

## **Bylaws of the Association of Program Directors in Endocrinology, Diabetes, and Metabolism**

### **Article I. Name, Object and Purpose**

**Section 1.1 Name and Object.** The name of the corporation is the Association of Program Directors in Endocrinology, Diabetes, and Metabolism, hereinafter referred to as the “Association.” The Association exists to represent the interests of training programs in the subspecialty of Endocrinology, Diabetes, and Metabolism (Endocrine Training Programs) and to facilitate cooperation with and among other organizations within the discipline of Endocrinology, Diabetes, and Metabolism. The object of the Association is to benefit and aid the education, research and patient care missions of subspecialty training programs in Endocrinology, Diabetes, and Metabolism in the United States and the State of Maryland by holding forums and meetings and publishing appropriate educational and public policy materials. The Association also exists to support new initiatives in educational and public research and patient care for the benefit of its subspecialty training program directors as they discharge their professional responsibilities.

**Section 1.2 Mission.** Postgraduate Endocrine Training Programs offer a blend of intellectual, procedural, clinical, and research instruction to three broad categories of physician trainees. Some matriculating trainees will leave their subspecialty training environment to deliver health care; some to perform basic or clinical research to improve that care; and some to teach health care delivery. A national organization is required to advocate and advise that process independent of other competing concerns.

The Association was chartered as an independent outgrowth of established scientific subspecialty societies in Endocrinology, Diabetes, and Metabolism to represent and consider the fortunes of subspecialty training programs aspiring to develop quality education and research that typically leads to recognized certification of their trainees.

The focus of the Association is on all matters that affect the ability of Endocrine Training Programs in the United States to achieve their academic and clinical mission. In particular, the Association has a special interest in representing programs regarding the interpretation of general training requirements, the length of training, the number of training positions, the method of distribution of training positions to accredited programs, the financial reimbursement and funding opportunities for training endocrinologists, the role endocrine training plays in biomedical research, the subspecialty teaching responsibilities of programs for primary care, and the mechanisms by which programs can improve the quality of their training environment.

The Association, through its officers and Council will interface with all appropriate accrediting organizations, governmental agencies, or other societies that are part of Endocrinology, Diabetes, and

Metabolism and express an interest in matters regarding subspecialty training in Endocrinology, Diabetes, and Metabolism. When requested, the Association will also offer testimony and commentary to government and media agencies that have, or wish to have, influence over our ability to meet its members' training objectives.

## **Article II. Membership**

**Section 2.1 Eligibility.** The Association shall offer program-based memberships for Endocrine Training Programs that are, or have been within three (3) years prior to the date of application, fully recognized and fully accredited by the Accreditation Council for Graduate Medical Education (ACGME), or by another superseding body designated by the Association. The Program Director for each program may designate an Associate Program Director and a Program Coordinator as APDEM associate members for the training program. The program director may also seek Council approval to provide associate memberships to additional contacts who may be involved in the administration of the training program. The Program Director will serve as the primary contact for her/his training program.

**Section 2.2 Voting Rights.** The Program Director will serve as the voting member for her/his training program. The Program Director may designate in writing another training program representative to serve as her/his proxy as needed.

**Section 2.3 Membership Terms and Conditions.** Membership is available to any accredited training program and its designated individual members as defined above. The Council may prescribe terms and conditions for the suspension or expulsion from membership, the amount of dues and/or assessments, classes of non-voting membership, and such other matters which relate to membership.

**Section 2.4 Termination of Membership.** A member who ceases to be the training Program Director, Associate Program Director, Program Coordinator, or other designated contact of an ACGME-accredited training program in endocrinology shall automatically cease to be a member. Program Directors, Associate Program Directors, Program Coordinators and other designated contacts of programs from which accreditation has been withdrawn shall be eligible for continued membership for a period of up to three years after the program's accreditation has been withdrawn.

## **Article III. Meetings of Members**

**Section 3.1 Meetings.** The annual meeting will be held during the Annual Meeting of the Endocrine Society, unless otherwise determined by the Council. The purpose of this meeting will be to afford members an opportunity for in-depth discussion of pertinent issues related to Endocrine training programs and their training program mission. Special meetings of the members may be held at any place within or without the State of Maryland, the location of original incorporation.

**Section 3.2 Notice.** Written notice of the time and place of the annual meeting and all special meetings of the members of the Association shall be delivered to each member at least five days prior

to the date of such meeting (unless a longer period of notice is required by applicable law, by the Articles of Incorporation or by these Bylaws), and notice of all special meetings of the members shall state the general nature of the business to be transacted. Any written notice shall be delivered personally or by mail (U.S., private postal or electronic). If sent by U.S. mail, such notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid. If notice is given by private postal service, it shall be deemed delivered when given to the private delivery company. If notice is given by email, it shall be deemed delivered when sent. For all methods of delivery, notice will be sent to each member's most recent address listed in the records of the Association.

**Section 3.3 Quorum.** The presence of one-fourth of the Association's voting members in person or by proxy at any special meeting, or the annual meeting, shall constitute a quorum for the transaction of business. If a vote is taken on any matter, except as otherwise provided herein, the matter shall be decided by a majority of the members so voting (or by a percentage of members pre-specified by Council).

**Section 3.4 Proxies for Establishing Quorum.** The written notice of a membership meeting sent to a member shall be deemed a proxy given to the Secretary-Treasurer (or her or his delegate) for the purpose of establishing a quorum unless (a) the member appears at the meeting, or (b) the member notifies the Secretary-Treasurer that the notice may not be so used.

#### **Article IV. Council, Governance of Council**

**Section 4.1 General Powers.** The board of directors of the Association shall be its governing body and shall be known as the Council. In addition to the powers and authority expressly granted by law, the Council may exercise all powers of the Association not reserved to the membership by these Bylaws, and do all acts that are not prohibited by federal or State law, or limited by the Articles of Incorporation or by these Bylaws. The Council shall have responsibility for resolving any questions regarding membership in the Association and for ensuring that any membership deficiencies on the Council are corrected in accordance with Section 4.4.

**Section 4.2 Solicitation of Members' Views.** The President and the Council may solicit the opinion of the members of the Association on matters judged by Council to be of particular importance to the Association and shall give due consideration to such wishes of the membership, when in accord with Maryland law, the Articles of Incorporation and the Bylaws.

**Section 4.3 Number and Selection.** The Council shall consist of seven voting Councilors, including the President and Secretary-Treasurer, notwithstanding the nonvoting Councilors, including the President-Elect and the Immediate Past President. Council members must be APDEM members and the term of service of not less than three voting members of the Council shall terminate each year. Nominations for membership on the Council may be proposed by any voting member and considered

for inclusion on the ballot by the Nominating Committee. Alternatively, nominations for membership on Council shall be included directly on the ballot by a petition by a minimum of ten per cent of the voting members of the Association. Ballots shall be mailed to the membership not less than 60 days in advance of the annual meeting.

**Section 4.4 Term; Removal.** The term of a Councilor shall be two years, and until her or his successor is elected and qualified. The President and Secretary-Treasurer will serve on the Council for the duration of their term in office. The Immediate Past President shall serve on Council for only one year. In the event that any Council member ceases to be a member due to a change in role or a change in status of an ACGME-accredited training program in endocrinology, the member may complete her or his term.

**Section 4.5 Meetings.** The regular meetings of the Council shall be held at such time and place as the Council may from time to time determine. There shall be at least one regular meeting of the Council of the Association each year, normally at the time of the annual Association meeting. Additional meetings may be called at the discretion of the Council. Meetings of the Council may be held at any location within or without the State of Maryland, the location of original incorporation.

**Section 4.6 Notice.** Written notice of the time and place of all meetings of the Council shall be delivered to each Councilor at least five days prior to the date of such meeting unless a longer period of notice is required by applicable law, by the Articles of Incorporation or by these Bylaws, and, in the case of special meetings, shall state the general nature of the business to be transacted, provided that no written notice is required in the case of regular meetings where the date, time and place has been determined in advanced by the Council. Any written notice shall be delivered personally or by mail (U.S., private postal or electronic). If sent by U.S. mail, such notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid. If notice is given by private postal service, it shall be deemed delivered when given to the private delivery company. If notice is given by email, it shall be deemed delivered when sent. For all methods of delivery, notice will be sent to each member's most recent address listed in the records of the Association.

**Section 4.7 Quorum.** A majority of the voting Councilors then in office shall constitute a quorum for the transaction of business at any meeting of the Council, unless a greater proportion is required by applicable law, by the Articles of Incorporation or by these Bylaws.

## **Article V. Officers**

**Section 5.1 Officers Generally; Election.** The officers of the Association shall be: President, President-Elect, Secretary-Treasurer, and such other officers as the Council designates, including Immediate Past President. In addition to the powers and duties set forth in these Bylaws, each officer shall have such powers and duties as are usually related to her or his office under the laws of Maryland

and as the Council shall determine by resolution. Nominations for election to the office of President-Elect and Secretary-Treasurer shall be determined by a Nominating Committee.

**Section 5.2 President-Elect and President.** The President-Elect shall be nominated by the Nominating Committee and elected by the voting members of APDEM. Nominees for President-Elect shall be a voting APDEM member at the time of nomination and shall be a current or past member of APDEM Council. The term of office for the President-Elect shall be one year, and the election for President-Elect shall be held every other year. The cycle for the terms of office will normally run for the time between annual meetings of the members. The President-Elect shall succeed the President upon completion of her/his term. During her or his one-year term as such, the President-Elect will not have voting powers as a member of the Council. In the event that the President-Elect ceases to be a member due to a change in role or a change in status of an ACGME-accredited training program in endocrinology, the President-Elect may complete her or his term as President-Elect and, if accepted, subsequent terms of President and Immediate Past President. If, upon a change of status, the President-Elect does not accept service of the subsequent terms as President and Immediate Past President, APDEM Council will nominate a replacement to serve as President and Immediate Past President. This nomination will be ratified by a majority of voting members so voting (or by a percentage of voting members pre-specified by Council).

The term of office for the President shall be two years. In the event that the President becomes unable to fulfill her or his duties, whether temporarily or permanently, the Council shall elect an Acting President from among the Council membership. In the event that the President ceases to be a member due to a change in role or a change in status of an ACGME-accredited training program in endocrinology, the President may complete her or his term, including a one-year term as Immediate Past President. The President shall be the chief executive officer of the Association; shall control and manage its property, business and affairs, subject to the policies and direction of the Council; shall preside over the meetings of the Association and the Council; and shall be the chief representative of the Association at appropriate public forums. She or he will be assisted by other members of the Council as required. The President shall be responsible for organizing each of the meetings during her or his tenure.

**Section 5.3 Secretary-Treasurer.** The Secretary-Treasurer shall be selected from the current or past membership of the Council and nominated for election by the Nominating Committee. The term of office for the Secretary-Treasurer shall be one year. In the event that the Secretary-Treasurer ceases to be a member due to a change in role or a change in status of an ACGME-accredited training program in endocrinology, the member may complete her or his term as Secretary-Treasurer. The Secretary-Treasurer shall serve as the chief financial officer of the Association; shall provide oversight

to staff management of all funds of the Association; and shall present financial reports to the Council and membership in such manner and form as the Council may from time to time determine. She/he shall provide oversight of staff in the collection of dues and fees approved by the Council from the membership and in the disbursement of funds of the Association in accordance with the instruction of the Council. The Secretary-Treasurer shall be responsible for overseeing membership records for the Association and overseeing the documentation (minutes) of the business of the Council and membership.

## **Article VI. Committees**

**Section 6.1 Generally.** Except as provided herein, the President, with the advice and consent of the Council, may appoint standing or ad hoc committees to address issues important to academic endocrinology, diabetes, and metabolism in relation to the operations of the Association.

**Section 6.2 Appointment of Chairs; Terms; Liaisons with Other Organizations.** The President, with the advice and consent of the Council, will appoint chairs of the committees. The term of service for a committee chair and members will be as designated in the appointment. The President and Council may renew membership on a committee following the completion of a term. The Association may establish liaisons with other Endocrinology, Diabetes, and Metabolism organizations and have members from such organizations serve as members of standing or ad hoc committees.

**Section 6.3 Nominating Committee.** There shall be a Nominating Committee to receive nominations and to establish slates for candidates for election to Council and for the President-Elect and Secretary-Treasurer. The nominating committee shall consist of four (4) members, including the President, the President-Elect or Immediate Past President (alternating years), and two voting members of the association.

**Section 6.4 Vacancies.** Vacancies in the membership of any committee may be filled by the President, with the advice and consent of the Council.

**Section 6.5 Quorum.** Unless otherwise provided in the resolution of the Council 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.

## **Article VII. Indemnification**

**Section 7.1 Insurance.** The Association shall maintain one or more insurance policies providing reasonable amounts of coverage for claims or losses arising out of an error, misstatement, act of omission, neglect or breach of duty committed by the Association or any individual acting on its behalf including a current or former officer, member of Council, employee or agent.

**Section 7.2 Mandatory Indemnification.** If a current or former officer, member of Council, employee or agent acted in good faith and in a manner in which she or he believed to be in the best

interests of the Association, and paid or incurred expenses in the successful defense of a civil matter arising out of or proximately related to her or his services to the Association, she or he shall be indemnified against such expenses actually and reasonably incurred in connection with such defense, to the extent not covered by any insurance or other third party payment.

**Section 7.3 Discretionary Indemnification.** The Association is authorized to indemnify, reimburse or otherwise provide for the payment of reasonable expenses paid or incurred by a current or former officer, member of Council, employee or agent in connection with services rendered against him or her by a third party. A current or former officer, member of Council, employee or agent shall be entitled to all rights conferred by Maryland Corporate Law, and terms contained herein shall be construed in accordance with their construction under Maryland Law.

**Section 7.4 Terminology.** The term “expenses” includes reasonable attorney fees and costs associated with the defense of any action, judgments, civil fines and interest. The term “indemnify” includes reimbursement or assumption of expenses incurred in the defense of any action.

#### **Article VIII. Amendment of Bylaws**

Amendments to the Bylaws are permissible if they are made in accordance with the following procedures:

- a) A proposed amendment may be offered by any members of the Council of the Association or may be proposed by petition by ten per cent of the members of the Association.
- b) The proposed amendment must be available to the members of the Council of the Association thirty days prior to the start of a meeting to consider the amendment. Such an amendment must be first approved by a majority of the full Council before it is passed on to the full membership for a vote.
- c) The proposed amendment will be adopted upon the affirmative vote of at least two-thirds of the members participating in the vote. Ballots will be circulated with the proposed amendment to all of the members of the Association. The ballots will be returned to the national headquarters of the Association and the results certified by the President or her or his designee.

#### **Article IX. Construction of Articles of Incorporation and Bylaws**

In connection with the construction of any instrument, or the use of any procedure, the laws of the State of Maryland shall prevail over provisions within the articles of incorporation inconsistent with said law. If no provision of Maryland law governs, the articles of incorporation shall prevail over any inconsistent provision contained in the bylaws. If neither the laws of the State of Maryland nor the articles of incorporation govern, then these bylaws shall govern. If the laws of the State of Maryland,

the articles of incorporation, or the bylaws do not govern, then a resolution by the Council by a majority vote of the number of Council members fixed by these bylaws, shall govern.

#### **Article X. Conflicts of Interest**

Each officer of the Association, member of Council, volunteer and staff member recognizes that she or he has an affirmative duty to be aware of and properly manage conflicts of interest which may occur during their tenure:

- a) Any duality of financial interest or possible direct or indirect conflict of interest on the part of any individual shall be disclosed to all other members and made a matter of records through a periodic procedure authorized herein and again when the interest becomes a matter of Council action or relevant APDEM business.
- b) Any individual having a duality of interest or possible conflict of interest on any matter shall not use her or his personal influence on the matter, shall recuse themselves from the room when the matter is voted upon, and shall not be counted in determining the quorum for the discussion and action on the matter, even where permitted by the laws of the State of Maryland. The minutes of the meeting shall reflect that a disclosure was made, by whom, the abstention from voting, and the quorum situation.
- c) The foregoing requirement shall not be construed as preventing an individual from briefly stating her or his position in the matter nor from answering pertinent questions of other members of Council or relevant groups.
- d) Every new member of Council will be advised of the policy on conflicts of interest upon election to Council.
- e) All members of Council shall annually file with the Secretary-Treasurer, a conflict statement, in a form and at a time prescribed by it, and such statements shall be made available as prescribed by Council.
- f) The Association shall not enter into any agreement with a member of Council for the furnishing to it of goods, services or facilities. Such prohibition shall extend to the family of any member, to any firm owned or controlled by any member, spouse/partner and/or family member.
- g) All members of Council, by virtue of their election to that position, are in a fiduciary relationship to the Association and as such, in addition to the above, must act fully in accordance with common law of the State of Maryland relating to fiduciary duties.
- h) These provisions, where not separately stated or excused, shall also apply to all employees of the corporation and all officers. As to all references to "spouse/partner" and "family" such



term shall include such person having a close personal relationship to the individual in question.

#### **Article XI. Miscellaneous Provisions**

**Section 11.1 Fiscal Year.** The fiscal year for the Association shall be the calendar year.

**Section 11.2 Unauthorized Use of Corporate Name, Property, etc.** No member, officer, employee, or member of Council may use the Association's name, logo, membership directory, or mailing list for personal, political or financial advantage. The Association's name and logo shall be registered as a lawful mark in such jurisdictions, domestic or foreign, as is necessary or appropriate. Council shall determine the circumstances and the persons authorized to use the Association's name, stationery, or logo.

**Section 11.3 Audit.** Within a reasonable time after the conclusion of each fiscal year, the financial records of the Association shall be audited by a certified public accountant selected by the Council. Any audit report, and statements of financial condition, shall be available to all members of Council promptly upon conclusion of the audit.

**Section 11.4 Staff and National Office.** The Association, acting through the Council, may hire staff to carry out the operations of the Association. The Association shall maintain a national headquarters to serve as a permanent repository for all Association records and membership information.

**Section 11.5 Annual Dues and Fees.** In the absence of action by the membership, the Council may set annual dues for membership in the Association; it may also levy user fees for special Association activities. Council is authorized to develop and implement revenues to support and further of the purposes of the Association.

**Section 11.6 Compensation of Councilors, Officers and Members.** Members and officers of the Council and any other members of the Association shall not receive salary, honorarium or similar compensation from the Association, except upon affirmative vote of a majority of the Council, for services rendered to the Association, any salary, honorarium or similar compensation authorized by the Council shall be reasonable for actual services rendered. Members and officers will also be reimbursed by Association funds for reasonable expenses approved by the Secretary-Treasurer for Association-related travel or other business; such reimbursement of reasonable expenses paid or incurred by the member of Council, on Association dues, shall not be treated as compensation.