

BYLAWS OF THE AMERICAN ACADEMY OF LEGAL MEDICINE, INC.

American Academy of Legal Medicine Description

The American Academy of Legal Medicine, Inc. is a not-for-profit organization dedicated to the continued professional advancement of its members, as well as non-member physicians, ancillary health care providers, and attorneys, as well as other interested professionals, through education, publications, and interdisciplinary collaborative exchanges of information.

The purpose of the American Academy of Legal Medicine, Inc. is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

The American Academy of Legal Medicine, Inc. shall be a non-profit corporation and is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provision of these Articles, the American Academy of Legal Medicine, Inc. shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal Income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a Corporation's contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

Upon the dissolution of the American Academy of Legal Medicine, Inc., assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Chancery of the county in which the principal office of the American Academy of Legal Medicine, Inc. is then located, exclusively for such purposes or to such

organization or organizations, as said Court shall determine, which re organized and operated exclusively for such purposes.

Article I - Membership

- Section 1.1. Classes of Membership.
- Section 1.2. Fellow Class.
- Section 1.3. Member Class.
- Section 1.4. Associate Class.
- Section 1.5. Sponsorship.
- Section 1.6. Application Fee.
- Section 1.7. Dues.
- Section 1.8. Use of the Designation "FALM."
- Section 1.9. Issuance of Membership and Certificate.
- Section 1.10. Resignation.

Section 1.1. - Classes of Membership

The American Academy of Legal Medicine, Inc., hereinafter referred to as the "Academy," shall have three classes of membership, as follows: Fellow, Member, and Associate.

Section 1.1.1. Within the Fellow class there shall be two subclasses: Fellow and Emeritus Fellow.

Section 1.1.2. Within the Member class, there shall be no subclasses.

Section 1.1.3. Within the Associate class there shall be two subclasses: Associate and Student Associate.

Section 1.1.4. The primary purposes for the subclass status within a membership class is to recognize individuals that the Academy deems appropriate for discounted dues. Accordingly, in communications from the Academy, only an individual's membership class shall be recognized.

Section 1.1.5. Every Fellow, Member, and Associate shall recognize and abide by the Code of Ethics of the Organizations which are described in Article XII of these Bylaws. Every Fellow, Member, and Associate shall at all

times meet the particular requirements of their class of membership and, in addition, all other requirements of these bylaws.

Section 1.2. - Fellow Class

Subject to the additional requirements below, to be in the class of “Fellow” of the Academy, the applicant must have (1) Juris Doctorate Degree from an accredited School of Law (or the Foreign equivalent education); and (2) A doctorate degree in science (MD, DDS (DMD), DO, DPM, PhD (or equivalent), or PharmD; and (3) a license to practice either law, or a health science-related discipline in a domestic or foreign jurisdiction.

By way of additional specificity, a Fellow must have:

- (a) A degree of Doctor of Medicine, Osteopathy or Podiatric Medicine approved by the Liaison Committee on Medical Education (LCME) or American Osteopathic Association, American Podiatric Medical Association, or their Canadian counterparts, or, in the case of foreign medical graduates, a license to practice Medicine, Osteopathy, or Podiatric Medicine in at least one state of the United States, its territories or possessions (including the District of Columbia), or in a province of Canada; or
- (b) A DMD or DDS degree, or equivalent, from a dental school approved by the Commission on Dental Accreditation or its Canadian counterpart, or, in the case of foreign dental graduates, a license to practice dentistry in at least one State of the United States, its territories or possessions (including the District of Columbia), or in a Province of Canada; and
- (c) A degree of Bachelor of Laws or Juris Doctor, or an equivalent, from an American Bar Association or Canadian Bar Association-approved law school, or from a law school in the United States that is accredited (at the time of graduation) by, or registered with, a State Committee of Bar Examiners, and from which the graduate is qualified to sit for and take the bar examination in that state, or, in the case of foreign dental graduates, a license to practice law in at least one state of the United States, its territories or possessions (including the District of Columbia), or in a province of Canada; and
- (d) A License to practice either Medicine, Osteopathy, Podiatric Medicine, Dentistry or Law in at least one state of the United States, its territories or

possessions (including the District of Columbia), in a province of Canada, or in a foreign jurisdiction; such a License may be considered satisfactory evidence of a degree for purposes of (a), (b) or (c) above; and

(e) Sponsorship of the candidate by at least one (1) Fellow in good standing in the Academy; and

(f) All Candidates applying for membership in the Academy in any class, Fellow, Member, or Associate, must be approved by a majority of the Membership and Credentials Committee, present and voting, and then by a majority of the Board of Governors, present and voting. Anyone seeking to change their class or sub-class of Membership, as a Fellow, Emeritus Fellow, Member, Associate, or Student Associate, must have such a change approved by a majority of the Membership and Credentials Committee, present and voting, and then by a majority of the Board of Governors, present and voting.

Section 1.2.1. - Emeritus Fellow

A Fellow, who has been a Fellow for a period of more than ten (10) years and has retired from all formal professional activity (with the exception of teaching) is eligible to become an Emeritus Fellow. Application to become an Emeritus Fellow shall be made to the Board of Governors for its consideration and shall be approved by the affirmative vote of at least two-thirds of the Governors present and voting. Emeritus Fellows shall be entitled to all privileges of membership except that of voting and holding office.

Section 1.2.4. - Election of a Member to Fellow of the Academy.

(a) In the absence of the educational and licensure requirements specified in Section 1.2., any person from of any membership class may become a Fellow, upon application, by approval of the Board of Governors, if the applicant:

(1) has been a member of the Academy for a minimum of five (5) consecutive years from the date of admission to membership;

and

(2) has attended at least 50 percent of the previous 6 annual meetings;

- and
- (3) has the sponsorship of two Fellows of the Academy in good standing; and
 - (4) has demonstrated outstanding service and dedication to the Academy in at least two of the following areas:

- (i) Service on an editorial board;
- (ii) Presentation of lectures at Academy meetings;
- (iii) Authorship of articles published in Academy publications;
- (iv) Significant service on Academy Committees, or on the Board of Governors, or some other contribution of extraordinary service.

(b) The requirements of 1.2.4.(a)(4)(iv) shall be determined by a favorable report of the Membership & Credentials Committee and by approval of a majority of the Board of Governors.

Section 1.3. Member Class

These individuals include all those individuals who hold either a JD or Doctorate in a scientific discipline, as defined above.

Section 1.4. Associate Class

These individuals must hold a Bachelor's of Science, Bachelor's of Arts, Nursing Degree, or Associate degree from a recognized accredited university.

Section 1.4.1. – Student Associate Class

Student Associates will be defined as any individual currently attending an accredited post-secondary degree program, including college, medical school, or post-graduate training program, podiatric school, law school, dental school as well as internship programs, residency programs, and fellowship programs, regardless of whether the applicant or the member already possesses a degree, like a RN, BA, MD, JD, DPM, etc.

Section 1.5. - Sponsorship.

In the event that a candidate does not have the necessary sponsorship, the Chair of the Membership and Credentials Committee shall appoint a sponsor to interview and make recommendations to the Membership and Credentials Committee for Membership in the appropriate Class.

Section 1.6. - Application Fee.

A nonrefundable fee, the amount of which may be set from time to time by the Board of Governors, shall accompany any Candidate's first application for membership irrespective of category (except there shall be no application fee for Emeritus membership). This fee shall be used to defray expenses involved in the investigation and processing of the application. Subsequent requests for change of class or membership shall be without charge. The application fee shall not be credited toward annual dues. The Board of Governors, in its discretion, may modify or waive the payment of fees by any member or class of members.

Section 1.7. - Dues.

The amount of the annual dues of any member of each class and subclass shall be determined from time to time by the Board of Governors; upon the recommendation of the Finance Committee. Annual dues are for the calendar year and shall be due and payable on January 1. Failure to pay dues by April 1 will result in automatic suspension of membership, which will be reinstated upon the payment of all dues within 20 months of suspension. The Board of Governors, in its discretion, may modify or waive the payment of dues by any member or class of members.

Section 1.8. - Use of the Designation "FALM."

Only Fellows of the Academy of Legal Medicine, including Emeritus Fellows, are authorized to use the letters FALM after their names for purposes of signifying accreditation by the American Academy of Legal Medicine. Anyone not in compliance with the Bylaws of the American Academy of Legal Medicine and the Conditions of Membership in the American Academy of Legal Medicine, including payment of dues, shall not be authorized to use the designations "Fellow of the Academy of Legal Medicine," "FALM," or their equivalent.

Section 1.9. - Issuance of Membership and Certificate.

All those not qualifying at the time of Membership for any other Membership Category shall be inducted at the “Associate” Class with an opportunity to change said class at any time upon appropriately qualifying and petitioning the Academy in writing to make such a change under Section 1.2.4 above. A Certificate of Membership, which may be electronic, shall be issued to each new Member or Fellow, with the option to be recognized at the next official meeting of the Academy, if they are in attendance.

Section 1.10 – Resignation.

Anyone with membership in the Academy - Fellow, Member, or Associate - may resign from the Academy at any time either by oral public tender of resignation at any Meeting of the Fellows, meeting of the Board of Governors, or by oral tender to the President, or by giving written Notice to the Academy or the President. Any such resignation shall take effect at the time specified therein or, if the time be not specified, upon receipt thereof, and the acceptance of such resignation, unless required by the terms thereof, shall not be necessary to make such resignation effective. Once someone resigns their membership in the Academy, he/she may only be reinstated by going through the entire membership and credentialing process for membership as if applying for new membership, as detailed herein. It is not permissible to resign in a limited manner from a specific class or sub-class.

ARTICLE II - Meetings of Members

- Section 2.1. Annual Convocation of the Academy.
- Section 2.2. Annual Meeting of Fellows.
- Section 2.3. Special Meetings.
- Section 2.4. Notice of Meetings.
- Section 2.5. Quorum.
- Section 2.6. Voting for Members to be elected Governors.
- Section 2.7. Voting Process.
- Section 2.8. Voting and Privileges of Membership.
- Section 2.9. Presiding Officers.
- Section 2.10. List of Members.
- Section 2.11. Written Consent of Fellows in Lieu of Meeting.

Section 2.1. - Annual Convocation of the Academy.

An Annual Convocation of Members of all Classes of the Academy shall be held at the Annual Meeting of the Fellows. The annual convocation in each year shall be held at such hour and such day, or days, and at such place within or without the State of Delaware as may be fixed by the Board of Governors. The Annual Convocation may be virtual, as determined by the Board of Governors.

Section 2.2. - Annual Meeting of Fellows.

An Annual Meeting of the Fellows of the Academy for the election of Governors and Officers and for the transaction of all other business of the Academy shall be held in conjunction with the Annual Convocation at a time and place as may be fixed by the Board of Governors.

Section 2.3. - Special Meetings.

Special meetings of the Fellows of the Academy, in-person or virtual, may be called by the President, and shall be called by the President, or the Secretary, when directed to do so by resolution of the Board of Governors, or at the written (e-mailed) request of any Fellow, who is representing a majority of all the Fellows of the Academy as based upon the Fellows’ electronic, verbal, or written consent. Any such request shall state the purpose or purposes of the Proposed Meeting.

Section 2.4. - Notice of Meetings.

Whenever Fellows of the Academy are required, or permitted, to take any action at a Meeting, whether Annual, or Special, unless notice is waived by a majority of Fellows entitled to vote at the meeting, a Written Notice of the meeting shall be given, which shall state the place (or virtual format), date, and hour of the meeting, and, in the case of a Special Meeting the purpose or purposes for which the meeting is called.

Unless otherwise provided by Law, and except as to any Fellow duly waiving notice, the written notice of any meeting shall be served by mail, by email, and/or by other electronic means including publication on the Academy’s website or social media, not less than ten (10) days nor more than one hundred eighty (180) days before the date of the meeting upon each Fellow entitled to vote at such meeting. If mailed, notice shall be deemed given when

deposited in the United States mail, first-class postage prepaid, directed to the Fellow at his address as it appears on the records of the Academy. If emailed, notice shall be deemed given when emailed to the Fellow at his email address as it appears on the records of the Academy or announced on the Academy's website. If notice is by publication on the Academy's website or social media, notice shall be deemed given when posted on the website or social media. Each Fellow has the sole responsibility to see that his current mailing address and email address is up to date, available and shown in the records of the Academy. The listing of those addresses on the Academy's website shall be optional at the Member's discretion.

When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting, if the time and place thereof are announced at the meeting at which the adjournment is taken, or posted on the AALM website. At the resumption of the adjourned meeting, the Academy may transact any business which might have been transacted at the original meeting. If, however, the adjournment is for more than thirty (30) days, a notice of adjourned meeting shall be given to each Fellow entitled to vote at the meeting.

Changes or amendments to bylaws can only be made by a majority vote of the Fellows present at any noticed meeting. Notice of the proposed changes must be sent all Fellows at least 30 days prior to the meeting. Publication of the proposed Bylaws changes any electronically circulated publication or the AALM website or social media meets this notice requirement. It is the sole responsibility of the individual Fellows to carefully review any proposed changes.

Section 2.5. - Quorum.

Except as otherwise provided by Law, or by the Certificate of Incorporation, or by these Bylaws in respect of the vote required for a specified action, the following quorum requirement shall apply. For the any meeting of the Fellows of the Academy, 10 percent of all Fellows of the Academy in good standing shall constitute a quorum. At any meeting, the Fellows present, although less than a quorum, may adjourn the meeting to another time or place, and except as provided in Section 2.4 of these Bylaws, notice need not be given of the adjourned meeting.

Section 2.6. - Voting for Members to be elected Governors.

Voting for Member candidates to be elected to the Board of Governors shall be held at the time of the Annual Meeting of the Fellows as described in Section 2.2. A quorum of Fellows is required. In the absence of such quorum, although other business may not be conducted, the election of Governors may occur. All Fellows present at the time of the election are permitted to vote to elect such candidate(s) to the Board of Governors.

Section 2.7. – Governor Eligibility

Only Fellows are eligible to serve on the Board of Governors.

Section 2.8. - Voting Process.

Section 2.8.1. - AALM Nominating Committee

The Nominating Committee shall nominate candidates for the elective offices of the Academy and those for the Board of Governors to be elected by the Fellows of the Academy and shall notify the secretary of the Academy of the nominees at least 60 days before the annual meeting of the Fellows of the Academy.

Section 2.8.2. - Additional Nominations

- (b) The President of the Academy shall notify all members, in writing or electronically or by posting on the AALM website or social media, of the slate of nominees at least 30 days prior to the Annual Meeting of the Fellows of the Academy.
- (c) Additional nominations for the elective officers and the Board of Governors to be elected by the Fellows of the Academy may be made in writing or electronically by a Fellow and shall be published to the voting membership. Such nominations must be accompanied by a Petition that includes the printed names and signatures of 5 eligible voting members and must be received by the Secretary no later than 30 days prior to the Annual Meeting of the Fellows. The members shall be informed of the list of additional nominations and those who nominated them, no later than 20 days prior to the Annual Meeting of the Fellows.
- (d) Nominations for the elective Officers and the Board of Governors will be

allowed from the floor at the Annual Fellows' Meeting.

(e) If there is a contested nomination, each nominee and one supporting individual will be allowed three (3) minutes each to present their position to the Fellows; the nominee will have the privilege to yield her/his time to a second supporting individual.

(f) Any candidate for any office may, at the candidate's discretion, submit to the Governors and/or distribute at the Annual Meeting one (1) standard 8 1/2 x 11-inch page outlining their own qualifications, goals, and other information concerning their candidacy.

Section 2.9. - Voting and Privileges of Membership.

Each Fellow of the Academy shall be entitled to one vote on each matter submitted for action at a regular or special meeting of the Fellows at which a quorum is present. Except as otherwise provided in the Bylaws, only a Fellow of the Academy is eligible to hold office as a Governor, or Officer of the Academy. No Member of any other Class of Membership in the Academy is entitled to vote on any matters presented for consideration at a Fellows' Meeting of the Academy.

Whenever Governors or Officers are to be elected at a Meeting of the Fellows, they shall be elected by a majority of the votes cast at the Meeting by the Fellows entitled to vote. Whenever any action, other than the election of Governors or Officers, is to be taken by vote of Fellows at a meeting, it shall, except as otherwise required by Law, or by the Certificate of Incorporation, or by these Bylaws, be authorized by a majority of the votes cast at the meeting by Fellows present and entitled to vote thereon.

Section 2.10. - Presiding Officer and Secretary.

At every meeting of members or Fellows, the President, or in his/her absence, the President-Elect, or, if neither be present, the Treasurer, Secretary or Meeting Chairperson, in that succession, shall preside. The Secretary, or in his/her absence the appointee of the Presiding Officer of the Meeting, shall act as Secretary of the Meeting. Electronic voting shall be authorized.

Section 2.11. - List of Members.

The Secretary, Officer, Executive Director, or an Administrative Designee, who has charge of the membership lists of the Academy shall prepare and make, prior to every regular or special meeting of Fellows, a complete list of the Fellows entitled to vote at the meeting, arranged in alphabetical order. Such list shall be produced and made available at the time and place of the meeting and shall be open to the examination of any Fellow, for any purpose.

Section 2.12. - Written Consent of Fellows in Lieu of Meeting.

Any action which may be taken at any Regular or Special Meeting of Fellows of the Academy, may be taken without a Meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by Fellows, having not less than the minimum number of votes that would be necessary to authorize, or take such action at a meeting at which all Fellows entitled to vote thereon were present.

Prompt written notice of the taking of corporate action without a meeting by less than unanimous written consent shall be given to those Fellows who have not consented in writing and who would be entitled to vote thereon at a meeting. Signatures for such written consent may be contained in one document, or any number of documents of substantially similar tenor, signed by such Fellows and filed with the Secretary of the Academy. Any such written consent shall be effective as specified therein, provided that such effective date is not more than sixty (60) days prior to the date such written consent is filed with the Secretary, or if no such date is so specified, on the date such written consent is filed with the Secretary. Written notice and/or consent may be effectuated by document, mail, or email. Electronic signatures are permitted.

ARTICLE III - The Board of Governors

- Section 3.1. Number and Terms of Governors.
- Section 3.2. Newly Created Governorships and Vacancies.
- Section 3.3. Resignation.
- Section 3.4. Removal From Office.
- Section 3.5. Meetings.
- Section 3.6. Quorum and Voting.
- Section 3.7. Action of the Board of Governors Without a Meeting.

- Section 3.8. Contracts and Transactions Involving Governors, Officers, or Agents of the Academy.

Section 3.1. - Number and Terms of Governors.

The Board of Governors shall consist of nine individuals. At any time, either through resignation, death, or any mechanism whatsoever, should the number of Board of Governors members fall below nine, the remaining sitting Governors shall nominate and elect a temporary replacement Governor or Governors, who will serve only until the next Meeting of the Fellows, at which time an election will be held to fill any vacancy.

- (a) For the purpose of staggering their terms of office, the terms of three Governors shall expire each year.
- (b) The term of each Governor shall be for a period of three years, except that the Board of Governors may set any Governor's term for less than three years in order to achieve the equal, staggered terms described above in the event of death, resignation or disability of an incumbent Governor. Members of the Board of Governors may not serve more than two consecutive terms.
- (c) The number of Governors may be changed at any time by a majority vote at any Meeting of the Fellows. Signed absentee ballots and/or an email absentee ballot from the email address on record for a Fellow shall be valid for voting on a change in the number of Governors. A Ballot shall be issued to each Fellow entitled to vote along with the Notice of the Meeting at which the issue is to be decided. Each Governor shall hold office from the time of his election and qualification until his successor is elected and qualified, or until his earlier resignation, or removal. No decrease in the number of Governors shall shorten the term of any incumbent Governor.
- (d) In addition, the most recent Past-President of the Academy shall be a voting member of the Board of Governors. If, however, any such Past President is duly elected as a member of the Board of Governors at any time during which he is also the most recent Past-President, he/she shall have only one vote in the decisions of the Board and he shall fill his elected term as a Governor without regard to the fact that he may have already served one or more years on the Board by virtue of his being the most

recent Past-President.

(e) In addition, those Officers of the Academy consisting of the President, President-Elect, Treasurer, and Secretary shall become *ex officio* Members of the Board of Governors with full voting privileges, for the duration of their elected term of office.

(f) In addition, the Chair of the American Board of Legal Medicine [ABLM] shall be an *ex officio* member of the Board of Governors, without any voting privileges.

(g) At least sixty percent (60%) of the voting members of the Board of Governors shall be Dual Degree Fellows as defined in Section 1.2.

Section 3.2. - Newly Created Governorships and Vacancies.

Newly created Governorships and the filling of vacancies, and/or vacancies temporarily filled, resulting from any increase in the authorized number of Governors shall be filled by election at any Meeting of the Fellows, or by written consent of the Fellows entitled to vote thereon in lieu of a meeting.

Section 3.3. - Resignation.

Any Governor or Officer may resign as a Governor or Officer at any time either by oral tender of resignation at any meeting of the Board of Governors, or by oral tender to the President, or by giving written Notice to the Academy or the President. Any such resignation shall take effect at the time specified therein or, if the time be not specified, upon receipt thereof, and the acceptance of such resignation, unless required by the terms thereof, shall not be necessary to make such resignation effective. Once a Governor resigns, he/she may only be reinstated by going through the process for election or appointment, as detailed herein.

Section 3.4. - Removal from Office.

Any or all of the Governors may be removed at any time, for cause, by vote of two-thirds of the Fellows present and entitled to vote at any Meeting of the

Fellows.

Section 3.4.1. – Regular Attendance by Governors

All members of the Board of Governors have a duty of regular attendance at Board Meetings. Three absences from such meetings, except under extraordinary circumstances of such a nature as to satisfy a majority of other members of the Board of Governors, shall operate as an automatic resignation from the Board for the remainder of that Governor's term of office. Such a removal for lack of attendance shall be without prejudice to that Member's being re-elected to the Board of Governors at a later time.

Section 3.5. - Meetings.

Meetings of the Board of Governors, Regular or Special, may be held at any place within or without the State of Delaware or virtually or by phone. Any meeting of the Board of Governors, or of any Committee designated by the Board, may be conducted by means of conference telephone or videoconference or similar communication equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting by such means shall constitute presence in person at such meeting.

The Annual Meeting of the Board of Governors shall be held at the time of the AALM Annual Educational Meeting, the date and time being decided by the President, and no Notice thereof need be given other than by announcement on the Academy's website. If an annual election of Governors occurs by written consent in lieu of the annual meeting of Fellows, the Annual Meeting of the Board of Governors shall take place as soon after such written consent is duly filed with the Secretary of the Academy as is practicable, either at the next regular meeting of the Board of Governors or at a Special Meeting. The Board of Governors may fix times and places for regular meetings of the Board and no notice of such meetings need be given. A Special Meeting of the Board of Governors shall be held whenever called by the President or by at least one-third of the Governors for the time being in office, at such time and place as shall be specified in the notice or waiver thereof. Notice of each Special Meeting shall be served in writing by the Secretary, or by a person calling the meeting upon each Governor by mailing the same, first-class postage prepaid, postmarked no later than the seventh day before the meeting; or personally or by emailing, telegraphing, telephoning, or electronically communicating the

same not later than the second day before the meeting.

Section 3.6. - Quorum and Voting.

One-third of all the members of the Board of Governors shall constitute a quorum for the transaction of business but, if there be less than a quorum at any meeting of the Board of Governors, a majority of the Governors present may adjourn the meeting from time to time, and no further notice thereof need to be given other than announcement at the meeting which shall be so adjourned. Except as otherwise provided by Law or by these Bylaws, the vote of the majority of the Governors present at a meeting, in-person, on the phone, or virtually, at which a quorum is present shall be the act of the Board of Governors.

Section 3.7. - Action of the Board of Governors Without a Meeting.

Written Consent of Governors in Lieu of a Meeting. Any action required or permitted to be taken at any meeting of the Board of Governors, or of any committee thereof, may be taken without a meeting with 48-hour notice by mail, email, other electronic means, by a written poll of all Governors. In order for the issue in question to be approved, three-quarters of the Governors must vote affirmatively. Alternatively, a telephone, email, or other electronic polls may be conducted of all available Board members assuming a quorum is available. Two-thirds of those available must vote affirmatively for the issue in question to be approved.

Section 3.8. - Contracts and Transactions Involving Governors, Officers, or Agents of the Academy.

No contract, or transaction, between the Academy and one, or more, of its Governors, or Officers, or Agents, or between the Academy and any other corporation, partnership, association, or other organization in which one or more of its Governors, or Officers, or Agents, or Directors have a financial interest, shall be void or voidable solely for this reason, or solely because the Governor, or Officer, or Agent, is present at or participates in the meeting of the Board of Governors that authorizes the contract or transaction, or solely because his, or their, votes are counted for such purpose, if: (1) the material facts as to his relationship or interest are made known to the Board of Governors, and the Board in good faith authorizes the contract or transaction

by the affirmative votes of a majority of the disinterested Governors, even though the disinterested Governors be less than a quorum; or (2) the material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the Fellows-of-the-Academy entitled to vote thereon at a duly held Meeting of the Fellows, and the contract or transaction is specifically approved in good faith by vote of the Fellows; or (3) the contract or transaction is fair as to the Academy as of the time it is authorized, approved or ratified, by the Board of Governors or the Fellows. Interested Governors may be counted in determining the presence of a quorum at a meeting of the Board of Governors which authorizes the contract or transaction. Optionally, any Governor may abstain from voting.

ARTICLE IV - Committees of the Board of Governors

- Section 4.1. Executive Committee of the Board of Governors.
- Section 4.2. Executive Committee Service on Other Boards.
- Section 4.3. Appointment and Powers.
- Section 4.4. Powers of the Executive Committee

Section 4.1. - The Executive Committee of the Board of Governors.

The Executive Committee of the Board of Governors shall consist of the President, the President-Elect, the Immediate Past President, the Secretary, and the Treasurer.

The Executive Committee shall have the powers, duties, and responsibilities which are assigned to and inherent in the Board of Governors. The Committee may meet between any meeting of the Board and may take any action which the Board may take. The Committee is accountable to the Board, and all actions taken by the Committee are subject to ratification by the Board at its next meeting. A simple majority of the members of the committee constitutes a quorum for any action to be taken. Any action by the Committee requires a simple majority vote unless otherwise noted in these Bylaws.

A meeting of the Executive Committee may be called by either the President or by a simple majority of the members of the Executive Committee. Meetings of the Executive Committee may be held at a meeting with personal attendance or by telephone conference and shall occur at a minimum on a monthly basis unless a meeting of the Board of Governors occurs with the same thirty-day

period, such that any items of business can be addressed concomitantly.

Section 4.1.1. – Dual Degree Requirement

At least 60% of the Executive Committee shall be Dual Degree Fellows as defined in Section 1.2.

Section 4.2. - Executive Committee Service on Other Boards.

The Executive Committee shall serve as the Board of Directors of any wholly-owned subsidiary of the Academy and as such shall submit to the Board of Governors an annual report including profit and loss as to any such venture. Same shall be made available annually at the Annual Meeting of the Fellows by the Secretary of the Academy.

Section 4.3. - Appointment and Powers.

The Board of Governors may, from time to time, by resolution passed by a majority of the whole Board, designate one, or more, Committees. The Board of Governors may, at its discretion, designate one or more Governors as a member and/or alternate members of any Committee, and may replace any absent or disqualified members at any meeting of the Committee. The resolution of the Board of Governors may, in addition or alternatively, provide that in the absence or disqualification of a Member of a Committee, the Member or Members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another Member of the Committee to act at the meeting in the place of any such absent or disqualified Member. Any such Committee may adopt rules governing the method of calling and time and place of holding its meetings. Unless otherwise provided by the Board of Governors, a majority of any such Committee (or the Member thereof, if only one) shall constitute a quorum for the transaction of business, and the vote of the majority of the members of such Committee present at a meeting at which a quorum is present shall be the act of such committee. Each such Committee shall keep a record of its acts and proceedings and shall report thereon to the Board of Governors whenever requested to do so. Any or all members of any such committee may be removed, with or without cause, by resolution of the Board of Governors, passed by a majority of the whole Board.

Section 4.4 – Powers of the Executive Committee

The Executive Committee, to the extent provided in the resolution of the Board of Governors, shall have and may exercise all the powers and authority of the Board of Governors in the management of the business and affairs of the Academy, and may authorize the Seal of the Academy to be affixed to all papers which may require it, except as otherwise provided by Law, or these Bylaws.

ARTICLE V - Officers, Agents and Employees

- Section 5.1. Election and Term of Office.
- Section 5.2. Appointed Office.
- Section 5.3. Resignation and Removal.
- Section 5.3.5 Automatic Succession Upon Removal or Resignation from Office
- Section 5.4. Bonding.
- Section 5.5. President.
- Section 5.6. President-Elect.
- Section 5.7. Treasurer.
- Section 5.8. Secretary.
- Section 5.9. Immediate Past President
- Section 5.10. AMA Delegates.
- Section 5.11. AMA Specialty and Service Society (SSS).

Section 5.1. - Election and Term of Office.

The Officers of the Academy shall include a President, a President-Elect, a Secretary, and a Treasurer. The term of office for all such Officers shall be two years. All such Officers, except the President, shall be elected by the Fellows-of-the-Academy at their Annual Meeting. Nominations for all offices, except that of the President, shall be made by the Nominating Committee. And, in addition, nominations may be made by any Fellow at the annual meeting. Individuals who have served a six-year term on the Board of Governors remain eligible to serve on the Executive Committee as Officers as long as they remain active participating members the Academy. All Officers of the American Academy of Legal Medicine, not elected members of the Board of Governors, shall be *ex officio* members of the Board with full voting privileges.

Section 5.2. - Appointed Office.

Except as may be prescribed otherwise in these Bylaws, the Board of Governors may appoint, and may delegate power to appoint, such other officers, agents, and/or employees as it may deem necessary or proper, who shall hold their offices or positions for such terms, have such authority and perform such duties as may from time to time be determined by or pursuant to authorization of the Board of Governors.

Section 5.3. - Resignation and Removal.

Any Officer may resign at any time either by public oral tender of resignation at any meeting of the Board of Governors, or by giving written Notice to the Academy or the President. Any such resignation shall take effect at the time specified therein or, if the time be not specified, upon receipt thereof, and the acceptance of such resignation, unless required by the terms thereof, shall not be necessary to make such resignation effective. Once an Officer resigns, he/she may only be reinstated by going through the process for election, as detailed herein. Any Officer or Committee member may be removed from office for cause by a three-fourths majority of the whole Board of Governors or by a two-thirds majority of the Fellows voting at any Meeting or the Fellows. Any Agent or Employee of the Academy may be removed by the Board of Governors or by a duly authorized Committee thereof, with or without cause at any time. Such removal shall be without prejudice to a person’s contract rights, if any, but the appointment of any person as an Officer, Agent or Employee of the Academy shall not of itself create contract rights.

- **Section 5.3.1. Automatic Succession Upon Removal or Resignation from Office**

When an Executive Committee Officer resigns as an Officer, is removed, or is incapacitated, the following table shall be consulted for succession:

Succession for Officer Resignation or Removal:

Secretary: The Treasurer will serve as Acting Secretary

Treasurer: The Secretary will service as Acting Treasurer

President-Elect: The Treasurer will serve as Acting President-Elect President

President: The President-Elect will serve as Acting President

Past President: A vacancy in the Past President's position shall be filled by nomination by the Executive Committee and election by a 2/3 supermajority of the Board of Governors.

Following resignation or removal of any of the above, the succeeding officer shall remain eligible for re-election to office except for the President-Elect who shall succeed automatically to President at the following year's Meeting of the Fellows without any Board of Fellow confirmation.

Should the President-Elect resign or be removed, the Treasurer shall succeed immediately to President Elect and is automatically nominated as President for the following term; however, he shall not succeed automatically to President unless elected by a majority at the Annual Meeting of the Fellows. Additional nominations may be made from the floor or pursuant to Section 2.8.2 of these Bylaws. If elected, the President-Elect shall succeed to the Presidency.

Section 5.4. - Bonding.

The Academy may optionally secure the fidelity of any or all of its officers, agents or employees by bond, insurance, or otherwise.

Section 5.5. - President.

The President shall be the Chief Executive Officer of the Academy and shall succeed to and occupy that office for a period of two years, immediately after having served a term as President-Elect. The President shall preside at all meetings of the Members and of the Board of Governors. The President shall have general charge of the business and affairs of the Academy according to the customary rights and prerogatives attached to the office and the policies

established by the Board. The President may employ and discharge Employees and Agents of the Academy, except such as shall be appointed by the Board of Governors, and The President may delegate these powers. The President shall receive reports from all other Officers as to their respective Committee/Council Chair Liaison positions on a regular basis during the Executive Committee Conference Call. Both the Treasurer and the President of the Academy will have full and independent signatory authority over any and all financial and/or investment accounts of the Academy.

Section 5.6. - President-Elect.

The President-Elect shall assist the President in the administration of the affairs of the Academy and shall preside in the absence of the President and shall occupy that office for a period of two years or until he automatically succeeds to the Office of President. The President-Elect shall, at the end of his/her term, automatically succeed to the Office of President, without the necessity of election to that office.

The President-Elect shall serve as Council Chair Liaison to the Membership and Credentials, Education and Professional Development, and Young Professionals Committees and upon recommendation of the Executive Committee may delegate any matter within the jurisdiction of those committees to them at any time for study, the provision of information, consultation, the performance of any relevant task(s), and/or the preparation of Reports to the Executive Committee.

Section 5.7. - Treasurer.

The Treasurer shall occupy that office for a period of two years and shall have charge of all funds and securities of the Academy. Both the Treasurer and the President of the Academy will have full and independent signatory authority over any and all financial and/or investment accounts of the Academy. The Treasurer shall invest and reinvest such funds upon the direction of the Board of Governors, he shall endorse the funds and securities for deposit or collection when necessary and deposit the same to the credit of the Academy in such banks or depositories as the Board of Governors may authorize. The Treasurer shall pay all bills authorized to be paid by the Board of Governors, or by those who have been given the authority by the Board of Governors. The Treasurer shall sign all checks and keep a record of all financial

transactions. He may endorse all commercial documents requiring endorsements for, or on behalf of, the Academy and may sign all receipts and vouchers for payments made to the Academy. The Treasurer shall cause an annual audit to be conducted to the books and records of the Academy and shall prepare periodic reports to the Board of Governors and an Annual Report at the Annual Meeting of Fellows. The Treasurer shall have all such further powers and duties as generally are incident to the position of Treasurer or as may be assigned to him by the President or the Board of Governors.

With the Secretary, the Treasurer is responsible for the maintenance of all records, the filing of any necessary Annual Reports and Tax Returns for any wholly-owned subsidiary corporate entity of the Academy.

The Treasurer shall serve as Council Chair Liaison to the Bylaws and Resolutions, Ethics, and Finance Committees and upon recommendation of the Executive Committee may delegate any matter within the jurisdiction of those committees to them at any time for study, the provision of information, consultation, the performance of any relevant task(s), and/or the preparation of Reports to the Executive Committee.

Section 5.8. - Secretary.

The Secretary shall occupy that office for a period of two years and shall maintain and preserve the records of the Academy. The Secretary shall record, or cause to be recorded, all the proceedings of the meetings of the members and Governors in a book to be kept for that purpose and shall also record thereon all action taken by written consent of the Members or Governors in lieu of a meeting. The Secretary shall attend to the giving and serving of all Notices of the Academy. The Secretary shall have custody of the Seal of the Academy, if any, and shall attest the same by his signature whenever required. The Secretary shall make regular reports to the Board of Governors on the activities and functioning of the Academy and shall have all such further powers and duties as generally are incident to the position of Secretary or as may be assigned to him by the President or the Board of Governors.

The Secretary will have the affirmative duty of both monitoring and maintaining the Academy's Intellectual Property protection including, but not limited to, current registration of its Trademark with the United States Patent

and Trademark Office including any necessary Certifications of Continuing Usage. The Secretary shall ensure that the Academy remains compliant with its policies and procedures and shall be responsible, with the Treasurer, for filing any Annual Report and Tax Return to the Secretary of State and/or Department of Revenue, or the like, in that state wherein any wholly-owned subsidiary of the Academy is domiciled and maintaining the Corporate Records of any wholly-owned subsidiary.

The Secretary shall serve as Council Chair Liaison to the Website, Marketing and Public Relations, Publications, and Amicus Committee and upon recommendation of the Executive Committee may delegate any matter within the jurisdiction of those committees to them at any time for study, the provision of information, consultation, the performance of any relevant task(s), and/or the preparation of Reports to the Executive Committee.

Section 5.9. - Immediate Past President

The Immediate Past President shall occupy that office for a period of two years and shall serve as Chair of the Nominating Committee and shall counsel the President as necessary in the day to day operations of the Academy. The Immediate Past President shall also serve as Council Chair Liaison to the Nominating, Student Awards, and Gold Medal Committees and upon recommendation of the Executive Committee may delegate any matter within the jurisdiction of those committees to them at any time for study, the provision of information, consultation, the performance of any relevant task(s), and/or the preparation of Reports to the Executive Committee.

Section 5.10. - AMA Delegates.

The number of Delegates and Alternate Delegates from the Academy to the House of Delegates of the American Medical Association (AMA) is established by the AMA and is contingent upon approval of the AALM according to the then rules of the AMA.

(a) The Delegate(s) and the Alternate Delegate(s) from the Academy to the AMA House of Delegates:

- (1) shall be Fellows-of-the-Academy,
- (2) shall be and have been members of the AMA in good standing for at

- least two (2) years prior to their nomination,
- (3) shall be nominated by the Nominating Committee or by any Fellow at the annual meeting, and
- (4) shall be elected by a majority of the Fellows voting at any Meeting of the Fellows.

(b) The Delegate(s) and the Alternate Delegate(s) shall serve for a term of two (2) years and shall assume office on January 1 of the year succeeding the election.

(c) The Delegate(s) and/or the Alternate Delegate(s) shall act as the representative(s) of the Academy to the AMA House of Delegates and will attend all meetings, caucuses, special meetings of the House, and discharge all duties requested by the Speaker of the House of Delegates.

Section 5.11. - AMA Specialty and Service Society (SSS).

In the event that Article V, Section 5.9 is voided by action of the AMA then the President with the approval of the Executive Committee may appoint a representative as per the rules of the AMA.

- (a) the Delegate and the Alternate from the Academy to the AMA Specialty and Service Society:
 - (1) shall be Fellows-of-the-Academy
 - (2) shall be and have been members of the AMA in good standing for at least two (2) years prior to their nomination,
 - (3) shall be nominated by the Nominating Committee or any Fellow at a Meeting of the Fellows, and shall be elected by a majority of the Fellows voting at that meeting.
 - (4) if in the interim between Meetings of the Fellows a vacancy occurs it shall be filled by the President with the approval of the Executive Committee.

ARTICLE VI - Indemnification

- Section 6.1. Indemnification of Governors, Officers, Employees, and

Agents.

- Section 6.2 Liability Insurance for Indemnification

Section 6.1. - Indemnification of Governors, Officers, Employees and Agents.

Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (including any action or suit by or in the right of the Academy to procure a judgment in its favor) by reason of the fact that he is or was Governor, Officer, Employee, or Agent of the Academy, or is, or was, serving at the request of the Academy as a Governor, Office, Employee, or Agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Academy against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the defense or settlement of such Action, Suit, or Proceeding. Any indemnification expressly provided by statute in a specific case shall not be deemed exclusive of other rights to which any person indemnified may be entitled under these Bylaws or any other lawful agreement, vote of disinterested Governors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be Governor, officer, employee, or agent and inure to the benefit of the heirs, executors, and administrators of such a person. No indemnification may be made to or on behalf of any Director or Officer if his acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or otherwise disposed of, or he personally gained in fact a financial profit or other advantage to which he was not legally entitled.

Section 6.2. – Liability Insurance for Indemnification

The Board of Governors may, in its discretion, direct the purchase of liability insurance by way of implementing the provisions of this Article.

ARTICLE VII - Councils, Standing Committees and Ad Hoc Committees

Section 7.1. Definitions.

Section 7.2. Council Composition and Terms.

- Section 7.3. Committee Composition and Terms.**
- Section 7.4. Membership and Credentials Committee.**
- Section 7.5. Gold Medal Committee**
- Section 7.6. Bylaws and Resolutions Committee.**
- Section 7.7. Education and Conference Committee.**
- Section 7.8. Nominating Committee.**
- Section 7.9. Finance Committee.**
- Section 7.10. Student Awards Committee.**
- Section 7.11. Publications Committee.**
- Section 7.12. Website Committee.**
- Section 7.13. Marketing and Public Relations Committee.**
- Section 7.14 Ethics Committee**
- Section 7.15 Young Professionals Committee**
- Section 7.16 Amicus Committee**
- Section 7.17 Professional School Network Development Committee**
- Section 7.18 Long Term Strategy for Growth & Development Committee**

Section 7.1. - Definitions.

Standing Committee - An ongoing committee with a charge defined in general terms by the Bylaws with appointments of members lasting one year. Those eligible to be chair shall be Fellows of the Academy. All chairs shall be appointed by the President and approved by the Executive Committee. Each Standing Committee shall have a member of the Executive Committee of the Board of Governors who will serve as an official liaison with the Standing Committee.

Subcommittee - A selected group formed from the members of a Standing Committee to carry out a specific task in the charge of the Committee as assigned by the Committee Chair, the Executive Committee or Board.

Ad Hoc Committee or Task Force - A committee appointed for a special or unique purpose for a limited term to accomplish a specific assignment outside the charge of the Standing Committees. Chair of Ad Hoc Committees or Task Forces should be any member in good standing. All chairs shall be appointed by the President and approved by the Executive Committee and shall serve a term not to exceed one year. Each Ad Hoc Committee shall have a member of the Executive Committee of the Board of Governors who will serve as an official liaison with the Ad Hoc Committee.

Project - The assigned work of any Standing Committee, Ad Hoc Committee or Task Force of the Academy wherein the duration of the activity exceeds one month.

Councils - The organizations providing direct oversight of assigned standing committees, subcommittees, ad hoc committees and task forces. The councils are: Services, Education, Membership, and Ways and Means. Councils are chaired by members of the Executive Committee, appointed by the President and approved by the majority of the Executive Committee. Councils are responsible for reporting on activity of their assigned committees, subcommittees, ad hoc committees, and task forces to the Executive Committee and Board.

Section 7.2. - Council Composition and Terms.

All Council Chairs shall be members of the Executive Committee. All Committee, Council, Task Force, and Project Chairs shall be recommended by the President and approved by at least three of the remaining members of the Executive Committee other than the President. All Chairs and Members shall serve a one-year term. There shall be four Councils: Services, Education, Membership, and Ways and Means. All Council Chairs shall report to the President and the Board of Governors.

Standing Committees assigned to Councils and their Respective Chairs are as follows:

Services Council – Council Chair Liaison shall be the Academy Secretary

Website Committee
Marketing and Public Relations Committee
Publications Committee
Amicus Committee

Education Council – Council Chair Liaison shall be the Academy Immediate Past President

Nominating
Committee Student
Awards Committee
Gold Medal Committee Education Fund

Committee

Membership Council – Council Chair Liaison shall be the Academy President-Elect

Membership and Credentials
Committee Education and Professional
Development Committee
Young Professionals Committee

Ways and Means Council - Council Chair Liaison shall be the Academy Treasurer

Bylaws and Resolutions
Committee Ethics Committee
Finance Committee

Except as otherwise herein provided, Committee Members may be appointed from all Classes of Membership. Fellows of the Academy shall serve as Chair of all Committees and shall be designated by the President annually at the Board of Governors Meeting and provided by way of information to the Board. The selection shall be at the President's sole discretion.

Section 7.3. - Committee Composition and Terms.

All Committee Members shall be appointed by the President and shall serve, unless otherwise provided, for terms of no more than one year, or as set out in the Charge to the Committee. At his/her sole discretion, the President may delegate the selection to all or a portion of the committee membership to the respective Committee Chairs. Except as otherwise herein provided, Committee Members may be appointed from all classes of membership. Fellows or Members of the Academy shall serve as Chair of all Standing Committees.

Section 7.4. - Membership and Credentials Committee.

The Committee shall consist of three or more members, at least one of whom shall have served as a Member of the Committee during the previous year. The Committee shall review the qualifications of all Applicants for Membership in all categories and shall recommend those candidates found to be qualified for membership, or changes in membership category for

approval by the Board of Governors. The Committee shall also identify and implement methods of promoting Membership in the Academy including one of its Members being selected from the Young Professionals Committee and another from the Marketing and Public Relations Committee. These Committees shall joint responsibility for the vigorous marketing of the Academy to whose qualified and potentially interested.

Section 7.5. - Gold Medal Committee.

The Committee shall be three or more Members appointed by the President and approved by the Executive Committee. The Chair, who is also appointed by the current President, shall be any Past President of the Academy. The Committee shall receive recommendations for recipients of the Gold Medal of the American Academy of Legal medicine to be awarded at the annual banquet. Candidates shall be members who have provided outstanding and distinguished service to the American Academy of Legal Medicine. Each year the Committee may nominate none, one ,or more members for Gold Medalist. The recommendation shall initially be made by a Member of the Academy. The nominations must be made by a majority of the Committee. The endorsed recommendations become nominations of the Committee. The nominations of the Committee shall be forwarded for consideration at a meeting of the Board of Governors. Gold medals shall be conferred with at least two-thirds of the Board of Governors present and voting in favor of the committee nominations(s). The award(s) shall be presented at the next Annual Meeting.

Section 7.6. - Bylaws and Resolutions Committee.

The Bylaws and Resolutions Committee shall consist of three or more members, all of whom must be Fellows of the Academy. At least one member shall have served as a member of the Committee during the previous year. The Committee shall review the Bylaws of the Academy annually and recommend amendments when necessary or advisable. The Committee shall review and recommend appropriate action on all Resolutions or Petitions of Policy submitted for approval by the Fellows of the Academy. The submission and handling of such Resolutions or Petitions shall be in accordance with the procedural rules established by the Board of Governors.

Section 7.7. - Education and Conference Committee.

This Committee shall consist of three or more members, at least one of whom shall have been a member of the Committee during the previous year. The Committee shall oversee the scientific program of the Annual Convocation and other educational programs of the Academy. The committee shall develop, supervise and study suggestions and plans for improving the application of dual medical-legal training to society and to inter-professional relations. The Committee shall plan, direct, and administer the educational activities of the Academy, subject, however, to the directives and limitations set down by the Board of Governors. Members of this Committee are not required to be Fellows.

Section 7.8. - Nominating Committee.

The Academy Nominating Committee shall be composed of the most recent Past-President, two sitting members (non-officers) of the Board of Governors, and two active Fellows who have never been an Officer or Governor. The Immediate Past-President shall serve as Committee Chair. The two sitting Governors shall be elected by closed ballot at a Board meeting and they shall serve a term of two years. The two active Fellows shall be appointed by the current sitting President. No member of the Nominating Committee may be nominated to any office during his/her term on the Nominating Committee.

Section 7.9. - Finance Committee.

The Finance Committee shall consist of at least three members. One of the members shall be a member of the Board of Governors and at least one individual who was a member of the Committee during the previous year. The Committee shall prepare a proposed budget for each fiscal year and shall review the financial condition of the Corporation with the Treasurer periodically and no less than once per annum. The Committee shall be available upon request for consultation with the President and/or the Treasurer.

Section 7.10. - Student Awards Committee.

The Student Awards Committee shall consist of at least three members. The Committee shall receive and review all papers and/or written briefs submitted

for such competition awards and shall, by majority vote, unless prescribed otherwise by the Board, recommend to the Board of Governors and appropriate third parties the winners in each category of award.

Section 7.11. – Publications Committee.

The Publications Committee shall consist of at least three members, all of whom are members (not necessarily Fellows) of the AALM. One of the members shall be a member of the Board of Governors. The Committee shall coordinate existing publications of the Academy, set publications policy, and serve as liaison between the Board of Governors and present and future publishers of printed or electronic books, directories, journals, and other publications of, by, and for the Academy. It shall advise the Board of Governors on publications policy and perform any other publication related activities delegated to the committee by the Board of Governors.

Section 7.12. - Website Committee.

The Directory and Website Committee shall consist of three or more Members, at least one Member of whom shall have previously served as a Member of the Committee (following the year after its formation). The Chair of the Committee shall be a Fellow of the Academy, but the other members need not be Fellows. The Committee shall be made up of members appointed by the President who may be recommended by the Committee Chair.

Section 7.13. - Marketing and Public Relations Committee.

The Marketing and Public Relations Committee shall consist of at least three members. The Chair of the committee shall be a Fellow of the Academy, at least one of the members shall be a member of the Board of Governors, and at least one individual who was a Member of the Committee during the previous year (following the year after its formation). The Executive Committee, at its sole discretion and by majority vote, may designate the Public Relations Committee Chair or any Executive Committee Member as its Spokesperson for any matters wherein the Academy wishes to issue official positions or statements. The Committee Chair shall identify issues of interest upon which the Academy may wish to comment, submit a proposed statement, or proposed press release. With oversight by the Executive Committee, including an affirmative majority vote, the Chair, a member of the

Executive Committee or their designee shall be responsible for official statements, interview, commentary or press release to any and all interested parties including the press.

With the assistance of the Membership and Young Professionals Committee, the Marketing and Public Relations Committee shall vigorously promote Membership in the Academy to all interested parties both through the solicitation of new members and the retention of old members. The Executive Director shall provide the names of any and all Members either resigning or failing to renew their Membership within thirty days of which ever relevant occurrence is applicable and the Chair shall delegate a single Committee Member to contact said prior member to query his concern or reason in leaving the Academy, attempting to remedy same and encouraging the Member's continued participation. A single Committee Member shall be designated by the Chair to identify and contact any individual potentially qualified for and interested in Membership. At least one member of this Committee shall include an elected designee from the Young Professionals Committee. At least one additional Member shall be an elected designee from the Membership Committee.

Section 7.14. - Ethics Committee.

The Ethics Committee shall consist of at least three Fellows or Members of the Academy. The Chair of the Committee shall be a Fellow of the Academy, one of the Members shall be a Member of the Board of Governors, and at least one Member who was a Member of the Committee during the previous year (following the year after its formation). Subject to the approval of the Board of Governors, the Committee shall research, assess, establish and publish the American Academy of Legal Medicine's position on current, relevant ethical issues in Health Law and Legal Medicine.

Section 7.15. – Young Professionals Committee

The Young Members Committee shall consist of no less than five members of the Academy under the age of 40, or those of any age having completed their professional education or training within the preceding five years. Subject to approval by the Board of Governors, the Committee shall focus on the professional development of the Academy's younger members, including students. It shall focus on the recruitment and retention of health, legal, dual

degree students, and young professionals with an interest in matters where health care and the law converge.

With the Marketing and Public Relations Committee, the committee shall also be responsible for maintenance of the Academy's Social Media Presence (Facebook, Twitter, Linked In, etc.) including the promotion of its meetings, the educational offerings of affiliated organizations, and those sharing the Academy's general areas of interest as well as the publication of current issues of interest to legal-medical professionals.

Two members of the Young Professionals Committee shall be elected by their fellow Committee Members as 1) its representative to the Marketing and Public Relations Committee and 2) same to the Membership Committee. Each shall serve on those Committees to coordinate marketing and public relations by way of social media all potential members, but particularly to younger individuals qualified and potentially interested in Membership. The Committee is also charged with providing on a semi-annual basis with providing a list of potential younger members to the Marketing and Public Relations Committee and Membership Committee.

Section 7.16. – Amicus Committee

The Amicus Committee shall consist of no less than five Members of the Academy. At least one of its members shall be a member of the Board of Governors and at least one Member who was a Member of the Committee during the previous year (following the year after its formation).

Subject to the approval of the Board of Governors, the Committee shall identify, research, assess, establish, write, file, and/or publish the American Academy of Legal Medicine's position on current, relevant legal and/or health issues currently before Appellate Courts through Amicus briefs.

Section 7.17 - Professional School Network Development Committee

To be Determined.

Section 7.18 - Long Term Strategy for Growth & Development Committee

To be Determined.

ARTICLE VIII - Finance

- Section 8.1. Budget.
- Section 8.2. Fiscal Year.

Section 8.1. - Budget.

The Proposed Budget for the forthcoming fiscal year shall be prepared by the Finance Committee, Treasurer, and Executive Director and shall anticipate all necessary expenses and income of the Academy. With the assistance of Academy administrative personnel, the Finance Committee and Treasurer shall submit the Proposed Budget for the approval of the Board of Governors at the mid-year meeting of the Board of Governors

Section 8.2. - Fiscal year.

The fiscal year of the Academy for tax and accounting purposes shall be the period from January 1 through the following December 31.

ARTICLE IX - Disciplinary Procedure

- Section 9.1. Judicial Council.
- Section 9.2. Censure, Suspension or Expulsion of Members.
- Section 9.3. Right to Petition for a Hearing.
- Section 9.4. Investigation.
- Section 9.5. Notice.
- Section 9.6. Hearing.
- Section 9.7. Decision of the Judicial Council.
- Section 9.8. Action by the Board of Governors.

Section 9.1. - Judicial Council.

The Judicial Council shall be composed of five Members, all of whom shall be Fellows of the Academy. One Member of the Judicial Council shall be nominated each year by the President for appointment by the Board of Governors for a term of five years. Any member whose term is expiring may be re-nominated at the sole discretion of the President, with his/her consent

for re-nomination. The Chair of the Judicial Council will be the Member serving his/her fifth and final year, unless the Council's membership chooses to elect, or designate another Member serving at that time as Chair. The President, upon consultation with the existing Judicial Council, shall appoint a new Member to fill an unexpired term of a Member who has died, resigned, is unable to serve, or has been removed, and the new Member shall serve for a period which will complete that unexpired term. Should the current Chair of the Judicial Council die, resign, or be removed as a Fellow, that Member who had most recently served as Chair of the Judicial Council shall be appointed to finish out the Chair position for the remaining term of that year unless he/she is unable to serve, in which the case, the Council shall elect a new Chair to complete the unexpired term.

Section 9.2. - Censure, Suspension or Expulsion of Members.

The Judicial Council shall hear and determine all disciplinary questions brought before it according to the procedures adopted in these Bylaws. The Judicial Council shall review every complaint brought against any member of the Academy. The Council may recommend to the Board of Governors the censure, suspension, or expulsion of any member of the Academy, if the Council determines that any of the following acts have occurred:

- (a) Expulsion from any professional organization for cause; which requires a super majority vote (four out of five) of the Judicial Council; or
- (b) Revocation or suspension of a license to practice medicine or disbarment from the practice of law; which requires a simple majority vote (three out of five) of the Judicial Council; or
- (c) Conviction in a court of law of an offense involving moral turpitude; which requires a simple majority vote (three out of five) of the Judicial Council; or
- (d) Failure to abide by these Bylaws; which requires a super majority vote (four out of five) of the Judicial Council; or
- (e) Conduct which is detrimental to the interests of the Academy or the practice of Legal Medicine; which requires a super majority vote (four out

of five) of the Judicial Council; or

(f) Unprofessional or Unethical Conduct as defined in Article XII, Section 12.2 of these Bylaws; which requires a simple majority vote (three out of five) of the Judicial Council.

Section 9.3. - Right to Petition for a Hearing.

Any member of the Academy may file with the Judicial Council a written Petition of Complaint requesting a hearing before the Judicial Council on any matter which constitutes grounds for the censure, suspension, or expulsion of any Member of the Academy.

Section 9.4. - Investigation.

The Judicial Council shall investigate every Complaint. The Council shall determine whether or not it shall have a formal hearing on each matter. Upon receiving a Complaint, the Chairperson will disseminate the Complaint and within a thirty (30) day period, will conduct a formal vote of whether a formal hearing should occur. To move forward with a formal Hearing a simple majority vote of the Judicial Council is required (three out of five).

Section 9.5. - Notice.

The Judicial Council shall, by USPS Certified Mail (Return Receipt Requested), or by any other commonly acceptable means of delivery including email, notify all parties concerned or involved in the complaint. Such notice shall include the particulars of the complaint and the date, time, and location of the hearing. Notice can be sent via e-mail, or other electronic means, and can be perfected by receipt of response to said email, or other electronic means. However, formal USPS Certified Mail (Return Receipt Requested) should be sent in all cases regardless of perfection by email response.

Section 9.6. - Hearing.

Hearings shall be conducted by the Chair of the Judicial Council sitting with at least two other Members of the Judicial Council. Every effort should be made to have all five Members present at the Hearing, however, video-conferencing is acceptable to accommodate this. The Hearing shall be conducted under

Rules of Procedure which shall have been adopted by the Judicial Council. A copy of such rules shall be made available to all parties involved. Each party shall have the right to be represented by counsel at his own expense. Should any party fail to appear at a Hearing without good and sufficient cause as determined in the discretion of the Judicial Council, the Judicial Council may consider the matter and take any action which it deems necessary or advisable based upon the evidence before it.

Section 9.7. - Decision of the Judicial Council.

The Findings of Fact in all cases as determined by the Judicial Council shall be final except as provided-for in Section 9.8 herein below. In all cases where the Judicial Council determines that there is insufficient evidence and grounds to uphold the complaint, the decision of the Judicial Council shall be final. However, in all cases, the findings of fact and recommendations of the Judicial Council shall be submitted to the Board of Governors.

Section 9.8. - Action by the Board of Governors.

The Board of Governors, at its next meeting following receipt of the written opinion of the Judicial Council, if such meeting is not less than ninety (90) days; if the next meeting is less than ninety (90) days, then at the following meeting, but, in no event, greater than two hundred seventy (270) days, shall consider the exercise of its final authority as to the disposition of all cases in which the Judicial Council recommends censure, suspension, or expulsion of a Member. In such cases, the Board of Governors shall have the discretion, by a simple majority recorded vote, to: 1) uphold the decision of the Judicial Council as to the censure, suspension or expulsion of a Member; 2) refer the case back to the Judicial Council for new proceedings if the accused Member, under all applicable Academy Bylaws, was not afforded his/her procedural rights thereunder; 3) uphold the decision of the Judicial Council against the accused Member and remand to Judicial Council to reconsider the penalty imposed ; or 4) remand the case back to the Judicial Council for further proceedings when the evidence on record is insufficient, in the opinion of the Board of Governors, to enable it to render a decision. For the purposes of this Section 9.8, "evidence on record is insufficient" shall mean the Board of Governors determines that: a) the evidence on record against the accused member does not support the decision of the Judicial Council, or does not warrant the penalty imposed; b) there is a clear showing that the Member or

the Academy will likely be unreasonably harmed by a failure of the Judicial Council to consider additional evidence; and c) the Board of Governors decides that, without additional evidence, it cannot vote in favor of exercising its authority per subsections 1) or 4) of this Section 9.8. The Board of Governors shall give instructions to the Judicial Council on particular facts, laws, regulations and/or other relevant evidence to be considered on the Record.

ARTICLE X - Seal

- Section 10.1. Seal.
- Section 10.2 Trademark
- Section 10.3 Maintenance of Trademark Protection

Section 10.1. - Seal.

The seal of the Academy shall be determined and approved by the Fellows at a Meeting of the Fellows. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced. The seal shall be kept in the custody of the Academy and maintained by its Secretary.

Section 10.2. – Trademark

The Trademark of the Academy shall at all times remain registered at the United States Patent and Trademark Office. Should the Trademark's registration at any time lapse, the Secretary shall be responsible for its timely re-registration including the showing of continued usage at five (5) years following registration and its re-registration every ten (10) years.

Section 10.3. – Maintenance of Trademark Protection

The Secretary of the Academy immediately following the election of a successor shall timely brief the succeeding Secretary on the status of the Academy's trademark protection and pending dates for the showing of continued usage and re-registration. Successor Secretaries shall be charged with maintaining an updated schedule for trademark registration-related activities and shall in all cases pass that information by way of written documentation to the succeeding Secretary. All related fees shall be paid by

the Academy and disbursed by the Treasurer.

ARTICLE XI - Waiver of Notice, Parliamentary Authority, and Proxy Voting

- Section 11.1. Waiver of Notice.
- Section 11.2. Parliamentary Authority.
- Section 11.3. Proxy Voting.

Section 11.1. - Waiver of Notice.

Whenever notice is required to be given by statute, or under any provision of the Certificate of Incorporation, or these Bylaws, a written waiver thereof, signed by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice, which includes email or electronic writings for notice and/or waiver. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Fellows, Board of Governors, or Members of a Committee of Governors need be specified in any written waiver of notice.

Section 11.2. - Parliamentary Authority.

The official parliamentary authority for all meetings of the Academy shall be the current edition of the Standard Code of Parliamentary Procedure by the American Institute of Parliamentarians. No provision of parliamentary procedure shall be effective if such provision is in violation of these Bylaws, the Certificate of Incorporation, or the Laws of the State of Delaware. The Annual Meeting of Fellows or any Meeting of the Board of Governors may, by unanimous consent, grant any Motion, Action, or Request even though inconsistent with accepted parliamentary procedure. However, no motion, action, or request shall be valid if in violation of these Bylaws, the Certificate of Incorporation, or the Laws of the State of Delaware. The Presiding Officer at any meeting may appoint a Parliamentarian.

Section 11.3. - Proxy Voting.

Voting by proxy shall be permitted in the conduct of the business of the Academy or at any of the meetings of the Fellows of the Academy, Board of Governors, or any of the Committees. A vote of the Fellows of the Academy may be by mail, email, or other electronic means.

ARTICLE XII - Code of Ethics

- Section 12.1. Code of Ethics.
- Section 12.2 Unprofessional or Unethical Conduct

Section 12.1. - Code of Ethics.

For the purposes of the Academy and these Bylaws, the principles of ethics and/or professional responsibility of each particular member’s professional organization(s), nationally and internationally, including, but not limited to, those of his or her State Bar(s) or applicable Board of Health Discipline Examiners, the American Bar Association Model Rules of Professional Conduct and/or the American Medical Association’s Code of Ethics shall be applicable to that member as a Code of Ethics and as a standard of review for their ethics and/or professional responsibility.

Section 12.2 - Unprofessional or Unethical Conduct.

Unprofessional or unethical conduct shall consist of:

- (a) Violation of the Code of Ethics as stated in Article XII, Section 12.1; or
- (b) Expulsion from membership in a professional organization, association or society for reasons involving unprofessional or unethical conduct, or
- (c) Revocation or suspension of a license or certification to practice in one’s profession for reasons involving unprofessional or unethical conduct, or
- (d) Conduct involving dishonesty, fraud, deceit, moral turpitude, or intentional & material misrepresentation.

ARTICLE XIII - Checks, Notes, Drafts, Etc.

The AALM Executive Committee will be responsible for the review, update and enforcement of the AALM Financial Disbursements Policy, which will include the facilitation of all Checks, Notes, Drafts in accordance with AALM-approved contracts and invoices.

ARTICLE XIV - Amendments

These Bylaws may only be amended at any meeting of the Fellows of the Academy in either of two ways:

- (a) by a 50% plus one majority of the Fellows voting, if the proposed change in the Bylaws has been approved by a two-thirds majority of those voting in any meeting of the Board of Governors held within nine (9) months preceding the meeting of the Fellows; or
- (b) by a two-thirds majority of the Fellows voting.

ARTICLE XV - Miscellaneous

- Section 15.1. Grandfather Clause.
- Section 15.2. Administrative Procedure.

Section 15.1. - Grandfather Clause.

No change shall occur in the status of any member or Fellow of the Academy, who is in good standing at the time of the adoption of these Bylaws, solely by reason of their adoption, any provision of these Bylaws to the contrary notwithstanding.

Section 15.2. - Administrative Procedure.

The Board of Governors shall adopt procedural rules necessary and/or convenient to carry out any provision of the Certificate of Incorporation or of these Bylaws and shall record and edit such rules in a “Handbook of Administrative Procedures of the Academy” for distribution to members.

Adopted – April 21, 2021