

1 **APM Guiding Principles**
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3 **1. Name**

4 The name of the group shall be known as the Association of Professors of Medicine
5 (hereinafter referred to as “APM”).
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7 **2. Purpose**

8 APM is dedicated to benefit and aid the education, research, and patient care missions of
9 departments of medicine and internal medicine at accredited medical schools in the United
10 States, Commonwealth of Puerto Rico, and Canada by holding forums and meetings and
11 publishing appropriate materials; to promote internal medicine as a career discipline; to
12 cooperate with other organizations within the internal medicine community; to promote
13 effective management of departments of medicine; to serve as a core resource for members;
14 and to investigate and support new initiatives in research, education, and patient care.
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16 APM is a founding member of the Alliance for Academic Internal Medicine, Inc. (hereinafter
17 referred to as “AAIM” or the “Alliance”). AAIM was originally created as a consortium of
18 five academically focused specialty associations representing departments of internal
19 medicine at medical schools and teaching hospitals in the United States and Canada. In
20 addition to APM, the founding members of AAIM are the Association of Program Directors
21 in Internal Medicine, the Association of Specialty Professors, the Clerkship Directors in
22 Internal Medicine, and the Administrators of Internal Medicine. As the central financial,
23 legal, and regulatory entity, AAIM’s bylaws establish the structure of APM and supersede
24 any article in these guiding principles where there is a conflict.
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26 **3. Mission**
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28 APM is dedicated to providing the primary leadership and direction to academic internal
29 medicine, including education, research, and patient care; to promoting cooperation among
30 the members of the internal medicine community; to promoting and defining the structure
31 and function of academic departments of internal medicine; to serving as an agent of positive
32 change within internal medicine; and to preserving, promoting, and furthering the intellectual
33 base of internal medicine.
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35 APM, through its officers and council, interacts with accreditors, certifying bodies, federal
36 and regulatory agencies, and other professional organizations as a means to promote
37 excellence in the management of departments of internal medicine.
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39 **4. Membership**

40 The AAIM bylaws authorize each founding member in the Alliance to define its own
41 membership criteria.

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43 Membership in APM is offered to departments of internal medicine from qualifying
44 institutions. The department chair (or designated acting or interim chair) will represent the
45 department. Other key leaders in a department of internal medicine may also be selected to
46 represent the department.

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48 Qualifying institutions are:

- 49 • Liaison Committee on Medical Education (LCME)- or Committee on Accreditation of
50 Canadian Medical Schools (CACMS)-accredited medical schools with a department of
51 internal medicine.

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53 Individuals may only become a member of APM via their department (with the exceptions of
54 Emeritus members as outlined below). There shall be one institutional representative from
55 each qualifying institution, regardless of the number of departments of internal medicine that
56 exist within each institution. It shall be the responsibility of the institution to designate one
57 representative to APM when more than one chair or department exists. Harvard Medical
58 School will be recognized as three departments of internal medicine—Harvard Medical
59 School-Beth Israel Deaconess Medical Center, Harvard Medical School-Brigham and
60 Women’s Hospital, and Harvard Medical School-Massachusetts General Hospital—entitling
61 each department of internal medicine to an institutional member.

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63 Any member who ceases to be chair (or acting or interim chair) of a department of medicine
64 or internal medicine which he or she represented shall automatically cease to be an
65 institutional member of APM.

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67 **Affiliate Members.** There shall also be a category of members known as affiliate members.
68 To be eligible for affiliate membership in APM, the candidate must:

- 69
- 70 1) Have a faculty appointment at the level of professor.
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- 72 2) Have exhibited leadership in the department and in academic internal medicine in areas
73 related to research, education, or clinical care. This leadership should be easily
74 documentable.
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76 In order to be considered for affiliate membership a candidate must be nominated for
77 affiliate membership by the institutional member of the APM-affiliated department. The
78 APM Council will make the final decision on the candidates’ nomination. There will be
79 no limit on the number of affiliate members per department.

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81 Affiliate membership will be based on good standing and continuous participation in
82 APM's activities. Affiliate members who are not active participants in APM or who are
83 not in good standing may have their membership terminated by the Council.
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85 Affiliate membership terminates when the affiliate member leaves the position from
86 which he/she was elected. If the institutional member from the affiliate's medical school
87 leaves their position as chair, the affiliate's continued membership will be based on the
88 continued support from the new institutional member.
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90 **Emeritus Members.** There shall also be a category of members known as emeritus
91 members. To be eligible for emeritus membership in APM, the candidate must:
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- 93 1) Have previously been an Institutional Member (as defined in these guiding
94 principles) of the association.
- 95
- 96 2) Have previously been an Institutional Member of the association for no fewer
97 than three consecutive years.
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99 In order to be considered for emeritus membership a candidate should be nominated for
100 emeritus membership by a current institutional member; however, individuals are
101 allowed to self-nominate. The Council will make the final decision to approve or reject a
102 candidates' nomination.
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104 Emeritus membership will be based on good standing and continuous participation in
105 APM's activities. Emeritus members who are not active participants in APM or who are
106 not in good standing may have their membership terminated by the Council.
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108 5. Meetings

109 There shall be at least one regular meeting for the benefit of APM members annually.
110 Educational programs, workshops, seminars, and virtual programs will be developed through
111 support of the APM Council as a benefit to members.
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113 6. Governance

114 APM shall be governed by a council (APM Council). The APM Council reports to and is
115 delegated its authority by the AAIM Board of Directors. Duly elected officers and
116 councilors shall constitute the APM Council. The business and affairs of APM shall be
117 managed by the council as outlined in the AAIM bylaws. The officers of the council shall
118 consist of the President, President-Elect, Past President, and Treasurer. There will be six
119 councilors. In addition, the council shall include the appointed chair(s) of the association's
120 standing committees. There shall not be fewer than ten council members (officers and at-
121 large members). No council member may hold more than one office at any one time. The
122 council will meet at least quarterly, either in person or by conference call.
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A. Officers and their duties

President. The President will serve a term of one year and shall engage the council to lead the general direction and promotion of APM. The President shall preside over the meetings of the council, shall be assisted by the other councilors and may seek aid, as needed, from other individuals. The President may, during the absence of any councilor, and with the exception of voting rights, delegate said councilor’s duties to any other councilor on an interim basis.

President-Elect. The President-Elect will serve a term of one year and at the end of one year assume the role of president. The President-Elect shall, in the absence or incapacity of the President, perform the duties of the President. The President-Elect shall perform other such duties as may be delegated from time to time by the President; and shall otherwise function as a member of the council.

Past President. The Past President will serve a term of one year and shall in the absence or incapacity of the President and President-Elect, perform the duties of the President, and shall perform other such duties as may be delegated from time to time by the President; and shall otherwise function as a member of the council.

Treasurer. The Treasurer will serve a term of three-years and shall serve as council representative to the AAIM Finance Committee. The Treasurer’s primary roles are to monitor the financial health of AAIM, and advocate for fiscally responsible decision-making for AAIM. The Treasurer presents and advocates for the APM initiatives as recommended by the full council. The Treasurer will provide regular reports to the council on the work of the AAIM Finance Committee and the fiscal status of AAIM. The Treasurer will perform other duties as outlined in the Council Treasurer Job Description (Appendix 1).

Other Conditions

Should the current President or President-Elect cease to be a chair in a department of internal medicine, but remains in an academic medicine position, he/she is eligible to complete his/her elected term through Past President, subject to the approval of the council. In such case, the individual is afforded the full rights and privileges of an active member through the duration of his/her elected term.

Vacancies in any office arising from any cause may be filled by the council by a two-thirds (2/3) vote of the Council. Alternatively, the council may remove any officer at any time by an affirmative vote of the members at a duly called meeting of the membership. The council may remove any councilor at any time by an affirmative vote of (2/3) of the Council.

167 **B. Councilors**

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169 APM Councilors will be current and active institutional or affiliate members of APM.
170 There shall be a total of six (6) councilors of which each serve a term of three years.

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172 If an active member serving on the council in any capacity other than President-Elect,
173 President, or Past President leaves their chair position within a department of internal
174 medicine, but remains in an academic medicine position, he/she is eligible to complete
175 their term, subject to the approval of the council. In such case, the individual is afforded
176 the full rights and privileges of an active member.

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179 **Council Selection**

180 An election is held annually for the President-Elect and two councilors-at-large. An
181 election is held every third year for Treasurer. Each term is scheduled to begin the first
182 day of the new fiscal year (July 1) following the election.

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185 **C. Committees**

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187 **Nominating Committee and Elections.** The President shall ensure a five (5) member
188 Nominating Committee is appointed at the start of each fiscal year (July 1). The immediate
189 Past President will serve as Chair of the Nominating Committee. The President will select
190 two active members annually to serve on the committee for two years.

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192 The Nominating Committee shall propose a slate of candidates consisting of the President-
193 Elect and other council positions that may be eligible for election. All candidates must be
194 current, active members of APM. Only institutional members are eligible for the position of
195 President. Both institutional and affiliate members are eligible for all other council
196 positions.

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198 **General Committee Participation.** Membership on committees shall be open to all current
199 members. The President, with the advice of the council, may appoint a series of standing
200 and *ad hoc* committees to address issues important to academic internal medicine and
201 related to the mission of APM.

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203 The President, with the advice of the officers, will also appoint the chairs of the committees.
204 Terms for committee chairs and members will generally be for two years, unless otherwise
205 directed by the President. The President and council have the option to renew membership
206 on a committee following the completion of a term.

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209 **7. Finances**

210 APM is a founding member of AAIM. On an annual basis, a budget will be developed and
211 submitted for approval by the AAIM Board of Directors. All requests for non-budgeted
212 expenditures must be submitted to the AAIM Finance Committee for consideration. The

213 AAIM Finance Committee will submit appropriate requests to the AAIM Board of Directors
214 for approval. The APM representative to the AAIM Finance Committee is the current APM
215 Treasurer.

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217 On an annual basis the financial records of AAIM are subject to audit. The audit is overseen
218 by the AAIM Audit Committee. AAIM shall have at least one representative on the AAIM
219 Audit Committee.

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221 Members of the APM Council will not be compensated beyond the reimbursement of
222 reasonable expenses for related travel or other business, as outlined in the AAIM Expense
223 Reimbursement Policy, or otherwise gain financially from service in APM or AAIM.
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225 **8. Voting**

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227 A. All issues requiring a vote of the membership will be conducted by an electronic ballot.
228 The total number of votes received shall constitute a quorum. Nominees for each council
229 position who receive a simple majority of votes will be offered a position on the APM
230 Council. For a vote taken on any other matter, except as otherwise provided in the
231 Guiding Principles, the matter shall be acted upon affirmatively according to the largest
232 number of votes cast.
- 233 B. At all meetings of the Council and committees, a simple majority of the voting Council or
234 committees members present shall constitute a quorum. If a vote is taken on any matter
235 during a meeting, except as otherwise stipulated in the Guiding Principles, the matter
236 shall be acted on affirmatively following a favorable vote by a simple majority of voting
237 Council or committee members.

238 239 **9. Amendments to Guiding Principles**

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241 Amendments to the guiding principles may be made in accordance with the following
242 procedures:

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244 A. Proposed amendments may be offered by any APM Council member.
245 B. APM Council will review proposed amendments and vote to make recommendation to
246 the AAIM Board of Directors.
247 C. Proposed amendments will be submitted to the AAIM Board of Directors for review and
248 approval.
249 D. The proposed amendment(s) will be adopted upon the affirmative vote of the AAIM
250 Board of Directors.

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Changes presented to APM Board of Directors:	February 27, 2013
Changes approved by APM Board of Directors:	April 18, 2013
Approved by AAIM Board of Directors:	June 24, 2013
Effective date:	July 1, 2013

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Council Treasurer Job Description

Position Title: Council Treasurer

The Council Treasurer (Treasurer) is elected for a three (3)-year term, or until a successor is elected and qualified. The Treasurer is elected by a majority of members polled by ballot each spring. Actual service may be less than three (3) years if the Treasurer is elected to another position on Council or resigns,

Requirements:

1. Financial management training, experience, or aptitude sufficient to fulfill the responsibilities.
2. Ability and willingness to devote the time necessary to learn and train in order to perform the necessary responsibilities.
3. General understanding of financial accounting for nonprofit organizations, specifically associations.
4. Ability to review materials provided in a timely manner.
5. A willingness to ask questions, even if this challenges staff or financial advisors.

Responsibilities:

1. Submit requests for financial resources to fund Council supported initiatives in accordance with the instructions of the Council in a timely manner.
2. Regularly report to the Council on the work of the AAIM Finance Committee and the financial health of AAIM.
3. Monitor the financial health of AAIM and advocate for fiscally responsible decision-making for AAIM.
4. Support the Executive Vice President and Chief Financial Officer in preparing the annual AAIM budget which the AAIM Finance Committee shall submit to the AAIM Board of Directors for approval.
5. Work with the AAIM Treasurer to develop fiscal policies and financial strategies for recommendation to the AAIM Board of Directors to ensure the financial integrity and sustainability of AAIM.
6. Actively participate in conference calls hosted at defined intervals with the other Council Treasurers to conduct the business of the AAIM Finance Committee.
7. Meet in person once per year with the other Council Treasurers to review and develop an AAIM Finance Committee recommended operating budget for approval by the AAIM Board of Directors.

296 **Duties:**

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298 The primary purpose of the Treasurer is to serve as liaison to the AAIM Finance committee in
299 addition to advocating for the initiatives supported by Council members. A treasurer has several
300 important duties, including:

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- 302 ▪ Bank and investment account maintenance – Overseeing the selection of bank(s) and
303 investment of excess funds.
- 304 ▪ Financial transaction oversight – Is knowledgeable about who has access to the AAIM
305 funds, and any outstanding bills or debts owed, as well as monitoring systems for keeping
306 cash flow manageable.
- 307 ▪ Budget development and monitoring.
 - 308 ○ Working with other leaders to develop the annual budget and fiscal philosophy;
 - 309 ○ Throughout the year, comparing actual revenues and expenses to what was
310 budgeted.
- 311 ▪ Financial policies – Ensuring the development, maintenance, and timely review of the
312 organization's financial policies
- 313 ▪ Reports.
 - 314 ○ Working with the Executive Vice President and the Chief Financial Officer to
315 ensure that appropriate financial reports are made available to the Council on a
316 regular basis.
 - 317 ○ Providing regular updates to the Council regarding key financial events, trends,
318 concerns, and assessment of fiscal health.

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320 These duties are executed with the support and assistance of the Executive Vice President and
321 the financial staff.

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