BYLAWS
Of
EMPIRE STATE METROPOLITAN NEW YORK
CHAPTER OF THE
AMERICAN MEDICAL WRITERS ASSOCIATION

Article I – Name and Territory

1. **Name.** The name of this organization is American Medical Writers Association Empire State Metropolitan New York Chapter, Inc., hereinafter called the “Chapter.” The Chapter functions as an affiliate group of the AMERICAN MEDICAL WRITERS ASSOCIATION, hereinafter called the “Association.”

2. **Territory.** The Chapter will serve the Association members and operate only within the territory approved by the Association.

Article II – Purposes

1. **Purposes.** In accordance with the Association’s mission, the Chapter will support and adhere to the objectives, code of ethics, and other standards established by the Association. The purposes of the Chapter are to bring together Association members and others who are engaged or interested in medical communication, promote standards of excellence in medical communication, and provide educational programs and meetings within the Chapter territory that lead to, support, and enhance medical communication, according to the Chapter’s Articles of Incorporation.

2. **Policies and Activities.** The Chapter’s policies and activities shall be consistent with (a) applicable federal, state and local antitrust, trade regulation or other requirements; and (b) tax-exemption requirements imposed on the Association, including the requirements that the Chapter not be organized for profit and that no part of its net earnings inure to the benefit of any private individual; (c) the Affiliation Agreement between the Chapter and the Association.

Article III – Membership

1. **Membership Eligibility.**
   
   a. Membership in the Chapter is limited to individuals who are in good standing with the Association, are in compliance with the Association’s rules and regulations, and have paid membership dues to the Association. The terms and conditions of membership in the Association shall be determined by the Association.

   b. Revocation or suspension of membership by the Association shall automatically constitute revocation or suspension of membership in the Chapter.
2. **Voting Rights.** Voting is limited to qualified individuals who pay applicable Association dues established by the Association Board of Directors.

3. **Membership Categories.** The categories of membership shall be those defined by the Association.

**Article IV – Membership Business Meetings and Voting**

1. **Membership Business Meetings.** Business meetings of the membership are held at least once per year, at times and places determined by the Chapter Board of Directors (hereinafter called the "Board of Directors"), to conduct the business of the Chapter such as the election of officers and such other business.

2. **Notice.** Notice of a membership business meeting shall be provided to eligible voting members of the Chapter at least thirty (30) days before the meeting by postal or other delivery, email, or any other electronic means.

3. **Voting.** Whenever the members must vote on a matter under these Bylaws or otherwise, this section will apply. Voting at membership business meetings may be in person, with each voting member having a single vote. A majority of the members voting in person where a quorum is present carries an action. A quorum for a membership vote at a meeting is 1/10 of Chapter members who are qualified under Article III(2). In the absence of a quorum, the members present shall have the power to adjourn the meeting from time to time without notice, other than announcement at the meeting, until a quorum shall be present. At any such adjourned meeting at which a quorum is present, any business may be transacted that might have been transacted at the meeting as originally noticed.

4. **Voting Without a Meeting.** Members may vote without a meeting in elections or on any matter presented by the Board of Directors where a quorum participates, and the votes are submitted in writing by postal mail, email, or other electronic means. A quorum for a membership vote without a meeting is *1/10* of Chapter members who are qualified under Article III(2).

**Article V – Officers**

1. **Officers.** Officers of the Chapter shall be a President, President-Elect/Vice President, Secretary, and Treasurer. The Board of Directors shall define the roles and obligations of each Officer.* The offices of Secretary and Treasurer may be combined and held by the same person at the discretion of the Board of Directors.* The office of President shall not be held by the same person who holds the office of Secretary or Treasurer (or both). Officers of the Chapter must be at least 21 years of age and members in good standing of the Association and the Chapter.

   a. **President.** The President, in general, shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors. The President presides at all meetings of the Board of Directors, the Executive Committee (if established), and membership business meetings.
b. President-Elect/Vice President. In addition to the duties described here, the President-Elect/Vice President shall perform such duties as may be assigned by the President or the Board of Directors. The President-Elect/Vice President shall serve on the Executive Committee (if established) and, in the absence of the President, chair the meetings of the Executive Committee, the Board of Directors, and the membership business meetings. The President-Elect/Vice President shall fill a vacancy in the office of President as described in these Bylaws.

c. Treasurer. The Treasurer shall oversee the deposit of funds of the Chapter into the proper accounts of the Chapter; the recordation of all receipts and disbursements from such account or accounts; the preparation of the books and records of the finances of the Chapter; the preparation of financial reports of the accounts for each Board meeting; and the preparation and filing of all end-of-year financial reports and federal and state tax reports; compliance with statutory reporting requirements, tax returns, and tax payments; and in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors.

d. Secretary. The Secretary shall keep accurate records and minutes of all meetings of the Board of Directors, the Executive Committee, and membership business meetings; make available copies of the minutes of the previous meeting and distribute them in advance of each meeting; ensure all notices of business meetings are delivered to those persons entitled to vote at such meetings; and maintain the Minutes of the Chapter and a current listing, with phone numbers, mailing addresses, and email addresses, of the Directors at the office of the Chapter; oversee the retention, preparation, and filing of all other records required by law or by the policies of the Board; be custodian of the corporate records and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

2. Officer Nomination and Election.

a. The officers of the Chapter shall be elected annually at the annual business meeting of the members or pursuant to Article IV(4). If the election of these officers is not held at such meeting, such election shall be held as soon thereafter as convenient. Officers take office after the election (at the annual business meeting or after the election if conducted separately).

b. The Board of Directors may empower a Nominating Committee to select candidates for office who best meet the criteria set forth by the Board of Directors. Each year, an announcement shall be made to all voting members of the Chapter that applications are being sought for officer positions. The Nominating Committee shall submit a slate of officers to the Board of Directors for consideration. If a Nominating Committee is not created, the Board of Directors will create and approve the slate.
c. All nominees must have agreed to serve, be at least 21 years of age, and must be members of the Association and the Chapter in good standing. The slate of nominees shall consist of at least one (1) nominee for each office.

d. The Board of Directors must approve the slate of nominees. The approved slate of officers shall be circulated to the Chapter membership of the Association at least thirty (30) days before the annual business meeting.

e. Additional nominations may be submitted in writing to the Chapter Secretary and President-Elect/Vice President and must be received at least fifteen (15) days before voting begins. Such nominations must be signed by at least ten (10) Chapter members in good standing and must be accompanied by an email from the candidate stating that he or she will serve if elected.

f. A nominee who is unopposed for any office is declared automatically elected at the annual business meeting (or other meeting if conducted separately).

g. A ballot is provided at the annual business meeting for each office having more than one (1) nominee. The ballot will include the qualifications of each candidate. Floor nominations are not permitted. Members may not vote by proxy. Members must cast their ballots during the annual business meeting, and ballots will be counted promptly after all ballots have been cast. The candidate who receives the largest number of votes for each office is declared elected.

3. Officer Terms. Officers’ terms shall be at least one (1) year in duration or until their successors are appointed, as determined by the Board of Directors. Officers may succeed themselves in office. Officers take office after the election.

4. Officer Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled for the unexpired portion of the term.

a. When the office of President is vacant, the President-Elect/Vice President immediately assumes the office and serves the remainder of the presidential term for which he or she was originally slated as President Elect. A President-Elect/Vice President filling a vacancy in the office of President may be elected as President at the end of the vacancy in accordance with Section 2 of this Article.

b. When the office of President-Elect/Vice President is vacant, the Nominating Committee (if established) or Board of Directors shall nominate an eligible member to fill the vacant office. The member so nominated assumes the office of President-Elect/Vice President immediately upon approval by a majority vote of the Board of Directors and complete the balance of the term.

c. When the offices of both President and President-Elect/Vice President are vacant, as quickly as possible, the Nominating Committee (if established) or Board of Directors shall nominate a qualified voting member of the Chapter to fill the vacant office of President. The nominee shall
assume the office of President immediately upon approval by a majority vote of the Board of Directors and shall complete the balance of the current term.

d. If the office of Secretary or Treasurer is vacant, the Treasurer (continuing to serve as Treasurer) or the Secretary (continuing to serve as Secretary) immediately assumes the duties of the other office. As quickly as possible, the Nominating Committee (if established) or Board of Directors shall nominate a voting member of the Chapter to fill the vacant position. The member so nominated assumes the office immediately upon approval by a majority vote of the Board of Directors and completes the balance of the term.

5. Officer Removal or Resignation. Any officer may be removed by a vote of two-thirds of the Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. In the event of removal, the appropriate officer, designated under this Article (5), shall immediately assume the duties but not the office of the removed officer. The Officer proposed to be removed must be provided with advance written notice, including the reason for the proposed removal, and the Officer must have an opportunity to contest the proposed removal in writing or in person, and be given final written notice of the removal decision. An Officer may resign at any time by providing written notice to the Board of Directors. Any removal or resignation of a person as an Officer automatically results in that person’s removal or resignation from the Board of Directors.

6. Compensation. Officers do not receive compensation for their services but may be reimbursed for expenses.

Article VI – Board of Directors

1. Board Responsibilities. The affairs of the Chapter are managed by its Board of Directors. It is the Board of Directors’ duty to carry out the objectives and purposes of the Chapter, and to this end the Board of Directors may exercise all powers of the Chapter.

2. Board Composition. The Board of Directors is composed of the elected Officers of the Chapter and any additional Directors determined by the Board of Directors to be necessary to conduct the work of the Board. The number of Directors shall be as determined by the Board of Directors from time to time as long as the number is not less than three (3). Directors must be at least 21 years of age and members in good standing of the Association and the Chapter.

3. Director Nominations and Elections. Directors shall be nominated by the President-Elect/Vice President and approved by a majority of the Board of Directors. If a majority of the Board of Directors disapproves any nominee of a Director, the President-Elect/Vice President shall promptly nominate another candidate for approval by a majority of the Board of Directors.

4. Terms. Directors shall serve at least a one (1)-year term or until their successors are appointed. Directors may succeed themselves in office.
5. **Vacancies.** Vacancies among Directors are filled, for the balance of the term, through appointment by the Board of Directors.

6. **Board Meetings and Voting.**

   a. Meetings of the Board of Directors are called by the President. Board meetings may be held telephonically or electronically as long as each Director can simultaneously hear the others.

   b. A majority of Directors forms a quorum; a majority of votes is required to carry a matter where a quorum is present unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws. Proxy voting by Directors is not permitted.

   c. Any action required by law to be taken at a meeting of Directors, or any action that may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors. The written consent must be evidenced by one (1) or more written approvals from the Directors; each approval must set forth the action to be taken and provide a written record of approval. The approvals must be delivered to the Secretary and filed in the corporate records. Any action taken by the Board pursuant to this Section will be effective when all of the Directors have approved the written consent unless the consent specifies a different effective date.

7. **Removal.** The vote of a majority of the Board members at any regular or special meeting shall be required to remove a Director from the Board before the expiration of the term for which that Director has been elected. The Director proposed to be removed must be provided with advance written notice, including the reason for the proposed removal; an opportunity to contest the proposed removal in writing or in person; and final written notice of the removal decision. A Director may resign at any time by providing written notice to the Board of Directors. Any removal or resignation of a person as a Director, where such person is also an Officer of the Chapter, automatically results in that person’s removal or resignation as an Officer.

8. **Compensation.** Directors do not receive compensation for their services but may be reimbursed for expenses.

**Article VII – Committees**

1. **Committees of Directors.** The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one (1) or more committees, each consisting of two (2) or more directors, which committees shall have and exercise the authority of the Board of Directors in the governance of the Chapter. However, no committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the Bylaws; electing, appointing, or removing any Director or officer of the Chapter; amending the Articles of Incorporation; adopting a plan of merger or a plan of consolidation with another corporation; authorizing the sale, lease, or exchange of all or substantially all of the property and assets of the Chapter; authorizing the voluntary dissolution of the Chapter or revoking proceedings therefor; adopting a plan for the distribution of the assets of
the Chapter; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee.

2. **Executive Committee.** The Executive Committee (if established) shall consist of the President, President-Elect/Vice President, Secretary, and Treasurer. In instances in which special circumstances require expeditious action between meetings of the Board of Directors, the Executive Committee shall have the power to take the necessary actions, subject to any prior limitation imposed by the Board of Directors. The minutes of the Executive Committee meetings shall include a summary of the circumstances requiring any expeditious action taken by the Executive Committee, and the minutes shall be submitted to the full Board of Directors.

3. **Nominating Committee.** If a Nominating Committee is established, its Chair and members shall be appointed by the Board of Directors. The Nominating Committee shall be responsible for nominating persons to serve as the elected officers of the Chapter.

4. **Other Committees and Task Forces.** The Board of Directors may create and appoint Chairs to such other committees and task forces as they shall deem appropriate. Such committees and task forces shall have the power and duties designated by the Board of Directors and shall give advice and make non-binding recommendations to the Board. Chairs of such committees and task forces appoint members.

5. **Committee Terms.** Each member of a committee shall serve for one (1) year until the next annual meeting of the Board of Directors and until a successor is appointed, unless the committee is sooner dissolved.

6. **Rules.** Each committee and task force may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Board of Directors.

**Article VIII – Miscellaneous**

1. **Charter.** The Chapter, its Officers, Directors, and agents must conform to and maintain its charter and all Chapter affiliation agreement requirements imposed by the Association.

2. **Books and Records.** The Chapter must keep books and records of its financial accounts and meeting minutes. The Chapter will make those books and records available to the Association at any time.

3. **Fiscal Year.** The fiscal year of the Chapter is July 1 – June 30.

4. **Reports to the Association.** The Chapter will submit semiannual Activity Reports no later than March 1 and August 1 of each year, an annual financial report no later than August 1 of each year, and any other document or report required by the Association.
5. **Contracts.** The Board of Directors may authorize any Officer to enter into or execute any contract on behalf of the Chapter. However, without such authorization, no person has the power or authority to bind the Chapter under any contract or agreement, to pledge the Chapter’s credit, or to render the Chapter liable for any purpose or amount.

6. **Indemnification.** The Chapter shall indemnify its present or former Directors, Officers, employees, or agents of the Chapter as required by law.

The Chapter shall indemnify, in the manner and to the full extent permitted by law, any person (or the estate of any person) who was or is a party to, or is threatened to be made a party to, any threatened, pending or completed action, suit or proceeding, whether or not by or in the right of the Chapter, and whether civil, criminal, administrative, investigative or otherwise, by reason of the fact that such person is or was a Director, Officer, employee, or agent of the Chapter, or is or was serving at the request of the Chapter as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise. Unless otherwise permitted by law, the indemnification provided for herein shall be made only as authorized in specific case upon determination, in the manner provided by law, that indemnification of the Director, Officer, employee, or agent is proper in the circumstances. The Chapter may, to the full extent permitted by law, purchase and maintain insurance on behalf of any such person against any liability that may be asserted against him or her. To the full extent permitted by law, the indemnification provided herein shall include expenses (including attorney’s fees), judgments, fines and amounts paid in settlement, and, in the manner provided by law, any such expenses may be paid by the Chapter in advance of the final disposition of such action, suit or proceeding. The indemnification provided herein shall not be deemed to limit the right of the Chapter to indemnify any other person for any such expenses to the full extent permitted by law, nor shall it be deemed exclusive of any other rights to which any person seeking indemnification from the Chapter may be entitled under any agreement, vote of members or disinterested Directors or otherwise, both as to acting in his or her official capacity and as to action in another capacity while holding such office.

7. **Amendments.** These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by (a) a majority of the members voting where a quorum is present, or (b) three-quarters of the full Board of Directors if at least thirty (30) days' written notice is given to members of the Board of Directors of intention to alter, amend, or repeal, or to adopt new Bylaws at such meeting, and provided that a proposed amendment has first been submitted to the Association for review, comment, and approval.

8. **Assets of Chapter and Dissolution.** No member of the Chapter has any right, title, or interest in or to the Chapter’s assets. Should the Chapter liquidate, dissolve, or terminate in any way, all assets remaining after paying the Chapter’s debts and obligations must be transferred from the Chapter’s bank account to the Association (as such assets are at all times the property of the Association) or as provided in the Articles of Incorporation. In no event may any assets inure to the benefit of or be distributed to any member, Director, Officer, or employee of the Chapter.

The Chapter may be dissolved by a two-thirds vote of the Directors then serving, provided that notice of the proposed dissolution has been submitted to the Directors in writing, with written notice of the
meeting date to decide on the proposed dissolution at least sixty (60) days before the meeting date. Dissolution of the Chapter, approved by the Board of Directors, shall not take effect until presented to, and approved by, the membership at the next annual meeting, or at a special membership meeting. Notice of the meeting to decide on the proposed dissolution shall be given to the members not less than twenty (20) nor more than sixty (60) days before the meeting. Approval of the dissolution shall require majority vote of the Chapter members in attendance or those eligible Chapter members returning ballots and actually casting votes. Dissolution of the Chapter shall be as provided in the Articles of Incorporation and in the general laws relating to corporations in the State of New York.