



BY-LAWS

SOCIETY FOR ADOLESCENT HEALTH AND MEDICINE (*Latest revision: March 2018*)

ARTICLE I: NAME [FROM CONSTITUTION]

The name of the organization shall be the Society for Adolescent Health and Medicine.

ARTICLE II: MISSION AND VISION (*accepted March 2018*)

Mission: To promote the optimal health and well-being of all adolescents and young adults by supporting adolescent health and medicine professionals through the advancement of clinical practice, care delivery, research, advocacy, and professional development.

Vision: To be a leader in the promotion of health, well-being, and equity for all adolescents and young adults.

ARTICLE III: CORE VALUES (*accepted autumn 2005*)

Recognizing that health is more than the absence of disease, the Society for Adolescent Health and Medicine (SAHM) promotes positive youth development, illness prevention, achievement of individual potential and a sense of physical, mental, and social well-being.

In the pursuit of optimal adolescent health and developmentally appropriate health care, SAHM believes that scientific research provides the evidence base for effective health promotion as well as prevention and treatment of illness and injury.

Four Core Values underlie SAHM's Mission and Vision:

- **EXCELLENCE:** SAHM strives to achieve the highest attainable standard in its mission.
- **LEADERSHIP:** SAHM strives to be the preeminent organization and authoritative voice in advancing adolescent health by increasing awareness of the health needs of adolescents and young adults through effective advocacy, communication, and dissemination of knowledge.
- **INTEGRITY:** SAHM is guided by the highest ideals and ethical standards, including respect for individual dignity, equity, and justice, and recognition that age-appropriate, developmentally sensitive health care is a right and not a privilege.

- **COLLABORATION:** SAHM recognizes that advancing adolescent health depends upon effective partnerships among adolescents, families, health professionals, public and private sectors, communities, schools, and other social institutions.

ARTICLE IV: MEMBERSHIP

- Section 1:** **Charter Membership:** A Charter Member shall be defined as a qualified physician devoting a significant portion of his/her time to the medical care of adolescents. (Charter Membership closed on April 1, 1969.)
- Section 2:** **Regular Membership:** Regular Membership in the Society for Adolescent Health and Medicine shall be open to all professionals involved in service, teaching, or research programs concerned with the health of adolescents and whose training and background are deemed appropriate by the Multidisciplinary Membership Committee. Professionals will be considered for membership upon application to the Society's Business Office. Membership is granted when the completed application and first year membership dues are received in the Society's Business Office with the application having been approved. Regular, Fellow, and Charter Members of the Society for Adolescent Health and Medicine shall have the right to hold office and to vote at the Annual Business Meeting. Members in good standing in the membership categories defined in the SAHM Bylaws, Article IV. Section 5. Membership for Professionals in Training shall have the right to vote to elect the Trainee Representative to the Board of Directors. Eligibility to hold office and serve as Trainee Representative to the Board of Directors will be as defined in Policies and Procedures.
- Section 3:** **Honorary Membership:** Honorary Membership shall be bestowed upon an individual who has made outstanding contributions to clinical, teaching or research aspects of adolescents' health; and/or who, by his or her interest and personal concern, has, in the opinion of the Board of Directors, demonstrated to the Society those qualities and fostered those goals which represent this organization. Request for consideration of an individual for Honorary Membership may be initiated by any member of the Society; approval must be by majority vote of the Board of Directors.
- Section 4:** **Emeritus Membership:** A member may be granted Emeritus Status by action of the Board of Directors based on established criteria (see Policies and Procedures).
- Section 5:** **Membership for Professionals In Training:** Professionals in training may apply for membership in the Society to be effective for the period of their training. Dues will be assessed at a reduced rate for the length of the training period. Professional in-training status must be substantiated in writing annually by the trainee's program director.
- Section 6:** **Fellow Status:** All members in good standing for three or more years who demonstrate both appropriate professional credentials and continuing interest in the care of adolescents may apply for the designation of Fellow of the Society for Adolescent Health and Medicine. A Credentials Review Committee will receive and process all requests for Fellow Status. Qualifications, application procedures, fees, and classification of Fellows are detailed in the Policies and Procedures of the organization.

ARTICLE V: OFFICERS AND THE BOARD OF DIRECTORS

- Section 1:** **Members of Executive Committee.** The Society's Executive Committee is composed of its Executive Officers. Executive Officers of the Society shall be the President, President-Elect, Immediate Past-President, and the Secretary Treasurer; all will have the power to vote except the Secretary Treasurer. The Society's Executive Director is a non-voting ex-officio member of the Executive Committee.
- Section 2:** **Members of Board of Directors.** The Board of Directors shall consist of the President, President-elect, Immediate Past-President, the Secretary Treasurer, a member elected by the Past Presidents' Council, a member elected by the Regional Chapter Presidents, a member elected by the organization's International Chapter, a member elected by SAHM member Professionals in Training, the six members elected at large, the Director of Publications, the Director of Programs, and the Editor in Chief of the Journal; all have the power to vote, except the Secretary Treasurer, Director of Programs, Director of Publications, and Editor in Chief of the Journal. The Society's Executive Director is a non-voting ex-officio member of the Board of Directors.
- Section 3:** **President.** Under ordinary circumstances, the term of President shall be for one year. The president will serve as the chief executive officer of the organization. The President of the Society shall work in close consultation with the Executive Committee. The President or his/her designee shall be an ex-officio member of all committees but without the power to vote.
- Section 4:** **President-Elect.** The President-Elect shall be elected by the membership and shall serve a term of one year. The President-Elect shall then advance to the position of President at the conclusion of the President's tenure. He/she shall assist the President in his/her duties
- Section 5:** **Immediate Past-President.** At the conclusion of his/her Presidency, the President will advance to the position of the Immediate Past-President for a one-year term. The role of the Immediate Past-President is to provide a historical perspective to members of the Executive Committee and the Board of Directors, and to assist with implementation of long-term agendas of the Executive Committee and Board of Directors. The Immediate Past-President shall serve as Acting President for any period of time that the President may be unable to carry out duties of the office.
- Section 6:** **Board of Directors At-Large.** Six Board of Director Members at-large shall be elected by vote of the Membership of the organization for a term of three years with terms so staggered that two new Board of Directors Members are elected annually. At-Large Directors cannot serve more than one term.
- Section 7:** **Past-Presidents' Council Representative.** A member from the Past Presidents' Council shall be elected by the Past Presidents' Council for a three-year term as the Past Presidents' Council Representative. This individual cannot serve more than one term.

- Section 8:** **Regional Chapter Representative.** The Regional Chapter Representative shall be a President-Elect, Current, or Past President of a Regional Chapter of the Society at the time of election. The Representative will be elected by the Regional Chapter Presidents for a three-year term. The Representative cannot serve more than one term. The newly elected Representative cannot be from the same Regional Chapter as the former Representative.
- Section 9:** **International Chapter Representative.** The International Chapter Representative shall be elected by the membership of the International Chapter, and under ordinary circumstances, this shall be the current President of the International Chapter. The International Chapter Representative will attend annual BOD meetings in-person, and participate in other BOD meetings by phone or use of other appropriate technology. Under ordinary circumstances, the Representative will be elected by the International Chapter members for a three-year term. The Representative cannot serve more than one term. It is preferable that the newly elected Representative is not from the same country as the former Representative.
- Section 10:** **Secretary Treasurer.** The Secretary Treasurer shall be appointed by the President with concurrence of the Board for a two-year term subject to re-appointment at the end of each term. The Secretary Treasurer may not serve more than three consecutive terms. The Secretary Treasurer is not a voting member of the Board. The Secretary Treasurer shall perform the usual duties of a Secretary Treasurer, be responsible for maintaining records of the Society, have oversight of the management contract at the Society's Business Office, and act under supervision of the Board of Directors, which shall define duties of the office. The Secretary Treasurer shall be the chair of the Finance Committee. A Deputy Secretary Treasurer shall be appointed by the President with concurrence of the Board of Directors one year prior to the current Secretary Treasurer's term being completed. The Deputy Secretary Treasurer will not be a member of the Executive Committee or a member of the board.
- Section 11:** **Director of Programs.** The Director of Programs shall be appointed by the President with concurrence of the Board for a two-year term. Under extenuating and extraordinary circumstances, the Director of Programs may be re-appointed to a second two-year term. The Director of Programs may not serve more than two consecutive terms. The Director of Programs shall perform the usual leadership duties involved in organizing annual meetings for the organization. The President shall appoint the next Associate Director of Programs with the concurrence of the Board of Directors. The Director of Programs and the current Associate Director of Programs will submit their nominee for the next Associate Director of Programs to the President twelve months prior to the current Associate Director of Programs assuming the role of Director of Programs.

Section 12: **Director of Publications.** The Director of Publications shall be appointed by the President with concurrence of the Board for a three-year term subject to re-appointment at the end of each term. The Director of Publications may not serve more than two consecutive terms. The Director of Publications shall perform the usual leadership duties involved in producing organizational publications (see Policies and Procedures). The President shall appoint a Deputy Director of Publications with concurrence of the Board of Directors. The Director of Publications will submit a nominee for Deputy Director of Publications one year prior to the current Director of Publication's term being completed.

Section 13: **Trainee Representative.** The Trainee Representative shall be elected by members in the membership categories defined in the SAHM Bylaws, Article IV. Section 5. Membership for Professionals in Training. The Trainee Representative shall serve as a voting member for a two-year term on the Board of Directors without eligibility for renewal. Eligibility for election as Trainee Representative will be reserved solely to SAHM members in good standing and as defined in Policies and Procedures. Specific responsibilities of the Trainee Representative, the process for election and reimbursement for expenses will be as defined in Policies and Procedures.

Section 14: **Editor-in-Chief.** The Editor-in-Chief of the Society's Journal shall be appointed by the President with concurrence of the Board of Directors for a five-year term and may be re-appointed to two additional consecutive terms of office.

Section 15: **Vacancies.** The Immediate Past-President shall serve as Acting President for any period that the President may be unable to carry out duties of the office. When a Board of Directors Member or an Officer position is vacated before completion of the term in office, the President shall appoint an individual to fill that position for the remainder of the term.

ARTICLE VI: NON-ELECTED POSITIONS

Section 1: **Executive Director.** The Society shall have an Executive Director. The roles and responsibilities of the Executive Director are described in Policies and Procedures.

Section 2: **Business Office.** The Society shall have a Business Office. The roles and responsibilities of the employees of the Business Office are described in Policies and Procedures.

ARTICLE VII: MEETINGS

Section 1: **Annual Business Meeting:** A meeting of the Society shall be held each year to be known as the Annual Business Meeting. Special meetings may be held at any time at the direction of the Board of Directors, or by petition signed by at least 100 voting SAHM members. Financial status of the Society will be reported at the Annual Business Meeting.

- Section 2:** **Time and Place of the Annual Business Meeting:** The time and place of the Annual Business Meeting shall be designated by the Board of Directors and all members will be notified at least three months (90 days) in advance. Under ordinary circumstances, this Meeting will be held each year in association with a scientific program.
- Section 3:** **Transaction of Business:** At the Annual Business Meeting, candidates who have been elected by the membership for Officers and the Board of Directors shall be announced. All other business of the Society, coming properly before such Annual Business Meeting, may be transacted.
- Section 4:** **Board of Director Meetings:** The Board of Directors shall meet at the time of the Annual Business Meeting, and on at least one other occasion during the year, at least four months before the next Annual Business Meeting of the Society. This meeting may be conducted in person or via teleconference
- Section 5:** **Quorum:** At least 100 voting members of the Society shall constitute a quorum for the transaction of business at the Annual Business Meeting or any special meeting of the Society.
- Section 6:** **Parliamentary Procedures:** All deliberations of the Society, its Board of Directors and committees, shall be governed by parliamentary procedure as interpreted by the current edition of Robert's Rules of Order, when not in conflict with the Bylaws of the Society.

ARTICLE VIII: TERMINATION OF MEMBERSHIP

- Section 1:** **Expulsion:** The Board of Directors shall have the power to expel any member of the Society for Adolescent Health and Medicine for any cause which, in their judgment, shall be deemed sufficient. Such a member may be expelled only after he/she has had notice in writing of the charges proffered against him/her and an opportunity for a hearing by the Board of Directors to be held thereon. Upon such expulsion, all his/her rights and privileges as such member shall be forfeited and terminated.
- Section 2:** **Resignation:** Resignations shall be submitted in writing to the Executive Director. All rights and privileges of a member shall terminate upon resignation or death. No Board action is needed for resignations.
- Section 3:** **Leave of Absence:** Applications for leave of absence shall be submitted in writing to the Executive Director who shall submit them to the Board of Directors. Applications may be granted for good and sufficient reasons, but only to those whose membership dues and assessments have either been rescinded or paid in full. No leave of absence shall be granted for more than one year, but an application for renewal may be submitted if necessary. A member, while on leave of absence, shall be excused from the payment of membership dues. A member, while on leave of absence, shall forfeit all privileges of active membership.

ARTICLE IX: NOMINATIONS AND ELECTIONS

Section 1: Nomination Committee Members. The Nominations Committee shall consist of five persons. The chairperson will be the Immediate-Past President who will serve a one- year term. Each year, two members will be elected by the membership from a slate of at least four nominees to serve for two years.

Section 2: Nomination Committee Meetings. The Nominations Committee members shall convene at a mutually agreeable time in person or by teleconference.

Section 3: Slate of Nominees. The Nominations Committee shall present two candidates for President-Elect and four candidates for the two open at-large Board of Director seats as well as a multiple candidate slate for two positions on the Nominations Committee. In developing the slate of all nominees, consideration shall be given toward identifying leadership capabilities and maintaining professional and geographic diversity representative of the membership.

Section 4: Eligibility for Elected Office. Currently serving Officers, members of the Board of Directors, and Standing or Ad-Hoc Committee Chairpersons shall only be eligible for elected office as follows:

(a) The nominee for President-Elect may be drawn from currently serving elected and appointed Officers and Standing or Ad-Hoc Committee Chairpersons as well as the membership at-large, except as in (b) below.

(b) An appointed or elected Officer or Board of Director member whose term does not expire at the time of the next election may not be nominated for office unless his/her resignation has been submitted to, and accepted by, the President. Such resignation, however, shall not be effective until the nominee's successful election. No Officer or Board of Director member may hold two or more positions concurrently.

(c) Currently serving members of the Nominations Committee shall not be eligible for nomination.

(d) Only SAHM members eligible to vote within the organization may be considered as candidates for elected positions.

Section 5: Voting Procedure. All members eligible to vote will be provided with a printed/electronic ballot prior to the 30-days allocated as the month for SAHM elections.

Section 6: Formal Start Date. All newly elected candidates will assume their office or position at the end of the Annual Business Meeting.

ARTICLE X: COMMITTEES

- Section 1:** **Establishment of Committees and Chairpersons.** All Committees shall be established, and may be dissolved, by the President with concurrence of the Board of Directors. The President shall appoint chairpersons of said committees.
- Section 2:** **Composition of Committees.** Each Standing or Ad-Hoc Committee will have no less than three, nor more than 10 members, excluding the Abstract Review, Awards, and Program Committees. The Credentials Review Committee membership is detailed in Policies and Procedures. All committee members must be members in good standing in the Society and will be appointed by the President or designee.
- Section 3:** **Length of Committee Membership.** A Standing Committee Member will serve for three years and can be re-appointed for an additional three years, but may not serve for more than six consecutive years. Committee chairs may serve two consecutive two-year terms, or four years maximum. No individual can serve as a voting member for more than 6 consecutive years on one committee, either as member or chair. (The Director of Programs is chair of the program committee and is governed by Article V, Section 10. The Secretary Treasurer is chair of the Finance Committee and is governed by Article V, Section 10). See Policies and Procedures for further details.
- Section 4:** **Concurrent Committee Membership.** Society members who are on the Nominations, Awards, and Program Committees may serve on no more than three Committees at any one time. All other Society members may serve on no more than two Committees, Standing or Ad-Hoc, at any one time. (Conditions and terms for the Nominations Committee are addressed in Article IX.)
- Section 5:** **Concurrent Leadership Roles.** No Officer or Board of Directors member, other than the Secretary Treasurer, may serve as Chairperson of a Standing or Ad-Hoc Committee concurrently.

ARTICLE XI: ESTABLISHMENT OF REGIONAL AND INTERNATIONAL CHAPTERS

- Section 1:** **Establishment of Regional Chapters.** Regional Chapters of the Society within the USA may be designated by majority vote of the Board of Directors after a request for such status has been made by six or more SAHM members residing within the boundaries of the proposed Regional Chapter.
- Section 2:** **Structure of Regional Chapters.** Regional Chapters of the Society must adopt the Mission, Vision, and Core Values as stated in Articles II and III of the Bylaws of the Society for Adolescent Health and Medicine and must adopt Chapter Bylaws which at a minimum includes criteria for membership, description of Officers, terms of office, process and timing of elections, requirements for meetings, and requirements for reporting to the national organization.

- Section 3:** **Agreements between SAHM and Regional Chapters.** All Regional Chapters are required to submit to the Regional Chapter Representative with a copy to the Society's Business Office minutes of meetings and results of annual elections. As required by the Internal Revenue Service, all Chapters must complete and send to the Society's Office a SAHM financial report no later than February 15th of each year. Regional Chapters which fail to provide required information shall be considered inactive and will be notified by the Regional Chapter Representative on the Board of Directors of their status. Inactive Chapters are not permitted to use the Society for Adolescent Health and Medicine name and will not receive any Regional Chapter benefits until reporting requirements have been met. Inactive Chapters may appeal their status to the Board of Directors.
- Section 4:** **Eligibility for Leadership.** The President and President Elect of Regional Chapters must be members of the Society for Adolescent Health and Medicine.
- Section 5:** **Eligibility for Membership.** Non-SAHM members may belong to Regional Chapters, but may not hold the position of either President or President Elect.
- Section 6:** **Establishment of International Chapter.** An International Chapter of the Society has been recognized by the Society's Board of Directors. The International Chapter of the Society must adopt the Mission, Vision, and Core Values as stated in Articles II and III of the Bylaws of the Society for Adolescent Health and Medicine and must adopt Chapter Bylaws which at a minimum includes criteria for membership, description of Officers, terms of office, process and timing of elections, requirements for meetings, and requirements for reporting to the national organization. The International Chapter is required to submit to the Society's Executive Director a copy of minutes of meetings and results of elections. The President and President-Elect of the International Chapter must be members of the Society for Adolescent Health and Medicine. Non- SAHM members may belong to the International Chapter, but may not hold the position of either President or President-Elect.

ARTICLE XII: PAST PRESIDENTS' COUNCIL

- Section 1:** **Membership.** A Past Presidents' Council shall consist of all Past Presidents of the Society including the Immediate Past-President. The Council will elect a Chair who will preside over its meetings. The term of the Chair will be a maximum of three years.
- Section 2:** **Representative to Board of Directors.** The Council will elect a Representative to the Board of Directors who will serve a single three year term. The Representative may also be the Chair of the Council.
- Section 3:** **Role of Past Presidents' Council.** The Past Presidents' Council shall serve as an advisory panel on selected, special topics as deemed appropriate by the President.

ARTICLE XIII: AUDIT OF SOCIETY EXPENSES

- Section 1:** A report of Society income and expenses shall be prepared at the end of each calendar year by a qualified accountant. This annual report will be arranged by the Secretary Treasurer and reported at the Board of Directors Meeting and at the Annual Business Meeting. Annual financial reports are available to members upon request to the Society's Business Office.
- Section 2:** An independent audit of Society finances will be carried out annually. This independent audit will be arranged by the Secretary Treasurer.

ARTICLE XIV: PUBLICATIONS

- Section 1:** **Overview.** The Board of Directors through the Director of Publications shall foster and promote publications and contributions to medical and other scientific literature in connection with the mission, vision and core values of the Society.
- Section 2:** **Journal.** There shall be an official Journal to disseminate to the membership and other interested parties. The Editor in Chief of the Society's Journal is directly responsible to the Board of Directors for review of appropriate content of that publication.
- Section 3:** **Newsletter.** Under ordinary circumstances, there shall be a Newsletter published at least quarterly to disseminate information to the membership of the Society and to provide a forum for discussion of pertinent issues. The Newsletter Editor shall be appointed by the Director of Publications with concurrence of the Board of Directors. The Newsletter Editor is directly responsible to the Director of Publications for review of appropriate content of that publication.
- Section 4:** **Publications Reflecting SAHM Views and Policies.** All publications, position papers, or other original materials reflecting the Society's views and policies, whether emanating from Committees or individual members, must be submitted to the Board of Directors for review and approval prior to distribution outside the Society. Such documents should be sent to the Director of Publications for transmittal to the Board. Drafts submitted for the consultative opinions of others and the usual and ordinary correspondence of the Society and its representatives are exempt.

ARTICLE XV: DUES AND FEES

- Section 1:** **Membership Dues.** Dues for the various categories of membership shall be established annually by the Board of Directors and described in the policies and procedures of the organization.

Section 2: **Meeting Registration Fees.** The Director of Programs, the Secretary Treasurer, and the Executive Director will establish any registration fees to be assessed at Meetings of the Society. Registration fees are reduced for Residents, Fellows, Graduate Students, and other trainees with written substantiation from their program director.

Section 3: **Fees for Fellows Status.** Fees for Fellow Status designation shall be established by the Secretary Treasurer and Executive Director, and described in the policies and procedures of the organization.

ARTICLE XVI: AMENDMENTS

Section 1: **Bylaws.** These Bylaws may be amended by a simple majority of those responding to a ballot distributed to all voting members. A quorum will be 100 members. The vote may be of the membership present and voting at the Annual Business Meeting or by a majority vote of those responding to a ballot distributed to all voting members by electronic means or other means. Proposed amendments shall first be submitted to the Board of Directors for review and approval. Policies and procedures may not contradict the bylaws.

Section 2: **Policies and Procedures.** The policies and procedures of the organization will be created by the Executive Director and the members of the Executive Committee, and must be approved by a simple majority of voting members of the Board of Directors. Policies and procedures of the organization will be reviewed annually by the Executive Director. Proposed changes to policies and procedures must be submitted in writing to the Society's Executive Director. Changes in the policies and procedures of the organization will require approval by a simple majority of voting members of the Board of Directors.

ARTICLE XVII: INDEMNIFICATION AND INSURANCE

Each person who at any time is or shall have been a director, officer, employee or agent of the Society, or is or shall have been serving at the request of the Society as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Society in accordance with and to the full extent permitted by the General Not for Profit Corporation Act of the State of California as in effect at the time of adoption of this by-law or as amended from time to time. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any by-law agreement, vote of members or disinterested directors or otherwise insurance on behalf of any person to the full extent permitted by the General Not for Profit Corporation Act of the State of California as in effect at the time of the adoption of this by-law or as amended from time to time.

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