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**BYLAWS  
OF  
ALLIANCE FOR ACADEMIC INTERNAL MEDICINE, INC.**

(A Delaware non-stock, not-for-profit corporation)

**ARTICLE I: NAME AND OFFICES**

**Section 1: Name**

The name of the corporation is Alliance for Academic Internal Medicine, Inc. (hereinafter referred to as the “Alliance”).

**Section 2: Offices; Registered Agent**

The principal office of the Alliance shall be located in the Commonwealth of Virginia or at such other place as the Alliance Board of Directors (collectively the “Board of Directors” and individually a “Director”) shall from time to time designate. A copy of the Certificate of Incorporation, Bylaws, all books, records, minutes, and related documents of the Alliance shall be kept at the principal office at all times. The Alliance shall have and maintain within the State of Delaware and within any jurisdiction in which it is doing business a registered agent whose business address is identical with the registered office of the Alliance in that jurisdiction. The Board of Directors may from time to time, as they see fit, change the Alliance’s registered agent in any jurisdiction.

**Section 3: Duration**

The Alliance shall have perpetual existence.

**ARTICLE II: PURPOSE, MISSION, AND VISION**

**Section 1: Purpose**

The Alliance is committed to uniting, preserving, and promoting academic internal medicine; ensuring that academic internal medicine maintains its excellence in educating the next generation of physicians; conducting groundbreaking health research; providing high-quality care to patients; and developing faculty and staff leaders in departments of internal medicine.

Notwithstanding the foregoing, the Alliance is organized as an organization described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”) and shall be operated consistent with the requirements described in Code section 501(c)(3).

**Section 2: Mission**

AAIM fosters the advancement of learning, discovery, and caring by enhancing the professional growth of academic internal medicine faculty, administrators, and

physicians-in-training.

### **Section 3: Vision**

Academic internal medicine, as the home of medical education and research, is the generator of innovation for health care, now and for the future.

## **ARTICLE III: AFFILIATION WITH, INTEGRATION INTO, AND WITHDRAWAL FROM THE ALLIANCE**

### **Section 1: Founding Members**

The Founding Members of the Alliance were the following entities:

- Association of Professors of Medicine (APM);
- Association of Program Directors in Internal Medicine (APDIM);
- Association of Subspecialty Professors D/B/A Association of Specialty Professors (ASP);
- Clerkship Directors in Internal Medicine (CDIM); and
- Administrators of Internal Medicine (AIM).

### **Section 2: Establishment of Founding Member Councils to Represent the Interests of Founding Members Subsequent to Merger into the Alliance**

As of July 1, 2013, each of the Founding Members integrated into the Alliance. The interests of each Founding Member are now represented by a Founding Member council (“Founding Member Council”). Founding Member Councils’ rights and responsibilities are pursuant to each Founding Member’s merger agreement with the Alliance. For purposes of clarity, where these Bylaws refer to a Founding Member Council with respect to an action taken prior to the merger of the Founding Member or with respect to an officer of the Founding Member Council, such action or officer shall be deemed to have been pursuant to the Founding Member Council even if effected under the Founding Member at the relevant time.

### **Section 3: Associate Members**

- (a) Application to affiliate with the Alliance as an Associate Member shall be open to any academically focused organizations that are committed to the future of academic internal medicine, rather than particular specialties within internal medicine.
- (b) Any entity desiring affiliation pursuant to Article III, Section 3(a) shall only be a Provisional Associate Member after approval of the application by a unanimous vote of the Board of Directors. Entities will be a Provisional Associate Member for a term of one-year. During the one year as a Provisional Associate Member, no voting or Alliance membership rights of any kind will be granted.
- (c) After one year, a Provisional Associate Member shall be eligible to merge into the Alliance by a second unanimous vote of the Board of Directors and therein become an

Associate Member (in contrast to a Founding Member). Merger into the Alliance requires transfer of all assets of the merging Associate Member to the Alliance as defined in the joint merger agreement. A merged Associate Member shall always be considered as such and may never be considered a merged Founding Member.

- (d) An Associate Member will have no voting or Board of Directors representation rights of any kind.
- (e) Post-merger, an Associate Member Council will be convened to represent the interests of the former Provisional Associate Member.
- (f) An Associate Member not unanimously approved for merger after one year may request an additional year as a Provisional Associate Member, or is subject to termination, at the discretion of the Board of Directors. The Board of Directors may grant indefinite Provisional Associate Member status at its discretion, on a case-by-case basis.

#### **Section 4: Societal Affiliates**

- (a) The Alliance from time-to-time may invite internal medicine subspecialty societies to participate as societal affiliates (“Societal Affiliates”). A Societal Affiliate may choose to partner with a Founding or Associate Member Council on a specific project, program, or activity with the approval of the Board of Directors.
- (b) A Societal Affiliate is not an Associate Member nor a Provisional Associated Member, and will not be granted rights or privileges as such.
- (c) A Societal Affiliate will have no voting or Board of Directors representation rights of any kind.

#### **Section 5: Termination of Affiliation With the Alliance**

- (a) A Founding Member may request termination of affiliation with the Alliance pursuant to its notification obligation as outlined in the Alliance and Founding Member’s joint merger agreement. Termination of such membership shall be put into effect as of the first day of the month following the 90th day on which the vote to terminate the membership occurs. A terminating Founding Member shall continue to have all responsibilities applicable to its Founding Member Council immediately prior to its termination, as applicable, through the date of its termination.
- (b) An Associate Member, acting through its post-merger representative(s), may request termination of membership pursuant to its notification obligation as outlined in the Alliance and Associated Organization’s merger agreement. The Alliance may terminate and unwind the merger of an Associate Member with or without reason, by a unanimous vote of the Board of Directors. Written notice of such termination shall be provided to the terminated Associate Member’s post-merger representative(s). A

139 terminated Associate Member shall continue to have all responsibilities applicable to  
140 its Associate Member Council immediately prior to its termination, as applicable,  
141 through the date of its termination.  
142

- 143 (c) A Societal Affiliate may request termination of membership by filing a written  
144 request with the Secretary. The terminating Societal Affiliate's notice will take effect  
145 immediately following the receipt of the request filed with the Secretary. The  
146 Secretary shall provide an annual report to the Board of Directors on all requests for  
147 termination of membership.  
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## 149 **Section 6: Dues for Associated Organizations and Societal Affiliates**

150  
151 The Board of Directors may set dues and/or fees for each organizational and/or affiliate  
152 category.  
153

## 154 **ARTICLE IV: MEMBERSHIP**

### 155 **Section 1: Membership Requirements**

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157  
158 (a) Each Council (whether a Founding Member Council or an Associate Member  
159 Council) may offer membership to a department of internal medicine provided it  
160 meets the criteria as defined for a qualifying institution. In the event a department of  
161 internal medicine does not enroll or there is not a department of internal medicine at a  
162 qualifying institution, an individual may apply for membership provided his or her  
163 work responsibilities fit within the scope of the activities of the Alliance, as  
164 determined by the Board of Directors in its sole discretion.  
165  
166 (b) The Board of Directors authorizes each Council to use its guiding principles  
167 ("Guiding Principles") to define the eligibility criteria for an individual to join, be  
168 considered in good standing, or be considered for termination in said Council's  
169 constituency. Notwithstanding the foregoing, each Council, to the extent required by  
170 the Board of Directors, shall coordinate with the other Councils to ensure that there is:  
171 (1) consistency among the Alliance's membership requirements as established and  
172 applied by each of the Councils and (2) the number of individuals approved for the  
173 individual membership category is kept to a minimum.  
174

### 175 **Section 2: Termination of Membership**

- 176  
177 (a) Each Council (whether a Founding Member Council or an Associate Member  
178 Council) may through its Guiding Principles, define criteria for an individual,  
179 representing a department of internal medicine or themselves, to request termination  
180 of membership provided such criteria requires filing a written request with the  
181 Secretary. The terminating member's notice will take effect immediately following  
182 the receipt of the request filed with the Secretary. The Secretary shall provide an  
183 annual report to the Board of Directors on all requests for termination of membership.  
184

- (b) Each Council (whether a Founding Member Council or an Associate Member Council) may through its Guiding Principles, establish procedures and requirements for mandatory termination of membership.

### **Section 3: Dues for Members**

The Board of Directors may set dues and/or membership fees for each membership category.

## **ARTICLE V: BOARD OF DIRECTORS, OFFICERS, AND OFFICIALS**

### **Section 1: General Powers**

The business, affairs, and full fiduciary responsibility of the Alliance shall be managed by the Board of Directors, which shall have all voting and management powers with respect to the Alliance.

### **Section 2: Composition of the Board of Directors**

The Board of Directors shall consist of the President, President-elect, Immediate Past President and Treasurer (“Officers”), up to 9 directors at large (the “Directors-at-Large”), and a non-voting Secretary. The Alliance Chief Executive Officer serves as the non-voting Secretary. There shall be up to thirteen (13) voting members and one (1) non-voting member. All members of the Board of Directors are voting members except for the Secretary. Members of the Board of Directors shall be elected in accordance with Article VI.

### **Section 3: President, President-Elect, and Immediate Past President**

- (a) The President shall be primarily responsible for implementing the policies and procedures established by the Board of Directors and may be granted any other powers or delegated other duties as prescribed from time to time by the Board of Directors. In the absence of the President, the President-Elect will preside. The term of the President is one year, except in specific cases approved by the Board of Directors. The President is supervised by and reports to the Board of Directors.
- (b) The President-Elect shall be primarily responsible for assisting the President to implement the policies and procedures established by the Board of Directors and may be granted any other powers or delegated other duties as prescribed from time to time by the Board of Directors. In the absence of the President-Elect, the Board of Directors will designate an individual to serve as the President-Elect. Such individual shall be a member of the Board of Directors. The term of the President-Elect is one year, except in specific cases approved by the Board of Directors. The President-Elect is supervised by and reports to the Board of Directors.
- (c) The Immediate Past President shall be primarily responsible for assisting the President to implement the policies and procedures established by the Board of Directors and may be granted any other powers or delegated other duties as prescribed from time to time by the Board of Directors. In the absence of the Immediate Past

232 President, the Board of Directors will designate an individual to serve as the  
233 Immediate Past President. Such individual shall be a member of the Board of  
234 Directors. The term of the Immediate Past President is one year, except in specific  
235 cases approved by the Board of Directors. The Immediate Past President is supervised  
236 by and reports to the Board of Directors.

#### 237 238 **Section 4: Treasurer**

239  
240 The Treasurer shall serve as Chair of the Finance Committee, among other responsibilities as  
241 assigned by the Board of Directors. The Treasurer is supervised by and reports to the Board  
242 of Directors. The term of the Treasurer shall be two years with an option to be elected to a  
243 second, consecutive two-year term.

#### 244 245 **Section 5: Vacancies**

246  
247 A Director elected to fill a vacancy shall be elected for the unexpired term of his or her  
248 predecessor. The Board of Directors, at its discretion, will appoint a Director to assume the  
249 role for the remainder of the term.

#### 250 251 **Section 6: Meetings**

252  
253 The meetings of the Board of Directors shall be held on an as needed basis for the purpose of  
254 transacting business as may come outside of a Regular Meeting. Regular Meetings of the  
255 Board of Directors shall be held at such time and place as the Board of Directors may  
256 determine by resolution. Special Meetings of the Board of Directors may be called at any  
257 time by the President of the Board of Directors. Directors shall receive advance notice of at  
258 least 10 days prior to any Special Meetings; provided, however, that such notice requirement  
259 may be waived by the Directors.

#### 260 261 **Section 7: Voting and Quorum**

262  
263 Each Director is entitled to one vote. A quorum shall consist of a majority of the votes  
264 entitled to be cast on a matter. Unless otherwise specifically provided by these Bylaws, all  
265 issues shall be decided by a majority affirmative vote of a quorum of the Directors present  
266 and voting. A majority of the Directors shall constitute a quorum for the transaction of  
267 business. Except as specifically provided in these Bylaws or applicable law, the act of a  
268 simple majority of the Directors present at any meeting at which there is a quorum shall be  
269 the act of the Board of Directors. If a quorum shall not be present at any meeting of the  
270 Board of Directors, those Directors present may adjourn the meeting from time to time  
271 without notice until a quorum shall be present. Directors may not vote by proxy.

#### 272 273 **Section 8: Participation**

274  
275 The Board of Directors may permit any or all Directors to participate in a Regular or Special  
276 Meeting by, or conduct the Regular or Special Meeting through the use of, any means of  
277 communication by which all Directors may simultaneously hear each other during the

Regular or Special Meeting. A Director participating in a Regular or Special Meeting by this means is deemed to be present at the meeting.

### **Section 9: Action Without Meeting**

Any action that may be taken at a Regular or Special Meeting of the Board of Directors may be taken without a Regular or Special Meeting if unanimous consent in writing, setting forth the actions so to be taken, shall be approved by Directors as defined in Section 6 before the action is to become effective and are filed with the Minutes of the Board of Directors. If consent specifies an effective date, it shall be effective as of that date provided that it states the date each Director executed it; otherwise, the consent shall be effective when the last Director approves it and effective no earlier than such date. A Director's consent shall have the same effect as a Regular or Special Meeting vote and may be described as such in any document.

### **Section 10: Compensation**

No voting Director shall receive compensation from the Alliance for services performed in his or her official capacity as a Director. Each Director shall be entitled to reimbursement for his or her reasonable and necessary expenses incurred in the performance of his or her official duties as Director, as defined in the Alliance Leadership Travel and Business Expense Reimbursement Policy.

### **Section 11: Removal of Officers and Directors**

Any Officer or Director may be removed with or without cause whenever the Board of Directors in its absolute discretion shall consider that the Officer or Director's removal will serve the best interests of the Alliance. Removal of an Officer or Director requires a 2/3 vote of the Board of Directors (excluding the Officer or Director being removed), unless the Board of Directors action appointing such Officer or Director, any employment agreement with such Officer, or applicable law otherwise restricts the Board of Directors' ability to remove such Officer or Director.

## **ARTICLE VI: ELECTIONS**

### **Section 1: Election of Directors-at-Large**

The Nominating Committee shall select and include on a slate to be presented to the membership, the name of one member as nominee for each open position on the directors at large of the Board of Directors.

The slate of nominees presented by the Nominating Committee shall be deemed elected by the membership unless at least five percent (5%) of the eligible individuals submit written objections within the designated voting period, which shall be 30 days after the slate is announced to the membership. If such objections reach or exceed five percent (5%), the slate shall not be considered approved and an alternative process will be initiated.

For the purpose of this section, eligible individuals are defined as actively listed on the roster of an institution in good standing and current on dues.

## **Section 2: Election of Officers**

The President-elect shall be elected by individuals in good standing from current directors who have served at least two years on the Board as well as individuals who left the Board on July 1 or during the last year from an uncontested slate presented by the nominating committee.

The Treasurer shall also be elected by individuals in good standing from current directors and those who left the Board on July 1 during the last year an uncontested slate presented by the nominating committee.

## **ARTICLE VII: BOARD MEMBER TERMS**

### **Section 1: Terms of Directors**

Directors at large serve three (3) year terms with an option for to be elected for an additional consecutive three (3) year term. The terms of Directors at Large will be staggered.

### **Section 2: Terms of Officers**

The President-elect, President, and Immediate Past President shall all serve a one-year term.

The Treasurer shall serve a two-year term with the option to be elected for an additional consecutive two-year term.

## **ARTICLE VIII: STANDING COMMITTEES**

### **Section 1: Executive Committee**

The Executive Committee shall consist of the President, President-Elect, Immediate Past President, Treasurer, up to four additional designated members, and the CEO as non-voting Secretary. The Executive Committee has the power to call executive sessions of the Officers and Directors of the Board.

The Executive Committee shall be chaired by the President of the Board of Directors. The Board of Directors may from time-to-time authorize the Executive Committee to make decisions on its behalf in time-sensitive situations. To the extent consistent with law, the Executive Committee may exercise the authority of the Board of Directors between meetings of the Board of Directors. The Executive Committee may establish its own rules for holding and conducting meetings not inconsistent with law, the Certificate of Incorporation, or Bylaws. The Executive Committee also serves as the Compensation Committee

### **Section 2: Ethics Committee**



The Ethics Committee shall consist of up to five members, including the Chair, appointed from the general Alliance membership. The Chair of the Ethics Committee will be the President-elect. Committee members shall serve two-year terms.

### **Section 3: Finance Committee**

The Finance Committee shall consist of the eight members from the Board of Directors, Founding Member Councils, and/or general Alliance membership, and the Treasurer of the Board of Directors. The Treasurer shall serve as Chair of the Finance Committee. Committee members shall serve three-year terms.

### **Section 4: Nominating Committee**

(a) The Nominating Committee shall consist of up to three (3) sitting members of the Board of Directors and five members-at-large (“Members-at-Large”) from the general Alliance membership. The Nominating Committee Chair shall be the Immediate Past President. The Chair will serve a one-year, nonrenewable term. Board members on the Nominating Committee will serve a one-year term with an option to be appointed for an additional consecutive term. Members-at-Large on the Nominating Committee will serve a two-year term with an option to be appointed for an additional consecutive term. At large member terms will be staggered.

(b) .

(c) The Nominating Committee shall be responsible for developing the annual slate of candidates for Officers of the Board to be voted on by the individual members in good standing. The Nominating Committee shall also be responsible for developing the annual slate of Candidates for Directorsat-Large, President elect, and Treasurer to be approved by individual members in good standing. The Nominating Committee shall be responsible for developing the annual slate of candidates for the Nominating Committee to be approved by the Board.

(d) At the request of the Board, the Nominating Committee will also provide recommendations to the Board of Directors for the Board of Directors Committee Chair and committee member composition as well as recommendations for AAIM Working Committee Chair positions.

### **Section 5: Other Committees**

The Board of Directors may appoint one or more advisory committees, task forces, or working groups consisting of individuals familiar with the needs of the constituencies served by the Alliance and may appoint standing and ad hoc panels to address issues important to academic internal medicine and related to the operations of the Alliance, whether the appointees be Directors or not. The Board of Directors may provide such authority to such ad hoc panels or task forces by written action as the Board of Directors deems appropriate. The Board of Directors may create such other advisory committees or task forces as it may deem appropriate, appoint membership, and fix and prescribe their rights, duties, power, authority,

and terms of office.

## **Section 6: Authority**

Any Committee may take any action necessary or appropriate to fulfill its purpose if such action is consistent with the law, the Certificate of Incorporation, or the Bylaws and is within the scope of the authority granted to the Committee; provided, however, no Committee may:

- (a) Fill vacancies on the Board of Directors or on any of its Committees;
- (b) Amend the Certificate of Incorporation;
- (c) Amend, adopt, or repeal Bylaws;
- (d) Approve a plan of merger or consolidation;
- (e) Approve the sale, lease or exchange, or the mortgage, pledge or other disposition of all or substantially all of the property and assets of the Alliance;
- (f) Approve the dissolution of the Alliance or revoke a voluntary dissolution; or
- (g) Approve or endorse any resolution on behalf of the Alliance.

## **Section 7: Actions Without Meeting**

Any action that may be taken at a meeting of a Committee may be taken without a meeting subject to the same rules as set forth in Article V, Section 9.

## **Section 8: Operating Procedures**

The provisions of these Bylaws that govern meetings, actions without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors shall apply to all Committees of the Board of Directors and their members. Each Committee may establish its own additional rules of procedure not inconsistent with these Bylaws.

# **ARTICLE IX: CONTRACTS, CHECKS, DEPOSITS, FUNDS**

All assets and earnings of the Alliance shall be used exclusively for its exempt purposes, including payment of expenses incidental thereto. No part of any net earnings shall inure to the benefit of any employee of the Alliance or be distributed to its Directors, Officers, or any private person, except that the Alliance shall be empowered to pay reasonable compensation for services rendered; and make payments and distributions in furtherance of the purposes set forth in Article II of these bylaws.

## **Section 1: Contracts**

Any (a) employee of the Alliance authorized by the Board of Directors or the CEO or (b) Officer(s) of the Alliance may enter into any specific contract or execute and deliver any specific instrument in the name of and on behalf of the Alliance, and such authority may be general or confined to specific instances.

## **Section 2: Checks, Drafts and Other Methods of Payment**

All checks, drafts or other orders of the payment of money, notes or other evidences of indebtedness shall be issued in the name of the Alliance and in such manner as shall from time to time be determined by decision of the Board of Directors or its delegate.

### **Section 3: Deposits**

All funds of the Alliance shall be deposited to the credit of the Alliance in such banks, trust companies or other depositories as the Board of Directors or its delegate may select.

### **Section 4: Gifts to the Alliance**

The Board of Directors may accept on behalf of the Alliance any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Alliance, consistent with the mission and purpose of the Alliance.

## **ARTICLE X: MISCELLANEOUS PROVISIONS**

### **Section 1: Fiscal Year**

The fiscal year of the Alliance shall begin July 1 and end the following June 30.

### **Section 2: Review of the Financial Records of the Alliance**

Within six (6) months of the conclusion of each fiscal year, the financial records of the Alliance shall be audited or reviewed by a certified public accountant, who shall communicate his or her findings to the Board of Directors (directly or through such of its committees as it may designate) within the same six month time frame.

### **Section 3: Staff and National Office**

The Alliance, acting through the Board of Directors, may hire staff to carry out the operations of the Alliance. Such staff may include the CEO of the Alliance. The Alliance will maintain a permanent repository of all Alliance records and membership information.

### **Section 4: Indemnity**

- (a) To the extent permitted by law, Directors, Officers, and employees of the Alliance shall be held harmless and indemnified by the Alliance against all claims and liabilities and all costs and expenses, including attorney's fees, reasonably incurred or imposed upon that person in connection with or resulting from any action, suit or proceeding, or the settlement or compromise thereof, to which that person may be made a party by reason of action taken or omitted to be taken by that person as a representative, Committee member, Officer or agent of the Alliance, in good faith. This right of indemnification shall inure to each person whether or not the person is a representative, panel member, Officer, or other agent at the time such liabilities, costs,

or expenses are imposed or incurred and, in the event of death, shall extend to the person's estate and legal representatives. Indemnification shall only be provided to the extent permitted under applicable law. The Alliance shall provide any indemnification provided by this Article X, Section 4(a) on a reasonable and timely basis; provided, however, that, notwithstanding any provision of this Article X, Section 4, such indemnification may be paid or provided at a later date as determined at any time by the Board of Directors if the Board of Directors determines that it is unable to provide such indemnification without adversely affecting the operations of the Alliance. All decisions made by the Board of Directors pursuant to the preceding sentence shall be at the sole discretion of the Board of Directors.

- (b) Notwithstanding the foregoing, no indemnification shall be provided in the event of a finding by a court of law with competent jurisdiction that any person identified pursuant to Article X, Section 4(a), acted in a grossly negligent manner with respect to any such act otherwise subject to indemnification as set forth above. Any amounts advanced prior to a finding of gross negligence as described in the preceding sentence shall be repaid in full on a timetable as may be negotiated by the Board of Directors with such individual (with such individual recused from his or her role as a Director, if he or she is a Director) in the event of a finding of gross negligence with respect to the action, inaction, event, or other situation for which indemnification was previously provided.

## **Section 5: Amendment of Bylaws**

The power to alter, amend or repeal the Bylaws of the Alliance or to adopt new Bylaws shall be vested in the Board of Directors, but no such action shall be effective until 2/3 approved as set forth in Article IV, Section 10.

## **ARTICLE XI: DISSOLUTION**

Upon dissolution of the Alliance for any reason, the total remaining net assets of the Alliance shall be conveyed to a corporation described in Code section 501(c)(3) that is exempt from the payment of federal income taxes pursuant Code section 501(a); provided, further, that if there is no such provision in the Internal Revenue Code at the time of dissolution, then conveyance shall be made to an organization described in and recognized as such under the successor provision thereto on the date of the conveyance. Upon dissolution, no assets shall accrue to any individual Director, past or present.

(submitted to AAIM Board of Directors for final approval January 28, 2026; effective date February 1, if approved)