

## **ARTICLE I      NAME**

This Association shall be known as the American Association of Physician Liaisons, Inc., hereinafter referred to as “AAPL” and/or “Association.”

## **ARTICLE II      MISSION**

The American Association of Physician Liaisons is an organization of healthcare professionals actively engaged in, or supporting, physician liaison activities in the health care field. The mission of AAPL is to bring those who function in this capacity together for educational and networking opportunities.

## **ARTICLE III      MEMBERSHIP, DUES AND VOTING**

**Section 1:** Membership shall be reserved for members of a healthcare practice, hospital, or health system who serve in physician liaison, sales, business development, marketing or strategic planning roles that support or represent health care providers. Physician Liaisons are defined as: employees of a healthcare practice, hospital or health system who communicate between two or more groups for the purpose of generating new physician referrals, establishing long-term business relationships, developing and leading specific account strategies, managing all aspects of new referral activities, account retention and growth. Individuals engaged in the sales of products of any type (goods, services) to health care providers, health systems, or to AAPL members, are not eligible for membership in the Association.

**Section 2:** Dues and terms of payment by members shall be established by the Board of Directors. Payment of dues is a condition of continued membership or affiliation in the Association.

**Section 3:** Voting shall be reserved for members who have paid dues at least two weeks prior to the distribution of any ballot presented to membership for a vote. Each member shall be entitled to one vote. No member shall be allowed to vote the proxy of another member.

**Section 4:** A member in default of the payment of dues six weeks after their renewal date shall be considered inactive and dropped from the membership. A member in default of other monetary obligations to the Association, or for a cause determined to be in the best interest of the Association by the Board of Directors, may be suspended or terminated from membership.

**Section 5:** An AAPL membership that has been paid by an organization will be eligible for the transfer when the member leaves the organization according to the following: The prospective AAPL membership candidate must be in the same job description, performing the same job duties as the previous AAPL member. If this criterion is met,

the candidate will send a completed application to the AAPL Membership Committee for review and approval. Upon approval of this application, the membership will be transferred.

**Section 6:** Solicitation Policy: No member may solicit another member for the purpose of promoting a product or service for sale. A violation of this will result in expulsion of membership rights without a refund of dues.

## **ARTICLE IV MEETINGS**

**Section 1:** The Board of Directors shall establish the time and place of the Board of Director meetings. No fewer than six (6) Board meetings per year will be held. Notice of meetings shall be communicated to all members at least seven days prior to meeting dates. In the case of emergency situations, the advance notice may be waived with the approval of the majority of the Board of Directors.

**Section 1.1:** (formerly Section 4) Special Meetings may be called by the President, or by any other officer, by a majority vote of the Board of Directors.

**Section 1.2:** More than fifty percent (50%) of the Association Board members must be present, or participating electronically, at any Board or Special Meeting to constitute a quorum for voting purposes. Motions are approved upon an affirmative majority vote of those board members present.

**Section 2:** The Annual Conference shall be held in the early summer of each year. The primary purposes of the Annual Conference shall be for educational and networking opportunities for the membership.

**Section 2.1:** A Business Meeting, providing a report to the membership of the annual affairs of the organization, shall be held at the Annual Conference. Discussion of any business of the Association, new or old, shall be transacted at this meeting as an opportunity for membership input and voting, as necessary. All members shall receive advance notice of the location, date, time, and agenda of the Business Meeting at least sixty days prior to the meeting.

**Section 2.2:** Ten percent (10%) of the eligible voting members must be present at the Business Meeting to constitute a quorum for voting purposes.

**Section 3:** Any action required or permitted to be taken at any Association meeting of the membership may be taken without a meeting, provided ballots are delivered, in written or electronic format, to every member entitled to vote, in accordance with the provisions of the Tennessee Non-profit Corporation Act. Any action so taken must be filed with the minutes of the Association.

**Section 4:** Special Meetings may be called by the President or any other officer in his/her absence, or by a majority vote of the Board of Directors. Members present shall constitute a quorum.

**Section 5:** Any action required or permitted to be taken at any meeting of members may be taken without a meeting, provided written ballots are delivered or sent electronically to every member entitled to vote on the matter, in accordance with the provisions of the Tennessee Non-profit Corporation Act. Any action so taken must be filed with the minutes of the Association.

## **ARTICLE V BOARD OF DIRECTORS**

**Section 1:** The Board of Directors shall be AAPL members in good standing, elected by the membership, who are authorized to act as its governing agency. As such, they have the responsibility for the management and administration of the Association. The Board shall establish strategic plans, policies and procedures pertaining to all activities of the Association and its structural and financial viability. The Board shall be responsible to assuring compliance to these Bylaws and for the fulfilment of Association goals and mission.

**Section 1.1:** Composition of the Board of Directors shall consist of officers and at least six directors. Officers shall be the President, the President Elect, the Past President, the Secretary and the Treasurer. These officers shall make up the Executive Committee. All members of the Board of Directors have voting privileges.

**Section 1.2:** The Board of Directors shall represent a broad geographic diversity across the United States, and therefore, the Board is restricted to no more than two members from any one state, nor more than one member per healthcare institution/system within that state. A healthcare system is defined as any health care provider that operates facilities at different locations, but also has one central governing authority over all locations within that system.

**Section 2:** The management and administration of the Association shall be vested in the Board of Directors. As such, they have the responsibility for prudent direction of its affairs. An Executive Director may be hired by the Board of Directors to perform such duties as are designated by the Board of Directors to enable the Association to carry out its mission. In addition, the Board may hire such temporary or other staff to perform duties for the Association, as necessary, to fulfill the Association's mission.

**Section 3:** Selection and Term

**Section 3.1:** All Members of the Board of Directors must be dues-paying members in good standing. Failure to do so may result in exclusion from participation in meetings and inability to cast votes.

**Section 3.2:** The President-Elect shall be elected by the membership for a 1-year term and, automatically and successively, shall serve as President-Elect for a 1-year term, the President for a 1-year term and the Immediate Past President for a 1-year term. Previous or current service on the AAPL Board is required.

**Section 3.2.1:** The Secretary shall be elected by the membership for a 2-year term and shall be eligible for re-election for one additional, consecutive term at the same position.

**Section 3.2.2:** The Treasurer shall be elected by the membership for a 2-year term and shall be eligible for re-election for one additional, consecutive term at the same position.

**Section 3.3:** At least six (6) Directors shall be elected each for 2-year terms and may run for one additional consecutive 2-year term for the same position. Half shall be elected during even years, and half shall be elected during odd years. All directors shall be eligible for re-election for one additional, consecutive term in a Director capacity.

**Section 4:** After service of 2 years of consecutive service (one term) in any Board position, an Officer or Director may run for President-elect or any different 2-year position opened that election year.

**Section 4.1:** At no time shall any member of the Board serve more than seven (7) consecutive years.

**Section 5:** All terms of elected officers begin and end at the annual Association Meeting, when the gavel is passed from the outgoing President to the incoming President. In the event that the Annual Meeting is not held in June, the terms of appointed officers shall begin on July 1 and end on June 30.

**Section 6: Termination or Removal**

All Officers and Directors elected to the Board pledge to uphold three duties: the duty of care, duty of loyalty, and duty of obedience. In order to fulfil these responsibilities, attendance and active participation in at least two-thirds (66%) of scheduled Board meetings is necessary to govern the matters of the Association. Those Board members failing to meet this responsibility will be given a written warning by the President. At that time, the Board member who is unable to fulfil his/her board attendance requirements may resign, or pledge to meet all future Board obligations regarding attendance and participation. Upon the next failure of duty, the President shall send written notice to the Board member that their participation on the Board has been terminated, for the best interest of the Association.

**Section 7:** The Board of Directors shall meet at least three (3) times per year. The President may call special meetings of the Executive Committee or Board of Directors upon need. A meeting may be held by conference call or other interactive media. A quorum to conduct general business at Board of Directors meetings shall be a majority of the currently serving members of the Board. The Board of Directors shall adopt a

policy requiring the removal of any member of the Board who fails to attend a sufficient percentage of the meetings of the Board of Directors.

**Section 8: (a)** The Association shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding whether civil, criminal, administrative, or investigative by reason of the fact that he or she is or was a member of the Board of Directors of the Association, or who is or was serving at the request of the Association as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding to the full extent authorized by the Tennessee Non-profit Corporation Act. With regard to such actions by or in the right of the Association, the indemnification provided shall be against expenses (including attorney's fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit and as otherwise in accordance with and to the full extent authorized by the Tennessee Non-profit Corporation Act. **(b)** The Board of Directors may purchase and maintain insurance on behalf of any person who is or was a member of the Board of Directors of the Association or who is or was serving at the request of the Association as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provisions of this Article V, Section 8. **(c)** If the Association has paid indemnity or has advanced expenses under this Article V, Section 8, to a member of the Board of Directors of the Association, such member of the Board shall report the indemnification or advance in writing to the Board of Directors at or before the next meeting of the Board of Directors. **(d)** The definitions of various terms used in this Article V, Section 8, shall be governed by the Tennessee Non-profit Corporation Act.

## **ARTICLE VI BOARD OF DIRECTORS DUTIES AND RESPONSIBILITIES**

**Section 1:** The President shall:

- a. Serve as Chair of the Board of Directors and Chair of the Executive Committee
- b. Represent the Association in organizations with which the Association is affiliated
- c. Preside over the Annual Conference
- d. Plan the agenda and conduct the Business Meeting of the Association at the Annual Conference
- e. Serve as ex officio on all Committees other than the Nominating Committee
- f. Appoint, after consultation and majority vote of the Board, Chairpersons for all Association Standing Committees
- g. Establish Ad Hoc Committees and appoint chairs to these committees

- h. In consultation and majority vote of the Board, authorize regional meetings which may be held under Association auspices
- i. After consultation and majority agreement of the Board, enter into or dissolve a contractual agreement with an Executive Director and/or management company
- j. After consultation and majority agreement of the Board, enter into other contractual agreements pertaining to the mission, goals, and activities of the Association
- k. Perform other duties as consistent with the office of President

**Section 2:** The Past President shall:

- a. Chair the Nominations Committee
- b. Chair the Past Presidents and Board Members Committee
- c. Maintain leadership visibility with corporate constituents
- d. Other duties as consistent with the office of Past President

**Section 3:** The President-Elect shall:

- a. Perform the duties of the President in the absence or incapacity of the President
- b. Work closely with the Conference Chair to plan and organize the professional program for the Annual Conference
- c. Work closely with the Treasurer and paid staff to review current financial activities and to develop an operational budget for the upcoming year
- d. Manage the acknowledgement of the outgoing Board members at the Annual Conference or Business Meeting
- e. Other duties as consistent with the office of President-Elect

**Section 4:** The Immediate Past President shall:

- a. Serve as ex-officio on the Board of Directors
- b. Be available as an aide to the President and advisor to the Board

**Section 5:** The Secretary shall:

- a. Take roll call and verify that a quorum is present for all Board, Business, and Executive Committee meetings
- b. Oversee the recording and official filing of minutes of the Board of Directors' meetings, the Association's Business Meeting and Executive Committee meetings
- c. Distribute copies of all minutes to the Board of Directors for review and approval. When approved, make these minutes a part of the permanent Association records
- d. Serve as custodian of records of the Association.
- e. Organize and catalogue the Association's archival files and records annually.
- f. Perform other duties consistent with the office of Secretary and in compliance with federal law and in accordance with the provisions of the Tennessee Non-profit Corporation Act

**Section 6:** The Treasurer shall:

- a. Oversee all of the Association's bank accounts and monetary repositories. Work closely with the Executive Director and management company to ensure compliance to all financial policies and procedures which have been established for the Association
- b. Review monthly, the financial reports of the Association. Provide reports to the Board of Directors, and report on the Association's finances at Board meetings
- c. Draft the annual budget and Conference budget with the advice of the President-Elect and paid Executive if available, and present it to the Board of Directors for their approval and adoption
- d. Report annually on the Association's finances at the Business Meeting at the Annual Conference
- e. Report any budgetary requests outside of the approved budget to the Executive Committee and the Board of Directors
- f. Make provision for the Association's annual reviews or audits and open the Association's books to audit on demand of the Board of Directors or its authorized agent
- g. Establish financial policies and procedures to facilitate the Duty of Care and fiduciary responsibilities of the Board of Directors in making financial decisions that are in the best interest of the Association
- h. Perform other duties consistent with the office of Treasurer, in compliance with federal law, and in accordance with the provisions of the Tennessee Non-profit Corporation Act

**Section 8:** The Directors shall:

- a. Participate in all general Board of Director sessions, meetings, and calls
- b. Chair or co-chair one of the AAPL Committees
- c. Be actively involved in the strategic governance of the Association
- d. Support the officers in carrying out their roles and responsibilities as necessary

**ARTICLE VII VACANCIES**

The Board of Directors shall consist of members elected by the membership. There are five Officer positions, and six Director positions for a total of 11 Board members during any given year. These bylaws set forth the procedure for filling vacancies, should they occur within the Board.

- a. **President.** A vacancy in the office of President in the interim between regular elections shall be filled by the President-Elect, who shall assume the title and duties of the President for the unexpired term as well as for the year immediately following. In the event of further vacancy, the Past President shall complete the

unexpired term, and then the unexpired term may be filled by any other Officer until the vacancy is filled.

- b. **President-Elect.** If an interim vacancy occurs in the office of President-Elect, that vacancy shall continue until filled at the next regular election.
- c. **Past-President.** If a vacancy occurs in the office of Past President, the President, in consultation and agreement with the Executive Committee, shall appoint any former Past President to fulfil the remaining term.
- d. **Other Officers.** If such vacancy occurs in any other office (Secretary, or Treasurer), the President, upon consultation with the Executive Committee, shall promptly appoint a replacement to fulfil the remaining term of the office from the current pool of Directors.
- e. **Director.** A vacancy in the position of Director shall continue until the next regular election.

## ARTICLE VIII ELECTIONS

**Section 1: Frequency.** Elections shall be held annually. The timing and terms of the elections are defined by the Association's corresponding Nominating Committee policies and procedures.

**Section 2: Medium.** The annual Board of Directors election will take place by electronic medium, as permitted by laws of the Association's State of Incorporation, Tennessee. The medium must ensure security, validity, and confidentiality of the voting process, the verification of those members eligible to vote, and the anonymity of those casting a vote once deemed eligible.

**Section 3: Nominating Committee.** The Nominating Committee, chaired by the Past President, shall consist of at least two members not holding an Officer position on the Board, and who shall have been members for at least one year. The committee shall consist of not less than three members, including the Chair. Duties of the Nominating Committee are defined by corresponding Association policy.

**Section 4: Eligibility to Vote.** All dues-paying members in good standing two weeks prior to the distribution of the ballots are entitled to vote in the election. Payment qualifications and deadlines are confirmed in corresponding Association policy.

**Section 5: Tie Vote.** In the case of a tie vote, each member of the Board of Directors shall participate in subsequent confidential electronic elections until the tie for the contested position is broken.

**Section 6: Installation.** Newly elected and appointed Officers and Directors shall be installed by the President during the Association Business Meeting at the Annual Conference. In the event that the Annual Meeting is not held in June, the terms of appointed officers shall begin on July 1 and end on June 30.



## **ARTICLE IX    COMPENSATION AND REIMBURSEMENT**

Officers and Directors shall not receive any compensation for their volunteer service on the Board of Directors. Officers and Directors may receive reimbursement for actual expenses incurred on Association business if reimbursement is approved in advance by the Board of Directors.

Travel expenses, or partial reimbursement thereof, for attendance at the Annual Conference, or any mandatory in-person board meeting may be approved for reimbursement after discussion and vote by the Board, in advance if funds are available. The Board of Directors may also introduce and vote on reimbursement for a member to represent AAPL at a strategic initiative or national event based as deemed necessary for the achievement of the Association's mission.

Reimbursement of travel and lodging expenses, or payment of speaker fees or honoraria, for invited presenters at the Annual Conference, or other authorized Association events and activities, shall be determined by the corresponding Board-approved policies and procedures governing the Conference Planning Committee. Any reimbursement request deviating from adopted policy requires presentation, discussion, and vote by the Board of Directors in advance of any contractual obligation.

Compensation for Executive or other paid staff under contractual agreement with the Association shall be reimbursed for expenses and services as outlined by the current, Board-approved contractual agreement covering those individuals.

## **ARTICLE XI    AUTHORITIES**

The Association, its Board, and its Committees agree to abide by the rules of procedures contained in the most recent edition of Robert's Rules of Order, Revised. These rules shall govern all Association meetings, including Board meetings, Committee Meetings, Special Meetings, and Business Meetings, unless they are inconsistent with the Charter or Bylaws of the Association, or in conflict with federal law or with the provisions of the Tennessee Nonprofit Corporation Act.

## **ARTICLE XII    FISCAL YEAR**

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

## **ARTICLE XIII    AMENDMENTS**

**Section 1:** The Board of Directors agrees to officially review the Bylaws at least once every two years. Any changes to these Bylaws must follow the procedure and standards outlined below:

**Section 2:** Changing the Bylaws. Suggested changes or amendments to these Bylaws may be recommended by:

- a. The Board of Directors
- b. Ad Hoc Bylaws Review Committee
- c. A group representing at least 10 dues-paying members

**Section 2.1:** Suggested changes or amendments to these Bylaws may be sent to the membership for vote if:

- a. The changes are first discussed and approved by two-thirds (2/3) vote of the Board of Directors

**Section 2.2:** Suggested changes or amendments to these Bylaws are adopted if, after Board approval, they are then:

- a. Ratified by majority vote of at least 20% participation of Association members who are eligible to vote.

Voting on Bylaw changes and amendments take place by electronic medium, as permitted by laws of the Association's State of Incorporation, Tennessee. The medium must ensure security, validity, and confidentiality of the voting process, the verification of those members eligible to vote, and the anonymity of those casting a vote once deemed eligible. The Association Secretary will determine the number of voting members required to achieve quorum for this process, which is 20% of those members eligible to vote two weeks prior to the distribution of the ballot.

### **Amendment Dates**

June 2001

June 2004

June 2005

June 2009

May 2013

July 2013

May 2016

August 2020