

FIRST: The undersigned, Abraham Morris Lillensfeld of 3203 Old Post Drive, Pikesville, Maryland, 21208; Curtis Helbert of 811 Tralfalger Road, Towson, Maryland, 21204; and Cedric Caragliano of 2203 Rogene Drive, Baltimore, Maryland, 21209, each being at least eighteen years of age, do hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is THE AMERICAN COLLEGE OF EPIDEMIOLOGY, INC.

THIRD: The primary purpose for which the Corporation is formed is to provide a means for certifying epidemiologists who are trained and/or accomplished in the practice of their discipline. In addition, the Corporation will:

- 1) review the needs, develop or stimulate the development of any necessary continuing educational programs in epidemiology;
- 2) provide a forum for the review and discussion of any issues pertaining to the present status, future development and practice of epidemiology.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 3203 Old Post Drive, Pikesville, Baltimore County, Maryland, 21208. The name and post office address of the resident agent of the Corporation in Maryland is Abraham Morris Lillensfeld, 3203 Old Post Drive, Pikesville, Baltimore County, Maryland, 21208. Said resident agent is a citizen of Maryland and actually resides

therein. The Secretary may change the post office address of the principal office of the Corporation at his convenience.

FIFTH: THE CORPORATION SHALL NOT BE AUTHORIZED TO ISSUE CAPITAL STOCK.

SIXTH: The number of directors of the Corporation shall be fifteen, which number may be increased or decreased pursuant to the Bylaws of the Corporation, and the names of the directors who shall act until the first meeting or until their successors are duly chosen and qualified are:

- | | |
|--------------------------|---------------------------|
| Dr. Phillip Brochman | Dr. Dwight T. Janerich |
| Mr. Fred Eider | Dr. Jennifer Kelsey |
| Dr. Lila R. Ilychack | Dr. Abraham N. Liffenfeld |
| Dr. Harry A. Feldman | Dr. Curtis Helbert |
| Dr. Cedric Garapigliano | Dr. Ralph S. Paffenbarger |
| Dr. Saxon Graham | Dr. Leonard Schuman |
| Dr. Samuel W. Greenhouse | Dr. Milton Terris |
| Dr. Michel A. Ibrahim | |

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation, and of the directors and members:

- 1) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law):

2) The Corporation shall engage in activities on an international level except that no activities of the Corporation shall take place in any nation whose government is not recognized by the government of the United States.

EIGHTH: The duration of the Corporation shall be perpetual unless a majority of the directors listed in Article Sixth, or their duly chosen and qualified successors, vote to dissolve the Corporation. Upon dissolution of the Corporation, the Board of Directors shall after making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation to the Federal

government of the United States Any assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the Corporation is then located, exclusively for such purposes as listed in Article Third or to such an organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on January 22, 1979; severally acknowledge the same to be our act.

WITNESSES:

Aileen M. Eckels
Aileen M. Eckels

Abraham M. Lillienfeld
Abraham M. Lillienfeld

Mary Rosalind
Mary Rosalind

Curtis S. Helbert
Curtis Helbert

Suzanne Pastore
Suzanne Pastore

Cedric Garagiano
Cedric Garagiano

THE BYLAWS OF THE AMERICAN COLLEGE OF EPIDEMIOLOGY

ARTICLE I. MEMBERSHIP

Section 1. There shall be six classes of members: 1) Fellows, 2) Non-Resident Fellows, 3) Associates, 4) Affiliates, 5) Honorary Fellows, and 6) Fellows Emeriti.

Section 2. Any person who is a permanent resident of the United States of America and/or the North or South American Continents and who has been certified by the American College of Epidemiology shall be eligible to be a Fellow.

Section 3. Any person who is not a resident of the United States of America and/or the North or South American Continents, who has been engaged for at least 10 years in the practice of teaching of, or research in connection with the field of epidemiology and who has a Ph.D., M.D., D.V.M., D.D.S., D.Sc., Dr.P.H., or equivalent degree shall be eligible to be a Non-Resident Fellow.

Section 4. Any person who is a permanent resident of the United States of America and/or the North and South American Continents who has been engaged at least three years in the practice of, teaching of, research in connection with or in graduate studies of epidemiology and who has had training which qualifies him/her for certification by the American College of Epidemiology, shall be eligible to be an Associate.

Section 5. Any person who is not a permanent resident of the United States of America and/or the North or South American Continents and has been engaged for three years in the practice of, teaching of, or research in connection with the field of epidemiology, has an M.D., D.V.M., D.D.S., D.Sc., Dr.P.H., Ph.D., or equivalent degree shall be eligible to be an Affiliate.

Section 6. Any distinguished epidemiologist may be elected as an Honorary Fellow. Candidates for honorary fellowship shall be chosen by a committee consisting of the President as Chairman, the Secretary, the Treasurer, and two other members of the Board of Directors appointed by the President annually. Honorary Members shall be entitled to all the privileges of Fellows except voting and serving as officers, directors, or members of committees, and shall be exempt from the payment of dues and assessments.

Section 7. Non-Resident Fellows shall be entitled to all privileges of fellowship except that of voting or serving as officers, directors, or members of committees. Associates and Affiliates shall be entitled to all privileges of fellowship except that of voting, serving as officers, directors, or members of committees.

Section 8. Any Fellow in good standing who reaches his/her 65th birthday or who has been a Fellow for twenty years may apply for Emeritus status: each application shall be considered individually by the Committee on Membership with recommendations to the Board of Directors. A Fellow Emeritus shall be exempt from the payment of dues and assessments and may not hold office or vote. He may, however, second nominations for membership.

Section 9. The Board of Directors, after receiving the report of the Committee on Membership, may accept or deny membership to an applicant for any reason, whether or not specifically stated in these Bylaws. These reasons shall be made known to the applicant. Re-application may be made after a lapse of two years from the date of previous application.

ARTICLE II. ELECTION TO MEMBERSHIP

Section 1. An applicant for the rank of Fellow, Non-Resident Fellow, Associate, or Affiliate shall complete the application form and have it endorsed by two (2) Fellows of the College. The application shall be accompanied by an initiation fee to be set by the Board of Directors and shall be sent to the Secretary at least six months before a time designated by the Board of Directors.

Section 2. At each annual meeting, the Committee on Membership shall make its recommendations to the Board of Directors. A majority vote of the Board of Directors shall be necessary for election to any class of membership.

ARTICLE III. TERMINATION OF MEMBERSHIP

Any member in arrears of one year's dues, without adequate explanation, shall be dropped automatically from membership. Such member shall be reinstated by the Board of Directors upon payment of delinquent dues and assessments.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. The affairs of the College shall be managed by the Board of Directors, which shall consist of 15 elected Fellows, the Secretary, and the Treasurer. Neither the Secretary nor the Treasurer shall be one of the fifteen elected Board members. The Board of Directors shall have and may exercise all the powers of the College except as indicated by statute or by these Bylaws which require them to be exercised by other than the Directors.

Section 2. At the first meeting of the College, five Fellows shall be elected to the Board for a term of three years, five Fellows shall be elected to the Board for a term of two years, and five Fellows shall be elected to the Board for a term of one year. Thereafter, at each annual meeting of the College, five Fellows will be elected to the Board of Directors for a term of three years. Should a vacancy occur during the unexpired term of a Director and before the next annual meeting, the Board of Directors shall fill the vacancy until the next annual meeting. At the next annual meeting, the President shall request that the Nominating Committee present at least two additional nominees if the term of the vacancy remains unexpired. The Fellow receiving the sixth highest number of votes shall fill the unexpired term. No Director shall serve for more than six consecutive years. Directors shall hold office until their successors have been elected.

Section 3. The Board of Directors shall elect from its own members the President and Vice-President. The Secretary and the Treasurer shall be elected by the Board of Directors from the Fellows.

Section 4. The Officers shall enter upon their duties at the close of the annual meeting at which they have been elected. The Officers shall have the authority and shall perform duties customarily pertaining to their respective offices.

Section 5. A quorum for a meeting of the Board of Directors shall consist of eight Directors which should include at least one officer.

ARTICLE V. OFFICERS

Section 1. The Officers of the College shall be a President, a Vice-President, a Secretary, and a Treasurer. They shall be elected during the annual meeting of the Board of Directors by a majority vote of those present and voting.

Section 2. The Officers shall enter upon their duties at the close of the annual meeting at which they were elected.

Section 3. The President and Vice-President shall hold office for one year or until their successors are elected. They shall not be eligible for re-election. The Secretary and Treasurer shall hold office for five years, or until their successors are elected. Officers shall not be eligible for election to the position they are vacating.

Section 4. Vacancies occurring between annual meetings shall be filled by the Board of Directors for the unexpired term.

Section 5. The Officers shall have the authority and shall perform the duties customarily pertaining to their respective offices.

Section 6. The Secretary and Treasurer shall be bonded in an amount and manner to be determined by the Board of Directors.

ARTICLE VI. DUES AND ASSESSMENTS

Section. The amount of annual dues shall be determined by the College by vote of the majority of Fellows, Non-Resident Fellows, Associates, and Affiliates present at any regular meeting, as determined by the Board of

Directors. Any member who has paid said annual dues shall be said to be a member in "good standing."

Section 2. Any Fellow, Non-Resident Fellow, Associate, or Affiliate in good standing may, for sufficient reason and with his consent, be absolved by the Board of Directors from the payment of dues and assessments.

Section 3. The Board of Directors shall have the power to collect fees as necessary for educational courses to remunerate instructors and pay other such expenses essential to the educational program.

ARTICLE VII. MEETINGS OF THE COLLEGE

Section 1. The time and place of the annual meeting shall be decided by the Board of Directors.

Section 2. A quorum shall consist of twenty-five Fellows, Non-Resident Fellows, Associates, or Affiliates, including at least eight members of the Board of Directors and one officer.

Section 3. The duration of the meeting shall be decided by the Board of Directors

Section 4. Special meetings of the College may be called by a majority of the Board of Directors.

ARTICLE VIII. STANDING COMMITTEES

Section 1. The Committee on Membership shall consist of the Secretary and the treasurer, ex officio, and five other Fellows of the College appointed by the

President to serve five years each. At the first annual meeting, the President will appoint five Fellows for terms of one, two, three, four, and five years, respectively. At annual meetings thereafter, the President shall appoint one Fellow to serve five years. It shall be the duty of the Committee to receive and investigate applications for the various classes of membership and report to the Board of Directors. A retiring member of the Committee on Membership shall not be reappointed until at least one year has elapsed following the termination of his/her previous term.

Section 2 The Committee on Education shall consist of five Fellows. At the first annual meeting, the President shall appoint five Fellows for terms of one, two, three, four, and five years, respectively. One new member shall be appointed each year thereafter by the President to serve for five years. It shall be the duty of this Committee to develop educational courses pertaining to epidemiology.

Section 3. The Committee on Finance shall consist of five Fellows. At the first annual meeting the President shall appoint five Fellows to serve for terms of one, two, three, four, and five years, respectively. One new Fellow shall be appointed each year thereafter by the President to serve for five

It shall be the duty of the Committee to develop long range planning and commitment of funds of the College, but the Committee will not assume the duties of either the Secretary or the Treasurer. The Committee shall make recommendations to the Board of Directors regarding the investment of funds. It shall formulate proposals for the expenditure of funds in the form of a budget, which on its approval by the Board of Directors, shall control the disbursements by the Treasurer until and unless it

amended by the Board of Directors. With the approval of the Board of Directors, the Committee shall employ a certified public accountant to examine and audit the accounts of the Treasurer. The auditor shall submit an annual report to the College through the Treasurer.

Section 4. The Committee on International Affairs shall consist of five Fellows. At the first annual meeting, the President shall appoint five Fellows to serve for terms of one, two, three, four, and five years, respectively. One new Fellow shall be appointed by the President each year thereafter to serve a term of five years. It shall be the duty of this Committee to concern itself with planning the programs of the College which relate to the teaching and practice of epidemiology outside the confines of the North and South American Continents.

Section 5. The Committee on Certification shall consist of five Fellows. At the first annual meeting, the President shall appoint five Fellows to serve for terms of one, two, three, four, and five years, respectively. One new Fellow shall be appointed each year thereafter by the President to serve for five years. No Fellow shall serve for more than ten consecutive years as a member of the Committee. It shall be the duty of the Committee to develop examinations for the certification of epidemiologists. There shall be examinations in each of the following areas:

- 1) Vital statistics (including elements of demography);
- 2) Methods of statistical analysis;
- 3) Observational studies (retrospective and prospective);
- 4) Experimental studies (including clinical and intervention trials);
- 5) Epidemiology of infectious diseases;
- 6) Epidemiology of non-infectious diseases.

The Committee shall report to the Board of Directors that the examinee, upon completion of all six examinations, is "Certified by the American College of Epidemiology" and shall send the examinee a certificate stating that he/she successfully completed all of the certification examinations. If the examinee successfully completes the first five examinations (numbers 1 through 5 above), he/she shall be said to be "Certified by the American College of Epidemiology in Infectious Diseases" and the Board of Directors shall be so notified; a certificate shall be sent to the examinee stating that he/she has been so certified by the American College of Epidemiology. A similar procedure shall be used if the examinee successfully completes the first four examinations and the sixth examination, with the words "Non-infectious Diseases" being substituted for the words "Infectious Diseases."

Section 6. All standing committees shall report to the Board of Directors once a year.

Section 7. Each standing committee shall elect its own chairman annually.

Section 8. The President, Vice-President, Secretary, and Treasurer shall be ex-officio members of all standing committees.

ARTICLE IX. SPECIAL COMMITTEES

Section 1. A Nominating Committee shall be appointed annually, and its chairman designated by the President, at least nine months before the annual meeting. This committee shall consist of three Fellows, no one of whom is a member of the Board of Directors. It shall be the duty of this Committee to present the names of at least two candidates for each vacancy on the

ard of Directors, which is to be filled at the annual meeting. These
nes, with a brief curriculum vitae of each, shall be distributed at
e annual meeting. The nominees shall be selected with due regard to
ographic representation from names submitted by local or regional epidemio-
gical societies, or by individuals. Additional nominations may be made
the appropriate time during the opening business session at the annual
eting and the names added to the ballot.

ction 2. The Committee on Arrangments, consisting of three Fellows, shall
appointed and its chairman designated by the President for each annual
eting

ction 3. The Committee on Publications shall consist of three Fellows
shall be appointed annually by the President. This Committee shall be
ponsible for all scientific publications issued by the College.

ction 4. The Board of Directors may, by majority vote, establish any
ner committee deemed necessary for the welfare of the College. The members
each such committee shall be appointed by the President.

ction 5. All special committees shall report to the Board of Directors
ce a year.

ARTICLE X. AMENDMENTS

ese Bylaws may be amended by a majority of those Fellows present and
ting at any annual meeting of the College, provided that notice of the
oposed amendments shall have been submitted in writing at least six months
lor to the annual meeting and distributed in writing to the Fellows at
ast one month prior to that meeting.

ARTICLE XI. RULES OF ORDER

The rules contained in Robert's "Rules of Order" shall govern the College in any and all cases to which they are applicable.

ARTICLE XII. CORPORATE SEAL

The Corporate Seal of the Corporation shall consist of the following words and figures inscribed in a circle:

American College of Epidemiology

Maryland

1979

Corporate Seal

ARTICLE XIII. FISCAL YEAR

The fiscal year shall extend from September 1 to August 31 of the successive year.

ARTICLE XIV. INITIAL MEMBERSHIP

The requirements for each of the six classes of membership stated in Article of these Bylaws may be waived for all applications for membership received before December 31, 1980. The Board of Directors shall determine, by a majority vote, whether an applicant is admitted to his/her respective class of membership. Any applicant who is admitted to a class of membership requiring certification shall be said to be certified by the American College of Epidemiology and shall be entitled to receive a certificate so stating.

as specified in Article VIII, Section 5 of these Bylaws. The Board of Directors shall notify all applicants whose applications were received prior to December 31, 1980 of the final decision of the Board of Directors regarding their application by June 30, 1981. All members of the Board of Directors, as constituted in the Articles of Incorporation, shall be the founding Fellows of the College. The terms of the Board of Directors, as constituted in the Articles of Incorporation, shall begin at the time of the first annual meeting of the College.