



**Articles of Incorporation
Bylaws
Annual Business Meeting Standing Rules
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Revised November 2025

Articles of Incorporation

(As amended November 19, 1991)

PREAMBLE

The American College of Allergy, Asthma and Immunology, Inc. was organized by qualified physicians and scientists to promote and advance the study and knowledge of allergy and to establish high standards for those engaged in the practice of allergy. The corporation has carried out its objectives for over 50 years. To perpetuate its record of service to the profession and to the general community and to modernize its structure, the members of The American College of Allergy, Asthma and Immunology, Inc. hereby adopt the following Amended and Restated Articles of Incorporation, which shall supersede and take the place of the existing Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be THE AMERICAN COLLEGE OF ALLERGY, ASTHMA AND IMMUNOLOGY, INC.

ARTICLE II. GENERAL PURPOSES

The general purposes for which the corporation is organized are:

- (1) To establish an organization of qualified physicians engaged in the practice of allergy, and of interested scientists; who shall meet from time to time for the purpose of promoting research and study in allergy and of advancing the knowledge and practice of allergy.
- (2) To maintain and advance the highest possible standards among those engaged in the practice of allergy.
- (3) To perpetuate the best traditions of medicine and medical ethics.
- (4) To establish standards for the qualification of persons engaged in the specialty of allergy.
- (5) To disseminate to the medical profession knowledge of allergic disease for the general good of all patients.
- (6) To promote the international exchange of knowledge and information about the science of allergy and to encourage the establishment of international branches or divisions of the corporation.

In furtherance of the aforesaid purposes, the corporation may provide, erect, own, lease, acquire, furnish, maintain, and manage any institution, building, facility, or equipment, for carrying on, promoting, advancing, in whole or in part, any one or more of the aforesaid purposes and aims; receive by way of gift, bequest, devise, endowment, donation, or otherwise, either outright or as agent, trustee, or representative of others, money and/or property; enter into, make, perform, or carry out contracts of every kind with any person, firm, association, or corporation; maintain offices and promote and carry on the objectives and purposes of the corporation, within or without the United States; and do any and all such other things as may be necessary or proper to carry out and effectuate the purposes of the corporation.

ARTICLE III. NON-PROFIT CORPORATION

The corporation is organized exclusively for scientific and educational purposes as a non-profit corporation; and its activities

shall be conducted for the aforesaid purposes in such a manner that no part of its net earnings shall inure to the benefit of any member, regent, officer, or individual. Upon dissolution of the corporation, and after payment of just debts and liabilities, all remaining assets shall be distributed to organizations enjoying an exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or successor provisions. The corporation shall not substantially engage in carrying on propaganda or otherwise attempting to influence legislation.

ARTICLE IV. POWERS

The corporation shall have all the powers afforded to it by the provisions of Chapter 317 of Minnesota Statutes, and acts amendatory thereof and supplemental thereto.

ARTICLE V. CAPITAL STOCK

The corporation shall have no capital stock.

ARTICLE VI. DURATION

The duration of the corporation shall be perpetual.

ARTICLE VII. REGISTERED OFFICE

The registered agent of the corporation shall be The Prentice-Hall Corporation System, Inc. The location of the registered office of the corporation shall be Multifoods Tower, 33 South Sixth Street, in the City of Minneapolis, County of Hennepin, State of Minnesota, 55402.

ARTICLE VIII. MEMBERS

The members of the corporation shall be such persons, and the classes of members shall be such, as the Bylaws of the corporation shall from time to time prescribe. The members shall meet at such times and places as the Bylaws shall from time to time prescribe.

ARTICLE IX. BYLAW AMENDMENTS

The voting members of the Corporation shall have the power to alter, amend or repeal the existing bylaws of the Corporation and to adopt new bylaws of the Corporation, provided the proposed alteration, amendment, repeal or new bylaws have been approved by the board of directors.

Bylaws

(As amended November 6, 2025)

ARTICLE 1. NAME AND PURPOSES

Section 1. Name

The name of the corporation is THE AMERICAN COLLEGE OF ALLERGY, ASTHMA AND IMMUNOLOGY, INC.(hereinafter the "College").

Section 2. Purposes

The general purposes for which the College is organized are:

- (a) To establish an organization of qualified allergists/immunologists and other physicians and scientists who have a special interest in allergy/immunology for the purposes of promoting research and study in allergy/immunology and of advancing the knowledge and practice of allergy/immunology;
- (b) To maintain and advance the highest possible standards among those engaged in the practice of allergy/immunology;
- (c) To perpetuate the best traditions of medicine and medical ethics;
- (d) To disseminate to the medical profession and to the public knowledge of allergic disease in the interest of public health and welfare; and
- (e) To promote the international exchange of knowledge and information of allergy/immunology and to encourage the establishment of international chapters of the corporation for this purpose.

Section 3. Limitations.

Notwithstanding Section 2 above or any other provision of these Bylaws:

- (a) No part of the net earnings of the College shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the College shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.
- (b) No substantial part of the activities of the College shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the College shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- (c) The College shall not conduct any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

- (d) Upon the dissolution of the College, the Board of Regents shall, after paying or making provision for the payment of all of the liabilities of the College, dispose of all of the remaining assets of the College (except any assets held by the College upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) exclusively for the purposes of the College in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations under the Code or the corresponding provision of any future United States internal revenue statute, as the Board of Regents shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the College is then located, exclusively for such purposes in such manner, or to such organization or organizations which are organized and operated exclusively for such purposes, as said court shall determine.

ARTICLE II. MEMBERSHIP

Section 1. Membership Categories

Membership in the College shall consist of the following categories: Fellows, Members, Scientific Fellows, Honorary Fellows, Emeritus Fellows, Emeritus Members, Retired Fellows, Retired Members, Inactive Fellows, Inactive Members, Allied Members, International Affiliate Member, Fellow-in-Training Members and Resident/Medical Student Members.

Section 2. Qualifications

(a) **Fellows.** To qualify as a Fellow, an applicant:

- (i) shall be graduated from a medical school accredited by the Liaison Committee on Medical Education (LCME), an accredited school of osteopathy or an equivalent foreign medical institution;
- (ii) shall be fully licensed to practice medicine in a state of competent jurisdiction;
- (iii) shall have been certified by the American Board of Allergy and Immunology, a Conjoint Board of the American Board of Internal Medicine and the American Board of Pediatrics (ABAI) or have been certified by the American Osteopathic Association as having met the requirements for subspecialty certification in Pediatric and Adult Allergy and Immunology; and
- (iv) shall exhibit superior proficiency in research or in the practice of allergy/immunology as demonstrated by (a) teaching in a recognized medical school or affiliated hospital, for a period of not less than two (2) years immediately preceding application, or (b) devoting at least seventy-five percent (75%) of his or her professional activity to the practice of allergy/immunology for

a period of not less than two (2) years immediately preceding application; and

- (v) shall be of high moral, ethical and professional standing as attested to by three (3) physicians familiar with the applicant, at least one (1) of whom is a Fellow of the College.

Fellow applicants trained and residing in a foreign country shall not be required to be certified by the American Board of Allergy & Immunology but shall be considered on an individual basis. However, foreign applicants must also (a) demonstrate meritorious contributions in allergy and immunology; and (b) present evidence of published articles on allergy and immunology or on allied subjects which present original experimental research.

(b) Members. To qualify as a Member, an applicant:

- (i) shall be graduated from a medical school accredited by the LCME, an accredited school of osteopathy or an equivalent foreign medical institution;
- (ii) shall be fully licensed to practice medicine in a state of competent jurisdiction;
- (iii) shall satisfy the requirements of eligibility for examination by the ABAI at time of making application for membership to the ACAAI; or be a physician who has completed at least 2 years in an ACGME-accredited U.S. allergy/immunology training program and has a certificate of completion but is not eligible to take the boards in allergy/immunology because he/she lacks boards in either pediatrics or internal medicine; and
- (iv) shall be of high moral, ethical and professional standing as attested to by three (3) physicians familiar with the applicant, at least one (1) of whom is a Fellow or Member of the College.

Member applicants trained and residing in a foreign country shall not be required to satisfy the requirements of eligibility for examination by the American Board of Allergy & Immunology (ABAI) but shall be considered on an individual basis. However, foreign applicants must also: (a) have equivalent training in allergy and/or immunology as required by the ABAI; and (b) contribute to the advancement of allergy and/or immunology.

- (c) **Scientific Fellows.** To qualify as a Scientific Fellow, an applicant shall be a scientist who has made meritorious contributions to allergy/immunology and shall be of high moral, ethical and professional standing attested to by three (3) physicians familiar with the applicant, at least one (1) of whom is a Fellow of the College.
- (d) **Emeritus Fellows and Emeritus Members.** To qualify as an Emeritus Fellow or Emeritus Member, an applicant shall be a Fellow or Member who has been in good standing for at least fifteen (15) years and has reached the age of 70.
- (e) **Retired Fellows and Retired Members.** To qualify as a Retired Fellow or Retired Member, an applicant shall be a Fellow or Member in good standing who has retired from active medical practice and not assumed a compensated position in medicine after such retirement.
- (f) **Honorary Fellows.** Honorary Fellowship may be conferred upon a physician or scientist who has made an exceptional contribution to the literature in the field of allergy/immunology, has acquired international name recognition and the

reputation as a scholar and teacher, authored peer-reviewed research published in reputable journals and/or held a leadership position within other organizations. He/she may reside anywhere in the world including the U.S. The Credentials Committee will forward recommendations to the Board of Regents for acceptance by a two-thirds vote of the Board of Regents. Eligibility for membership in the College under any other category does not disqualify one from eligibility for Honorary Fellowship.

- (g) **Inactive Fellows and Inactive Members.** To qualify as an Inactive Fellow or Inactive Member, an applicant shall be a Fellow or Member who cannot continue his or her medical practice because of ill health, personal problems, pregnancy/maternity leave of absence, or whose income is encumbered by extenuating circumstances.

An Inactive Fellow or Inactive Member shall be listed in the Membership Directory, but may not vote or hold office or receive the regular mailings of the College. He/she may attend the annual meeting at the non-member registration rate and receive the *Annals of Allergy, Asthma & Immunology* only by paid subscription.

Length of inactive status is one year, with an annual review by the Board of Regents.

An Inactive Fellow/Member may be considered for reinstatement on filing a written request and with payment of current year's dues. If such a request is made within one year of inactive status approval, there will be no fee applied for reactivation of active status. If such request is made after one year, the reinstatement fee will be equal to the current membership application fee and payment of current year's dues.

- (h) **Fellow-in-Training Members.** To qualify as a Fellow-in-Training Member, an applicant shall be a physician enrolled in an Accreditation Council of Graduate Medical Education-approved allergy/immunology training program recommended by one (1) Member or Fellow or his or her allergy training director. A foreign applicant for Fellow-in-Training Member shall not be subject to this requirement, but shall be considered on an individual basis by the Board of Regents. A Fellow-in-Training Member may retain his or her status as such only until the annual meeting following his or her successful completion of an allergy fellowship training program. Provided the applicant meets all other requirements to become a Member, a Fellow-in-Training Member shall automatically be elevated to the status of Member upon notification to the College of successful completion of the allergy/immunology training program.
- (i) **Allied Members.** To qualify as an Allied Member, an applicant shall be a registered nurse (R.N.), nurse practitioner, clinical nurse specialist, certified physician's assistant (P.A.), a licensed practical nurse or other non-physician engaged in a technical or administrative position in allergy/immunology, shall be sponsored by an ACAAI Fellow/Member and shall meet such other criteria as may be established from time to time by the Board of Regents.
- (j) **International Affiliate Members.** To qualify as an International Affiliate Member, an applicant shall reside in a country outside the U.S. and Canada, shall be a graduate from a medical school, shall be practicing medicine in

his/her country of residence, and shall have completed training in allergy/immunology and exhibit an interest in the specialized practice in this specialty. International Affiliate membership will be established electronically.

- (k) **Resident/Medical Student Members.** To qualify as a Resident/Medical Student Member, an applicant shall be a medical student or Internal Medicine or Pediatrics resident in an accredited program in the United States or Canada, shall provide a letter of recommendation confirming current enrollment and eligibility from either the medical school dean or residency program director, with the expected date of completion noted. Resident/Medical Student membership will be established electronically. Furthermore, membership expires when the resident or medical student is no longer enrolled in the corresponding residency or medical school. Those individuals who enter ABAI recognized allergy fellowships may progress to Fellow-in-Training Membership.

Section 3. Application and Election Procedure

- (a) Persons seeking initial membership in the College or seeking to move from one membership category to another shall apply in writing on such forms, if any, as shall be provided by the College.
- (b) Upon receipt of a membership application (whether for initial membership or transfer to a different category), the Credentials Committee, with the assistance of the Executive Director, shall evaluate the applicant's qualifications and report its findings and recommendations to the Board of Regents.
- (c) An applicant meeting the qualifications of a membership category shall be elected to such category upon the affirmative vote or two-thirds of the members of the Board of Regents present at a duly called and convened meeting of the Board. An applicant for Fellow determined not to meet the qualifications therefore may appeal the determination under such procedures as are established from time to time by the Board of Regents.

Section 4. Rights and Duties

- (a) **Meetings and Voting.** All members shall be entitled to attend and participate in meetings of the members of the College but only Fellows and Honorary Fellows ("voting members") shall be entitled to vote on matters submitted to a vote of the members. Each voting member shall have one (1) vote and may not act by proxy on any matter.
- (b) **Offices.** Only Fellows and Honorary Fellows may hold office in the College. Except as otherwise provided by these Bylaws, all members may serve on committees and councils of the College.
- (c) **Dues and Special Assessments.** The annual dues for members of the College and the time for paying such dues shall be determined from time to time by the Board of Regents. The Board of Regents may levy special assessments upon reasonable notice as to the amount and purpose thereof.
- (d) **Titles and Certificates.** Fellows shall be entitled to use the following titles:
Fellow—"F.A.C.A.A.I."

Scientific Fellow—"F.A.C.A.A.I. (SC)"
Honorary Fellow—"F.A.C.A.A.I. (Honorary)"
Emeritus Fellow—"F.A.C.A.A.I. (Emeritus)"

Only Fellows may hold themselves out as being members of or otherwise associated with the College in connection with their professional practice. Certificates of membership may be issued only to Fellows, Scientific Fellows, Honorary Fellows and Emeritus Fellows.

Section 5. Meetings

- (a) **Annual Meeting.** An annual meeting of the members of the College shall be held at such time and place as shall be determined by the Board of Regents. At each annual meeting, the voting members shall elect individuals to fill the offices of such officers and Regents whose terms are expiring and conduct such other business as is necessary and appropriate.
- (b) **Special Meetings.** Special meetings of the members of the College shall be called at the request of the Board of Regents or at the written request of at least one hundred (100) voting members of the College. A special meeting may be held only for the purpose or purposes set forth in the notice fixing the time and place of the meeting. The time and place for holding special meetings shall be determined by the Board of Regents unless otherwise required by law.
- (c) **Quorum.** Fifty (50) voting members shall constitute a quorum for the transaction of business at any duly called meeting of the members of the College, provided that if less than a quorum is present, a majority of the voting members present may adjourn the meeting to another time without further notice. If a quorum has been present at a meeting and voting members have withdrawn from the meeting so that less than a quorum remains, the voting members still present may continue to transact business until adjournment.
- (d) **Manner of Acting.** The act of a majority of the voting members present at a duly called meeting at which there is a quorum shall be the act of the members of the College, unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws.
- (e) **Notice.** Written notice stating the place, date, time and, in the case of a special meeting, agenda of a meeting of the members shall be delivered by mail, postage prepaid, to each member at his or her residence or office address as shown by the records of the College or by publication in the *Annals of Allergy, Asthma & Immunology* not less than five (5) nor more than thirty (30) days before the date of the meeting.
- (f) **New Business.** Any member who wishes to introduce, by motion or otherwise, any item for discussion during the new business portion of the annual meeting shall submit the item to the Executive Director in writing not more than ninety (90) nor less than forty-five (45) days before the annual meeting. Any item submitted less than forty-five (45) days before the annual meeting may, at the discretion of the Board of Regents, be discussed at the upcoming annual meeting or held until the following annual meeting. The Board of

Regents may exclude from discussion or consideration any items which are inconsistent with the purposes of the College. Resolutions, information items or action items presented, discussed and passed by the House of Delegates will be presented at the Annual Business Meeting by the Speaker of the House as a report of the House of Delegates or as new business for consideration by the voting members.

Section 6. Termination of Membership

- (a) **Voluntary.** A member may withdraw from membership at any time by giving written notice to the Executive Director. Such resignation shall take effect at the time specified therein but shall not relieve the individual of his or her obligation to pay dues, assessments or any other charges incurred prior to resignation.
- (b) **Delinquency in Payment of Dues.** Except where the Board of Regents, in its discretion, extends the time for payment, a member whose dues or assessments are not paid in full within twelve (12) months from the date when due shall be dropped from membership in the College thirty (30) days following written notification unless such dues and assessments are paid before the end of that thirty (30) day period.
- (c) **Misconduct.**
 - (i) **Grounds for Disciplinary Action.** A member may be disciplined for any conduct detrimental to the reputation or best interests of the College, including, but not limited to, (a) conviction of a felony or crime relating to or arising out of the practice of medicine or osteopathy or involving moral turpitude; (b) limitation, suspension, termination or forfeiture by any state, province or country of the member's right to practice medicine or osteopathy; (c) violation of the Code of Ethics of the American Medical Association or other relevant medical association; and (d) unprofessional behavior.
 - (ii) **Ethics Committee Recommendation.** Any charges against a member alleging misconduct may be initiated by a member of the College, the Ethics Committee or a third party. All charges, other than those initiated by the Ethics Committee, shall be in writing, signed and directed to the Ethics Committee for its review. The Ethics Committee shall be responsible for making a recommendation to the Board of Regents for disciplinary action with respect to any member charged with misconduct. The Ethics Committee shall make a preliminary investigation of the charges. If, after such preliminary investigation, the Committee determines that the charges are groundless or without merit, the matter will be closed. On the other hand, if the Committee determines that disciplinary action may be warranted, written notice shall be sent by registered mail, certified mail or courier service to the member not less than thirty (30) days prior to a meeting of the Ethics Committee informing the member (a) of the time and place of such meeting, (b) of the alleged misconduct, (c) that disciplinary action against him or her will be considered at such meeting, and (d) that the member may appear in person and submit such evidence as he or she deems proper to show that disciplinary action should not be taken against him or her. A recommendation of disciplinary action may

include, but not be limited to, censure, probation, suspension or expulsion.

- (iii) **Board Action.** The Board of Regents shall take final action with respect to any disciplinary action recommended by the Ethics Committee. Prior to taking any action against a member, written notice shall be sent by registered mail, certified mail or courier service to such member not less than thirty (30) days prior to a meeting of the Board of Regents informing the member (a) of the time and place of such meeting, and (b) that he or she may appear at such meeting in person to state his or her objections to the recommendation of the Ethics Committee. A copy of the recommendation shall be attached to such notice.
- (iv) **Procedural Rules.** The Board of Regents may adopt procedural rules more specifically governing the conduct of the foregoing hearings.

Section 7. Membership After Expulsion

A member who has been expelled from the College pursuant to Section 6(c) above may, but need not, be reinstated upon petition to the Board of Regents and for good cause shown. Under no circumstances shall the Board of Regents consider a petition for reinstatement earlier than the date specified by the determination of expulsion.

ARTICLE III. BOARD OF REGENTS

Section 1. Authority and Responsibility

The governing body of the College shall be a board of directors known as the Board of Regents. The Board of Regents shall supervise, control and direct the business and affairs of the College, shall actively promote its purposes, and shall supervise the disbursement of its funds.

Section 2. Composition

The Board of Regents shall consist of the President, President-Elect, Vice President, Treasurer, Immediate Past President, (collectively, the Designated Regents), nine (9) Elected Regents, the Advocacy Council Chair and two (2) members representing the Fellows-in-Training Section. The Junior Fellows-in-Training Representative shall participate as a non-voting member. The Past-Immediate-Past President shall be offered an opportunity to participate as a voting member for one year. The Annals Editor-in-Chief shall participate as an ex-officio, non-voting member for the duration of their term.

Section 3. Designated Regents

The President, President-Elect, Immediate Past President, Vice President and Treasurer shall take office as Designated Regents immediately after adjournment of the annual meeting at which they are elected as officers and shall serve on the Board of Regents until their successors are duly elected, or until their death, resignation or removal from office.

Section 4. Elected Regents

Nine (9) members of the Board of Regents shall be known as Elected Regents. The Nominating Council shall nominate one

(1) individual to fill the position of each Elected Regent whose term expires at the conclusion of the next annual meeting. The nominations of the Nominating Council shall be approved by the Board of Regents and given to all voting members, either by mail or by publication in the *Annals of Allergy, Asthma & Immunology* no less than sixty (60) days prior to the annual meeting. Additional nominations may be made by written petition signed by fifty (50) voting members and delivered to the Executive Director no less than thirty (30) days prior to the annual meeting. Only an individual who has been a Fellow or Honorary Fellow for three (3) years prior to the time of nomination shall be eligible for nomination as an Elected Regent.

Elected Regents shall be elected for three-year staggered terms. At each annual meeting of the members, the voting members shall elect three (3) Regents for a three-year term to succeed those Regents whose terms are then expiring. In the event that more than three (3) nominations are made, the three (3) nominees receiving the highest number of votes shall be elected. Those elected shall take office immediately after the adjournment of the annual meeting at which they are elected and shall continue in office until their successors are duly elected or until their death, resignation or removal in the manner hereinafter set forth.

Section 5. Regular Meetings

An annual meeting of the Board of Regents shall be held, without notice other than this provision, at the same place and after the annual meeting of the members. The Board of Regents may provide by resolution the time and place for the holding of additional regular meetings without other notice than such resolution.

Section 6. Special Meetings

Special meetings of the Board of Regents shall be called at the request of the President or at the written request of any nine (9) Regents. Except as provided below, written notice of any special meeting of the Board of Regents shall be given at least ten (10) days prior thereto, by mail, courier service or facsimile transmission to each member of the Board of Regents at his or her residence or business address as shown in the records of the College. However, in the case of a special meeting to be held through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, notice of the meeting shall be given no less than twenty-four (24) hours prior thereto. Any Regent may waive notice of any meeting. Neither the business to be transacted at, nor the purposes of, any regular or special meeting of the Board of Regents need be specified in the notice of such meeting unless otherwise required by these Bylaws.

Section 7. Quorum

A majority of the Regents shall constitute a quorum for the transaction of business at any duly called meeting of the Board of Regents. If a quorum is present when a duly called or held meeting is convened, the regents present may continue to transact business until adjournment, even though the withdrawal of regents originally present leaves less than the proportion or number otherwise required for a quorum.

Section 8. Manner of Acting

The act of a majority of the Regents present at a duly called meeting at which there is a quorum shall be the act of the Board of Regents, unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws. No Regent may act by proxy on any matter.

Section 9. Removal

Any Regent may be removed by two-thirds (2/3) of the voting members voting at a duly called and convened meeting of the members, whenever in their judgment the best interests of the College would be served thereby. Any Designated Regent removed shall at the same time be removed as an officer.

Section 10. Vacancies

Any vacancy occurring among the Elected Regents or the Immediate Past President may be filled by action of the remaining Regents at any meeting of the Board of Regents. Any vacancy occurring among the Designated Regents shall be filled by the individual appointed to fill the officer position vacated. A Regent appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor and until his or her successor is elected.

Section 11. Compensation

Regents shall not receive any remuneration for their services as directors; however, the Board of Regents, by the affirmative vote of a majority of the Regents then in office, may authorize the establishment of a fixed reasonable sum and reimbursement of reasonable expenses for attendance at each regular or special meeting of the Board of Regents or for attendance at designated activities or special meetings where such attendance is on behalf of the ACAAI in connection with official College business; provided, however, that nothing herein contained shall be construed to preclude any Regent from serving the College in any other capacity and receiving reasonable compensation therefor.

Section 12. Action by Written Consent

Any action which is required by law, the Articles of Incorporation or these Bylaws to be taken at a meeting of the Board of Regents, or any other action which may be taken at a meeting of the Board of Regents or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by all of the Regents or by all members of the committee, as the case may be.

Section 13. Meeting by Conference Call

Any meeting of the Board of Regents, or a committee thereof, may be held through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other.

ARTICLE IV. OFFICERS

Section 1. Offices

The officers of the College shall be a President, President-Elect, Immediate Past President, Vice President, and Treasurer. Unless otherwise provided by these Bylaws, upon expiration of his or her term, the President-Elect shall automatically succeed to the office of President, and the President shall automatically succeed to the office of Immediate Past President. No two offices may be held by the same person.

Section 2. Nominations

The Nominating Council shall nominate one (1) individual for President-Elect, Vice President and Treasurer. The nominations of the Nominating Council shall be approved by the Board of Regents and given to all voting members, either by mail or by publication in the Annals of Allergy, Asthma & Immunology, no less than sixty (60) days prior to the annual meeting. Additional nominations may be made by written petition signed by fifty (50) voting members and delivered to the Executive Director no less than thirty (30) days prior to the annual meeting. Only an individual who has been a Fellow or Honorary Fellow for three (3) years prior to the time of nomination shall be eligible for nomination as an officer. In addition, only a Fellow or Honorary Fellow who has served or is serving in his/her final year of a three-year term as elected Regents of the Board of Regents shall be eligible for nomination as President-Elect, Vice-President, or Treasurer. He/she may rightfully assume that elected position after conclusion of the annual business meeting of said year. Third year Regents may be nominated for President-Elect, Vice President, or Treasurer positions by the Nominating Council or by written petition during the last year of their Regency.

In the event a nominated candidate approved by the Board of Regents withdraws their candidacy or is determined to be unable to serve in the position prior to election at the annual meeting, the Board of Regents shall convene to select a replacement nominee from among candidates previously vetted by the Nominating Council. The replacement nomination must be communicated to all voting members as soon as practicable, but no less than fifteen (15) days prior to the annual meeting. If the withdrawal occurs less than fifteen (15) days before the annual meeting, a vacancy may be declared for the position and filled through the established process.

Section 3. Election

At each annual meeting of the members, the voting members shall elect a President-Elect, Vice President and Treasurer and, where a vacancy has been created and not filled between annual meetings in the office of President-Elect or President, a President or Immediate Past President, as the case may be. Officers shall be elected for one year terms. Those elected shall take office immediately after the adjournment of the annual meeting at which they are elected and shall continue in office until their successors are duly elected or until their death, resignation or removal in the manner hereinafter set forth.

Section 4. Vacancies

Any vacancy occurring among the officers may be filled by action of the Board of Regents at any meeting of the Board.

Section 5. Duties

- (a) **President.** The President shall be the principal executive officer of the College and serve as Chair of the Board of Regents. The President shall supervise and direct the business of the College, subject to the direction and control of the Board of Regents. The President shall preside at all meetings of the members and the Board of Regents. The President shall see that all orders and resolutions of the Board of Regents are carried into effect. The President may sign any deeds, mortgages, bonds, contracts or other instruments which the Board of Regents has authorized to be executed, except documents the execution of which is expressly delegated by law, the Articles of Incorporation, these Bylaws or the Board of Regents to some other officer or agent of the College. The President shall be an ex-officio member of all committees, but shall not vote on any question in any committee except where such vote is necessary to break a tie. The President shall, in general, perform all duties customarily incident to the office of president and such other duties as may be assigned from time to time by the Board of Regents.
- (b) **President-Elect.** The President-Elect shall serve as Vice Chair of the Board of Regents. The President-Elect shall assist the President in the discharge of the duties of the President as the President may direct and shall perform such other duties as may be assigned from time to time by the President or the Board of Regents. In the absence of the President or in the event of the President's inability or refusal to act, the President-Elect shall perform the duties of the President.
- (c) **Vice President.** In the absence of the President and the President-Elect or in the event of their inability or refusal to act, the Vice President shall perform the duties of the President. The Vice President shall perform such other duties as may be assigned from time to time by the President or the Board of Regents.
- (d) **Treasurer.** The Treasurer shall be the principal accounting and financial officer of the College and shall have charge of and be responsible for the maintenance of adequate books of account for the College; shall serve as Chair of the Budget/Finance Committee; and in general shall perform all of the duties customarily 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 Regents.

ARTICLE V. EXECUTIVE DIRECTOR

The Executive Director of the College shall be responsible for the administrative and day-to-day operations of the College. The Executive Director shall be appointed by and responsible to the Board of Regents. The Executive Director shall have the authority to execute contracts on behalf of the College as authorized by the Board of Regents, except for contracts the execution of which is expressly delegated by law, the Articles of Incorporation, these Bylaws or the Board of Regents to some other officer or agent of the College.

ARTICLE VI. EXECUTIVE COMMITTEE

Section 1. Function

The Executive Committee shall be a committee of the Board of Regents and shall consist of the President, President-Elect, Immediate Past President, Vice President, Treasurer and two (2) Elected Regents, one serving the second year of a three-year term and one serving the third year of a three-year term. The President shall serve as Chair of the Executive Committee. The Past-Immediate-Past President shall be offered an opportunity to participate as a voting member.

Between meetings of the Board of Regents, the Executive Committee shall, at the request of the President, exercise the powers of the Board in the management of the business and affairs of the College except as may otherwise be provided by law, the Articles of Incorporation or these Bylaws.

The Executive Committee shall also serve as the Vision Advisory Group and shall be responsible for oversight of strategic initiatives.

The minutes of each meeting of the Executive Committee shall be furnished to the entire Board of Regents within ten (10) days after such meeting. Upon written request of at least three (3) members of the Board made within twenty (20) days after such meeting, a special meeting of the Board of Regents shall be held to consider any action taken by the Executive Committee.

At such special meeting, the Board of Regents may over-rule any action of the Executive Committee under consideration at the special meeting.

ARTICLE VII. THE ALLIANCE OF THE AMERICAN COLLEGE OF ALLERGY, ASTHMA AND IMMUNOLOGY, INC.

Section 1. Purposes

The Alliance shall be a component of the College and shall be established generally to complement the purposes and activities of the College.

Section 2. Composition

The Alliance shall be composed of spouses, partners, and surviving spouses and partners of Fellows and Members of the College. Participants in the Alliance are not members of, and shall not be entitled to any of the rights and privileges of membership in, the College.

Section 3. Governance

The Alliance may adopt bylaws and rules for the conduct of its own affairs, subject to the approval of the College and consistent with the provisions of these Bylaws and the policies and procedures of the College.

ARTICLE VIII. AFFILIATED FOREIGN CHAPTERS

Any recognized group of foreign allergists may apply for affiliation with the College as a foreign chapter, and the Board of Regents shall determine whether said group shall become an Affiliated Foreign Chapter. The annual dues for Affiliated Foreign Chapters and the time for paying such dues shall be determined from time to time by the Board of Regents.

ARTICLE IX. FINANCE

Section 1. Contracts

The Board of Regents may authorize any officer or officers, agent or agents of the College, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the College, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the College shall be signed by such officer or officers, agent or agents of the College and in such manner as shall be determined by the Board of Regents. In the absence of such determination by the Board of Regents, such instruments shall be signed by the Treasurer and countersigned by the President or President-Elect of the College.

Section 3. Deposits

All funds of the College shall be deposited from time to time to the credit of the College in such banks, trust companies or other depositories as the Board of Regents may select.

Section 4. Gifts

The Board of Regents may accept on behalf of the College any contribution, gift, bequest or devise for the general purposes or for any special purpose of the College.

Section 5. Bonding

Any officer, director or employee of the College who handles funds may be required, at the College's expense, to furnish an adequate surety bond approved by the Board of Regents in such amount as the Board of Regents shall prescribe.

Section 6. Books and Records

The College shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, the Board of Regents and any committees having the authority of the Board of Regents. The books and records of account of the College shall be audited annually by a certified public accounting firm selected by the Finance Committee and approved by the Board of Regents.

Section 7. Fiscal Year

The fiscal year of the College shall be fixed from time to time by the Board of Regents.

Section 8. Fiscal Responsibility

Total budgeted expenditures for any fiscal year shall not exceed total receipts for the previous fiscal year. The Board of Regents may waive the provisions of this article if declared by two thirds of the whole Board of Regents in a roll call vote.

ARTICLE X. 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. The attendance of a member at any meeting shall constitute waiver of notice of such meeting except where the member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened and does not participate in the meeting.

ARTICLE XI. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The College shall indemnify, to the full extent permitted by applicable law, every officer and director of the College, and every former director or officer, and any persons who may have served at the request or by the election or appointment of the College as a director or officer of another corporation.

The foregoing right of indemnification shall not be exclusive of any other rights to which any officer or director may be entitled, and this indemnification shall be in addition to and not in limitation of any other privilege or power of the College to indemnify its officers and directors.

The College may purchase and maintain insurance on behalf of any person referred to in the preceding paragraphs of this Article against any liability incurred by him or her in any such capacity, or arising out of his status as such, whether or not the College would have the power to indemnify him or her against such liability under provisions of this Article or otherwise.

ARTICLE XII. AMENDMENTS

Unless otherwise required by law, these Bylaws may be altered, amended or repealed and new Bylaws may be adopted by action of the voting members voting at any annual meeting of the members, provided the proposed alteration, amendment, repeal or new Bylaws have been approved by the Board of Regents and written notice of the proposed alteration, amendment, repeal or new Bylaws is provided to the Fellows and Honorary Fellows not less than fifteen (15) days prior to the meeting at which the same is to be considered.

ARTICLE XIII. PARLIAMENTARY AUTHORITY

The proceedings of the College, unless otherwise stated in these Bylaws or in standing rules of order adopted by the Board of Regents, shall be conducted in accordance with Robert's Rules of Order Revised.

Annual Business Meeting

Standing Rules

GENERAL RULES

1. Approval of the minutes of the business meeting shall be entrusted to the Board of Regents.
2. Only Fellows may vote at the general meeting.

DEBATE

1. Art. II, Section 5 (f) of the ACAAI Bylaws shall govern the making of motions during the New Business portion of the meeting.
2. To obtain the floor, a member shall approach the nearest microphone, address the chair, wait to be recognized, and give his/her name and membership status.
3. Only Fellows shall be entitled to make motions. Any member may debate a motion or speak before the assembly.
4. Any Fellow who wishes to move the adoption of an original main motion or resolution at the business meeting shall submit the motion or resolution in writing to the President prior to moving for its adoption. Any Fellow who wishes to amend a main motion or resolution shall submit the amendment in writing if the President so requests. After the member obtains the floor and offers the motion or resolution, the President shall state the question to the assembly.
5. A member may debate the same question only once and for no more than three minutes. Debate shall be limited to 15 minutes per question.

- c. Tellers shall declare invalid any votes cast in favor of more than the appropriate number of nominees for any position.
- d. Tellers shall distinguish valid votes from invalid votes cast on the same ballot. An invalid vote cast for one office shall not invalidate otherwise valid votes for the remaining offices on the same ballot.
- e. Tellers shall not invalidate a vote because of a technical error, such as using a cross instead of a check, if the intent of the voter is clear.
7. If the Tellers receive more than the total number of registered voters, and the result of the election could have been affected by extra ballots, the election is invalid and the vote must be retaken.
8. Tellers shall report to the President the number of votes, both valid and invalid, cast for each office. The President shall announce the final results of each election.
9. The vote of a majority of the Fellows present at the business meeting, where a quorum is present, is necessary to elect an Officer. In the case of Elected Regents, where more than three (3) candidates have been nominated, the three (3) candidates receiving the highest number of votes shall be elected.

VOTING FOR OFFICERS AND ELECTED REGENTS IN CONTESTED ELECTIONS

1. One speech may be made in support of each nominee for office. Each speech may be no more than two minutes.
2. Voting shall be completed by secret ballot.
3. Tellers shall distribute one ballot to every Fellow present at the business meeting.
4. A Fellow shall complete his/her ballot either by voting for a slate of nominees or by voting for no more than one nominee for each officer position and for no more than three nominees for the Elected Regent positions.
5. Tellers shall collect the ballots.
6. Recording ballots:
 - a. Tellers shall record both valid and invalid ballots.
 - b. Tellers shall declare any blank ballot to be an abstention, and any two or more filled-out ballots found folded together to be invalid. A blank ballot folded in with one that is properly filled-out does not invalidate the ballot with which it is folded.

Guidelines for the Conduct of Hearings Related to Ethical Practice

(Approved April 25, 1998)

CONDUCT OF HEARING:

- A. The member is to be notified in writing about the date, time and place of such meeting by mail.
- B. The Ad Hoc Hearing Committee will consist of not less than three (3) members of the Ethics Committee. There will be at least three (3) members of the Hearing Committee present when the hearing takes place. No member may vote by proxy.
- C. A written or electronic record of the hearing must be kept.
- D. The presence of the physician for whom the hearing has been scheduled is required. A physician who fails to appear without good cause at such a hearing will be deemed to have waived his/her rights and to have accepted the recommendation of decision involved unless a postponement is granted.
- E. Postponement of the hearing beyond the time stipulated in the notice will be made only with the approval of the Ad Hoc Committee. Granting of such postponement will only be for good cause shown at the discretion of the Hearing Committee.
- F. The hearings provided in these Bylaws are for the purpose of resolving, on an intraprofessional basis, matters bearing on professional conduct or competence. Accordingly, neither the affected physician nor the Ad Hoc Committee will be represented in any phase of the hearing by an attorney-at-law, unless the Hearing Committee, in its own discretion permits both sides to be represented by counsel. The foregoing will not be deemed to deprive the physician or the Ad Hoc Committee of the right of counsel in connections with preparation for the hearing.
- G. Conviction of a felony or suspension or loss of professional license requires automatic suspension of membership in the American College of Allergy, Asthma and Immunology for a minimum of one year. The applicant will be eligible to reapply for membership at the end of this period of time provided his/her professional licensure has been reinstated.
- H. The Ethics Committee, based on the evidence produced at a hearing on formal charges, will render its findings and may recommend to the Board of Regents that the accused be exonerated, censured, suspended, or expelled from the College.
- I. The Board of Regents will review the findings and recommendations of the Ethics Committee and render its decision at its earliest reasonable opportunity. Sanctions, if any, are to be finally determined by the Board of Regents which may adopt, modify or reject the recommendation of the Ethics Committee and may grant probation in appropriate circumstances. Expulsion from the College may be accomplished only upon a majority vote of the Board of Regents and approval of two-thirds (2/3) of the Fellows present and vot-

ing at the next Annual Meeting. In such cases, probation shall not be granted.

The Ethics Committee may recommend and the Board of Regents will decide whether an action shall be published in the ACAAI Newsletter. The physician under investigation will be allowed to resign at any level of the process, thereby terminating the investigation.

GUIDELINES FOR PROCESSING COMPLAINTS

- A. The physician should be provided with a statement, or specific listing, of the charges made against him/her.
- B. The physician is entitled to adequate notice of the right to a hearing and a reasonable opportunity to prepare for the hearing.
- C. It is the duty and responsibility of the hearing body to conduct a fair, objective and independent hearing pursuant to established ruled.
- D. The rules of procedure should clearly define the extent to which attorneys may participate in the hearing.
- E. The physician is entitled to the opportunity to be present at the hearing and hear all of the evidence against him/her.
- F. The physician is entitled to the opportunity to present a defense to the charges against him/her.
- G. The hearing body should render a decision based on the evidence produced at the hearing.
- H. In any hearing, the interest of patients and the public must be protected.

Fellows-in-Training Members Section

Rules of Order

I. PURPOSES

The American College of Allergy, Asthma and Immunology (herein referred to as "ACAAI") Fellow-in-Training Members Section (herein referred to as "the Section") shall:

- (a) provide opportunities for fellows-in-training members to meet and exchange information;
- (b) educate its members regarding careers in allergy/immunology;
- (c) communicate the interests of fellow-in-training members to the ACAAI Board of Regents; and,
- (d) communicate with other resident physician organizations concerning matters of interest and importance to allergy/immunology fellows-in-training.

II. COMPOSITION

All fellow-in-training members of ACAAI shall be members of the Section. A member of the ACAAI executive staff shall serve as staff liaison to the Section.

III. MEETINGS

The Section shall meet annually during the ACAAI Annual Meeting. All ACAAI fellow-in-training members may attend and participate in the meeting. The time and place of the meeting shall be decided by the Executive Committee of the Section in conjunction with the Annual Program Committee Chair.

All Section meetings shall be conducted by standard rules of parliamentary procedure as described in *Robert's Rules of Order*. The Chair may appoint a Parliamentarian to assist in the proceedings of the Section.

IV. QUORUM REQUIREMENT

Thirty (30) fellow-in-training members shall constitute a quorum for the transaction of business at any duly called meeting of the Section. Only fellow-in-training members present at the time of the quorum call shall be counted.

V. RESOLUTIONS AND AMENDMENTS

Any fellow-in-training member may submit a resolution for consideration by the Section. Resolutions must be received in writing in the ACAAI Executive Office thirty (30) days prior to the Section meeting. Resolutions submitted after the deadline will be reviewed by the Executive Committee of the Section, which will determine whether the resolution will be discussed at the upcoming meeting or held until the following meeting.

Resolutions passed at the Section meeting, intended for consideration by the ACAAI Board of Regents, must state this fact within the text of the resolution.

Resolutions and their amendments must receive a majority vote of the fellow-in-training members present to be approved. Proposed amendments to the Section Rules of Order must be approved by two-thirds vote of those present and then approved by the ACAAI Board of Regents.

VI. VOTING PRIVILEGES AND PROCEDURES

All ACAAI fellow-in-training members who are present at the annual meeting of the Section are eligible to vote on matters that arise during the meeting. Voting shall be by show of hands or voice unless secret ballot is requested. No proxy votes will be accepted.

Election of the Vice Chair: The election of Vice Chair shall take place during the annual business meeting of the Section. A candidate must be nominated by at least one other individual prior to the meeting by submitting an *Executive Committee of the ACAAI Fellow-in-Training Members Section Interest and Nomination Form*. In addition to the nomination form, 100 (one hundred) copies of a brief personal statement shall be submitted for distribution prior to the start of the Section meeting. The personal statement shall indicate the candidate's current training program, and shall serve as an introduction to the candidate and why he/she is interested and qualified for the position. No new nominations shall be accepted after the start of the meeting. Balanced regional representation is encouraged.

Candidates shall be given three minutes to deliver a candidacy speech. Election shall occur by secret ballot of the fellows-in-training in attendance at the Section business meeting. Candidates shall be asked to leave the room while voting is taking place. The nominee receiving the highest number of votes shall be elected. In the event of a tie, a subsequent vote shall take place between the individuals who are tied. If there is only one candidate, the Chair may choose to conduct an election by acclamation of the fellow-in-training members in attendance.

The elected individual shall take office immediately following the adjournment of the Section business meeting at which he/she was elected.

VII. EXECUTIVE COMMITTEE

A. Structure of the Committee

The Executive Committee shall consist of the following, who must all be ACAAI fellow-in-training members (or have applied for membership):

Chair (Senior ACAAI National Fellow-in-Training Representative)

Vice Chair (Junior ACAAI National Fellow-in-Training Representative)

Regional Fellow-in-Training Representatives (up to 12)

B. Strategic Goals

1. To represent the interests of the Section to the ACAAI.
2. To disseminate information to allergy/immunology fellows-in-training about ACAAI activities and other issues of importance to fellows-in-training.
3. To initiate and maintain programs of interest to allergy/immunology fellows-in-training.
4. To facilitate involvement of fellows-in-training in the activities of the ACAAI (e.g. committee appointments).

C. Description of Positions and Responsibilities

Chair (Senior ACAAI National Fellow-in-Training Representative): The position of Chair is a one-year position that is automatically filled by the individual completing his/her term as Vice Chair. This individual must be an ACAAI fellow-in-training member for the duration of his/her term. He/she shall serve as liaison to the ACAAI Board of Regents.

The Section Chair shall preside at all Section meetings and Executive Committee meetings. The Chair shall present resolutions approved by the Section at the next regularly scheduled meeting of the ACAAI Board of Regents. The Chair shall vote only in case of a tie.

Other responsibilities of the Chair include preparation of reports for the ACAAI Board of Regents, preparation of Section newsletters which appear in the ACAAI News, and preparation of other reports that may be needed throughout the year (such as for the AAAAI Training Program Directors' Retreat). He/she shall also serve as the delegate to the American Medical Association Resident and Fellow Section, and liaison to the Young Physician Committee of the ACAAI.

The Chair shall work in partnership with the staff to facilitate and oversee the work of the Executive Committee of the Section and ensure effective communications within the committee and between the committee and other individuals/bodies. The Chair shall also facilitate the involvement of fellows-in-training on various ACAAI committees.

Vice Chair (Junior ACAAI National Fellow-in-Training Representative): The position of Vice Chair is a one-year elected position. This individual must be willing and able to commit to two (2) years of service on the Executive Committee, and must

be eligible for ACAAI fellow-in-training membership status for the duration of the two-year period. He/she shall serve as liaison to the ACAAI Board of Regents.

The Vice Chair shall assist the Chair in its duties, and assume the Chairmanship if the existing Chair is unable to do so. Specific responsibilities shall include the maintenance of the Fellow-in-Training Mentorship Advocacy Program (FITMAP). He/she shall also serve as alternate delegate to the American Medical Association Resident and Fellow Section.

Regional Fellow-in-Training Representatives: The positions of Regional Fellow-in-Training Representatives shall be until the annual meeting following their graduation from fellowship training. Selections shall be made from those fellows-in-training who have expressed interest in the available positions by submitting an *Executive Committee of the ACAAI Fellow-in-Training Members Section Interest Nomination Form* prior to the Section meeting. These positions shall be appointed by the Chair, Vice Chair, and outgoing Chair following the annual meeting of the Section. Individuals in these positions must be allergy/immunology fellows-in-training for the majority of their term. Regional representatives can be appointed up to a maximum of twelve. Regions will be defined and regional assignments made by the chair within 30 days of the annual meeting. Some attempt should be made to assign regional representatives to a region that includes the area in which they are training. Canadian and International fellows are eligible to serve as regional representatives and international region(s) may be defined accordingly.

Representatives shall serve as the contact person for fellows-in-training in their region and assist in delegated tasks given to them by the Chair or Vice Chair. Tasks may include involvement in the organization of various ACAAI activities that may occur in their region of representation (e.g. pediatric and medicine resident programs in conjunction with regional allergy society meetings).

