

ACCREDITATION COUNCIL FOR GRADUATE MEDICAL EDUCATION

BYLAWS

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BYLAWS OF ACCREDITATION COUNCIL FOR GRADUATE MEDICAL EDUCATION

ARTICLE I – NAME

This corporation, a not-for-profit corporation under the laws of the State of Illinois, shall be known as Accreditation Council for Graduate Medical Education (“ACGME”).

ARTICLE II – PURPOSES AND FUNCTIONS

Section 1. Purpose: The ACGME is organized exclusively for educational or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

The purposes of the ACGME are to develop the most effective methods to evaluate graduate medical education, to promote the quality of graduate medical education, and to deal with such other matters relating to graduate medical education as are appropriate.

Section 2. Functions: The ACGME Shall

- a) Provide for the accreditation of programs in graduate medical education according to established standards which afford fair and equitable review of the institution and program, through the residency review process;
- b) Establish Institutional Requirements for evaluation of institutions that offer ACGME accredited graduate medical education programs;
- c) Review and, where appropriate, approve Program Requirements submitted for evaluation of graduate medical programs in that specialty by the individual Review Committee;
- d) Review, and where appropriate, approve Common Program Requirements submitted for evaluation of graduate medical programs in all specialties by the Council of Review Committees;
- e) Conduct studies pertinent to improving the organization and to the conduct of programs in graduate medical education;
- f) Review and, where appropriate, approve proposals for new types of programs in graduate medical education for which accreditation is being sought;
- g) Review periodically the criteria by which programs in graduate medical education are evaluated;
- h) Provide and receive information to and from the public and governmental agencies relating to the evaluation and accreditation of programs in graduate medical education; and

- i) Initiate studies and establish policies to keep programs in graduate medical education responsive to public and social needs, including, but not limited to, patient safety needs.

ARTICLE III – OFFICES

The ACGME shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with such registered office.

ARTICLE IV – MEMBERS

Section 1. Members: The members of the ACGME shall be the American Board of Medical Specialties (“ABMS”), American Hospital Association (“AHA”), American Medical Association (“AMA”), Association of American Medical Colleges (“AAMC”), and Council of Medical Specialty Societies (“CMSS”). The ACGME shall have one class of members.

Section 2. Rights of Members.

- a) Members may nominate persons to serve as directors as provided in Article V, Section 3.
- b) Members shall have such voting rights as provided in Article V, Section 13
- c) Lists of actions of the meetings of the Board of Directors shall be sent to the chief executive officer of each member within forty-five days following the meeting of the Board of Directors.

Section 3. Meetings of the Members

- a) Meetings of the members shall be called by the Board of Directors for the purpose of acting as provided in Article V, Section 13.
- b) Notice of any membership meeting shall state the date, time, place, and purpose of the meeting and shall be given to the members not less than five (5) nor more than sixty (60) days prior to the date of such meeting, or as otherwise provided by law.
- c) Four fifths of members present by representative or by proxy shall constitute a quorum.
- d) Each member shall be entitled to one vote, by representative or by proxy, on all matters submitted to the membership as provided in Article V, Section 13.
- e) Any action required or permitted to be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by four fifths of the members, and shall be filed with the Chief Executive Officer. Such consent may be signed in counterparts and shall have the same force and effect as a four fifths vote of the members at a meeting of members.

ARTICLE V – BOARD OF DIRECTORS

- Section 1. General Powers:** Subject to Article V, Section 13, the affairs of the ACGME shall be managed by and under the direction of the Board of Directors.
- Section 2. Number and Residency Directors:** The number of directors shall be a minimum of twenty seven and a maximum of thirty. Without the amendment of the bylaws, the Board of Directors may change the number of directors, within the minimum and maximum, for terms beginning upon adjournment of the annual meeting of the Board of Directors. Directors need not be residents of the State of Illinois.
- Section 3. Directors Nominated by Members:** Each member may nominate persons to serve as directors, in the manner it chooses, except that no director nominated by a member shall serve simultaneously as a member of a Review Committee nor be an employee of any member or any Review Committee appointing organization. From among the nominees of each member, the Board of Directors shall elect four directors per member. Any employee of a member or a Residency Review Committee appointing organization, who is a director at the passage of the amendment to this Bylaw addressing such employees, may continue to serve as a director and may be re-selected as a director through a maximum tenure under these Bylaws.
- Section 4. Additional Directors:** One to four at large directors, three public directors, one ACGME Council of Review Committees director, and two resident physician directors shall serve on the Board of Directors. The at large directors and the public directors shall be appointed by the Board of Directors. The Chair of the ACGME Council of Review Committees shall be the Chair of the ACGME Council of Review Committees director. One resident physician director shall be the Chair of the Council of Review Committee Residents. One resident physician director shall be appointed by the Resident and Fellow Section of the American Medical Association. In selecting the resident physician for appointment to the Board of Directors, the Resident and Fellow Section shall seek the advice of national organizations representing resident physicians who are currently participating in graduate medical education.
- Section 5. Representatives of the Federal Government to ACGME:** Representatives of the federal government to the ACGME shall be designated by the Secretary of the Department of Health and Human Services and by the Under Secretary for Health for the Veterans Health Administration. Each of the two representatives shall be entitled to participate in meetings of the Board of Directors, except that neither shall be entitled to vote.

Section 6. Terms:

- a) Directors nominated by members and elected by the Board of Directors shall serve terms of three years, with a maximum tenure of six years. Each term shall expire immediately upon adjournment of the annual meeting of the Board of Directors in the third year of the three year term. Notwithstanding the foregoing, the second term of the Chair or the Chair-Elect may be extended for a maximum of two years to enable them to complete their terms as Chair.
- b) At-large directors shall serve terms of three years with a maximum tenure of six years. Each term shall expire immediately upon adjournment of the annual meeting of the Board of Directors in the third year of the three year term. Notwithstanding the foregoing, the second term of the Chair or the Chair-Elect may be extended for a maximum of two years to enable them to complete their terms as Chair.
- c) At least six weeks prior to the annual meeting of the Board of Directors, each member shall notify the Chief Executive Officer of the ACGME of its nominees for terms beginning upon adjournment of the annual meeting of the Board of Directors.
- d) The terms of the directors nominated by members and elected by the Board of Directors shall be staggered so that approximately one third of the terms shall expire immediately upon the adjournment of each annual meeting of the Board of Directors.
- e) The public directors shall serve terms of two years, with a maximum tenure of six years. Each term shall expire immediately upon adjournment of the annual meeting of the Board of Directors in the second year of the two year term.
- f) The representative(s) of the federal government shall serve at the discretion of the appointing official(s).
- g) The Chair of the ACGME Council of Review Committees shall serve as a director during his/her tenure as Chair of the ACGME Council of Review Committees.
- h) The Chair of the Council of Review Committee Residents shall serve as a director during his/her tenure as Chair of the Council of Review Committee Residents.

- i) The resident physician director appointed by the Resident and Fellow Section of the American Medical Association shall serve a two year term, and may be reappointed for one additional term. Each term shall expire immediately upon adjournment of the annual meeting of the Board of Directors in the second year of the two year term. He/she shall be a resident physician at the effective date of his/her appointment or reappointment, but need not be a resident physician for the full extent of the two-year term.

Section 7. Regular Meetings: Regular meetings of the Board of Directors shall be held at least three times in each calendar year. The last regular meeting in each calendar year shall be considered the annual meeting of the Board of Directors. At least thirty days' written or electronic notice shall be given for a regular meeting.

Section 8. Special Meetings: Special meetings of the Board of Directors shall be called by the Chair or at the request of any five directors nominated by a minimum of at least three of the five members. At least ten days' written or electronic notice shall be given for a special meeting of the Board of Directors, and the purpose of the special meeting shall be set forth in the notice.

Section 9. Location of Meetings: All regular and special meetings of the Board of Directors shall be held in Chicago, Illinois, at a location designated by the Chair, unless a different site is approved at a regular or special meeting of the Board of Directors or in the case of a special meeting, the notice of the meeting provides that it shall be held by telephone conference.

Section 10. Quorum: A majority of the Board of Directors shall constitute a quorum, provided that at least two directors nominated by each of the five members and elected by the Board of Directors are present.

Section 11. Manner of Acting: The act of a majority of the directors present and voting at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the statute, these bylaws, or the Articles of Incorporation. If a quorum is not present at any meeting of the Board of Directors, a majority of the directors present may adjourn the meeting to another time, with at least thirty days' written or electronic notice of the time and location of the adjourned meeting. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the original meeting. Withdrawal of directors at any meeting shall not cause failure of a duly constituted quorum at that meeting.

Section 12. Matters Requiring Seven-eighths Vote of the Directors: The following matters shall require a seven-eighths vote of the directors present and voting at any regular meeting of the Board of Directors at which a quorum is present:

- a) A change in the term or terms of any director; and

- b) Any amendment to this provision of the bylaws.

Section 13. Matters Requiring Votes of Directors and Members:

Notwithstanding any other provisions of these bylaws,

- a) The following matters shall require first, a seven-eighths vote of the directors present and voting at any regular meeting of the Board of Directors at which a quorum is present, and thereafter, if the Board of Directors passes the matter, a four-fifths vote of the members:
 - i) Dissolution;
 - ii) Sale or transfer of all assets;
 - iii) Merger;
 - iv) Addition of a member;
 - v) Removal of a member;
 - vi) Amendment of Article IV, Section 2, Article V, Sections 2, 3, or 13 of the bylaws; and

- b) The following matters shall require first, a three-quarters vote of the directors present and voting at any meeting of the Board of Directors at which a quorum is present, and thereafter, if the Board of Directors passes the matter, a four-fifths vote of the members:
 - i) Amendment of Article II, Section 1 of the bylaws;
 - ii) Any single capital expense that exceeds 20% of the reserve fund, as defined in the annual auditors' report;
 - iii) Aggregate capital expenses that would exceed 30% of the reserve fund in a given fiscal year; and
 - iv) Any actions that would cause the debt to equity ratio to exceed 1.0.

Section 14. Resignation of Directors: A director may at any time resign by written notice delivered to the Board of Directors. A resignation is effective when the notice is delivered unless the notice specifies a future date.

- Section 15. Vacancies:** In the event of the death, resignation or inability to act of a director, the member which nominated that director, or the Board of Directors in the case of an at large director or a public director, or the ACGME Council of Review Committees in the case of the ACGME Council of Review Committees director, or the Council of Review Committee Residents in the case of one resident director, or the Resident and Fellow Section of the American Medical Association in the case of one resident director, shall nominate, appoint and/or elect in the manner provided in Article V, Sections 3-4 a director to serve the unexpired term. If a vacancy exists because a member fails for 120 days to make a nomination, the Board of Directors shall appoint a director to fill the vacancy. A director thus appointed shall be affiliated with the member which failed to make a timely nomination.
- Section 16. Compensation:** Directors shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for each regular or special meeting of the board, provided that nothing herein contained shall be construed to preclude any director from serving the ACGME in any other capacity and receiving reasonable compensation therefore.
- Section 17. Fiduciary Duties of Directors:** A director shall discharge his or her duties to the ACGME in a manner consistent with Illinois law. This shall include, but not be limited to, the discharge of his or her duties as a director in a manner he or she reasonably believes to be in the interests of the ACGME.

ARTICLE VI – OFFICERS

- Section 1. Officers:** The officers of the corporation shall be a Chair, a Vice-Chair, or a Chair-Elect, a Secretary, and a Treasurer, except that the Board of Directors may also appoint an Assistant Treasurer, who shall (a) be an additional officer of the ACGME, (b) serve at the pleasure of the Board of Directors, and (c) have such authority and perform such duties as may be prescribed by the Board of Directors. The Chief Executive Officer, appointed by the Board of Directors pursuant to Article VI, Section 4 shall be the Secretary, ex officio.
- Section 2. Election and Term of Office:**
- a) The Chair shall hold office for a term of two years, and shall not be eligible to serve more than one whole or partial term as Chair.
 - b) At the annual meeting of the Board of Directors, a Vice-Chair shall be elected by the Board of Directors from among the directors for a term of one year concurrent with the first year of the term of the Chair. At the next annual meeting of the Board of Directors, a Chair-Elect shall be elected by the Board of Directors from among the directors for a term of one year concurrent with the second year of the term of the Chair. The Chair-Elect will succeed to the office of Chair upon adjournment of the annual meeting of the

Board of Directors at which the incumbent Chair completes the two year term. The Vice-Chair may be elected to the office of Chair-Elect, but other directors may be considered. The offices of Vice-Chair and Chair-elect will exist only during alternate years and never concurrently.

- c) The Treasurer shall be elected by the Board of Directors at the annual meeting of the Board of Directors for a one-year term, and may serve up to five (5) consecutive terms.
- d) The Vice-Chair and Treasurer may subsequently be elected to another office, but no person may hold more than one elected office simultaneously. Only persons serving as directors shall be eligible to hold offices.
- e) The Board of Directors may fill a vacancy created in any elected office by death, resignation, removal or disqualification by designating a director to fulfill the unexpired term.

Section 3. Duties of Officers:

- a) The Chair shall:
 - i) preside at all meetings of the Board of Directors and the Executive Committee;
 - ii) recommend membership on committees of the ACGME as provided in these Bylaws; announce appointments to the Board of Directors and the Executive Committee
 - iii) be responsible for the establishment of the agenda for meetings of the Board of Directors and the Executive Committee
 - iv) notify directors of the date, time, and location of regular and special meetings of the Board of Directors
 - v) notify members of the Executive Committee of the date, time, and location of meetings of the Executive Committee
 - vi) notify members of the date, time, and location of meetings of the members
 - vii) preside at all meetings of members without vote unless authorized by a member to act for it at such meetings;
 - viii) and, in general, shall perform all duties incident to the office of chair.
- b) The Chair-Elect or Vice Chair shall assume the Chair's duties if the Chair is absent or is unable to perform those duties.

- c) The Secretary shall be an ex-officio member of all committees without vote. The Secretary will keep accurate minutes of the meetings of the Executive Committee and the Board of Directors, see that all notices are duly given as required in these bylaws, maintain the records of the corporation, maintain an accurate listing of names, location and position of all official participants in the corporation, and see that all communications and documents authorized by the Executive Committee, the Board of Directors and the members have been properly executed.
- d) The Treasurer shall chair the Finance Committee. The Treasurer will receive regular reports of the finances of the ACGME and will communicate regularly with the staff charged with responsibility for the custody and management of all funds and securities of the corporation. At each meeting of the Executive Committee and the Board of Directors the Treasurer shall be prepared to give an accurate report of the financial status of the corporation and the use of all funds in the interval since the last meeting.

Section 4. Chief Executive Officer: The Board of Directors shall appoint a Chief Executive Officer of the ACGME to serve subject to the direction and at the pleasure of the Board of Directors.

ARTICLE VII – EXECUTIVE COMMITTEE

Section 1. Subject to Article V, Section 13, the affairs of the ACGME shall be managed by the Executive Committee in the interim between regular or special meetings of the Board of Directors.

Section 2. The Executive Committee shall consist of six directors. The Chair, the Vice-Chair or the Chair-Elect, and the Treasurer shall serve in the same roles on the Executive Committee. The remaining directors on the Executive Committee shall be elected for two year terms by the Board of Directors at the annual meeting of the Board of Directors from among the directors. One non-officer Executive Committee term shall be concurrent with the term of the Chair. Two non-officer Executive Committee terms shall be concurrent with the second year of the term of the Chair and the first year of the term of the succeeding Chair, with the beginning and end of each such year being adjournment of the annual meeting. If a non-officer Executive Committee member is elected an officer, the Board of Directors shall elect a director to fill out any unexpired non-officer Executive Committee term of the newly elected officer.

Section 3. The Chair of the ACGME Council of Review Committees shall be entitled to participate in meetings of the Executive Committee, except that he/she shall not be entitled vote.

Section 4. Three voting members of the Executive Committee shall constitute a quorum for the transaction of business.

Section 5. Notice of meetings of the Executive Committee shall be delivered in writing or provided by telephone at least five days prior to the meeting. Notwithstanding the foregoing, notice shall be deemed to be waived for any meeting attended by or held with the consent of all members of the Executive Committee. The Executive Committee may also hold meetings by telephone conference at any time and without prior notice if each member of the Executive Committee either participates in or consents to the telephone conference.

Section 6. The Executive Committee shall, except as otherwise provided by law or these bylaws, have all the authority and powers of the Board of Directors in the management of the business and affairs of the ACGME in the interim between regular or special meetings of the Board of Directors. A unanimous vote of all members of the Executive Committee who are present and voting at a meeting at which a quorum is present shall be required for the Executive Committee to act on behalf of the ACGME. The Executive Committee shall reports its activities to the Board of Directors at the next regular or special meeting of the Board of Directors.

ARTICLE VIII – STANDING AND OTHER COMMITTEES

Section 1. Standing Committees: Subject to committee membership requirements in this Article VIII, on recommendation of the Chair, the Governance Committee shall propose, and the Board of Directors shall appoint standing committees whose members shall serve until the next annual meeting of the Board of Directors or until their successors are appointed. The standing committees are the Audit Committee, the Awards Committee, the Committee on Requirements, the Finance Committee, the Governance Committee, the Journal Oversight Committee, and the Monitoring Committee. Except as otherwise provided in these Bylaws, on recommendation of the Chair, the Board of Directors shall appoint the chair of each standing committee.

Section 2. Awards Committee: The Awards Committee shall review and make recommendations to the Board of Directors on all matters pertaining to the awards program.

Section 3. Committee on Requirements: The Committee on Requirements shall review and make recommendations to the Board of Directors on all matters pertaining to the Requirements submitted by the Review Committees or other committees of the ACGME. This includes, but is not limited to, the initial approval of proposed institutional requirements and the program requirements in specialties and subspecialties, as well as the approval of all subsequent proposed revisions to these Requirements.

Section 4. Journal Oversight Committee: The Journal Oversight Committee shall (a) guide the business affairs of the *Journal of Graduate Medical Education*--with the aim of promoting high-quality scholarship and dissemination, and (b) ensure its financial viability and editorial independence.

Section 5. Monitoring Committee: The Monitoring Committee shall (a) evaluate the performance of Review Committees; (b) monitor, advise, and make recommendations to the Board of Directors regarding Review Committee activities and delegation of accreditation authority; and (c) accrue knowledge about improving accreditation practices by (1) developing and distributing summary information regarding the performance of the Review Committees; (2) identifying and sharing the “best practices” of Review Committees; (3) suggesting, where appropriate, standardized approaches to requirements; (4) evaluating the work of relevant Review Committees in assessing compliance with the institutional requirements in single program institutions; (5) monitoring and assessing the consistent application and enforcement of the standards, including the duty hour standards; and (6) reviewing accreditation data and information addressing special issues as directed by the Board of Directors.

Section 6. Governance Committee: The Governance Committee shall consist of one director nominated by each member and at least one public director. The Governance Committee shall

- a) serve as the nominating committee for elected directors who are not nominated by member organizations, for non-officer members of the Executive Committee, and for elected officers (additional nominations may be made at the annual meeting by any director);
- b) recommend director nominees to the Board of Directors from among the director nominees of member organizations;
- c) recommend bylaw amendments to the Board of Directors; and
- d) perform such other duties relating to governance as may be assigned by the Board of Directors.

Section 7. Finance Committee: The Finance Committee shall prepare an annual budget for approval by the Board of Directors, and shall meet prior to each regular meeting of the Board of Directors to review the financial status of the ACGME. The Finance Committee will receive regular reports of the finances of the ACGME. The Finance Committee shall be chaired by the Treasurer.

Section 8. Audit Committee: The Audit Committee shall consist of the public directors and two or more additional committee members. A majority of the directors on the Audit Committee shall not simultaneously serve as members of the Finance Committee. At least one member of the Audit Committee must have expertise or experience in financial matters, and that member need be a director. Neither the Chief Executive Officer nor the Chief Financial Officer may be a member of the Audit Committee but may advise and consult with the committee. The Audit Committee shall

- a) recommend to the Board of Directors the selection, retention and termination of the financial auditors of the ACGME;

- b) provide oversight of the ACGME's internal system of financial controls and procedures; and
- c) investigate any complaints of ACGME violation of state or federal law or of ACGME accounting practices, internal financial controls or audit.

Section 9. Other Committees: On recommendation of the Chair, the Board of Directors may form other committees, and on recommendation of the Chair, the Governance Committee shall propose, and the Board of Directors shall appoint such other committees, whose members shall serve until the next annual meeting of the Board of Directors or until their successors are appointed. Each other committee shall have such duties and responsibilities as provided in its enabling resolution. On recommendation of the Chair, the Board of Directors shall appoint the chair of each other committee.

ARTICLE IX – REVIEW COMMITTEES

Section 1. RRC Appointing Organizations and RRC Members: The Board of Directors of the ACGME may appoint organizations (“RRC appointing organizations”), which may appoint voting members of Residency Review Committees subject to confirmation by the Board of Directors of the ACGME. RRC appointing organizations may be added, changed, or deleted upon unanimous recommendation of the existing RRC appointing organizations for that RRC and approval by the Board of Directors. In addition, one resident physician must serve as a *voting* member of each Residency Review Committee. Exceptions to this policy may be granted after application to and approval by the Board of Directors. Residency Review Committees shall function under policies and procedures approved by the Board of Directors.

Section 2. Institutional Review and Transitional-Year Committee: The Executive Committee shall appoint ten voting members of the Institutional Review Committee and nine voting members of the Transitional-Year Review Committee, including one resident physician member of each committee, subject to confirmation by the Board of Directors. The Institutional Review Committee and Transitional-Year Review Committee shall function under policies and procedures approved by the Board of Directors.

Section 3. Employees of Members RRC Appointing Organizations: No employee of a member of the ACGME or any RRC appointing organization shall serve as a voting member of a Review Committee.

- Section 4. Duty of Review Committee Members to ACGME:** A Review Committee member shall discharge his or her duties as a Review Committee member in a manner he or she reasonably believes to be in the interests of the ACGME.
- Section 5. Removal of Review Committee Members:** A Review Committee member may be removed by a majority vote of the Board of Directors whenever in its judgment the best interests of the ACGME would be served thereby.
- Section 6. ACGME Council of Review Committees:** The ACGME Council of Review Committees shall consist of the Chair of each Review Committee, including the TYRC, the IRC, and the two resident physician directors. The ACGME Council of Review Committees shall elect a Chair to serve a two-year term. The Chair of the ACGME Council of Review Committees shall be a Chair of a Review Committee at the time of election to the Chair, but need not be either a Chair or a member of a Review Committee for the duration of the two-year term as Chair. The ACGME Council of Review Committees shall function under policies and procedures approved by the Board of Directors. The ACGME Council of Review Committees shall not have the power to bind the ACGME.
- Section 7. Council of Review Committee Residents:** The Council of Review Committee Residents shall consist of the resident physician members of each Review Committee, including the TYRC, and the IRC. The Council of Review Committee Residents shall elect a Chair to serve a two-year term. The Chair of the Council of Review Committee Residents shall be a member of a Review Committee at the time of election to the Chair, but need not be a member of a Review Committee for the duration of the two-year term as Chair. The Council of Review Committee Residents shall function under policies and procedures approved by the Board of Directors. The Council of Review Committee Residents shall not have the power to bind the ACGME.
- Section 8. Removal of Council Chairs:** A Council Chair may be removed by a majority vote of the Board of Directors whenever in its judgment the best interests of the ACGME would be served thereby. If a Council Chair is removed, the affected Council shall elect a new Chair to fulfill the unexpired term of the removed Chair.
- Section 9. General:** Except as provided in Article XI, Section 2 of these Bylaws, Review Committees shall not have power to bind the ACGME.

ARTICLE X – FINANCES

- Section 1. Fees and Charges:** Fees and charges for program evaluations and related proceedings shall be established by the Board of Directors as necessary to support the accreditation process.

- Section 2. Responsibility for Expenses of Directors for Attendance at Meetings of the Board of Directors:** Subject to ACGME policies relating to reimbursement for travel expenses, the expenses of directors for attendance at meetings of the Board of Directors shall be borne by the ACGME.
- Section 3. Responsibility for Expenses of the Representative of the Federal Government for Attendance at Meetings of the Board of Directors:** The expenses of the representatives of the federal government for attendance at meetings of the Board of Directors shall be borne by the federal government.
- Section 4. Expense of Directors for Attendance at Meetings of ACGME Committees:** When directors attend committee meetings which are not held concurrently with regular or special meetings of the Board of Directors, the ACGME shall reimburse them for their expenses subject to ACGME policies relating to reimbursement for travel expenses.
- Section 5. Expenses of Residency Review Committees:** The expenses of the Residency Review Committees shall be paid on the basis of policies recommended by the Finance Committee and approved by the Board of Directors.

ARTICLE XI – MODUS OPERANDI

- Section 1. Establishing Institutional Requirements and Program Requirements for Institutional and Program Evaluations:**
- a) **Institutional Requirements:** The Board of Directors shall adopt Institutional Requirements for all institutions that sponsor ACGME accredited graduate medical education programs. The Institutional Requirements may be approved by a majority vote of the directors present and voting at any regular meeting of the Board of Directors at which a quorum is present, provided that the proposed change has been previously submitted in writing to the directors for review and comment.
 - b) **Program Requirements:** Each Review Committee shall prepare Program Requirements for the specialty programs over which it has cognizance. The Program Requirements shall be approved by the respective Review Committees, after review and comment by their Review Committee appointing organizations, and then submitted for approval by the Board of Directors. Program Requirements may be approved by a majority vote of the directors present and voting at any regular meeting of the Board of Directors at which a quorum is present.

Section 2. Accreditation:

- a) Except as provided under Article XI, Subsection 2(c) of these Bylaws, the Residency Review Committees shall evaluate and make recommendations regarding the accreditation of programs in graduate medical education in accordance with the Institutional and applicable Program Requirements, notify program directors of their recommendations, and submit their recommendations to the Board of Directors.
- b) The Board of Directors shall accredit programs in accordance with the Institutional and applicable Program Requirements, following receipt of the recommendations from the appropriate RRC, and shall promptly notify the program directors of its determination. The Board of Directors may establish procedures to delegate its accreditation authority to an appeals panel which includes the Executive Committee for appeals from expedited accreditation actions.
- c) Upon application of a Review Committee, including RRCs, the IRC, and the TYRC, and following a review of its performance, the Board of Directors may delegate accreditation authority to the Review Committee. Such delegation shall be for a period to be determined by the Board of Directors. The Board of Directors shall conduct periodic reviews of the accreditation process of the Review Committee and of its authority to accredit.
- d) The Board of Directors shall have published annually the Institutional and Program Requirements for accreditation of institutions and programs in graduate medical education and the list of accredited institutions and programs.

Section 3. Accreditation Procedures: The Board of Directors shall be responsible for establishing the procedures for accreditation. Consideration may be given to the recommendations of medical specialty organizations and other interested parties.

Section 4. Appeals: In case of an adverse decision, as defined by the Board of Directors, the program or sponsoring institution shall be entitled to request a hearing before an appeals panel according to procedures promulgated by the Board of Directors.

Section 5. Records: Records pertaining to accreditation of programs in graduate medical education are the property of the ACGME.

Section 6. New Activities: Subject to Article V, Section 13(b)(i), new activities must be approved by a majority vote of the directors present and voting at any regular meeting of the Board of Directors at which a quorum is present.

ARTICLE XII – PARLIAMENTARY AUTHORITY

The rules contained in the most current edition of Sturgis' Standard Code of Parliamentary Procedure shall govern the ACGME in all cases where they are applicable and where they are not inconsistent with these bylaws or any special rules of order which the Board of Directors may adopt.

ARTICLE XIII – INDEMNIFICATION

Section 1. Direct Indemnification: To the full extent specifically authorized by, and in accordance with the procedure prescribed in, Section 108.75 of the Illinois General Not-for-Profit Corporation Act (or the corresponding provisions of any future statute applicable to corporations organized under that Act), the ACGME shall indemnify any and all of its directors, officers, committee members, employees, agents, and other authorized representatives for expenses and other amounts paid in connection with legal proceedings (whether threatened, pending or completed) in which any such persons become involved by reason of their serving in any such capacity for the ACGME.

Section 2. Insurance: Upon specific authorization by the Board of Directors, the ACGME may purchase and maintain insurance on behalf of any or all officers, committee members, employees, agents, or other authorized representatives of the ACGME against any liability asserted against any such person and incurred in any such capacity, or arising out the status of serving in any such capacity, whether or not the ACGME would have the power to indemnify them against such liability under the provisions of Section 1 of this Article.

ARTICLE XIV – BOOKS AND RECORDS

The ACGME shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors.

ARTICLE XV – WAIVER OF NOTICE

Whenever any notice is required to be given under applicable law, the Articles of Incorporation, or these bylaws, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVI – AMENDMENTS

Except as provided in Article V, Sections 12-13 of these Bylaws, these Bylaws can be amended at any regular meeting of the Board of Directors at which a quorum is present by a three-fourths vote of the directors present and voting, providing that the amendment has been submitted in writing and has been read at a previous meeting.

ARTICLE XVII – DISSOLUTION

Upon the dissolution of the ACGME, the assets of the ACGME shall be distributed to such successor organization(s) as shall continue the accreditation activities of the ACGME and which shall qualify for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code. If no such successor organization(s) shall exist and qualify for the exemption, the assets of the ACGME shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Adopted by ACGME: June 27, 2000 (Incorporation)

ACGME Approved Revision: 9/26/2000

ACGME Approved Revision: 2/13/2001

ACGME Approved Revision: 6/12/2001

ACGME Approved Revision: 9/10/2002

ACGME Approved Revision: 2/10/2004

ACGME Approved Revision: 6/28/2005

ACGME Approved Revision: 6/27/2006

ACGME Approved Revision: 9/12/2006

ACGME Approved Revision: 2/13/2007

ACGME Approved Revision: 9/11/2007

ACGME Approved Revision: 2/12/2008

ACGME Approved Revision: 9/15/2008

ACGME Approved Revision: 2/9//2009

ACGME Approved Revision: 9/14/2009

ACGME Approved Revision: 2/7/2011