

# **AMERICAN ACADEMY OF PHYSICAL MEDICINE AND REHABILITATION**

## **CNS REHABILITATION COUNCIL CHARTER**

### **PREAMBLE**

The American Academy of Physical Medicine and Rehabilitation (“Academy”) is an Illinois not-for-profit corporation exempt from federal income tax pursuant to Internal Revenue Code Section 501 (c)(3). The purpose of the Academy is to assist physical medicine and rehabilitation physicians in acquiring continuing education, practice, knowledge, leadership skills, and research information needed to provide quality patient care; to represent the best interests of patients with, or at risk for, disabilities; and to maximize patient function and quality of life by advancing excellence in psychiatric practice (“exempt purposes”).

Academy members seek information to assist them in making clinical, educational, and economic decisions specific to their various specialized areas of clinical practice. In this regard, they seek a network of like-minded clinicians with whom to share ideas. With this in mind, the Academy determined its exempt purposes would be advanced through the establishment of a formal constituency model that concentrates its membership into specific clinically focused groups to advance growth and innovation in the various specialized area of physical medicine and rehabilitation (“Councils”). Pursuant to Article X of the Academy’s bylaws (“Bylaws”), the Academy may create one (1) or more Councils, as it deems necessary to fulfill its duties and responsibilities and further its exempt purposes.

On November 22, 2008, the Board of Governors (“Board”) determined the exempt purposes of the Academy would be advanced by the creation of a constituency model comprised of multiple Councils representing specific areas of clinical focus (“Practice Constituency Model”). Accordingly, on November 22, 2008, the Board created the CNS Rehabilitation Council as one of the Councils, and adopted this CNS Rehabilitation Council Charter (“Charter”).

**ARTICLE I  
NAME**

The name of this Council shall be “CNS Rehabilitation Council” (hereinafter “CNS Council”).

**ARTICLE II  
DUTIES AND RESPONSIBILITIES**

The CNS Council supports the Academy’s exempt purposes. In particular, the CNS Council’s duties and responsibilities include, without limitation, the following:

- Build communities of likeminded people;
- Build networks by collaboration and coordination of talent and energy;
- Provide a forum for subspecialty areas of interest;
- Offer a formal structure that allows for member participation and collaboration;
- Embrace the diversity of the specialty;
- Serve as a resource to the Academy on issues related to its clinical and practice focus;
- Provide insight and expertise in five (5) strategic areas: clinical and practice education, , health policy and practice, advocacy, and growth of the journal; and
- Encourage member participation and engagement.

**ARTICLE III  
MEMBERS**

**SECTION A. MEMBERSHIP.** Members of the CNS Council (“Members”) must: (i) be members of the Academy in good standing; and (ii) have identified their choice to be a member of the CNS Council in accordance with the Academy’s policy. Academy members may be members of multiple Councils within the Practice Constituency Model. A Member’s membership in the CNS Council terminates: (i) automatically upon termination of his/her Academy membership; or (ii) as otherwise provided in this Charter.

**SECTION B. VOTING RIGHTS.** Members of the CNS Council shall be entitled to one (1) vote in connection with the election of the CNS Council’s Executive Committee. No other matters will be determined by Membership vote.

**SECTION C. RESIGNATION.** Members may resign at any time by sending a written resignation to the Academy headquarters or by updating their member preferences online. A Member’s resignation shall be effective upon the Academy’s receipt of the written resignation or via online removal. An individual resigning as a Member shall be deemed to resign any leadership position held by the individual within the CNS Council.

**SECTION D. TERMINATION.** The Academy may terminate the membership of any Member for conduct, which, in the opinion of the Academy, has been or may be detrimental to the welfare of the CNS Council or the Academy. The Academy’s decision shall be final and not subject to appeal. The individual’s change in membership status shall be reflected in the CNS Council’s records.

**SECTION E. TRANSFER OF MEMBERSHIP.** Membership in the CNS Council is not transferable or assignable.

**SECTION F. MEMBERSHIP CERTIFICATES.** No membership certificates for the CNS Council shall be issued or required.

**SECTION G. OFFICIAL MEMBERSHIP RECORDS.** The Academy shall be responsible for maintaining the official roster of the Members. In the event of a conflict between the Academy's official roster and any other list, the Academy's official roster shall control.

#### **ARTICLE IV MEETINGS OF MEMBERS**

**SECTION A. MEETINGS.** The CNS Council shall endeavor to convene at least one (1) CNS Council business meeting annually, and, to the extent possible, in conjunction with the Academy's annual assembly. Additional CNS Council meetings may be called by the Chair, at least two (2) members of the CNS Council Executive Committee, or the Academy.

**SECTION B. PLACE OF MEETINGS.** The person calling a CNS Council meeting shall designate the meeting place. If no designation is made, the meeting place shall be the principal offices of the Academy.

**SECTION C. NOTICE OF MEETINGS.** Notice (in writing, by e-mail, or by telephone) stating the place, date, and time of any CNS Council meeting shall be delivered to each Member no less than five (5) days before the date of such meeting. The Academy staff shall be responsible for preparing and delivering the notices required under this Section in consultation with the Chair.

**SECTION D. QUORUM.** Five (5) Members shall constitute a quorum of the CNS Council for the purpose of conducting a meeting and electing Executive Committee members. If less than a quorum is present at any meeting, a majority of the Members present may adjourn the meeting, but may not elect Executive Committee members.

**SECTION E. MANNER OF ACTING.** The act of a majority of the Members present at a meeting at which a quorum is present shall be the act of the CNS Council.

**SECTION F. VOTING.** As discussed elsewhere in this Charter, each Member shall be entitled to one (1) vote in connection with the election of the Executive Committee at a meeting of the CNS Council at which the Member is present and at which a quorum is present. No other matters shall be subject to a vote of the Membership.

**SECTION G. METHOD OF VOTING.** Voting shall be by voice, unless a Member shall request that voting be held by written ballot.

**SECTION H. NO PROXY VOTING.** No Member may act by proxy on any matter.

#### **ARTICLE V EXECUTIVE COMMITTEE**

**SECTION A. GENERAL POWERS, DUTIES AND FUNCTIONS.** The business and affairs of the CNS Council shall be managed by the CNS Council Executive Committee (“Executive Committee”). The Executive Committee will conduct all CNS Council business and affairs in furtherance of and consistent with the CNS Council’s duties and responsibilities as set forth in Article II of this Charter. The Executive Committee shall act in accordance with the authorization granted by the Academy as set forth in this Charter, as may be further limited or expanded from time to time by the Academy. Members of the CNS Council Executive Committee shall not hold other Council Executive Committee positions within the Academy Practice Constituency Model during their term of service. Without limiting the foregoing, the Executive Committee’s authority to act is at all times subject to the Academy’s approval.

**SECTION B. EXECUTIVE COMMITTEE COMPOSITION.** The Executive Committee shall be comprised of: (i) the Chair; (ii) Chair-Elect; (iii) a vice-chairperson of education (“Education Vice-Chair”); (iv) a vice-chairperson of communications (“Communications Vice-Chair”); and (v) a vice-chairperson of membership (“Membership Vice-Chair”).

1. **Chair.** The Chair shall preside at all regular and special meetings of the Members and Executive Committee. At the annual assembly of the Academy, the Chair shall present a report on the activities of the CNS Council during the preceding year. The Chair shall provide oversight and direction to the Chair-Elect and Vice-Chairs of the Education, Communications, and Membership. The Chair shall also perform all other duties incident to the office, this Charter, or from time to time assigned to it by the Board. The Chair will be, or will appoint from among the Executive Committee, the official spokesperson for the CNS Council.
2. **Chair-Elect.** In the absence of the Chair or in the event of the Chair’s inability or refusal to act, the Chair-Elect shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Chair-Elect shall generally perform all other duties from time to time assigned to it by the Chair and/or the Board.
3. **Education Vice-Chair.** The Education Vice-Chair shall perform the duties and responsibilities assigned by the Academy and the Chair. Without limiting the foregoing, the Education Vice-Chair shall:
  - Collaborate with the Academy’s Medical Education Committee regarding educational needs and programs;
  - Encourage submissions of manuscripts to the Academy journal and/or other publications;
  - Seek from Members annual submissions to the Academy journal including comprehensive review articles specific to the CNS Council’s clinical focus;
  - Identify potential manuscript reviewers; and
  - Coordinate Members to serve as a resource for educational content and product development regarding, without limitation, the Academy’s annual

assembly, Academy journal, newsletter, study guides, practice guidelines, enduring materials and maintenance of certification.

4. **Communications Vice-Chair.** The Communications Vice-Chair shall perform the duties and responsibilities assigned by the Academy and the Chair. Without limiting the foregoing, the Communications Vice-Chair shall:
  - Produce a quarterly information letter to the Members, that will also be available to all members of the Academy;
  - Utilize Academy communication instruments to promote positive information regarding psychiatrists;
  - Encourage submissions to The Psychiatrist.
  
5. **Membership Vice-Chair.** The Membership Vice-Chair shall perform the duties and responsibilities assigned by the Academy and the Chair. Without limiting the foregoing, the Membership Vice-Chair shall:
  - Encourage Academy members to serve as a resource and to assist with Academy leadership succession; and
  - Utilize Academy communication instruments to promote positive information regarding psychiatrists.

**SECTION C. TERMS.** The Chair shall serve a two (2) year term and until his/her successor is appointed or until his/her death, resignation, or removal. The Chair may not serve consecutive terms as Chair. The Chair-Elect shall serve a two (2) year term and until his/her successor is appointed or until his/her death, resignation, or removal. The Chair-Elect may not serve consecutive terms as Chair-Elect. The Chair-Elect must have served at least one term as a Vice Chair prior to his/her appointment as Chair-Elect. The Education, Communications, and Membership Vice-Chairs shall serve a three (3) year term and until their successor is appointed or until their death, resignation, or removal. They may not serve more than one (1) term in their respective positions.

**SECTION D. NOMINATIONS AND ELECTION.**

1. **Nominating Committee.** The CNS Council shall have a nominating committee (“Nominating Committee”) consisting of: (i) the CNS Council’s immediate past Chair; (ii) the Chair; and (iii) ) the Academy President; (iv) the Academy President-Elect; (v) the Academy Vice President. The Nominating Committee shall solicit and qualify Members for appointment to the Executive Committee and Nominating Committee in accordance with this Charter and the Academy’s policies and procedures. The Nominating Committee may identify candidates for nomination and may accept nominations from Members. Any Member may submit to the Nominating Committee the name or names of candidates whom he/she recommends for inclusion on the slate of nominees the Nominating Committee presents to the Board, as discussed below.

- 3. Nominating Committee Slate.** The Nominating Committee shall certify the qualifications of all candidates for nomination and, thereafter, present a slate (“Nominating Committee Slate”) to the Board containing the names of candidates it recommends to fill: (i) all Executive Committee positions whose terms are scheduled to end at the upcoming CNS Council annual business meeting. Members of the Nominating Committee are not eligible for inclusion on the Nominating Committee Slate, however rare exceptions may be made by the Board. Prior to including an individual on the Nominating Committee Slate, the Nominating Committee shall discuss with that individual the mission of the Academy; the duties and responsibilities of the CNS Council; the duties and responsibilities of the position for which the individual is under consideration; and answer the individual’s questions. Only if the individual remains interested in the position for which he/she is being considered shall the individual be included in the Nominating Committee Slate.
- 4. Final Slate.** The Nominating Committee shall present the Nominating Committee Slate to the Board at least ninety (90) days in advance of the CNS Council annual business meeting for its consideration. The Board may either: (i) accept the Nominating Committee Slate; (ii) request that the Nominating Committee present alternative candidates to replace one (1) or more of the candidates identified on the Nominating Committee Slate; or (iii) substitute any or all candidates identified on the Nominating Committee Slate. Based on the foregoing, the Board will identify a final slate of candidates it recommends to fill: (i) all Executive Committee positions whose terms are scheduled to end at the upcoming CNS Council annual business meeting. While the Board has complete discretion in approving a Final Slate, it shall consider all candidates presented in the Nominating Committee Slate. However, the Board is not limited to the individuals nominated by the Nominating Committee and the failure of the Nominating Committee to nominate an individual shall not prevent the Board from identifying him/her on the Final Slate.
- 5. Election.** No less than sixty (60) days prior to the CNS Council annual business meeting, the Board shall identify the Final Slate on the Academy’s website. Any Member entitled to vote may present an alternative slate by submitting a petition (“Petition”) to the Academy’s Secretary and the Academy’s Executive Director no less than thirty (30) days prior to the CNS Council annual business meeting. The Petition must identify the alternative slate and be signed by not less than ten percent (10%) of the Members entitled to vote including the individual(s) identified on the Petition. Petitions submitted after the deadline or otherwise not in compliance with this Section shall be considered null and void. If a valid Petition is received within the prescribed deadline, a vote of the voting Members will be conducted at the CNS Council annual business meeting. If no valid Petition is received within the prescribed deadline, the Board’s Final Slate shall be elected by acclamation at the CNS Council annual business meeting.

To the extent not specified in this Charter, the nomination and election process shall be set forth in a policy determined by the Academy, which policy may be amended

from time to time, and which policy shall not be inconsistent with the Bylaws or Articles of Incorporation.

**SECTION E. REMOVAL.** The authority to remove a member of the Executive Committee and/or Nominating Committee shall be vested in the Academy, which may remove an Executive Committee member and/or Nominating Committee member whenever, in its judgment, said removal will serve the interests of the CNS Council and/or the Academy. The Academy's decision to remove an Executive Committee or Nominating Committee member shall be final and not subject to appeal.

**SECTION F. RESIGNATION.**

1. **Resignation.** An Executive Committee member and/or a Nominating Committee member may resign at anytime upon written notice to the Chair and the Academy's Executive Director. Unless otherwise specified in the written notice, the resignation shall be effective upon delivery to the Chair or the Academy's Executive Director.
2. **Failure to Attend Meetings.** A member of the Executive Committee (in the absence of extenuating circumstances communicated in writing to the Chair, or to the Chair-Elect in the event of the Chair's absence) absent from three (3) consecutive Executive Committee meetings, shall be deemed to resign their position on the Executive Committee. For purposes of this paragraph, "extenuating circumstances" which would excuse an individual's absence from three (3) consecutive meetings would include, without limitation, circumstances beyond an individual's control such as personal or family illness or an emergency. Any question regarding whether a member's absence should be excused based on extenuating circumstances, shall be resolved by the Chair (or by the Chair-Elect in the event of the Chair's absence).

**SECTION G. VACANCIES.** The Academy shall fill any vacancies occurring in the Executive Committee and/or Nominating Committee for any reason, after consultation with the Chair (or Chair-Elect in the event the vacancy is in the Chair's seat). The Academy shall appoint a Member to fill a vacancy for the term. The term served by an individual *appointed* to fill a vacancy shall not count toward any term limitations set forth in this Charter.

**SECTION H. QUORUM.** A majority (51%) of the members of the Executive Committee shall constitute a quorum for the transaction of business. Likewise, majority (51%) of the members of the Nominating Committee shall constitute a quorum for the transaction of business. If less than a majority (51%) is present at any committee meeting, a majority of those present may adjourn the meeting.

**SECTION I. MANNER OF ACTING.** The act of a majority of the Executive Committee present at a meeting at which a quorum is present shall be the act of the Executive Committee. Likewise, the act of a majority of the Nominating Committee present at a meeting at which a quorum is present shall be the act of the Nominating Committee.

**SECTION J. VOTING.** Each member of the Executive Committee, Nominating Committee, or any other committee, work group, or taskforce designated by the Executive Committee, shall be entitled to one (1) vote on any matter brought before the meeting of which they are a member and at which they are present.

**SECTION K. CHARTERS, GUIDELINES, AND RULES.** The Executive Committee and/or Nominating Committee may adopt rules for their own governance not inconsistent with this Charter and/or the Bylaws.

**SECTION L. INFORMAL ACTION.** Except as otherwise provided in this Charter, the Bylaws, or by law, the Executive Committee and/or Nominating Committee may act without a meeting if a consent in writing, setting forth the action taken, is signed by all members of the subject committee entitled to vote.

**SECTION M. PARTICIPATION AT MEETINGS BY CONFERENCE TELECOMMUNICATION.** Members of the Executive Committee, Nominating Committee, or of any committee, work group, or taskforce designated by the Executive Committee, may take any action permitted or authorized by this Charter pursuant to meeting by means of conference telephone or similar telecommunication equipment pursuant to which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this Section shall constitute presence at such meeting.

**SECTION N. PRESUMPTION OF ASSENT.** An Executive Committee member who is present at a meeting of the Executive Committee at which action is taken shall be conclusively presumed to have assented to the action taken, unless the member's dissent is entered in the minutes of the meeting or unless the member filed a written dissent to such action with the Chair before the meeting's adjournment. Such right to dissent shall not apply to a member who voted in favor of such action.

## **ARTICLE VI WORK GROUPS AND TASKFORCES**

**SECTION A. WORK GROUPS AND TASKFORCES.** The Chair may create such work groups and taskforces, as the Chair deems necessary to fulfill the duties and responsibilities of the CNS Council, with the approval of the Executive Committee. Work groups and taskforces shall be advisory to the Executive Committee and shall have no independent authority. The Chair shall be an *ex-officio* member of all CNS Council work groups and taskforces.

**SECTION B. WORK GROUP AND TASKFORCE CHAIRS AND MEMBERS.** The Chair shall appoint all work group and taskforce chairs in consultation with the Executive Committee. All work groups and taskforces must be filled by Members. It shall be the responsibility of each work group and taskforce chair to maintain a list of the Members serving on the work group or taskforce, which they chair.

**SECTION C REMOVAL.** The Executive Committee may dissolve a work group or taskforce, or remove a work group or taskforce member or chair whenever, in its judgment, doing so will serve



the best interests of the CNS Council and/or the Academy. The decision of the Executive Committee to dissolve a work group or taskforce, or remove a work group or taskforce member or chair shall be final and not subject to appeal.

**SECTION D. VACANCIES.** The Chair, in consultation with the Executive Committee, shall fill any vacancies occurring in any work group or taskforce.

**SECTION E. TERM AND TERM LIMITS.** An individual's service as a work group or taskforce chair can vary depending on the directive given to the work group or taskforce. It is recommended, but not required, that in order to broaden perspectives, expand mission outreach opportunities, and foster leadership development, a new chair be appointed annually for each work group or taskforce.

#### **ARTICLE VII NO CONTRACTING OR OTHER AUTHORITY**

Neither the Executive Committee nor anyone acting on behalf of the CNS Council shall have the authority to enter into contracts or other legal obligations on behalf of the CNS Council or the Academy. Neither the Executive Committee nor anyone acting on behalf of the CNS Council shall publish a position, make a representation, or otherwise speak on behalf of the Academy without the express written consent of the Board in each instance.

#### **ARTICLE VIII NO DUES**

The CNS Council shall not collect dues from its Members.

#### **ARTICLE IX NO SEPARATE FINANCIAL ACCOUNTS**

The CNS Council may not open or maintain financial accounts.

#### **ARTICLE X ELECTRONIC AND FACSIMILE TRANSMISSIONS**

Any notice required pursuant to this Charter may be delivered by facsimile, email, or other electronic means. Any notice to a Member may be sent to the address of the Member appearing in the records of the Academy. Any action provided for in this Charter that is required to be in writing shall be satisfied by any communication transmitted or received by facsimile, email, or other electronic means. Electronic signatures on the part of either the CNS Council, the Academy, or a Member shall be effective for any such notices, communications or actions.

#### **ARTICLE XI CONFLICTS OF INTEREST**

The Members shall, at all times, comply with the Academy's Conflicts of Interest Policy.

**ARTICLE XII**  
**COMPLIANCE WITH THE ACADEMY’S ARTICLES OF INCORPORATION,  
BYLAWS, POLICIES, PROCEDURES, RULES, BUDGETS, AND GUIDELINES**

The CNS Council is part of the Academy. Accordingly, the CNS Council shall, at all times, comply with and abide by the Academy’s Articles of Incorporation, Bylaws, policies, procedures, rules, budgets, guidelines, and all others actions or directions adopted or instituted by the Academy.

**ARTICLE XIII**  
**CNS COUNCIL VOLUNTEERS**

CNS Council volunteers enjoy the same protections enjoyed by other Academy volunteers.

**ARTICLE XIV**  
**BOOKS AND RECORDS**

All minutes, records, and other documentation regarding the CNS Council (collectively, “records”) shall be maintained at the Academy’s office. The Academy staff shall have primary responsibility and authority for maintaining such records. All such records are the property of the Academy.

**ARTICLE XV**  
**STAFF**

The Academy’s Executive Director shall be responsible for assigning, supervising, and directing staff for the CNS Council.

**ARTICLE XVI**  
**PARLIAMENTARY PROCEDURE**

The conduct of meetings shall be governed by Robert’s Rules of Order, as most recently revised. In case of conflict between Robert’s Rules of Order and this Charter, this Charter shall govern.

**ARTICLE XVII**  
**AMENDMENTS TO THE CHARTER**

This Charter may only be amended by resolution of the Board.

**ARTICLE XVIII**  
**AUTHORITY OF THE ACADEMY**

The Academy may, at any time, dissolve, reconstitute, alter, remove a Member, dissolve the CNS Council, or take any other action with regard to the CNS Council or a CNS Council work group or taskforce, if, in its discretion, it determines such action to be in the best interest of the CNS Council and/or the Academy.