

ASP Guiding Principles

1. Name

The name of the group shall be known as the Association of Specialty Professors (hereinafter referred to as “ASP”).

2. Purpose

ASP exists to promote and support the specialties of internal medicine as a career discipline and to facilitate cooperation with, and among, other organizations within internal medicine. The purposes of ASP are to benefit and aid the education, research, and patient care missions of academically-oriented internal medicine specialty programs and physicians in the United States and abroad by holding forums and meetings as well as publishing appropriate educational and public policy material. ASP also exists to support new initiatives in education, biomedical research, and patient care for the benefit of its specialty programs and specialty physicians as they discharge their academic and professional responsibilities.

ASP is a founding member of the Alliance for Academic Internal Medicine, Inc. (hereinafter referred to as “AAIM” or the “Alliance”). AAIM was originally created as a consortium of five academically focused specialty associations representing departments of internal medicine at medical schools and teaching hospitals in the United States and Canada. In addition to ASP, the founding members of AAIM are the Association of Professors of Medicine, the Association of Program Directors in Internal Medicine, the Clerkship Directors in Internal Medicine, and the Administrators of Internal Medicine. As the central financial, legal, and regulatory entity, AAIM’s bylaws establish the structure of ASP and supersede any article in these Guiding Principles where there is a conflict.

3. Mission

Membership in ASP is offered to individual physicians from qualifying institutions with a leadership role in a division of internal medicine or fellowship training program. Leadership roles may include, but are not limited to, division chief, section chief, or fellowship program director.

Qualifying institutions are:

- Liaison Committee on Medical Education (LCME)-accredited medical schools, Committee on Accreditation of Canadian Medical Schools (CACMS)-accredited medical schools, or Commission on Osteopathic College Accreditation (COCA)-accredited medical schools/colleges with a department of internal medicine.
- Community teaching hospitals with an Accreditation Council for Graduate Medical Education (ACGME)- or Royal College of Physicians and Surgeons of Canada (RCPSC)- accredited internal medicine training program housed in a department of internal medicine.
- Institutions outside of the US and Canada with an internal medicine residency program. Whenever possible, international programs should be approved by an

accrediting body. The ASP Council will review, and approve or reject, all requests for membership from international institutions.

Physicians may become a member of ASP via their department and will receive benefits and services from the Alliance.

Internal medicine specialty societies can be involved with ASP and AAIM through the societal partners program.

4. Meetings

Educational programs, workshops, seminars, and virtual programs will be developed through support of the ASP Council as a benefit to members.

5. Governance

ASP shall be overseen by a council (ASP Council). The ASP Council reports to and is delegated its authority by the AAIM Board of Directors. Duly elected officers and councilors shall constitute the ASP Council. The affairs of ASP shall be managed by the council as outlined in the AAIM bylaws. The officers of the council shall consist of the President, President-Elect, Past President, and Treasurer. There will be at least sixteen councilors and not be fewer than 20 total council members (officers and councilors). No council member may hold more than one office at any one time. The council will meet at least quarterly, either in person or by conference call.

A. Officers and their duties

President. The President will serve a term of one year and shall have charge of the general direction and promotion of ASP. 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 to the Past President 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 and Audit 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 ASP initiatives as recommended by the council. The Treasurer will provide regular reports to the council on the work of the AAIM Finance and Audit 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 an individual who has a role in a specialty division 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.

B. Councilors

ASP Councilors will be specialty faculty who are current and active members of ASP as outlined in Section Four. When possible, councilors should also belong to an internal medicine specialty society. Preference will be given to division chief or program director experience as well as individuals nominated by a specialty society. There will be at least one councilor from each of the following internal medicine specialties: allergy and immunology, cardiology, endocrinology, gastroenterology, general internal medicine, geriatrics, hematology, hospice and palliative care medicine, hospital medicine, infectious diseases, nephrology, oncology, pulmonary and critical care, and rheumatology. Additionally, two members should be designated as at-large councilors. Each councilor will serve a term of three years.

If an active member serving on the council in any capacity other than President-Elect, President, or Past President ceases to be an individual who has a role in a specialty division in a department of internal medicine, but remains in an academic medicine position, he/she is eligible to complete their term, subject to the approval of the council. In such case, the individual is afforded the full rights and privileges of an active member.

Councilor Selection

An election is held annually for the President-Elect and the open council positions. An election is held every third year for Treasurer. Each term is scheduled to begin the first day of the new fiscal year (July 1) following the election.

C. Election to Council

An annual call for nominations shall be distributed to current members for nominations for open council positions, which will usually include members at large councilors (three), president-elect, and treasurer (every three years). All candidates must be current members of ASP who have been members for at least three years and have attended two Alliance conferences in the last four years. Only physician members are eligible for any open officer or councilor positions. Members who have previously served on the council may not be re-nominated. To be nominated to serve as an officer (president-elect or treasurer), a member must have served on the council within five years prior to nomination.

Chaired by the immediate past president, the council shall propose a slate of candidates for council positions that may be eligible for election. The slate shall be distributed electronically to members and candidates selected by majority selection of voting members.

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

The President, with the advice of the officers, will also appoint the chairs of the committees. Terms for committee chairs and members will also be decided by the President. The President and Council have the option to renew membership on a committee following the completion of a term.

All committees must operate in accordance with the “Categorization and Guidelines for AAIM Committees.”

6. Finances

ASP is a founding member of AAIM. On an annual basis, a budget will be developed and submitted for approval by the AAIM Board of Directors. All requests for funds for ASP initiatives must be submitted to the AAIM Finance and Audit Committee for consideration. The AAIM Finance and Audit Committee will submit appropriate requests to the AAIM Board of Directors for approval. The ASP representative to the AAIM Finance and Audit Committee is the current ASP Treasurer.

On an annual basis, the financial records of AAIM are subject to audit. The audit is overseen by the AAIM Finance and Audit Committee.

Members of the Council or ASP will not be compensated beyond the reimbursement of reasonable expenses for related travel or other business, as outlined in the AAIM Expense Reimbursement Policy, or otherwise gain financially from service in ASP or AAIM.

7. Voting

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

8. Amendments to Guiding Principles

Amendments to the Guiding Principles may be made in accordance with the following procedures:

- A. Proposed amendments may be offered by any ASP Council member.
- B. ASP Council will review proposed amendments and vote to make recommendation to the AAIM Board of Directors.
- C. Proposed amendments will be submitted to the AAIM Board of Directors for review and approval.
- D. The proposed amendment(s) will be adopted upon the affirmative vote of the AAIM Board of Directors.

Effective date:

June 16, 2017

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 and Audit 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 and Audit 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 and Audit Committee.
7. Meet in person once per year with the other Council Treasurers to review and develop an AAIM Finance and Audit Committee recommended operating budget for approval by the AAIM Board of Directors.

Duties:

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

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

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