

AMERICAN ACADEMY OF PHYSICAL MEDICINE AND REHABILITATION

PHYSIATRIST IN TRAINING 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 (“PMR”) 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”).

Pursuant to 805 ILCS 105/108.40(d) (of the General Not-For-Profit Corporation Act of 1986), and consistent with 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 (“Councils”). The Academy determined it to be in furtherance of its exempt purpose to build a resident community within the Academy to strengthen the relationship between the Academy and its future members, and provide unique and valued resident and fellow perspective to Academy planning activities. Accordingly, on November 22, 2008, in furtherance of its exempt purposes, the Academy Board of Governors (“Academy Board”) created the Resident Physician Council and adopted this Resident Physician Council Charter now Psychiatrist in Training (“Charter”).

ARTICLE I NAME

The name of this Council shall be the “Physiatrist In Training Council” (hereinafter “PHiT”).

ARTICLE II DUTIES AND RESPONSIBILITIES

The PHiT supports the Academy's exempt purposes. In particular, the PHiT's duties and responsibilities include, without limitation, the following:

- Assume the leadership role in building a resident and fellow community within the Academy;
- Strengthen the relationship between the Academy and its future members;
- Provide unique and valued resident and fellow perspective to Academy planning activities;
- Promote effective communication between the Academy and the resident and fellow community;
- Promote effective communication within the resident and fellow community;
- Provide education and training to enhance residents' and fellows' leadership skills; and
- Serve as the Academy liaison to medical students and assist in educating them regarding the specialty of PMR.

ARTICLE III MEMBERS

SECTION A. MEMBERSHIP. Members of the PHiT ("Members") must be Resident or Associate Fellow members of the Academy. A Member's membership in the PHiT 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 PHiT shall be entitled to one (1) vote in connection with the election of the PHiT Officers. No other matters will be determined by Members' vote.

SECTION C. RESIGNATION. Members may resign at any time by sending a written resignation to the Academy headquarters. A Member's resignation shall be effective upon the Academy's receipt of the written resignation. Following receipt of the written resignation, the Academy staff shall send copies of the written resignation to the PHiT's President. An individual resigning as a Member shall be deemed to resign any leadership position held by the individual within the PHiT.

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 PHiT 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 PHiT's records.

SECTION E. TRANSFER OF MEMBERSHIP. Membership in the PHiT is not transferable or assignable.

SECTION F. MEMBERSHIP CERTIFICATES. No membership certificates for the PHiT 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 PHiT shall endeavor to convene at least one (1) PHiT annual business meeting, and, to the extent possible, in conjunction with the Academy's annual assembly. Additional PHiT meetings may be called by the PHiT President, at least two (2) members of the PHiT Executive Committee, or the Academy.

SECTION B. PLACE OF MEETINGS. The person calling a PHiT 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 PHiT 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 PHiT President.

SECTION D. QUORUM. Twelve (12) Members shall constitute a quorum of the PHiT for the purpose of conducting a meeting. If less than a quorum is present at any meeting, a majority of the Members present may adjourn the meeting, but may not take any other action.

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 PHiT.

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 PHiT Officers of the PHiT. No other matters shall be subject to a vote of the Members.

SECTION G. METHOD OF VOTING. Voting shall be available by voice or electronic means.

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

ARTICLE V PHiT BOARD OF DIRECTORS, EXECUTIVE COMMITTEE, OFFICERS AND NOMINATING COMMITTEE

SECTION A. GENERAL POWERS, DUTIES AND FUNCTIONS. The business and affairs of the PHiT shall be managed by the PHiT Board of Directors ("PHiT Board"). The PHiT Board will conduct all PHiT business and affairs in furtherance of and consistent with the PHiT's duties and responsibilities as set forth in Article II of this Charter. The PHiT Board 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. Without limiting the foregoing, the PHiT Board's authority to act is at all times subject to the Academy's approval.

SECTION B. PHiT BOARD COMPOSITION. The PHiT Board shall be comprised of the: (i) PHiT Officers, as defined in Section D of this Article V; (ii) PHiT Representative to the AMA Resident and Fellow Section; (iii) PHiT Residency Program Liaison Chair; and (iv) PHiT Appointments to the Academy's Membership Committee, Medical Education Committee, and Quality, Practice, Policy and Research Committee.

SECTION C. EXECUTIVE COMMITTEE. The PHiT Executive Committee ("Executive Committee") shall manage the business and affairs of the PHiT between meetings of the PHiT Board. The Executive Committee shall consist of the PHiT Officers and the Academy's Director of Member Relations. The Academy's Director of Member Relations shall serve on the Executive Committee ex-officio without a vote. 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. Without limiting the foregoing, the Executive Committee's authority to act is at all times subject to the Academy's approval.

SECTION D. OFFICERS. The officers of the PHiT shall include the PHiT President, Vice President, Secretary, and Immediate Past-President ("Officers").

1. Eligibility and Duties.

- a. President.** The President must be a Resident Member in good standing. The President shall preside at all regular and special meetings of the Members, PHiT Board, and Executive Committee. At the Academy's annual assembly, the President shall present a report on the activities of the PHiT during the preceding year. The President shall provide oversight and direction to the Vice President. The President shall also perform all other duties incident to the office, this Charter, or from time to time assigned to it by the Academy Board. The President will be, or will appoint from among the Executive Committee, the official spokesperson for the PHiT.
- c. Vice President.** The Vice President must be a Resident member in good standing. The Vice President shall assist the President in the discharge of the President's duties. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President is responsible for the financial management and planning of the PHiT Board. The Vice President shall generally perform all other duties from time to time assigned by the President or the Academy Board.

- d. **Secretary.** The Secretary must be a Resident Member in good standing. The Secretary shall serve as the editor of the resident newsletter, and is responsible for keeping and distributing minutes of all PHiT Board, Executive Committee, and Members meetings, and performing all other duties from time to time assigned to him/her by the President and/or the Academy Board.

 - e. **Immediate Past-President.** The Immediate Past-President must be a Member in good standing. The Immediate Past-President shall advise and assist the Officers in the performance of their duties. Given the transient nature of residencies, and to allow for continuity in the PHiT, the Immediate Past-President shall continue to be a Member of the PHiT, the PHiT Board, and the Executive Committee, provided he/she is a member in good standing of the Academy, during his/her term regardless of whether the term follows the completion of his/her residency or fellowship training in PMR.
2. **Term.** The President shall serve a one (1) year term and until his/her successor is elected and takes office in accordance with Section E of this Article. The President may not serve consecutive terms as President. Following his/her term as President, the President shall fill the office of Immediate Past-President for a one (1) year term and until the office of Immediate Past-President is filled by his/her successor. The Secretary and Vice President shall each serve a one (1) year term, and until his/her successor is elected and takes office in accordance with Section E of this Article. The Secretary and Vice President may serve no more than two (2) consecutive terms in their respective office.

SECTION E. NOMINATIONS, ELECTION, AND APPOINTMENTS.

- 1. **Nominating Committee.** The PHiT shall have a nominating committee (“Nominating Committee”) consisting of: (i) the Immediate Past-President, who shall serve as the Nominating Committee Chair; and (ii) two (2) Members selected by the President and the newly elected, incoming President. The PHiT Nominating Committee should consist of residents from different programs. All nominating committee members must be PGY3, with the exception of the Immediate Past-President who may be PGY4.

- 2. **Nominations and Election.** Annually, the Nominating Committee shall solicit nominations from the PHiT Board to fill the offices of incoming President, Vice President, and Secretary, and shall choose nominees from among the suggested candidates or candidates otherwise identified by the Nominating Committee. The Nominating Committee shall present a nominee, or up to three (3) nominees, to fill each office. The election of PHiT Officers shall be conducted via mail, email or other electronic transmission, in accordance with the PHiT’s election procedure, which will be determined from time to time by the PHiT and approved by the Academy. The nominee for each office receiving the greatest number of

votes shall be elected to the office for which he/she was nominated. The results of the election will be communicated to the Members and the Academy prior to the Academy's annual assembly and corresponding PHiT annual business meeting. Officers shall take office and their term will commence at the conclusion of the Academy's annual assembly, and they shall serve until the close of the next annual assembly. Members of the Nominating Committee should strive to approve a diverse and qualified set of candidates to appropriately represent the resident and associate fellow membership (including but not limited to gender, ethnicity, program, location, etc.) The Nominating Committee shall ensure the integrity of the elections process.

3. **Appointments.** Once the PHiT Officers are elected, the President and newly elected, incoming President shall convene and appoint the remaining eleven (8) PHiT Board positions. Eight of these 11 positions are (2) Membership Committee members, one being an associate fellow; (2) Medical Education Committee members, one being an associate fellow; (2) Quality, Practice, Policy and Research Committee membership, one being an associate fellow; (1) AMA-RFS (2 year) position, (1) Residency Program Liaison. The Nominating committee will also approve (2) positions that are not on the PHiT Board but are members of the Nominating Committee. The pool of candidates for all positions is selected through a formal call for officer and committee positions.
 - a. The President and incoming President shall forward their recommendations for PHiT Board positions to the PHiT Nominating Committee for approval.
 - b. The PHiT Nominating Committee shall follow these guidelines when recommending candidates for PHiT Board positions:
 - i. Consideration for appointed positions should include the size of the applicant's program, geographic location of the program, representation of various programs and gender and race/ethnicity.
 - ii. A minimum of 3 positions should be PGY1 and/or PGY2 residents.

SECTION F. REMOVAL. The authority to remove a PHiT Board member, Officer, Executive Committee member, or Nominating Committee member shall be vested in the Academy, which may remove any PHiT Board member, Officer, Executive Committee member, or Nominating Committee member whenever, in its judgment, said removal will serve the interests of the PHiT and/or the Academy. The Academy's decision to remove anyone shall be final and not subject to appeal.

SECTION G. RESIGNATION.

1. **Resignation.** An PHiT Board member or Nominating Committee member may resign at anytime upon written notice to the PHiT President and the Academy's Executive Director. Unless otherwise specified in the written notice, the resignation

shall be effective upon delivery to the PHiT President, Director of Member Relations or the Academy's Executive Director.

- 2. Failure to Attend Executive Committee Meetings.** A member of the Executive Committee (in the absence of extenuating circumstances communicated in writing to the PHiT President, or to the Vice President in the event of the President's absence) absent from three (3) consecutive Executive Committee/Board meetings, shall be deemed to resign his/her position on the PHiT Board and 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 an absence should be excused based on extenuating circumstances, shall be resolved by the President (or by the Vice President in the event of the President's absence).

SECTION H. VACANCIES. The Academy shall fill any vacancies occurring in the PHiT Board for any reason, after consultation with the PHiT President (or Vice President in the event the vacancy is in the President's seat). The Academy shall appoint a qualified Member to fill a vacancy for the unexpired term left by the predecessor.

SECTION I. QUORUM. A majority (51%) of the members of the PHiT Board shall constitute a quorum for the transaction of business. Likewise, a majority (51%) of the members of the Executive Committee or Nominating Committee shall constitute a quorum for the transaction of business by either. If less than a majority (51%) is present at any PHiT Board, Executive Committee, or Nominating Committee meeting, a majority of those present may adjourn the meeting.

SECTION J. MANNER OF ACTING. The act of a majority of the PHiT Board present at a meeting at which a quorum is present shall be the act of the PHiT Board. Likewise, the act of a majority of the Executive Committee or Nominating Committee present at a meeting at which a quorum is present shall be the act of the respective committee.

SECTION K. VOTING. Each member of the PHiT Board, Executive Committee, Nominating Committee, or any other committee, work group, or taskforce designated pursuant to this Charter, 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 L. CHARTERS, GUIDELINES, AND RULES. The PHiT Board, Executive Committee and/or Nominating Committee may adopt rules for their own governance not inconsistent with this Charter and/or the Bylaws.

SECTION M. INFORMAL ACTION. Except as otherwise provided in this Charter, the Bylaws, or by law, the PHiT Board, 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 body entitled to vote.

SECTION N. PARTICIPATION AT MEETINGS BY CONFERENCE TELECOMMUNICATION. Members of the PHiT Board, Executive Committee, Nominating Committee, or of any other committee, work group, or taskforce designated pursuant to this Charter, 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 O. PRESUMPTION OF ASSENT. An PHiT Board or Executive Committee member who is present at a meeting of the Academy Board or 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 PHiT President 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 PHiT President may create such work groups and taskforces as the PHiT President deems necessary to fulfill the duties and responsibilities of the PHiT, with the approval of the Executive Committee. Work groups and taskforces shall be advisory to the PHiT Board and Executive Committee and shall have no independent authority. The PHiT President shall be an *ex-officio* member of all PHiT work groups and taskforces.

SECTION B. WORK GROUP AND TASKFORCE CHAIRS AND MEMBERS. The PHiT President 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. Each work group or taskforce chair shall ensure that the PHiT President and the Academy at all times have a current list of Members serving on their work group or taskforce.

SECTION C REMOVAL. The PHiT Board or 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 PHiT and/or the Academy. The decision of the PHiT Board or 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 PHiT President, 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 PHiT Board, Executive Committee, nor anyone acting on behalf of the PHiT shall have the authority to enter into contracts or other legal obligations on behalf of the PHiT or the Academy. Neither the PHiT Board, Executive Committee, nor anyone acting on behalf of the PHiT shall publish a position, make a representation, or otherwise speak on behalf of the Academy without the express written consent of the Academy Board in each instance.

**ARTICLE VIII
NO DUES**

The PHiT shall not collect dues from its Members.

**ARTICLE IX
NO SEPARATE FINANCIAL ACCOUNTS**

The PHiT 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 PHiT, 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 PHiT is part of the Academy. Accordingly, the PHiT 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

PHiT VOLUNTEERS

PHiT volunteers enjoy the same protections enjoyed by other Academy volunteers.

ARTICLE XIV BOOKS AND RECORDS

All minutes, records, and other documentation regarding the PHiT (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 PHiT.

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 Academy Board.

ARTICLE XVIII AUTHORITY OF THE ACADEMY

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