

APM Guiding Principles

1. Name

The name of the group shall be known as the Association of Professors of Medicine (hereinafter referred to as “APM”).

2. Purpose

APM is dedicated to benefit and aid the education, research, and patient care missions of departments of medicine and internal medicine at accredited medical schools in the United States, Commonwealth of Puerto Rico, and Canada by holding forums and meetings and publishing appropriate materials; to promote internal medicine as a career discipline; to cooperate with other organizations within the internal medicine community; to promote effective management of departments of medicine; to serve as a core resource for members; and to investigate and support new initiatives in research, education, and patient care.

APM is a founding member of the Alliance for Academic Internal Medicine, Inc. (hereinafter referred to as “AAIM” or the “Alliance”). AAIM was originally created as a consortium of five academically focused specialty associations representing departments of internal medicine at medical schools and teaching hospitals in the United States and Canada. In addition to APM, the founding members of AAIM are the Association of Program Directors in Internal Medicine, the Association of Specialty Professors, the Clerkship Directors in Internal Medicine, and the Administrators of Internal Medicine. As the central financial, legal, and regulatory entity, AAIM’s bylaws establish the structure of APM and supersede any article in these guiding principles where there is a conflict.

3. Mission

APM is dedicated to providing the primary leadership and direction to academic internal medicine, including education, research, and patient care; to promoting cooperation among the members of the internal medicine community; to promoting and defining the structure and function of academic departments of internal medicine; to serving as an agent of positive change within internal medicine; and to preserving, promoting, and furthering the intellectual base of internal medicine.

APM, through its officers and council, interacts with accreditors, certifying bodies, federal and regulatory agencies, and other professional organizations as a means to promote excellence in the management of departments of internal medicine.

4. Membership

The AAIM bylaws authorize each founding member in the Alliance to define its own membership criteria.

Membership in APM is offered to departments of internal medicine from qualifying institutions. The department chair (or designated acting or interim chair) will represent the department. Membership will be based on good standing and continuous participation in APM's activities. Members who are not active participants in APM or who are not in good standing may have their membership terminated by the Council.

There are five categories of membership:

Institutional

Department of Internal Medicine Chairs from allopathic medical schools that are accredited by the Liaison Committee on Medical Education (LCME) or Committee on Accreditation of Canadian Medical Schools (CACMS).

Individuals may only become a member of APM via their department (with the exceptions of Emeritus members as outlined below). There shall be one institutional representative from each qualifying institution, regardless of the number of departments of internal medicine that exist within each institution. It shall be the responsibility of the institution to designate one representative to APM when more than one chair or department exists. Harvard Medical School will be recognized as three departments of internal medicine—Harvard Medical School-Beth Israel Deaconess Medical Center, Harvard Medical School-Brigham and Women's Hospital, and Harvard Medical School-Massachusetts General Hospital—entitling each department of internal medicine to an institutional member.

Any member who ceases to be chair (or acting or interim chair) of a department of internal medicine that he or she represented shall automatically cease to be a member of APM.

Institutional Affiliate

Affiliate members may only become a member of APM through nomination by their department chair; they must:

- 1) Have a faculty appointment at an LCME or CACMS accredited medical school.
- 2) Have exhibited leadership in the department and in academic internal medicine in areas related to research, education, or clinical care. This leadership should be documentable, for example, but not limited to, titles of vice chair, division director/chief, or other leadership role.

To be considered for affiliate membership a candidate must be nominated for affiliate membership by the institutional member of the APM-affiliated department. The APM Council will make the final decision on the candidates' nomination. There will be no limit on the number of affiliate members per department. Affiliate membership terminates when

the affiliate member leaves the position from which he/she was elected. If the institutional member from the affiliate's medical school leaves their position as chair, the affiliate's continued membership will be based on the continued support from the new institutional member.

Community Department of Internal Medicine Chairs

Chairs of community-based internal medicine programs may self-nominate for membership if they meet the following criteria. Acceptance to membership will be determined by the APM Council:

- 1) Supervise one or more ACGME approved internal medicine residency training program (including programs with initial accreditation)
- 2) Training programs have both inpatient and outpatient experiences
- 3) The chair is employed/appointed (not elected) and the position is full-time
- 4) The chair supervises at a minimum all educational and research programs in the department of internal medicine and ideally also supervises clinical programs within the institution
- 5) The department comprises at least five full-time internal medicine faculty in addition to the chair, all of whom are employed/appointed
- 6) The department is involved in research which includes quality improvement for patient care and/or education
- 7) Ideally the department hosts and supports internal medicine student rotations
- 8) Shall not be a faculty member at an LCME- or CACMS-accredited medical school (*see Institutional Affiliate*)

Individuals may only become a member of APM via their department. There shall be one Community Department of Internal Medicine representative from each qualifying institution, regardless of the number of departments of internal medicine that exist within each institution. It shall be the responsibility of the institution to designate one representative to APM when more than one chair or department exists.

Any member who ceases to be chair (or acting or interim chair) of a department of internal medicine that he or she represented shall automatically cease to be a member of APM.

Osteopathic Department of Internal Medicine Chairs

Department of Internal Medicine Chairs from Commission on Osteopathic College Accreditation (COCA)-accredited osteopathic medical schools.

Chairs of departments of internal medicine at osteopathic medical schools may self-nominate for membership if they meet the following criteria. Acceptance to membership will be determined by the APM Council:

- 1) Supervise one or more ACGME approved internal medicine residency training programs (including programs with initial accreditation)

- 2) Training programs have both inpatient and outpatient experiences
- 3) The department of internal medicine is a discreet department and not an amalgam of other primary care departments or a primary care department per se
- 4) The department has an internal medicine clerkship
- 5) The chair supervises at a minimum all educational and research programs in the department of internal medicine and ideally also supervises clinical programs within the institution
- 6) The department comprises at least five full-time internal medicine faculty in addition to the chair, all of whom are employed/appointed by the school
- 7) The department is involved in research which includes quality improvement for patient care and/or education
- 8) Shall not be a faculty member at an LCME- or CACMS-accredited medical school (*see Institutional Affiliate*).

Individuals may only become a member of APM via their department. There shall be one Osteopathic Department of Internal Medicine representative from each qualifying institution, regardless of the number of departments of internal medicine that exist within each institution. It shall be the responsibility of the institution to designate one representative to APM when more than one chair or department exists.

Any member who ceases to be chair (or acting or interim chair) of a department of internal medicine that he or she represented shall automatically cease to be a member of APM.

Emeritus

There shall also be a category of members known as emeritus members. To be eligible for emeritus membership in APM, the candidate must:

- 1) Have previously been an Institutional Member (as defined in these guiding principles) of the association.
- 2) Have previously been an Institutional Member of the association for no fewer than three consecutive years.

To be considered for emeritus membership a candidate should be nominated for emeritus membership by a current institutional member; however, individuals are allowed to self-nominate. The Council will make the final decision to approve or reject a candidates' nomination.

Emeritus membership will be based on good standing and continuous participation in APM's activities. Emeritus members who are not active participants in APM or who are not in good standing may have their membership terminated by the Council.

4. Meetings

There shall be at least one regular meeting for the benefit of APM members annually. Educational programs, workshops, seminars, and virtual programs will be developed through support of the APM Council as a benefit to members.

5. Governance

APM shall be governed by a council (APM Council). The APM Council reports to and is delegated its authority by the AAIM Board of Directors. Duly elected officers and councilors shall constitute the APM Council. The business and affairs of APM shall be managed by the council as outlined in the AAIM bylaws. The officers of the council shall consist of the President, President-Elect, Past President, and Treasurer. There will be six councilors. In addition, the council shall include the appointed chair(s) of the association's standing committees. There shall not be fewer than ten council members (officers and at-large members). No council member may hold more than one office at any one time. The council will meet at least quarterly, either in person or by conference call.

A. Officers and their duties

President. The President will serve a term of one year and shall engage the council to lead the general direction and promotion of APM. The President shall preside over the meetings of the council, shall be assisted by the other councilors and may seek aid, as needed, from other individuals. The President may, during the absence of any councilor, and with the exception of voting rights, delegate said councilor's duties to any other councilor on an interim basis.

President-Elect. The President-Elect will serve a term of one year and at the end of one year assume the role of president. The President-Elect shall, in the absence or incapacity of the President, perform the duties of the President. The President-Elect shall perform other such duties as may be delegated from time to time by the President; and shall otherwise function as a member of the council.

Past President. The Past President will serve a term of one year and shall in the absence or incapacity of the President and President-Elect, perform the duties of the President, and shall perform other such duties as may be delegated from time to time by the President; and shall otherwise function as a member of the council.

Treasurer. The Treasurer will serve a term of three-years and shall serve as council representative to the AAIM Finance Committee. The Treasurer's primary roles are to monitor the financial health of AAIM, and advocate for fiscally responsible decision-making for AAIM. The Treasurer presents and advocates for the APM initiatives as recommended by the full council. The Treasurer will provide regular reports to the council on the work of the AAIM Finance and Audit Committee and the fiscal status of AAIM. The Treasurer will perform other duties as outlined in the Council Treasurer Job Description (Appendix 1).

Other Conditions

Should the current President or President-Elect cease to be a chair in a department of internal medicine, but remains in an academic medicine position, he/she is eligible to complete his/her elected term through Past President, subject to the approval of the council. In such case, the individual is afforded the full rights and privileges of an active member through the duration of his/her elected term.

Vacancies in any office arising from any cause may be filled by the council by a two-thirds (2/3) vote of the Council. Alternatively, the council may remove any officer at any time by an affirmative vote of the members at a duly called meeting of the membership. The council may remove any councilor at any time by an affirmative vote of (2/3) of the Council.

B. Councilors

APM Councilors will be current and active institutional or affiliate members of APM. There shall be a total of six (6) councilors of which each serve a term of three years.

If an active member serving on the council in any capacity other than President-Elect, President, or Past President leaves their chair position within a department of internal medicine, but remains in an academic medicine position, he/she is eligible to complete their term, subject to the approval of the council. In such case, the individual is afforded the full rights and privileges of an active member.

Council Selection

An election is held annually for the President-Elect and two councilors-at-large. An election is held every third year for Treasurer. Each term is scheduled to begin the first day of the new fiscal year (July 1) following the election.

C. Election to Council

An annual call for nominations shall be distributed to current members for nominations for open council positions, which will usually include councilors (three), president-elect, and treasurer (every three years). All candidates must be current members of APM who have been members for at least three years and have attended two Alliance conferences in the last four years. Only physician members are eligible for any open officer or councilor positions. Members who have previously served on the council may not be re-nominated. To be nominated to serve as an officer (president-elect or treasurer), a member must have served on the council within five years prior to nomination.

Chaired by the immediate past president, the council shall propose a slate of candidates for council positions that may be eligible for election. The slate shall be distributed electronically to members and candidates selected by majority selection of voting members.

General Committee Participation. Membership on committees shall be open to all current members. The President, with the advice of the council, may appoint a series of standing

and *ad hoc* committees to address issues important to academic internal medicine and related to the mission of APM.

Terms for committee chairs and members will generally be for two years, unless otherwise directed by the President. The President and council have the option to renew membership on a committee following the completion of a term.

6. Finances

APM is a founding member of AAIM. On an annual basis, a budget will be developed and submitted for approval by the AAIM Board of Directors. All requests for funds for APM initiatives must be submitted to the AAIM Finance and Audit Committee for consideration. The AAIM Finance and Audit Committee will submit appropriate requests to the AAIM Board of Directors for approval. The APM representative to the AAIM Finance and Audit Committee is the current APM Treasurer.

On an annual basis, the financial records of AAIM are subject to audit. The audit is overseen by the AAIM Finance and Audit Committee.

Members of the APM Council will not be compensated beyond the reimbursement of reasonable expenses for related travel or other business, as outlined in the AAIM Expense Reimbursement Policy, or otherwise gain financially from service in APM or AAIM.

7. Voting

- A.** All issues requiring a vote of the membership will be conducted by an electronic ballot. The total number of votes received shall constitute a quorum. Nominees for each council position who receive a simple majority of votes will be offered a position on the APM Council. For a vote taken on any other matter, except as otherwise provided in the Guiding Principles, the matter shall be acted upon affirmatively according to the largest number of votes cast.
- B.** At all meetings of the Council and committees, a simple majority of the voting Council or committees members present shall constitute a quorum. If a vote is taken on any matter during a meeting, except as otherwise stipulated in the Guiding Principles, the matter shall be acted on affirmatively following a favorable vote by a simple majority of voting Council or committee members.

8. Amendments to Guiding Principles

Amendments to the guiding principles may be made in accordance with the following procedures:

- A.** Proposed amendments may be offered by any APM Council member.
- B.** APM Council will review proposed amendments and vote to make recommendation to the AAIM Board of Directors.

- C. Proposed amendments will be submitted to the AAIM Board of Directors for review and approval.
- D. The proposed amendment(s) will be adopted upon the affirmative vote of the AAIM Board of Directors.

Effective date:

June 16, 2017

Council Treasurer Job Description

Position Title: Council Treasurer

The Council Treasurer (Treasurer) is elected for a three (3)-year term, or until a successor is elected and qualified. The Treasurer is elected by a majority of members polled by ballot each spring. Actual service may be less than three (3) years if the Treasurer is elected to another position on Council or resigns,

Requirements:

1. Financial management training, experience, or aptitude sufficient to fulfill the responsibilities.
2. Ability and willingness to devote the time necessary to learn and train in order to perform the necessary responsibilities.
3. General understanding of financial accounting for nonprofit organizations, specifically associations.
4. Ability to review materials provided in a timely manner.
5. A willingness to ask questions, even if this challenges staff or financial advisors.

Responsibilities:

1. Submit requests for financial resources to fund Council supported initiatives in accordance with the instructions of the Council in a timely manner.
2. Regularly report to the Council on the work of the AAIM Finance and Audit Committee and the financial health of AAIM.
3. Monitor the financial health of AAIM and advocate for fiscally responsible decision-making for AAIM.
4. Support the Executive Vice President and Chief Financial Officer in preparing the annual AAIM budget which the AAIM Finance and Audit Committee shall submit to the AAIM Board of Directors for approval.
5. Work with the AAIM Treasurer to develop fiscal policies and financial strategies for recommendation to the AAIM Board of Directors to ensure the financial integrity and sustainability of AAIM.
6. Actively participate in conference calls hosted at defined intervals with the other Council Treasurers to conduct the business of the AAIM Finance and Audit Committee.
7. Meet in person once per year with the other Council Treasurers to review and develop an AAIM Finance and Audit Committee recommended operating budget for approval by the AAIM Board of Directors.

Duties:

The primary purpose of the Treasurer is to serve as liaison to the AAIM Finance and Audit Committee in addition to advocating for the initiatives supported by Council members. A treasurer has several important duties, including:

- Bank and investment account maintenance – Overseeing the selection of bank(s) and investment of excess funds.
- Financial transaction oversight – Is knowledgeable about who has access to the AAIM funds, and any outstanding bills or debts owed, as well as monitoring systems for keeping cash flow manageable.
- Budget development and monitoring.
 - Working with other leaders to develop the annual budget and fiscal philosophy;
 - Throughout the year, comparing actual revenues and expenses to what was budgeted.
- Financial policies – Ensuring the development, maintenance, and timely review of the organization's financial policies
- Reports.
 - Working with the Executive Vice President and the Chief Financial Officer to ensure that appropriate financial reports are made available to the Council on a regular basis.
 - Providing regular updates to the Council regarding key financial events, trends, concerns, and assessment of fiscal health.

These duties are executed with the support and assistance of the Executive Vice President and the financial staff.