





least half of the Council members (other than officers) shall be elected by the members of the Chapter entitled to vote at each annual meeting of the members, and the remaining Council members may be appointed by the Governor. Notwithstanding the foregoing, the Council may determine to conduct such elections by mail ballot in lieu of a meeting of the members and in accordance with state law, in which case the election shall be held as determined by resolution of the Council. Council members (other than officers) shall serve staggered four year terms and until their successors are duly elected.

**Section 5.2.** The Council shall reflect the chapter's composition of academic, practicing, male, female, urban, rural, ethnic and diverse training backgrounds. The Governor may appoint Associate, Medical Student and Young Physician Representatives to the Council. These representatives, if appointed, shall be voting members of the Council, with the same rights as any other Council member.

**Section 5.3.** Vacancies in the elected Council positions (other than among the officers), including vacancies resulting from an increase in the number of members constituting the Council, shall be filled by a majority vote of the remaining Council members. Each person so elected shall be a Council member until a successor is elected by the members entitled to vote at the next election of members of the Council or at any special meeting of the members duly called for that purpose and held prior thereto. The Council may remove any member of the Council for missing three (3) or more consecutive meetings of the Council, by majority vote of the Council members then in office.

**Section 5.4.** The duties of the Council shall be those ordinarily performed by a Board of Directors of a corporation. The Council shall manage the business and affairs of the Chapter, and may exercise all such powers of the Chapter and do all such lawful acts and things as are not by statute or by these Bylaws directed or required to be exercised and done by the members of the Chapter or by the Governor of the Chapter.

## ARTICLE VI

### COUNCIL MEETINGS

**Section 6.1.** The meetings of the Council may be held at such place within the State of Tennessee or elsewhere as a majority of the Council members may designate from time to time or as may be designated in the notice calling the meeting. An annual meeting of the Council shall be held in conjunction with each annual meeting of the members.

**Section 6.2.** Regular meetings of the Council shall be held semi-annually, at such times and places as shall be determined from time to time, by resolution of the Council. Notice of regular meetings of the Council shall not be required.

**Section 6.3.** Special meetings of the Council may be called by the Governor or the Secretary-Treasurer upon written request of any two members of the Council on not less than 2 days notice to each Council member. Notice of each special meeting of the Council shall specify



**Section 7.4.** The Council may appoint such other officers, assistant officers and agents as the needs of the Chapter may require who shall hold their positions for such terms and shall have such authority and shall perform such duties as from time to time shall be determined by resolution of the Council.

**Section 7.5.** The salaries and expense allowances, if any, for all officers and agents of the Chapter shall be determined by the Council.

### **THE GOVERNOR (PRESIDENT)**

**Section 7.6.** The Governor shall be elected pursuant to the provisions of the Bylaws of the ACP and shall serve for such term and shall perform such functions as are set forth in such Bylaws. The Governor shall (1) preside at meetings of the members and of the Council; (2) attend meetings of the committees; (3) act as a liaison between the Chapter and (a) the College and (b) other Chapters; (4) report periodically to the College's Board of Governors on activities of the Chapter, (5) promote applications for membership in the College and evaluate the recommendations of the Chapter's Credentials/Membership Committee for such membership; and (6) perform such other duties as the Council may prescribe or delegate to him. The Governor shall be the chief executive officer of the Chapter and shall see that all orders and resolutions of the Council are carried into effect.

**Section 7.7.** The Governor shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the Chapter, except where required by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Council to some other officer or agent of the Chapter.

### **THE GOVERNOR-ELECT**

**Section 7.8.** The Governor-Elect, when selected, shall perform the functions of the Governor in the absence of the Governor.

### **THE SECRETARY-TREASURER**

**Section 7.9.** The Secretary-Treasurer shall be a member of ACP and a member of the Council. The Secretary-Treasurer or his/her designee shall attend all sessions of the Council and meetings of the members and record all the votes of the Chapter and the minutes of all the transactions, and shall perform like duties for the committees of the Chapter when required. The Secretary-Treasurer shall give, or cause to be given, notice of all meetings of the members and of special meetings of the Council, shall maintain a current listing of all members of the Chapter; and shall perform such other duties, as may be prescribed by the Council or Governor, under whose supervision the Secretary-Treasurer shall be. The Secretary-Treasurer shall maintain custody of the Chapter funds and securities, shall keep full and accurate accounts of receipts and disbursements and shall deposit all funds of the Chapter to such depositories as shall be

designated by the Council. The term of the Secretary-Treasurer will be two (2) years and may be re-elected. The Secretary-Treasurer may serve for no more than three (3) consecutive terms.

**Section 7.10.** The Secretary-Treasurer shall pay all bills and expenses of the Chapter and report to the Council, as requested, but at least annually, on all transactions and the financial condition of the Chapter.

**Section 7.11.** If required by the Council, the Secretary-Treasurer shall give the Chapter a bond in such sum, and with such surety or sureties as may be satisfactory to the Council, for the faithful discharge of the duties of the office.

## **ARTICLE VIII**

vote of each member for or against such action, filed with the records of the Chapter. Such action is effective when the last committee member signs the consent, or at such other time as may be specified in the consent.

### **EXECUTIVE COMMITTEE**

**Section 8.5.** The Executive committee shall be composed of the Governor, the Governor- Elect, if any, and the Secretary-Treasurer. It shall conduct the business of the Chapter between Council meetings. Unless ordered otherwise by the Governor, it shall serve as the Finance Committee.

### **CREDENTIALS/MEMBERSHIP COMMITTEE**

**Section 8.6.** The Governor may annually appoint a Credentials/Membership Committee of at least three members of the Chapter who belong to the "Fellow" class of membership. The Governor shall serve as a voting member of the Committee.

**Section 8.7.** The Committee shall:

(1) Upon the request of the Governor, review the qualifications of persons for (membership and advancement to Fellowship in the ACP who would, by virtue of such membership, also be members of the Chapter, and, when appropriate, recommend that such persons be endorsed by the Governor. Those candidates for Fellowship will be reviewed by the national Credentials Subcommittee for recommendation for election consistent with the procedures established in the Bylaws of the ACP.

(2) Actively seek members who might qualify for Fellowship and encourage them to apply for advancement.

(3) Actively seek nonmembers of the ACP who by their special background and achievements might qualify for direct admission to Fellowship.

(4) Serve to encourage all internists in Tennessee to join the Chapter. The Committee will contact internists throughout the state, encourage eligible members to advance to Fellowship, and work with the Associates Committee to assure transition from Associate to Member. The Chair of the Associates Committee shall serve as a member of this Committee.

### **LOCAL NOMINATIONS COMMITTEE**

**Section 8.8.** The Governor shall annually appoint a Chair for the Local Nominations Committee who will compose a committee of not less than three members of the Chapter. Consideration regarding the chapter's composition of academic, practicing, male, female, urban, rural, ethnic and diverse training backgrounds must be made when appointing the Committee. The Governor may serve as a nonvoting member of the Committee.

**Section 8.9.** The Committee shall nominate candidates for the Council and for the position of Governor-Elect of the Chapter. The Committee shall direct all Chapter nominations

and elections. The committee shall be responsible for assuring diversity on the Council. The committee shall nominate candidates for the Laureate Award and other awards that may be given by the Chapter. Unless ordered otherwise by the Governor, the Nominating Committee shall also serve as the Bylaws Committee.

**Section 8.10.** The Committee shall submit to the Chapter membership a list of



(3) Assure that appropriate financial statements are prepared, review all prepared financial statements and provide appropriate internal audits of the financial activities of the Chapter.

(4) Obtain audits of the Chapter financial activity whenever deemed necessary.

### **HEALTH AND PUBLIC POLICY COMMITTEE**

**Section 8.16.** The Governor may annually appoint a Health and Public Policy Committee, including at least one Council member. The Governor shall serve as a nonvoting member of the Committee.

**Section 8.17.** The Committee shall keep abreast of technological and public policy developments in the areas of medical practice, health care and the organization and delivery of health services and make such recommendations to the Council as it deems appropriate.

### **ASSOCIATES COMMITTEE**

**Section 8.18.** The Associates Committee shall work to develop a thriving Associates Program involving all of the state's internal medicine residency programs. Its responsibilities shall include increasing Associate membership throughout the state, providing educational resources for Associates in both medical knowledge and practice management, and ensuring

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by the Council by a majority vote of a quorum consisting of Council members who were not parties to the action or proceeding; if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested Council members so directs, by independent legal counsel in a written opinion; or by the members.

## **DUES AND FEES**

**Section 9.9.** The dues shall be established by the Council annually. The annual dues for the various classes of membership shall not exceed the annual dues for the same respective classes of membership in the ACP. The annual dues shall not be assessed against any member who is exempt from the payment of annual dues to the ACP, unless such member is exempt solely because of the payment of a life membership fee to the ACP.

**Section 9.10.** All dues, fees and assessments shall be collected by the ACP and remitted to the Chapter.

## **PARLIAMENTARY PROCEDURE**

**Section 9.11.** The deliberations of this Society shall be governed by parliamentary usage as contained in the most recent Edition of "The Standard Code of Parliamentary Procedure" by Alice Sturgis when not in conflict with these Bylaws or the bylaws of the American College of Physicians.

## **RESOLUTIONS**

**Section 9.12.** The membership shall be encouraged to propose Resolutions to the Council to be incorporated into the policy of the Chapter. Any Chapter member may submit a Resolution, in writing, to be discussed at the next Council meeting. Such Resolutions proposed by the members and approved by the Council will be submitted for consideration by ACP. Resolutions may be proposed by the membership at the annual meeting, and if passed by a simple majority of the members present and voting, will be acted upon at the next Council meeting.

## **ARTICLE X**

### **CONFLICTS OF INTEREST**

**Section 10.1.** No member of the Council or any committee shall participate in the discussion of or vote on any matter in which such member has a direct or indirect interest, the existence of such an interest shall not be considered, however, in determining the existence of a quorum.

**Section 10.2.** For purposes of these bylaws, a member of the Council or a committee has an interest in a matter if:

(a) the matter involves the interests of an entity other than the Chapter in which such member, or a member of his family, has a material interest or in which the such member, or a member of his family, is a principal, governing body member, or managing employee;

(b) the matter involves the interests of a person or entity who is in direct economic competition with such member; or

(c) the matter involves the interests of any person or entity with whom such member is so closely affiliated that he cannot reasonably be expected to exercise independent judgment.

For purposes of this section, the term "principal" means a sole owner, a partner, a five percent (5%) or more shareholder, or any other owner of five percent (5%) or more of the equity in the entity, institution, organization, agency, or facility; and the term "family" means a spouse (other than one from whom the Council or committee member is legally divorced or separated by judicial decree), a child (including legally adopted children), grandchildren, siblings, parents, and grandparents.

**Section 10.3.** Whenever a member of the Council or a committee has cause to believe that a matter to be voted upon would involve such member in a conflict or possible conflict of interest, such member shall either: (a) announce the conflict of interest and abstain from both participation in the discussion of and voting on such matter; or (b) disclose the nature and source of the possible conflict to the other Council or committee members present for their determination as to whether an actual conflict exists. The question of whether an actual conflict exists shall be decided by a majority vote of the Council or committee members present, excluding the member announcing the conflict or possible conflict of interest, and excluding any other Council or committee members present who have already been disqualified from discussing or voting on the issue because of their own conflicts of interest. Any Council or committee member so determined to have an actual conflict of interest shall abstain from participation in both the discussion of and voting on such matter.

## ARTICLE XI

### AMENDMENTS AND FUNDAMENTAL CHANGE

**Section 11.1.** These Bylaws may be altered, amended or repealed by a two-thirds vote of the members or by a majority vote of the members entitled to vote thereon, whichever is less, at any regular or special meeting duly convened after notice to the members of that purpose, or, to the extent permitted by law, by a majority vote of the members of the Council at any regular or special meeting duly convened, subject always to the power of the members to change such action by the Council members; provided however, that no such fundamental change as the foregoing or such as a merger, division, or dissolution shall be effective without the approval of the Board of Regents of the ACP. Before a bylaw amendment may be proposed to the Board of regents or to the membership, it must be read and approved at two Council meetings.

**IN WITNESS WHEREOF,** I hereby certify that these bylaws, having been previously approved by the Board of Regents of the ACP, were duly adopted by and for the Chapter on

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Governor

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