

## AMSUS Bylaws

### **Preamble**

Personnel of the medical services of the Army, of the Navy, of the Air Force, of the Public Health Service, and of the military reserve components of the United States, which include the National Guard of the Several States and those of a comparable position of the Department of Veterans Affairs, and other Federal Agencies under the provisions of an Act of Congress approved January 30, 1903, have associated themselves together as a non-profit organization under the name of "The Association of Military Surgeons of the United States." Now, therefore, pursuant to the laws of the United States, the members of said Association do hereby ordain and enact the following:

### **Article I Name**

The legal name is The Association of Military Surgeons of the United States. The Association shall be also be known as "AMSUS" or "The Society of Federal Health Professionals."

### **Article II Objectives**

The objectives of the Association are to advance the knowledge of federal and military medicine and to increase the efficiency of its membership by mutual association and by the consideration of matters pertaining to constituent services both in peace and war. The Association is dedicated to the fulfillment the following purposes:

- improve healthcare by providing a forum for discussion of common ideas and problems and by providing continuing education for its members.
- contribute to the improvement of healthcare in the nation through policy study and recommendation/formulation.
- represent the Association to the Executive and Legislative Branches, to national professional organizations and to the public.
- improve the effectiveness, cohesiveness and esprit de corps of the federal healthcare services.

### **Article III Constituent Departments**

The medical services of the following U.S. federal departments form the constituency of the Association:

DEPARTMENT OF DEFENSE  
DEPARTMENT OF VETERANS AFFAIRS

DEPARTMENT OF HEALTH AND HUMAN SERVICES  
DEPARTMENT OF HOMELAND SECURITY  
DEPARTMENT OF JUSTICE

### **Article IV Members**

Section 1. Members shall be classified as Active, Student, Life, Ex-Officio, and Honorary.

Section 2. Only Active, Student, Life and Ex-Officio members are entitled to vote and to hold office. Active and Student members pay annual dues.

Section 3. The following are eligible to achieve Active membership:

- a. Individuals who are, or have been affiliated at any time with any AMSUS constituent department.
- b. Officers of the military medical services of other nations.
- c. Civilians in or contracted by a constituent department.
- d. Anyone with an interest in improving health and the delivery of healthcare through advances in federal, military, and international military medicine. [DC1]

Section 4. Student Membership: Full time students enrolled in the Health Professions Scholarship Program (HPSP), or Uniformed Services University (USU), or other federally funded students who are in any health profession program may apply for student membership and take advantage of all the benefits of Active membership.

Section 5. Life memberships may be conferred upon Active members who have paid dues continuously for 30 years, or who have purchased a Life membership. ~~Fully paid~~-Life members do not pay annual dues.

Section 6. Ex-Officio members of the Association, in accordance with the Congressional Charter of 1903, are: the Secretary of the Treasury, the Secretary of the Army, of the Navy, and the Surgeons General of the Army, the Navy, and the Public Health Service. The following are also Ex-Officio members of the Association: the Assistant Secretary of Defense for Health Affairs, The Secretary of the Air Force, the Surgeon General of the Air Force, the Under Secretary of Health of the Department of Veterans Affairs, the Department of Defense, Joint Staff Surgeon, and the President of the Uniformed Services University.

## **Article V Organization of the Association**

AMSUS is governed by the Board of Directors and advised by the Executive Advisory Council.

Section 1. The officers shall be as follows:

- a. A Chair of the Board of Directors.
- b. A Vice-Chair of the Board of Directors.
- c. A Chair of the Executive Advisory Council, who shall be elected from the constituent services and given the title of Honorary President of AMSUS.
- d. An Executive Director who is the Chief Executive Officer, and who shall also be Secretary/Treasurer of the Association, and who shall be appointed by the Board of Directors.
- e. A Deputy Executive Director who is the Chief Operating Officer, and who shall oversee and direct the daily operations of the organization, and who shall be appointed by the Executive Director.

Section 2. Responsibility of the Board of Directors and Committees.

- a. The Board of Directors shall be the governing body of the Association. It shall have the authority to approve budgets, authorize investments and expenditures, seek and accept contributions, and authorize contracts in the name of the Association.
- b. The Board of Directors shall elect a Chair who will preside at meetings.
- c. The Board of Directors shall appoint and provide oversight of the Executive Director.
- d. The Board of Directors may delegate authority and functions to the Executive Director.
- e. The Executive Advisory Council shall report its actions to the Board of Directors. The Chair of the Executive Advisory Council shall be an advisor to the Board of Directors without vote.
- f. The Board of Directors will meet during the Annual Business Meeting of the Association. Additional meetings of the Board may be called by the Chair.
- g. The Board of Directors shall have the power to fill vacancies in any elected office, to adopt or amend any budget, or to temporarily amend the Bylaws. The Board of Directors shall perform such other duties as are prescribed by these Bylaws.

Section 3. Responsibility, Authority, and Composition of the Executive Advisory Council.

- a. The Executive Advisory Council may offer advice and counsel to the Association on matters affecting the interest of the United States and its constituents.
- b. The Executive Advisory Council shall perform such other duties as are prescribed by these Bylaws.
- c. The Executive Advisory Council shall consist of Association members who are:

1. The Surgeons General of the Army, the Navy, the Air Force, and the Public Health Service.

2. The Under Secretary for Health, of the Department of Veterans Affairs.

3. The Assistant Secretary of Defense for Health Affairs.

4. The President of the Uniformed Services University of the Health Sciences.

5. The Department of Defense Joint Staff Surgeon.

6. The Director of the Defense Health Agency.

7. Assistant Secretary for Health Affairs, Department of Homeland Security.

8. The Director of Health, Safety and Work-Life, and Chief Medical Officer of the U.S. Coast Guard.

98. The Executive Director shall be an ex-officio member of the Executive Advisory Council, without vote.

109. The Executive Advisory Council shall report its actions to the Board of Directors.

110. The Executive Advisory Council should meet at least three times per year. Additional meetings of the Council may be called by the Chair.

Section 4. Standing Committees. Standing committee members shall be appointed by the Board of Directors. The Executive Director shall be a member of all standing committees without vote.

a. The Audit Committee is a subset of the Board of Directors and is formed to assist the Board in fulfilling its oversight responsibilities and to perform the specific duties set forth below. The Committee will report to the Board of Directors and recommend appropriate actions at all regularly scheduled meetings. Members of the Audit Committee shall be recommended by the Chair and approved by the Board of Directors. The Committee shall be comprised of not less than three members with at least one member being a current Board member. The Committee Chair shall be a current member of the Board. Committee members will serve for a term of at least two years. Members of the Audit Committee shall have the ability to understand financial statements, evaluate accounting company bids and make sound financial decisions. The Committee shall hold meetings as either the Board or Committee deems necessary. Annually, the Committee shall meet, in separate private sessions, with each of the following:

- The AMSUS Financial Manager,
- The Executive Director,
- Chair of the Board, and
- The Auditor.

1. The Committee, in consultation with management, shall recommend to the Board the appointment of the Auditor which is ultimately accountable to the Board and the Committee.

2. The Committee shall evaluate the performance of the Auditor and, if so determined by the committee, recommend that the Board replace the Auditor.

3. If the Auditor identifies a significant problem which is not being adequately addressed by management, it should be reported to the Committee. It is not the duty of the Committee to plan or conduct audits or to determine that the Association's financial statements are complete and accurate and are in accordance with the generally accepted accounting principles. This is the responsibility of management and the Auditor.

4. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

5. The Committee shall review and discuss with management the AMSUS financial statements and the year-end audit by the Auditor.

6. The Committee shall discuss with the Auditor the matters the Auditor determines are required by current auditing standards. Based on its review and discussions with management and the Auditor, the Committee will advise the Board of Directors whether it recommends that the audited financial statements be accepted and approved.

7. The Committee shall discuss with management and the Auditor: The adequacy of the Association's internal accounting controls and the financial reporting process, and the status of internal control recommendations made by the Auditor.

8. The Committee shall periodically receive reports from and discuss with the Association's General Counsel any material government investigations, litigation or legal matters, if applicable.

b. The Nominating Committee shall consist of at least two Board members. It shall present its selections to fill Board of Director vacancies to the full Board of Directors and after approval to the full AMSUS membership for approval at the AMSUS Annual Business meeting.

c. The Awards Committee is a subset of the Board of Directors and is responsible for reviewing the nominees of the Rising Star, Lifetime Achievement and Force Health Protection awards. The Awards Committee Chair along with the Executive Director determine the recipients of the awards.

Section 6. Additional Committees may be created by the Board of Directors as necessary.

Section 7. Sustaining Members, also known as AMSUS-SM, under the AMSUS umbrella, shall be governed by its own bylaws, which detail mission, organization structure, and specific membership eligibility requirements. The Chair of the AMSUS-SM is also a non-voting member of the AMSUS Board of Directors. The Board of Directors approve Sustaining Membership Group Bylaws

Organizations doing business with elements of the federal healthcare system or having interest in the

advancement of federal healthcare are eligible to be elected to the AMSUS Sustaining Member Group.

Section 8. The Executive Advisory Board (EAB) is an exclusive member forum established to promote the advancement of federal health public-private sector networks and communication. The EAB provides a private sector prospective and thought leadership regarding policy and strategy issues effecting federal health organizations, enabling appropriate collaboration with the public sector, to create the best possible outcomes for federal health professionals, the patients they serve, and corporate stakeholders. The Chair of the EAB is also a non-voting member of the AMSUS Board of Directors.

## Article VI

### Seals, Insignia and Arms

Section 1. The seal of the Association shall consist of a circle, one and three eighths (1 3/8) inches in diameter, charged with the cross of the insignia with the words "Organized 1891, Incorporated by Congress 1903," within a circumferential band bearing the words, "Society of Federal Health Professionals."

Section 2. The Insignia of the Association shall comprise a Cross; a Rosette; an Enamel Lapel Bar; and a Lapel Button and Pin consisting of the Association Cross.

a. The Cross shall be of gold, the obverse enameled with red and bordered with gold, upon which shall be superimposed a white shield, enclosing a shield of the United States in its proper colors - red, white and blue surrounded by the motto, "Omnia pro Patriae Caritate" (All for love of Country); the reverse, plain gold and bearing its number. Upon the reverse may also be engraved the name and address of the owner. The cross, suspended by a ribbon, consisting of two bands of crimson enclosing a band of white, may be worn by any member of the Association on ceremonial occasions, and shall be carried on the left breast, or at the collar, if the wearer be an officer of the Association or Board of Directors member.

b. The Rosette of the Association colors.

c. The Enamel Lapel Bar of the Association colors.

d. The Lapel Button and Pin consisting of the Association Cross.

Section 3. The Coat of Arms shall be as follows: Quarterly, First: Sanguine, a caduceus for Army, Second: Or, and oak leaf and acorn proper for Navy. Third: Argent, a caduceus and an anchor in saltier azure for Public Health Service. Fourth: Azure and Argent, the Union as borne on the American Flag for the National Guard.

Surcharged - The Badge of the Association, proper.

Crest - An Eagle displayed, proper, bearing on

breast a Geneva Cross.

## **Article VII Chapters**

Section 1. The Board of Directors may charter local chapters of the Association and may withdraw such charters. Membership in chapters is restricted to members of the Association. Chapters may have such officers, organizations and meetings as they may determine, not in conflict with the Bylaws of the Association. Each chapter shall report at least annually to the Executive Director the names of its officers and its activities.

Section 2. Each chapter of the Association shall have one vote for electing the chair of the Chapters Group. In case of a tie vote, the President shall appoint the chair of the Group.

## **Article VIII Members**

Section 1. Applicants for membership will certify by submission of a membership application that they meet eligibility requirements. Upon receipt of the membership application and remittance of appropriate dues, applicants will be admitted as an active member of the Association. Membership shall be open to all federal healthcare professionals who otherwise meet the current membership requirements.

Section 2. Honorary members shall be elected by the Board of Directors. Honorary membership for one year may be granted to International guests or delegates, who are eligible for Active Membership.

Section 3. The Surgeons General of the Army, the Navy, the Air Force, the Public Health Service, the Undersecretary for Health of the Department of Veterans Affairs, the Director of the Defense Health Agency, and the Assistant Secretary of Defense for Health Affairs, being the chiefs of the constituent services, may confer Honorary membership on distinguished medical leaders from other countries visiting them in the United States, provided that the names and titles of the persons to be so honored are submitted in advance to the Executive Director, and further, that the authority for granting or receiving such membership shall not be delegated to nor considered for subordinates.

Section 4. Members of any classification may be expelled for cause or conduct which the Board of Directors deems contrary to the best interest of this Association provided that the member proposed for termination is given an advance written notice including the reason for the proposed termination, the

opportunity to contest the proposed termination in writing or in person before the Board of Directors and a final written notice of the Board's decision. The decision of the Board is final.

Section 5. Active members shall be suspended for non-payment of annual dues.

## **Article IX Annual and Special Meetings of Members**

Section 1. There shall be an Annual Business Meeting of the Association as determined by the Board of Directors. The Board shall announce the date and place selected as soon as practically possible prior to the meeting.

Section 2. Special meetings of the Association may be called by the Board of Directors after thirty days advance notice to the membership. The notice shall state the reason for calling the special meeting.

Section 3. Twenty-five (25) members of AMSUS shall constitute a quorum for the transaction of business at Annual Business Meetings of the Association. A majority of those members present and voting carries any action, except where provided otherwise by law or by these Bylaws.

Section 4. In the event of a national emergency, the Board of Directors shall have authority to cancel or postpone Annual Business Meetings of the Association.

## **Article X Duties of Officers**

Section 1. The Chair of the Board of Directors shall preside at the meetings of the Board of Directors and the annual business meetings of the Association and determine time and location of meetings.

Section 2. In the absence of the Chair, or his/her inability to act, his/her duties will succeed in order: To the Vice-Chair. Such successors will act for the Chair and will so sign appropriate official documents.

Section 3. The officers of the Executive Advisory Council shall serve or until their successors are installed. The duties of the officers shall be those which are customarily ordained for such offices and such other functions as may be prescribed by the Executive Advisory Council, these Bylaws, and the civil laws.

Section 4. The Executive Director serves as Secretary/Treasurer of the Association. The Executive Director shall be salaried and shall be responsible to the Board of Directors for the day-to-day conduct of the business of the Association, including membership and fiscal matters. He/She shall prepare agendas for and keep records of all Executive Advisory Council,

and Board of Directors meetings. He/She shall be responsible for the receipt, accounting for, and disbursement of Association funds, and shall make periodic reports thereon to the Board of Directors. He/She shall have power to execute bonds, deeds, and contracts in the name of the Association, subject to the approval of the Board of Directors. He/She shall be insured under the Association's Employee Dishonesty and Forgery coverage. He/She shall prepare, and present to the Board of Directors for its consideration, an annual budget, including estimated receipts and expenditures, and will submit periodic fiscal reports to the committees. He/She shall perform such other duties as the Board of Directors may direct. Within the approved limitations fixed by the Board of Directors, he/she will employ such assistance as needed. He/She shall have full authority pertaining to both retention and termination of all employees.

1. A Deputy Executive Director, who shall oversee and direct the daily operations of the organization. The Deputy has the authority to negotiate and enter into contracts for AMSUS and obligate monies in accordance with the approved annual operating budget and strategic plans. In the absence of the Executive Director the Deputy will assume the authorities granted to the Executive Director as is necessary to carry out the mission of AMSUS. He/She shall be insured under the Association's Employee Dishonesty and Forgery Coverage.

2. The Editor of the Association's official journal, *Military Medicine*, reports to the Executive Director. The Editor is nominated by the Executive Director and appointed by the Board of Directors. He/She shall nominate the members of the Editorial Board for appointment by the Board of Directors. He/She shall attend meetings of the Board of Directors at its discretion.

#### **Article XI The Board of Directors**

Section 1. The Board of Directors shall exercise general oversight of the affairs of the Association. Members of the Board may not be nominated or appointed on the basis of their official positions with the federal government. Nominations for the Board of Directors will be submitted by the Nominating Committee and elections voted on by the general membership at the Annual Business Meeting of the Association. The Board of Directors shall be composed of at least nine members but not more than twelve.

Section 2. The term of office for each board member shall be for a three year period with one-third of the board being replaced annually. Effective dates for terms is 1 January following the annual membership election; Board member terms will

therefore be on a calendar year basis, January – December. Board members can be elected for a second 3-year term. In the event a Director should vacate the position, the Chair of the Board shall appoint an interim Director until the next election.

Section 3. A majority of the Board of Directors in person shall constitute a quorum. A majority of those Director present and voting carries any action, except where provided otherwise by law or by these Bylaws. In the event of the absence of the Chair, the board shall select a temporary Chair.

1. Any action that is required to be taken, or that may be taken at a meeting, can be taken without a meeting if done so in writing and signed by all Board members. Such consent in writing shall have the same force and effect as a unanimous vote of the Board of Directors and shall be filed with the corporate records with the minutes of the Board of Directors meeting. Members of the Board, or any committee designated by the Board, may take any action permitted or authorized by these Bylaws by meeting using any means of communication by which all members may simultaneously hear each other during the meeting.

Section 4. The Board of Directors shall meet at call of the Chair.

Section 5. The Board of Directors shall report to the membership at the annual business meeting of the Association.

#### **Article XII Dues and Fees**

Section 1. The ~~annual~~ dues for Active, ~~and~~ Student ~~and Life~~ members shall be determined by the Board of Directors, payable in advance in this amount, and shall accompany all applications for membership

Section 2. Honorary, Ex-officio and Life members shall be exempt from payment of ~~annual~~ dues.

Section 3. The ~~annual~~ dues for AMSUS-SM and the EAB, payable in advance shall be as determined by the Board of Directors.

~~Section 4. The subscription fee for the official journal, *Military Medicine*, for subscribers who are not members of the Association, shall be as determined by the Board of Directors. [DC2]~~

#### **Article XIII Official Journal of the Association *Military Medicine***

Section 1. *Military Medicine* is the official ~~monthly~~ publication of the Association (the "Journal") and is provided to all members without charge.

Section 2. The Executive Director shall be responsible for the business management of, and for, the publication of the Journal.

Section 3. The Editor, with the advice of the

Editorial Board, shall be responsible for the establishment of professional and literary standards, the stimulation of contributions, and the review and selection of original articles, editorials, and other material of a professional nature to be included in the Journal.

Section 4. The Editorial Board shall be composed of those individuals nominated by the Editor on the basis of professional qualifications and interest in military and other federal agency medical literature, and approved by the Board of Directors. Insofar as practicable, the Editorial Board shall represent not only the constituent services, but those disciplines important to military medicine. The term of office on the Editorial Board shall be four years, with one-half the membership being appointed every two years. Members may be reappointed to succeed themselves. The Editor shall serve as the Chair of the Editorial Board.

Section 5. The Editorial Board shall advise the Editor concerning professional and literary standards, shall stimulate contributions, and shall assist him or her in reviewing and selecting articles for publications. Its members will, as appropriate, contribute articles to the Journal.

#### **Article XIV Fiscal Year**

The fiscal year of the Association shall commence on 1 July and end on 30 June of the following year.

#### **Article XV Amendments to Bylaws**

These Bylaws may be amended by the following sequential procedures:

1. Approval of the proposed amendment by the Board of Directors.

2. The proposed amendment will be communicated to the members prior to the Annual Business Meeting with a request for comments.

3. Re-affirmation of the proposed amendment by the Board of Directors after consideration of such comments, if any.

4. Adoption of the amendment at an Annual Business Meeting of the Association by a two-thirds majority of the members present and voting at the business session at which a quorum is present.

#### **Article XVI Funds**

Such funds belonging to the Association as are not needed for current requirements shall be invested in US Government or other corporate bonds, preferred stock of corporations, in common stock of corporation or deposited in State or Federally insured savings and

loan associations. The Association will normally contract for professional management of its investments. As least annually, the Board of Directors shall review the investment portfolio of the Association and recommend such changes as it deems proper.

Distribution of assets of the Association, should the Association cease operation, will be made to other organizations in the health care field that are tax-exempt under Internal Revenue Code Section 501(c)(3). Under no circumstances shall funds be distributed to officers, members or related individuals.