

BY-LAWS
OF
ACADEMY OF BEHAVIORAL MEDICINE RESEARCH

As adopted at the annual meeting of the Executive Council, June 23, 2005.

Bold typeface= Changes adopted during the two 2004 meetings of the EC. *Bold italicized typeface= Changes adopted during the June 23, 2005 meeting.*

Section I: Board of Directors/Executive Council

1. Powers and Duties

The Board of Directors/Executive Council (hereinafter referred to as the Executive Council) is the governing body and ultimate authority of the Corporation including having all powers and duties required to be exercised by the Board of Directors by any federal, state or district law governing the Corporation.

2. Number, Selection and Tenure

The initial Executive Council shall consist of four (4) members listed in the Articles of Incorporation. The Executive Council may then be expanded to consist of no more than fifty (50) Directors.

The Executive Council will consist of the *Past President*, President, President-elect, Secretary, Treasurer, and eight other *members at large*, with the proportion of behavioral and biomedical scientists in approximately equal proportion to that of the ABMR membership. *Tenure shall be staggered in such a manner that each year between one and four behavioral and biomedical scientists will be elected to the Executive Council as members at large.*

Executive Council members at large will be elected for a three year term of office. They are expected to attend the Annual Meeting of the Executive Council that immediately follows their election as non voting members. Their terms as voting members of the EC begin at the end of this Annual Meeting, and continue through the end of the Annual Meeting three years later, at which point their elected replacements will begin their terms of service.

At-large members of the Executive Council are eligible to serve up to two consecutive terms.

If an Executive Council member misses two (2) consecutive meetings, he or she will be asked to make a commitment to attend future meetings or to resign.

The Presidency will alternate between the biomedical and behavioral sciences, i.e., nominations will be chosen from the roster of behavioral scientists one year, from the roster of biomedical scientists the following year.

All of the foregoing will be elected by the membership. Nominations will be submitted by members and selected by the Executive Council.

The Executive Council is empowered to appoint committees as needed and will have final authority on all matters. The Council will have the power to delegate authority to committees and to appoint new committees. All such committees will be chaired by Executive Council members. The Executive Council will convene such committees as appropriate to identified needs.

3. Resignation

Resignations are effective upon receipt by the Secretary of the Corporation of a written notification, **or by the President, if the Secretary is resigning.**

4. Meetings and Voting

The Executive Council shall hold at least one (1) regular meeting annually, which shall be known as the Annual Meeting and shall take place in the summer. Other meetings shall be at such times and places as the Executive Council shall determine. A quorum shall consist of 50% of the Executive Council. All decisions shall be by majority vote of those present at a meeting at which a quorum is present or by a majority of the Executive Council after a telephone conference at which a quorum is present or without a meeting if every member of the Executive Council gives written consent to voting by mail ballot and if the action itself is approved unanimously.

Section II: Officers

1. Power and Duties

Each officer shall have the authority and responsibility normally attaching to the office except as limited by resolution of the Executive Council.

The President of the Corporation shall appoint a Chair of Membership from among the members or the members elect of the Executive Council to oversee the process of selecting the members of the Corporation. The Chair of Membership shall serve until his or her term of office on the Executive Council expires.

The President-elect each year will serve as the Chair of the Neal Miller Young Investigator Award Selection Committee. As Chair, he or she will

select three (3) other reviewers to serve on the Committee. Nominees for the award will be submitted each year to the Secretary, who will serve as an ex-officio member of the Committee.

2. Number, Selection and Tenure

The Corporation shall have a President, a Secretary, a Treasurer and such other officers as the Executive Council shall determine. The same person may not hold the offices of President and Secretary. The Presidency will alternate between the biomedical and behavioral sciences, i.e., nominations will be chosen from the roster of behavioral scientists one year and from the roster of biomedical scientists the following year. ***A new President-elect will be elected each spring before the Annual Meeting by the membership of the Corporation. The term for President-elect will extend from the end of the Annual Meeting following election until the end of the Annual Meeting the following year, at which point his or her term as President will begin. The Secretary, Treasurer, and any other officers will be elected by the membership of the Corporation for three year terms and shall be eligible for consecutive terms of office. The terms for these officers will extend from the end of the Annual Meeting following election until the end of the Annual Meeting three years later.***

3. Resignation

Resignations are effective upon receipt by the Secretary of the Executive Council of a written notification, ***or by the President if the Secretary is resigning.***

Section III: Members/Fellows

1. Number and Selection

The Members of the Corporation shall consist of those persons who have heretofore been duly admitted to membership, and are presently in office, and those persons who may hereafter be duly elected to membership of the Corporation shall be such number as may be fixed from time to time by vote of the members at any meeting thereof, provided that no reduction in the number of members shall affect any member then in office.

Members shall represent, but not be restricted to the following disciplines: anthropology, biostatistics, dentistry, epidemiology, health education, medicine (including relevant specialty areas, e.g., neurology, cardiology, internal medicine, oncology, rehabilitation, etc.) nursing, nutrition, pediatrics, pharmacology, physiology, psychiatry, psychology, and sociology.

Members will be through invitation only. Potential candidates will be nominated by the membership of the Academy, who will be in charge of notifying the nominees of such nominations and sending supporting materials

to the chair of the Membership Committee. The Chair of Membership will review each nomination to ascertain that each candidate has, in the opinion of his/her peers, made noteworthy scholarly and/or research contributions to the field of behavioral medicine. Supporting materials (*candidate's curriculum vitae and two nominating letters*) will then be sent to the Executive Council for final review and action. *If candidates are elected by the Executive Council, the chair of Membership will notify the new member with a copy to the nominator; when candidates are not selected, the Chair will notify the nominator only.* New members will be designated as Fellows of the Academy of Behavioral Medicine Research.

An ABMR member should be:

a) known to have made a significant contribution to his or her field, and as having influenced the work of other scientists, as evidenced by widely cited peer reviewed publications, grants, and editorial boards, or senior administrative roles that have significantly advanced the field.

b) In general, such an individual will be at least an associate professor, or of comparable rank if not an academic.

If there are doubts as to whether one meets the above criteria, the nominators should dispel these doubts in their letters.

All members of ABMR will be required to pay their annual dues. Any member who fails to pay dues for three consecutive years after 2003 will be designated as an "inactive" member by the Executive Council until his or her dues payment (including current year and up to two years back dues) has been received, at which point active membership status will be restored. An inactive member will not be eligible to vote or to attend meetings of the Academy.

Upon retirement, members may request that the Executive Committee grant them emeritus status, which, if granted, allows them to retain active membership in the organization with a waiver of annual dues.

2. Quorum

Except as may otherwise be expressly required by statute or by these By-Laws, at all meetings of the Members of the Corporation the presence in person or by proxy of **one-tenth** of the members shall be necessary and sufficient to constitute a quorum for the transaction of business requiring a vote for the membership. In the absence of a quorum general business may be transacted but no action may be taken which requires a vote of the membership.

3. Voting

At any meeting of members, each member present in person or by proxy shall be entitled to one vote. Upon the request of any member, a vote taken on any question before the meeting may be taken by ballot. Except as at the time otherwise expressly required by statute or these By-Laws, all matters requiring a vote shall be decided by the vote of a majority of such members of the Corporation as are present in person or by proxy at the meeting.

4. Proxies

Any member entitled to a vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for that person by proxy signed by the member or an attorney-in-fact. No proxy shall be valid after the expiration of eleven months from its date, unless the member executing it shall have specified therein a longer duration.

5. Action by Members Without a Meeting

Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting **so long as all members are notified by mail of the proposed action and procedures for voting (such procedures may include returning ballots by mail or email to the Secretary). All such matters requiring a vote shall be decided by a vote of the majority of a quorum of the members.**

6. Organization

The President shall preside at all meetings of the members or, in the absence of the President, a temporary Chairperson shall be chosen by members present. The presiding officer shall appoint any person to act as Secretary of the meeting.

7. Notice of Meetings

A meeting of the members, which can be held as described in Section III, 5, shall be held each spring for the election of the Members of the Executive Council and the transaction of other business as may properly come before the members. An Annual Meeting of the members shall also be held once a year in the summer for the transaction of other business as may properly come before the members.

Written notice of the time, place, and purpose or purposes of every meeting of members, annual or special, signed by the officer of the Corporation to whom such duty is designated by the Executive Council, shall be delivered personally or by mail not less than ten (10) nor more than fifty (50) days before the meeting, upon each

member of record entitled to vote at such meeting. Such further notice shall be given as may be required by law. Notice of any meeting need not be given to any member, however, who submits a signed waiver of notice, in person, or by proxy, whether before or after the meeting. No notice need be given of any meeting at which every member of the Corporation shall be present. (If no member protests prior to the conclusions of the meeting the lack of notice of such meeting); and any business may be transacted at such meeting.

Section IV: Administration

1. Activities

All activities, undertakings, contracts and obligations shall be entered into, and all documents of any nature shall be signed, executed, verified, acknowledged, and delivered by such officers, agents or employees of the Corporation and in such manner as from time to time may be determined and authorized by resolution of the Executive Council.

Section V: Amendment of By-Laws

These By-Laws may be amended by a majority vote of the Executive Council provided seven (7) days' prior written notice is given of the proposed amendment or provided all members of the Executive Council waive such notice.