

**THE VIRGINIA CHAPTER
OF THE AMERICAN COLLEGE OF PHYSICIANS**

**BYLAWS
ARTICLE I**

OFFICES

Section 1.1. Name. The name of the Corporation shall be the Virginia Chapter of the American College of Physicians, Inc. and shall be referred to as the “Chapter” herein.

Section 1.2. Offices. The Chapter may have such offices as the Board of Directors (hereinafter referred to as the “Board,” and also known as the “Council”) may from time to time determine.

ARTICLE II

PURPOSES

Section 2.1. Purposes. The purposes of the Chapter are exclusively charitable and educational as provided in Section 501(c)(3) of the Internal Revenue Code and as set forth in the Articles of Incorporation of the Chapter and include the organization of those members of the American College of Physicians (the "ACP") who are members of the Chapter, in order to further the objects and purposes of the ACP.

ARTICLE III

COUNCIL

Section 3.1. Council

1. Governor
2. Immediate-Past Governor of the Virginia Chapter of the American College of Physicians
3. Governor-Elect of the Virginia Chapter of the American College of Physicians;
4. The Treasurer/Secretary
5. A Chief Resident from each of the Internal Medicine graduate training programs in the state (which shall constitute the Associates’ Council)
6. The Chairs of the Departments of Internal Medicine or equivalent of the state medical schools and of the Portsmouth Naval Medical Center (PNMC)
7. The Internal Medicine Program Directors from the state’s ACGME-accredited Internal Medicine Programs
8. Chairman of the Associates’ Abstract Competition
9. Four appointees by the Governor whose term will not exceed that of the Governor

49 10. A student representative chosen in rotation from each of the state’s medical schools;
50 and

51 11. Minimum of twelve (12) and maximum of twenty-five (25) Chapter members (also
52 known as “Members”), the number which will be set from time to time by the Council which
53 shall be elected by the Members of the Chapter entitled to vote.
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55 **Section 3.2 Election: Board/Council.** The elected members of the Council shall serve
56 three-year terms and be elected from each of the four geographic areas of the state on slates
57 selected by the Nominating Committee. Council Members shall be elected to represent their
58 region by a majority of votes cast by full Members entitled to vote from their region. They shall
59 take office at the first Council meeting following the annual member’s meeting
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61 **Section 3.3 Council Diversity.** The composition of the Board/Council shall attempt to reflect
62 the diversity of the Chapter’s membership.
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64 **Section 3.4. Vacancies.** Vacancies in the elected Board/Council positions (other than among
65 the Officers), including vacancies resulting from an increase in the number of members
66 constituting the Council, shall be filled by an appointee of the Governor. Each person so
67 appointed shall be a Council Member until a successor is elected by the Chapter Members
68 entitled to vote at the next election of Council Members or at any special meeting of the Chapter
69 Members duly called for that purpose and held prior thereto. Additionally, the Governor may
70 appoint a Lieutenant Governor. During the time that any vacancy remains unfilled, the remaining
71 Council Members shall be deemed to constitute the full Board/Council and shall be empowered
72 to act as such.
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74 **Section 3.5. Removal of Council Members.** The Chapter Members may remove one or
75 more Council Members with or without cause upon two-thirds vote of the Chapter Members.
76 Only the Members of that voting group may participate in the vote to remove him. A Council
77 Member may be removed only at a meeting called for the purpose of removing him or her. The
78 meeting shall state that the purpose, or one of the purposes, of the meeting is removal of a
79 Council Member.
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81 **Section 3.6 Council Duties.** The Board/Council shall manage the business and affairs of the
82 Chapter, and may exercise all such powers of the Chapter and do all such lawful acts and things
83 as are not by statute or by these Bylaws directed or required to be exercised and done by the
84 Members of the Chapter or by the Governor of the Chapter.
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86 **ARTICLE IV**

87 **BOARD MEETINGS**

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90 **Section 4.1. Location.** The meetings of the Council may be held at such place within
91 Virginia or elsewhere as a majority of the Council Members may designate from time to time or
92 as may be designated in the notice calling the meeting.
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94 **Section 4.2. Regular Meetings.** Regular meetings of the Council shall be held at least three
95 (3) times a year, at such times and places as shall be determined from time to time, by resolution

144 The election, by the Chapter Members entitled to vote, of the Governor-Elect shall then be
145 conducted by mail or electronic ballot pursuant to the Bylaws of the ACP and shall include
146 notice to the Members of the forthcoming election, including the names and pertinent
147 information with respect to the two candidates. The Governor-Elect shall serve a one-year term
148 concurrent with the fourth year in office of the Governor and at the end of the then Governor's
149 term, the Governor-Elect shall succeed to the office of Governor and serve a four-year term.
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151 **Section 5.4. Lieutenant Governor: Appointment.** The Governor may appoint a Lieutenant
152 Governor, whose term shall run concurrent with the term of the appointing Governor.
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154 **Section 5.5. Treasurer/Secretary: Election.** The Treasurer/Secretary shall be appointed by
155 the Council to serve a four-year term concurrent with the Governor.
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157 **Section 5.6. Election of Other Officers, Assistant Officers and Agents.** The
158 Board/Council may appoint such other officers, assistant officers and agents as the needs of the
159 Chapter may require, who shall hold their positions for such terms and shall have such authority
160 and shall perform such duties as from time to time shall be determined by resolution of the
161 Council.
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163 **Section 5.7. Removal and Vacancies.** Any officer except the Governor and Governor-Elect
164 may be removed by the Council whenever, in its judgment, the best interests of the Chapter will
165 be served thereby. If the Governor ceases to serve: (a) the Go
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- 192 (a.) Maintain custody of the Chapter funds and securities;
193 (b.) Keep full and accurate accounts of receipts and disbursements;
194 (c.) Deposit all funds of the Chapter in such depositories as shall be designated by the
195 Council;
196 (d.) Pay all bills and expenses of the Chapter;
197 (e.) Report to the Council, as requested, but at least annually, on all transactions
198 and the financial condition of the Chapter;
199 (f.) The Treasurer/Secretary or any other officer as designated by resolution of the
200 Council shall have responsibility for preparing and maintaining custody of
201 minutes of the Council Members' and Members' meeting and for
202 authenticating records of the Chapter;
203 (g.) The Treasurer/Secretary shall have other duties as are assigned by the
204 Council, including but not limited to those responsibilities indicated in
205 Sections 7.4 and 10.1 of these Bylaws.

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207 **Section 5.12. Bond.** Every officer, agent or employee of the Chapter who may receive,
208 handle or disburse money for its account of who may have custody of or be responsible for the
209 safety or preservation of any of the Chapter's property, may be required, in the discretion of the
210 Council, to give bond, in such sum and with such sureties and in such form as shall be
211 satisfactory to the Council, for the faithful performance of the duties of the office held and for
212 the restoration of the Chapter, in the event of such person's death, resignation, or removal from
213 office, of all books, papers, vouchers, monies and other property of whatsoever kind in such
214 person's custody belonging to the Chapter.

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216 **Section 5.13. Compensation.** The salaries and expense allowances, if any, for all officers
217 and agents of the Chapter shall be determined by the Council.

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239 positions of honor, contributions toward furthering the purposes of the ACP, eminence in
240 practice or in medical research, or other attainments in science or in the art of medicine.

241 Fellows. “Fellows” shall be members of the medical profession engaged in practice, teaching,
242 research, or other pursuits in internal medicine or in an allied or related specialty who have been
243 proposed by two Masters or Fellows and elected by the Board of Regents. Fellows must be
244 inducted at Convocation at one of the Annual Internal Medicine Meetings of the ACP following
245 their election unless excused by the President of the ACP.

Members. “Members” shall be members of the medical profession engaged in practice, teaching,
research, or in other pursuits in

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ARTICLE VII

Section 7.6. Voting Requirements. Except as may be otherwise provided by statute or by these Bylaws, the vote of a majority of the votes entitled to be cast by the Members present at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members. Members entitled to vote as a separate voting group may take action on a matter at a meeting only if a quorum of those Members exists with respect to that matter.

382 Committee. The Associates Committee shall assist in the planning of activities specific to
383 residents and students.

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385 **Section 8.3. Standing Committees.** The Council may create additional committees and
386 appoint Members to serve on them.

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388 **ARTICLE IX**

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390 **CONTRACTS**

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392 **Section 9.1. Execution of Contracts.** The Governor shall execute bonds, mortgages and
393 other contracts requiring a seal, under the seal of the Chapter, except where required by law to be
394 otherwise signed and executed and except where the signing and execution thereof shall be
395 expressly delegated by the Council to some other officer or agent of the Chapter.

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397 **Section 9.2. Checks and Notes.** All checks or demands for money and notes of the Chapter
398 shall be signed by such officer or agent as the Council may from time to time designate.

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- 478 current record of Members;
479 (d.) Except as provided in subsection (b) and (c) of this Section, written notice in a
480 comprehensible form, becomes effective at the earliest of the following:
481 1. When received;
482 2. Five days after its deposit in the United States mail, as evidenced by the
483 postmark, if mailed postpaid and correctly addressed; or
484 3. On the date shown on the return receipt, if sent by registered or certified
485 mail, return receipt requested and the receipt is signed by or on behalf
486 of the addressee.

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488 **Section 10.8. Waiver of Notice.** Whenever any notice is required to be given by statute or
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574 a meeting at which a quorum is present shall have the power to make, alter, amend
575 or repeal the Bylaws of the Chapter at any regular or special meeting of the
576 Council.

577 (c) Any amendment voted on pursuant to the above subsections 12.1(a) and 12.1(b) is
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