



A C G M E

**ACCREDITATION COUNCIL FOR GRADUATE
MEDICAL EDUCATION**

BYLAWS

Effective: June 9, 2018

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BYLAWS OF ACCREDITATION COUNCIL FOR GRADUATE MEDICAL EDUCATION

ARTICLE I – NAME

This corporation, a not-for-profit corporation under the laws of the State of Illinois, shall be known as Accreditation Council for Graduate Medical Education (“ACGME”).

ARTICLE II – PURPOSES AND FUNCTIONS

Section 1. Purpose: The ACGME is organized exclusively for educational or scientific purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code.

The purposes of the ACGME are to develop the most effective methods to evaluate graduate medical education, to promote the quality of graduate medical education, and to deal with such other matters relating to graduate medical education as are appropriate.

Section 2. Functions: The ACGME Shall

- a) Provide for the accreditation and recognition of programs and Sponsoring Institutions in graduate medical education according to established standards which afford fair and equitable review of the institution and program, through the review process;
- b) Promote and periodically monitor Sponsoring Institutions’ initiatives to enhance the safety of the learning environment and engage residents in patient safety and quality improvement activities.
- c) Review and, where appropriate, approve Institutional and Recognition Requirements for evaluation of institutions that offer ACGME-accredited and recognized graduate medical education and other programs;
- d) Review and, where appropriate, approve Common Program Requirements submitted for evaluation of graduate medical programs in all specialties;
- e) Review and, where appropriate, approve specialty Program and Recognition Requirements submitted for evaluation of graduate medical education programs;
- f) Include standards providing for resident education in patient safety and quality improvement in Institutional, Common Program, specialty Program, and Recognition Requirements, as appropriate.
- g) Conduct studies pertinent to improving the organization and to the conduct of Sponsoring Institutions and programs in graduate medical education;

- h) Review and, where appropriate, approve proposals for new types of programs in graduate medical education for which accreditation or recognition is being sought;
- i) Review and revise the criteria by which Sponsoring Institutions and programs in graduate medical education, and the educational outcomes as demonstrated by their resident physicians, are evaluated;
- j) Provide and receive information to and from the public and governmental agencies relating to the evaluation, accreditation and recognition of programs in graduate medical education; and,
- k) Initiate studies and establish policies to keep programs in graduate medical education responsive to public and social needs, including, but not limited to, patient safety needs.

ARTICLE III – OFFICES

The ACGME shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with such registered office.

ARTICLE IV – MEMBERS

Section 1. Members: The members of the ACGME shall be the American Board of Medical Specialties (“ABMS”), American Hospital Association (“AHA”), American Medical Association (“AMA”), Association of American Medical Colleges (“AAMC”), Council of Medical Specialty Societies (“CMSS”), American Osteopathic Association (“AOA”) and American Association of Colleges of Osteopathic Medicine (“AACOM”). The ACGME shall have one class of members.

Section 2. Rights of Members.

- a) Members may nominate persons to serve as directors as provided in Article V, Section 3.
- b) Members shall have such voting rights as provided in Article V, Section 13
- c) Lists of actions of the meetings of the Board of Directors shall be sent to the chief executive officer of each member within forty-five (45) days following the meeting of the Board of Directors.

Section 3. Meetings of the Members

- a) Meetings of the members shall be called by the Board of Directors for the purpose of acting as provided in Article V, Section 13.
- b) Notice of any membership meeting shall state the date, time, place, and purpose of the meeting and shall be given to the members not less than five (5) nor more than sixty (60) days prior to the date of such meeting, or as otherwise provided by law.
- c) Four sevenths of members present by representative or by proxy shall constitute a quorum.
- d) Each member shall be entitled to one vote, by representative or by proxy, on all matters submitted to the membership as provided in Article V, Section 13.
- e) Any action required or permitted to be taken at a meeting of the members may be taken without a meeting, if a consent in writing, setting forth the action so taken, is signed by such number of members that would be required to vote in favor of the action to be taken at the meeting of the members, and filed with the President and Chief Executive Officer. Such consent may be signed in

counterparts and shall have the same force and effect as a vote of such required number of members at a meeting of members.

Section 4. Member Status of AOA and AACOM

- a) The occurrence of any of the following (each, an “AOA/AACOM Termination Event”) shall terminate the ACGME member status of AOA and AACOM in accordance with this Section 4:
 - i) either AOA or AACOM terminates its status as an ACGME member by written notice to the Board of Directors and the other ACGME members;
 - ii) the ACGME, by the decision of the ACGME Board of Directors, withdraws from the Memorandum of Understanding dated February 6, 2014 among the ACGME, AOA and AACOM (the “MOU”) on or before June 30, 2020, as provided in Section 9 of the MOU; or,
 - iii) at any time on or after July 1, 2020, either AOA or AACOM (a) accredits graduate medical education programs, (b) is affiliated with any third party other than the ACGME that accredits graduate medical education programs, including but not limited to having under its jurisdiction a third party that accredits graduate medical education programs, or (c) recognizes any third party other than the ACGME that accredits graduate medical education programs.
- b) Upon any AOA/AACOM Termination Event, all of the following shall be effective immediately, without any further action by any party:
 - i) the status of both AOA and AACOM as ACGME members shall terminate;
 - ii) all of AOA’s and AACOM’s rights as ACGME members, including their rights to vote on any matters put to a vote of ACGME members and their rights to nominate persons to the Board of Directors, shall cease;
 - iii) the term on the Board of Directors of any director who was nominated by AOA or AACOM shall end;
 - iv) AOA shall cease to be an RRC appointing organization; and
 - v) the term on any Residency Review Committee of a member who was appointed by AOA shall end.

ARTICLE V – BOARD OF DIRECTORS

- Section 1. General Powers:** Subject to Article V, Section 13, the affairs of the ACGME shall be managed by and under the direction of the Board of Directors.
- Section 2. Number of Directors:** The number of directors shall be a minimum of thirty five and a maximum of thirty eight. Notwithstanding the foregoing, (a) at any time while AOA and AACOM are not entitled, pursuant to Article V, Section 3, to have any directors elected from their nominees, the number of directors shall be a minimum of twenty seven and a maximum of thirty, and (b) at any time while AOA and AACOM are each entitled, pursuant to Article V, Section 3, to have two directors elected from their nominees, the number of directors shall be a minimum of thirty one and a maximum of thirty four, and (c) at any time while AOA and AACOM are each entitled, pursuant to Article V, Section 3, to have three directors elected from their nominees, the number of directors shall be a minimum of thirty-three (33) and a maximum of thirty-six (36). Without the amendment of the bylaws, the Board of Directors may change the number of directors, within the minimum and maximum, for terms beginning upon adjournment of the annual meeting of the Board of Directors. Directors need not be residents of the State of Illinois.
- Section 3. Directors Nominated by Members:** Each member may nominate persons to serve as directors, in the manner it chooses, except that no director nominated by a member shall serve simultaneously as a member of a Review Committee nor be an employee of any member or any Review Committee appointing organization.

From among the nominees of each member other than AOA or AACOM, the Board of Directors shall elect four directors per member. From among the nominees of each of AOA and AACOM, the Board of Directors shall elect directors as follows:

- a) the Board of Directors shall elect two directors for each such member for the period beginning no later than February 28, 2016 and lasting through June 30, 2018;
- b) if AOA has ceased accreditation activity as described in Article IV, Section 4(a)(iii)(A)-(C), prior to July 1, 2018, the Board of Directors shall elect four directors for each such member for all periods beginning on or after July 1, 2018;
- c) if AOA has not ceased accreditation activity as described in Article IV, Section 4(a)(iii)(A)-(C), prior to July 1, 2018:
 - i) the Board of Directors shall elect three directors for each such member for the period beginning July 1, 2018 and ending on the date (no later than July 1, 2020) that AOA ceases accreditation activity as described in Article IV, Section 4(a)(iii)(a)-(c); and,

- ii) the Board of Directors shall elect four directors for each such member for all periods beginning on or after such date (no later than July 1, 2020) that AOA ceases accreditation activity as described in Article IV, Section 4(a)(iii)(a)-(c).

Any employee of a member or a Residency Review Committee appointing organization who is a director at the passage of the amendment to this Bylaw addressing such employees may continue to serve as a director and may be re-selected as a director through a maximum tenure under these Bylaws.

Section 4. Additional Directors: One to four at-large directors, three public directors (Public Directors), one ACGME Council of Review Committee Chairs director, one ACGME Council of Public Members director, and two resident physician directors shall serve on the Board of Directors. The at-large directors and the Public Directors shall be appointed by the Board of Directors. The Chair of the ACGME Council of Review Committee Chairs shall serve as the ACGME Council of Review Committee Chairs director. The Chair of the ACGME Council of Public Members shall serve as the ACGME Council of Public Members director. The Chair of the ACGME Council of Review Committee Residents shall serve as one of the resident physician directors. One resident physician director shall be appointed by the Board of Directors from at least two nominees from the Resident and Fellow Section of the American Medical Association.

Section 5. Representatives of the Federal Government to ACGME: Representatives of the federal government to the ACGME shall be designated by the Secretary of the Department of Health and Human Services and by the Under Secretary for Health for the Veterans Health Administration. Each of the two representatives shall be entitled to participate in meetings of the Board of Directors, except that neither shall be entitled to vote.

Section 6. Terms:

- a) Directors nominated by members, at-large directors, and Public Directors shall serve terms of three years, with a maximum tenure of six years, subject to Article V, Section 6(f).
- b) The Chair of the ACGME Council of Review Committee Chairs shall serve as a director during his/her tenure as Chair of the ACGME Council of Review Committee Chairs.
- c) The Chair of the ACGME Council of Review Committee Residents shall serve as a director during his/her tenure as Chair of the ACGME Council of Review Committee Residents.
- d) The Chair of the ACGME Council of Public Members shall serve as a director during his/her tenure as Chair of the ACGME Council of Public Members.
- e) The resident physician director nominated by the Resident and Fellow Section of the American Medical Association shall serve a two-year term, and may be reelected by the ACGME Board of Directors for one additional term. Each term shall expire immediately upon adjournment of the annual meeting of the Board of Directors in the second year of the two-year term. He/she shall be a resident physician at the effective date of his/her election or reelection, but need not be a resident physician for the full extent of the two-year term.
- f) Notwithstanding term and maximum tenure limitations provided in Article V, Section 6 (a), (i) the second term of a director may be extended for a maximum of three years to enable him/her to serve a term as Chair, or terms as Chair-Elect and Chair, (ii) three or more years after cessation of continuous service as a director, a person may be elected to serve one or more additional director terms, with a new maximum tenure of six years.
- g) Each director term shall expire immediately upon adjournment of the annual meeting of the Board of Directors in the last year of the director's term.
- h) At least six weeks prior to the annual meeting of the Board of Directors, each member shall notify the President and Chief Executive Officer of the ACGME of its nominees for terms beginning upon adjournment of the annual meeting of the Board of Directors.
- i) The terms of the directors nominated by members and elected by the Board of Directors shall be staggered so that approximately one third of the terms shall expire immediately upon the adjournment of each annual meeting of the Board of Directors.

- j) The representative(s) of the federal government shall serve at the discretion of the appointing official(s).

Section 7. Regular Meetings: Regular meetings of the Board of Directors shall be held at least three times in each calendar year. The last regular meeting in each calendar year shall be considered the annual meeting of the Board of Directors. At least thirty (30) days' written or electronic notice shall be given for a regular meeting.

Section 8. Special Meetings: Special meetings of the Board of Directors shall be called by the Chair or at the request of any five directors nominated by a minimum of at least three of the seven members. At least ten (10) days' written or electronic notice shall be given for a special meeting of the Board of Directors, and the purpose of the special meeting shall be set forth in the notice.

Section 9. Location of Meetings: All regular and special meetings of the Board of Directors shall be held in Chicago, Illinois, at a location designated by the Chair, unless a different site is approved at a regular or special meeting of the Board of Directors or in the case of a special meeting, the notice of the meeting provides that it shall be held by telephone conference.

Section 10. Quorum: A majority of the Board of Directors shall constitute a quorum.

Section 11. Manner of Acting: The act of a majority of the directors present and voting at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the statute, these bylaws, or the Articles of Incorporation. If a quorum is not present at any meeting of the Board of Directors, a majority of the directors present may adjourn the meeting to another time, with at least thirty days' written or electronic notice of the time and location of the adjourned meeting. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the original meeting. Withdrawal of directors at any meeting shall not cause failure of a duly constituted quorum at that meeting.

Section 12. Matters Requiring Seven-Eighths Vote of the Directors: The following matters shall require a seven-eighths vote of the directors present and voting at any regular meeting of the Board of Directors at which a quorum is present:

- a) A change in the term or terms of any director; and,
- b) Any amendment to this provision of the bylaws.

Section 13. Matters Requiring Votes of Directors and Members:

Notwithstanding any other provisions of these bylaws,

- a) The following matters shall require first, a seven-eighths vote of the directors present and voting at any regular meeting of the

Board of Directors at which a quorum is present, and thereafter, if the Board of Directors passes the matter, a six-sevenths vote of the members:

- i) Removal of a member (other than the removal of AOA and AACOM as members as a result of an AOA/AACOM Termination Event);
 - ii) Amendment of Article V, Section 13(a) of the bylaws;
- b) The following matters shall require first, a seven-eighths vote of the directors present and voting at any regular meeting of the Board of Directors at which a quorum is present, and thereafter, if the Board of Directors passes the matter, a four-sevenths vote of the members:
- i) Dissolution;
 - ii) Sale or transfer of all assets;
 - iii) Merger;
 - iv) Addition of a member; and,
 - v) Amendment of Article IV, Section 2, Article V, Sections 2, 3, 13(b) or 13(c) of the bylaws.
- c) The following matters shall require first, a three-quarters vote of the directors present and voting at any meeting of the Board of Directors at which a quorum is present, and thereafter, if the Board of Directors passes the matter, a four-sevenths vote of the members:
- i) Amendment of Article II, Section 1 of the bylaws;
 - ii) Any single capital expense that exceeds 20 percent of the reserve fund, as defined in the annual auditors' report;
 - iii) Aggregate capital expenses that would exceed 30 percent of the reserve fund in a given fiscal year; and,
 - iv) Any actions that would cause the debt to equity ratio to exceed 1.0.

Section 14. Resignation of Directors: A director may at any time resign by written notice delivered to the Board of Directors. A resignation is effective when the notice is delivered unless the notice specifies a future date.

Section 15. Vacancies: In the event of the death, resignation or inability to act of a director as determined by the Board of Directors, the member which nominated that director, or the Board of Directors in the case of an at-

large director or a public director, or the ACGME Council of Review Committee Chairs in the case of the ACGME Council of Review Committee Chairs director, or the Council of Review Committee Residents in the case of one resident director, or the ACGME Council of Public Members in the case of the ACGME Council of Public Members director, or the Resident and Fellow Section of the American Medical Association in the case of one resident director, shall nominate, appoint and/or elect in the manner provided in Article V, Sections 3-4 a director to serve the unexpired term. If a vacancy exists because a member fails for 120 days to make a nomination, the Board of Directors shall appoint a director to fill the vacancy. A director thus appointed shall be affiliated with the member which failed to make a timely nomination.

Section 16. Compensation: Directors shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for each regular or special meeting of the board, provided that nothing herein contained shall be construed to preclude any director from serving the ACGME in any other capacity and receiving reasonable compensation therefore.

Section 17. Fiduciary Duties of Directors: A director shall discharge his or her duties to the ACGME in a manner consistent with Illinois law. This shall include, but not be limited to, the discharge of his or her duties as a director in a manner he or she reasonably believes to be in the interests of the ACGME.

ARTICLE VI – OFFICERS

Section 1. Officers: The officers of the corporation shall be a Chair, a Vice Chair, or a Chair-Elect, a Secretary, and a Treasurer, except that the Board of Directors may also appoint an Assistant Treasurer who shall (a) be an additional officer of the ACGME, (b) serve at the pleasure of the Board of Directors, and (c) have such authority and perform such duties as may be prescribed by the Board of Directors. The President and Chief Executive Officer, appointed by the Board of Directors pursuant to Article VI, Section 4 shall be the Secretary, Ex-Officio.

Section 2. Election and Term of Office:

- a) The Chair shall hold office for a term of two years, and shall not be eligible to serve more than one whole or partial term as Chair.
- b) At the annual meeting of the Board of Directors, a Vice Chair shall be elected by the Board of Directors from among the directors for a term of one year concurrent with the first year of the term of the Chair. At the next annual meeting of the Board of Directors, a Chair-Elect shall be elected by the Board of Directors from among the directors for a term of one year concurrent with the second year of the term of the Chair. The Chair-Elect will succeed to the office of Chair upon adjournment of the annual meeting of the Board of Directors at which the incumbent Chair completes the two-year term. The Vice Chair may be elected to the office of Chair-Elect, but other directors may be considered. The offices of Vice Chair and Chair-Elect will exist only during alternate years and never concurrently.
- c) The Treasurer shall be elected by the Board of Directors at the annual meeting of the Board of Directors for a one-year term, and may serve up to five (5) consecutive terms.
- d) The Vice Chair and Treasurer may subsequently be elected to another office, but no person may hold more than one elected office simultaneously. Only persons serving as directors shall be eligible to hold offices.
- e) The Board of Directors may fill a vacancy created in any elected office by death, resignation, removal, or disqualification by designating a director to fulfill the unexpired term.

Section 3. Duties of Officers:

- a) The Chair shall:
 - i) preside at all meetings of the Board of Directors and the Executive Committee;
 - ii) recommend membership on committees of the ACGME as provided in these Bylaws;
 - iii) announce appointments to the Board of Directors and the Executive Committee;
 - iv) be responsible for the establishment of the agenda for meetings of the Board of Directors and the Executive Committee;
 - v) notify directors of the date, time, and location of regular and special meetings of the Board of Directors;
 - vi) notify members of the Executive Committee of the date, time, and location of meetings of the Executive Committee;
 - vii) notify members of the date, time, and location of meetings of the members;
 - viii) preside at all meetings of members without vote unless authorized by a member to act for it at such meetings; and,
 - ix) in general, shall perform all duties incident to the office of chair.

- b) The Chair-Elect or Vice Chair shall assume the Chair's duties if the Chair is absent or is unable to perform those duties.

- c) The Secretary shall be an ex-officio member of all committees without vote. The Secretary will keep accurate minutes of the meetings of the Executive Committee and the Board of Directors, see that all notices are duly given as required in these bylaws, maintain the records of the corporation, maintain an accurate listing of names, location and position of all official participants in the corporation, and see that all communications and documents authorized by the Executive Committee, the Board of Directors and the members have been properly executed.

- d) The Treasurer shall chair the Finance Committee. The Treasurer shall receive regular reports of the finances of the ACGME and shall communicate regularly with the staff charged with responsibility for the custody and management of all funds and securities of the corporation. At each meeting of the Executive Committee and the Board of Directors the Treasurer shall be prepared to give an accurate report of the financial status of the corporation and the use of all funds in the interval since the last meeting.

Section 4. President and Chief Executive Officer: The Board of Directors shall appoint a President and Chief Executive Officer of the ACGME to serve subject to the direction and at the pleasure of the Board of Directors.

ARTICLE VII – EXECUTIVE COMMITTEE

- Section 1.** Subject to Article V, Section 13, the affairs of the ACGME shall be managed by the Executive Committee in the interim between regular or special meetings of the Board of Directors.
- Section 2.** The Executive Committee shall consist of eight (8) directors. The Chair, the Vice Chair or the Chair-Elect, and the Treasurer shall serve in the same roles on the Executive Committee. The Chair of the ACGME Council of Review Committee Chairs director shall serve on the Executive Committee. The remaining directors on the Executive Committee shall be elected for two-year terms by the Board of Directors at the annual meeting of the Board of Directors from among the directors. Two (2) non-officer Executive Committee terms shall be concurrent with the term of the Chair. Two (2) non-officer Executive Committee terms shall be concurrent with the second year of the term of the Chair and the first year of the term of the succeeding Chair, with the beginning and end of each such year being adjournment of the annual meeting. If a non-officer Executive Committee member is elected an officer, the Board of Directors shall elect a director to fill out any unexpired non-officer Executive Committee term of the newly-elected officer.
- Section 3.** Public directors shall be entitled to participate in meetings of the Executive Committee, except that they shall not be entitled to vote.
- Section 4.** Five (5) voting members of the Executive Committee shall constitute a quorum for the transaction of business.
- Section 5.** Notice of meetings of the Executive Committee shall be delivered in writing or provided by telephone at least five (5) days prior to the meeting. Notwithstanding the foregoing, notice shall be deemed to be waived for any meeting attended by or held with the consent of all members of the Executive Committee. The Executive Committee may also hold meetings by telephone conference at any time and without prior notice if each member of the Executive Committee either participates in or consents to the telephone conference.
- Section 6.** The Executive Committee shall, except as otherwise provided by law or these bylaws, have all the authority and powers of the Board of Directors in the management of the business and affairs of the ACGME in the interim between regular or special meetings of the Board of Directors. A six-eighths vote of all members of the Executive Committee shall be required for the Executive Committee to act on behalf of the ACGME. The Executive Committee shall report its activities to the Board of Directors at the next regular or special meeting of the Board of Directors.

ARTICLE VIII – STANDING AND OTHER COMMITTEES

Section 1. Standing Committees: The standing committees are the Audit Committee, the Awards Committee, the Committee on Requirements, the Education Committee, the Finance Committee, the Governance Committee, the Journal Oversight Committee, Monitoring Committee, and the Policy Committee.

Subject to committee membership requirements in this Article VIII, on recommendation of the Chair, the Governance Committee shall propose, and the Board of Directors shall appoint standing committees whose members shall serve until the next annual meeting of the Board of Directors or until their successors are appointed. Each standing committee shall periodically report to the Board of Directors on matters within its purview. Except as otherwise provided in these Bylaws, on recommendation of the Chair, the Board of Directors shall appoint the chair of each standing committee.

Section 2. Awards Committee: The Awards Committee shall review and make recommendations to the Board of Directors on all matters pertaining to the Awards Program.

Section 3. Committee on Requirements: The Committee on Requirements shall review and make recommendations to the Board of Directors on all matters pertaining to the requirements submitted by the Review Committees or other committees of the ACGME. This includes, but is not limited to, recommendations on proposed Institutional, Common Program, and specialty and subspecialty Program and Recognition Requirements.

Section 4. Journal Oversight Committee: The Journal Oversight Committee shall (a) guide the business affairs of the *Journal of Graduate Medical Education (JGME)* with the aim of promoting high-quality scholarship and dissemination, (b) ensure its financial viability and editorial independence, and (c) make recommendations to the Board of Directors regarding structure, support, and production of *JGME*.

Section 5. Education Committee: The Education Committee shall (a) monitor the quality and performance of ACGME education programs, (b) serve as a resource for the development of new ACGME education initiatives, and (c) make recommendations to the Board of Directors with regard to ongoing educational programs and development of new education initiatives.

Section 6. Monitoring Committee: The Monitoring Committee shall (a) evaluate the performance, including consistency of decision making, within and among the Review and Recognition Committees, (b) make recommendations to the Board of Directors regarding Review and Recognition Committee activities and delegation of accreditation authority, (c) accrue and disseminate knowledge about improving accreditation practices by 1) oversight of administrative development and distribution of summary information regarding the performance of the Review Committees; 2)

identification and dissemination of “salutary practices” of Review Committees; 3) recommendation, where appropriate, of standardized approaches to requirement construction and enforcement, 4) monitoring and assessing the consistent application and accreditation enforcement of the requirements, 5) recommending research on requirements and accreditation methods, including review of proposed methods and evaluation of results, and 6) review of accreditation data and information addressing special issues as directed by the Board of Directors, and (d) make recommendations to the ACGME administration regarding the processes, policies and procedures for Review Committee administration, requirements construction, and accreditation decision making.

Section 7. Governance Committee: The Governance Committee shall consist of one (1) director nominated by each member and at least one (1) public director. The Governance Committee shall:

- a) serve as the nominating committee for elected directors who are not nominated by member organizations, for non-officer members of the Executive Committee, and for elected officers (additional nominations may be made at the annual meeting by any director);
- b) recommend director nominees to the Board of Directors from among the director nominees of member organizations;
- c) recommend bylaw amendments to the Board of Directors; and
- d) perform such other duties relating to governance as may be assigned by the Board of Directors.

Section 8. Finance Committee: The Finance Committee shall (a) prepare an annual budget for approval by the Board of Directors, (b) meet prior to each regular meeting of the Board of Directors to review the financial status of the ACGME, (c) provide regular reports to the Board of Directors on the finances of the ACGME, (d) formulate the overall investment policies of the ACGME for its investment assets, subject to approval by the Board of Directors, (e) establish investment guidelines in furtherance to the investment policies, (f) monitor the management of the ACGME portfolio for compliance with the investment policies and guidelines and for meeting performance objectives over time, and (g) perform such other duties relating to finances as may be assigned by the Board of Directors. The Finance Committee shall be chaired by the Treasurer.

Section 9. Audit Committee: The Audit Committee shall consist of the public directors and two or more additional committee members. A majority of the directors on the Audit Committee shall not simultaneously serve as members of the Finance Committee. At least one (1) member of the Audit Committee must have expertise or experience in financial matters, and that member need not be a director. Neither the President and Chief Executive Officer nor the Chief Financial Officer may be a member of the Audit Committee, but may advise and consult with the committee. The Audit Committee shall:

- a) recommend to the Board of Directors the selection, retention, and termination of the financial auditors of the ACGME;
- b) provide oversight of the ACGME's internal system of financial controls and procedures;
- c) provide oversight of the ACGME's internal system of risk management; and,
- d) investigate any complaints of ACGME violation of state or federal law or of ACGME accounting practices, internal financial controls, or audit.

Section 10. Policy Committee: The Policy Committee shall develop and recommend positions to the Board of Directors relating to policy issues that affect accreditation and graduate medical education.

Section 11. Other Committees: On recommendation of the Chair, the Board of Directors may form other committees, and on recommendation of the Chair, the Governance Committee shall propose, and the Board of Directors shall appoint such other committees, whose members shall serve until the next annual meeting of the Board of Directors or until their successors are appointed. Each other committee shall have such duties and responsibilities as provided in its enabling resolution. On recommendation of the Chair, the Board of Directors shall appoint the chair of each other committee.

ARTICLE IX – REVIEW AND RECOGNITION COMMITTEES

Section 1. Residency Review Committee (RRC) Nominating Organizations and RRC Members: The Board of Directors of the ACGME may appoint organizations (“RRC nominating organizations”), which may nominate voting members of the RRCs subject to appointment by the Board of Directors of the ACGME. RRC nominating organizations may be added by the Board of Directors. RRC nominating organizations may be changed or deleted upon unanimous recommendation of the existing RRC nominating organizations for that RRC and approval by the Board of Directors. In addition, one (1) public member should serve as a member of each RRC, and one (1) resident physician must serve as a *voting* member of each RRC. Public members shall be appointed by the Board of Directors from among nominees submitted by the respective RRC. RRC shall function under policies and procedures approved by the Board of Directors.

Section 2. Institutional Review Committee (IRC) and Transitional Year Review Committees (TYRC): The Executive Committee shall recommend, subject to confirmation by the Board of Directors, voting members of the IRC, and the TYRC. In addition, there must be one (1) public member on the IRC and on the TYRC, and one (1) resident physician must serve as a

voting member of each of these committees. The IRC and TYRC shall function under policies and procedures approved by the Board of Directors.

- Section 3. Recognition Committees:** The Board of Directors of the ACGME may appoint organizations, which may nominate voting members of one (1) or more Recognition Committees, subject to appointment by the Board of Directors of the ACGME. Recognition nominating organizations may be added, changed, or deleted by the Board of Directors. Recognition Committees shall function under policies and procedures approved by the Board of Directors. One (1) public member must serve as a voting member of each Recognition Committee, and one (1) resident physician must serve as a voting member of each Recognition Committee.
- Section 4. Employees of Members RRC Nominating Organizations and Recognition Nominating Organizations:** No employee of a member of the ACGME or of any RRC or Recognition nominating organization shall serve as a voting member of a Review or Recognition Committee.
- Section 5. Duty of Review and Recognition Committee Members to the ACGME:** Each Review and Recognition Committee member shall discharge his or her duties as a committee member in a manner he or she reasonably believes to be in the interests of the ACGME.
- Section 6. Removal of Review and Recognition Committee Members:** A Review or Recognition Committee member may be removed by a majority vote of the Board of Directors whenever in its judgment the best interests of the ACGME would be served thereby.
- Section 7. ACGME Council of Review Committee Chairs:** The ACGME Council of Review Committee Chairs shall consist of (i) the Chair of each Review Committee, including the TYRC and the IRC, (ii) the Chair of the Osteopathic Principles Committee, (iii) and the two (2) resident physician directors and (iii) one (1) ACGME Public Director appointed by the Board of Directors. Others may be appointed by the Board of Directors of the ACGME. The ACGME Council of Review Committee Chairs shall elect a Chair to serve a two-year term. The Chair of the ACGME Council of Review Committee Chairs shall be a Chair of a Review Committee at the time of election to the Chairmanship, but need not be either a Chair or a member of a Review Committee for the duration of the two-year term as Chair. The ACGME Council of Review Committee Chairs shall function under policies and procedures approved by the Board of Directors. The ACGME Council of Review Committee Chairs shall not have the power to bind the ACGME.
- Section 8. ACGME Council of Review Committee Residents:** The ACGME Council of Review Committee Residents shall consist of (i) the resident physician member of each Review Committee, including the TYRC and the IRC, (ii) the resident physician member of the Osteopathic Principles Committee, and (iii) one (1) ACGME Public Director appointed by the ACGME Board of Directors. Others may be appointed by the Board of

Directors of the ACGME. The ACGME Council of Review Committee Residents shall elect a Chair to serve a two-year term. The Chair of the ACGME Council of Review Committee Residents shall be a member of a Review Committee at the time of election to the Chair, but need not be a member of a Review Committee for the duration of the two-year term as Chair. The ACGME Council of Review Committee Residents shall function under policies and procedures approved by the Board of Directors. The ACGME Council of Review Committee Residents shall not have the power to bind the ACGME.

Section 9. ACGME Council of Public Members: The ACGME Council of Public Members shall consist of (i) one (1) public member from each Review Committee that has a public member, (ii) one (1) public member from the Osteopathic Principles Committee, (iii) the Public Directors of the ACGME, and (iv) at the option of the Board of Directors of the ACGME, one (1) or more at-large public members chosen by the ACGME Board of Directors whose term shall be at the discretion of the ACGME Board of Directors. The ACGME Council of Public Members shall elect a Chair to serve a two-year term. The ACGME Council of Public Members shall function under policies and procedures approved by the Board of Directors. The ACGME Council of Public Members shall not have the power to bind the ACGME.

Section 10. Removal of Council Chairs: A Council Chair may be removed by a majority vote of the Board of Directors whenever in its judgment the best interests of the ACGME would be served thereby. If a Council Chair is removed, the affected Council shall elect a new Chair to fulfill the unexpired term of the removed Chair.

Section 11. General: Except as provided in Article XI, Section 2 of these Bylaws, Review and Recognition Committees shall not have power to bind the ACGME.

ARTICLE X – FINANCES

- Section 1. Fees and Charges:** Fees and charges for program evaluations and related proceedings shall be established by the Board of Directors as necessary to support the accreditation process.
- Section 2. Responsibility for Expenses of Directors for Attendance at Meetings of the Board of Directors:** Subject to ACGME policies relating to reimbursement for travel expenses, the expenses of directors for attendance at meetings of the Board of Directors shall be borne by the ACGME.
- Section 3. Responsibility for Expenses of the Representative of the Federal Government for Attendance at Meetings of the Board of Directors:** The expenses of the representatives of the federal government for attendance at meetings of the Board of Directors shall be borne by the federal government.
- Section 4. Expense of Directors for Attendance at Meetings of ACGME Committees:** When directors attend committee meetings which are not held concurrently with regular or special meetings of the Board of Directors, the ACGME shall reimburse them for their expenses subject to ACGME policies relating to reimbursement for travel expenses.
- Section 5. Expenses of Review Committees:** The expenses of the Review and Recognition Committees shall be paid on the basis of policies recommended by the Finance Committee and approved by the Board of Directors.

ARTICLE XI – MODUS OPERANDI

Section 1. **Establishing Institutional Requirements, Common Program Requirements, Specialty Program Requirements, and Recognition Requirements.**

- a) **Institutional Requirements:** The Board of Directors shall approve Institutional Requirements for all institutions that sponsor ACGME-accredited graduate medical education programs.
- b) **Common Program Requirements:** The Board of Directors shall approve Common Program Requirements for all ACGME-accredited residency and fellowship programs.
- c) **Specialty and Subspecialty Program Requirements:** Each Review Committee shall prepare specialty and subspecialty Program Requirements for the specialties and subspecialties over which it has responsibility. The specialty and subspecialty Program Requirements shall be approved by the respective Review Committees, after review and comment by their Review Committee appointing organizations, and then submitted for approval by the Board of Directors.
- d) **Recognition Requirements:** Each Recognition Committee shall prepare Recognition Requirements for the programs or institutions, or elements of programs or institutions, over which it has cognizance. The Recognition Requirements shall be approved by the Recognition Committee, after review and comment by the Recognition Committee appointing organizations, and then submitted for approval by the Board of Directors.

Section 2. **Accreditation and Recognition:**

- a) Subject to Article XI, Section 2(d) of these Bylaws, the Review and Recognition Committees shall evaluate and make recommendations regarding the accreditation and recognition of Sponsoring Institutions and programs in graduate medical education in accordance with the applicable Institutional, Common Program, specialty Program, and Recognition Requirements, notify program directors and designated institutional officials of their recommendations, and submit their recommendations to the Board of Directors.
- b) The Board of Directors shall accredit and recognize Sponsoring Institutions and programs in accordance with the applicable Institutional, Common Program, specialty Program, and Recognition Requirements, following receipt of the recommendations from the appropriate Review or Recognition Committee, and shall promptly notify the program directors and designated institutional officials of its determination. The Board of

Directors may establish procedures to delegate its accreditation and recognition authority to an appeals panel.

- c) The Board of Directors may delegate accreditation and recognition authority to the Executive Committee for particular accreditation and recognition actions.
- d) Upon application of a Review Committee or a Recognition Committee, and following a review of its performance, the Board of Directors may delegate accreditation and/or recognition authority to the Review or Recognition Committee. Such delegation shall be for a period to be determined by the Board of Directors. The Board of Directors shall conduct periodic reviews of the accreditation and recognition process of the Review and Recognition Committee and of its authority to accredit and recognize.
- e) The Board of Directors shall publish on the ACGME website the Institutional, Common Program, specialty Program, and Recognition Requirements for accreditation and recognition of institutions and programs in graduate medical education and lists of ACGME-accredited and recognized institutions and programs.

Section 3. Accreditation and Recognition Procedures: The Board of Directors shall be responsible for establishing the procedures for accreditation and recognition. Consideration may be given to the recommendations of medical specialty organizations and other interested parties.

Section 4. Appeals: In case of an adverse decision, as defined by the Board of Directors, the Sponsoring Institution or program shall be entitled to request a hearing before an appeals panel according to procedures promulgated by the Board of Directors.

Section 5. Records: Records pertaining to accreditation and recognition of Sponsoring Institutions and programs are the property of the ACGME.

Section 6. New Activities: Subject to Article V, Section 13(b)(i), new activities must be approved by a majority vote of the directors present and voting at any regular meeting of the Board of Directors at which a quorum is present.

ARTICLE XII – PARLIAMENTARY AUTHORITY

The rules contained in the most current edition of the American Institute of Parliamentarians' Standard Code of Parliamentary Procedure shall govern the ACGME in all cases where they are applicable and where they are not inconsistent with these Bylaws or any special rules of order that the Board of Directors may adopt.

ARTICLE XIII – INDEMNIFICATION

Section 1. Direct Indemnification: To the full extent specifically authorized by, and in accordance with the procedure prescribed in Section 108.75 of the Illinois General Not-for-Profit Corporation Act (or the corresponding provisions of any future statute applicable to corporations organized under that Act), the ACGME shall indemnify any and all of its directors, officers, committee members, employees, agents, and other authorized representatives for expenses and other amounts paid in connection with legal proceedings (whether threatened, pending or completed) in which any such persons become involved by reason of their serving in any such capacity for the ACGME.

Section 2. Insurance: Upon specific authorization by the Board of Directors, the ACGME may purchase and maintain insurance on behalf of any or all officers, committee members, employees, agents, or other authorized representatives of the ACGME against any liability asserted against any such person and incurred in any such capacity, or arising out the status of serving in any such capacity, whether or not the ACGME would have the power to indemnify them against such liability under the provisions of Section 1 of this Article.

ARTICLE XIV – BOOKS AND RECORDS

The ACGME shall keep correct and complete books and records of accounts, and shall also keep minutes of the proceedings of the Board of Directors.

ARTICLE XV – WAIVER OF NOTICE

Whenever any notice is required to be given under applicable law, the Articles of Incorporation, or these Bylaws, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVI – AMENDMENTS

Except as provided in Article V, Sections 12-13 of these Bylaws, these Bylaws can be amended at any regular meeting of the Board of Directors at which a quorum is present by a three-fourths vote of the directors present and voting, providing that the amendment has been submitted in writing and has been read at a previous meeting.

ARTICLE XVII – DISSOLUTION

Upon the dissolution of the ACGME, the assets of the ACGME shall be distributed to such successor organization(s) as shall continue the accreditation activities of the ACGME and which shall qualify for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code. If no such successor organization(s) shall exist and qualify for the exemption, the assets of the ACGME shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Adopted by ACGME: June 27, 2000 (Incorporation)

ACGME Approved Revision: 9/26/2000

ACGME Approved Revision: 2/13/2001

ACGME Approved Revision: 6/12/2001

ACGME Approved Revision: 9/10/2002

ACGME Approved Revision: 2/10/2004

ACGME Approved Revision: 6/28/2005

ACGME Approved Revision: 6/27/2006

ACGME Approved Revision: 9/12/2006

ACGME Approved Revision: 2/13/2007

ACGME Approved Revision: 9/11/2007

ACGME Approved Revision: 2/12/2008

ACGME Approved Revision: 9/15/2008

ACGME Approved Revision: 2/9/2009

ACGME Approved Revision: 9/14/2009

ACGME Approved Revision: 2/7/2011

ACGME Approved Revision: 2/3/2013 (effective 7/1/2013)

ACGME Approved Revision: 6/8/2013 (Public Member on RC)

ACGME Approved Revision: 9/27/2014 (effective 1/1/2015 - Single Accreditation System)

ACGME Approved Revision: 6/13/2015 (Recognition)

ACGME Approved Revision: 2/7/2016

ACGME Approved Revisions: 2/4/2017 (CPM Member seat on the BOD Approved)

ACGME Approved Revisions: 6/10/2017

ACGME Approved Revisions: 9/23/2017

ACGME Approved Revisions: 6/9/2018