

## **BYLAWS**

The Original Constitution was adopted in March 2004. The Membership adopted this Constitution at the October 2013 Annual Member Meeting. Bylaw amendments were approved by the American College of Lifestyle Medicine Executive Committee and Board of Directors in August of 2015 and in June of 2018. By Board approval on July 26, 2022, the Constitution was merged with updated ACLM Bylaws, resulting in a singular document, updated most recently by Board approval in August 2023.

### **ARTICLE I. NAME**

### **ARTICLE II. OBJECTIVES**

### **ARTICLE III. MEMBERSHIP**

### **ARTICLE IV. FELLOWS**

### **ARTICLE V. BOARD OF DIRECTORS**

### **Article VI. OFFICERS**

### **Article VII. ELECTIONS**

### **Article VIII. STAFF**

### **Article IX. FEES AND DUES**

### **Article X. PUBLICATIONS**

### **Article XI. MEETINGS AND REFERENDA**

### **Article XII. COMMITTEES, MEMBER INTEREST GROUPS, CONNECT GROUPS & TASK FORCES**

### **Article XIII. CHARTER MEMBERS**

### **Article XIV. RULES OF ORDER**

### **Article XV. INDEMNIFICATION**

### **Article XVI. MEMBERSHIP LIABILITY**

### **Article XVII. AMENDMENTS**

### **Article XVIII. DISTRIBUTION OF ASSETS UPON DISSOLUTION**

#### **Article I. NAME**

The name of this society shall be the American College of Lifestyle Medicine.

#### **Article II. OBJECTIVES**

(1) To establish and perpetuate an **educational and scientific national medical professional society** composed of qualified physicians and professionals who specialize in those areas of Lifestyle Medicine established or to be established by the American Board of Lifestyle Medicine, incorporated, for certification purposes, as well as members of the public who are advocates of Lifestyle Medicine.

(2) To maintain and advance the highest possible **ideals and service standards** in education, practice, and research in Lifestyle Medicine.

(3) To encourage, promote and support universities and their several schools in their efforts to achieve the **highest standards of teaching and research in Lifestyle Medicine.**

(4) To **stimulate education and training in Lifestyle Medicine** and its associated academic disciplines at all levels.

(5) To support the development and strengthening of **effective lifestyle intervention services** provided by official, voluntary and other organizations.

(6) To enhance and maintain the **interest of practicing physicians and professionals** in health promotion, treatment, and reversal of disease through lifestyle intervention and to further their training in these activities where applicable within all medical specialties.

(7) To take such other action as may appear at any time to be desirable, **to promote a healthier lifestyle** for individuals, communities, nations, and the world.

In order to pursue properly the objectives and purposes set forth, the College shall have full power and authority to purchase, lease, and otherwise acquire, hold, mortgage, convey and otherwise dispose of all kinds of property, both real and personal, both in its State of incorporation and all other states, territories, and dependencies of the United States and generally to perform all acts which may be deemed necessary or expedient for the proper and successful pursuit of the objectives and purposes for which this College is created.

No part of the net earnings or other assets of this College shall inure to the benefit of any member or other individual.

### **Article III. MEMBERSHIP**

The membership of the College shall be of the following classes: Physician, Doctoral, Healthcare Executive Member, Professional Team Member, Resident & Fellow Trainee, Student, Affiliate, and Retired. Qualifications for membership in the corporation shall be provided in the Bylaws.

Membership shall be based on a system of dues to be fixed by the Board, and upon payment of dues, each member shall be entitled to all rights and privileges as specified in the Bylaws or policies. Members may resign by written notice or non-payment of dues.

The College does not and shall not discriminate on the basis of race, color, religion, gender, gender expression, age, national origin, disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. The College is committed to providing an inclusive and welcoming environment for all members, staff, volunteers, subcontractors, vendors, and speakers.

**Section 1. Qualifications of Physician:** Physician Members shall be Doctor of Medicine or Osteopathy and hold a valid and active clinical license in a relevant field as may be required by law. Physician Members shall be eligible to vote, be Directors and/or Officers.

Physician Members practicing in countries other than the United States and Canada must be certified by the medical specialty Board or other certifying agency recognized in their country. International Physician Members shall be eligible to vote, although ineligible to serve as Directors and/or Officers.

Those whose physician level training occurred in a country other than the United States or Canada and whose equivalency in educational requirements cannot be adequately verified, are ineligible to be Physician Members.

**Section 2. Qualification for Doctoral Membership:** Doctoral Members shall hold clinical or academic doctoral degrees and be engaged in the practice, teaching, and/or research relevant to Lifestyle Medicine. Doctorates may include Ph.D., PharmD, PsyD, DNP, DPT, OTD, DDS, or other clinically appropriate doctorates. Doctoral Members shall hold a valid clinical license in a relevant field as required by law. The degree must be from an institution recognized by the Council for Higher Education Accreditation (CHEA) or the Association of Accrediting Agencies of Canada. Those with Doctoral Membership shall be eligible to vote and serve as Directors, although ineligible to serve as Officers.

Doctoral Members employed in countries other than the United States and Canada must be certified by the appropriate certifying agency recognized in their country. International Doctoral Members are ineligible to vote or to serve as Directors or Officers. Those whose doctoral level training occurred in a country other than the United States or Canada, and whose equivalency in educational requirements cannot be adequately verified are ineligible to be Doctoral Members.

**Section 3. Qualification for Healthcare Executive Membership:** Healthcare Executive Members shall hold a master's level degree or higher in Administration (such as MBA, MPH, MHA) and have a minimum of five (5) year's experience in an executive level position (the equivalent of VP or higher) in a healthcare system, independent hospital, or other healthcare-related organization, which may include healthcare benefits consultancy or health plan.

Healthcare Executive Members are expected to be individuals who understand the efficacy of lifestyle when used as a therapeutic intervention to treat, often reverse and prevent disease and are committed to advancing its cause in the healthcare industry and society in general. Healthcare Executive Members shall be eligible to vote, serve on Committees (as assigned), and may serve as Directors in the Directors' seats dedicated to either Professional Team Members or Healthcare Executives, but may not hold office.

**Section 4. Qualifications of Professional Team Membership:** Non-physician team members shall be those who are part of, or are interested in becoming part of, the Lifestyle Medicine practice team. They may be certified healthcare professionals who have completed an accredited healthcare training program leading to a nationally recognized healthcare bachelor's, associate's, master's, or non-clinical doctorates in the United States or Canada and hold a valid clinical license in their Lifestyle Medicine relevant field where required by law. The degree must be from an institution recognized by the Council for Higher Education Accreditation (CHEA) or the Association of Accrediting Agencies of Canada.

Professional Team Members include, but are not limited to physician assistants, nurse practitioners, registered nurses, registered dietitians, exercise physiologists, physical therapists, occupational therapists, kinesiotherapists, behavioral psychologists and therapists, ethicists, nurse midwives, etc. Professional Team Members shall be eligible to vote, serve on Committees (as assigned), and may serve as Directors in the Directors' seats dedicated to either Professional Team Members or Healthcare Executives, but may not hold office.

**Section 5. Qualifications of Resident & Fellow Trainee:** Resident & Fellow Trainee Members shall be enrolled in an ACGME-accredited residency or fellowship program. Resident & Fellow Trainee Members are eligible to vote in the general Board election and serve in the Young Director position on the Board of Directors. Moreover, Resident & Fellow Trainee Members may vote and hold office within the College's Student and Trainee Executive Board. Resident & Fellow Trainee Membership may be offered jointly with other organizations.

**Section 6: Qualifications of Student Membership:** Student Members shall be in a post-secondary health-track training program (minimum 1/2 FTE) leading to a nationally recognized clinical healthcare degree from an educational institution recognized by the Council for Higher Education Accreditation (CHEA) or the Association of Accrediting Agencies of Canada, with an interest in Lifestyle Medicine and who do not qualify for any other classification of membership. Student Members are ineligible to vote in the general Board election or serve as an Officer or Director, with the exception of eligibility to serve in the Young Director-at-large Board representative position. One duly elected Student or Resident & Fellow Trainee level member shall have a seat on the Board of Directors, filling the role of Young Director. Student Members are eligible to vote and hold office within the College's Student and Trainee Executive Board. Student Membership may be offered jointly with other organizations.

**Section 7. Qualifications of Affiliate Membership:** Affiliate Members include Medical Assistants, patient advocates, health coaches, health educators, community health workers, healthcare-focused public relations and marketing professionals, and other interested parties who are engaged in advancing the field of Lifestyle Medicine. Affiliate Members neither vote nor hold office. Affiliate Members are to be encouraged to support the business of the College and may be involved in planning and implementation of official business through engagement in Member Interest Groups or through Committees as assigned by the President.

**Section 8. Qualification of Retired Membership:** Retired Members shall no longer be engaged in gainful professional employment and do not qualify for any other classification of membership. Retired Members shall not vote and are ineligible to hold office.

**Section 9. Mode of Admission.**

- (a) An applicant for membership in the College shall submit to the College an application providing information as required together with appropriate dues.
- (b) Staff will review the application to ensure all required information has been submitted.

**Section 10. Termination of Membership.** Membership can be terminated by voluntary withdrawal or nonpayment of dues or by two-thirds (2/3rd) vote by the quorum of the Board of Directors for cause.

**Article IV. FELLOWS**

**Section 1. Qualifications of Fellows:** Fellows Members shall: (a) have been a Physician or Doctoral Member or a Professional Member (registered or licensed clinician holding a master's degree\*) of the American College of Lifestyle Medicine for at least three years and continue to meet those requirements as may be appropriate, (b) have made significant contributions to the specialty, and (c) have made significant contributions to the College. Physicians eligible to be recognized as Fellows shall be diplomats of the American Board of Lifestyle Medicine (ABLM). Doctoral and Professional Members eligible to be recognized as Fellows shall be certified by ACLM as Lifestyle Medicine Professionals, having passed the ABLM exam.

\*Bachelor's level clinicians licensed in fields that now require a master's degree are also eligible to apply.

**Section 2. The Board has the authority** to waive a requirement. Fellows must hold a degree from an institution recognized by the Council for Higher Education Accreditation (CHEA) or the Association of Accrediting Agencies of Canada.

Fellows shall vote and may serve as Directors, per the terms outlined herein, with physician Fellows eligible to serve as Officers. Fellows' applications, upon payment of application fee approved by the Board, shall be reviewed by the Fellows Review Panel, with Panel recommendations submitted to the ACLM Board for final approval. Fellows status in the College shall be granted by the College's Board of Directors.

**Section 3.** All Fellows shall be entitled to use the letters FACLM after their names so long as they remain active members in good standing.

## **Article V. BOARD OF DIRECTORS**

The leadership of the College shall be vested in, and exercised by, a **Board of Directors**, which shall consist of not fewer than ten (10) nor more than fifteen (15) elected members of the corporation, selected in accordance with the Bylaws. At the Board's discretion, it may appoint one ex-officio member of the Board to serve in a Senior Advisor (or similar title) capacity.

**Section 1. The Board of Directors** shall consist of the President, the Immediate Past President, the President-Elect, the Secretary, the Treasurer, and three to a maximum of 10 at-large Directors, including one Student/Trainee representative, recognized as the Young Director, and two Healthcare Executive Member or Professional Team Member Directors.

Physician Members, Doctoral Members, Healthcare Executive Members, and Professional Team Members whose dues are current for the fiscal year shall be entitled to one (1) vote in any annual or special membership meeting, ballot, or referendum.

**Failure to elect** Officers or Directors annually shall not dissolve this corporation nor impair its corporate existence or management. Officers and Directors then in office shall remain until their successors have been duly elected or installed.

All **elections** shall be held under such rules and regulations as may be determined by the Board of Directors from time to time or provided in the Bylaws. Elections should occur annually to replace Officers and Directors whose terms are expiring.

The Directors shall serve for terms of three years. No member may serve more than two consecutive terms unless they proceed to become an Officer; then they will serve no more than one term consecutively in each Officer position.

- a. The Young Director will serve a one-year term and will be ineligible for re-election.
- b. Election shall be by means of a secret ballot or electronic ballot provided to the Physician Members, Doctoral Members, Healthcare Executive Members, and Professional Team Members prior to the annual meeting, with election results to be announced in conjunction with the Annual Membership Meeting.
- c. The President is authorized to break a tie vote.
- d. Board Members and Officers shall take office at the close of the annual conference, held following the Annual Membership Meeting.

**Section 2. Oversight** of the College shall be vested in the Board of Directors, which shall have the power to:

- a. Develop the College's strategic plan, providing oversight to the CEO and staff responsible for plan execution.
- b. Make, alter and annul such Bylaws and policies for the affairs of this corporation as it may deem proper.
- c. Regulate and conserve the property interests of the College.

- d. Determine the annual membership dues amounts.
- e. Determine what publications are to be sponsored by the College, make contracts therewith, and name editorial Boards for such sponsored publications.
- f. Prepare, approve and promulgate resolutions in the name of the College.
- g. Approve the annual budget of the College and quarterly financial reports.
- h. Hire and fire the CEO.

**Section 3.** A majority of Directors shall constitute a quorum, and a quorum shall be necessary to consider any question that may come before any meeting of the Directors. The affirmative vote of a majority of Directors present and voting shall be necessary to decide any question.

**Section 4.** Special meetings of the Board may be called by the President or upon request of at least five members of the Board. The President or President-Elect (in the President's absence) shall preside at all meetings.

**Section 5.** A vacancy of a Board position shall be declared when caused by death, separation from work in the field, as covered under other sections of these Bylaws, or by letter to the President of the Board for any other reason. In case of a vacancy, the President shall appoint a voting member to fill the vacancy until the next annual election. In the case of a vacancy of an Officer, the Board will elect a new Officer. In the case of a presidential vacancy, the President-Elect will immediately become President without an election.

**Section 6:** Any member of the Board unable to attend a meeting shall communicate to the President of the Board and Chief Executive Officer stating the reason for the absence. If a Board Member is absent from two (2) consecutive meetings for reasons the Board declares insufficient, the member's resignation shall be deemed to have been tendered. Notification to the Board Member shall be by email and certified letter. The vacancy shall be filled according to section 5.

**Section 7:** Any Board Member may resign at any time by giving written notice to the President of the Board. Any Board Member may be removed as permitted by applicable law. The vacancy shall be filled according to section 5.

**Section 8:** Electronic voting via email or other electronic communication may occur on Board matters, with the majority vote in agreement by all Directors required to represent Board action.

## **Article VI. OFFICERS**

**Section 1.** The Officers of this College shall consist of a President, a President-Elect, an Immediate Past President, a Secretary, and a Treasurer. The President-Elect shall serve as President pro-tem in the absence of the President.

**Section 2.** The Officers shall also serve as Directors of the College and shall serve two years, including two years as President-Elect, two years as President, and two years as Immediate Past President.

The Officers shall enter upon their duties at the conclusion of the annual conference, which follows the Annual Membership Meeting, during which election results are announced.

The **Executive Committee** consisting of the President, Immediate Past President, President-Elect, Secretary, Treasurer, and one presidential-appointed at-large member,



shall have full authority of the Board for action between regular meetings of the Board and which shall report its activity to the Board at its next scheduled meeting.

**Section 3.** Voting-eligible members of the College shall elect the President-Elect, the Secretary, and Treasurer by means of a secret ballot.

**Section 4.** The **President** of the College shall preside at all meetings of the College, shall appoint such Committees and Task Forces as may be necessary to carry on the activities of the organization, shall name the Chairpersons of each Committee, and shall be an ex-officio member of each Committee, with the exception of the Nominating Committee.

**Section 5.** The **President-Elect** shall be an ex-officio member of all Committees and shall serve as President pro-tem in the absence of the President. The President-Elect will also serve as a member of the Finance Committee and be responsible for other duties delegated by the President.

In the event of the President's death, resignation, or absence, the President-Elect will automatically become President for the duration of that term. If less than half of the term remains, the new President will also fulfill their expected term. The College will elect a new President-Elect by its usual process.

**Section 6.** The **Immediate Past President** shall chair the Nominating Committee. If the immediate Past President cannot serve due to death, resignation, or other reasons, the Board will appoint a prior Past President to serve in this position for the remainder of the term. The Past President will also be responsible for other duties delegated by the President.

**Section 7.** The **Secretary** shall be responsible for the minutes of all meetings of the Board of Directors, Executive Committee, and of the College's Annual Membership Meeting. Annually, the Secretary shall report on the state of membership within the College as part of the College's Annual Membership Meeting. The Secretary will serve as the custodian of the College's Bylaws, as Chair of the Membership Committee, and as a member of the Nominating Committee while also being responsible for other duties delegated by the President.

**Section 8.** The **Treasurer** shall oversee the College's financial management, working in close collaboration with the College's CEO and/or COO, providing monthly reports at the Executive Committee and quarterly Board of Directors meetings. Annually, the Treasurer shall report on the financial condition of the College for the most recent year as part of the College's Annual Membership Meeting. The Treasurer will automatically serve as Chair of the Finance Committee and will be responsible for the oversight of the creation of the annual budget in collaboration with the College's CEO and/or COO. The Treasurer will have oversight of an independent CPA audit of the College's financials, to be conducted on no less than a bi-annual basis, and will also be responsible for other duties delegated by the President.

## **Article VII. ELECTIONS**

**Section 1.** Elections of Officers and the Board of Directors shall occur at annual intervals in such a way that turnover is minimized during each cycle.

**Section 2.** Elections shall take place virtually, by secret, secure ballot, before the Annual Membership Meeting each year, with Officer and Director installations occurring at the close of the annual conference.

- a. President-Elect becomes President automatically without an election.
- b. A new President-Elect shall be elected by the voting-eligible members of the College in alternate years to the Treasurer and Secretary.
- c. A minimum of two Student/Trainee Members shall be nominated by those in the Trainee Membership for the role of Young Director, with these two nominees submitted to the Nominating Committee for approval. The voting-eligible members of the College will vote on the two Young Director candidates during each election cycle.
- d. Directors, with the exception of the one-year term Young Director, shall be elected on a three-year rotating cycle.

### **Section 3. Annual Election Schedule.**

- a. The Past President shall serve as chair of the Nominating Committee.
- b. The Secretary shall serve as a member of the Nominating Committee.
- c. The President shall not serve on the Nominating Committee. However, he or she shall appoint two additional members of the Nominating Committee, with at least one of these two appointees representing the Professional Team or Healthcare Executive Member categories.
- d. Nominations will be sought from voting-eligible members during the sixty (60) to ninety (90) day period prior to the election, seeking nominees for a period of no less than one month.
- e. The Nominating Committee will review and select the final slate of candidates, including the two candidates put forth for Young Director by ACLM's Trainee Executive Board, to be presented to the College, with each voting-eligible member, as defined herein, being invited to cast votes on one secret, secure virtual ballot.

## **Article VIII. STAFF**

A Chief Executive Officer (CEO) shall be employed or appointed by, and directly responsible to, the Board of Directors and shall carry out the administration and management of the College. The CEO shall have full authority to employ other staff as necessary to carry out the work of the College as approved within the budget. The CEO shall also serve as the registered agent and direct all functions of the College as deemed necessary by the Board.

## **Article IX. FEES AND DUES**

**Section 1.** An initiation fee shall be required upon application for all membership classifications. Fees and dues shall be determined by the Board of Directors. At the discretion of the CEO, any fee or dues may be waived in whole or in part.

**Section 2.** Dues shall be payable initially upon application for membership and annually thereafter. Membership shall be considered lapsed if not paid within 30 days of the due date. Membership shall be considered delinquent if not paid within 60 days of the due date. Delinquency results in an automatic loss of all College privileges. A member whose dues are outstanding for 60 days may be dropped from the College roll.

**Section 3.** Any member dropped from membership because of delinquency in dues who desires to re-establish membership must re-apply and submit dues and payment unless specifically exempted by the Executive Committee or the CEO.



## **Article X. PUBLICATIONS**

The Board of Directors may produce and sponsor such publications (books, periodicals, newsletters, reports, etc.) as it deems desirable.

## **Article XI. MEETINGS AND REFERENDA**

The College's Annual Membership Meeting shall be held each year at a time and place, either virtual or in-person, designated by the Board of Directors for the transaction of such business as may be necessary.

## **Article XII. COMMITTEES, MEMBER INTEREST GROUPS, CONNECT GROUPS, and TASK FORCES**

### **Section 1. Committees.**

With approval from the Board of Directors, and in coordination with the CEO, the President shall appoint Committee leadership and membership in unison with each two-year presidential election cycle. Committee leadership shall be selected from active committee members and appointed for two-year terms. Appointments may be made for up to three consecutive two-year terms, not to exceed a total of six years of Committee leadership by any one individual in their respective leadership roles of chair or vice- (co-) chair.

The Committees shall be responsible to the President and the Board of Directors for the conduct of Committee business according to the objectives defined in writing by the President. All Committee members and leaders are required to adhere to ACLM's Code of Conduct. These Committees shall include, but are not limited to:

- a. The **Education Committee** shall be responsible for developing and supporting the development of an evidence-based educational curriculum that spans the medical education continuum, supporting and advancing UME, GME, and CME. This committee shall liaise with the College's Education Department.
- b. The **Membership Committee** shall be responsible for developing membership retention and growth strategies, along with oversight of member benefits in the College, while guiding strategy development for member engagement. This committee shall liaise with the College's Membership Department.
- c. Assisting in coordination of details associated with the annual conference, the **Planning Committee** shall oversee the call for presentations and selection of conference faculty, while the **Awards Committee** shall oversee the nomination and selection process related, but not limited, to the College's Lifetime Achievement, Trailblazer, Ancel Keys, and Special Recognition Awards. The Planning Committees shall liaise with the College's Events Department, whereas the Awards Committee shall liaise with the College's Membership Department. A past president will be appointed by the current President to serve as Awards Committee chair, with all committee appointees being either past or current members of the Board, with no less than five-years of active College membership.
- d. The **Research Committee** shall be responsible for facilitating the development of expert consensus statements and clinical practice guidelines, as well as facilitating, conducting, and publishing research. This committee shall liaise with the College's Research Department.

- e. The **Certification Committee** shall be responsible for guiding the College’s work, in association with the American Board of Lifestyle Medicine (ABLM), related to providing the opportunity for certification in the field of Lifestyle Medicine. Whereas ABLM provides certification for board-eligible MDs and DOs, the College serves as the certification body for exam-eligible healthcare professionals. This committee shall liaise with both the College’s Membership, Education and Partnerships Departments.
- f. The **Clinical Practice and Quality Committee** shall be responsible for addressing clinical practice frameworks, data aggregation, and analysis, as well as a quality measure and reimbursement strategy. This committee shall liaise with the College’s Public Affairs, Research, and Member Engagement leads.
- g. The **Global Sustainability Committee** shall be responsible for leading the College’s efforts as it pertains to the intersection of Lifestyle Medicine and planetary health. This committee shall liaise with College’s Research Department.
- h. The **Happiness Science and Positive Health Committee** shall champion positive psychology, flourishing, and behavior change, as all are inextricably connected and foundational to the field. This committee shall liaise with the Membership Department’s Member Engagement leads.
- i. The **Finance Committee** shall ensure that a CPA audit is conducted, no less than bi-annually, and that appropriate tax and incorporation filings are current. In addition, working in cooperation with an investment advisor, policy guidelines relating to the investment of funds shall be provided. The Committee shall review and recommend the annual budget for approval by the Board of Directors. This committee shall liaise with the College’s CEO and/or COO, as well as the College’s Director of Finance.
- j. The **Nominating Committee** is comprised as set forth in Article VII, Section 3, and conducts its work in accordance with that which is outlined herein. This committee shall liaise with the College’s Membership Department.

**Section 2. Member Interest Groups (MIGs).**

With oversight by the Board of Directors and authorization by the President, the College may establish Member Interest Groups, with each individual group intended to focus on a particular area of interest, all designed to enable active participation by College members by providing opportunities for member engagement. Upon the three-year anniversary of each individual MIG’s formation, they are to have elected leadership roles of Chair, Vice-chair, and Secretary. The MIG responsible for advancing the College’s agenda in addressing lifestyle- related chronic disease health disparities is referred to as ACLM’s Health Equity Achieved through Lifestyle Medicine (HEAL) Initiative. All active members of the College are eligible for MIG and HEAL Initiative membership. All MIG members and leaders are required to adhere to ACLM’s Code of Conduct.

**Section 3. Connect Groups.**

Enabling the convening of additional segmented constituencies, such as state and/or regional member groups, the College, with oversight by the Board of Directors and authorization by the President, may establish select Connect Groups designed for active member engagement, networking, and for advancing the field of Lifestyle Medicine at a more local, state or regional level. Leadership of Connect Groups will be appointed through an application process, with selection and approval by the President and Board of Directors or their designee. All members participating in Connect Groups are required to adhere to ACLM’s Code of Conduct.

#### **Section 4. Task Forces.**

Individual Committee Chairpersons may request authorization from the President to establish Task Forces to operate for a finite time and for a specific purpose under Committee auspices. The respective Committee Chairperson shall designate a Task Force Chair, with the President and respective Committee Chairperson setting forth the Task Force's goals, objectives, deliverables, and anticipated timeline. All Task Force members and leaders are required to adhere to ACLM's Code of Conduct.

#### **Article XIII. CHARTER MEMBERS**

The charter members of the College shall consist of those members who have been accepted to membership and paid dues for the year ending December 31, 2004.

#### **Article XIV. RULES OF ORDER**

While the Board may follow Robert's Rules of Order, the Board may also adopt such rules and regulations for the conduct of its business as should be deemed advisable.

#### **Article XV. INDEMNIFICATION**

To the extent permitted by law, the College agrees to indemnify and to hold harmless employees or Board Members from any and all actions, claims, liabilities, damages, or expenses, whatsoever kind, including interest and attorneys' fees and all other reasonable costs, which the employees or Board Members shall incur for any reason resulting from the employee or Board Member carrying out a directive of the College but only if the employee or Board Member acted in good faith and in a manner reasonably believed to be in, and not opposed to, the direct interests of the College; provided that the employee and Board Members promptly notify the College of the adverse claims and threatened or actual lawsuit.

#### **Article XVI. LIABILITY**

No member of this College shall be held liable or responsible for contracts, debts, or defaults of this College in any further sum than the unpaid dues, if any, owed by him or her to the College, nor shall any more informality in the organization have the effect of rendering the Articles of Incorporation null or of exposing the members to any liability other than as above provided.

Members, Directors, and Officers of ACLM shall not be personally liable for its debts, obligations, and liabilities. The debts, obligations, and liabilities of ACLM, whether arising in contract, tort, or otherwise, shall be solely the debts, obligations, and liabilities of ACLM, and in the absence of fraud or bad faith, no Member, Director, or Officer shall be personally liable for any debt, obligation or liability of ACLM to third parties based solely by reason of being a Member, Director or Officer of ACLM.

In no event, whether as a result of a breach of contract, tort liability (regardless of the degree of fault or negligence and whether ordinary gross, sole, joint or concurrent, or active or passive), strict liability, or otherwise, shall a Member, Director, Officer or ACLM be liable to any other Member, Director, Officer or to ACLM solely by reason of being a Member, Director or Office of ACLM for consequential, special, incidental, indirect, or punitive damages of any nature whatsoever (including but not limited to: any and all claims, demands, liabilities, costs, expenses, damages and causes of action resulting from regulatory fines or penalties).

No Director or Officer shall be liable, responsible, or accountable in damages or otherwise to ACLM or to the Members for any acts performed by such Director or Officer (as the case may be); provided, however, that each Director or Officer shall be liable for his or her respective actions and/or omissions to the extent the same result from the fraud or willful misconduct of such Director or Officer. A Director or Officer shall be entitled to rely upon the advice of legal counsel, independent public accountants, and other experts, including financial advisors retained by ACLM, and any act of or failure to act by such Director or Officer in good faith reliance on such advice shall in no event subject the Director or Officer to liability to ACLM or any Member.

#### **Article XVII. AMENDMENTS**

These Bylaws, or any one (1) or more of the provisions thereof, may be altered, amended, or repealed and new Bylaws adopted by a two-thirds (2/3) vote of the Directors and Officers.

#### **Article XVII. DISTRIBUTION OF ASSETS UPON DISSOLUTION**

In the event that the College shall be dissolved, its assets at the time of dissolution shall be distributed to one or more organizations exempt from Federal Income Tax in accordance with Section 501(c)(3) of the Internal Revenue Code of 1954 or subsequent provisions to be used for purposes identical or similar to those of the College.

Adopted this 30<sup>th</sup> day of August 2023 by unanimous approval by ACLM's Board of Directors.



Beth Frates, MD, FACLM, DipABLM  
President



Susan Benigas  
CEO