



BYLAWS

of

ACADEMY OF COMMUNICATION IN HEALTHCARE, INC. (ACH)

As Proposed December 21, 2004 and revised October 12, 2006; July 14, 2008; July 22, August 20, 2009, October 8, 2009, April 2, 2011, October 3, 2013, and October 24, 2015, October 24, 2016, February 13, 2017, May 1, 2017, October 7, 2017, October 23, 2019, April 27, 2020, November 9, 2021.

ARTICLE I

Name

Section 1. Name. The name of this organization is ACADEMY OF COMMUNICATION IN HEALTHCARE, INC. (ACH), a Delaware, not-for-profit corporation, hereinafter "the Academy."

ARTICLE II

Principal Place of Business

Section 1. Place of Business. The Academy shall have and continuously maintain in the state of Delaware a registered office and a registered agent whose office is identical with such registered office and may have such other offices as the Board of Directors may from time to time determine.

ARTICLE III

Purposes

Section 1. Purposes. To further its charitable, educational and scientific purposes, the Academy shall:

- (A) Foster research on healthcare relationships and communication;
- (B) Sponsor and coordinate the publication of scholarly works and newsletters;
- (C) Conduct faculty development programs and develop new educational methods to support improved teaching of communication and relationship skills and self-awareness for clinicians and patients.
- (D) Propagate information on effective and humanistic methods of patient-clinician and other healthcare communication through conferences and seminars, self-study programs, new media and traditional audio-visual training materials;
- (E) Provide consultation and liaison with health professions schools, delivery organizations and associations on humanistic methods of patient-clinician communication, self-awareness and the teaching of communication and relationship skills;
- (F) Realize the foregoing purposes through inclusion of diverse perspectives, including but not limited to diversity in profession, seniority, interests, gender, race/ethnicity, and sexual orientation; and
- (G) Conduct any act incidental to or connected with the foregoing purposes or in advancement thereof but not for the pecuniary profit or financial gain of its members, Directors or officers.

Section 2. Limitations. The foregoing specified purposes shall not limit or restrict in any manner the powers of the Academy, and the Academy may do all and everything necessary, suitable and appropriate for the accomplishment of its general powers.

ARTICLE IV

Membership

Section 1. Categories. The Academy shall have one category of member and two honorary membership categories:

- (A) Voting members are the Directors, student members and the dues-paying members of the Academy. Each Director shall have one vote on all matters properly brought before the Board of Directors, and each member shall have one vote on all matters properly brought before the Academy members.
- (B) In addition to the one membership category, the Academy shall have two honorary membership categories, Fellows and Honorary Lifetime Fellows, who are elected by the Board upon recommendation of the Leadership Development Committee in accordance with the Board's criteria for Fellowship or Honorary Lifetime Fellowship, respectively.
- (C) The Board of Directors may establish additional membership categories or sub-categories and may establish rights and responsibilities for each category and sub-category, including the payment of membership fees. However, no membership fees shall be assessed to Honorary Lifetime Fellows.

ARTICLE V

Board of Directors

Section 1. Powers and Duties. The Board of Directors shall have the power to make rules and provisions consistent with these Bylaws and the Articles of Incorporation for the carrying out of the work and activities of the Academy; to approve annual budgets of expenditures and amendments thereto; to have charge of all property of the Academy; to elect from within the Board the officers of the Academy; and to perform all other acts necessary or proper to carrying out the work of the Academy.

Section 2. Number. The Board of Directors shall be composed of at least five and no more than seventeen (17) voting members. One member at Large Board of Directors position shall be reserved for a student or professional trainee member, one member at large Board of Directors position shall be reserved for a patient/community stakeholder, and one member at large Board of Directors position shall be reserved for a health equity representative.

Section 3. Term of Office. Terms of office for Directors shall be two years; Directors may serve a maximum of three consecutive terms, unless ascending to the position of President-elect, President or Past-President, or serving in a position critical to the board function (e.g. Vice President with no replacement identified). Normal and usual period of service would be two terms with additional terms reserved for officers and those providing special expertise. Except in the face of unusual circumstances, the terms of office shall be staggered as determined by the Board.

Section 4. Nomination and Election The Academy will create an established policy outlining the process for nomination and elections.

Section 5. Annual Member Meeting. The Directors shall hold an Annual Member Meeting each year for the purpose of updating members on the status of the Academy. The Annual Member Meeting shall be held at such a place, whether within or outside of the State of Delaware and at such time as the Board of Directors shall determine, or, at the discretion of the Board of Directors, the Annual Member Meeting may be conducted via teleconference.

Section 6. Board Meetings. The Board shall hold two meetings each year, and the President may call additional meetings as the occasion warrants. The President must call a meeting of the Board of Directors within thirty (30) days if requested in writing by at least one-third of the Directors. Meetings may be conducted in person or via teleconference. In addition, meetings may be conducted via "email" if they are explicitly designated as a "virtual Board meeting" in the subject line of the message. Action may be taken in

virtual Board meetings only by unanimous vote and only with the participation of a quorum of Directors. Individual e-mail ballots shall be confirmed by mail upon the request of two or more Directors.

Section 7. Notice of Meetings. Reasonable notice of all meetings shall be provided specifying the time, place and general purposes of the meeting, given to each Director either personally, or by telephone, telegram, facsimile, electronic media or ordinary mail. At any meeting at which all of the Directors are present, notice of the time, place and/or purposes thereof shall be deemed waived. Notice of any meeting may be waived in writing, either before, during or after any meeting.

Section 8. Quorum. At any meeting of the Board of Directors, a majority of the Directors then in office shall constitute a quorum for the transaction of any business. Except as otherwise provided by the Articles of Incorporation, a majority of such quorum may decide any question properly brought before such meeting.

Section 9. Resignation or Removal. Any Director of the Academy may resign at any time by giving written notice to the Board President or the office of the Academy. Such resignation shall take effect upon receipt unless otherwise specified in the letter of resignation. The Board, upon the vote of two-thirds of the Directors in office, may remove any Director.

Section 10. Vacancies. If the number of Directors should fall below the minimum number specified in these By-laws by virtue of death, resignation or removal, the President, with the approval of a majority of the remaining Directors, shall appoint a sufficient number of Directors to achieve the minimum number. The term of such appointments shall be until the next Annual Meeting at which time new Directors can be duly elected as set forth in Article V, section 4.

Section 11. Compensation. Directors shall receive no compensation for their services. Nothing herein shall be construed to preclude any Director from serving the Academy in any other capacity and receiving compensation for that activity.

Section 12. Executive Committee. The Officers of the Academy, the Immediate Past President and the Vice Presidents shall constitute the Executive Committee of the Board, which committee shall have such duties and powers as the Board of Directors may delegate to it. Working within the policies and general strategy established by the Board, the Executive Committee shall manage the affairs of the Academy in the interim between meetings of the full Board of Directors. The Executive Committee may exercise any authority of the Board not otherwise reserved for the full Board elsewhere in these Bylaws or in a subsequent resolution of the Board. The Executive Committee shall have the authority to engage and discharge the management company of the Academy with the approval of the Board of Directors. Such Executive Committee shall keep regular minutes of its meetings, and shall cause them to be reported to the Board of Directors at or prior to the next meeting of the Board.

ARTICLE VI Officers

Section 1. Officers. The officers of the Academy shall be the President, President-elect and Treasurer.

- (A) The President shall preside at all meetings of the Executive Committee and shall be responsible for leading the Academy's on-going activities; day-to-day guidance of the Academy's management company or staff; appointment, oversight and coordination of all committee chairs and committees other than committees of the Board; and other duties assigned by the Board. The President shall also preside at all meetings of the Board of Directors; appoint all Board committees, subject to the approval of the Board; and perform such other duties and functions as custom and parliamentary usage require. It is the President's responsibility to manage the Board so that it can carry out its work in establishing

the organization's goals, general strategies and policies; making clear delegations to the other officers regarding the Board's strategic intent; monitoring and maintaining accountability for organizational performance; and monitoring compliance with its policies. The President shall also work with the other officers in developing relationships with supporters, donors, clients and collaborating organizations.

- (B) President-elect. The President-elect shall assist the President with all the functions of that office and shall perform other duties as delegated by the President and/or established in Board policy. In the absence of the President or in the event of the President's inability or refusal to act, the President-Elect 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. Upon conclusion of a one-year term of office, the President-elect will become President.
- (C) Treasurer. The Treasurer shall oversee the Academy's legal and financial processes. The responsibilities of this office include ensuring the safety of Academy funds, keeping proper financial and corporate records, overseeing the financial planning and performance of programs and projects; chairing the Finance Committee, providing a complete financial report at the Annual Meeting; and preparing such additional financial reports as may be requested by the Board of Directors.

Non-Officer Positions:

- (D) Immediate Past President. The Immediate Past President shall serve for a one year term at the conclusion of his/her term as President as an advisor to the incoming President and as a member of the Executive Committee providing continuity for the Executive Committee. The Immediate Past President position on the Board of Directors shall not be filled, if vacated.
- (E) Vice Presidents. The Vice Presidents shall perform duties as delegated by the President and/or the Board and shall serve as members of and advisors on the Executive Committee. The Vice Presidents include:
- I. Vice President, Internal Education
 - II. Vice President, External Education
 - III. Vice President, Diversity, Equity & Inclusion
 - IV. Vice President, Research
 - V. Vice President, Patient Partnership

Section 2. Election and Term. The voting members shall elect said officers, by email ballot, from among its members and/or those persons elected to the Board whose terms have not yet begun. All officers shall hold office beginning on January 1 of the year following their election. The President's term shall be for two years beginning in 2019. The President-elect and Immediate Past President's terms shall be for one (1) year. The terms for all other officers and Executive Committee members shall be two (2) years. Officers and other Executive Committee members may serve consecutive terms if so elected by the Directors. No one shall ascend to an Executive Committee role without having first served on the ACH Board of Directors unless specially approved by the Board.

Section 3. Resignation and Removal of Officers. Any officer or Executive Committee member of the Academy may resign from office at any time by giving written notice to the President. Such resignation shall take effect upon receipt unless otherwise specified in the letter of resignation. The Board, upon the vote of two-thirds of the Directors in office, may remove any officer or Vice President. Resignation or removal of an officer does not constitute resignation or removal as a Director; the latter requires a separate action as specified in Article V section 9.

Section 4. Vacancies. Following the resignation or removal of an officer, the President shall appoint, with approval of the Board, a Board member or approved nominee to the Board to serve the remainder of his or

her predecessor's term. Following the resignation or removal of an Executive Committee member, the President shall appoint, with the approval of the Board, a person to serve the remainder of his or her predecessor's term.

ARTICLE VII Staff

Section 1. Executive Director. The Board of Directors may contract with a firm or an individual to serve as the Academy's Executive Director. The Executive Director shall serve on the Academy's Executive Committee as a non-voting member.

Section 2. Other Staff. The Board of Directors may contract with a firm or hire staff to assist with the work of the Academy. The Board may also engage the services of legal and accounting professionals as needed.

ARTICLE VIII Committees

Section 1. Sub-committees of the Board: The President shall appoint and the Board shall approve members of the following sub-committees of the Board:

- a. The Leadership Development Committee (see Article V, Section 4)
- b. The Finance Committee, consisting of at least three members (including the Treasurer, who will chair this committee), another Director and a third individual who may be a Director or a member in good standing.
- c. The Audit Committee consisting of at least three members including one financial expert who may be a Director or a member in good standing.

Section 2. Additional Committees. The President may form standing and *ad hoc* committees to oversee and perform the work of the Academy as may be appropriate, subject to any directives that the Board may issue, at its discretion, regarding the size of the committees; qualifications, term and appointment process for the committee chairs and members; the scope of the committee's responsibilities; the authority and policies governing the committees' conduct and activities; and any other aspects of the committees' composition and function. Each committee shall have an ex-officio member from the ACH Board of Directors to assist the committee and provide insight into the strategic direction of the Academy.

ARTICLE IX General Provisions

Section 1. Dues. The Board of Directors shall establish enrollment fees, dues and/or other assessments for all members.

Section 2. Procedure. In the absence of any special rules of procedure adopted by the Board, Robert's Rules of Order shall be the guide of the Academy in all matters of parliamentary practice.

Section 3. Fiscal Year. The fiscal year of the Academy shall be January 1 through December 31.

Section 4. Indemnification. The Academy shall indemnify any and all of its current staff and former officers, Directors, committee members, agents and staff against expenses, judgments, decrees, fines, penalties and amounts paid in defense or settlement of pending or threatened civil or criminal proceedings or other claims in which they or any or them are made parties in connection with or related to their being or having been officers, Directors, committee members, agents or staff or the Academy, to the full extent permitted by law.

ARTICLE X

Liability, Indemnification and Insurance

Section 1. Actions by Third Parties. The Academy may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Academy) by reason of the fact that he or she is or was a Director, Officer, employee or agent of the Academy, or is or was serving at the request of the Academy as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Academy, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Academy, or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

Section 2. Actions by or in the Right of The Academy - The Academy may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Academy to procure a judgment in its favor by reason of the fact that such person is or was a Director, Officer, employee or agent of the Academy, or is or was serving at the request of the Academy as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Academy, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Academy, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 3. Successful Defense - To the extent that a Director, Officer, employee or agent of the Academy has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Sections (1) and (2) of this Article, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section 4. Authorization - Any indemnification under Sections (1) and (2) of this Article (unless ordered by a court) shall be made by the Academy only as authorized in the specific case, upon a determination that indemnification of the Director, Officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections (1) and (2) of this Article. Such determination shall be made (i) by the Board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, (ii) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or (iii) by the members entitled to vote, if any.

Section 5. Advance Payments - Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Academy in advance of the final disposition of such action, suit or proceeding, as

authorized by the Board in the specific case, upon receipt of an undertaking by or on behalf of the Director, Officer, employee or agent to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Academy as authorized in this Article.

Section 6. Non-exclusivity - The indemnification provided by this Article VIII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested Directors, or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. Insurance - The Academy may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Academy, or who is or was serving at the request of the Academy as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Academy would have the power to indemnify such person against such liability under the provisions of this Article.

Section 8. Reports - If The Academy has paid indemnity or has advanced expenses under this Article to a Director, Officer, employee or agent, the Academy shall report the indemnification or advance in writing to the Directors entitled to vote with or before the notice of the next meeting of the Board.

ARTICLE XI Amendments

Section 1. Proposed Amendments. The Board of Directors shall have the power to make, amend or rescind the Bylaws of the Academy but only (i) at a meeting of the Board or (ii) without a meeting if approved by the unanimous, written consent executed by all members of the Board.

ARTICLE XII Dissolution

Section 1. Dissolution. The Academy shall use its funds and assets only to accomplish the objects and purposes set forth in the Articles of Incorporation and Bylaws, and no part of these funds and assets shall inure or be distributed to the members of the Academy. On dissolution of the Academy, any funds or assets remaining after payment of the Academy's obligations shall be distributed to a 501(c)(3) not-for-profit organization with purposes consistent with the Academy's mission.