

CONSTITUTION OF THE ACADEMY OF PSYCHOSOMATIC MEDICINE

(Last Amended November 2010)

ARTICLE I. IDENTIFICATION

Section 1.1

The name of this organization shall be Academy of Psychosomatic Medicine, the Organization for Consultation and Liaison Psychiatry.

Section 1.2

The Academy is incorporated under the laws of the state of New York as a non-profit, scientific and educational organization.

ARTICLE II. OBJECTIVES

Section 1

The objectives of the Academy of Psychosomatic Medicine shall be to:

- (a) promote the treatment and care of patients with medical and psychiatric illness and advance the field of psychosomatic medicine including consultation-liaison psychiatry, medical psychiatry, and clinical practice;
- (b) educate and exchange information among the members of the Academy, medical and related professions, and the general public regarding psychosomatic medicine and consultation-liaison psychiatry;
- (c) promote interaction and cooperation among those with a shared interest in psychosomatic medicine and consultation-liaison psychiatry;
- (d) stimulate and support research and teaching in the areas of psychosomatic medicine and consultation-liaison psychiatry;
- (e) develop and promote standards for the training and practice of consultation-liaison psychiatry and professional conduct within the field;
- (f) monitor and respond to issues raised and actions taken by organizations and agencies that affect the practice of medical and consultation-liaison psychiatry;
- (g) foster written and verbal communication among members of the Academy concerning its policies and activities;
- (h) establish criteria for membership in the Academy and make membership available to persons with requisite training and experience in medicine and related fields;
- (i) provide opportunities for fellowship and collegiality among members of the Academy;
- (j) identify and reward outstanding achievement and/or service in psychosomatic medicine and consultation-liaison psychiatry.

Section 2

Mission Statement: The Academy of Psychosomatic Medicine represents psychiatrists dedicated to the advancement of medical science, education and healthcare for persons with comorbid psychiatric and general medical conditions and provides national and international leadership in the furtherance of those goals.

Vision Statement: The Academy of Psychosomatic Medicine 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.

ARTICLE III. MEMBERSHIP

Section 1

The 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. These categories are defined in the Bylaws, Chapter I.

ARTICLE IV. COUNCIL

Section 1

The governing body of the Academy shall be the Council as defined in the Bylaws, Chapter III.

ARTICLE V. OFFICERS

Section 1

The Officers of the Academy shall be the President, President-Elect, Vice President, Secretary, and Treasurer.

ARTICLE VI. COMMITTEES

Section 1.1

There shall be the following Constitutional (standing) Committees: Executive, Strategic Planning, Nominating, Education, Membership, Finance, Governance, Clinical Practice, Communications, Research, and Annual Meeting.

Section 1.2

The composition and functions of the Constitutional Committees are defined in the Bylaws.

Section 2.1

Other organizational components of the Academy may be established by the Council.

ARTICLE VII. ANNUAL MEETING

Section 1

A general meeting of the Academy for the presentation of scientific and educational material, including a business meeting, shall be held annually at a time and place determined by the Council.

ARTICLE VIII. AMENDMENTS

Section 1.1

Proposals to amend the Constitution may originate in the Council with a two-thirds vote or by petition of thirty or more members of the Academy.

Section 1.2

Proposed amendments to the Constitution shall be disseminated by the Secretary to the membership no later than five months prior to the following annual meeting at which action is to be taken.

Section 1.3

The amendments may be adopted by a two-thirds vote of all present and voting members of the Academy.

Section 1.4

Unless otherwise provided for in the amendment itself, the amendment, if adopted, shall become effective immediately.

Section 2.1

A proposal to amend the Bylaws may originate in the Council with a two-thirds vote or by petition of thirty voting members.

ARTICLE IX. DISSOLUTION

Section 1

In the event of the termination or dissolution of the Academy in any manner or for any reason whatsoever, the remaining assets shall be distributed to one or more organizations described in Section 501 (c) (3) of the Internal Revenue Code.

BYLAWS OF THE ACADEMY OF PSYCHOSOMATIC MEDICINE

(Last Amended November 2010)

CHAPTER I. MEMBERSHIP

Section 1.1 Full Member

Any psychiatrist who is actively engaged in psychosomatic medicine or consultation-liaison psychiatry is eligible to become a Member of the Academy. Only Full Members may vote, be elevated to Fellowship, and become Council members or officers in the organization.

Section 1.2 Associate Member

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

Section 1.3 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 1.4 Credentials for Membership

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

Section 1.5 Grandparent Clause

All those holding membership status in the Academy as of October, 1991 will maintain that status independent of the revisions in membership criteria in Sections 1.1 and 1.2.

Section 2.1 Fellow

A. A Fellow of the Academy shall be a Full Member who has made significant and continued contributions to the field of psychosomatic medicine or consultation-liaison psychiatry as defined in the Constitution, Article II, Objectives.

B. To be eligible for fellowship a Full Member must have been a member of the Academy for at least three years following the completion of training.

Section 2.2 Applications for Fellowship

Applications for fellowship will be reviewed and approved by the Membership Committee and accepted (see above) by the Council. Candidates for fellowship must attend the awards ceremony at an annual meeting in order to become a Fellow of the Academy, unless an exception is made by the Council.

Section 3.1 Life Membership

A. Full 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 100 or more.

C. Applications for Life membership will be reviewed and approved by the Membership Committee and accepted (see above) by the Council.

D. The Council may confer Life membership by waiving the above requirements in special instances.

E. Life Members or Life Fellows are exempt from paying dues, but retain all the privileges of membership in the Academy as listed in Chapter 1, Section 5 of the Bylaws.

Section 3.2 Honorary Fellow

A. Persons of outstanding personal character, meritorious achievement and significant contributions to the field of psychosomatic medicine and consultation-liaison psychiatry and the mission of the Academy, as defined in Article II of the Constitution, may qualify for Honorary fellowship.

B. Honorary fellowship may be given by a two-thirds vote of the Council.

C. Honorary Fellows do not pay dues, vote or hold office in the Academy.

Section 4.1 Inactive Membership

A. Full Members, Associate Members or Fellows of the Academy, who are temporarily disabled or have other acceptable reason, may apply for Inactive status.

B. The term of Inactive status shall be recommended by the Membership Committee and approved by the Council. 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 5.1 Privileges

A. Full Members and Fellows of the Academy may vote at meetings and elections of the Academy.

B. Only Fellows qualify for election to the Council.

C. Only Fellows who have completed a term on the Council qualify for election to office in the Academy.

Section 5.2 Duties of Membership

A. With the exceptions of Life, Honorary and Inactive, members in the Academy will pay dues as determined by the Council and approved by the voting membership.

B. All members of the Academy who pay dues shall receive the journal of the Academy.

Section 6.1 Termination of Membership

A. Membership in the Academy may be terminated upon display of:

1) unethical conduct as determined by the Governance Committee and approved by a two-thirds vote of the Council;

2) any action considered injurious or detrimental to the objectives and good name of the Academy, including conviction of a felony, upon a two-thirds vote of the Council;

3) termination of membership in the major association of his or her primary professional group for violation of its code of ethics;

4) nonpayment of dues after one year and after appropriate notification unless delayed for one year by the Council for good and sufficient reason.

B. Procedures for terminating membership on account of unethical conduct have been developed by the Governance Committee and have been approved by Council [see Chapter VIII, Section 6.1 (C & D)]. Members have a right to present a defense and be represented by legal counsel.

C. Members who are terminated 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 after two years.

CHAPTER II. MEETINGS

Section 1.1 Annual Meeting

A. As provided in the Constitution, Article VII, Section 1, an annual meeting with scientific, educational and business agenda will be held at a time and place determined by the Council.

B. A ceremony for the presentation of awards and installation of Fellows will be held at the annual meeting.

Section 2.1 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 the various committees, reports of officers and election of officers.

C. At the business meeting a quorum will consist of those voting members present.

Section 3.1 Additional Business Meetings

A. Business meetings of the Academy may be called by: 1) the President or the Executive Committee by a one-half vote of the Council; 2) the Council itself by a two-thirds vote; 3) or by petition of thirty 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 at least three months prior to the meeting, which will be scheduled at a convenient time and place.

Section 4.1 Additional Scientific Meetings

- A. The Council 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 Council 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.

CHAPTER III. THE COUNCIL

Section 7.1 Governors

- A. The two most recent Past Presidents of the Academy are designated as Governors.

Section 1.1 Membership

- A. The governing body of the Academy is the Council as specified by the Constitution, Article IV.
- B. The Council will be composed of the Officers of the Academy: President, President-Elect, Vice President, Secretary, Treasurer, the two most recent Immediate Past Presidents (Governors); five standing committee chairs; and four at-large Councilors.
- C. The Executive Director is an ex officio member of the Council, without vote.
- D. The Editor of the journal is an ex officio member of the Council, without vote.
- E. The Chair of the Board of Directors of the Foundation of the Academy of Psychosomatic Medicine is an ex officio member of the Council, without vote.

Section 2.1 Duties of the Council

- A. The Council shall oversee all efforts to pursue the mission of the Academy as defined in the Constitution, Article II. It shall concern itself with maintaining the standards and effectiveness of the Academy.
- B. The Council shall have the authority to fill any vacancies on the Council or among the Officers, except as otherwise provided for or limited by the Constitution or Bylaws.
- C. The Council shall accept applications for membership and fellowship in the Academy as recommended by the Membership Committee.
- D. The Council shall arrange for election of Officers and members of the Council and for their installation.
- E. The Council shall approve the time and place of the annual scientific meeting and shall approve the program for this meeting as proposed by the Education Committee. It may also approve other meetings of the Academy as are deemed necessary and authorized by the Bylaws, Chapter II.
- F. The Council shall determine dues for all classes of membership by a two-thirds vote.
- G. The Council shall oversee and direct the fiscal and financial affairs of the Academy. It shall approve a budget as recommended by the Finance Committee on an annual basis.
- H. The Council 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 its editorial policies.
- I. The Council shall assist the President in overseeing the functioning of all committees.
- J. Contracts may be entered into or authorized by Council. In no instance is a contract valid until approved by Council.
- K. The Council shall hire the Executive Director and shall define the duties and responsibilities of that position.
- L. The Council may propose, direct and authorize such additional functions 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 Constitution and Bylaws.

Section 2.2

The Council shall have the authority to establish an annual operating budget and adopt investment policies which shall be presented to the membership at the annual business meeting.

Section 3.1 Meetings of the Council

The Council shall meet during the annual meeting and at mid-year. Additional meetings may be called by the President or by petition of five members of the Council. Three weeks written notice shall be required unless such notice is waived for good reason by a majority vote of the Council.

Section 4.1 Council Quorum

A quorum for official actions of the Council shall consist of twelve voting members.

Section 5.1 Chair of the Council

The President is chair of the Council. In 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 Council present and voting.

Section 6.1 Removal from the Council

A. An Officer, Councilor, or Governor, who is unwilling or unable to attend three consecutive Council meetings is presumed to have resigned from the Council.

B. For good and sufficient reason, including written explanation and affirmation of continuing interest in the office, the Council, by a two-thirds vote, may extend, for an additional six months, the time before declaring a vacancy.

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

Section 7.1 Governors

A. The two most recent Past Presidents of the Academy are designated as Governors.

B. The Governors are members of the Council with power to vote.

C. Should a Governor be unable or unwilling to serve, he or she may be presumed to have resigned. In this instance, his or her position is declared vacant and is not refilled.

D. A Governor is not eligible for re-election to the Council or to other office until one year after completion of his or her term as Governor.

CHAPTER IV. OFFICERS

Section 1.1 President

The President-Elect will automatically become President at the annual 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 1.2 Duties of the President

A. The President is the chief executive officer of the Academy.

B. The President shall chair meetings of the Council, Executive Committee, the annual and other meetings of the Academy.

C. The President shall appoint, with Council approval, members and chairs of the Constitutional (standing) Committees (Constitution, Article VI and Bylaws, Chapter VIII), and appoint ad hoc committees. He or she 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 he or she 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 Council.

F. The President may, in consultation with the Executive Committee, authorize the expenditure of amounts up to but not exceeding \$2,500.00.

Section 2.1 President-Elect

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

Section 2.2 Duties of the President-Elect

The President-Elect will function at the direction of the President and 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. S/he will oversee and report to the President the activities of, and coordination among, these committees, subcommittees, and task forces.

Section 2.3 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 2.4 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 meeting.

Section 3.1 Vice President

The Vice President is elected for a one-year term. He or she may succeed himself or herself one time. The Vice President does not automatically succeed to other offices.

Section 3.2 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. He or she will assist the President and the President-Elect in such functions and activities as are deemed appropriate.

C. The Vice President will act as Parliamentarian at Council and Annual Business Meetings, and will be guided by the latest version of Roberts Rules of Order as it is consistent with the APM Constitution and Bylaws.

Section 4.1 Secretary

The Secretary is elected for a one-year term. He or she may succeed himself or herself three additional terms of office. The Secretary does not automatically succeed to other offices.

Section 4.2 Duties of the Secretary

A. The Secretary will function at the direction of the President.

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 and other meetings of the Academy at least sixty 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 Council and Executive Committee are made and filed. He or she 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, Councilors, committees and membership as appropriate.

Section 4.3

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

Section 5.1 Treasurer

The Treasurer is the chief financial officer of the Academy. He or she is elected for a two-year term, and may be re-elected to a second term. The Treasurer does not automatically succeed to other offices.

Section 5.2 Duties of the Treasurer

G. The President, President-Elect, and Treasurer are authorized to sign checks. .

H. 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 5.2 (G) of this Chapter. In doing so, the Treasurer retains responsibility and must continue ongoing supervision of the Executive Director.

Section 5.2 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 Council 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 cause notices of annual dues to be sent to the Academy membership and shall receive the payment of such dues.
- E. The Treasurer shall prepare, at least semi-annually or more often if directed by the Council, summaries and reports of assets and liabilities, income and expenditures and other financial data.
- F. The Treasurer shall explain, cooperate, recommend and advise the Officers, the Council, the Finance Committee and the membership concerning financial matters as required.
- G. The President, President-Elect, and Treasurer are authorized to sign checks.
- H. 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 5.2 (G) of this Chapter. In doing so, the Treasurer retains responsibility and must continue ongoing supervision of the Executive Director.

Section 6.1 Duties of the Immediate Past President

- A. The Immediate Past President shall be a Member of the Nominating Committee.
- B. The Immediate Past President will be an advisor to the President, as decided by the President.

Section 7.1 Time of Assuming Office

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

CHAPTER V. ELECTIONS

Section 1.1 Election of Officers

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

Section 1.2 Nomination of Officers

Nominations for Academy officers are made by the Nominating Committee. The names of nominees are published to the membership five months prior to the meeting at which a vote is to be taken (Bylaws, Chapter VIII, Section 2.1).

Section 1.3 Nominations by Petition

Nominations for office may also be made by petition of thirty Full Members of the Academy. The petition must include a statement by the candidate indicating his or her intention to serve if elected. The petition must be delivered to the Secretary four 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 two months prior to the meeting at which a vote is taken.

Section 1.4 Voting at Annual Meetings

Voting at the annual business meeting 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 unless a mail ballot has been ruled (Bylaws, Chapter V, Section 1.5).

Section 1.5 Voting Procedures

- A. If more than one candidate for office is proposed, the Council may rule that the election be conducted by mail ballot of all voting members of the Academy rather than by a vote at the annual business meeting.
- B. When more than two candidates are nominated for any office, voting at a business meeting or by mail ballot 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.

F. In the case of a mail ballot, returns from thirty percent of the voting membership will be necessary for the election to be valid.

Section 2.1 Election of Councilors

A. In order to be elected to the office of Councilor a member must be a Fellow of the Academy. Councilors are elected at the annual business meeting of the Academy for three-year terms. Councilors may succeed themselves for a second three-year term not counting partial terms.

B. Four Councilors will be elected to new, three-year terms at each election.

C. The Council by a two-thirds vote may elect an interim Councilor to fill a vacancy arising for any reason. The interim Councilor 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 Councilor.

Section 2.2 Nomination of Councilors

Nominations for Councilor are made by the Nominating Committee or by the membership in the manner specified in the Bylaws, Chapter V, Sections 1.2 and 1.3.

Section 2.3 Voting Procedures

A. If more than one candidate is nominated, the Council may rule that the election be conducted by mail ballot of the voting membership of the Academy instead of a vote at the annual business meeting. The procedure for this is identical to that described in Bylaws, Chapter V, Section 1.5.

B. Voting for Councilors at the annual business meeting is as described in the Bylaws, Chapter V, Section 1.4.

Section 3.1 Special Circumstances

A. Should sudden or unplanned circumstances prevent the holding of an annual business meeting, mail ballots will be sent to the voting membership immediately. Ballots must be returned within one month and elected candidates will take office at once.

B. The previous Council will continue to function in the interim but no longer than two months without exceptional justification.

Section 4.1 Amendments to the Constitution

Amendments to the Constitution will be made according to procedures specified in the Constitution, Article VIII.

Section 4.2

At an annual or other business meeting a proposed amendment to the Constitution that has been duly publicized may have wording added, deleted or changed, provided the original meaning and intent is not changed. Such action requires a majority vote of those Full Members present and voting.

Section 5.1 Amendments to the Bylaws

The Bylaws may be amended according to the procedures specified in the Constitution, Article VIII, and Bylaws, Chapter X.

Section 5.2

At an annual or other meeting a proposed amendment to the 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.

Section 6.1 Tellers

In the event of a secret ballot at an annual 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 Full Members.

Section 6.2

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 Full Members.

CHAPTER VI. EXECUTIVE DIRECTOR

Section 1.1 Title

The Council may secure the services of an Executive Director. This individual shall not be a member of the Academy.

Section 2.1

The Executive Director shall have a formal contract for a length of time and at a salary and expenses as fixed by the Council. It shall not be valid until approved by the Council.

Section 2.2

A. 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.

B. He or she shall receive direction from and be responsible to the Secretary for office and record keeping functions and to the Treasurer for fiscal and financial matters. The Executive Director shall also provide administrative support for the Council and other officers of the Academy.

Section 2.3 Duties of the Executive Director

- A. The Executive Director will maintain and direct the office of the Academy.
- B. S/he shall assist the Secretary and Treasurer in carrying out their responsibilities.
- C. S/he shall assist the President in discharging the duties of his or her office.
- D. S/he shall arrange for and notify members of the time, place and agenda of meetings of the Academy.
- E. S/he shall prepare an annual budget for approval of the Treasurer and Financial Committee.
- F. S/he shall prepare and distribute financial reports and prepare tax forms.
- G. S/he shall prepare and maintain records of financial transactions.
- H. S/he shall provide administrative assistance to the Council and committees of the Academy.
- I. S/he shall process membership applications and maintain membership records and directories.
- J. S/he shall make reports of activities and recommendations to the Council.
- K. S/he is an ex officio member of the Council without vote.

CHAPTER VII. EDITOR OF THE JOURNAL

Section 1.1 Title

The Council will elect an Editor of the journal.

Section 1.2

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

Section 1.3

The Editor of the journal will enter into a contract with the Academy to be approved by the Council for a term of up to five years. The Editor is eligible to succeed himself/herself for subsequent five-year terms. The contract is not valid until approved by the Council.

Section 1.4

The salary and expenses of the Editor will be determined by the Council.

Section 1.5

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 society. The Editor may publish comment on professional and educational

matters according to policy established by the Education Committee. The Editor will not comment on the business or organizational aspects of the Academy. These are the prerogatives of the President, the Council or individuals authorized to write about such matters in the journal.

Section 1.6

The Editor will submit a report of activities and of the editorial status and functions of the journal annually or more frequently if requested by Council.

Section 1.7

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

Section 1.8

The Editor is an ex officio member of the Council without voting privileges.

Section 2.1

The Education Committee will have the authority to recommend and determine policy, procedures and other editorial matters with the approval of the Council.

Section 3.1

The Academy will enter into a formal contract for publication of the journal for a length of time and payment to be fixed by the Council. The contract must be based upon and be compatible with the Academy Constitution and Bylaws. It is not valid until approved by the Council.

CHAPTER VIII. COMMITTEES

Section 1.1 Executive Committee

A. The Executive Committee is composed of the President, President-Elect, Vice President, Secretary and Treasurer.

B. The Executive Committee functions in the interest of the Academy when directed by Council or when needed for advice or assistance by the President. The activities of the Executive Committee must be approved by the Council, but it is empowered to act in emergencies or when there is insufficient time in which to convene the Council.

Section 2.1 Nominating Committee

A. The Nominating Committee will consist of the President-Elect as Chairman, the Immediate Past President, a member of Council nominated and approved by the Council, and two Full Members of the Academy, who are not members of the Council, nominated by the President.

B. The Nominating Committee will submit a slate of candidates for Officers and Councilors for the next election to the Secretary no later than six months before the annual meeting as specified in the Bylaws, Chapter V.

Section 3.1 Education Committee

A. The Education Committee will consist of five Full Members of the Academy appointed by the President for three-year terms. The chair of the Education Committee shall be a Council member. The Editor of the journal will be an ex officio member of the Education Committee.

B. The Education Committee will be responsible for promoting and overseeing the educational activities of the Academy as defined in the Constitution, Article II.

C. The Education Committee will, in consultation with the Editor of the journal, monitor the editorial policy and the process involved in editing and publishing the journal.

Section 4.1 Membership Committee

A. The Membership Committee will consist of five Full Members of the Academy appointed by the President for three-year terms. The chair of the Membership Committee shall be a Council member. 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 the Constitution, Article III and Bylaws, Chapter I. The Committee will transmit its recommendations for approval or disapproval to the Council.

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 Council, 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 Council and membership, select members for Academy awards

Section 5.1 Finance Committee

A. The Finance Committee will consist of five Full Members of the Academy appointed by the President for three-year terms. The Treasurer will be the chair of the Finance Committee.

B. The Finance Committee will, along with the Treasurer, oversee preparation of an annual budget which it will then submit to the Council for approval.

C. The Finance Committee will oversee, with Council approval, the investment of Academy funds, procedures for receiving and disbursing funds, methods of accounting and bookkeeping, and preparation of fiscal reports. It will also relay to the Council information about the Academy's financial situation.

D. The Finance Committee may recommend actions having to do with Academy finances (e.g., change in dues, salaries) to the Council.

Section 6.1 Governance Committee

A. The Governance Committee will consist of five Full Members of the Academy appointed by the President 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 insure that it is in conformity with the Constitution 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 6.1. The Committee will then present its recommendations for change in membership status or censorship of a member to the Council. The Committee will periodically review the procedures it is to follow in investigating and hearing cases of alleged misconduct.

Section 7.1 Strategic Planning Committee

A. The Strategic Planning Committee will consist of five Fellows of the Academy. The chair of this committee is the Vice President. The two Governors also are members of the Committee. The fifth member of the Committee is a Councilor member named by the President-Elect to serve a one-year term

B. The Strategic Planning Committee formulates rolling one-year plans and ensures continuity of the Strategic Plan.

Section 8.1 Communications Committee

A. The Communications Committee will consist of five full members of the Academy appointed by the President for three-year terms. The chair of the Communications Committee shall be a Council member.

B. The Communications Committee will direct the development and maintenance of the Academy's website and other avenues of communication as guided and approved by Council. The Communications Committee will coordinate public relations and press releases, as guided and approved by Council

Section 9.1 Annual Meeting Committee

- A. The Annual Meeting Committee will consist of seven Full members of the Academy appointed by the President for three-year terms.
- B. The chair of this committee is selected by the President-Elect. If the member the President-Elect selects to chair this committee is not already a Council member, then he or she will become an ex officio member of the Council without voting privileges.
- C. All chairs of this committee will serve one year as vice chair, one year as chair, and one year as a committee member and advisor to the current chair.
- D. The Annual Meeting Committee will be responsible for all aspects of the annual meeting; program, courses, development and support, recommending meeting site, and budget

Section 10.1 Research Committee

- A. The Research Committee will consist of seven Full Members of the Academy appointed by the President for three-year terms. The chair of the Research Committee shall be a Council member.
- B. The Research Committee will endeavor to stimulate and support research and teaching in the area of consultation-liaison psychiatry and psychosomatic medicine by whatever means it deems appropriate.

Section 11.1 Clinical Practice Committee

- A. The Clinical Practice Committee will consist of five Full Members of the Academy appointed by the President for three-year terms. The Chair of the Clinical Practice Committee shall be a Council member.
- B. The Clinical Practice Committee will develop position statements relevant to external standards and accreditation organizations; develop position statements and plans of action relevant to Federal legislation and regulatory efforts; develop positions and plans of action relevant to other professional organizations (e.g., AMA, APA, ACP, etc.); and review existing policy statements of other organizations.
- C. The Clinical Practice Committee will lead and develop clinical practice guidelines, summaries of published evidence for aspects of psychosomatic medicine practice, and other materials conducive to the clinical practice of psychosomatic medicine, as guided and approved by Council

Section 12.1 Subcommittees and Task Forces

- A. The President may establish, in consultation with the Council, various Subcommittees and Task Forces under each named committee to help with the mission of the named committee.
- B. Unless the President names their chairs, these Subcommittees and Task Forces will elect their own chairs, who will report on behalf of each Subcommittee and Task Force to the chair of the named committee.

Section 13.1 Special Interest Groups (SIGs)

- A. The President may appoint, in consultation with the Council, various SIGs as needed. These may include, but are not limited to, Child/Adolescent, Ethics, HIV/AIDS, Women's Issues, International Collaborations, Neuropsychiatry.
- B. The size of SIGs, their charges and method of functioning, will be determined by the President in consultation with the Council.

Section 14.1

The President is an ex officio member of all standing committees and SIGs.

CHAPTER IX. DUES

Section 1.1

Changes in dues from the present rates will be made by the Council.

CHAPTER X. CHANGE IN BYLAWS

Section 1.1

Changes in Bylaws may originate in the Council by a two-thirds vote or by the petition of thirty voting Full Members. Such a petition must be delivered to the Secretary and placed on the agenda of the next annual or mid-year Council meeting.

Section 1.2

Proposed Bylaw changes will be publicized to the membership at least three months prior to the annual business

meeting when a vote is to be taken or before a mail ballot is sent out. Reasons for the proposed amendments will be included in the published materials and, if the amendment originates outside the Council, the recommendations of the Council for or against the proposal, will be published.

Section 1.3

Passage of the proposed changes at the annual meeting will be by two-thirds of voting Full Members present unless the Council directs that the changes be submitted to the entire voting membership by mail ballot. In that instance, a majority of those voting will be necessary for passage.

Section 1.4

If passed, Bylaws changes take effect immediately unless otherwise provided in the amendment.

CHAPTER XI. SEAL

Section 1.1

There shall be a Corporate Seal bearing the name of the Academy and the date of the Academy's founding.

Section 1.2

The Corporate Seal will be kept in a safe place approved by President and Council and shall be used as directed by President and Council and as legally required.

CHAPTER XII. PARLIAMENTARY AUTHORITY

Section 1.1

Roberts Rules of Order, latest revision, shall govern the parliamentary action of the Academy unless they are inconsistent with the Constitution or Bylaws of the Academy.