



ARTICLE I – NAME	This corporation, a not-for-profit corporation under the laws of the State of Illinois, shall be known as the Accreditation Council for Continuing Medical Education (“ACCME”). The ACCME is the successor to the Accreditation Council for Continuing Medical Education (an unincorporated association), the Liaison Committee on Continuing Medical Education and the Committee on Accreditation of Continuing Medical Education of the American Medical Association.
ARTICLE II - PURPOSES AND FUNCTIONS	<p>Section 1. Purpose</p> <p>The ACCME is organized exclusively for educational or scientific purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code.</p> <p>The purposes of the ACCME are to identify, develop, and promote standards for continuing medical education (CME) utilized by physicians in their maintenance of competence and incorporation of new knowledge; to improve quality medical care for patients and their communities; to relate continuing medical education to medical care and the continuum of medical education; to apply these principles, policies, and standards in the accreditation of institutions and organizations offering continuing medical education through a voluntary system for accrediting CME providers that is responsive to changes in medical education and the health care delivery system; and to deal with such other matters relating to continuing medical education as are appropriate.</p> <p>Section 2. Functions</p> <p>The ACCME shall:</p> <ol style="list-style-type: none"> a. Serve as the body accrediting institutions and organizations offering continuing medical education; b. Serve as the body recognizing institutions and organizations offering continuing medical education accreditation; c. Develop criteria for evaluation of both educational programs and their activities by which ACCME and state accrediting bodies shall accredit institutions and organizations and be responsible for assuring compliance with these standards; d. Develop, or foster the development of, methods for measuring the effectiveness of continuing medical education and its accreditation, particularly in its relationship to supporting quality patient care and the continuum of medical education; e. Recommend and initiate studies for improving the organization and processes of continuing medical education and its accreditation; f. Review and assess developments in continuing medical education’s support of quality health; and g. Review periodically its role in continuing medical education to ensure it remains responsive to public and professional needs.
ARTICLE III – MEMBERS	<p>Section 1. Members</p> <p>There shall be seven (7) members of the ACCME. The seven (7) members shall be the American Board of Medical Specialties, the American Hospital Association, the American Medical Association, the Association for Hospital Medical Education, the Association of American Medical Colleges, the Council of Medical Specialty Societies, and the Federation of State Medical Boards.</p> <p>Section 2. Rights of the Members</p> <ol style="list-style-type: none"> a. Members may nominate persons to serve as directors as provided in Article IV, Sections 3 and 14. b. Directors nominated by members may serve as officers as provided in Article V, Section 1. c. Lists of actions of the meetings of the board of directors shall be sent to the chief executive officer of each member within ten days after each meeting of the board of directors. If, within forty five (45) days of receipt of the list of actions of a meeting, three or more of the seven members inform ACCME in writing that a particular listed action is in furtherance of a purpose or function outside each purpose and function in Article II, that action shall be altered, rescinded or discontinued to conform to Article II. This notice in writing must be accompanied by a written explanation of why the action is perceived to be objectionable.

- d. Members shall be submitted annual financial statements as provided in Article X, Section 2.
- e. Members may participate in the amendment of these bylaws as provided in Article XIII.

Section 3. Resignation of Members
 A member may resign at any time by written notice delivered to the Board of Directors. A resignation is effective when the notice is delivered unless the notice specifies a future date.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. General Powers
 The affairs of the ACCME shall be managed by and under the direction of the Board of Directors.

Section 2. Number and Residency of Directors
 The number of directors shall be eighteen and each director shall be elected or re-elected by the Board of Directors. Directors need not be residents of the State of Illinois. The Board of Directors shall consist of two (2) directors nominated by each member, two (2) public directors and two (2) directors affiliated with ACCME-recognized accrediting organizations or institutions.

Section 3. Member Nominations
 Member organizations shall nominate individuals for election to the Board of Directors of the ACCME who are: (a) knowledgeable, experienced and active in the leadership, management or governance of a health care or health education organization; (b) not an employee of an ACCME member organization; and (c) not an employee, or member, of an organization ineligible for accreditation within the ACCME system.
 All nominations shall be submitted in writing to the President of the ACCME at least ninety (90) days prior to the ACCME annual Board of Directors meeting.
 A Director cannot be a) an officer or employee of an ACCME member organization or b) an employee or member of an organization ineligible for accreditation within the ACCME system.

Section 4. Public Nominations
 The Board of Directors of ACCME shall elect individuals from the general public to serve on the Board of Directors of the ACCME.

Section 5. Accrediting Organization Nominations
 The Board of Directors of ACCME shall elect individuals who are affiliated with the ACCME-recognized accrediting organizations or institutions to serve on the Board of Directors of ACCME.

Section 6. Election of Directors
 The Board of Directors of ACCME shall elect at its annual meeting directors from the nominees to fill the positions on the Board of Directors which are vacant or shall become vacant at the annual meeting. The Board of Directors shall elect Directors in a manner that insures that the composition of the Board always conforms to the requirements of Section 2 of Article IV of these Bylaws.

Section 7. Government Representatives
 The Board of Directors shall designate two (2) representatives of government who shall be entitled to participate in meetings of the Board of Directors and in meetings of standing and special committees to which they are invited, except that such representatives shall not be entitled to vote.

Section 8. Terms
 Directors shall serve terms of up to three (3) years. In no case shall a director serve more than six (6) years. Each term shall expire upon adjournment of the annual meeting of the Board of Directors in the last year of the term. The terms of the directors shall be staggered so that approximately one third (1/3) of the terms shall expire upon the adjournment of each annual meeting of the Board of Directors.

Section 9. Regular Meetings
 Regular meetings of the Board of Directors shall be held at least three times in each calendar year. The last regular meeting in each calendar year shall be considered the annual meeting of the Board of Directors. At least fourteen days' written notice shall be given for a regular meeting.

Section 10. Special Meetings
 Special meetings of the Board of Directors shall be called by the Chair or any three Directors. At least twenty-one (21) days' written notice shall be given for a special meeting of the Board of Directors, and the purpose of the special meeting shall be set forth in the notice.

Section 11. Quorum
 Eleven (11) Directors shall constitute a quorum.

Section 12. Manner of Acting
 The act of two thirds of the directors present and voting at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a different number is required by statute, these bylaws, or the Articles of Incorporation. Withdrawal of directors at any meeting shall not cause failure of a duly constituted quorum at that meeting.

- Section 13. Resignation of Directors A director may resign at any time by written notice delivered to the Board of Directors. A resignation is effective when the notice is delivered unless the notice specifies a future date.
- Section 14. Vacancies In the event of the death, resignation, removal or inability to act of a director nominated by a member, the member which nominated that director shall nominate, and the board of directors shall elect, in the manner provided in Article IV, Section 3, a director to serve the unexpired term. In the event of the death, resignation, removal or inability to act of a public director, the board of directors shall elect, in the manner provided in Article IV, Section 4, a director to serve the unexpired term. In the event of the death, resignation, removal or inability to act of a director affiliated with a recognized institution or organization, the board of directors shall elect, in the manner provided in Article IV, Section 5, a director to serve the unexpired term. If a vacancy exists because a member fails for 120 days to make a nomination, the board of directors shall elect a director to fill the vacancy. A director thus elected shall be affiliated with the member which failed to make a timely nomination.
- Section 15. Compensation Directors shall not receive any stated salaries for their services. Directors may be reimbursed for expenses pursuant to Article X, Section 1.
- Section 16. Notices All notices required to be given under these bylaws shall be deemed duly given: (a) upon personal delivery to the party to be notified, (b) when sent by confirmed electronic mail or facsimile if sent during normal business hours of the recipient, (c) five (5) days after having been sent by registered or certified mail, return receipt requested, postage prepaid, or (d) one (1) business day after deposit with a nationally recognized overnight courier, specifying next business day delivery, with written verification of receipt.

ARTICLE V –
OFFICERS

- Section 1. Officers The officers of the corporation shall be a Chair, a Vice Chair, and a Treasurer, who shall be directors and who shall be elected annually, and a President, who shall not be a director.
- Section 2. Chief Executive Officer
- a. A Chief Executive Officer of the ACCME shall be appointed by the Board of Directors and shall direct the activities of the ACCME. The Chief Executive Officer shall have the authority to appoint and discharge ACCME staff.
 - b. The Chief Executive Officer of the ACCME shall be the President of the ACCME, and he/she shall serve as President during his/her tenure as Chief Executive Officer.
 - c. The Chief Executive Officer shall act as the recording Secretary of ACCME and he/she shall serve as Secretary during his/her tenure as Chief Executive Officer.
 - d. The Chief Executive Officer shall have such other responsibilities as the Board of Directors of the ACCME shall assign.
- Section 3. Designation and Term of Office
- a. The Vice Chair and Chair shall hold office for one (1) term of one (1) year, unless called upon to complete the term of their predecessor. The Treasurer shall hold office for a maximum of three (3) one (1) year terms, unless elected to serve an unexpired term. Each new term shall begin and each old term shall expire upon adjournment of the annual meeting of the Board of Directors.
 - b. If a vacancy shall occur in the office of Chair due to the Chair's death, resignation, removal or inability to act, the Vice Chair shall assume all the responsibilities of the Chair until the next annual meeting, at which time she/he shall be eligible for election to a full term as Chair.
 - c. If a vacancy shall occur in the office of Vice Chair due to her/his assumption of the office of Chair or due to the Vice Chair's death, resignation, removal or inability to act, the Board of Directors shall elect a director to act as the Vice Chair until the next annual meeting, at which time she/he shall be eligible for election to a full term as Vice Chair.
 - d. If a vacancy shall occur in the office of Treasurer, due to the Treasurer's death, resignation, removal or inability to act, the Board of Directors shall elect a director to act as the Treasurer until the next annual meeting, at which time she/he shall be eligible for election to a full term as Treasurer.
 - e. The Board of Directors may also elect one Assistant Secretary. The Assistant Secretary shall have the authority to certify the bylaws, resolutions of the Board of Directors and committees thereof and other documents of the ACCME as true and correct copies thereof.
- Section 4. Duties of Officers
- a. The Chair shall preside at all meetings of the Board of Directors and the executive committee; announce nominations and elections to the board of directors; be responsible for the establishment of the agenda for meetings of the Board of Directors and the executive committee; notify directors of the date, time, and location of regular and special meetings of the Board of Directors; notify members of the executive committee of the

date, time, and location of meetings of the executive committee; and, in general, shall perform all duties incident to the office of chair.

- b. The Vice Chair shall assume the Chair's duties if the Chair is absent or is unable to perform those duties.
- c. The Treasurer shall also be designated the chair of the ACCME finance committee, shall receive regular reports of the finances of the ACCME and shall communicate regularly with the staff charged with responsibility for the custody and management of all funds and securities of the ACCME. At each meeting of the Board of Directors, the Treasurer shall be prepared to give an accurate report of the financial status of the ACCME and the use of all funds in the interval since the last meeting.
- d. The Secretary shall have the authority to certify the bylaws, resolutions of the Board of Directors and committees thereof; and other documents of the ACCME as true and correct copies thereof; shall keep accurate minutes of the meetings of the Board of Directors and its committees; shall see that all notices are duly given as required in these bylaws; shall maintain the records of the ACCME; shall maintain an accurate listing of names, location and position of all official participants in the ACCME, and shall see that all communications and documents authorized by the executive committee and the Board of Directors have been properly executed.

ARTICLE VI - SECRETARIAT		Primary staff and supporting services for the ACCME may be provided by a member under terms and conditions approved by the Board of Directors of ACCME.
ARTICLE VII - EXECUTIVE COMMITTEE	Section 1. General Powers	The affairs of the ACCME shall be managed by the executive committee in the interim between regular or special meetings of the Board of Directors.
	Section 2. Membership	The executive committee shall consist of: <ul style="list-style-type: none"> a. the officers of ACCME that are directors; b. at least one director elected by the Board of Directors who was nominated by each of the seven members; c. at least one director elected by the Board of Directors from among the public directors; and d. at least one director elected by the Board of Directors from among the directors affiliated with the recognized institutions and organizations.
	Section 3. Leadership	The Chair and the Vice Chair shall serve in the same roles on the executive committee.
	Section 4. Terms	The newly constituted executive committee shall replace the outgoing executive committee upon adjournment of the annual meeting of the Board of Directors.
	Section 5. Manner of Acting	The executive committee shall, except as otherwise provided by law or these bylaws, have all the authority and powers of the Board of Directors in the management of the business and affairs of the ACCME in the interim between regular or special meetings of the Board of Directors. A unanimous vote of all members of the executive committee who are present and voting at a meeting at which a quorum is present shall be required for the executive committee to act on behalf of the ACCME. The executive committee shall report its activities to the Board of Directors no later than at the next regular or special meeting of the Board of Directors.
	Section 6. Notice of Meetings	Notice of meetings of the executive committee shall be delivered in writing or provided by telephone at least ten days prior to the meeting. Notwithstanding the foregoing, notice shall be deemed to be waived for any meeting attended by or held with the consent of all members of the executive committee. The executive committee may also hold meetings by telephone conference at any time and without prior notice if each member of the executive committee either participates in or consents to the telephone conference.
ARTICLE VIII – FINANCE COMMITTEE		The finance committee shall be responsible for monitoring all financial and fiscal matters of the ACCME, including budgeting, financial planning, investments, accounts, audit and records. It shall have prepared for consideration and approval by the Board of Directors annual budgets and such financial estimates as it deems proper. It shall periodically formulate and recommend for approval the financial policies of the ACCME, including management of the financial affairs of the ACCME and its accounting policies.
ARTICLE IX – STANDING AND SPECIAL COMMITTEES		The Board of Directors may appoint standing and special committees of the ACCME.
ARTICLE X - EXPENSES	Section 1. Expenses	Unless otherwise provided for and approved by the Board of Directors, expenses incurred by each director or representative of government as a result of the director's or representative's participation in meetings of the ACCME Board of Directors shall be paid by the ACCME.

	Section 2. Annual Financial Statement	An annual financial statement of the ACCME shall be submitted to the members.
	Section 3. Fiscal Year	The fiscal year of the ACCME shall begin on January 1 of each year.
ARTICLE XI - MODUS OPERANDI	Section 1. Standards	ACCME shall maintain principles, policies and standards for continuing medical education.
	Section 2. Decisions	ACCME shall maintain procedures and methods and take final action on the accreditation of institutions and organizations providing continuing medical education, and on the recognition of institutions and organizations offering continuing medical education accreditation.
	Section 3. Adverse Decisions	The procedures and methods shall include a mechanism for institutions and organizations to appeal adverse ACCME accreditation and recognition decisions.
	Section 4. Records	Records pertaining to accreditation and recognition of continuing medical education are the property of the ACCME.
ARTICLE XII PARLIAMENTARY AUTHORITY		The rules contained in the most current edition of Sturgis' Standard Code of Parliamentary Procedure shall govern the ACCME in all cases to which they are applicable, and in which they are not inconsistent with these bylaws and any special rules of order which the Board of Directors may adopt.
ARTICLE XIII – AMENDMENTS		These bylaws can be amended at any regular meeting of the Board of Directors at which a quorum is present, provided that the amendment has been submitted in writing and has been read at a previous meeting. Such amendment shall not become effective until one hundred twenty (120) days after action on the amendment by the Board of Directors. If within one hundred twenty (120) days of action on the amendment three (3) or more of the seven (7) members inform the Board of Directors of ACCME in writing that they do not approve the amendment, the amendment shall not become effective.
ARTICLE XIV – INDEMNIFICATION	Section 1. Direct Indemni- fication	To the full extent specifically authorized by, and in accordance with the procedure prescribed in, Section 108.75 of the Illinois General Not-for-Profit Corporation Act (or the corresponding provisions of any future statute applicable to corporations organized under that Act), the ACCME shall indemnify any and all of its directors, officers, committee members, employees, agents, and other authorized representatives for expenses, judgments, fines and other amounts paid in connection with legal proceedings (whether threatened, pending or completed) in which any such persons become involved by reason of their serving in any such capacity for the ACCME.
	Section 2. Insurance	Upon specific authorization by the Board of Directors, the ACCME may purchase and maintain insurance on behalf of any or all officers, committee members, employees, agents, or other authorized representatives of the ACCME against any liability asserted against any such person and incurred in any such capacity, or arising out of the status of serving in any such capacity, whether or not the ACCME would have the power to indemnify them against such liability under the provisions of Section 1 of this Article.
ARTICLE XV - BOOKS AND RECORDS		The ACCME shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and its committees.
ARTICLE XVI - WAIVER OF NOTICE		Whenever any notice is required to be given under applicable law, the Articles of Incorporation, or these bylaws, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.
ARTICLE XVII – OFFICES		The ACCME shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with such registered office.
ARTICLE XVIII – DISSOLUTION		Upon the dissolution of the ACCME, the assets of the ACCME shall be distributed to such successor organization(s) as shall continue the accreditation activities of the ACCME and which shall qualify for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code. If no such successor organization(s) shall exist and qualify for exemption, the assets of the ACCME shall be distributed as determined by the Board of Directors for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.