17.1 *Fiscal Year.* The fiscal year of the College shall be as fixed by the Board of Directors.

17.2 *Indemnification.* The College shall indemnify its officers and directors to the maximum extent required or permitted by California law as from time to time amended, and such officers and directors shall be deemed to have relied upon this Part.

ACAM Bylaws – includes revisions voted on at 2005 membership meeting.

17.3 *Gifts.* The Board of Directors may accept on behalf of the College any contributions, gifts, bequests or devices for the general purpose or for any special purposes of the College.

17.4 *Roberts Rules.* The rules contained in “Robert’s Rules of Order, Newly Revised Edition” shall govern the conduct of business of the College where they are not inconsistent with the existing Bylaws of the College.

17.5 *Effective Date.* Any amendments to the Bylaws approved at the annual membership meeting held in November, 2005, shall be effective as of January 1, 2006.

17.6 *Gender Neutrality.* The provisions of these Bylaws are intended to be neutral as to gender. Any reference in these Bylaws to the masculine gender includes the feminine and neuter genders where appropriate.