

# **AMERICAN COLLEGE OF SPORTS MEDICINE, INCORPORATED CONSTITUTION**

## **ARTICLE I**

### **NAME**

In conformity with its Articles of Incorporation, the name of the association is the AMERICAN COLLEGE OF SPORTS MEDICINE, INCORPORATED, a nonprofit corporation, incorporated in the State of Wisconsin and operating under the laws of said state, and qualified to engage in business activities in the State of Indiana.

## **ARTICLE II**

The purpose and objectives of this organization shall be:

Section I: Statement of Purpose: The American College of Sports Medicine is a multi-disciplinary professional and scientific society dedicated to the generation and dissemination of knowledge concerning the motivation, responses, adaptation and health aspects of persons engaged in sport and exercise.

Specifically, the College is concerned with:

- (1) Basic physiological, biochemical, biomechanical, structural and behavioral mechanisms.
- (2) Improvement and maintenance of functional capacities for daily living.
- (3) Prevention and rehabilitation of chronic and degenerative diseases.
- (4) Evaluation and conditioning of athletes.
- (5) Prevention and treatment of injuries related to sport and exercise.

Section II: Objectives

- (1) Promotion and advancement of medical and other scientific studies of concern to the College.
- (2) Cooperation with other national and international organizations, physicians, scientists, and educators with interests similar to those of the College.
- (3) Arranging for local, regional and national meetings of physicians, allied health professionals, scientists, and educators.
- (4) Development and implementation of educational programs in the areas of interest to the College for physicians, allied health professionals, scientists, teachers, coaches, athletes, and the general public.
- (5) Publication of a journal(s), books, pamphlets, articles, and special educational materials of specific concern to the College.
- (6) Development and publication of position stands and opinion statements in areas of specific concern to the College.
- (7) Operation of a National Center to provide greater visibility for the College to facilitate the College's leadership role in sports medicine and exercise science.

## **ARTICLE III**

## **ORGANIZATION**

Section 1: The American College of Sports Medicine is a nonprofit corporation initially incorporated in 1955 in Washington, D.C. and since incorporated on May 16, 1975, pursuant to and in conformity with Chapter 181 of the Wisconsin State Statutes.

Section 2: The principal office of the corporation shall be in Indianapolis, Indiana.

Section 3: The administration of the corporation is conducted by a Board of Directors and an Executive Committee, hereinafter referred to as the Board of Trustees and the Administrative Council.

Section 4: Regional and local chapters of the College may be established with the approval of the Board of Trustees.

Section 5: The fiscal year shall be from January 1 through December 31.

## **ARTICLE IV**

### **MEMBERSHIP**

Section 1: Membership of the College shall be of the following classes: Fellow, Fellow Emeritus, Honorary Fellow, Member, Member Emeritus, Graduate Student Member, and Undergraduate Student Member. Non-member categories can and may be created from time to time. (Note: The word "member", when not capitalized, denotes anyone enrolled in the College. When capitalized, it denotes the class of membership).

Section 2: A roll of all members of the College shall be kept by the Executive Vice President.

Section 3: Qualifications - Every applicant for membership shall meet the following minimum requirements.

#### **1. FELLOW**

- a. Shall have demonstrated high standards of professional development and a commitment to the goals and long-range activities of the College.
- b. Shall have earned a diploma from an accredited college or university in one of the following fields: Doctor of Medicine or Osteopathy, Doctor of Dental Surgery, Doctor of Philosophy, Doctor of Education, Doctor of Physical Education, Doctor of Public Health or an equivalent.
- c. Shall have been a Member of the College for at least three consecutive years at the time of application for advancement.
- d. Shall have attended at least two ACSM Annual Meetings of the College within five years.
- e. Shall have submitted curriculum vitae, including evidence that he or she has fulfilled at least one of the following:
  1. Distinguished service in medical practice in some aspect of sports medicine for a minimum period of three years which may include being a team physician, involvement in the prevention of sports injuries, or in exercise testing or rehabilitative medicine.

2. Publication of at least four papers as principal author on sports medicine or exercise science topics in refereed journals.
- f. Shall have received a recommendation in writing by two Fellows of the College.
  - g. Shall have received the approval of the Credentials Committee and the Board of Trustees.
2. **FELLOW EMERITUS**

Shall have been a Fellow of the College for a period of at least ten years immediately prior to designation as a Fellow Emeritus by the Board of Trustees.
3. **HONORARY FELLOW**
  - a. The Board of Trustees may grant Honorary Fellowship to such qualified individuals who may be deemed worthy, in accordance with such rules and regulations as the Board may, from time to time, adopt and prescribe.
  - b. Any person who is the recipient of the College Honor Award and who is not already a Fellow will automatically be granted an Honorary Fellowship by the Board of Trustees.
4. **MEMBER**
  - a. Shall have earned a bachelor's, master's, or doctor's degree at an accredited institution in a field related to health, physical education, or biology, or shall have earned a bachelor's, master's or doctor's degree in other areas and is working in a field related to health, physical education, sports medicine, or exercise science.
  - b. Applicants who have experience or training equivalent to one of the above degrees and who are working in a field related to health, physical education, sports medicine, or exercise science may be accepted as a regular member upon the approval of the Credentials Committee.
5. **MEMBER EMERITUS**

Shall have been a member of the College for a period of at least ten years immediately prior to designation as a Member Emeritus by the Board of Trustees.
6. **GRADUATE STUDENT MEMBER**
  - a. Shall have earned a bachelor's degree in a field related to health, physical education or biology and shall be carrying at least one-half a full academic load, as defined by the university or college that the student is attending during at least one semester of a regular academic year.
  - b. Graduate Student Membership shall be terminated at the end of the calendar year in which the individual receives a graduate degree or terminates graduate studies. This category of membership shall be restricted to seven years from the date of application.

## **7. UNDERGRADUATE STUDENT MEMBER**

Shall be a full-time undergraduate student in a field related to health, biology, physical education, or the pre-medical sciences. To be eligible for this classification, the student must be in good standing. This category of membership shall be restricted to five years from the date of application.

Section 4: Waiver of qualifications. After Credential Committee review, the qualifications for Fellowship or Membership may be waived by the Board of Trustees in individual cases. The propriety of such waiver shall be at the discretion of the Board of Trustees.

Section 5: Privileges. Fellows and Honorary Fellows who formerly were Fellows shall be entitled to all privileges of the College. Members and Graduate Student Members shall be entitled to all privileges of the College, except holding office and voting on amendments to the Constitution. Fellow Emeritus, Honorary Fellows who have not been Fellows, Members Emeritus, Student Affiliates shall be entitled to all privileges of the College except holding office and voting.

## **ARTICLE V**

### **OFFICERS**

Section 1: The Officers of the College shall consist of a President, a President-elect, four Vice-Presidents (two First Vice-Presidents and two Second Vice-Presidents) and a Treasurer.

Section 2: The President-elect, the Vice Presidents, and the Treasurer shall be elected prior to the Annual Meeting of the College. The term of office for the President and President-elect shall be one year and for the Treasurer shall be three years. The term of office of the Vice-Presidents shall be two years. The election of the Vice-Presidents shall be staggered, such that two Vice-Presidents will be elected each year. First Vice-Presidents will be those in their second year of a two-year term, while Second Vice-Presidents will be those in their first year of a two-year term. Except for the President, the officers, as well as Trustees, shall assume their official duties immediately after the adjournment of the final Board of Trustees and Administrative Council Meetings held in conjunction with the Annual Meeting at which they have been certified as being elected. The President-elect shall automatically assume the office of President immediately after the conclusion of the President's term of office, which shall occur at the close of the Annual Meeting. Incoming Officers and Trustees shall be invited to attend these meetings as non-voting guests.

Section 3: Any vacancy in the office of President shall be filled for the unexpired term by the President-elect.

Section 4: During the absence of the President, the President-elect shall assume the duties of the President.

Section 5: The designated interest areas of the College are Medicine, Basic and Applied Science, Allied Health and Education. Two Vice-Presidents shall be elected each year from the interest area designated for that year.

Section 6: The Executive Vice President shall be employed by the Board of Trustees. That term of office shall be at the discretion of the Board of Trustees. The Executive Vice President shall maintain an administrative office, through which the routine business of the College shall be conducted and shall act as an agent for the Corporation.

Section 7: The Nominating Committee for Officers and Trustees shall be chaired by the Immediate Past President and its membership shall include the President, President-elect and no more than five fellows of the

College. At the Fall or Winter meeting of the Board of Trustees, a complete slate of candidates for each office shall be proposed and then finalized on or before January 1 of the next year. The official slate must be provided to the Executive Vice President at least four months prior to the Annual Meeting. Official ballots will be mailed during the month of January to all members of the College eligible to vote.

## **ARTICLE VI**

### **BOARD OF TRUSTEES AND ADMINISTRATIVE COUNCIL**

Section 1: The Board of Trustees shall consist of the Founders of the American College of Sports Medicine, its immediate Past President, its Second Past President (without vote), its elected officers, the Chair of the Strategic Planning Committee (without vote), eighteen other Fellows, a representative of the Regional Chapters, a representative of the Students, three international representatives and three Fellows who are focused on and sensitive to matters of equity, diversity, and inclusion on the ACSM Board all of whom will be elected prior to or during the Annual Meeting, and an optional presidential appointee for a one-year period. The President of the Foundation of the American College of Sports Medicine will serve in an ex-officio (without vote) capacity.

Each President, upon assuming office, may appoint one Fellow to the Board of Trustees who has had a long-standing record of service in the College. No Fellow may serve more than one consecutive term of office in this capacity. The two candidates for President-elect, if not already members, will be invited to attend the meetings of the Board and Administrative Council to ensure continuity.

Section 2: The Board of Trustees will be solely responsible for matters of policy, contractual obligations, and approval of the annual budget.

Section 3: The Administrative Council shall consist of the administrative officers of the College, i.e., the President, President-elect, the two first Vice-Presidents, the two second Vice-Presidents, the Immediate Past President, the Treasurer, the Chair of the Strategic Planning Committee (without vote) and two of the eighteen fellows elected to the Board of Trustees. The Council will perform routine administrative and corporate functions related to the concerns of the College. The Council shall meet at the call of the President or upon written request of three Council members. Decisions of the Council shall be subject to the review of the Board of Trustees. If so, empowered by the Board of Trustees, the Administrative Council may act with the full authority of the Board in specific, well-defined areas.

Section 4: A quorum for the transaction of business by the Administrative Council or the Board of Trustees shall consist of a majority of the body concerned, including proxies. Members of the Administrative Council and Board of Trustees shall not hold more than three proxy votes in the transaction of business. In the absence of a quorum, business may be transacted by a mail vote.

Section 5: The Board of Trustees shall implement the policies and conduct the business of the College through the Administrative Office of the Executive Vice President.

Section 6: The Board of Trustees shall meet at least twice per year. One of these meetings, generally the spring meeting, shall be at the regular annual meeting of the College. Additional special meetings of either the Board of Trustees or the Administrative Council may be called by the President upon written request signed by at least three Trustees.

Section 7: The President of the College shall be the chairman of the Board of Trustees and of the Administrative Council.

Section 8: In the event of a death, resignation, or other action resulting in a vacancy among the Officers or Board of Trustees, said vacancy shall be filled by an interim Presidential appointment of a Fellow of the College. The appointee shall serve until a new, duly-elected Trustee or Officer shall be certified as elected. Elections to fill vacancies shall occur during the general election conducted each February.

Section 9: A member of the Board of Trustees or member of the Administrative Council who is absent from a meeting of the Board or the Council may designate another member of the group to cast a proxy vote in his stead. The proxy vote must be designated in writing by the absentee member and deposited with the Executive Vice President before a vote is taken.

Section 10: Conflict of Interest: An officer or member of the Board of Trustees may not take any action in his or her official capacity with the College in any matter in which his or her impartiality might reasonably be questioned, including but not limited to instances in which he or she has a personal stake in the matter, whether direct or indirect, and whether pecuniary or otherwise. However, an officer or trustee may act in such a matter if a majority of the Board of Trustees gives its approval after full disclosure by the officer or trustee of the fact.

Section 11: Terms of Office for Trustees shall be limited to no more than two consecutive three-year terms. After one year's absence from the Board, former Trustees may be nominated for a new term of office. Term for the Student Representative is a single two-year term.

## **ARTICLE VII**

### **COMMITTEES**

Section 1: The standing committees of the College shall be: Awards and Tributes; Budget and Finance; Certification and Registry Boards; Clinical Sports Medicine Leadership; Communications and Public Information; Constitution, Bylaws and Operating Codes; Consumer Outreach; Credentials; Diversity Action; Ethics and Professional Conduct; Evidence-based Practice; Exercise is Medicine® Governance Board; Exhibits Advisory; Health & Fitness Summit & Exposition Program; Health and Science Policy; Interest Group Forums; International Relations; Medical Education; Membership; Nominating; Olympic & Paralympic Sports Medicine and Sport Science; Past President's Advisory; Professional Education; Program; Pronouncements; Publications; Regional Chapters; Research Awards; Research Review; Science Integration and Leadership; Strategic Planning; and Student Affairs.

Section 2: The members of all committees shall hold office until their qualified successors have been duly appointed.

Section 3: The President may appoint and dissolve special committees at his or her pleasure. Such committees will automatically be dissolved upon the President's retirement from office.

Section 4: All committees shall be appointed by the President, in consultation with the committee chairmen, President-elect, and Vice Presidents, and except for the Student Affairs Committee, should consist of at least three Fellows of the College. Additional positions on each committee may be filled by Members or Fellows, as appointed by the President. Appointments to committees will ordinarily be for three-year terms, however, a person may be reappointed.

Section 5: Committee chairmen shall report, when requested, at meetings of the Board of Trustees and of the Administrative Council.

Section 6: All committees will be responsible to a designated ACSM officer, who will serve as an ex-officio member of the committee. A member of the national office staff will serve as liaison for each committee.

Section 7: Orientation sessions for committee chairmen shall be conducted each year at the annual meeting.

## **ARTICLE VIII**

### **FUNDS**

The funds of the College shall be derived from dues collected from members, as fixed by the Board of Trustees, as well as from endowments, gifts, grants, bequests and such other sources as the Board sanctions.

## **ARTICLE IX**

### **MEETINGS**

Section 1: An Annual Business Meeting of the College shall be held to conduct corporate business, to certify the election of officers and trustees, and for such other business as the Board of Trustees may designate. The date and site for each Annual Meeting shall be selected by the Board of Trustees.

Section 2: The College shall conduct scientific sessions at each Annual Meeting which shall be devoted to various aspects of sports medicine and exercise sciences. Attendance at scientific sessions shall be open to all, whether members of the College or not.

Section 3: Arrangements for the Annual Meeting shall be made by the Program Committee. The President-elect shall be chairman of this committee. Members will include the four Vice-Presidents, the Past President, the two candidates for President-elect and not more than two other Fellows. The Committee shall be assisted by members of the national office staff.

Section 4: The College may sponsor or co-sponsor meetings with other organizations. Sponsorship shall be granted upon approval of the Board of Trustees or the Administrative Council or the Continuing Education Committee designated to act for the Board of Trustees.

Section 5: The College shall encourage participation in and cooperation with international meetings devoted to sports medicine and exercise science.

## **ARTICLE X**

### **AMENDMENTS**

Amendments to the Constitution may be initiated by a proposal signed by at least ten Fellows of the College in good standing; said proposal shall be delivered to the Executive Vice President in writing at least four months prior to the Annual Meeting. Within thirty days thereafter, the Executive Vice President shall mail notice of the proposed amendment to the Fellows of the College. Amendments may also be initiated by a majority vote of the Board of Trustees at least sixty days prior to the Annual Meeting. In such case, the Executive Vice President shall mail notice of the proposed amendment to the Fellows of the College at least thirty days prior to the Annual Meeting.

The Executive Vice President shall present the proposed amendment to the Fellows at the Annual Meeting. A two-thirds affirmative vote of the Fellows present shall be required to adopt any amendment. Any change in the Articles of Incorporation for the College, i.e., changes in the location of the National Center, corporate name, corporate address, purposes and objectives or the number of trustees, must be filed with the Secretary of State, in the state of Wisconsin.

## **ARTICLE XI**

### **DISSOLUTION**

Section 1: The College shall not be dissolved while eleven Fellows in good standing dissent. No proposal for dissolution shall be considered unless four weeks notice in writing is given each member of the Board of Trustees and each Fellow in good standing.

Section 2: In the event of the Dissolution of the College, the assets of the College shall be distributed to the organization or organizations engaged in activities similar to those for which this College was established, provided that such organization or organizations are exempt from taxation under regulations of the United States Internal Revenue Service. The Board of Trustees shall be responsible for selecting the organization or organizations in accordance with the stipulations contained in this section.

Section 3: Intent to Dissolve and Articles of Dissolution shall be filed with the Secretary of State, State of Wisconsin, pursuant to Chapter 181, Wisconsin State Statutes.

Last Revision: June 2018