

AGENDA

Saturday, November 14, 2020, 8:00 am PST / 11:00 am EST
GoToWebinar

1. **Call to Order** Michael Sharpe, MD, FACLP
2. **Establishment of Quorum** Madeleine Becker, MD, FACLP
3. **Minutes of Last Meeting [VOTE]** Michael Sharpe, MD, FACLP
4. **President's Report** Michael Sharpe, MD, FACLP
5. **Treasurer's Report** Maryland Pao, MD, FACLP
6. **Secretary's Report** Madeleine Becker, MD, FACLP
Bylaw amendments [VOTE]
7. **Membership Report** Terry Rabinowitz, MD, FACLP
8. **Editor's Report** Theodore Stern, MD, FACLP
9. **Nominating Committee Report [VOTE]** Rebecca Weintraub Brendel, MD, JD, FACLP
The following slate of candidates for officers and directors has been filed by the Nominating Committee and will be voted on by the membership in attendance:

President-elect: Philip Bialer, MD, FACLP
Vice President: Maryland Pao, MD, FACLP
Treasurer: Madeleine Becker, MD, FACLP
Secretary: E. Sherwood Brown, MD, PhD, FACLP
Board Directors: Thomas Heinrich, MD, FACLP, second 3-year term
Mary Ann Cohen, MD, FACLP; to fill the unfinished term of 2-years vacated by Dr. Brown
10. **Old Business**
11. **New Business**
12. **Handing over of Gavel** Michael Sharpe, MD, FACLP / Maria Tiamson-Kassab, MD, FACLP
13. **Adjournment** Maria Tiamson-Kassab, MD, FACLP

DRAFT – NOT YET APPROVED

ACADEMY OF CONSULTATION-LIAISON PSYCHIATRY

MINUTES 2019 ANNUAL BUSINESS MEETING

Friday, November 15, 2019, 5:45–6:30 PM
Sheraton San Diego Hotel and Marina, San Diego, CA

1. **Call to Order/Establishment of Quorum:** Dr. Brendel, president, called the meeting to order at 5:45 PM local time and requested Dr. Pao, secretary, announce the establishment of a quorum for the conduct of business.

Dr. Pao reported that, as of the date of the meeting, the Academy has a total of 1918 voting members, thereby requiring 192 to establish a quorum to conduct the business of the Academy. 201 proxies were received prior to the meeting; of this, 2 were discarded as incomplete/spoiled, leaving the remaining assignments: 199 proxies that appoint the Secretary the right to act as proxy on their behalf, or a designate if s/he is not available; the remainder to assorted Academy members (the list was displayed for meeting attendees). Adding the 65 voting members present at the meeting and proxy forms received, a quorum for the conduct of the organization's business was declared as having been established.

2. **Minutes:** Dr. Brendel called for approval of the minutes of the November 2018 Annual Business Meeting. By show of hands, a motion to approve the minutes as presented was made, seconded and carried.
3. **President's Report:** Dr. Brendel reflected on the past year and thanked everyone for their support during her presidency. She thanked Dr. Becker, chair of the Annual Meeting Program Committee, and all the members of her committee and subcommittees for their excellent work making this year's meeting such a success, remarking on the 1200 attendees for the meeting.

Dr. Brendel reviewed highlights of the development of the new board strategy plan and discussed tentative plans to change the board composition in 2020 to reduce its size. Further details on this will be announced to the membership for approval in the future.

Dr. Brendel reported on:

- Strategic Partnerships: APA / AMA / International collaborations
- Benchmarking: Tom Heinrich leading a task force which seeks to assess productivity and quality metrics
- Academy journal: Ted Stern plans to step down December 2020; publisher contract renewal planned

Dr. Brendel concluded her remarks by thanking all ACLP volunteers and members for making her year as president so memorable.

4. **Treasurer's Report:** Dr. Bialer reported that the Academy is in good financial condition, with total net assets as of September 30 of \$2.3million and a reserve fund of \$1.8million. A clean report from independent auditors was received for financial year 2018.

5. **Secretary's Report:** Dr. Pao reviewed the following bylaw amendments:
- Some reporting responsibilities reassigned from the Vice President to the President-Elect;
 - New language that explicitly delegates the Executive Committee as the body responsible for day-to-day management of the Academy between Board meetings;
 - The Immediate Past President assumes the role of Nominating Committee chair from the President-Elect;
 - Dissolves the Journal and Communications Committees; the responsibilities of the former will be absorbed by the Board and the latter by the Executive Office;
 - Modifies the eligibility basis for election as officer to permit a wider pool of candidates.
 - There are minor changes to harmonize language related to membership nomenclature and to remove duplicate text related to the president's status as committee ex officio and role in the committee appointments process.

By show of hands, a motion to approve the bylaw amendments as presented was made, seconded and carried by a majority vote of those present, including proxy votes.

Dr. Pao concluded her report by reminding members of the new Governance section of the website that organized a range of internal documents for interested members.

6. **Membership Report:** Dr. Pao, chair of the Membership Committee, reported that the Academy now has 1918 members, a nearly 22% increase over last year's number at this same time.
7. **Editor's Report:** Dr. Theodore Stern, editor, reported that the journal is in very good shape, with best-ever submission acceptance time, excellent reviewers, and high numbers of citations and downloaded articles.
8. **Nominating Committee Report:** By acclamation, a motion to approve as presented the following slate of candidates for officers and board directors was made, seconded and carried:

President-elect: Maria Tiamson-Kassab, MD, FACLP
Vice President: Philip Bialer, MD, FACLP
Treasurer: Maryland Pao, MD, FACLP
Secretary: Madeleine Becker, MD, FACLP
Board directors: E. Sherwood Brown, MD, PhD, FACLP; first 3-year term
 Amy Bauer, MD, FACLP; first 3-year term
 James Bourgeois, OD, MD, FACLP; to fill unfinished term of 2-years vacated by Dr. Becker

9. **Old Business/New Business:** Dr. Brendel reported that there was no old or new business to discuss.
10. **Transfer of the Gavel:** Dr. Brendel presented a gavel to Dr. Sharpe to mark his assumption of the office of president and wished him success in the role. Dr. Sharpe reflected on the achievements and leadership of Dr. Brendel while in office and assured the members present that he would keep the positive momentum going. He presented Dr. Brendel with a plaque acknowledging her service.

By show of hands, a motion to adjourn the meeting at 6:30 PM was made, seconded and carried.



ACADEMY OF CONSULTATION-LIAISON PSYCHIATRY

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MEMORANDUM

DATE: August 21, 2020
TO: All ACLP members
FROM: Michael Sharpe, MD, FACL, President
SUBJ: ACLP Proposed Bylaw Amendments

Academy colleagues

While the main purpose of these amendments is to reduce the size of the Board per the Board's announced strategy at the annual members' business meeting in San Diego, California, last November, there are also some language changes to clarify committee composition, change the Nominating Committee composition, and edit the bylaws to be gender neutral. Here is a summary in bullet form:

- Remove a governor position and change references to governor to the immediate past president.
- Remove three board ex officio roles (ACLP's representatives to the APA's Council on Consultation-Liaison Psychiatry, and Assembly Committee of Representatives of Subspecialties and Sections (ACROSS); and the Annual Meeting Committee chair).
- Reduce the number of board directors from nine to seven.
- Amend the composition of the Audit Committee due to the elimination of a governor position.
- Replace the board director appointment with the president-elect on the Nominating Committee; increase the committee size to seven with the addition of two non-board director appointments.
- Clarify committee compositions.
- Modify language to make the bylaws gender neutral.

The Bylaws Subcommittee of the Governance Committee, the full Governance Committee, and ACLP Board of Directors have reviewed and approved these amendments.

Accompanying this memo and posted to the Members' area of the Academy website is a redlined copy showing every proposed amendment compared to the current bylaws.

If you feel this memo is missing an explanation for an amendment that you believe is important, please don't hesitate to contact me (michael.sharpe@psych.ox.ac.uk) or Academy executive director James Vrac (james@CLpsychiatry.org) and we will be happy to reply and also share our responses with the entire membership.

You are invited to review these edits carefully and your comments are welcomed at any time up to the annual business meeting. While you are free to raise your comments at the meeting, which is scheduled for **Saturday, November 14, 2020**, at 8:00 am PST / 11:00 am EST, we encourage you to share your thoughts in advance with us so that we may be prepared to accommodate your feedback in time for the meeting.

I look forward to your participation in the meeting on November 14th.

Vision Statement

The Academy of Consultation-Liaison Psychiatry vigorously promotes a global agenda of excellence in clinical care for patients with comorbid psychiatric and general medical conditions by actively influencing the direction and process of research and public policy, and promoting interdisciplinary education.

Mission Statement

The Academy of Consultation-Liaison Psychiatry represents psychiatrists dedicated to the advancement of medical science, education and health care for persons with comorbid psychiatric and general medical conditions and provides national and international leadership in the furtherance of those goals.

Bylaws of the Academy of Consultation-Liaison Psychiatry, Inc.

(As amended November 2019)

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CHAPTER I. MEMBERSHIP

Section 1.1

The Academy of Consultation-Liaison Psychiatry, Inc. (“Academy”) shall have nine categories of membership: Member, Associate Member, Member-in-Training, Fellow, Life Member, Life Fellow, Honorary Member, Inactive Member, and Inactive Fellow.

Section 1.2 Member

Any psychiatrist who is actively engaged in consultation-liaison psychiatry is eligible to become a Member of the Academy.

Section 1.3 Associate Member

Any individual with an advanced degree who is actively engaged in consultation-liaison psychiatry is eligible to become an Associate Member of the Academy.

Section 1.4 Member-in-Training

Any medical student or any physician who is enrolled in a full-time residency or fellowship training program is eligible to become a Member-in-Training of the Academy.

Section 1.5 Credentials for Membership

Credentials of prospective Members, Associate Members, and Members-in-Training will be reviewed and approved by the Membership Committee and accepted by the Board of Directors.

Section 1.6 Fellow

- A. A Fellow of the Academy shall be a Member who has made significant and continued contributions to the field of consultation-liaison psychiatry as defined by standards approved by the Board of Directors.
- B. To be eligible for fellowship, a Member must have been a Member of the Academy for at least six (6) continuous years following the completion of training.
- C. Fellowship status may only be held by current and Inactive (see Section 5.1 Inactive Membership) Fellows.

Section 1.7 Applications for Fellowship

Applications for fellowship will be reviewed and approved by the Membership Committee and ~~accepted~~ratified by the Board of Directors. Candidates for fellowship must attend the awards ceremony at an annual meeting to become a Fellow of the Academy, unless an exception is made by the Board of Directors.

Section 1.8 Life Membership

- A. Members or Fellows may apply for elevation to status of Life Member or Life Fellow.
- B. Life membership requires that the candidate's years of age plus years of membership in the Academy total 95 or more.
- C. Applications for Life membership will be reviewed and approved by the Membership Committee and accepted by the Board of Directors.
- D. The Board of Directors may confer Life membership by waiving the above requirements in special instances.
- E. Life Members or Life Fellows as of 2012 are exempt from paying dues; those elevated to Life Member or Life Fellow status from 2013 will pay annual dues set by the Board of Directors.
- F. Life Members or Life Fellows retain all the privileges of membership.

Section 1.9 Honorary Member

- A. Persons of outstanding personal character, meritorious achievement and significant contributions to the field of consultation-liaison psychiatry and the mission of the Academy but who do not qualify for Academy membership under existing categories, may qualify for Honorary membership.
- B. Honorary membership may only be given by a majority vote of the Board of Directors.
- C. Honorary Members do not pay dues, vote, or hold office in the Academy.

Section 1.10 Inactive Membership

- A. Members, Life Members, Associate Members, Fellows and Life Fellows of the Academy, who are temporarily disabled or have other acceptable reasons, may apply for Inactive status.
- B. The term of Inactive status shall be recommended by the Membership Committee and approved by the Board of Directors. If a petition for return to active status is not received after three years, the person shall be dropped from membership in the Academy.

- C. Inactive members do not pay dues, vote, or hold office in the Academy.

Section 1.11 Privileges

- A. Only Members, Life Members, Fellows, and Life Fellows of the Academy may vote at meetings and elections of the Academy.
- B. Only Fellows qualify for election to the Board of Directors.
- C. Only Fellows who have completed at least one full year of service on the Board of Directors qualify for election to office in the Academy.
- D. All members of the Academy who pay dues shall receive the journal of the Academy.

Section 1.12 Termination of Membership

- A. Membership in the Academy may be terminated upon display of:
 - 1) Unethical conduct, as determined by the Governance Committee and ratified by a two-thirds vote of the Board of Directors;
 - 2) Upon a two-thirds vote of the Board of Directors for any action considered injurious or detrimental to the objectives and good name of the Academy, including conviction of a felony;
 - 3) Termination of membership in the major association of ~~his or her~~ [a given member's](#) primary professional group for violation of its code of ethics;
 - 4) Nonpayment of dues.
- B. Procedures for terminating membership due to unethical conduct have been developed by the Governance Committee and approved by the Board of Directors [see [Chapter VIII, Section 8.7 \(C & D\)](#)]. Other than for nonpayment of dues, members have a right to present a defense and be represented by legal counsel.
- C. Members who are terminated by action of the Board of Directors or for unethical conduct may reapply for membership in the Academy after five years.
- D. Members who resign in good standing with all dues paid may apply for reinstatement.

CHAPTER II. MEETINGS

Section 2.1 Annual Meeting

- A. An annual meeting with scientific, educational and business agenda will be held at a time and place determined by the Board of Directors.
- B. A ceremony for the presentation of awards and installation of Fellows will be held at the annual meeting.

Section 2.2 Business Meeting

- A. A business meeting of the Academy will be held at the annual meeting.
- B. The agenda for the business meeting will include, but not be limited to, reports of various committees, reports of officers, and election of officers.
- C. At the business meeting a quorum shall be the presence, in person or by proxy, of one hundred (100) members with voting privileges.

Section 2.3 Additional Business Meetings

- A. Business meetings of the Academy may be called by: 1) the Executive Committee by a majority vote; 2) the Board of Directors by a majority vote; 3) or by petition of one hundred (100) voting members of the Academy sent to the Secretary.

- B. The call for an additional business meeting will explain reasons and agenda for the meeting. At the meeting, only the agenda publicized to the membership may be considered and acted upon.
- C. The call for an additional business meeting will be circulated to the membership not less than ten (10) nor more than fifty (50) days prior to the meeting, which will be scheduled at a convenient time and place.

Section 2.4 Additional Scientific Meetings

- A. The Board of Directors may recommend, approve or authorize additional scientific meetings of the Academy.
- B. Additional scientific meetings may be international, national, regional, or local in design and purpose.
- C. The Board of Directors may also approve Academy co-sponsorship of scientific meetings upon satisfying itself that the program is of high quality and that the objectives of the Academy will be served. The opinion and advice of the Education Committee will be sought in these instances.

Section 2.5 Proxies

- A. Members entitled to vote at a meeting of members, or to express consent or dissent without a meeting, may authorize and instruct (either by a writing or electronic transmission) another person or persons, who must be an Academy member, in good standing, with voting privileges, to act by proxy for the member.
- B. A proxy must be signed (either manually or electronically) by the member, or ~~his or her~~the member's attorney-in-fact, and submitted to the Secretary no later than seven (7) days prior to the meeting then called. No proxy shall be valid after the expiration of three (3) months from the date thereof unless otherwise provided in the proxy. A proxy shall be revocable at the pleasure of the member executing it, except as otherwise required by the New York Not-for-Profit Corporation Law (as amended from time to time or any successor statute governing New York nonprofit corporations).
- C. The authority of the holder of a proxy to act shall not be revoked by the incompetence or death of the member who executed the proxy unless, before the authority is exercised, written notice of adjudication of such incompetence or of such death is received by the Secretary.

CHAPTER III. THE BOARD OF DIRECTORS

Section 3.1 Membership

- A. The governing body of the Academy is the Board of Directors.
- B. The Board of Directors will be composed of: The officers of the Academy (President, President-Elect, Vice President, Treasurer, Secretary); the ~~two most recent~~immediate past ~~presidents~~ ~~(Governors)~~president; and ~~nine~~seven directors.
- ~~C. If not a current member of the Academy Board of Directors, the chairperson of the APA's Council on Consultation-Liaison Psychiatry is an ex officio member of the Board of Directors, without vote.~~
- ~~D. If not a current member of the Academy Board of Directors, the Academy's representative to the APA's Assembly Committee of Representatives of Subspecialties and Sections (ACROSS) is an ex officio member of the Board of Directors, without vote.~~
- ~~E.C.~~C. The Executive Director is an ex officio member of the Board of Directors, without vote.

Section 3.2 Duties of the Board of Directors

- A. The Board of Directors shall oversee all efforts to pursue the mission of the Academy and shall concern itself with maintaining the standards and effectiveness of the Academy.
- B. The Board of Directors shall have the authority to fill any vacancies on the Board or among the officers, except as otherwise provided for or limited by the Certificate of Incorporation or bylaws.
- C. The Board of Directors shall accept applications for membership and fellowship in the Academy as recommended by the Membership Committee.
- D. The Board of Directors shall arrange for election of officers and directors and for their installation.
- E. The Academy Board shall appoint the officers and directors of the Board of Directors of the Foundation of the Academy of Consultation-Liaison Psychiatry.
- F. The Board of Directors shall approve the time and place of the annual scientific meeting and shall approve the program for this meeting as proposed by the Annual Meeting Committee. It may also approve other meetings of the Academy as are deemed necessary and authorized by the [Bylaws, Chapter II](#).
- G. The Board of Directors shall determine dues for all classes of membership by a majority vote.
- H. The Board of Directors shall oversee and direct the financial affairs of the Academy.
- I. The Board of Directors shall, in cooperation with the Editor, exercise direction and assume responsibility in all matters related to publication of the Academy's journal. It shall approve both its editorial policies and contract for its publication.
- J. The Board of Directors shall assist the President in overseeing the functioning of all committees.
- K. The Board of Directors shall hire the Executive Director or a management company and shall define the duties and responsibilities of that position.
- L. The Board of Directors may propose, direct and authorize such additional functions, organizational components or activities of the Academy as may be necessary to achieve the mission of the Academy in business or professional areas not otherwise specified in the bylaws, but compatible with the Certificate of Incorporation and bylaws.

Section 3.3 Meetings of the Board of Directors

The Board of Directors shall meet during the annual meeting and at additional meetings that may be called by the President or by petition of five members of the Board. Two weeks' written, or electronic transmission notice shall be required unless such notice is unanimously waived by the Board of Directors.

Section 3.4 Quorum of the Board of Directors

A quorum for official actions of the Board of Directors shall consist of a majority of voting members.

Section 3.5 Chair of the Board of Directors

The President is chair of the Board. In [the President's](#) ~~his or her~~ absence, the President-Elect or the Vice President, in that order, may be pro tem chair. In absence of these officers, a pro tem chair may be elected by a majority of the voting members of the Board present and voting.

Section 3.6 Removal from the Board of Directors

- A. An officer, ~~or~~ director, ~~or Governor, who is~~ unwilling or unable to attend three consecutive Board meetings is presumed to have resigned from the Board of Directors.
- B. For good and sufficient reason, including written explanation and affirmation of continuing interest in the office, the Board of Directors, by a two-thirds vote, may extend, for an additional six months, the time before declaring such a vacancy.

- C. Upon return to duty the matter will be dropped or, when the six-month period of inactive duty expires, the Board of Directors will declare the office vacant.

Section 3.7 ~~Governors~~ Immediate Past President

~~A. The two most recent past presidents of the Academy are designated as Governors.~~

~~B. The Governors are board directors with power to vote.~~

~~C.~~ A. Should ~~a Governor~~ the Immediate Past President be unable or unwilling to serve, ~~s/he~~ the individual may be presumed to have resigned. In this instance, ~~his or her~~ the position is declared vacant and is not refilled.

~~D.~~ B. ~~A Governor~~ The Immediate Past President is not eligible for re-election to the Board of Directors or to other office until one year after completion of ~~his or her~~ the term ~~as Governor~~.

CHAPTER IV. OFFICERS

Section 4.1 President

The President-Elect will automatically become President at the annual business meeting following completion of the President-Elect's full term of office. The President's term is one year. Presidents may not succeed themselves.

Section 4.2 Duties of the President

- A. The President is the chief executive officer of the Academy.
- B. The President shall chair meetings of the Board of Directors, Executive Committee, the annual business meeting, and other meetings of the Academy.
- C. The President shall appoint, with Board approval, members and chairs of the Standing Committees (Bylaws, Chapter VIII), and appoint ad hoc committees. ~~S/he is~~ The President is an ex officio member of all committees.
- D. Officers of the Academy, the Executive Director, and committee chairs report to the President.
- E. The President is the spokesperson for the Academy. As such, ~~s/he~~ the President expresses and interprets the objectives or positions of the Academy to the membership and to the public, with the approval, advice, direction and/or participation of the Board of Directors.
- F. The President may, in consultation with the Executive Committee, authorize the expenditure of amounts up to but not exceeding \$2,500.

Section 4.3 President-Elect

The President-Elect will succeed the President ~~upon the President's completion of his or her full term~~ once the President's full term is completed. The term of President-Elect is one year.

Section 4.4 Duties of the President-Elect

- A. The President-Elect will function at the direction of the President and become familiarize ~~him/herself~~ with the various activities of the Academy to prepare for the presidency the following year. With the President, the President-Elect will receive reports of committees, subcommittees, and task forces. The President-Elect will chair various meetings of the Academy should the President be absent.
- B. The President-Elect will act as Parliamentarian at Board and annual business meetings and will be guided by Robert's Rules of Order Newly Revised to the extent to which they are consistent with these bylaws and any special rules of order the Academy may adopt.

Section 4.5 Vacancy of the President

Should the office of President become vacant or should the President be unable to serve, the President-Elect will complete the President's term of office and then serve a full term as President.

Section 4.6 Vacancy of the President-Elect

Should the office of the President-Elect become vacant, or should the President-Elect be unable to serve, the unexpired term of office will not be filled. In this event, a President and President-Elect for the upcoming terms will be elected at the next annual business meeting.

Section 4.7 Vice President

The Vice President is elected for a one-year term. The Vice President does not automatically succeed to other offices and may not succeed themselves.

Section 4.8 Duties of the Vice President

- A. The Vice President will chair various meetings of the Academy should the President and the President-Elect be absent.
- B. The Vice President will function at the direction of the President, ~~and s/he~~ will assist the President and the President-Elect in such functions and activities as are deemed appropriate.

Section 4.9 Treasurer

The Treasurer is the chief financial officer of the Academy and is elected for a one-year term. The Treasurer does not automatically succeed to other offices and may not succeed themselves.

Section 4.10 Duties of the Treasurer

- A. The Treasurer will function at the direction of the President.
- B. The Treasurer shall maintain records, using accounting methods approved by the Board of Directors or the Finance Committee, of all funds received, expended or maintained by the Academy.
- C. The Treasurer shall authorize all payments made by the Academy.
- D. The Treasurer shall authorize all contracts with a value, in part or whole, of less than \$10,000.
- E. The Treasurer shall cause notices of annual dues to be sent to the Academy membership and shall receive the payment of such dues.
- F. The Treasurer shall prepare, at least semi-annually or more often if directed by the Board of Directors, summaries and reports of assets and liabilities, income and expenditures and other financial data.
- G. The Treasurer shall explain, cooperate, recommend and advise the officers, the Board of Directors, the Finance Committee, and the membership concerning financial matters as required.
- H. The President, President-Elect, and Treasurer are authorized to sign checks.
- I. The Treasurer may arrange for certain of the above duties to be assumed by the Executive Director, including authorizing payments and signing checks as specified in Section 4.2 (H) of this Chapter. In doing so, the Treasurer retains responsibility for, and supervises the work of the Executive Director.

Section 4.11 Secretary

The Secretary is elected for a one-year term. The Secretary does not automatically succeed to other offices and may not succeed themselves.

Section 4.12 Duties of the Secretary

- A. The Secretary will function at the direction of the President and shall serve as vice chair of the Finance Committee.

- B. The Secretary shall maintain an accurate and current list of the membership together with their addresses and other appropriate information.
- C. The Secretary shall notify the membership of the time, place and agenda of the annual business and other meetings of the Academy no more than sixty (60) days prior to such meetings.
- D. The Secretary shall supply the editor of the newsletter with such notices, news and business of the Academy as are to be published.
- E. The Secretary shall see that minutes of the Board of Directors and Executive Committee are made and filed. ~~S/he~~[The Secretary](#) will receive interim and annual reports of all committees and maintain these in permanent file.
- F. The Secretary shall notify candidates of election to membership and of changes in membership status.
- G. The Secretary shall consult and cooperate with the officers, board directors, committees, and membership as appropriate.
- H. The Secretary shall collect proxy votes submitted by members for all meetings at which voting is scheduled and report on such to the chair of the duly noticed meeting.

Section 4.13

The Secretary may arrange for any or all the above duties to be assumed by the Executive Director. In doing so, the Secretary retains responsibility for, and supervises the work of the Executive Director.

CHAPTER V. ELECTIONS

Section 5.1 Election of Officers

Officers are Fellows of the Academy who have served a minimum of one year as a board director. Officers are elected at an annual business meeting of the Academy.

Section 5.2 Nomination of Officers and Board Directors

Nominations for Academy officers and board directors are made by the Nominating Committee, or by the membership in the manner specified in Chapter V, Section 5.5. Nominations by Petition. The names of nominees are published to the membership two months prior to the meeting at which a vote is to be taken ([Bylaws, Chapter VIII, Section 8.3](#)).

Section 5.3 Election of Board Directors

- A. To be elected a board director, a candidate must be a Fellow of the Academy. Board directors are elected at the annual business meeting of the Academy for three-year terms and may ~~succeed themselves~~ [seek re-election](#) for a second three-year term not counting partial terms.
- B. The Board of Directors by a majority vote may elect an interim director to fill a vacancy arising for any reason. The interim director will serve until the next election is held. At that time, a candidate, nominated by the Nominating Committee and elected by the membership, will fill the remainder of the unfinished term. An incomplete term does not count as a full term for the sake of determining eligibility for future elections as director.

Section 5.4 Nomination of the Officers and Directors of the Board of Directors of the Foundation of the Academy of Consultation-Liaison Psychiatry

Nominations for the officers and directors of the Board of Directors of the Foundation of the Academy of Consultation-Liaison Psychiatry are made by the Nominating Committee.

Section 5.5 Nominations by Petition

Nominations for office may also be made by petition of thirty (30) members of the Academy with voting privileges. The petition must include a statement by the candidate indicating ~~his or her~~ the intention to serve if elected. The petition must be delivered to the Secretary two months prior to the meeting at which a vote is to be taken and, if the petition is valid, the nominee's name must be published to the voting membership one month prior to the meeting at which a vote is taken.

Section 5.6 Voting at Annual Meetings

Voting at the annual business meeting for elections may be by acclamation and the Secretary may record a unanimous vote if the candidate is unopposed. If more than one candidate runs for any office the vote will be by secret ballot ([Bylaws, Chapter V, Section 5.8](#)).

Section 5.7 Voting Procedures

- A. If more than one candidate for office is proposed, the election shall be conducted by a majority vote of the members, in person or by proxy, voting at the annual business meeting.
- B. When more than two candidates are nominated for any office, voting at a business meeting will be according to the preferential method of secret ballot.
- C. According to the preferential method of voting, the names of all nominees for any office will be listed on the ballot in an order established by the drawing of lots.
- D. Voters will rank the nominees in order of their preference (i.e., first, second, third, etc.).
- E. Tellers will identify the two candidates who received the most first-place votes. These two become the final candidates. Voters will then cast ballots for one of these candidates after which a winner of the election will be declared.

Section 5.8 Time of Assuming Office

- A. Newly elected Officers and board directors shall take office immediately after the annual business meeting.
- B. Should the election of officers and board directors be delayed beyond the time of the annual business meeting, they shall take office immediately after the certification of their election.

Section 5.9 Special Circumstances

- A. Should sudden or unplanned circumstances prevent the holding of an annual business meeting electronic proxy ballots will be sent to the voting membership immediately. Electronic proxy ballots must be returned within one month and elected candidates will take office immediately the results are certified by the Board of Directors.
- B. The previous Board of Directors will continue to function in the interim but no longer than two months without exceptional justification.

Section 5.10 Tellers

In the event of a secret ballot at an annual business meeting or other meeting of the Academy, the President will appoint tellers to count the ballots and report the vote. The counting of ballots may be observed by Members.

Section 5.11

In the event of a mail ballot, the President will appoint tellers to count the ballots and report the vote. The counting of ballots may be observed by Members.

CHAPTER VI. EXECUTIVE DIRECTOR

Section 6.1 Title

The Board of Directors may secure the services of an Executive Director or a management company. The Executive Director shall not be a member of the Academy. The Executive Director may serve concurrently as the Executive Director of the Foundation of the Academy of Consultation-Liaison Psychiatry.

Section 6.2

The Executive Director or the management company employing the Executive Director shall have a formal contract for a length of time and at such compensation as agreed by the Board of Directors. Such contract shall not be valid until approved by the Board.

Section 6.3

The Executive Director shall function under the direction of, and be responsible to, the President of the Academy and shall be responsible for such administrative services as are required for adequate functioning of the organization.

CHAPTER VII. EDITOR OF THE JOURNAL

Section 7.1 Title

The Board of Directors will appoint an Editor of the journal.

Section 7.2

The Editor of the journal must be a Fellow of the Academy with distinguished work in professional activities involving the mission of the Academy, is esteemed by colleagues ~~who has distinguished himself or herself in professional activities involving the mission of the Academy, is esteemed by his or her colleagues~~, and has the literary, editorial and leadership qualities deemed appropriate for the editorship.

Section 7.3

The Editor of the journal will enter into a contract with the Academy to be approved by the Board of Directors for a term of up to five years. The Editor is eligible to ~~succeed himself/herself~~ serve for subsequent five-year terms.

Section 7.4

The compensation and expenses of the Editor will be determined by the Board of Directors.

Section 7.5

The Editor of the journal will secure professional papers for publication in the journal. These will be compatible with the aims and objectives of the Academy. The Editor will not comment on the business or organizational aspects of the Academy. These are the prerogatives of the President, the Board of Directors, or individuals authorized to write about such matters in the journal.

Section 7.6

The Editor will submit a report of activities and of the editorial status and functions of the journal upon request of the Board of Directors, but not less than annually.

Section 7.7

The Editor will consult with the publisher who oversees the business, circulation and financial aspects of the journal.

CHAPTER VIII. STANDING COMMITTEES**Section 8.1 Standing Committees**

There shall be the following Standing Committees: Annual Meeting, Audit, Education, Executive, Finance, Governance, Membership, Nominating, and Research and Evidence-Based Practice.

Section 8.2 Executive Committee

- A. The Executive Committee is composed of the President, President-Elect, Vice President, Treasurer and Secretary.
- B. Between meetings of the Board, the Executive Committee may, in place of the Board, act on all matters consistent with the goals of the Academy. Such activities must be ratified by the Board of Directors.
- C. Contracts may be entered into or authorized by the Executive Committee. In no instance is a contract with a value, in whole or part, of \$10,000 or more valid until approved by the Executive Committee.

Section 8.3 Nominating Committee

- A. The Nominating Committee will consist of the Immediate Past President, as chair, ~~an at-large board director approved by the Board of Directors~~ the President-Elect, and ~~three~~ five current members of the Academy who are not board directors ~~- appointed to three-year terms.~~ No member of the Nominating Committee shall be eligible for nomination in any elections while serving.
- B. The Nominating Committee will submit to the Secretary a slate of candidates for officers and board directors for the next elections of the Academy no later than three (3) months before the annual business meeting.
- C. The Nominating Committee will submit to the Secretary a slate of candidates for officers and directors to be appointed to the Board of Directors of the Foundation of the Academy of Consultation-Liaison Psychiatry no later than three (3) months before the annual business meeting.

Section 8.4 Education Committee

- A. The Education Committee will consist of the chairs of the Education Subcommittees, and any current member of the Academy appointed for three-year terms. The chair of the Education Committee shall be a board director.
- B. The Education Committee will be responsible for promoting and overseeing the educational activities of the Academy.

Section 8.5 Membership Committee

- A. The Membership Committee will consist of five current members of the Academy appointed for three-year terms ~~-The and a chair of the Membership Committee, who~~ shall be a board director. The Secretary will be an ex officio member of the Membership Committee.
- B. The Membership Committee will review the credentials of applicants and nominees for all classes of membership in the Academy as defined in Bylaws, Chapter I.

- C. The Membership Committee shall establish, periodically review and, as necessary, modify criteria for membership in the Academy.
- D. The Membership Committee will review applications for fellowship in the Academy annually and determine whether applicants meet established criteria. The Committee will then transmit to the Board of Directors, for its approval, the names of those it is recommending for fellowship.
- E. The Membership Committee will, on an annual basis and in consultation with the Board of Directors, select recipients for Academy awards.

Section 8.6 Finance Committee

- A. The Finance Committee will consist of ~~five current members of the Academy. The~~ the Treasurer ~~will be the~~ as chair ~~of the Finance Committee,~~ the Secretary ~~shall be~~ as vice chair. ~~The remaining, and three current members are~~ of the Academy appointed for three-year terms.
- B. The Finance Committee will oversee, with the approval of the Board of Directors, the investment of Academy funds, procedures for receiving and disbursing funds, methods of accounting and bookkeeping, and preparation of financial reports. It will also relay to the Board of Directors information about the Academy's financial situation.
- C. The Finance Committee may recommend actions having to do with Academy finances (e.g., change in dues) to the Board of Directors.

Section 8.7 Governance Committee

- A. The Governance Committee will consist of the Secretary, as chair, and five current members of the Academy appointed for three-year terms. ~~The Secretary will be the chair of the Governance Committee.~~
- B. The Governance Committee will monitor the functioning of the Academy to ensure it is in conformity with the Certificate of Incorporation and bylaws. Where necessary, it will make recommendations for additions, deletions, or changes in these documents.
- C. The Governance Committee will define and monitor ethical standards of presenters and presentations at, and of unrestricted grant funding for, the annual meeting.
- D. The Governance Committee will investigate all allegations of unethical conduct brought against any member of the Academy, as specified in the Bylaws, Chapter I, Section 1.12. The Committee will then present its recommendations for change in membership status or censorship of a member to the Board of Directors. The Committee will periodically review the procedures it is to follow in investigating and hearing cases of alleged misconduct.

Section 8.8 Annual Meeting Committee

- A. The vice-chair of the committee is selected by the President-Elect for a term of one year and shall be the successor program chair. ~~If the member selected by the President-elect to chair this committee is not already a board director, then s/he will become an ex officio member of the Board of Directors without voting privileges during tenure as chair.~~
- B. The Annual Meeting Committee will consist of up to two serving members of each subcommittee, serving terms concurrent with subcommittee appointment. The Academy's CME sponsor liaison, appointed for three-year terms, is also a member of the committee.
- C. The Annual Meeting Committee will be responsible for developing, organizing and promoting the annual meeting program.

Section 8.9 Research and Evidence-Based Practice Committee:

- A. The Research and Evidence-Based Practice Committee will consist of 12 current members of the Academy appointed for three-year terms. ~~The and a chair of this committee, who~~ shall be a board director.
- B. The Research and Evidence-Based Practice Committee will be responsible for:
 - 1) Endeavoring to stimulate and support research and teaching in consultation-liaison psychiatry by whatever means it deems appropriate.
 - 2) Developing position statements or action plans relevant to: external standards and accreditation organizations; Federal legislation and regulatory efforts; other professional organizations (e.g., AMA, APA, ACP, etc.); and/or reviewing existing policy statements of other organizations.
 - 3) Leading and developing clinical practice guidelines, summaries of published evidence for aspects of consultation-liaison psychiatry practice, and other materials conducive to the clinical practice of consultation-liaison psychiatry, as guided and approved by the Board of Directors.
 - 4) Developing updated information regarding current cutting-edge business models and practice and health reform initiatives that may help support consultation-liaison psychiatry.

Section 8.10 Audit Committee

- A. The Audit Committee shall consist of the ~~current~~ Immediate Past President and two board ~~Governors and one board director,~~ directors appointed to a ~~one~~ staggered two-year ~~term, who has not served as Treasurer~~ terms.
- B. The Audit Committee will supervise the appointment of an auditor who will perform an annual financial audit of the organization.
- C. The Audit Committee will review the audit report and direct it to the board for approval.

Section 8.11 Subcommittees and Task Forces

The President may establish, in consultation with the Board of Directors, various subcommittees and task forces under each standing committee to help with the mission of the standing committee.

Section 8.12 Special Interest Groups (SIGs)

- A. The Board of Directors may appoint ~~various~~ SIGs as needed, according to procedures of its choosing.
- B. The size of SIGs, their charges and method of functioning will be determined by the Board of Directors.

CHAPTER IX. AMENDMENTS**Section 9.1**

Changes to the Certificate of Incorporation or bylaws may originate in the Board of Directors by a majority vote or by the petition of one hundred (100) voting members of the Academy. Such a petition must be delivered to the Secretary and placed on the agenda of the next annual or mid-year meeting of the Board of Directors.

Section 9.2

Proposed changes to the Certificate of Incorporation or bylaws will be publicized to the membership at least two months prior to the annual business meeting when a vote is to be taken, or before an electronic proxy ballot is sent out. Reasons for the proposed amendments will be included in the published materials and, if the amendment originates outside the Board of Directors, the recommendations of the Board of Directors for or against the proposal, will be published.

Section 9.3

At an annual or other meeting, a proposed amendment to the Certificate of Incorporation or bylaws that has been duly publicized may have wording added, deleted or changed by a majority vote of those present and voting, provided the original meaning and intent is not changed. Passage of the proposed changes at the annual business meeting will be by a majority of voting members present. If the Board of Directors directs that the changes be submitted to the entire voting membership by electronic proxy ballot, providing a quorum of one hundred (100) voting members of the Academy is satisfied, a majority of those voting will be necessary for passage.

Section 9.4

If passed, changes to the Certificate of Incorporation or bylaws take effect immediately unless otherwise provided in the amendment.

CHAPTER X. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Academy in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Academy may adopt.