

INTERSTATE MEDICAL LICENSURE COMPACT BYLAWS

ARTICLE I COMMISSION PURPOSE, FUNCTION AND BYLAWS

Section 1. Purpose.

Pursuant to the terms of the Interstate Medical Licensure Compact , (the “Compact”), the Interstate Medical Licensure Compact Commission (the “Commission”) is established as a body corporate to fulfill the objectives of the Compact, through a means of joint cooperative action among the Member States: to develop a comprehensive process that complements the existing licensing and regulatory authority of state medical boards, provides a streamlined process that allows physicians to become licensed in multiple states, thereby enhancing the portability of a medical license and ensuring the safety of patients.

Section 2. Functions.

In pursuit of the fundamental objectives set forth in the Compact, the Commission shall, as necessary or required, exercise all of the powers and fulfill all of the duties delegated to it by the Member States. The Commission’s activities shall include, but are not limited to, the following: the promulgation of binding rules and operating procedures; equitable distribution of the costs, benefits and obligations of the Compact among the Member States; enforcement of Commission Rules, Operating Procedures and Bylaws; provision of dispute resolution; coordination of training and education; and the collection and dissemination of information concerning the

activities of the Compact, as provided by the Compact, or as determined by the Commission to be warranted by, and consistent with, the objectives and provisions of the Compact. The provisions of the Compact shall be reasonably and liberally construed to accomplish the purposes and policies of the Compact.

Section 3. Bylaws.

As required by the Compact, these Bylaws shall govern the management and operations of the Commission. As adopted and subsequently amended, these Bylaws shall remain at all times subject to, and limited by, the terms of the Compact.

ARTICLE II MEMBERSHIP

The Commission Membership shall be comprised as provided by the Compact. Each Member State shall have and be limited to two appointed voting representatives. The appointees shall be the Commissioners of the Member State. Each Member State shall forward the names of its Commissioners to the Commission chairperson. The Commission chairperson shall promptly advise the Member Board of the Member State of the need to appoint a new Commissioner whenever a vacancy occurs.

ARTICLE III OFFICERS

Section 1. Election and Succession.

The officers of the Commission shall include a chairperson, vice chairperson, secretary and treasurer. The officers shall be duly appointed Commissioners, except that if the Commission appoints an Executive Director, then the Executive Director shall serve as the secretary. Officers

shall be elected annually by the Commission at any meeting at which a quorum is present, and shall serve for one year or until their successors are elected by the Commission. The officers so elected shall serve without compensation or remuneration, except as provided by the Compact.

Section 2. Removal of Officers.

Any officer may be removed from office by a majority vote of the Commission.

Section 3. Duties.

The officers shall perform all duties of their respective offices as provided by the Compact and these Bylaws. Such duties shall include, but are not limited to, the following:

- a. *Chairperson.* The chairperson shall call and preside at all meetings of the Commission and in conjunction with the Executive Committee shall prepare agendas for such meetings, shall make appointments to all committees of the Commission, and, in accordance with the Commission's directions, or subject to ratification by the Commission, shall act on the Commission's behalf during the interims between Commission meetings.
- b. *Vice Chairperson.* The vice chairperson shall, in the absence or at the direction of the chairperson, perform any or all of the duties of the chairperson. In the event of a vacancy in the office of chairperson, the vice chairperson shall serve as acting chairperson until a new chairperson is elected by the Commission.

76 c. *Secretary*. The secretary shall keep minutes of all Commission meetings and shall act as
77 the custodian of all documents and records pertaining to the status of the Compact and
78 the business of the Commission.

79 d. *Treasurer*. The treasurer, with the assistance of the Commission's executive director, if
80 one is appointed, shall act as custodian of all Commission funds and shall be responsible
81 for monitoring the administration of all fiscal policies and procedures set forth in the
82 Compact or adopted by the Commission. Pursuant to the Compact, the treasurer shall
83 execute such bond as may be required by the Commission covering the treasurer, the
84 executive director and any other officers, Commissioners and Commission personnel, as
85 determined by the Commission, who may be responsible for the receipt, disbursement, or
86 management of Commission funds.

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88 ***Section 4. Costs and Expense Reimbursement.***

89 Subject to the availability of budgeted funds, the officers shall be reimbursed for any actual and
90 necessary costs and expenses incurred by the officers in the performance of their duties and
91 responsibilities as officers of the Commission.

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93 ***Section 5. Vacancies***

94 Upon the resignation, removal, or death of an officer of the Commission before the next annual
95 meeting of the Commission, a majority of the Executive Committee shall appoint a successor to
96 hold office for the unexpired portion of the term of the officer whose position shall so become
97 vacant or until the next regular or special meeting of the Commission at which the vacancy is
98 filled by majority vote of the Commission, whichever first occurs.

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ARTICLE IV

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COMMISSION PERSONNEL

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Section 1. Commission Staff and Offices.

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The Commission may by a majority of its members, or through its executive committee appoint

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or retain an executive director, who shall serve at its pleasure and who shall act as secretary to

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the Commission, but shall not be a member of the Commission. The executive director shall hire

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and supervise such other staff as may be authorized by the Commission. The executive director

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shall establish and manage the Commission's office or offices as determined by the Commission.

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Section 2. Duties of the Executive Director.

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As the Commission's principal administrator, the executive director shall also perform such

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other duties as may be delegated by the Commission or required by the Compact and these

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Bylaws, including, but not limited to, the following:

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a. Recommend general policies and program initiatives for the Commission's consideration;

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b. Recommend for the Commission's consideration administrative personnel policies

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governing the recruitment, hiring, management, compensation and dismissal of

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Commission staff;

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c. Implement and monitor administration of all policies, programs, and initiatives adopted

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by the Commission;

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d. Prepare draft annual budgets for the Commission's consideration;

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e. Monitor all Commission expenditures for compliance with approved budgets, and

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maintain accurate records of the Commission's financial account(s);

- f. Assist Commissioners as directed in securing required assessments from the Member States;
- g. Execute contracts on behalf of the Commission as directed;
- h. Receive service of process on behalf of the Commission;
- i. Prepare and disseminate all required reports and notices directed by the Commission; and
- j. Otherwise assist the Commission's officers in the performance of their duties under Article IV herein.
- k. Seek and acquire financial grants for the purpose of supporting Commission operations.

ARTICLE V

QUALIFIED IMMUNITY, DEFENSE, AND INDEMNIFICATION

Section 1. Immunity.

The Commission, its Commissioners, officers, executive director, and employees shall be immune from suit and liability, either personally or in their official capacity, for any claim for damage to or loss of property or personal injury or other civil liability caused or arising out of or relating to any actual or alleged act, error, or omission that occurred, or that such person had a reasonable basis for believing occurred within the scope of Commission employment, duties, or responsibilities; provided, that any such person shall not be protected from suit or liability, or both, for any damage, loss, injury, or liability caused by the intentional or willful and wanton misconduct of any such person.

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146 ***Section 2. Defense.***

147 Subject to the provisions of the Compact and rules promulgated thereunder, the Commission
148 shall defend the Commissioner of a Member State, his or her representatives or employees, or
149 the Commission, and its representatives or employees in any civil action seeking to impose
150 liability against such person arising out of or relating to any actual or alleged act, error or
151 omission that occurred within the scope of Commission employment, duties, or responsibilities
152 or that such person had a reasonable basis for believing occurred within the scope of
153 Commission employment, duties or responsibilities; provided, that the actual or alleged act,
154 error, or omission did not result from gross negligence or intentional wrongdoing on the part of
155 such person.

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157 ***Section 3. Indemnification.***

158 The Commission shall indemnify and hold the Commissioner of a Member State, his or her
159 representatives or employees, or the Commission, and its representatives or employees harmless
160 in the amount of any settlement or judgment obtained against such person arising out of or
161 relating to any actual or alleged act, error, or omission that occurred within the scope of
162 Commission employment, duties, or responsibilities or that such person had a reasonable basis
163 for believing occurred within the scope of Commission employment, duties, or responsibilities;
164 provided, that the actual or alleged act, error, or omission did not result from gross negligence or
165 intentional wrongdoing on the part of such person.

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**ARTICLE VI
MEETINGS OF THE COMMISSION**

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170 ***Section 1. Meetings and Notice.***

171 The Commission shall meet at least once each calendar year at a time and place to be determined
172 by the Commission. Commissioners may participate in meetings by telephone or other means of
173 telecommunication or electronic communication. Additional meetings may be scheduled at the
174 discretion of the chairperson, and must be called upon the request of a majority of
175 Commissioners, as provided by the Compact. All Commissioners shall be given written notice of
176 Commission meetings at least thirty (30) days prior to their scheduled dates. Final agendas shall
177 be provided to all Commissioners no later than ten (10) days prior to any meeting of the
178 Commission. Thereafter, additional agenda items requiring Commission action may not be added
179 to the final agenda, except by an affirmative vote of a majority of the Commissioners. All
180 Commission meetings shall be open to the public, except as set forth in Commission Rules or as
181 otherwise provided by the Compact. Prior public notice shall be as follows: publication of notice
182 of the meeting at least ten (10) days prior to the meeting on the Commission's website or another
183 website designated by the Commission and distribution to interested parties who have requested
184 in writing to receive such notices. A meeting may be closed to the public where the Commission
185 determines by two-thirds (2/3rds) vote of Commissioners that there exists at least one of the
186 conditions for closing a meeting, as provided by the Compact or Commission Rules. Committees
187 established pursuant to Article VII, Section 2, of these Bylaws are not subject to the
188 requirements of this Article.

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190 ***Section 2. Quorum.***

A majority of Commissioners shall constitute a quorum for the transaction of business, except as otherwise required in these Bylaws. The presence of a quorum must be established before any vote of the Commission can be taken.

Section 3. Voting.

Each Commissioner is entitled to one vote. A Commissioner shall vote on such member's own behalf and shall not delegate such vote to another Commissioner. Except as otherwise required by the Compact or these Bylaws, any question submitted to a vote of the Commission shall be determined by a simple majority.

Section 4. Procedure.

Matters of parliamentary procedure not covered by these Bylaws shall be governed by Robert's Rules of Order. Ballot votes are allowed only for the election of officers to the commission. .
Roll call votes may be applied by motion.

Section 5. Public Participation in Meetings.

Upon prior written request to the Commission, any person who desires to present a statement on a matter that is on the agenda shall be afforded an opportunity to present an oral statement to the Commission at an open meeting. The chairperson may, depending on the circumstances, afford any person who desires to present a statement on a matter that is on the agenda an opportunity to be heard absent a prior written request to the Commission. The chairperson may limit the time and manner of any such statements at any open meeting.

214 **ARTICLE VII**
215 **COMMITTEES**
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217 ***Section 1. Executive Committee.***

218 The Commission shall establish an executive committee which shall be empowered to act on
219 behalf of the Commission during the interim between Commission meetings, except for
220 rulemaking or amendment of the Compact or these Bylaws. The executive committee shall be
221 composed of all officers of the Commission and the chairperson of each Committee established
222 as provided in Section 2 of this Article. The immediate past chairperson of the Commission
223 shall also serve as an ex-officio member of the executive committee for a term of one year. The
224 procedures, duties, budget, and tenure of such an executive committee shall be determined by the
225 Commission. The power of such an executive committee to act on behalf of the Commission
226 shall at all times be subject to any limitations imposed by the Compact. The executive committee
227 is subject to the requirements of Article VI of these Bylaws, except that the Executive
228 Committee shall provide written public notice of all Executive Committee meetings at least 3
229 business days prior to the meeting date and shall provide publicly the Executive Committee
230 agenda 24 hours prior to the meeting date..

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232 ***Section 2. Committees.***

233 The Commission may establish such Committees as it deems necessary to advise it concerning
234 the fulfillment of its objectives, which may include, but not be limited to, a Funding Committee,
235 Budget Committee, Technology Committee, Bylaws and Rules Committee, Personnel
236 Committee and Communications Committee. The composition, procedures, duties, budget and
237 tenure of such committees shall be determined by the Commission. The Commission may

dissolve any committee it determines is no longer needed. Committees created under this Article VII Section 2 are not subject to the requirements of Article VI of these Bylaws.

ARTICLE VIII

FINANCE

Section 1. Fiscal Year.

The Commission's fiscal year shall begin on July 1 and end on June 30.

Section 2. Budget.

The Commission shall operate on an annual budget cycle and shall, in any given year, adopt budgets for the following fiscal year or years as provided by the Compact.

Section 3. Accounting and Audit.

The Commission, with the assistance of the executive director, shall keep accurate and timely accounts of its internal receipts and disbursements of the Commission funds. The treasurer, through the executive director, shall cause the Commission's financial accounts and reports including the Commission's system of internal controls and procedures to be audited annually by an independent certified or licensed public accountant, as required by the Compact, upon the determination of the Commission, but no less frequently than once each year. The report of such independent audit shall be made available to the public and shall be included in and become part of the annual report to the Governors and legislatures of the Member States. The Commission's internal accounts, any workpapers related to any internal audit, and any workpapers related to the independent audit shall be confidential; provided, that such materials shall be made available: i)

in compliance with the order of any court of competent jurisdiction; ii) pursuant to such reasonable rules as the Commission shall promulgate; and iii) to any Commissioner of a Member State, or their duly authorized representatives.

Section 4. Debt Limitations.

The Commission shall monitor its own and its committees' affairs for compliance with all provisions of the Compact, its rules, and these Bylaws governing the incursion of debt and the pledging of credit.

Section 5. Travel Reimbursements.

Subject to the availability of budgeted funds and unless otherwise provided by the Commission, Commissioners shall be reimbursed for any actual and necessary expenses incurred pursuant to their attendance at all duly convened meetings of the Commission or its committees as provided by the Compact.

**ARTICLE IX
WITHDRAWAL, DEFAULT, AND TERMINATION**

Member States may withdraw from the Compact only as provided by the Compact. The Commission may terminate a Member State as provided by the Compact.

**ARTICLE X
ADOPTION AND AMENDMENT OF BYLAWS**

Any By-law may be adopted, amended or repealed by a majority vote of Commissioners, provided that written notice and the full text of the proposed action is provided to all Commissioners at least thirty (30) days prior to the meeting at which the action is to be considered. Failing the required notice, a two-third (2/3rds) majority vote of Commissioners shall be required for such action.

ARTICLE XI

DISSOLUTION OF THE COMPACT

The Compact shall dissolve effective upon the date of the withdrawal or the termination by default of a Member State which reduces Membership in the Compact to one Member State as provided by the Compact.

Upon dissolution of the Compact, the Compact becomes null and void and shall be of no further force or effect, and the business and affairs of the Commission shall be concluded in an orderly manner and according to applicable law. Each Member State in good standing at the time of the Compact's dissolution shall receive a pro rata distribution of surplus funds based upon a ratio, the numerator of which shall be the amount of its last paid annual assessment, and the denominator of which shall be the sum of the last paid annual assessments of all Member States in good standing at the time of the Compact's dissolution. A Member State is in good standing if it has paid its assessments timely.