

# **BYLAWS OF THE AMERICAN COLLEGE OF LEGAL MEDICINE, INC.**

## **American College of Legal Medicine Description**

The American College of Legal Medicine is a not-for-profit organization dedicated to the promotion of continued professional advancement of its members, as well as non-member physicians, and other interested professionals, through education, research, publications, and interdisciplinary and collaborative exchanges of information. The educational meetings are designed to improve the professional performance of the participants and focus primarily on research, methodologies, techniques, and issues and advances in the field of legal medicine.

## **Article I Membership**

### **Section 1.1. - Classes of Membership**

The corporation, hereinafter referred to as the “College,” shall have three classes of membership, as follows: Fellow, Member, and Associate.

**Section 1.1.1.** Within the Fellow class there shall be three subclasses: Emeritus Fellow, Honorary Fellow and International Fellow.

**Section 1.1.2.** Within the Member class, there shall be one subclass: International Member.

**Section 1.1.3.** Within the Associate class there shall be two subclasses: International Associate and Student Associate.

**Section 1.1.4.** The primary purposes for the subclass status with in a membership class is to recognize individuals that the College deems worth of discounted annual dues. Accordingly, in communications from the College, and for the Annual meeting badges, only an individual’s membership class shall be recognized.

**Section 1.1.5.** Every member shall recognize and abide by the Code of Ethics of the Organizations which are described in Article XII of these Bylaws. Every member shall at all times meet the particular requirements of the class of membership of which he is a member and, in addition, all other requirements of these bylaws.

### **Section 1.2. - Fellow Class**

Subject to the additional requirements below, to be in the class of “Fellow” of the College, the applicant must have (1) Juris Doctorate Degree from an ABA recognized School of Law (or the Foreign equivalent education); (2) A doctorate degree in science (MD, DDS (DMD), DO, DPM, PhD (or equivalent), or Pharm D), and (3) a license to practice either law, or a health science-related discipline in a recognized domestic or foreign jurisdiction.

#### **By way of additional specificity:**

(a) A degree of Doctor of Medicine, Osteopathy or Podiatric Medicine approved by the Liaison Committee on Medical Education (LCME) or American Osteopathic Association, American

Podiatric Medical Association, or their Canadian counterparts, or in the case of foreign medical graduates, a license to practice in at least one state of the United States, its territories or possessions (including the District of Columbia) or in a province of Canada; or

(b) A DMD or DDS degree, or equivalent, from a dental school approved by the American Dental Association or its Canadian counterpart, or in the case of foreign dental graduates, a license to practice in at least one State of the United States, its territories or possessions (including the District of Columbia) or in a Province of Canada; and

(c) A degree of Bachelor of Laws or Juris Doctor, or an equivalent, from an American Bar Association or Canadian Bar Association-approved law school, or from a law school in the United States that is accredited by, or registered with, a State Committee of Bar Examiners, and from which the graduate is qualified to sit for and take the bar examination in that state, or a license to practice law in at least one state of the United States, its territories or possessions (including the District of Columbia) or in a province of Canada; and

(d) A License to practice either Medicine, Osteopathy, Podiatric Medicine, Dentistry or Law in at least one state of the United States, its territories or possessions (including the District of Columbia), in a province of Canada or in a foreign jurisdiction; such a License may be considered satisfactory evidence of a degree for purposes of (a), (b) or (c) above; and

(e) A PhD, PsyD, Pharm D, or similar scientific doctoral degree must have been granted by a recognized accredited university.

(f) Membership in at least one of the following professional organizations: the American Medical Association, the American Osteopathic Association, the American Dental Association, the American Bar Association, a state bar association, a state or county medical, podiatric, dental, osteopathic or bar association, or the Canadian equivalent of any of the above; a candidate who holds membership in none of the above must be a Diplomate of a Specialty Board recognized by either a member board of the American Board of Medical Specialties, or the American Osteopathic Association; and

(g) Sponsorship of the candidate by at least one (1) Fellow in good standing in the College; and

(h) A favorable recommendation by the Membership & Credentials Committee and the subsequent approval of the Board of Governors, by two-thirds of those present and voting.

### **Section 1.2.1. - Emeritus Fellow**

A Fellow-of-the-College who has been a Fellow for a period of more than ten (10) years and who has retired from professional activity is eligible to become an Emeritus Fellow. Application to become an Emeritus Fellow shall be made to the Board of Governors for its consideration and shall be approved by the affirmative vote of at least two-thirds of the Governors present and voting. Emeritus Fellows shall be entitled to all privileges of membership except that of voting and holding office. An Emeritus Fellow shall not be required to pay dues.

### **Section 1.2.2. - Honorary Fellow**

Any member of the College may nominate any person of outstanding reputation in the field of legal medicine as a candidate for Honorary Fellowship. Such nomination shall be approved at a meeting of the Board of Governors by the affirmative vote of at least two thirds of the Governors present and voting. Honorary Fellows shall be entitled to all privileges of membership except that of voting and holding office. An Honorary Fellow shall not be required to pay dues.

### **Section 1.2.3 International Fellows**

These individuals shall meet all the requirements to be a Fellow of the College but will reside outside of the United States and Canada.

### **Section 1.2.4. - Election of a Member to Fellow of the College.**

(a) In the absence of the educational and licensure requirements specified in Section 1.2., a Member of the College of any Class may become a Fellow, upon application, by approval of the Board of Governors, if the applicant:

- (1) has been a member of the College for a minimum of six (6) consecutive years from the date of admission to membership; and
- (2) has attended at least 50 percent of the previous 6 annual meetings; and
- (3) has the sponsorship of two Fellows of the College in good standing; and
- (4) has demonstrated outstanding service and dedication to the ACLM in at least two of the following areas:

- (i) Service on an editorial board;
- (ii) Presentation of lectures at College meetings;
- (iii) Authorship of articles published in College publications;
- (iv) Significant service on College Committees, or on the Board of Governors.

(b) The requirements of 1.2.4.(a)(4)(iv) shall be determined by a favorable report of the Membership & Credentials Committee and by approval of a majority of the Board of Governors.

(c) At no time shall the percentage of Fellows who hold both the MD (or DO) and JD (or LLB) degrees fall below 67 percent of the total number of Fellows of the College.

(d) Any Fellow elected by the mechanism of Section 1.2.4. is considered equal to a dual degree holder, except for the limitations of Section 1.2.4 (c), Section 3.1(g) and Section 4.1.1.

### **Section 1.3. Member Class**

These individuals include all those individuals who hold either a JD, or Doctorate in a scientific discipline as defined above. An International Member (subclass) will meet all the requirements to be a Member of the College but will reside outside of the United States and Canada.

### **Section 1.4. Associate Members**

These individuals must hold a Bachelor's of Science, Arts or Bachelors or Associate degree from a recognized university in Nursing. International Associates (subclass) will meet all the requirements to be an Associate of the College, but will reside outside of the United States and Canada. Student Associates (subclass) will be defined as any individual who meets all requirements to be an Associate of the College by currently attending an accredited medical school or post-graduate training program, podiatric school, law school, dental school as well as internship programs, residency programs, and fellowship programs, regardless of whether the applicant or the member already possesses a professional degree, like MD, JD, DPM, etc. International Associates (subclass) will meet all the requirements to be an Associate of the College, but will reside outside of the United States and Canada.

### **Section 1.5. - Sponsorship.**

In the event that a candidate does not have the necessary sponsorship, the Chair of the Membership and Credentials Committee shall appoint a sponsor nearest the applicant's locale to make recommendations to the Membership and Credentials Committee for Membership in the appropriate Class.

### **Section 1.6. - Application Fee.**

A nonrefundable fee, the amount of which may be set from time to time by the Board of Governors, shall accompany the Candidate's first application for membership irrespective of category (except there shall be no application fee for Honorary or Emeritus membership). This fee shall be used to defray expenses involved in the investigation and processing of the application. Subsequent requests for change of class or membership shall be without charge. The application fee shall not be credited toward annual dues.

### **Section 1.7. - Dues.**

The amount of the annual dues of any member of each class and subclass shall be determined from time to time by the Board of Governors; upon the recommendation of the Finance Committee. Annual dues are for the calendar year and shall be due and payable on January 1. Failure to pay dues by April 1 shall be sufficient grounds for suspension of membership by the Judicial Council. The Board of Governors, in its discretion, may modify or waive the payment of dues by any member or class of members.

### **Section 1.8. - Use of the Designation "FCLM."**

Only Fellows-of-the-College, Emeritus Fellows, International Fellows and Honorary Fellows in good standing are authorized to use the letters FCLM after their names for purposes of signifying accreditation by the American College of Legal Medicine. Anyone not in compliance with the Bylaws of the American College of Legal Medicine and the Conditions of Membership in the American College of Legal Medicine, including payment of dues, shall not be authorized to use the designations "Fellow of the College of Legal Medicine," "FCLM," or their equivalent.

### **Section 1.9. - Issuance of Membership and Certificate.**

All those not qualifying at the time of Membership for any other Member Category shall be inducted at the “Member” Class with an opportunity to change said class at any time upon appropriately qualifying and petitioning the College in writing to make such a change under Section 1.2.4 above. A Certificate of Membership shall be issued to each new member with the option to be recognized at the next official meeting of the College. In order for any newly elected member, regardless of category to receive such recognition, said member must attend either an annual convocation, or a midyear meeting of the College.

## **ARTICLE II - Meetings of Members**

- Section 2.1. Annual Convocation of the College.
- Section 2.2. Annual Meeting of Fellows.
- Section 2.3. Special Meetings.
- Section 2.4. Notice of Meetings.
- Section 2.5. Quorum.
- Section 2.6. Voting for Members to be elected Governors.
- Section 2.7. Voting Process.
- Section 2.8. Voting and Privileges of Membership.
- Section 2.9. Presiding Officers.
- Section 2.10. List of Members.
- Section 2.11. Written Consent of Fellows in Lieu of Meeting.

### **Section 2.1. - Annual Convocation of the College.**

An Annual Convocation of Members of all Classes of the College shall be held at the Annual Meeting of the Fellows. The annual convocation in each year shall be held at such hour and such day, or days, and at such place within or without the State of Delaware as may be fixed by the Board of Governors.

### **Section 2.2. - Annual Meeting of Fellows.**

An Annual Meeting of the Fellows of the College for the election of Governors and Officers and for the transaction of all other business of the College shall be held in conjunction with the Annual Convocation at a time and place as may be fixed by the Board of Governors not less than ninety prior to the scheduled time of the Annual Meeting.

### **Section 2.3. - Special Meetings.**

Special meetings of the Fellows of the College may be called by the President, and shall be called by the President, or the Secretary, when directed to do so by resolution of the Board of Governors, or at the written request of Fellows representing a majority of all the Fellows of the College. Any such request shall state the purpose or purposes of the Proposed Meeting.

### **Section 2.4. - Notice of Meetings.**

Whenever Fellows of the College are required, or permitted, to take any action at a Meeting, whether Annual, or Special, unless notice is waived by all Fellows entitled to vote at the meeting, a Written Notice of the meeting shall be given, which shall state the place, date and

hour of the meeting, and, in the case of a Special Meeting the purpose or purposes for which the meeting is called.

Unless otherwise provided by Law, and except as to any Fellow duly waiving notice, the written notice of any meeting shall be served personally, by mail, by email, and/or by other electronic means including publication on the College's website, not less than ten (10) nor more than one hundred eighty (180) days before the date of the meeting upon each Fellow entitled to vote at such meeting. If mailed, notice shall be deemed given when deposited in the United States mail, first-class postage prepaid, directed to the Fellow at his address as it appears on the records of the College. If emailed, notice shall be deemed given when emailed to the Fellow at his email address as it appears on the records of the College or announced on the College's website. Each Fellow has the sole responsibility to see that his current mailing address and email address is up to date, available and shown in the records of the College. The listing of those addresses on the College's website shall be optional at the Member's discretion.

When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting, if the time and place thereof are announced at the meeting at which the adjournment is taken, or posted on the ACLM website. At the resumption of the adjourned meeting, the College may transact any business which might have been transacted at the original meeting. If, however, the adjournment is for more than thirty (30) days, a notice of adjourned meeting shall be given to each Fellow entitled to vote at the meeting.

Changes or amendments to bylaws can only be made by a majority vote of the Fellows present at the Annual Meeting of the Fellows. Notice of the proposed changes must be sent all Fellows at least 30 days prior to the Annual Meeting of the Fellows. Publication of the proposed Bylaws changes in the electronically circulated "Notes from the President", "Legal Medicine Perspectives", "The Journal of Legal Medicine", or on the College's website, more than thirty days prior to the Annual Meeting of Fellows, meets this notice requirement. It is the sole responsibility of the individual Fellows to carefully review any proposed changes.

### **Section 2.5. - Quorum.**

Except as otherwise provided by Law, or by the Certificate of Incorporation, or by these Bylaws in respect of the vote required for a specified action, the following quorum requirement shall apply. For the annual meeting of the Fellows of the College, 20 percent of all Fellows of the College in good standing registered for the meeting shall constitute a quorum, provided however, that at least 5 percent of all the Fellows of the College in good standing are required as a minimum to constitute a quorum. For special meetings of the Fellows of the College, 10 percent of all Fellows of the College in good standing shall constitute a quorum for the transaction of any business. At the annual meeting or at a special meeting the Fellows present, although less than a quorum, may adjourn the meeting to another time or place, and except as provided in Section 2.4 of these Bylaws, notice need not be given of the adjourned meeting.

### **Section 2.6. - Voting for Members to be elected Governors.**

Voting for Member candidates to be elected to the Board of Governors shall be held at the time of the Annual Meeting of the Fellows as described in Section 2.2. A quorum of Fellows is required. In the absence of such quorum, although other business may not be conducted, the

election of Governors may occur. All Fellows present are permitted to vote to elect such candidate(s) to the Board of Governors.

### **Section 2.7. – Governor Eligibility**

Only Fellows are eligible to serve on the Board of Governors.

### **Section 2.8. - Voting Process.**

#### **Section 2.8.1. - ACLM Nominating Committee**

The Nominating Committee shall nominate candidates for the elective offices of the College and those for the Board of Governors to be elected by the Fellows of the College, and shall notify the secretary of the College of the nominees at least 90 days before the annual meeting of the Fellows of the College.

#### **Section 2.8.2. - Additional Nominations**

- (a) The Executive Director of the College shall notify all members, in writing (or electronically), of the slate of nominees at least 60 days prior to the Annual Meeting of the Fellows of the College.
- (b) Additional nominations for the elective officers and the Board of Governors to be elected by the Fellows of the College may be made in writing by a Fellow and shall be published to the voting membership. Such nominations must be accompanied by a Petition that includes the printed names and signatures of 5 eligible voting members and must be received by the Secretary no later than 45 days prior to the Annual Meeting of the Fellows. The members shall be informed of the list of additional nominations and those who nominated them, no later than 30 days prior to the Annual Meeting of the Fellows.
- (c) Nominations for the elective Officers and the Board of Governors will be allowed from the floor at the Annual Fellows' Meeting.
- (d) If there is a contested nomination, each nominee and one supporting individual will be allowed three (3) minutes each to present their position to the Fellows; the nominee will have the privilege to yield her/his time to a second supporting individual.
- (e) Any candidate for any office may, at the candidate's discretion, submit to the Governors and/or distribute at the Annual Meeting one (1) standard 8 1/2 x 11-inch page outlining their own qualifications, goals, and other information concerning their candidacy.

### **Section 2.9. - Voting and Privileges of Membership.**

Each Fellow of the College shall be entitled to one vote on each matter submitted for action at a regular or special meeting of the Fellows at which a quorum is present. Except as otherwise provided in the Bylaws, only a Fellow of the College is eligible to hold office as a Governor, or Officer of the College, or to chair any Committee of the College. No Member of any other Class of Membership in the College is entitled to vote on any matters presented for consideration at a Fellows' Meeting of the College.

Whenever Governors or Officers are to be elected at a Meeting of the Fellows, they shall be elected by a majority of the votes cast at the Meeting by the Fellows present and entitled to vote. Whenever any action, other than the election of Governors or Officers, is to be taken by vote of Fellows at a meeting, it shall, except as otherwise required by Law, or by the Certificate of Incorporation, or by these Bylaws, be authorized by a majority of the votes cast at the meeting by Fellows present and entitled to vote thereon. There shall be no voting by proxy.

### **Section 2.10. - Presiding Officer and Secretary.**

At every meeting of members or Fellows, the President, or in his absence, the President-Elect, or, if neither be present, the Treasurer, Secretary or Meeting Chairperson, in that succession, shall preside. The Secretary, or in his absence the appointee of the Presiding Officer of the Meeting, shall act as Secretary of the Meeting. Electronic voting shall be authorized.

### **Section 2.11. - List of Members.**

The Secretary, Officer, Executive Director, or an Administrative Designee, who has charge of the membership lists of the College shall prepare and make, prior to every regular or special meeting of Fellows, a complete list of the Fellows entitled to vote at the meeting, arranged in alphabetical order. Such list shall be produced and made available at the time and place of the meeting and shall be open to the examination of any Fellow, for any purpose germane to the meeting.

### **Section 2.12. - Written Consent of Fellows in Lieu of Meeting.**

Any action which may be taken at any Regular or Special Meeting of Fellows of the College, may be taken without a Meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by Fellows, having not less than the minimum number of votes that would be necessary to authorize, or take such action at a meeting at which all Fellows entitled to vote thereon were present.

Prompt written notice of the taking of corporate action without a meeting by less than unanimous written consent shall be given to those Fellows who have not consented in writing and who would be entitled to vote thereon at a meeting. Signatures for such written consent may be contained in one document, or any number of documents of substantially similar tenor, signed by such Fellows and filed with the Secretary of the College. Any such written consent shall be effective as specified therein, provided that such effective date is not more than sixty (60) days prior to the date such written consent is filed with the Secretary, or if no such date is so specified, on the date such written consent is filed with the Secretary. Written notice and/or consent may be effectuated by document, mail, or email.

## **ARTICLE III - The Board of Governors**

- Section 3.1. Number and Terms of Governors.
- Section 3.2. Newly Created Governorships and Vacancies.
- Section 3.3. Resignation.

- Section 3.4. Removal From Office.
- Section 3.5. Meetings.
- Section 3.6. Quorum and Voting.
- Section 3.7. Action of the Board of Governors Without a Meeting.
- Section 3.8. Contracts and Transactions Involving Governors, Officers, or Agents of the College.

**Section 3.1. - Number and Terms of Governors.**

The Board of Governors shall consist of nine individuals. At any time, either through resignation, death, or any mechanism whatsoever, should the number of Board of Governors members fall below nine, the remaining sitting Governors shall nominate and elect a replacement Member or Members.

(a) For the purpose of staggering their terms of office, the terms of three Governors shall expire each year, same to be replaced by three new Governors by majority vote of the sitting Board of Governors at that time.

(b) The term of each Governor shall be for a period of three years, except that the Board of Governors may set any Governor's term for less than three years in order to achieve the equal, staggered terms described above in the event of death, resignation or disability of an incumbent Governor. Members of the Board of Governors may not serve more than two consecutive terms.

(c) The number of Governors may be changed at any time by a majority vote at an Annual or Special Meeting of the Fellows. Signed absentee ballots and/or an email absentee ballot from the email address on record for a Fellow shall be valid for voting on a change in the number of Governors, the only circumstance under which same is allowed. A Ballot shall be issued to each Fellow entitled to vote along with the Notice of the Meeting at which the issue is to be decided. Each Governor shall hold office from the time of his election and qualification until his successor is elected and qualified, or until his earlier resignation, or removal. No decrease in the number of Governors shall shorten the term of any incumbent Governor.

(d) In addition, the most recent Past-President of the College shall be a voting member of the Board of Governors. If, however, any such Past President is duly elected as a member of the Board of Governors at any time during which he is also the most recent Past-President, he/she shall have only one vote in the decisions of the Board and he shall fill his elected term as a Governor without regard to the fact that he may have already served one or more years on the Board by virtue of his being the most recent Past-President.

(e) In addition, those Officers of the College consisting of the President, President-Elect, Treasurer and Secretary shall become ex officio Members of the Board of Governors with voting privileges, for the duration of their elected term of office.

(f) In addition, the Editor of the Journal of Legal Medicine shall be an ex officio member of the Board of Governors without voting privileges.

(g) At least fifty-one percent (51%) of the voting members of the Board of Governors shall be Dual Degree Fellows as defined in Section 1.2 and who hold the degrees of MD-JD, DDS (DMD)-JD or DO-JD.

(h) In addition, the Education Fund Committee Chair shall be an ex officio member of the Board of Governors without voting privileges.

(i) In addition, the Chair of the ABLM shall be an ex officio member of the Board of Governors without voting privileges.

### **Section 3.2. - Newly Created Governorships and Vacancies.**

Newly created Governorships resulting from any increase in the authorized number of Governors shall be filled by election at a Meeting of the Fellows, or by written consent of the Fellows entitled to vote thereon in lieu of a meeting. Vacancies arising out of death, resignation or removal from office shall be filled by a vote of the majority of the Governors then in office, even if less than a quorum exists.

### **Section 3.3. - Resignation.**

Any Governor may resign at any time either by oral tender of resignation at any meeting of the Board of Governors, or by oral tender to the President, or by giving written Notice to the College. Any such resignation shall take effect at the time specified therein or, if the time be not specified, upon receipt thereof, and the acceptance of such resignation, unless required by the terms thereof, shall not be necessary to make such resignation effective.

### **Section 3.4. - Removal from Office.**

Any or all of the Governors may be removed at any time for cause by vote of two-thirds of the Fellows present and entitled to vote at a duly called meeting of the Fellows-of-the-College.

#### **Section 3.4.1. – Regular Attendance by Governors**

All members of the Board of Governors have a duty of regular attendance at Board Meetings. Three absences from such meetings, except under extraordinary circumstances of such a nature as to satisfy a majority of other members of the Board of Governors, shall operate as an automatic resignation from the Board for the remainder of that Governor's term of office. Such a removal for lack of attendance shall be without prejudice to that Member's being re-elected to the Board of Governors at a later time.

### **Section 3.5. - Meetings.**

Meetings of the Board of Governors, Regular or Special, may be held at any place within or without the State of Delaware. Any meeting of the Board of Governors, or of any Committee designated by the Board, may be conducted by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting by such means shall constitute presence in person at such meeting.

The Annual Meeting of the Board of Governors shall be held at the time of the ACLM Annual Meeting, the date and time being decided by the President, and no Notice thereof need be given other than by announcement on the College's website. If an annual election of Governors occurs by written consent in lieu of the annual meeting of Fellows, the Annual Meeting of the Board of Governors shall take place as soon after such written consent is duly filed with the Secretary of the College as is practicable, either at the next regular meeting of the Board of Governors, or at a Special Meeting. The Board of Governors may fix times and places for regular meetings of the Board and no notice of such meetings need be given. A Special Meeting of the Board of Governors shall be held whenever called by the President or by at least one-third of the Governors for the time being in office, at such time and place as shall be specified in the notice or waiver thereof. Notice of each Special Meeting shall be served in writing by the Secretary, or by a person calling the meeting upon each Governor by mailing the same, first-class postage prepaid, postmarked no later than the seventh day before the meeting; or personally or by emailing, telegraphing, telephoning, or electronically communicating the same not later than the second day before the meeting.

### **Section 3.6. - Quorum and Voting.**

One-third of all the members of the Board of Governors shall constitute a quorum for the transaction of business but, if there be less than a quorum at any meeting of the Board of Governors, a majority of the Governors present may adjourn the meeting from time to time, and no further notice thereof need to be given other than announcement at the meeting which shall be so adjourned. Except as otherwise provided by Law or by these Bylaws, the vote of the majority of the Governors present at a meeting at which a quorum is present shall be the act of the Board of Governors.

### **Section 3.7. - Action of the Board of Governors Without a Meeting.**

Written Consent of Governors in Lieu of a Meeting. Any action required or permitted to be taken at any meeting of the Board of Governors or of any committee thereof may be taken without a meeting with 48-hour notice by a mail, email, other electronic means, or facsimile poll of all Governors. In order for the issue in question to be approved, three-quarters of the Governors must vote affirmatively. Alternatively, a telephone, email, or other electronic poll may be conducted of all available Board members assuming a quorum is available. Two-thirds of those available must vote affirmatively for the issue in question to be approved.

### **Section 3.8. - Contracts and Transactions Involving Governors, Officers, or Agents of the College.**

No contract, or transaction, between the College and one, or more, of its Governors, or Officers, or Agents, or between the College and any other corporation, partnership, association, or other organization in which one or more of its Governors, or Officers, or Agents, or Directors have a financial interest, shall be void or voidable solely for this reason, or solely because the Governor, or Officer, or Agent, is present at or participates in the meeting of the Board of Governors which authorizes the contract or transaction, or solely because his, or their, votes are counted for such purpose, if: (1) the material facts as to his relationship or interest are made known to the Board of Governors, and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Governors, even though the disinterested

Governors be less than a quorum; or (2) the material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the Fellows-of-the-College entitled to vote thereon at a duly held meeting of the fellows, and the contract or transaction is specifically approved in good faith by vote of the Fellows; or (3) the contract or transaction is fair as to the College as of the time it is authorized, approved or ratified, by the Board of Governors or the Fellows. Interested Governors may be counted in determining the presence of a quorum at a meeting of the Board of Governors which authorizes the contract or transaction. Optionally, any Governor may abstain from voting.

#### **ARTICLE IV - Committees of the Board of Governors**

- Section 4.1. Executive Committee of the Board of Governors.
- Section 4.2. Executive Committee Service on Other Boards.
- Section 4.3. Appointment and Powers.
- Section 4.4. Powers of the Executive Committee

##### **Section 4.1. - The Executive Committee of the Board of Governors.**

The Executive Committee of the Board of Governors shall consist of the President, the President-Elect, the Immediate Past President, the Secretary, and the Treasurer.

The Executive Committee shall have the powers, duties, and responsibilities which are assigned to and inherent in the Board of Governors. The Committee may meet between any meeting of the Board and may take any action which the Board may take. The Committee is accountable to the Board, and all actions taken by the Committee are subject to ratification by the Board at its next regularly scheduled meeting. A simple majority of the members of the committee constitutes a quorum for any action to be taken. Any action by the Committee requires a simple majority vote unless otherwise noted in these Bylaws.

A meeting of the Committee may be called by either the President or by a simple majority of the members of the Committee. Meetings of the Committee may be held at a meeting with personal attendance or by telephone conference and shall occur at a minimum on a monthly basis unless a meeting of the Board of Governors occurs with the same thirty-day period, such that any items of business can be addressed concomitantly.

##### **Section 4.1.1. – Dual Degree Requirement**

At least 60% of the Executive Committee shall be Dual Degree Fellows as defined in Section 1.2.

##### **Section 4.2. - Executive Committee Service on Other Boards.**

The Executive Committee shall serve as the Board of Directors of any wholly-owned subsidiary of the College and as such shall submit to the Board of Governors an annual report including profit and loss as to any such venture. Same shall be made available annually at the Annual Meeting of the Fellows by the Secretary of the College.

##### **Section 4.3. - Appointment and Powers.**

The Board of Governors may from time to time, by resolution passed by a majority of the whole Board, designate one, or more, Committees. The Board of Governors may, at its discretion, designate one or more Governors as a member and/or alternate members of any Committee, and may replace any absent or disqualified members at any meeting of the Committee. The resolution of the Board of Governors may, in addition or alternatively, provide that in the absence or disqualification of a Member of a Committee, the Member or Members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another Member of the Committee to act at the meeting in the place of any such absent or disqualified Member. Any such Committee may adopt rules governing the method of calling and time and place of holding its meetings. Unless otherwise provided by the Board of Governors, a majority of any such Committee (or the Member thereof, if only one) shall constitute a quorum for the transaction of business, and the vote of the majority of the members of such Committee present at a meeting at which a quorum is present shall be the act of such committee. Each such Committee shall keep a record of its acts and proceedings and shall report thereon to the Board of Governors whenever requested to do so. Any or all members of any such committee may be removed, with or without cause, by resolution of the Board of Governors, passed by a majority of the whole Board.

#### **Section 4.4 – Powers of the Executive Committee**

The Executive Committee, to the extent provided in the resolution of the Board of Governors, shall have and may exercise all the powers and authority of the Board of Governors in the management of the business and affairs of the College, and may authorize the Seal of the College to be affixed to all papers which may require it, except as otherwise provided by Law, or these Bylaws.

#### **ARTICLE V - Officers, Agents and Employees**

- Section 5.1. Election and Term of Office.
- Section 5.2. Appointed Office.
- Section 5.3. Resignation and Removal.
- Section 5.3.5 Automatic Succession Upon Removal or Resignation from Office
- Section 5.4. Bonding.
- Section 5.5. President.
- Section 5.6. President-Elect.
- Section 5.7. Treasurer.
- Section 5.8. Secretary.
- Section 5.9. Immediate Past President
- Section 5.10. AMA Delegates.
- Section 5.11. AMA Specialty and Service Society (SSS).

#### **Section 5.1. - Election and Term of Office.**

The officers of the College shall include a President, a President-Elect, a Secretary and a Treasurer. The term of office for all such officers shall be one year. All such officers, except the President, shall be elected by the Fellows-of-the-College at their Annual Meeting. Nominations for all offices, except that of the President, shall be made by the Nominating Committee. And, in addition, nominations may be made by any Fellow at the annual meeting. All candidates for

office shall be Governors of the College, or shall have been Fellows of the College in good standing for a minimum of five (5) years. Individuals who have served a six-year term on the Board of Governors remain eligible to serve on the Executive Committee as long as they remain active participating members the College. All officers of the American College of Legal Medicine, not elected members of the Board of Governors, shall be ex officio members of the Board with voting privileges.

**Section 5.2. - Appointed Office.**

Except as may be prescribed otherwise in these Bylaws, the Board of Governors may appoint, and may delegate power to appoint, such other officers, agents and employees as it may deem necessary or proper, who shall hold their offices or positions for such terms, have such authority and perform such duties as may from time to time be determined by or pursuant to authorization of the Board of Governors.

**Section 5.3. - Resignation and Removal.**

Any officer may resign at any time upon written notice to the College. Any Officer or Committee member may be removed from office for cause by a three-fourths majority of the whole Board of Governors or by a two-thirds majority of the Fellows present and voting at a meeting or the Fellows specifically called for that purpose. Any Agent or Employee of the College may be removed by the Board of Governors or by a duly authorized Committee thereof, with or without cause at any time. Such removal shall be without prejudice to a person’s contract rights, if any, but the appointment of any person as an Officer, Agent or Employee of the College shall not of itself create contract rights.

- **Section 5.3.1. Automatic Succession Upon Removal or Resignation from Office**

When an Executive Committee office resigns, is removed, or is incapacitated, the following table shall be consulted for succession:

Resignation or Removal of	Succession
Secretary	The Treasurer will serve as the Acting Secretary
Treasurer	The Secretary will service as the Acting Treasurer
President-Elect	The Treasurer will serve as the Acting President-Elect
President	The President-Elect will serve as the President
Past President	A vacancy in the Past President’s position shall be filled by nomination by the Executive Committee and election by a 2/3 supermajority of the Board of Governors.

Following resignation or removal of any of the above, the succeeding officer shall remain eligible for re-election to office except for the President-Elect who shall succeed automatically to President at the following year’s Meeting of the Fellows.

Should the President-Elect resign or be removed, the Treasurer shall succeed immediately to President Elect and is automatically nominated as President for the following term; however, he shall not succeed automatically to President unless elected by a majority at the Annual Meeting of the Fellows. Additional nominations may be made from the floor. If elected, the President-Elect shall succeed to the Presidency.

#### **Section 5.4. - Bonding.**

The College may optionally secure the fidelity of any or all of its officers, agents or employees by bond or otherwise.

#### **Section 5.5. - President.**

The President shall be the Chief Executive Officer of the College and shall succeed to and occupy that office for a period of one year, immediately after having served a term during the prior year as President-Elect. He shall preside at all meetings of the Members and of the Board of Governors. He shall have general charge of the business and affairs of the College according to the customary rights and prerogatives attached to the office and the policies established by the Board. He may employ and discharge Employees and Agents of the College, except such as shall be appointed by the Board of Governors, and he may delegate these powers. The President shall receive reports from all other Officers as to their respective Council Chair Liaison positions on a monthly basis during the Executive Committee Conference Call.

#### **Section 5.6. - President-Elect.**

The President-Elect shall assist the President in the administration of the affairs of the College and shall preside in the absence of the President. The President-Elect shall, at the end of his term, automatically succeed to the Office of President, without the necessity of election to that office unless the President Elect succeeded to that office through the death, resignation or removal of his Predecessor, in which case he is automatically nominated, but must be elected by simple majority at the next Annual Meeting of the Fellows. Additional nominations by the attending Fellows shall be allowed.

The President-Elect shall serve as Council Chair Liaison to the Membership and Credentials, Education and Professional Development and Young Professionals Committee and upon recommendation of the Executive Committee may delegate any matter within the jurisdiction of those committees to them at any time for study, the provision of information, consultation, the performance of any relevant task(s), and/or the preparation of Reports to the Executive Committee.

#### **Section 5.7. - Treasurer.**

The Treasurer shall have charge of all funds and securities of the College. He shall invest and reinvest such funds upon the direction of the Board of Governors, he shall endorse the funds and securities for deposit or collection when necessary and deposit the same to the credit of the College in such banks or depositories as the Board of Governors may authorize. He shall pay all bills authorized to be paid by the Board of Governors, or by those who have been given the

authority by the Board of Governors. He shall sign all checks and keep a record of all financial transactions. He may endorse all commercial documents requiring endorsements for, or on behalf of, the College and may sign all receipts and vouchers for payments made to the College. He shall cause an annual audit to be conducted to the books and records of the College and shall prepare periodic reports to the Board of Governors and an Annual Report at the Annual Meeting of Fellows. He shall have all such further powers and duties as generally are incident to the position of Treasurer or as may be assigned to him by the President or the Board of Governors. With the Secretary, he is responsible for the maintenance of all records, the filing of any necessary Annual Reports and Tax Returns for any wholly-owned subsidiary corporate entity of the College.

The Treasurer shall serve as Council Chair Liaison to the Bylaws and Resolutions, Ethics and Finance Committees and upon recommendation of the Executive Committee may delegate any matter within the jurisdiction of those committees to them at any time for study, the provision of information, consultation, the performance of any relevant task(s), and/or the preparation of Reports to the Executive Committee.

#### **Section 5.8. - Secretary.**

The Secretary shall maintain and preserve the records of the College. He shall record, or cause to be recorded, all the proceedings of the meetings of the members and Governors in a book to be kept for that purpose and shall also record thereon all action taken by written consent of the Members or Governors in lieu of a meeting. He shall attend to the giving and serving of all notices of the College. He shall have custody of the Seal of the College, if any, and shall attest the same by his signature whenever required. He shall make regular reports to the Board of Governors on the activities and functioning of the College and shall have all such further powers and duties as generally are incident to the position of Secretary or as may be assigned to him by the President or the Board of Governors.

The Secretary will have the affirmative duty of both monitoring and maintaining the College's Intellectual Property protection including, but not limited to, current registration of its Trademark with the United States Patent and Trademark Office including any necessary Certifications of Continuing Usage. He shall ensure that the College remains compliant with its policies and procedures and shall be responsible, with the Treasurer, for filing any Annual Report and Tax Return to the Secretary of State and/or Department of Revenue, or the like, in that state wherein any wholly-owned subsidiary of the College is domiciled and maintaining the Corporate Records of any wholly-owned subsidiary.

The Secretary shall serve as Council Chair Liaison to the Website, Marketing and Public Relations, Publications and Amicus Committee and upon recommendation of the Executive Committee may delegate any matter within the jurisdiction of those committees to them at any time for study, the provision of information, consultation, the performance of any relevant task(s), and/or the preparation of Reports to the Executive Committee.

#### **Section 5.9. - Immediate Past President**

The Immediate Past President shall serve as Chair of the Nominating Committee and shall counsel the President as necessary in the day to day operations of the College. He shall also

serve as Council Chair Liaison to the Nominating, Student Awards and Honorary Fellowship and Gold Medal Committee and upon recommendation of the Executive Committee may delegate any matter within the jurisdiction of those committees to them at any time for study, the provision of information, consultation, the performance of any relevant task(s), and/or the preparation of Reports to the Executive Committee.

#### **Section 5.10. - AMA Delegates.**

The number of Delegates and Alternate Delegates from the College to the House of Delegates of the American Medical Association (AMA) is established by the AMA and is contingent upon approval of the ACLM according to the then rules of the AMA.

(a) The Delegate(s) and the Alternate Delegate(s) from the College to the AMA House of Delegates:

- (1) shall be Fellows-of-the-College,
- (2) shall be and have been members of the AMA in good standing for at least two (2) years prior to their nomination,
- (3) shall be nominated by the Nominating Committee or by any Fellow at the annual meeting, and
- (4) shall be elected by a majority of the Fellows present and eligible to vote at said meeting.

(b) The Delegate(s) and the Alternate Delegate(s) shall serve for a term of two (2) years and shall assume office on January 1 of the year succeeding the election.

(c) The Delegate(s) and/or the Alternate Delegate(s) shall act as the representative(s) of the College to the AMA House of Delegates and will attend all meetings, caucuses, special meetings of the House, and discharge all duties requested by the Speaker of the House of Delegates.

#### **Section 5.11. - AMA Specialty and Service Society (SSS).**

In the event that Article V, Section 5.9 is voided by action of the AMA then the President with the approval of the Executive Committee may appoint a representative as per the rules of the AMA.

(a) the Delegate and the Alternate from the College to the AMA Specialty and Service Society:

- (1) shall be Fellows-of-the-College
- (2) shall be and have been members of the AMA in good standing for at least two (2) years prior to their nomination,
- (3) shall be nominated by the Nominating Committee or any Fellow at the annual meeting, and shall be elected by a majority of the fellows present and eligible to vote at said meeting.
- (4) if in the interim between fellow meetings a vacancy occurs it shall be filled by the President with the approval of the Executive Committee.”

## **ARTICLE VI - Indemnification**

- Section 6.1. Indemnification of Governors, Officers, Employees and Agents.
- Section 6.2 Liability Insurance for Indemnification

### **Section 6.1. - Indemnification of Governors, Officers, Employees and Agents.**

Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (including any action or suit by or in the right of the College to procure a judgment in its favor) by reason of the fact that he is or was Governor, Officer, Employee or Agent of the College, or is, or was, serving at the request of the College as a Governor, Office, Employee or Agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the College against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the defense or settlement of such Action, Suit or Proceeding. Any indemnification expressly provided by statute in a specific case shall not be deemed exclusive of other rights to which any person indemnified may be entitled under these Bylaws or any other lawful agreement, vote of disinterested Governors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be Governor, officer, employee or agent and inure to the benefit of the heirs, executors and administrators of such a person. No indemnification may be made to or on behalf of any Director or officer if his acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or otherwise disposed of, or he personally gained in fact a financial profit or other advantage to which he was not legally entitled.

### **Section 6.2. – Liability Insurance for Indemnification**

The Board of Governors may, in its discretion, direct the purchase of liability insurance by way of implementing the provisions of this Article.

## **ARTICLE VII - Councils, Standing Committees and Ad Hoc Committees**

- Section 7.1. Definitions.
- Section 7.2. Council Composition and Terms.
- Section 7.3. Committee Composition and Terms.
- Section 7.4. Membership and Credentials Committee.
- Section 7.5. Honorary Fellowship and Gold Medal Committee
- Section 7.6. Bylaws and Resolutions Committee.
- Section 7.7. Education and Professional Development Committee.
- Section 7.8. Nominating Committee.
- Section 7.9. Finance Committee.
- Section 7.10. Student Awards Committee.
- Section 7.11. Publications Committee.
- Section 7.12. Website Committee.
- Section 7.13. Marketing and Public Relations Committee.
- Section 7.14 Ethics Committee
- Section 7.15 Young Professionals Committee

- Section 7.16 Amicus Committee

### **Section 7.1. - Definitions.**

**Standing Committee** - An ongoing committee with a charge defined in general terms by the Bylaws with appointments of members lasting one year. Those eligible to be chair shall be Fellows of the College. All chairs shall be appointed by the President and approved by the Executive Committee. Each Standing Committee shall have a member of the Executive Committee of the Board of Governors who will serve as an official liaison with the Standing Committee.

**Subcommittee** - A selected group formed from the members of a Standing Committee to carry out a specific task in the charge of the Committee as assigned by the Committee Chair, the Executive Committee or Board.

**Ad Hoc Committee or Task Force** - A committee appointed for a special or unique purpose for a limited term to accomplish a specific assignment outside the charge of the Standing Committees. Chair of Ad Hoc Committees or Task Forces should be any member in good standing. All chairs shall be appointed by the President and approved by the Executive Committee and shall serve a term not to exceed one year. Each Ad Hoc Committee shall have a member of the Executive Committee of the Board of Governors who will serve as an official liaison with the Ad Hoc Committee.

**Project** - The assigned work of any Standing Committee, Ad Hoc Committee or Task Force of the College wherein the duration of the activity exceeds one month.

**Councils** - The organizations providing direct oversight of assigned standing committees, subcommittees, ad hoc committees and task forces. The councils are: Services, Education, Membership, and Ways and Means. Councils are chaired by members of the Executive Committee, appointed by the President and approved by the majority of the Executive Committee President. Councils are responsible for reporting on activity of their assigned committees, subcommittees, ad hoc committees and task forces to the Executive Committee and Board.

### **Section 7.2. - Council Composition and Terms.**

All Council Chairs shall be members of the Executive Committee excluding the President. All Committee, Council, Task Force and Project Chairs shall be recommended by the President and approved by at least three of the remaining members of the Executive Committee other than the President. All Chairs and Members shall serve a one-year term. There shall be four Councils: Services, Education, Membership, and Ways and Means. All Council Chairs shall report to the President.

Standing Committees assigned to Councils and their Respective Chairs are as follows:

***Services Council – Council Chair Liaison shall be the College Secretary***

Website Committee  
Marketing and Public Relations Committee  
Publications Committee  
Amicus Committee

***Education Council – Council Chair Liaison shall be the College Immediate Past President***

Nominating Committee  
Student Awards Committee  
Honorary Fellowship and Gold Medal Committee  
Education Fund Committee

***Membership Council – Council Chair Liaison shall be the College President-Elect***

Membership and Credentials Committee  
Education and Professional Development Committee  
Young Professionals Committee

***Ways and Means Council - Council Chair Liaison shall be the College Treasurer***

Bylaws and Resolutions Committee  
Ethics Committee  
Finance Committee

Except as otherwise herein provided, Committee Members may be appointed from all Classes of Membership. Fellows of the College shall serve as Chair of all Committees and shall be designated by the President-Elect annually at the Board of Governors Meeting just prior to his assuming Presidency of the College and provided by way of information to the Board. The selection shall be at his sole discretion.

**Section 7.3. - Committee Composition and Terms.**

All Committee Members shall be appointed by the President either just prior to his assumption of office or within sixty days thereafter and shall serve, unless otherwise provided, for terms of no more than one year, or as set out in the Charge to the Committee. At his sole discretion, the President may delegate the selection to all or a portion of the committee membership to the respective Committee Chairs. Except as otherwise herein provided, Committee Members may be appointed from all classes of membership. Fellows or Members of the College shall serve as Chair of all Standing Committees. All Committees shall report to a designated Council.

**Section 7.4. - Membership and Credentials Committee.**

The Committee shall consist of three or more members, at least one of whom shall have served as a Member of the Committee during the previous year. The Committee shall review the qualifications of Applicants for Membership in all categories except Honorary Fellowship and shall recommend those candidates found to be qualified for membership, or changes in membership category except Honorary Fellowship for approval by the Board of Governors. The Committee shall also identify and implement methods of promoting Membership in the College including one of its Members being selected from the Young Professionals Committee and

another from the Marketing and Public Relations Committee. These Committees shall joint responsibility for the vigorous marketing of the College to whose qualified and potentially interested.

### **Section 7.5. - Honorary Fellowship and Gold Medal Committee.**

The Committee shall be three or more Members appointed by the President and approved by the Executive Committee. The Chair, who is also appointed by the current President, shall be any Past President of the College. The Committee shall receive recommendations from the membership of ACLM for Honorary Fellow. Any person of outstanding reputation in the field of Legal Medicine is eligible. Nominations are made by a majority of the Committee Members via Written Ballot and are then recommended to the Board of the ACLM. Honorary Fellowship shall be conferred with at least two-thirds of the Board present and voting in favor the nominations(s), as defined herein.

In addition, the Committee shall receive recommendations for recipients of the Gold Medal of the American College of Legal medicine to be awarded at the annual banquet. Candidates shall be members who have provided outstanding and distinguished service to the American College of Legal Medicine. Each year the Committee may nominate one or more members for Gold Medalist. The recommendations shall be made by Members of the College. The nominations must be made by a majority of the Committee. The endorsed recommendations become nominations of the Committee. The nominations of the Committee shall be forwarded for consideration at the mid-year meeting of the Board of Governors. Gold medals shall be conferred with at least two-thirds of the Board of Governors present and voting in favor of the committee nominations(s). The award(s) shall be presented at the next Annual Meeting Banquet.

### **Section 7.6. - Bylaws and Resolutions Committee.**

The Bylaws and Resolutions Committee shall consist of three or more members, all of whom must be Fellows of the College. At least one member shall have served as a member of the Committee during the previous year. The Committee shall review the Bylaws of the College annually and recommend amendments when necessary or advisable. The Committee shall review and recommend appropriate action on all Resolutions or Petitions of Policy submitted for approval by the members of the College. The submission and handling of such Resolutions or Petitions shall be in accordance with the procedural rules established by the Board of Governors.

### **Section 7.7. - Education and Professional Development Committee.**

This Committee shall consist of three or more members, at least one of whom shall have been a member of the Committee during the previous year. The Committee shall oversee the scientific program of the Annual Convocation and other educational programs of the College. The committee shall develop, supervise and study suggestions and plans for improving the application of dual medical-legal training to society and to inter-professional relations. The Committee shall plan, direct and administer the educational activities of the College, subject, however, to the directives and limitations set down by the Board of Governors. Members of this Committee are not required to be Fellows.

### **Section 7.8. - Nominating Committee.**

The College Nominating Committee shall be composed of the most recent Past-President, two sitting members (non-officers) of the Board of Governors and two active Fellows who have never been an officer, or member, of the BOG. The Immediate Past-President shall serve as Committee Chair. The two sitting Governors shall be elected by closed ballot at the mid-year Board meeting and they shall serve a term of one year. The two active Fellows shall be appointed by the current sitting President. No member of the Nominating Committee may be nominated to any office during his/her term on the Nominating Committee.

### **Section 7.9. - Finance Committee.**

The Finance Committee shall consist of at least three members. One of the members shall be a member of the Board of Governors and at least one individual who was a member of the Committee during the previous year. The Committee shall prepare a proposed budget for each fiscal year and shall review the financial condition of the Corporation with the Treasurer periodically and no less than once per annum. The Committee shall be available upon request for consultation with the President and/or the Treasurer.

### **Section 7.10. - Student Awards Committee.**

The Student Awards Committee shall consist of at least three members. The Committee shall receive and review all papers and/or written briefs submitted for such competition awards and shall, by majority vote, unless prescribed otherwise by the Board, recommend to the Board of Governors of the College and appropriate third parties the winners in each category of award.

### **Section 7.11. - Publications Committee.**

The Publications Committee shall consist of at least three members, all of whom are members (not necessarily Fellows) of the ACLM. One of the members shall be a member of the Board of Governors. The Committee shall coordinate existing publications of the College, set publications policy and serve as liaison between the Board of Governors and present and future publishers of printed or electronic books, directories, journals and other publications of, by, and for the College. It shall advise the Board of Governors on publications policy and perform any other publication related activities delegated to the committee by the Board of Governors.

### **Section 7.12. - Website Committee.**

The Directory and Website Committee shall consist of three or more Members, at least one Member of whom shall have previously served as a Member of the Committee (following the year after its formation). The Chair of the Committee shall be a Fellow of the College, but the other members need not be Fellows. The Committee shall be made up of members appointed by the President who may be recommended by the Committee Chair.

### **Section 7.13. - Marketing and Public Relations Committee.**

The Marketing and Public Relations Committee shall consist of at least three members. The Chair of the committee shall be a Fellow of the College, at least one of the members shall be a

member of the Board of Governors, and at least one individual who was a Member of the Committee during the previous year (following the year after its formation). The Executive Committee, at its sole discretion and by majority vote, may designate the Public Relations Committee Chair or any Executive Committee Member as its Spokesperson for any matters wherein the College wishes to issue official positions or statements. The Committee Chair shall identify issues of interest upon which the College may wish to comment, submit a proposed statement, or proposed press release. With oversight by the Executive Committee, including an affirmative majority vote, the Chair, a member of the Executive Committee or their designee shall be responsible for official statements, interview, commentary or press release to any and all interested parties including the press.

With the assistance of the Membership and Young Professionals Committee, the Marketing and Public Relations Committee shall vigorously promote Membership in the College to all interested parties both through the solicitation of new members and the retention of old members. The Executive Director shall provide the names of any and all Members either resigning or failing to renew their Membership within thirty days of which ever relevant occurrence is applicable and the Chair shall delegate a single Committee Member to contact said prior member to query his concern or reason in leaving the College, attempting to remedy same and encouraging the Member's continued participation. A single Committee Member shall be designated by the Chair to identify and contact any individual potentially qualified for and interested in Membership. At least one member of this Committee shall include an elected designee from the Young Professionals Committee. At least one additional Member shall be an elected designee from the Membership Committee.

#### **Section 7.14. - Ethics Committee.**

The Ethics Committee shall consist of at least three Fellows or Members of the College. The Chair of the Committee shall be a Fellow of the College, one of the Members shall be a Member of the Board of Governors, and at least one Member who was a Member of the Committee during the previous year (following the year after its formation). Subject to the approval of the Board of Governors, the Committee shall research, assess, establish and publish the American College of Legal Medicine's position on current, relevant ethical issues in Health Law and Legal Medicine.

#### **Section 7.15. – Young Professionals Committee**

The Young Members Committee shall consist of no less than five members of the College under the age of 40, or those of any age having completed their professional education or training within the preceding five years. Subject to approval by the Board of Governors, the Committee shall focus on the professional development of the College's younger members, including students. It shall focus on the recruitment and retention of health, legal and dual degree students and young professionals with an interest in matters where health care and the law converge.

With the Marketing and Public Relations Committee, the committee shall also be responsible for maintenance of the College's Social Media Presence (Facebook, Twitter and Linked In) including the promotion of its meetings, the educational offerings of affiliated organizations and those sharing the College's general areas of interest as well as the publication of current issues of interest to legal-medical professionals.

Two members of the Young Professionals Committee shall be elected by their fellow Committee Members as 1) its representative to the Marketing and Public Relations Committee and 2) same to the Membership Committee. Each shall serve on those Committees to coordinate marketing and public relations by way of social media all potential members, but particularly to younger individuals qualified and potentially interested in Membership. The Committee is also charged with providing on a semi-annual basis with providing a list of potential younger members to the Marketing and Public Relations Committee and Membership Committee.

#### **Section 7.16. – Amicus Committee**

The Amicus Committee shall consist of no less than five Members of the College. At least one of its members shall be a member of the Board of Governors and at least one Member who was a Member of the Committee during the previous year (following the year after its formation). Subject to the approval of the Board of Governors, the Committee shall identify, research, assess, establish, write, file, and/or publish the American College of Legal Medicine’s position on current, relevant legal and/or health issues currently before Appellate Courts through Amicus briefs.

### **ARTICLE VIII - Finance**

- Section 8.1. Budget.
- Section 8.2. Fiscal Year.

#### **Section 8.1. - Budget.**

The Proposed Budget for the forthcoming fiscal year shall be prepared by the Finance Committee, Treasurer and Executive Director and shall anticipate all necessary expenses and income of the College. With the assistance of College administrative personnel, the Finance Committee and Treasurer shall submit the Proposed Budget for the approval of the Board of Governors at the mid-year meeting of the Board of Governors

#### **Section 8.2. - Fiscal year.**

The fiscal year of the College for tax and accounting purposes shall be the period from January 1 through the following December 31.

### **ARTICLE IX - Disciplinary Procedure**

- Section 9.1. Judicial Council.
- Section 9.2. Censure, Suspension or Expulsion of Members.
- Section 9.3. Right to Petition for a Hearing.
- Section 9.4. Investigation.
- Section 9.5. Notice.
- Section 9.6. Hearing.
- Section 9.7. Decision of the Judicial Council.
- Section 9.8. Action by the Board of Governors.

#### **Section 9.1. - Judicial Council.**

The Judicial Council shall be composed of five Members, all of whom shall be Fellows of the College, who have been Fellows-of-the-College for at least five years previously. One Member of the Judicial Council shall be nominated each year by the President for appointment by the Board of Governors for a term of five years. Any member whose term is expiring may be re-nominated at the sole discretion of the President to include his/her consent to re-nomination. The Chair of the Judicial Council will be the Member serving his/her fifth and final year, unless the Council's membership chooses to elect, or designate another Member serving at that time as Chair. The President, upon consultation with the existing Judicial Council, shall appoint a new Member to fill an unexpired term of a Member who has died, resigned, is unable to serve, or has been removed, and the new Member shall serve for a period which will complete that unexpired term. Should the current Chair of the Judicial Council die, resign, or be removed as a Fellow, that Member who had most recently served as Chair of the Judicial Council shall be appointed to finish out the Chair position for the remaining term of that year unless he/she is unable to serve, in which the case, the Council shall elect a new Chair to complete the unexpired term.

### **Section 9.2. - Censure, Suspension or Expulsion of Members.**

The Judicial Council shall hear and determine all disciplinary questions brought before it according to the procedures adopted in these Bylaws. The Judicial Council shall review every complaint brought against a member of the College. The Council shall recommend to the Board of Governors the censure, suspension, or expulsion of a member of the College, if the Council, in its sole discretion, determines that any of the following acts have occurred:

- (a) Expulsion from Membership of the American Medical Association, the Canadian Medical Association, the American Bar Association, or the Canadian Bar Association; which requires a super majority vote (four out of five) of the Judicial Council; or
- (b) Revocation or suspension of a license to practice medicine or disbarment from the practice of law; which requires a simple majority vote (three out of five) of the Judicial Council; or
- (c) Conviction in a court of law of an offense involving moral turpitude; which requires a simple majority vote (three out of five) of the Judicial Council; or
- (d) Failure to abide by these Bylaws; which requires a super majority vote (four out of five) of the Judicial Council; or
- (e) Conduct which is detrimental to the interests of the College or the practice of Legal Medicine; which requires a super majority vote (four out of five) of the Judicial Council; or
- (f) Unprofessional or Unethical Conduct as defined in Article XII, Section 12.2 of these Bylaws; which requires a simple majority vote (three out of five) of the Judicial Council.

### **Section 9.3. - Right to Petition for a Hearing.**

Any member of the College may file with the Judicial Council a written Petition of Complaint requesting a hearing before the Judicial Council on any matter which constitutes grounds for the censure, suspension, or expulsion of any Member of the College.

#### **Section 9.4. - Investigation.**

The Judicial Council shall investigate every Complaint. The Council shall determine whether or not it shall have a formal hearing on each matter. Upon receiving a Complaint, the Chairperson will disseminate the Complaint and within a thirty (30) day period, will conduct a formal vote of whether a formal hearing should occur. To move forward with a formal Hearing a simple majority vote of the Judicial Council is required (three out of five).

#### **Section 9.5. - Notice.**

The Judicial Council shall, by USPS Certified Mail (Return Receipt Requested), or by any other commonly acceptable means of delivery so long as receipt is confirmed, postmarked at least thirty (30) days prior to a formal hearing and mailed to the last known address of each person, notify all parties concerned or involved in the complaint. Such notice shall include the particulars of the complaint and the date, time, and location of the hearing. Notice can be sent via e-mail, or other electronic means, and can be perfected by receipt of response to said email, or other electronic means. However, formal USPS Certified Mail (Return Receipt Requested) should be sent in all cases regardless of perfection by email response.

#### **Section 9.6. - Hearing.**

Hearings shall be conducted by the Chair of the Judicial Council sitting with at least two other Members of the Judicial Council. Every effort should be made to have all five Members present at the Hearing, however, video-conferencing is acceptable to accommodate this. The Hearing shall be conducted under Rules of Procedure which shall have been adopted by the Judicial Council. A copy of such rules shall be made available to all parties involved. Each party shall have the right to be represented by counsel at his own expense. Should any party fail to appear at a Hearing without good and sufficient cause as determined in the discretion of the Judicial Council, the Judicial Council may consider the matter and take any action which it deems necessary or advisable based upon the evidence before it.

#### **Section 9.7. - Decision of the Judicial Council.**

The Findings of Fact in all cases as determined by the Judicial Council shall be final except as provided-for in Section 9.8 herein below. In all cases where the Judicial Council determines that there is insufficient evidence and grounds to uphold the complaint, the decision of the Judicial Council shall be final. However, in all cases, the findings of fact and recommendations of the Judicial Council shall be submitted to the Board of Governors.

#### **Section 9.8. - Action by the Board of Governors.**

The Board of Governors, at its next meeting following receipt of the written opinion of the Judicial Council, if such meeting is not less than ninety (90) days; if the next meeting is less than ninety (90) days, then at the following meeting, but, in no event, greater than two hundred seventy (270) days, shall consider the exercise of its final authority as to the disposition of all cases in which the Judicial Council recommends censure, suspension or expulsion of a Member. In such cases, the Board of Governors shall have the discretion to: 1) uphold the decision of the Judicial Council as to the censure, suspension or expulsion of a Member; 2) refer the case back

to the Judicial Council for new proceedings if the accused Member, under all applicable College Bylaws, was not afforded his/her procedural rights thereunder; 3) uphold the decision of the Judicial Council against the accused Member and remand to Judicial Council to reconsider the penalty imposed ; or 4) remand the case back to the Judicial Council for further proceedings when the evidence on record is insufficient, in the opinion of the Board of Governors, to enable it to render a decision. For the purposes of this Section 9.8, "evidence on record is insufficient" shall mean the Board of Governors determines that: a) the evidence on record against the accused Member does not support the decision of the Judicial Council, or does not warrant the penalty imposed; b) there is a clear showing that the Member or the College will likely be unreasonably harmed by a failure of the Judicial Council to consider additional evidence; and c) the Board of Governors decides that, without additional evidence, it cannot vote in favor of exercising its authority per subsections 1) or 4) of this Section 9.8. The Board of Governors shall give instructions to the Judicial Council on particular facts, laws, regulations and/or other relevant evidence to be considered on the Record.

## **ARTICLE X - Seal**

- Section 10.1. Seal.
- Section 10.2 Trademark
- Section 10.3 Maintenance of Trademark Protection

### **Section 10.1. - Seal.**

The seal of the College shall bear as a central figure the Scales of Justice supported by the Staff of Aesculapius with a single serpent wrapped about it and shall also bear the corporate name. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced. The seal shall be kept in the custody of the College and maintained by its Secretary.

### **Section 10.2. – Trademark**

The Trademark of the College shall at all times remain registered at the United States Patent and Trademark Office. Should the Trademark's registration at any time lapse, the Secretary shall be responsible for its timely re-registration including the showing of continued usage at five (5) years following registration and its re-registration every ten (10) years.

### **Section 10.3. – Maintenance of Trademark Protection**

The Secretary of the College immediately following the election of a successor shall timely brief the succeeding Secretary on the status of the College's trademark protection and pending dates for the showing of continued usage and re-registration. Successor Secretaries shall be charged with maintaining an updated schedule for trademark registration-related activities and shall in all cases pass that information by way of written documentation to the succeeding Secretary. All related fees shall be paid by the College and disbursed by the Treasurer.

## **ARTICLE XI - Waiver of Notice, Parliamentary Authority, and Proxy Voting**

- Section 11.1. Waiver of Notice.

- Section 11.2. Parliamentary Authority.
- Section 11.3. Proxy Voting.

### **Section 11.1. - Waiver of Notice.**

Whenever notice is required to be given by statute, or under any provision of the Certificate of Incorporation or these bylaws, a written waiver thereof, signed by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice, which includes email or electronic writings for notice and/or waiver. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Fellows, Board of Governors, or Members of a Committee of Governors need be specified in any written waiver of notice.

### **Section 11.2. - Parliamentary Authority.**

The official parliamentary authority for all meetings of the College shall be the current edition of Sturgis Standard Code of Parliamentary Procedure. No provision of parliamentary procedure shall be effective if such provision is in violation of these Bylaws, the Certificate of Incorporation, or the Laws of the State of Delaware. The Annual Meeting of Fellows, or of the Board of Governors may, by unanimous consent, grant any Motion, Action, or Request even though inconsistent with accepted parliamentary procedure. However, no motion, action, or request shall be valid if in violation of these Bylaws, the Certificate of Incorporation, or the Laws of the State of Delaware. The Presiding Officer at any meeting may appoint a Parliamentarian.

### **Section 11.3. - Proxy Voting.**

Voting by proxy shall be permitted in the conduct of the business of the College or at any of the meetings of the Fellows of the College, Board of Governors or any of the Committees. A vote of the Fellows of the College may be by mail, email, or other electronic means.

## **ARTICLE XII - Code of Ethics**

- Section 12.1. Code of Ethics.
- Section 12.2 Unprofessional or Unethical Conduct

### **Section 12.1. - Code of Ethics.**

For the purposes of the College and these Bylaws, the principles of ethics and/or professional responsibility of each particular member's professional organization(s), nationally and internationally, including, but not limited to, those of his or her State Bar(s) or applicable Board of Health Discipline Examiners, the American Bar Association Model Rules of Professional Conduct and/or the American Medical Association's Code of Ethics shall be applicable to that member as a Code of Ethics and as a standard of review for their ethics and/or professional responsibility.

## **Section 12.2 - Unprofessional or Unethical Conduct.**

Unprofessional or unethical conduct shall consist of:

- (a) Violation of the Code of Ethics as stated in Article XII, Section 12.1; or
- (b) Expulsion from membership in a professional organization, association or society for reasons involving unprofessional or unethical conduct, or
- (c) Revocation or suspension of a license or certification to practice in one's profession for reasons involving unprofessional or unethical conduct, or
- (d) Conduct involving dishonesty, fraud, deceit, moral turpitude, or misrepresentation.

## **ARTICLE XIII - Checks, Notes, Drafts, Etc.**

The ACLM Executive Committee will be responsible for the review, update and enforcement of the ACLM Financial Disbursements Policy, which will include the facilitation of all Checks, Notes, Drafts in accordance with ACLM-approved contracts and invoices.

## **ARTICLE XIV - Amendments**

These Bylaws may only be amended at the Annual Meeting of the Fellows of the College or at a meeting of the Fellows specifically called for that purpose in either of two ways:

- (a) by a 50% plus one majority of the Fellows present and voting, if the proposed change in the Bylaws has been approved by a two-thirds majority of those present and voting in any meeting of the Board of Governors held within six (6) months preceding the annual meeting of the Fellows; or
- (b) by a two-thirds majority of the Fellows present and voting.

## **ARTICLE XV - Miscellaneous**

- Section 15.1. Grandfather Clause.
- Section 15.2. Administrative Procedure.

### **Section 15.1. - Grandfather Clause.**

No change shall occur in the status of any member or Fellow of the College who is in good standing at the time of the adoption of these Bylaws solely by reason of their adoption, any provision of these Bylaws to the contrary notwithstanding.

### **Section 15.2. - Administrative Procedure.**

The Board of Governors shall adopt procedural rules necessary and/or convenient to carry out any provision of the Certificate of Incorporation or of these Bylaws and shall record and edit

such rules in a “Handbook of Administrative Procedures of the College” for distribution to members.

**Amended 2-22-2020 - Annual Meeting of the Fellows**