

# **CALIFORNIA ACADEMY OF PREVENTIVE MEDICINE (CAPM)**

## **CONSTITUTION AND BY-LAWS\***

Adopted: April, 1957

Revised: March 25, 1964  
March 21, 1966  
1968  
1974  
March 24, 1975  
October 28, 1992  
1994  
January 12, 1995  
May 4, 2001  
May 1, 2002\*  
October 20, 2011\*  
October 23, 2013\*

- Amendments shown

# **CAPM Constitution**

## **ARTICLE I**

### **Name**

This organization shall be known as the California Academy of Preventive Medicine, Inc.

## **ARTICLE II**

### **Purpose**

The purposes of this organization are to study and to improve the practice of and to advance the cause of preventive medicine and public health.

## **ARTICLE III**

### **Objectives**

The objectives of this organization are:

1. To establish an educational and scientific society in California composed of qualified physicians who specialize in the field of preventive medicine and public health.
2. To maintain and advance the highest possible ideals and service standards in the education, practice and research in preventive medicine and public health.
3. To study, discuss and initiate measures which will enhance the prestige and attraction of the specialty of preventive medicine and public health as a medical career.
4. To further the recruitment of able medical graduates and young physicians in the specialty.
5. To promote and encourage the continuing education of its members and of other physicians in preventive medicine and public health.
6. To study, discuss and make recommendations relating to research, practice and policy in preventive medicine and public health.

In order to carry out these objectives and purposes, the Academy shall have the full power and authority to purchase, lease and otherwise acquire, hold, mortgage and convey and otherwise dispose of, all kinds of property both real and personal in the State of California, and to generally perform all acts which may be necessary to expedient for the proper and successful prosecution of these objectives and purposes.

No part of the net earnings or other assets of this Academy shall inure to the benefit of any individual member or other individual except as provided in the By-Laws.

## ARTICLE IV

### Membership

(amendments of 2002 shown by strikethrough for deletions and underline for additions)

Section 1. ~~Diplomate Membership~~ Fellowship in the Academy shall be limited to Diplomates of the American Board of Preventive Medicine, or other specialty Board approved by the American Board of medical Specialties or by the American Osteopathic Association, who reside in the State of California or who had resided in California when they initially became members. Diplomates of such Board residing in immediately adjacent states without a comparable organization may become members. Additional qualifications and categories (including ~~Associate~~ Regular and/or Student Membership) for membership may be provided for in the By-Laws.

Section 2. A diplomate may, upon written application on the form prescribed by the Academy, become a ~~member~~ fellow upon being elected as a member and upon signifying his acceptance thereof and paying such dues, fees, and assessments as may be currently in force.

Section 3. Membership in this Academy shall be terminated by abrogation of certificate of Diplomate by American Board of Preventive Medicine or other Specialty Board as noted in Section 1, or for good cause shown by approval by a two-thirds vote of membership of the Academy or by non-payment of dues and/or assessments as provided for in the By-Laws.

## ARTICLE V

### Officers

The officers of the Academy shall consist of a President, a President Elect, and Immediate Past President, a Secretary, and a Treasurer. All officers shall be elected at and installed at the regular annual meeting of the Academy. The term of office shall be for one year or until their successors have been duly elected and installed. The membership may vote at the Annual Meeting in any given year to combine the offices of Secretary and Treasurer to be held by one person.

The Board of Directors shall have the power to appoint any officer except the President Elect if a vacancy occurs until a successor is elected at the next annual meeting.

In the event of a vacancy as President, the succession to the office for the unexpired term shall pass to the President-Elect, Secretary and Treasurer in that order. The office of President Elect shall be filled at the next general meeting of the organization if it becomes vacant due to this or any other reason.

## ARTICLE VI

### Board of Directors

The first Board of Directors shall consist of the incorporators of the Academy.

Subsequent Board of Directors shall consist of the President, who shall be Chairman of the Board, the Secretary, who shall be Secretary of the Board, the President Elect, Immediate Past President, the Treasurer, and three other members elected as Directors by the membership of the Academy.

At each annual meeting, one Director shall be elected for a term of three years. Vacancies occurring among the elected members of the Board may be filled by appointment by the Board of Directors until the next annual meeting, when successors shall be elected for the remainder of the unexpired term.

The Board of Directors may hold meetings by conference telephone call or video or by other electronic means.

## **ARTICLE VII**

### **Government of the Academy**

The Government of this Academy shall be vested in and exercised by the Board of Directors as before specified. The Board of Directors shall meet at least one time a year with the annual meeting of the Academy and at such other times as may be necessary at the call of the Chairman or as otherwise specified in the By-Laws.

The Annual Meeting of the Academy shall be held at a time and place designated by the Board of Directors. Other meetings of the Board may be held as necessary and as provide in the By-Laws.

Failure to elect officers or directors annually shall not dissolve this corporation or impair its corporate existence or management, but the officers and directors then in office shall remain in office until their successors have been duly elected and installed.

All elections shall be held under such rules and regulations as may be from time to time determined by the Board of Directors as provided in the By-Laws.

A majority of the Board of Directors shall constitute a quorum, and a quorum shall be necessary to consider any questions that may come before any meeting of the Board of Directors. If a quorum is not present at a duly assembled meeting, a majority of those present may adjourn the meeting to another time, but they may not transact any business until a quorum is secured or authorization for a particular vote is obtained by mail or phone. An affirmative vote of a majority of the Board of Directors present shall be necessary to decide any question.

## **ARTICLE VIII**

### **Membership Liability**

No member of this Academy shall ever be held liable or responsible for contracts, debts or defaults of this Academy in any further sum than the unpaid dues, if any, owing by him or her to the Academy, nor shall any more informality in the organization have the effect of rendering the Articles of Incorporation null and void, or of exposing the members to any liability other than as above provided.

## **ARTICLE IX**

### **Affiliations**

This Academy shall, through its officers and Board of Directors, have the authority to cooperate and affiliate with the American College of Preventive Medicine. If eligible, it shall also have the authority to serve as the Preventive Medicine specialty society affiliated with the California Medical Association.

## **ARTICLE X**

### **Amendment of Constitution**

Amendments to this constitution may be adopted at the Annual Meeting of the Academy by a two-thirds affirmative vote of members present, subject to the following conditions:

- a) Proposed amendments to the Constitution may be submitted by members to the Committee on Constitution and By-Laws or be initiated by this Committee.
- b) Any such amendments if approved by the Committee on Constitution and By-Laws shall be forwarded to the Secretary at least 60 days before the Annual Meeting.
- c) The Secretary shall submit such amendments to the Constitution by mail to the membership at least 30 days in advance of the Annual Meeting.
- d) A two-thirds affirmative vote of the members present and voting at the Annual Meeting shall be necessary to adopt an amendment.
- e) Any amendment to the Constitution proposed in writing by at least 10 members shall be presented to the membership for vote at the annual Meeting provided it is submitted to the Secretary at least 60 days before the Annual Meeting and that it be submitted to the membership by the Secretary by mail 30 days before the Annual Meeting.
- f) The Board of Directors may determine if for a subsequent year proxy voting will be accepted. Failure of the Board to make such an annual determination will automatically cancel the acceptability of proxy voting.

## **ARTICLE XI**

### **Effective Date**

This constitution shall be effective as of date of adoption.

## **ARTICLE XII**

### **By-Laws**

The membership may adopt or amend By-Laws by a two-thirds vote at any general membership meeting, provided that the subject matter or topic is announced to the membership at least 30 days in advance.

# **CAPM By-Laws**

## **ARTICLE I**

This Society shall be known as The California Academy of Preventive Medicine.

## **ARTICLE II**

### **Fellowship**

1. Fellowship in the Academy shall consist of physicians who are diplomates of the American Board of Preventive Medicine, or other specialty Board approved by the American Board of Medical Specialties or by the American Osteopathic Association, and who shall maintain standards of conduct compatible with the dignity and high standards of the Academy.
- ~~2. A diplomate of the American Board of Preventive Medicine who has retired from active service in any of the categories of preventive medicine or public health due to age or disability may be nominated by the Board of Directors as an Emeritus member, but he shall not be eligible to hold elective office. (Deleted 10/23/13)~~
2. A roll of all fellows and members shall be kept by the Secretary.
- 3 Qualifications of Fellows – Every applicant shall have the following qualifications:
  - a) Shall be a possessor of a diploma conferring the degree of Doctor of Medicine or its equivalent, or Doctor of Osteopathy.
  - b) Shall be a diplomate of the American Board of Preventive Medicine and/or other specialty board approved by the American Board of Medical Specialties, or by the American Osteopathic Association.
  - c) If applicant is a diplomate of a board in a specialty other than Preventive Medicine, he/she shall be employed or retired after a career of employment in Preventive Medicine or one of its subspecialties, or shall demonstrate experience or special interest in preventive Medicine. Fellowship in the American College of Preventive Medicine shall be accepted as evidence of special interest in Preventive Medicine.
- 4 Mode of Application:
  - a) An applicant for fellowship in the Academy shall:
    - 1) deliver an application, in form specified by Board of Directors, together with dues and any fees and/or assessments required at time of application to the Society;
    - 2) submit in the application evidence required by Article II, Section 4 of these By-Laws;

- b) If the application is in good form, it shall be submitted to the Board of Directors for acceptance or rejection. A majority of the Board, present or absent, shall be necessary to determine the acceptance or rejection of an applicant. The Board shall certify their action to the Secretary who shall notify the applicant, and if the applicant is accepted add the name to the Roll of Fellows.

## **ARTICLE II (A)**

### **Membership**

1. Regular Membership of the Academy shall consist of physicians who are not diplomates of the American Board of Preventive Medicine or of another specialty Board but who fall in one of the following categories:
  - a) Those who are either in the current process of achieving or have received a post-graduate degree in Public Health, or are enrolled in or have completed an accredited residency program in Preventive Medicine (including General Preventive Medicine, Public Health, Occupational Medicine, or Aerospace Medicine).
  - b) Those who hold faculty appointments in Preventive Medicine, Community Medicine, Public Health, or like subjects in schools of Medicine or Public Health in the geographic area served by the Academy.
  - c) Those who are Members of the American College of Preventive Medicine or its successor organization if any.
  - d) Those who are employed full-time or retired after a career in the field of Preventive Medicine or one of its sub-specialties.
2. Each Member shall be a possessor of a diploma confirming the degree of Doctor of Medicine or Osteopathy or its equivalent.
3. Each Member shall apply on the form specified by the Board of Directors, together with dues and/or assessments required at the time of application to the Academy.
4. Members may vote and serve on committees but may not serve as officers.
5. The acceptance or rejection of the completed application by the Board of Directors shall be as provided under Article II, Section 5 (b) for membership.

## **ARTICLE II (B)**

### **Student Membership**

1. Student Membership shall be open to students in accredited schools of medicine or osteopathy.



2. Each student member shall apply on the form specified by the Board of Directors.
3. Student members may participate in general membership meetings and may serve on committees, and may exercise such other privileges as granted by the Board of Directors.

### **ARTICLE III**

#### **Officers**

1. The officers shall consist of a President, President-Elect, Immediate Past President, Secretary, and Treasurer. The offices of Secretary and Treasurer may be combined in any one year by vote of the membership at the Annual Meeting.
2. The President, President-Elect, Secretary, and Treasurer shall be elected at the Annual Meeting of the Academy, each for the term of one year, and take office at the end of the election meeting, or at the beginning of the calendar or fiscal year, as determined by the membership at the Annual Meeting.
3. The President shall preside at all meetings of the Academy and of its Board of Directors. S/He shall appoint such standing committees as are directed or necessary. S/He shall name the chairman of each committee. S/He shall be an ex-officio member of each committee except the Nominating Committee.
4. The President-Elect shall keep in close touch with the affairs of the Academy and shall be an ex-officio member of all committees except the Nominating Committee.
5. In the event of any vacancy in the office of President, or in his/her absence, the duties and powers shall fall in succession on the President-Elect, Secretary, and Treasurer.
6. The Secretary shall be responsible for supervision of the activities and business affairs of the Academy. S/He shall keep the minutes of the meetings of the Academy and Board of Directors. S/He shall handle all correspondence pertaining to membership. S/He shall be custodian of all records of the Academy and Board of Directors. S/He shall attend to all other duties usually performed by Secretaries of such organization. The Treasurer shall prepare vouchers for all expenditures and shall sign all checks and other documents dealing with the financial transactions of the Academy. S/He shall authorize the deposit of all funds of the Academy in a bank approved by Board of Directors and shall dispense same on checks signed by him/her. In his/her absence, and for a limited period of time, s/he may delegate the power of receiving and disbursing funds of the Academy to an acting treasurer appointed by the Board of Directors. S/He may be bonded at the expense of the Academy to the extent deemed necessary by the Board of Directors. S/He shall submit at each Annual Meeting a detailed statement of the financial conditions of the Academy for the most recent fiscal year just ended, which shall detail the money received and expended. S/He shall furnish with such statement a written report summarizing this statement. S/He shall attend to all other duties usually performed by treasurers of such organization.

## ARTICLE IV

### **Board of Directors**

1. The Board of Directors shall consist of the President, Immediate Past President, President-Elect, Secretary, Treasurer, and three elected directors.
2. The President of the academy shall also serve as Chairman of the Board of Directors.
3. The elected directors shall each serve for a term of three years, and no member shall serve more than two full consecutive terms.
4. In general, the Board of Directors shall be the business management of the Academy. Specifically, they shall have the power to regulate and conserve property interest of the Academy, to fix the annual dues and subject to Article V limits, to levy assessments, to adopt from time to time rules and regulations for election of members, to determine publications of the Academy, to make contracts in connection therewith, to name editorial boards, and to transact any and all business not otherwise provided for pertaining to the organization and operation of the Academy.
5. A majority of the members of the Board shall constitute a quorum for the transaction of business. A member's vote on any given issue may be obtained by telephone, mail, or electronic means, if it is not practical to assemble a quorum in person.
6. There shall be ~~an Annual~~ meetings of the Board of Directors ~~a the regular Annual Meeting of the Academy, and such other meetings~~ as may be necessary and called by the President, or called by a written request therefore signed by at least four members of the board. Meetings may be held in persons or by audio/visual conferencing. The Board of Directors may also vote electronically on issues when called or requested in the same manner as meetings. (Amended 10/23/13, shown by strikethrough for deletions and underline for additions)
7. Whenever a vacancy may occur among the elected members of the Board, the Board shall appoint a member to fill the vacancy until the next annual meeting of the Academy at which time the Academy shall elect a member to fill the vacancy. A member elected to fill a vacancy in the unexpired term of an elected Director shall serve for the remaining term of that position.

## ARTICLE V

### **Fees, Dues, Assessments**

(Amendments of 2011 shown by strikethrough for deletions)

1. An initiation fee may be required of all members of the Academy subject to the provisions of Section 2 of this Article V. Annual dues shall be required of all members except per Section 2 of this Article. Assessments may be levied by the Board of Directors on each member if necessary. The amount of the initiation fee and the annual dues and of any assessments shall

be determined by the Board of Directors. ~~subject to the provisions of Section 5 of this Article~~  
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2. At the discretion of the Board of Directors, initiation fee, annual dues, and assessments may be waived in whole or in part, for any individual or category of membership.
3. Dues shall be payable January 1, of each year and shall become delinquent if not paid within six months thereafter. A member delinquent in dues for a period of one year may be dropped from the roll of the Academy by action of the Board of Directors.
4. Any member dropped because of dues delinquency who desired to reestablish his membership must petition the Board of Directors who shall determine manner of reinstatement .
5. ~~The initiation fee shall not exceed ten dollars, the annual dues shall not exceed thirty dollars per year, and assessments shall not exceed ten dollars per year per member.~~

## **ARTICLE VI**

### **Fiscal Year**

The fiscal year of the Academy shall be from the first day of January until the thirty first day of December each year inclusive, or as otherwise determined by the Board of Directors.

## **ARTICLE VII**

### **Publications**

The Board of Directors through the Secretary or Treasurer may issue from time to time a roll of the Academy containing the names and addresses of the members. The Board of Directors may also sponsor such other publication as it deems desirable and in the interests of the Academy.

## **ARTICLE VIII**

### **Meetings**

1. A meeting of the Academy shall be held annually at a place and time determined by the Board of Directors. An election of officers and directors shall be held at this meeting as well as the transaction of such other business as may be necessary. This business meeting shall be open only to members and invited guests. Meetings may be scheduled in conjunction with other medical or public health organizations.
2. The Academy may conduct or cosponsor scientific sessions devoted to preventive medicine and public health. The scientific sessions shall be open to all physicians, graduate and undergraduate students of medicine, and to other persons affiliated in recognized professions and

disciplines associated with preventive medicine and public health, and bonafide students in these fields.

3. The President may appoint committees to assist in the arrangements for the annual meeting.
4. The Board of Directors may call an additional general meeting on 30 days written advance notice to the membership.

## **ARTICLE IX**

### **Committees and Chapters**

1. All committees shall be appointed by the President who shall designate a chairman and may designate a vice chairman and secretary. Reports and other publications of all committees shall be approved by the Board of Directors before publication.
2. There may be such other committees appointed as are deemed necessary.
3. The Constitution and By-Laws Committee shall be composed of at least three members appointed by the President, whose duty will be to consider all proposed changes for amendments to the Constitution and By-Laws. Members shall be eligible for re-appointment.
4. A Nominating Committee shall be appointed consisting of at least three members who shall nominate the following officers: President-Elect, Secretary, Treasurer, and Director(s) whose term(s) expire the current year. ~~The nominations shall be in the hands of the Secretary at least 30 days before the annual meeting, and the Secretary shall submit the~~ list of candidates shall be submitted to the members at least two weeks prior to the annual meeting. No one shall serve on the Nominating Committee for more than four consecutive terms; and no one shall be appointed Chairman of the Nominating Committee in succession. (Amended 10/23/13, shown by strikethrough for deletions and underline for additions)
5. Any group of five members residing or working in the same region of California or on the same university faculty may petition the Board of Directors to be approved as a local or Academic chapter. Chapters recognized by the Board of Directors may hold meetings setting their own meeting times, frequencies, and agendas. The President may assign tasks or projects to chapters or utilize them as committees for special purposes agreed to by the chapter members.

## **ARTICLE X**

### **Roberts Rule**

The rules contained in “Roberts Rules of Order” shall govern the Academy where they are ~~in~~ consistent with existing By-Laws. (Amended 10/23/13, shown by strikethrough for deletion)

## **ARTICLE XI**

### **Charter Members**

Charter members of this organization shall consist of those members who have been accepted to membership and paid dues for the year ending December 31, 1964.

## **ARTICLE XII**

### **Effective Date**

These By-Laws shall become effective immediately on adoption.

## **ARTICLE XIII**

### **Medical Student Incentive**

1. Pursuant to items 3 and 4 of Article III, Objectives of the Constitution, the Academy may offer a yearly prize, the amount of which shall be determined each year by the Board of Directors, to a student duly enrolled in any approved medical or osteopathic school in California. Such a student shall have prepared an original essay or manuscript on a subject pertaining to preventive medicine or one of its sub-specialties, including aviation medicine, occupational medicine, or public health.
2. Meritorious original essays not warranting first prize may have the contestants awarded certificates of merit.
3. If the Board votes to conduct the contest, announcement of the medical student essay contest shall be distributed to California medical schools by the Secretary.
4. The prize-winning contestant may be invited to present his essay at the following annual meeting of the Academy.
5. If no essay submitted in a fiscal year is, in the opinion of the judges, worthy of a first prize, no such prize need be issued and a winner of a certificate of merit may be invited to present his essay at the following annual meeting of the Academy.
6. The President or Board of Directors may promulgate more detailed information regarding the essay contest as may be indicated.

## ARTICLE XIV

### Amendments

Amendments to the By-Laws may be passed by a two-thirds vote at any general membership meeting, provided that the general subject or topic is announced to the membership at least 30 days in advance.