

AIRLINES MEDICAL DIRECTORS ASSOCIATION
BYLAWS
(Adopted 2 May 2009, amended 7 May 2011 and 10 May 2014)

ARTICLE I
NAME

The name of the corporation is AIRLINES MEDICAL DIRECTORS ASSOCIATION.

ARTICLE II
DURATION

The corporation shall have perpetual existence.

ARTICLE III
PURPOSES

Section 3.1: The corporation is organized and shall be operated exclusively for the purposes described in section 501(c)(6) of the Internal Revenue Code. Subject to the foregoing, the specific purposes and objectives of the corporation shall include but not be limited to the following:

- (a) To improve the practice and standards of aviation and industrial medicine, particularly as pertaining to domestic and international airlines operations, and to encourage research and study of medical problems in these fields.
- (b) To aid in the establishment and support of any scientific or benevolent Associations or institutions which are inaugurated to further the objectives of the Association.
- (c) To stimulate and foster mutual help and friendship in the accomplishment of the objectives herein set forth.

Section 3.2: In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions set forth in Section 3.3, the corporation shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of Colorado and may do everything necessary or convenient for the accomplishment of any of the corporate purposes, either alone or in connection with other organizations, entities or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law.

Section 3.3: Restrictions On Powers.

- (a) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any member, Executive Council member or officer of the corporation or any other individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the corporation affecting one or more of its purposes), and no member, Executive Council member or officer of the corporation or any other individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the corporation or otherwise.
- (b) Upon dissolution of the corporation, all of the corporation's assets remaining after payment of or provision for all of its liabilities shall be paid over or transferred to and among one or more exempt organizations described in section 501(c)(3) of the Internal Revenue Code, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code. The organizations to receive such property, and their respective shares and interests, shall be determined by the Executive Council.
- (c) Notwithstanding any other provision of these articles of incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described in section 501(c)(6) of the Internal Revenue Code.
- (d) All references to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

ARTICLE IV
MEMBERS

Section 4.1: The corporation shall have such classes of voting and nonvoting members as may from time to time be prescribed by its bylaws or by the Executive Council. The designation and voting powers of each class of members and their respective manner of election or appointment, qualifications, tenure, terms of membership, rights, limitations and obligations shall be as provided from time to time in the bylaws of the corporation or by the Executive Council. Voting powers may be denied to any class either generally or in any limited way. The corporation shall have no capital stock.

Section 4.2: The members of this Association shall be divided into Honorary, Active, Associate, and Emeritus members.

Section 4.3: ACTIVE MEMBERS shall be physicians who are either full-time or part-time employees of, or consultants to, commercial airline management, and whose responsibilities include advice on airline medical policy. Once an individual has been approved as an Active member, he or she has the right to remain as an Active member even after his or her airline affiliation ends.

Section 4.4: ASSOCIATE MEMBERS shall be physicians who do not otherwise qualify for Active membership but who have an interest in airline medicine, and licensed allied health professionals.

Section 4.5: Active and Associate members must maintain ongoing membership in the Aerospace Medical Association.

Section 4.6: Only Active members shall be eligible for office or have the right to vote.

Section 4.7: Only Active and Associate members shall pay dues and assessments.

Section 4.8: All members who remain in good standing must abide by the rules and regulations set forth in the Bylaws.

Section 4.9: RESIGNATIONS: Any member who has complied with all the requirements of the Bylaws during his or her membership may resign by written notification to the Secretary.

Section 4.10: DISCIPLINE: The administration of matters of discipline shall be the duty of the Executive Council.

Section 4.11: REINSTATEMENT: The authority to reinstate suspended or expelled members to good standing in the Association shall reside with the Executive Council.

Section 4.12: HONORARY MEMBERS:

(a) Candidates for Honorary membership shall be individuals who have made outstanding contributions to the advancement of aeronautics, with particular reference to aviation medicine as it applies to commercial airlines.

(b) Candidates for Honorary membership will be approved by the Executive Council and will be elected if they receive three-quarters of the votes of the members present and voting at any annual meeting.

Section 4.13: EMERITUS MEMBERS:

(a) Candidates for Emeritus membership shall be individuals who have participated as Active or Associate members of the Association for a minimum of ten years, and who have made outstanding contributions to the objectives of the Association.

(b) Candidates for Emeritus membership will be approved by the Executive Council and will be elected to emeritus status if they receive three-quarters of the votes of the members present and voting at the annual meeting.

ARTICLE V

APPLICATIONS FOR MEMBERSHIP

Section 5.1: (a) Application for Active or Associate membership in this Association must be made upon the applications provided by the Secretary, or the Chairman of the Membership Committee.

(b) Each applicant must be endorsed by two Active members of the Association in good standing, or one Active member and one Emeritus member.

Section 5.2: Requirements for admission to the Association shall be:

(a) Applicant must have a current license to practice medicine.

(b) Applicant must be a member of the Aerospace Medical Association.

(c) Applicant for Active membership must be attached to the medical department of a commercial airline as determined by the Executive Council.

(d) An Associate member is a physician in the practice of medicine who by virtue of his or her employment does not qualify for Active membership, but because of his or her interest in aviation medicine in general and commercial aviation in particular desires affiliation with the Airlines Medical Directors Association.

Section 5.3: Candidates for Active or Associate membership who have paid their application fee to the Treasurer and who have fulfilled all other requirements, shall become members after election by an Executive Council majority vote of the members present.

Section 5.4: NOTIFICATION OF ELECTION: The Secretary shall furnish every newly elected member of the association with an official certificate of membership, and a copy of the Bylaws.

ARTICLE VI EXECUTIVE COUNCIL

Section 6.1: The management of the affairs of the corporation shall be vested in an Executive Council, except as otherwise provided in the Colorado Revised Nonprofit Corporation Act, these articles of incorporation or the bylaws of the corporation.

Section 6.2: No member of the Executive Council shall be personally liable to the corporation or to its members for monetary damages for breach of fiduciary duty, except that the foregoing shall not eliminate or limit liability of a member of the Executive Council to the corporation or to its members for monetary damages for the following: (a) any breach of the duty of loyalty to the corporation or to its members, (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) acts specified in C.R.S. Sections 7-128-403 (relating to unlawful distributions) or 7-128-501(2) (prohibiting loans to directors and officers), as they now exist or hereafter may be amended, or (d) any transaction from which the member of the Executive Council directly or indirectly derived an improper personal benefit. If the Colorado Revised Nonprofit Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a member of the Executive Council, in addition to the limitation on personal liability provided herein, shall be further eliminated or limited to the fullest extent permitted by the Colorado Revised Nonprofit Corporation Act. Any repeal or modification of this Section 6.2 shall be prospective only and shall not adversely affect any right or protection of a member of the Executive Council existing at the time of such repeal or modification.

Section 6.3: The Executive Council shall consist of the President, President-Elect, Immediate Past President, three Vice Presidents, Secretary, Treasurer, and five members elected from the Association at the annual meeting.

Section 6.4: The EXECUTIVE COUNCIL shall be the governing body of the Association and shall act for it whenever the Association is not in session. It shall take no action save in formally convened sessions of the Executive Council.

Section 6.5: The President shall preside at all meetings of the Executive Council and the Secretary shall act as recorder.

Section 6.6: Four members of the Executive Council shall constitute a quorum for the transaction of business.

Section 6.7: The members of the Executive Council shall hold office for the respective terms as prescribed in the Bylaws until their successors are elected.

Section 6.8: All vacancies shall be filled by the Executive Council and such officers will serve until the annual election.

Section 6.9: The Executive Council shall meet immediately before the annual meetings of the Association for organization and such other business as may be brought before it if deemed advisable by the President. It may also meet the day after the annual meetings of the Association and at any other time during the year when called by the President, which can include electronic sessions (teleconference, Email and/or online meetings) if a quorum is present and if members' comments and votes are shared electronically among all participating Executive Council members.

Section 6.10: The Executive Council shall have jurisdiction over the expenditures of all funds in the Association. They shall examine the report of the Treasurer and make such recommendations as they deem advisable.

Section 6.11: The Executive Council shall have the authority to make and execute all contracts and shall determine the amount of salaries to be paid by the Association.

Section 6.12: The Executive Council shall set the date and place of the annual meeting. It shall also have the power to call a special meeting of the Association. It shall also, in case unusual circumstances make it necessary, have the power to postpone or cancel an annual meeting.

Section 6.13: The Executive Council shall establish such rules and regulations for the election of honorary members as it deems advisable and which are not in conflict with the provisions of the Bylaws.

Section 6.14: Special meeting of the Executive Council may be called upon request of a majority of its members.

Section 6.15: The Executive Council shall act upon the report of the Membership Committee. The recommendations of the Membership Committee and the approval or disapproval of the Executive Council will be presented at the annual meeting for definitive action.

Section 6.16: The Executive Council shall act on all problems of membership.

- a. Re-instatement shall be approved or disapproved by two-thirds vote.
- b. Requests for re-instatement must be in writing and must be sent to the Secretary at least thirty days before the annual meeting.
- c. All matters of discipline shall be prescribed by the Executive Council by a two-thirds vote. They may reprimand, suspend, or expel any members of the Association for violation of the By-Laws, or for non-professional conduct, and when found guilty in a court of law for statutory crime or a crime evincing moral turpitude.
- d. Whenever members of the Executive Council deem it advisable to expel a member, they shall notify him or her in writing to appear before the Council during an official meeting to answer all charges brought against him or her. The notification to appear before the Executive Council and the charges shall be in writing and shall be sent by registered mail, requiring a return acknowledgment, at least fifteen days prior to the date set for action by the Executive Council.
- e. If the accused member wishes, he or she may have counsel during his or her hearing. The Counselors must not be more than two in number and they must be members in good standing in the Association.

ARTICLE VII OFFICERS

Section 7.1: The Officers of the Association shall be President, President-Elect, Immediate Past President, three (3) Vice Presidents, Secretary, Treasurer, and five (5) members of the Executive Council.

Section 7.2: Candidates for office must be Active members in good standing.

Section 7.3: ELECTIONS

- a. The President, The President-Elect, the three Vice Presidents, the Secretary, the Treasurer, and delegates must be nominated for office by the Nominating Committee or from the floor, and must be elected at an annual meeting by a majority vote of those present and voting at the business meeting.
- b. They shall hold office from the termination of the annual meeting at which they were elected, and the termination of the next annual meeting or until their successors are elected.

Section 7.4 Vacancies in any of the offices may be filled temporarily or for the unexpired term by a majority vote by the Executive Council.

Section 7.5: DUTIES OF THE PRESIDENT:

- a. The President shall act as Chairman of the Executive Council and shall preside at all meetings of the Executive Council and at the scientific and business sessions of the association.
- b. The newly elected President shall appoint members to any committee created according to these By-Laws.
- c. He or she may call special meetings of the Executive Council.

Section 7.6: DUTIES OF THE PRESIDENT-ELECT:

- a. The President-Elect shall serve for the President during his or her absence or incapacitation.
- b. He or she shall be a member of the Executive Council.
- c. He or she shall perform any duties concerned with The Association and which are assigned to him or her by the President.

Section 7.7: DUTIES OF THE PAST PRESIDENT:

- a. The Immediate Past President shall be a member of the Executive Council.
- b. He or she shall act as Chair of the Nominating Committee.
- c. He or she shall be responsible for preparing and presenting a list of candidates for honorary membership.

Section 7.8: DUTIES OF THE VICE PRESIDENTS:

They shall perform such duties as assigned to them by the President.

Section 7.9: DUTIES OF THE SECRETARY:

- a. The Secretary shall keep the records of the Association and the minutes of the meetings.
- b. He or she shall notify all members of the dates and places of meetings and shall record the minutes and proceedings of the Executive Council and notify its members of the time and place of meetings.
- c. He or she shall be a member of the Program Committee and shall prepare the programs of the meetings under the direction of this committee.

Section 7.10: DUTIES OF THE TREASURER

- a. He or she shall be custodian of all funds and securities and hold same subject to the direction and disposition of the Executive Council.
- b. He or she shall prepare a financial statement at the end of his or her term of office which shall be audited by the Auditing Committee.
- c. He or she shall be bonded in the amount to be determined by the Executive Council and at the expense of the Association as soon as funds of the Association exceed the sum of \$1000.00.

ARTICLE VIII

STANDING COMMITTEES AND REPRESENTATIVES

Section 8.1: AUDITING COMMITTEE

- a. The Auditing Committee shall consist of two members in good standing in the Association who shall be appointed by the President and shall serve for one year.
- b. The duties of the Auditing Committee shall be:
 1. To examine the accounts of the Treasurer.
 2. To report the results of this examination and to make recommendations to the Association at the annual Executive meeting.

Section 8.2: MEMBERSHIP COMMITTEE

- a. The Membership Committee shall consist of three members in good standing in the Association, who shall be appointed by the President to serve for three years. One member of this committee shall be appointed annually by the President.
- b. The duties of the Membership Committee shall be:
 1. To examine the applications for membership which have been filed with the Secretary.
 2. To present to the Executive Council its recommendation concerning each applicant for Active membership.
 3. To receive from the Executive Council the names of applicants whom it recommends for election to membership. This list of names shall be read by the Chairman of the Membership Committee at the annual meeting.

Section 8.3: NOMINATING COMMITTEE

- a. The Nominating Committee shall consist of the Immediate Past President and two other members. They shall serve for one year.
- b. It shall be the duty of the Nominating Committee to meet and to present to the Association at its annual meeting a slate of nominees, all Active members in good standing in the Association, for the following positions:

1. Candidate for President-Elect
2. Candidates for three Vice Presidents
3. Candidate for Secretary
4. Candidate for Treasurer
5. Candidates for five members of the Executive Council
6. Candidates for delegates as may hereafter become necessary

Section 8.4: AWARDS COMMITTEE

- (a) The Awards Committee shall consist of four members in good standing in the association who shall be appointed by the President and who shall serve for one year.
- (b) The duties of the Awards Committee shall be:
 1. Selection of one or more recipients each year for the George J. Kidera Award.
 2. Encouragement of member nominations for Aerospace Medical Association awards.

Section 8.5: PROGRAM COMMITTEE

- (a) The Program Committee shall consist of the Secretary and three or more other members in good standing in the association who shall be appointed by the President and who shall serve for one year.
- (b) The duties of the Program Committee shall be to make all arrangements for the annual meeting, including:
 1. Reserving hotel meeting rooms and equipment as needed.
 2. Obtaining speakers for the Scientific Program.
 3. Coordinating scientific exhibitors.
 4. Arranging for the evening social function.

Section 8.6: REPRESENTATIVE(S) TO THE AEROSPACE MEDICAL ASSOCIATION (AsMA)

- (a) The AsMA Representative(s) shall be one or two members in good standing in the association who shall be appointed by the President and who shall serve for three years.
- (b) The duties of the AsMA Representative(s) shall be:
 1. Serve as the AMDA member of the AsMA Executive Council.
 2. Serve as the AMDA member of the AsMA Nominating Committee.

Section 8.7: Additional committees may be appointed from time to time at the discretion of the President, with the approval of the Executive Council, to serve for a period of one year subject to reappointment as required. Each committee shall report to the Executive Council through the office of the President.

Section 8.8: The Association shall appoint a delegate or delegates for a period of 12 months for activity and liaison with other organizations as decided appropriate by the Executive Council.

**ARTICLE IX
MEETINGS**

Section 9.1: Twenty-five Active members shall constitute a quorum for the transaction of business at any annual or special meeting.

Section 9.2: The Association shall meet at least once annually at a time and place fixed at the preceding annual meeting.

Section 9.3: In the event that the Association fails to fix the place of the annual meeting, such shall be the function of the Executive Council, which must stipulate such time and place not later than three months in advance of the regular annual meeting.

Section 9.4: These sections 9.2 and 9.3 shall not be construed as prohibiting the Executive Council from taking action under Article VI, Section 6.12 of the Bylaws.

Section 9.5: Special meetings may be called by the Executive Council.

- Section 9.6: The order of business of the General Membership session of the Association shall be:
- a. Reading of the Minutes of the previous meeting.
 - b. Reports of the Secretary, the Treasurer, the Auditing Committee, and the Executive Council.
 - c. Reports of other Committees except the Nominating Committee.
 - d. Election of new members.
 - e. Unfinished business.
 - f. New business.
 - g. Report of the Nominating Committee and nominations from the floor.
 - h. Election of officers.
 - i. Installation of officers. The President, President-Elect, the three Vice Presidents, Secretary, Treasurer, and five members of the Executive Council should be installed at the end of the Executive session.
 - j. Appointment of new members to committees.

**ARTICLE X
FUNDS**

Section 10.1: Expenditures shall be made as prescribed in the Bylaws.

Section 10.2: The income of the Association shall be derived from the following sources:

- a. Dues and Initiation fees as determined by vote of the Active membership.
- b. Assessments levied by the Executive Council upon members on a general vote, whether for special or general purposes.
- c. Voluntary contributions.
- d. Legacies.
- e. From other sources at the discretion of the Executive Council to further the objectives of the Association.

Section 10.3: ARREARS

- a. All members who have not paid their dues by June 1st shall be notified of their delinquency by the Treasurer.
- b. If they have not paid them by July 1st, the delinquent member shall be referred to the Executive Council for action.
- c. The Executive Council may, by a two-thirds vote of the members present, waive the past dues for a given member.
- d. At the discretion of the Executive Council, any members who are delinquent in dues for two or more years may be dropped from the roster of members of the Association.

**ARTICLE XI
AMENDMENTS**

Section 11.1: A quorum being present, the Bylaws may be suspended temporarily for a specific purpose by a three-quarters vote of the members present and voting at any annual or legal special meeting of the Airlines Medical Directors Association.

Section 11.2: A quorum being present, the Bylaws may be repealed or amended by a two-thirds vote of the members present and voting at any annual meeting, provided that the proposed amendments shall have been printed on the notice of the meeting at which such action is to be taken.

Section 11.3: The Executive Council from time to time shall suggest changes in the Bylaws.

**ARTICLE XII
QUESTIONS OF PARLIAMENTARY PROCEDURE**

Section 12.1: All questions of parliamentary order not provided for in these Bylaws shall be determined by parliamentary usage as contained in Robert's Rules of Order.
