

BYLAWS

AMERICAN ACADEMY OF PAIN
MEDICINE

Organized under Section 501(c)(6)
of the Internal Revenue Code

Approved by AAPM Membership:
May 2008

TABLE OF CONTENTS

ARTICLE I	IDENTITY	3
ARTICLE II	PURPOSES	3
ARTICLE III	MEMBERSHIP	3
ARTICLE IV	DISCIPLINARY ACTION	6
ARTICLE V	DUES AND ASSESSMENTS	7
ARTICLE VI	BOARD OF DIRECTORS	8
ARTICLE VII	COUNCIL OF PAST PRESIDENTS	9
ARTICLE VIII	OFFICERS	10
ARTICLE IX	BOARD APPOINTMENTS AND ELECTIONS	12
ARTICLE X	NOMINATION AND ELECTION	14
ARTICLE XI	EXECUTIVE COMMITTEE	15
ARTICLE XII	COMMITTEES	16
ARTICLE XIII	MEETINGS	16
ARTICLE XIV	INSURANCE AND INDEMNIFICATION	17
ARTICLE XV	MISCELLANEOUS	18
ARTICLE XVI	AMENDMENTS	19
ARTICLE XVII	ORDER OF BUSINESS	19

ARTICLE I
IDENTITY

Sec. 1 The name of this organization is the American Academy of Pain Medicine—founded as the American Academy of Algology—hereafter referred to as the “Academy” or “AAPM.”

Sec. 2 The Academy is a not-for-profit corporation organized under the Not-for-Profit Corporation Act of the State of Illinois. This corporation is organized for such purposes as are consistent with Section 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE II
PURPOSES

Sec. 1 The mission of the Academy is to advance the specialty of Pain Medicine and the comprehensive care of patients with pain through promotion of best clinical practices, research, advocacy, and continuing medical education.

Sec. 2 The Academy exists for, and is dedicated to, advancing the quality of Pain Medicine for patients by

- a) ensuring a distinctive identity of the specialty of Pain Medicine
- b) positioning the Academy to be the recognized voice of Pain Medicine for the benefit of its members and their patients.

ARTICLE III
MEMBERSHIP

Sec. 1 Applicants whose membership applications have been approved by the Board of Directors and whose dues or other assessments have been paid to the Academy in accordance with these Bylaws shall be members in good standing and assigned to one of the following classes of membership: active, active senior, active fellow, scientific, honorary, resident, student, international, or affiliate.

Sec. 2 Active Members

- a) Active Members shall be physicians who possess a United States or Canadian degree of doctor of medicine (MD), doctor of osteopathic medicine (DO), or a recognized international equivalent.

- b) In addition, Active Members shall be physicians who spend a significant portion of their professional activities within the field of Pain Medicine or related disciplines.
- c) Active Members shall have the right to vote on any and all matters presented to them for decision, hold office, and chair or serve on committees.
- d) Active Members shall pay such dues and assessments as may be levied on this class of member by the Board of Directors.

Sec. 3 Active Senior Members

- a) Active Senior Members shall be Active Members who are 68 years of age or older and who have paid dues and/or assessments to the Academy for 10 years or more. They may be transferred to Active Senior status upon the request of the member and the approval of the Board of Directors.
- b) Such members shall be entitled to all rights of Active Members but shall not have the right to hold office.
- c) Active Senior Members shall pay such dues and assessments as may be levied on this class of member by the Board of Directors.

Sec. 4 Active Fellow Members

- a) Members elected to Fellowship Status under previous Bylaws shall continue to be entitled to all rights and privileges of Active Members. They may vote, hold office, and chair or serve on committees. They shall pay the dues and assessments required of Active Members.
- b) Such Active Fellow Members shall be required to attend at least one Annual Meeting of the Academy every 3 years. They shall be required to reapply to the Board of Directors for continued Active Fellow status every 3 years.
- c) No individual shall be elected to Active Fellow status after January 1, 2007.

Sec. 5 Scientific Members

- a) Scientific Members shall be individuals who are engaged in research, scientific, or academic pursuits related to Pain Medicine but who do not otherwise qualify for active membership. Scientific Members are nominated and selected according to policies determined by the Board of Directors.
- b) Scientific Members may serve as consultants on committees but shall not vote or hold office.
- c) Scientific Members shall pay such dues and assessments as may be levied on this

class of member by the Board of Directors.

Sec. 6 Honorary Members

- a) Honorary Members shall be individuals chosen by the Board of Directors from recognized leaders in endeavors related to the field of Pain Medicine.
- b) Candidates for honorary membership may be proposed in writing by at least three Active Members in good standing for consideration and approval by the Board of Directors.
- c) Honorary Members may serve as consultants on committees but shall not vote or hold office.
- d) Honorary Members shall not be required to pay dues.

Sec. 7 Resident Members

- a) Resident Members shall be physicians who are presently enrolled in an Accreditation Council for Graduate Medical Education-accredited training program that in the judgment of the Board of Directors provides substantial training in Pain Medicine.
- b) Resident Members shall not hold office or vote. They may serve on committees but shall not chair them.
- c) Dues and assessments may be levied on this class of member by the Board of Directors.

Sec. 8 Student Members

- a) Student Members shall be medical students who are enrolled in educational programs accredited by the Liaison Committee on Medical Education or the American Osteopathic Association leading to the MD or DO degree and who have expressed substantial interest in Pain Medicine.
- b) Student Members shall not hold office or vote. They may serve on committees, but shall not chair them.
- c) Student Members shall pay such dues and assessments as may be levied on this class of member by the Board of Directors.

Sec. 9 International Members

- a) International Members shall be physicians who otherwise are not eligible to be Active Members, who have graduated from a medical school located outside the United States and its territories or Canada, and who have a valid license to practice medicine within their country of origin.

- b) In addition, International Members shall be physicians who spend a significant portion of their professional activities within the field of Pain Medicine or related disciplines.
- c) International Members shall not vote or hold office but may serve on committees as consultants.
- d) International Members shall pay such dues and assessments as may be levied on this class of member by the Board of Directors.

Sec. 10 Affiliate Members

- a) Affiliate Members shall be nonphysician healthcare professionals who are registered and/or licensed, and/or eligible to be registered or licensed, by a regulatory agency in the jurisdiction of the United States of America in any one of the following categories: registered nurses, nurse practitioners, physician assistants, physical therapists, psychologists or pharmacists.
- b) Such members shall be a registered nurse, nurse practitioner, physician assistant, physical therapist, psychologist, or pharmacist. Such members shall be, at the time of their election, sponsored by an Active Member of the Academy.
- c) Affiliate Members may serve as voting members of committees to which they are appointed. They shall not chair such committees, hold office, or vote in any Academy business outside of the context of their committee appointments.
- d) Affiliate Members shall pay such dues and assessments as may be levied on this class of member by the Board of Directors.

Sec. 11 Disclosure of Membership Class

Members shall not hold themselves out as a member of the Academy without clearly and conspicuously disclosing their class of membership.

Sec. 12 Resignation of Membership

Resignation of membership shall be submitted in writing to the Secretary of the Academy and be acted upon by the Board of Directors.

**ARTICLE IV
DISCIPLINARY ACTION**

Sec. 1 The Board of Directors may expel, call for the resignation of, or otherwise discipline any member for

- a) conviction of or pleading *nolo contendere* to a felony or of any crime relating to or arising out of the practice of medicine or involving moral turpitude
- b) voluntary or involuntary limitation or termination of any license to practice medicine, any Drug Enforcement Administration license, or medical staff privileges—if such limitation or termination is disciplinary and relates to the practice of medicine or misconduct by the member
- c) immoral, dishonorable, or unprofessional conduct
- d) making communications to the public or to the Academy that convey false, untrue, deceptive, or misleading information through statement, photographs, graphics, or other means, or which omit material information without which the communication is deceptive
- e) failure or refusal to cooperate reasonably with an investigation of a disciplinary matter
- f) failure to pay dues or assessments in a timely fashion.

Sec. 2 Disciplinary charges shall be investigated and shall be acted upon in accordance with policies and procedures established by the Board of Directors.

ARTICLE V DUES AND ASSESSMENTS

Sec. 1 All dues and assessments shall be determined by the Board of Directors.

Sec. 2 The Board of Directors shall have the right to impose a general or special assessment on the members for specific projects deemed by it to be vital to the Academy and its members.

Sec. 3 The Board of Directors shall have the right to reduce dues or to exempt members from payment of dues on the basis of illness, undue hardship, active military service, or for other acceptable reasons.

Sec. 4 The Board of Directors shall establish a policy concerning members who are delinquent in dues.

ARTICLE VI BOARD OF DIRECTORS

Sec. 1 The governance of the Academy shall be vested in the Board of Directors whose membership shall be limited to voting members of the Academy. The Board of Directors shall determine the policies, approve the budget, and maintain oversight of all operations of the Academy in accordance with the purposes and principles and other requirements of the Bylaws, and in conformity with applicable laws and regulations.

Sec. 2 Composition

The Board of Directors shall consist of the following offices:

- a) Six elected officers: President, President-Elect, Vice President for Scientific Affairs, Secretary, Treasurer, and Immediate Past President
- b) Seven Directors-at-Large
- c) One American Board of Pain Medicine (ABPM) Liaison Director
- d) One liaison member from the Council of Past Presidents

No individual shall hold more than one office.

Sec. 3 Meetings

- a) The Board of Directors shall meet annually in person at the time of the Annual Meeting and additionally at an interim meeting at such a time as the President shall determine. Additional Board of Directors meetings shall be on the call of the President or 25% of the members of the Board of Directors. Unless otherwise specified, meetings may be held face-to-face or by telephonic or electronic means.

- b) A majority of voting Directors shall constitute a quorum, except as provided by law. All actions taken by the Board of Directors shall require a majority vote of the Directors present and voting. Proxy voting shall not be permitted.

Sec. 4 Election

The six elected officers and seven Directors-at-Large shall be nominated as provided in Article X and then elected by either electronic or postal ballot of the voting members. The election shall be no later than 45 days before the Annual Business Meeting.

Sec. 5 Terms

Directors-at-Large shall be elected for terms of 3 years each. No Director-at-Large shall be elected to serve more than two consecutive terms. Any vacancy occurring between elections shall be filled by the Board of Directors for the duration of the unexpired term. Appointments to fill any vacancy shall not constitute an elected term.

Sec. 6 ABPM Liaison Director

The Board of Directors shall select an ABPM Liaison Director as provided in Article IX.

Sec. 7 Editor-in-Chief

The Board of Directors shall select an Editor-in-Chief, as provided in Article IX, to manage the overall affairs of the Journal, *Pain Medicine*, under the supervision of the Board of Directors. The Editor-in-Chief shall have a seat on the Board of Directors in an ex-officio, non-voting capacity.

Sec. 8 Liaison Member from the Council of Past Presidents

The Board of Directors shall select a liaison member from the Council of Past Presidents as provided in Article VII. The liaison member shall have a seat on the Board of Directors in an ex-officio, voting capacity.

Sec. 9 Executive Medical Director

The Board of Directors may select an Executive Medical Director, as provided in Article IX, to provide counsel and advice to the Board of Directors regarding its mission, goals, and objectives. The Executive Medical Director shall have a seat on the Board of Directors in an ex-officio, non-voting capacity.

**ARTICLE VII
COUNCIL OF PAST PRESIDENTS**

Sec. 1 Council of Past Presidents

All living past presidents shall be members of the Council of Past Presidents, which shall meet at least annually at the time of the Academy's Annual Meeting. A majority of members in attendance shall constitute a quorum. The Council shall advise the Board of Directors on such matters as may be referred to it by the Board of Directors. It may provide input to the Board of Directors on any issues related to Pain Medicine.

Sec. 2 The Council of Past Presidents Liaison Member shall be elected by the Academy's Board of Directors for a term of 3 years and from a list of at least two nominees provided by the Council of Past Presidents to fill the ex-officio seat on the Academy's Board of Directors.

Sec. 3 Each Council nominee must be a Past President of the Academy and a member of the Academy in good standing.

Sec. 4 If the Council does not submit a list of nominees at least 60 days prior to the Annual Meeting, the Board of Directors may elect to fill this position with any member of the Council who is a member of the Academy in good standing.

ARTICLE VIII OFFICERS

Sec. 1 The Officers of the Academy shall be the President, President-Elect, Vice President for Scientific Affairs, Secretary, Treasurer, and Immediate Past President.

Sec. 2 President

The President shall be the Chief Elective Officer of the Academy and shall preside at all meetings of the members and at all meetings of the Board of Directors. The President shall be a voting ex-officio member of all standing and ad hoc committees of the Academy, and shall be responsible for executing the policies that have been established by the Board of Directors. The president shall have such additional powers and duties as are specifically provided in these Bylaws. The President shall assume office after service as President-Elect. The term of office for the President shall be 1 year.

Sec. 3 President-Elect

In the absence of the President, the President-Elect shall perform all the duties of the President and, when so acting, shall have all the powers and constraints vested in the President. The President-Elect shall have such other powers and perform such other duties as, from time to time, may be prescribed by the Board of Directors or the Bylaws. The term of office for the President-Elect shall be 1 year. The President-Elect shall have served as an officer of the Academy for a minimum of 2 consecutive years prior to serving as President-Elect. The President-Elect shall automatically succeed to the office of President on the expiration of the term of the President.

Sec. 4 Vice President for Scientific Affairs

The Vice President for Scientific Affairs shall oversee and report to the Board of Directors on all educational and research activities in the area of Pain Medicine and shall have served as a Director on the Board of Directors for a minimum of 2 consecutive years prior to serving as Vice President for Scientific Affairs. The Vice President for Scientific Affairs shall be elected initially to the Board of Directors for a 1-year term in 2009, which shall not be deemed applicable to term limit provisions. In subsequent years, beginning with 2010, the Vice President for Scientific Affairs shall be elected for a 3-year term and shall not serve more than two consecutive terms.

Sec. 5 Secretary

The Secretary shall keep—or cause to be kept—at the principal office (or such other place as the Board of Directors may order), a book of minutes of all meetings of the Directors and/or the members including the following: the time and place of the meeting, whether the meeting was regular or special (and, if special, how authorized), the notice thereof given, the names of those present at the Board of Directors' meetings, the number of members present or represented at member meetings, and the proceedings thereof. All records of this Academy shall be made available for inspection by members on request. The Secretary shall keep—or cause to be kept—at the principal office a list containing

the names of the members and their addresses, and such other information as the Board of Directors shall direct. The Secretary shall give—or cause to be given—notice of all the meetings of the members and/or of the Board of Directors required by the Bylaws or by law and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws. The Secretary shall have served as a Director of the Board of Directors for a minimum of 2 years prior to serving as Secretary of the Board of Directors. The term of office for the Secretary shall be 3 years. The Secretary shall not serve more than two consecutive terms.

Sec. 6 Treasurer

The Treasurer shall oversee the deposit of all monies and other valuables in the name of and to the credit of the Academy with such depositories as may be designated by the Board of Directors. The Treasurer shall oversee disbursement of the funds of the Academy as may be ordered by the Board of Directors, shall be responsible for developing the annual budget, shall monitor activities for compliance with the budget, shall render to the President and Directors (on request) an account of all transactions and of the financial condition of the Academy, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws. The Treasurer shall have served a minimum of 1 year on the Finance Committee and 2 years on the Board of Directors prior to serving as Treasurer. These terms of office may run concurrently. The term of office for the Treasurer shall be 3 years. The Treasurer shall not serve more than two consecutive terms.

Sec. 7 Immediate Past President

The Immediate Past President shall chair the Nominating and Awards Committees and shall perform such other duties as may be prescribed by the Board of Directors or the Bylaws. The term of office shall be 1 year.

Sec. 8 Vacancies

Any vacancies occurring in an officer position shall be filled as indicated below.

- a) If there is a vacancy in the office of President, the President-Elect shall finish the unexpired term of the President and shall also serve 1 full year as President. The Secretary shall, in addition to the duties of Secretary, perform those duties that would have been the responsibility of the President-Elect. In the year immediately following the vacancy, the Board of Directors shall appoint a member of the Council of Past Presidents to fulfill the duties of the Immediate Past President. Such appointee shall not, however, serve on the Board of Directors.
- b) If there is a vacancy in the office of President-Elect, the Secretary shall, in addition to the duties of Secretary, perform those duties that would have been the responsibility of the President-Elect. The President shall continue to serve as President in the year in which the President-Elect was to have served as President. In the year in which there is not an Immediate Past President, the Board of Directors shall appoint a member of the Council of Past Presidents to fulfill the

duties of the Immediate Past President. Such appointee shall not, however, serve on the Board of Directors.

- c) If there are vacancies in the offices of President and President-Elect, the Board of Directors shall appoint a President and President-Elect from among the voting members of the Academy. The individual appointed as President shall serve out the unexpired term of the President and then shall become the Immediate Past President. The individual appointed as President-Elect shall serve out the unexpired term of the President-Elect and then shall become President at the expiration of that term. Any individuals so appointed may, but need not, have previously served as President and President-Elect of the Academy.
- d) If there is a vacancy in the office of Secretary or Treasurer, the Board of Directors shall appoint a voting member of the Academy to serve out the unexpired term created by the vacancy. In filling a vacancy in the office of Secretary, the Board of Directors shall appoint a member who has served on the Board of Directors. In filling a vacancy in the office of Treasurer, the Board of Directors shall appoint a member who has served on the Finance Committee.
- e) If there is a vacancy in the office of Immediate Past President, the Board of Directors shall appoint a member of the Council of Past Presidents to fulfill the duties of the Immediate Past President.
- f) If there is a vacancy in the office of the Vice President for Scientific Affairs, the Board of Directors shall appoint a member who has served on one of the education or research committees and on the Board of Directors to serve out the remainder of the term.

ARTICLE IX

BOARD APPOINTMENTS AND ELECTIONS

Sec. 1 Editor-in-Chief

The Board of Directors shall designate an Editor-in-Chief, who shall be an Active Member of the Academy, to manage the overall affairs of the Academy's journal, *Pain Medicine*, under the supervision of the Board of Directors. The Editor-in-Chief shall have a seat on the Board of Directors in an ex-officio, non-voting capacity. The Editor-in-Chief may, at the discretion of the Board, sit ex-officio without vote on the Strategic Planning Committee, the Annual Meeting Program Committee, and on all committees involved in education. The Editor-in-Chief may serve in office without any term limits.

Sec. 2 Executive Medical Director

The Board of Directors may select an Executive Medical Director to provide counsel and advice to the Board of Directors regarding its mission, goals, and objectives. The Executive Medical Director shall have a seat on the Board of Directors and the Executive Committee in an ex-officio, non-voting capacity. The Executive Medical Director shall also serve as an ex-officio member without votes on the following committees: Finance, Nominating, Strategic Planning, and Bylaws. The Executive Medical Director may serve in office without any term limits.

Sec. 3 ABPM Liaison Director to AAPM's Board of Directors

The ABPM Liaison Director shall be elected by the Academy Board of Directors from a list of at least two nominees provided by the ABPM. The ABPM nominees must be Active Members of the Academy who are serving on the ABPM Board of Directors at the time of nomination and who are eligible to serve at least 2 additional years on that Board of Directors. The ABPM Liaison Director shall be elected for a term of 2 years. However, that term shall automatically expire if such Director for any reason ceases to serve as an ABPM Director. If ABPM does not submit a list of nominees at least 60 days prior to the Academy's Annual Business Meeting, the Academy Board of Directors may elect to fill this position with any member of the ABPM Board who is also an Active Member of the Academy.

Sec. 4 AAPM Liaison Director to ABPM's Board of Directors

The Academy's Board of Directors shall submit a slate of three candidates to the ABPM for the position of AAPM Liaison Director to ABPM's Board of Directors. Such nominees must be serving as a Director-at-Large of the Academy at the time of the nomination and must be board certified by the ABPM. The nominations must be submitted at least 60 days prior to the Annual Meeting of the ABPM Board of Directors.

Sec. 5 Liaison Member from the Council of Past Presidents

The Board of Directors shall select a representative of the Council of Past Presidents to sit on the Board of Directors in accordance with Article VII. The Liaison Member representing the Council of Past Presidents shall not serve more than two consecutive terms.

Sec. 6 Parliamentarian

At the Annual Meeting, the Board of Directors may designate a Board member with knowledge of Parliamentary Procedure to serve as Parliamentarian.

Sec. 7 Delegation to American Medical Association's (AMA) House of Delegates

At the Annual Meeting, the Board of Directors shall elect a Delegate, who shall be a member of the Board of Directors, and an Alternate Delegate, to represent the Academy at the AMA House of Delegates. The terms of office shall be 4 years. There shall be no term limits. Vacancies in these offices shall be filled by the Board of Directors as soon as feasible.

Sec. 8 Executive Director

The Board of Directors shall hire an Executive Director to oversee the daily management of the Academy. The Executive Director shall provide executive guidance to the Board of Directors and its committees, shall manage the administrative and operational affairs of the Academy subject to the direction of the Board of Directors, and shall perform other duties as may be assigned by the Board of Directors. The Executive Director shall serve as staff on the Board of Directors and all committees.

Sec. 9 Individuals seeking the position of Editor-in-Chief, Executive Medical Director, AMA Delegate, or Alternate Delegate shall indicate their availability at least 60 days before the Annual Meeting of the Board of Directors as the offices are due to become vacant for the following year. The Board of Directors shall conduct a diligent search to fill these positions.

ARTICLE X
NOMINATION AND ELECTION

Sec. 1 The Nominating Committee shall be responsible for developing a slate of candidates to fill the offices of President-Elect, Vice President for Scientific Affairs, Secretary, Treasurer, Directors-at-Large, and four members of the Nominating Committee as they are due to become vacant for the following year. It shall actively seek information and suggestions from the membership and shall present a slate with one or more nominations for each vacant position. Preference shall be given to individuals with active service on a committee of the Academy.

Sec. 2 The Nominating Committee shall cause to be issued, to the Academy membership eligible to vote, a Call for Nominations at least six (6) months prior to the Annual Business Meeting of the Academy.

Sec. 3 The Nominating Committee shall submit its slate of candidates to the Secretary no later than five (5) months prior to the date of the Annual Business Meeting. The Secretary shall, within 2 weeks after receiving the slate of candidates, transmit such slate to the voting members of the Academy.

Sec. 4 Additional nominations for any office may be made by signed petition of at least 50 voting members of the Academy, provided that such nominations are received by the Secretary no later than four (4) months prior to the date of the Annual Business Meeting. If there is any challenge to the authenticity of any signature, such challenge shall be resolved in the sole discretion of the Board of Directors or its designee.

Sec. 5 The Secretary shall send to all voting members of the Academy, no later than three (3) months prior to the date of the Annual Business Meeting, a ballot containing the

names of each nominee for each office, the origin of the nomination (e.g., by Nominating Committee or by petition), a one-page resume of each candidate as submitted by the candidate, and a statement from each candidate not to exceed 250 words regarding the candidate's qualifications for office. The ballot shall be sent at the discretion of the Board of Directors. Voting may be by electronic or by postal ballot.

Sec. 6 The balloting shall be closed no later than two (2) months prior to the date of the Annual Business Meeting. The nominee for each position who receives the plurality of the votes cast for that position shall be elected.

Sec. 7 When more than one Director-at-Large position is vacant, members may cast a number of votes equal to the number of vacant positions. The candidate receiving the highest number of votes shall be elected to the first vacant Director-at-Large position; the candidate receiving the second highest number of votes shall be elected to the second vacant Director-at-Large position; and so on.

Sec. 8 The results of the balloting shall be tabulated by an appropriate outside agency and transmitted to the Secretary. In the case of a tie vote, the Board of Directors shall cast the deciding vote by majority vote of those present and voting.

Sec. 9 The Secretary shall notify the members of the Academy of the results of the election.

Sec. 10 All newly elected Officers, Directors-at-Large, and Nominating Committee Members shall take office at the close of the Annual Business Meeting immediately following their election. The Board of Directors shall determine the dates at which all other Directors shall take office.

ARTICLE XI EXECUTIVE COMMITTEE

Sec. 1 The Executive Committee shall be comprised of the President, President-Elect, Vice President for Scientific Affairs, Secretary, Treasurer, and Immediate Past President of the Academy. The Executive Medical Director shall serve as an ex-officio, non-voting member of the Executive Committee.

Sec. 2 The Executive Committee shall meet on call of the President or on call of 25% of the members of the committee. Meetings may be held face-to-face or by telephonic or electronic means. A quorum shall require the presence of a majority of voting members. Motions shall require a majority of votes present and voting.

Sec. 3 The Executive Committee shall act on behalf of the Academy in those instances necessary to conduct prudently the affairs of the Academy that require such action between regular or periodic meetings of the Board of Directors.

Sec. 4 Executive Committee actions will be reviewed and ratified or rescinded at the next meeting of the Board of Directors.

ARTICLE XII COMMITTEES

Sec. 1 The President, in consultation with the President-Elect, shall appoint the chairs and members of Standing and Special Committees. Such appointments shall be ratified by the Board of Directors. Appointments to committees shall be for 1 year.

Sec. 2 Standing Committees shall include the Executive Committee, Nominating Committee, and Finance Committee.

- a) The Executive Committee's composition and function are outlined in Article XI.
- b) The Nominating Committee shall be comprised of the Immediate Past President as Chair, President, President-Elect, the Executive Medical Director, and four Active Members of the Academy who have not served on the Board of Directors during the past 3 years and who shall be elected by the Membership for 2-year staggered terms.
- c) The Finance Committee shall develop and monitor the finances of the Academy, both operating and reserve funds. The Finance Committee shall be comprised of the Treasurer as Chair, the Immediate Past Treasurer, the President-Elect, three Active Members who are serving staggered 3-year terms and may or may not be currently serving on the Board of Directors, and the Executive Medical Director.

Sec. 3 Standing and Special Committees may be established by the Board of Directors for other specific purposes and for specified durations when necessary.

ARTICLE XIII MEETINGS

Sec. 1 Annual Meeting

- a) There shall be an Annual Meeting of the Academy that shall include an Annual Scientific Meeting and an Annual Business Meeting.

- b) The time and place of the Annual Meeting shall be determined by the Board of Directors.

Sec. 2 Annual Scientific Meeting

- a) There shall be an Annual Scientific Meeting of the Academy, which shall be held during the Annual Meeting and shall be devoted to a scientific program, clinical demonstrations, and appropriate exhibits dedicated to the stated purposes of the Academy.
- b) The Annual Scientific Meeting shall be open to all qualified individuals upon payment of the designated fees.

Sec. 3 Annual Business Meeting

- a) There shall be an Annual Business Meeting of the Academy that shall be held during the Annual Meeting. The purpose of this meeting is to receive and act on reports of the officers, Board of Directors, and committees; to review the financial statements of the Academy; and to discuss issues of interest presented by the Board of Directors.
- b) Attendance at the Annual Business Meeting shall be restricted to members of the Academy in good standing. Only Active Members in good standing and present at the Annual Business Meeting shall be entitled to participate and to vote. There shall be no voting by proxy.
- c) A quorum at an Annual Business Meeting shall be 50 voting members of the Academy who are in good standing and present in person. Motions shall require a majority of members present and voting. Any business to be presented at the Annual Business Meeting shall be submitted to the Secretary no less than 30 days before the Annual Business Meeting.

Sec. 4 All committees shall meet on the call of the Committee Chair. A quorum shall require a majority of voting members. Motions shall require a majority of members present and voting.

Sec. 5 Except as otherwise specifically indicated, meetings of committees may be held face-to-face or by telephonic or electronic means.

ARTICLE XIV
INSURANCE AND INDEMNIFICATION

Sec. 1 The Board of Directors shall purchase Directors and Officers Insurance for the financial protection of its members and officers of the Academy.

Sec. 2 The Academy shall indemnify each officer, member of the Board of Directors, volunteer, and staff member against liability and expenses, including reasonable attorney's fees, incurred in connection with any claim or legal action in which the individual is sued or threatened with suit by reason of the individual's good faith efforts on behalf of the Academy. This indemnification shall apply only to the extent that any insurance purchased by the Academy does not cover any such liability or expenses. This indemnification does not extend to conduct deemed by the Board of Directors, in its discretion, to have been undertaken in bad faith or contrary to any rule or policy of the Academy. As a condition of receiving indemnification, the indemnified individual shall allow the Academy to appoint counsel and shall agree to a coordinated defense to the extent deemed appropriate by the Academy. Counsel appointed for the indemnified individual may, at the discretion of the Board of Directors, be the same as counsel appointed to represent the Academy and/or other indemnified individuals.

ARTICLE XV MISCELLANEOUS

Sec. 1 Fiscal Year

The fiscal year of the Academy shall be from January 1 through December 31.

Sec. 2 Dissolution

In the event that the Academy is dissolved, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Academy, distribute all of the remaining assets of the Academy, as the Board of Directors shall determine, to such organization or organizations as are (a) organized and operated for purposes related to one or more of the purposes contained in the Constitution or Bylaws and (b) recognized by the Internal Revenue Service as exempt from federal income taxation pursuant to sections 501(c)(3) or 501(c)(6) of the Internal Revenue Code or any successor provisions.

Sec. 3 Component Societies

The Board of Directors, in its sole discretion, shall establish criteria for the development and acceptance of Regional or State Component Societies of the Academy.

Sec. 4 Awards

The Board of Directors shall, in its sole discretion, establish and grant awards for contributions to the specialty of Pain Medicine and service to the Academy.

ARTICLE XVI
AMENDMENTS

Sec. 1 Amendments to these Bylaws may be proposed by the Board of Directors after input from the Bylaws Committee or by written petition to the Board of Directors signed by at least 20% of the Active Members of the Academy.

Sec. 2 Approval of proposed amendments to Bylaws shall require a two-thirds majority of votes cast by electronic or postal ballot or in person at the Annual Business Meeting of the Academy. Adoption of such Bylaws amendments shall require that a total of at least 20% of eligible members of the Academy cast votes.

ARTICLE XVII
ORDER OF BUSINESS

The latest edition of *The Standard Code of Parliamentary Procedure* shall govern the conduct of all meetings.
