

BYLAWS

THE DELAWARE ACADEMY OF MEDICINE, INC.

The Delaware Academy of Medicine, incorporated in the State of Delaware on February 19, 1930, (hereinafter referred to as the “Academy”), shall be governed by the following by-laws.

ARTICLE I. NAME

The name of this organization is “The Delaware Academy of Medicine, Inc.”

ARTICLE II. MISSION

The mission of this organization is to enhance the well-being of the community through education and the promotion of public health.

ARTICLE III. MEMBERSHIP

1. The Academy of Medicine consists of the following categories of membership:
 - a. Voting Membership - any person who has received a degree from an approved medical or dental school, or has graduated from an academic institution other than a medical or dental school and also possesses such qualifications which advance the mission of the Academy as may be determined by the board of directors.
 - b. Honorary Membership - any person may be elected an honorary member in recognition of service to the Academy at the discretion of the Board. Honorary members are not required to pay dues for the duration of such membership.
 - c. Student – any student with a background or interest in the Health Sciences will be welcome as a member.
2. All persons or organizations eligible for membership must be approved by the Membership Committee and pay the required assessment.
3. Voting Rights

All members shall be entitled to vote at the meetings of the Academy.
4. Assessments

The Board of Directors, with the advice of the Finance Committee and the Membership Committee shall set the amount of the annual assessment for the various categories of members on a yearly basis. The assessment for medicine dentistry, public health, and health sciences students may be reduced or waived.
5. Forfeiture of Membership

Any member who fails to pay the assessment for a period of one year shall forfeit his/her membership.

ARTICLE IV MEETINGS

1. Annual Meeting of Members

The annual meeting of members of the Academy shall be held within the first six months of each year on a day and hour to be selected by the Board of Directors. Unless otherwise provided,

twenty-four members shall constitute a quorum of the membership. At the annual meeting there shall be an election of the Board of Directors as set forth herein and the consideration of any other matters as determined by the Board of Directors or by the members. Notice of all meetings shall be communicated to the members at least sixty days prior to the annual meeting.

2. Special Meetings

A Special Meeting may be called by the President; or upon request by a majority of the Board of Directors, or upon written petition of at least 20% (twenty percent) of active members of the Academy. A quorum will be determined by the same guidelines as provided for the annual meeting. Any special meeting will be limited to the topic for which it was called. Notice of special meetings shall be communicated at least five days prior to the special meeting.

ARTICLE V. BOARD OF DIRECTORS

1. Members of the Board

The Board of Directors of the Academy shall consist of the President, President Elect, Secretary, Treasurer, Immediate Past President, and Chairs of the Finance Committee, Membership Committee, Student Financial Aid Committee, Bylaws Committee, History Committee, and up to 8 at large members, not including emeritus members. Members of the Board may occupy more than one role; however in such instances only one vote shall be accorded to the Member, regardless of how many roles they occupy.

2. Election of Directors

All members of the board shall be elected at every second annual meeting and serve two-year terms. There shall be no prohibition against any individual serving consecutive terms as any officer or member of the Board of Directors, except for the office of President and the President Elect who may each serve one 2-year term, as well as that portion of a term which has become vacant.

3. Meetings of the Board

The Board of Directors shall meet at such times as necessity may require, but no less than quarterly. The President shall serve as the chair of the board. A majority of the board shall constitute a quorum for all purposes. In the absence of the President, the President elect shall preside.

4. Powers of the Board of Directors

- (a) All powers of the Academy are vested and reside in the Board of Directors, which shall have the final authority to determine the policies of the Academy except as such may be limited by these by laws, or the certificate of incorporation.
- (b) The Board of Directors shall have the power and authority to create committees as it deems appropriate and to name the members of those committees as set forth herein.
- (c) The Board may fill any vacancy on the board of directors for the unexpired term of that

vacant office except for the office of President and President Elect which, if vacant shall be filled as set forth in ARTICLE VII.

- (d) The Board may, at its discretion, recommend the appointment of up to a maximum of 5 Emeritus Directors. Any person so appointed will have served the Academy and the Board with Distinction. Any such recommendation will require the approval of the members at the Annual Meeting.

ARTICLE VI. BOARD AND COMMITTEES

1. The Academy shall have the following board and committees

- (a) Board of Directors – see article V

- (b) Advisory Council of the Delaware Public Health Association

The Academy is an affiliated association of the American Public Health Association (APHA) and is the Delaware component of APHA. An Advisory Council of the DPHA and Chair of the Council will be appointed by the Board of Directors of the Academy.

- (c) Executive Committee

The executive committee will consist of the President, President Elect, Immediate Past President, Secretary, Treasurer, and a representative of the Advisory Council. It will meet monthly as needed, and consider those items of importance to the academy between meetings of the board of directors. The Executive Committee shall oversee all personnel issues, policies and procedures involving the employees of the Academy, and will make recommendations to the Board for a program of compensation and benefits. The committee may, as appropriate, call upon the expertise of non-Academy members with a unique and advanced understanding of personnel management and human resources.

- (d) Finance Committee

The Finance Committee will have charge of the finances of the Academy and will make reports as instructed by the Board of Directors. This committee will oversee the investments of the Academy, the yearly audit process, as well as the preparation of the Annual Budget. The Treasurer will be a member of this committee and may serve as Chair. This committee may, as appropriate, call upon the expertise of non-Academy members with unique and advanced understanding of investments and finance.

- (e) Membership Committee

The Membership Committee shall work closely with the board in recommending the scope of membership services, fees, and communications as they relate to the mission of the Academy. The Membership Committee is also charged with the responsibility of maintaining membership lists in the defined categories, serve as liaison between those groups and the Board of Directors. The Membership Committee is responsible for reviewing criteria for membership, and vetting nominations for all membership categories.

(f) Programs/Meetings Committee

The Program and Meetings Committee is responsible for the planning, review, and oversight of all programs, including social and educational events, except those determined under contract with other entities. In that case, the Program and Meetings Committee is responsible for review of planned programming prior to contract signing or renewal.

(g) Student Financial Aid Committee

The Student Financial Aid Committee shall develop and administer a program of loans and/or scholarships for students who are pursuing careers in the health sciences. In conjunction with instruction from the Finance Committee, the awards approved and distributed each year will be based on the funds available, fund designation, and number of applicants. All Awards will be approved by the Board of Directors.

(h) Governance Committee

The Governance Committee is responsible for the ongoing review and recommendations to enhance the quality and future viability of the Board of Directors, and work to ensure that the Board effectively and efficiently supports the Organization in accomplishing its mission. The immediate past president will have the right of first refusal of the chair of this committee. If the immediate past president does not wish to take on the duties of the chair of this committee, a chair will be appointed by the President. The committee will define and recommend oversight on governance practices and policies for Board approval, identify potential board members and report a list of potential nominees for open board positions at least sixty (60) days before the annual meeting of members, evaluate board performance on a group and individual level, and assist with succession planning. If deemed appropriate by the committee, two non-board members of the Academy may be asked to join an ad-hoc subgroup of the committee for the purposes of identifying and nominating potential board members.

(i) Bylaws Committee

The Bylaws Committee shall be responsible for reviewing proposed amendments to the bylaws and forwarding draft amendments for consideration by the Board of Directors. The committee will be responsible for periodic review of the bylaws. No more than five years shall elapse without bylaws review.

(j) History and Archives Committee

The History and Archives Committee shall be responsible for the development, maintenance, and promotion of the medical and dental archives entrusted to the Delaware Academy of Medicine. The History and Archives Committee may have representation from the University of Delaware, Delaware Historical Society, and others as necessary and appropriate.

ARTICLE VII.

OFFICERS

1. The Officers of the Academy shall be a President, President Elect, Immediate Past President, Treasurer, and Secretary. The President and President Elect, Treasurer and Secretary shall be elected at the annual meeting for a two (2) year term.
2. President
The President shall be the Chief Executive Officer of the Corporation and Chair of the Board of Directors. The President shall see to it that all decisions and resolutions are executed, shall sign all contracts and agreements authorized by the Board and shall have general oversight of the operations. If the office of President becomes vacant for any reason the President Elect shall fill the position for the remainder of the term.
3. President Elect
The President Elect shall assist the President in the discharge of the President's duties and may officiate and preside during the absence of the President. The President Elect shall be prepared to assume the presidency without delay upon the expiration of the President's term or if the office becomes vacant for any other reason. If the office of President Elect becomes vacant for any reason the position shall be filled by an election of the members at the next annual meeting or at a special meeting called at the discretion of the President.
4. Secretary
The Secretary shall attend all meetings of the members of the Academy and the Board of Directors, not including Committee meetings except as a Committee member, and make provisions to keep minutes of those meetings. The Secretary shall be the custodian of all the records, books and papers of the Academy, give proper notice of meetings of the Academy and the Board of Directors and perform such other duties as assigned.
5. Treasurer
The Treasurer shall be responsible for keeping full and accurate accounts of the funds and securities of the Academy and make reports and disburse such funds as directed by the Board of Directors, the Finance Committee or the President. The treasurer will be a member of the finance committee, in which role they will oversee the preparation of the annual budget and periodic audits as required of the Academy.
6. Immediate Past-President.
The role will be to provide input to the Executive Committee; ensure a smooth transition of leadership; and serve as Chair of the Governance Committee.

ARTICLE VIII.

EXECUTIVE DIRECTOR

The Executive Director shall be an employee of the Academy selected by the Board of Directors. The Executive Director shall be ex-officio non-voting member of the Board of Directors and committees. The Executive Director shall have such duties and responsibilities as delegated by the Board of Directors.

ARTICLE IX. INDEMNIFICATION

The Academy shall indemnify any and all persons whom it has power to indemnify pursuant to the General Corporation Law of the State of Delaware against any and all expenses, fines, accounts paid in settlement and any other liabilities to the fullest extent permitted by such law and may, at the discretion of the Board of Directors, purchase and maintain insurance, at its expense to pay any judgment, fine, amount paid in settlement or other liability, whether or not the Academy would have the power to so indemnify such person, under the General Corporation Law of the State of Delaware.

ARTICLE X. AMENDMENTS

These bylaws may be amended by the Board of Directors provided that any amendment must be ratified and approved by a majority vote of the Academy members present at any regular or special meeting if a quorum of 24 members is present.

Approved on June 18, 2025.

Signed by: Kate Smith Date: 6/20/2025
Signed: _____
Executive Director

Signed by: Megan Werner Date: 6/24/2025
Signed: _____
Secretary of the Board of Directors