

Official Global Alliance for Medical Education (GAME) Bylaws

Final Approved: April 19, 2022

ARTICLE I: NAME AND LOCATION

The name of the organization is Global Alliance for Medical Education Inc. (“GAME”). GAME is a not-for-profit organization incorporated as a non-stock corporation in the State of Connecticut, USA. GAME shall be referred to in these bylaws as the “Corporation.” The administrative address will be determined by the Board.

ARTICLE II: VISION and MISSION

VISION

“To shape the Future of Lifelong Learning in Healthcare world-wide”

MISSION

GAME achieves its vision by:

- Engaging global leaders of all stakeholder groups that benefit from lifelong learning in healthcare
- Pioneering future practices to shape knowledge translation in Lifelong Learning
- Addressing barriers and developing solutions for collaboration in lifelong learning

ORGANIZATION CULTURE

Our core values are inclusivity, credibility, integrity and transparency

ARTICLE III: GOVERNANCE

Section 1. Name

The name of the governing body of the Corporation shall be the Board of Directors - the "Board" (see Section 4.)

Section 2. Powers and Duties

2.1 The Corporation shall act by and through the Board. The primary responsibility of the Board is to establish the basic policies, strategies and operational plans of the Corporation, including the control, direction, and supervision of the affairs under their purview. The Board has responsibility for the financial health of the Corporation, including budget and assets.

2.2 The Board shall adopt rules and regulations for the conduct of its business as it deems appropriate.

2.3 The Executive shall be responsible for oversight of all day-to-day business operations of GAME, and all necessary decision-making between the meetings of the Full Board. The Executive is responsible for the management and monitoring of the policies, strategies and operational plans defined by the Board. The Executive will meet as necessary, generally on a monthly basis. The Executive may make and carry motions for the Board's consideration and ratification. All actions taken by the Executive must be ratified at the succeeding meeting of the Full Board.

Section 3. Composition

The Board shall be made up of members of GAME representing various regions of the world with expertise in lifelong learning in healthcare from the public or private sectors or related disciplines, and organizations. An Executive Director or equivalent (either paid or voluntary) if appointed by the Board.

Section 4. Number and Terms of Office

4.1 The Board shall be made up of Directors numbering up to a maximum of fifteen (15), The Board may increase or decrease their number by amendment of these bylaws, but no decrease shall shorten the term of any incumbent Director. Directors shall be elected by the Membership for two-year terms until their successors are elected and qualified. The President and the President Elect shall be elected by the membership. The treasurer, secretary, chairs of committees and taskforce(s) shall be elected by the Board.

4.2 The Board shall include a subset termed "The Executive". The Executive shall be constituted from the five Officers of the Board: President, President Elect, Secretary, Treasurer and Past President.

4.3 The Board will appoint Executive Director and/or a management company who will have a seat on “The Executive”. The Executive Director and/or management company representative do not have voting rights.

Section 5. Election of the Board

A Director shall take office for 2 years upon election via a majority vote (50% plus 1) by the membership and, except in the case of resignation or removal in accordance with these bylaws, shall continue in office until his or her successor is elected and seated. After the initial two years, a Director may continue on the Board, if approved by the vote of the Board, and may serve for up to three (3) consecutive terms of two (2) years each. After a period of one year off the Board, a member shall be again eligible for re-election by the membership for a further period of up to three terms.

Section 6. Resignation and Removal

A Director may resign at any time upon delivery of written notice to the Board, the President or the Secretary. Any such resignation shall be irrevocable upon delivery of such notice. Any Director may be removed for cause by a two-thirds majority vote of the Board of Directors.

Equally the membership may call for the dismissal of a Director. A group of no less than 30 members will be required for the Board to take action and investigate a potential dismissal. Directors shall be notified at least fourteen days prior to a final decision, and the named Director shall have the opportunity to present his or her case to the Board prior to the final vote.

Section 7. Vacancies

Vacancies on the Board may be filled at any meeting of the Board via a majority vote (50% plus 1) by the Board. The appointed Director shall serve until the next Annual Assembly, and then will be eligible for election by the membership.

Section 8. Meetings

8.1 The Board will hold at least three regularly scheduled meetings a year. At any time, the President and any 3 Directors of the Board may call an extraordinary Board meeting to address any urgent matters. This meeting can occur at any time provided a quorum can be assembled.

8.2 The Board may elect to hold its meetings in person, via conference call, video conferencing or other appropriate communication means. Directors unable to be present at a meeting may participate provided that all parties can communicate with each other simultaneously and participate in the Board's deliberations. Directors participating by any communication means shall be part of the quorum and constitute presence at a meeting.

8.3 Unless otherwise specified in these bylaws or required by law, notice of meetings shall be given 30 days prior to the scheduled meeting by written communication, including email, text messaging, fax or other reasonable means.

8.4 Meetings of the Board may be held at any physical or virtual location as determined by the Board.

Section 9. Quorum

Unless a greater proportion is required by law, a majority of Directors in office who are available to vote shall constitute a quorum of 50% plus 1 for the transaction of business or of any specified item of business at each meeting of the Board. The Secretary of the Board shall be responsible for assessing whether there is quorum for a vote to occur.

Section 10. Action and Rules of Order of the Board

Except as otherwise stated in these bylaws or if a greater proportion is required by law, the Board shall take action by a simple majority vote (50% plus 1). In addition, the Directors may by the affirmative vote of no less than two-thirds of all Directors then serving and available, at any scheduled meeting of the Board of Directors or at any special meeting of the Board of Directors called for such purpose:

- (1) Amend the Certificate of Incorporation, provided, however, that no such amendment shall operate to terminate the deductibility of gifts to the Corporation for federal tax purposes or the federal income tax exemption of the Corporation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code");
- (2) Dissolve the Corporation.
- (3) Transfer substantially all of the Corporation's assets to another corporation exempt from taxation under Section 501(c)(3) and described in Section 170(b)(1)(A) of the Code, and formed for purposes similar to those of the Corporation, or otherwise sell or mortgage substantially all of the assets of the Corporation;
- (4) Merge the Corporation with another corporation or consolidate the Corporation into a new corporation; or
- (5) Amend the bylaws (as provided in Article XIII).

Notice of any of the foregoing proposed changes shall be sent to all Directors at least 30 days prior to the voting action.

The Board of the Corporation shall have the right to make other fundamental changes to the extent and in the manner permitted by Connecticut law to Directors of a Connecticut non-stock corporation except as otherwise provided in these bylaws or the Certificate of Incorporation of the Corporation.

Section 11. Conflict of Interest

11.1 Compliance

No Director or officer may engage in any excess benefit transaction as defined in Section 4958 of the Code. The Board shall comply with the applicable provisions of the Connecticut Revised Non-Stock Corporation Act, as amended, regarding “conflicting interest” transactions. The Board may adopt appropriate policies and procedures to implement this Section, and such policies and procedures may only be amended by the same vote required to amend these bylaws.

11.2 Recusal

No Director shall discuss or vote on any matter which would involve a conflict of interest. Any Director for whom there may exist a conflict of interest shall divulge such conflict of interest to the Board, shall refrain from discussion or vote on any such matter, and shall not be physically present in the room at the time any vote is taken thereon. In the event that there is a question whether a conflict exists, the issue shall be determined by majority vote of the Board other than the affected Director present and voting. A conflict of interest shall include, without limitation, any compensation arrangement between the Corporation and a Director (or any other “disqualified person” including a person related to or controlled by the Director, as defined in Section 4958 of the Code).

11.3 Compensation

No Director shall receive, directly or indirectly, any salary or other form of compensation from the Corporation for services rendered to the Corporation in such capacity of serving as a Director. Directors may be reimbursed for reasonable and necessary expenses actually incurred in connection with the performance of their duties to the Corporation. Nothing herein shall be construed to prevent any Director from serving the Corporation in any other capacity and receiving compensation, following a rigorous RFP process that has been approved by the Board.

11.4 Utilization of the GAME brand

No Directors or members shall utilize the GAME brand, including logos and/or any other content to promote their own personal gain for themselves or their business/organization. Any individual that wishes to use the GAME brand must obtain permission of the GAME Board via a policy approved by the Board and executed by the Executive.

ARTICLE IV: OFFICERS

Section 1: Positions

The Corporation shall have the maximum of the five following officers: President, President Elect, Secretary, Treasurer and Past President.

Section 2: Nomination and election

2.1 President and President Elect.

Nominated officers are GAME members of at least two years. They are active in GAME activities and demonstrate leadership as a committee, task force, events, or CoP member. Nominees are proposed by the Board and are elected by the membership during the fourth quarter of the year prior to the start of their term.

2.2. Secretary and Treasurer.

These officers are elected by the Board of Directors and must be Board members. The election shall take place at the first regular Board meeting of the calendar year, and each such elected officer shall take office at the close of the meeting.

Section 3: Terms of Office

The President, the President Elect, the Past president, the Treasurer and the Secretary shall serve for two-year terms. They shall serve until their respective successors have been elected and seated.

Section 4. Removal

An officer may be removed for cause. For a decision of removal to pass all Directors must cast a vote, and a 2/3rd majority in favor of removal. Directors shall be notified at least fourteen days prior to such action, and the officer shall have the right to present their case to the Board prior to the vote.

Section 5. Vacancies

In case of a vacancy in an office, a successor to fill the unexpired term may be elected by the Board at a regular or special meeting. Directors must be notified of the meeting at least fourteen (14) days in advance. The President Elect will fill a vacancy in the office of the President, or if there is no President Elect, the Past President will fill the vacancy. Should neither be able to assume the presidency, an election by the membership for President will be held as soon as possible to complete the term of the vacant office.

The Board also has a responsibility to address vacant officer positions (Past President, Treasurer, and Secretary) with an interim or permanent assignment of duties to a member of the Board.

Section 6. Powers and Duties of Elected Officers

- 6.1 The President shall preside at all meetings of the Corporation, of the Board, and of the Executive, and shall have general supervision of all the affairs of the Corporation. The President shall be an ex-officio member of all committees. The President shall perform such other duties that are incident to the office and as generally or specifically directed by the Board.
- 6.2 The President Elect shall preside at such meetings in the absence of the President.
- 6.3 The Past President shall preside at such meetings of the corporation in the absence of the President and the President elect. In addition, the Past President will chair the Nominating Committee
- 6.4 The Secretary shall maintain all records of the Corporation, and shall take the minutes at all Board and Executive Committee meetings and retain them for the corporation. The Secretary shall determine whether there is quorum and shall have other powers and duties as may be assigned by the Board of Directors. The Secretary may delegate such other duties as required by law.
- 6.5 The Treasurer shall exercise general supervision over all aspects of the Corporation's financial affairs and shall provide complete financial reports to the Board in a timely manner. The Treasurer shall ensure that auditors are appointed and that audit reports are presented to the Board, at minimum, once a year at the end of fiscal year.

ARTICLE V: EXECUTIVE DIRECTOR, OTHER EMPLOYEES, AGENTS AND ATTORNEYS

The Board may employ or contract for the services of an Executive Director, or equivalent (such as a management company), who shall be charged with the management of the Corporation, subject to the policies and budget established by the Board. The Executive Director or equivalent's responsibilities will include, but not be limited to, employment and termination of staff, preparation of the annual business plan, conduct of financial affairs, and support for the work of the Board and committees. The Executive Director or equivalent shall report to the President but will be accountable to the Board, and shall provide regular reports to the Board. The Executive Director or equivalent shall serve as an ex officio but non-voting member of the Board. Compensation of the Executive Director or equivalent shall be fixed by the Board.

Section 2. Other Employees, Agents and Attorneys

The Board may appoint such other employees, agents and attorneys, with such powers and to perform such acts and duties on behalf of the Corporation, and with such compensation, as the Board may determine.

ARTICLE VI: MEMBERSHIP

Section 1. Members

Members of the Corporation shall be individuals and/or organizations engaged in or interested in the vision and mission of the Corporation. Application for membership must be approved according to the rules adopted by the Board of Directors and membership dues must have been paid for the membership year. The annual dues (\$ amount) for each active member are to be determined by the Board no later than end of October each year for membership the following year. Only members with paid dues shall have the right to vote at any official function.

Section 2. Membership Year

The membership year will be annual, from January to December.

Section 3. Membership Powers and Duties

- 3.1 The Membership shall elect Directors of the Board, pursuant to Article 4.3
- 3.2 The Membership may amend the by-laws pursuant to Article XIII below.
- 3.3 The Membership may act on any issue pertaining to the Corporation referred to it by the Board of Directors or requested in writing by 10 percent of all active members as defined in Section 1 above.
- 3.4 Categories of membership
 - Individual Member
 - Institutional Group A Membership (Max 5 people)
 - Institutional Group B Membership (Max 10 people)
 - Lower-Income Country Members
 - Lower Middle-Income Country Member
 - Student Member
- 3.5 Membership fee structure
 - Individual Member
 - Institutional Group A Membership (Max 5 people)
 - Institutional Group B Membership (Max 10 people)
 - Lower-income countries Member
 - Lower middle-income countries Member
 - Student Member

Fee structure and categories will be reviewed and determined by the BOD and reviewed and revised annually. The BOD will take into consideration social, geographic, and financial considerations as determined by the World Bank income groups when determining the fees and membership categories.

- 3.6 Roles and responsibilities and voting rights
An institutional member shall be entitled to 1 vote per voting occurrence. It will be the responsibility of the institution to designate a member to apply the voting right.

Section 4. Annual Assembly

- 4.1 The Annual Assembly of the Corporation shall be held once each year at the second quarter. The aim of the meeting is to review the state of the Corporation, including its finances, strategic and business plans for the subsequent years and the need to amend the present bylaws. Other subjects will be discussed as deemed appropriate. Attendance and voting procedures can be in a physical or virtual meeting. All members will apply their voting privileges at the Annual Assembly.
- 4.2 The membership shall be informed of the agenda, date, time and place of the Annual Assembly by written, faxed or e-mail communication **no later** than 45 days prior to the date of the meeting.
- 4.3 Members may vote on issues on the agenda in one of 3 ways: 1) in advance by using the official voting ballot 2) by written proxy designated to another member of the organization 3) at the actual Annual Assembly. Options 1 and 2 above must be submitted to the Secretary no later than 30 days prior to the Annual Assembly.
- 4.4 A majority of Members, (50% + 1), in person or by proxy, shall constitute a quorum.
- 4.5 The corporation will close the list of entitled voters the day before the vote. The Secretary of the Corporation shall prepare a list of the Members entitled to vote. Such list should be kept on file at the principal office of the Corporation and shall be available for inspection by any member for any proper purpose in accordance with appropriate governmental privacy laws.

Section 5. Special Meetings

- 5.1 Special meetings of Members may be called at any time, in writing, by (1) a majority of the Board of Directors or (2) by the President, or (3) 10 percent of Members (by mail, fax or e-mail).
- 5.2 Notice of such special meeting shall be served in the same manner and time as notice of the Annual Meeting.

- 5.3 Members may vote on issues on the agenda in person or by written proxy submitted to the Secretary no later than three days prior to the meeting.
- 5.4 A majority of Members, (50% + 1), in person or by proxy, shall constitute a quorum.
- 5.5 Proxies may be submitted by regular mail, fax, or e-mail to the Secretary.

ARTICLE VII: COMMITTEES, TASK FORCES and COMMUNITIES OF PRACTICE (CoPs)

Section 1 Committees

Committees may be established to assist the Board to operationalize its strategy. Each committee shall have a clearly defined charge, established levels of authority and lines of accountability, as well as contribute to maintaining the engagement of the membership. The names of the committees, along with their corresponding roles may change in order to expand with the needs of the Corporation. These changes will be proposed by the Executive, committee chairs and/or board members and voted on by the Board.

Chairs must be members of GAME. Unless otherwise stipulated, the chairs of the Committees are appointed for two years, potentially renewable. The appointment is proposed by any member of the Corporation and approved by the Executive.

Nominating Committee: The purpose of the nominating committee is to operationalize the process for appointments and voting of all Board of Directors and the President-elect positions.

Prior to each annual assembly of the membership, the Board shall review the terms of the directors and officers, and if needed will inform the Chair of the need to initiate a nominating process. The Immediate Past President shall serve as the Chair of the committee for two years, commencing with the beginning of their tenure as Immediate Past President. The committee shall include at least 2 current/active members of the Board of Directors as well as at least 2 non-Board organization members. The committee shall also present a list of nominees to the board of directors. They will vote to approve and thereafter shall be presented to the membership for voting.

Membership Committee: The purpose of the committee is to assist the Board in assessing and determining the needs of the GAME membership and to coordinate engagement in an effort to sustain and grow the membership. These duties include but not restricted to:

- Retention and growth strategies
- Monitoring and maintaining membership lists
- Benchmarking fee structures

Communications Committee: The purpose of the committee is to inform internal and external stakeholders of the activities of the organization. These duties include but not restricted to:

- Support and promote GAME activities and events
- Communication strategies (i.e., website, social media, newsletters)

Education Committee: The purpose of the committee is to assist the Board of Directors in continuously assessing the educational needs of the membership and develop and deploy interventions that improve competencies in lifelong learning in healthcare.

- Conduct needs assessments with the membership
- Develop specific interventions that target these needs for competency improvement
- Measure the impact of the interventions

Futurist and Innovation Committee: The purpose of the committee is to systematically explore predictions and possibilities about the future of lifelong learning in healthcare.

- Apply scientific methods to predict future trends in lifelong learning in healthcare
- Provide opportunities to enhance awareness of the future, to discuss and disseminate the findings on the future evolution of learning
- Help the board make informed strategic decisions

Section 2 Task Forces

The Board may appoint a Task Force to complete a specific mandate, in response to the needs of the Corporation. Goals, objectives, and deliverables will be defined by the Board. The appointment of a Chair is proposed by any member of the Board and approved by the Board of Directors. The Chair must be an active GAME member. Chairs shall select their own Task Force members, subject to Board approval.

Section 3 Communities of Practice

A Community of Practice (CoP) is a group of people who share a common concern, a set of common problems, and an interest in a topic who come together to fulfill both individual and group goals.

The responsibilities of CoPs shall comply with the strategic direction of the Corporation as established by the Board. The Leads and/or Co-leads of each CoP must ensure that the CoP remains within the GAME strategy. The CoP is responsible for providing reports and/or updates to the board upon their request.

The Leads and/or Co-leads must be members of GAME. Unless otherwise stipulated, the Leads/Co-leads of the CoPs are appointed for two years, potentially renewable. The appointment is proposed by any member of the Corporation and approved by the GAME Board of Directors.

ARTICLE VIII COLLABORATIONS, STRATEGIC ALLIANCES AND PARTNERSHIPS

Collaborations, strategic alliances, or partnerships need to follow the vision and mission of GAME. The BOD is responsible to identify and select strategic collaborations, strategic alliances, or partnerships, that are mutually beneficial to all parties involved.

Prior to entering into any relationship, it is the BoD's responsibility to ensure due diligence is conducted. Formalizing and documenting of such relationships must be approved by the BoD.

The BoD will appoint the party(ies) responsible for the management of the relationship(s) and initiative(s).

Section 1 Collaborations

Collaboration means 'to work with another person or group to achieve or do something' or engage in a project(s).

Section 2 Strategic alliances

A strategic alliance is an arrangement between two organizations to undertake a mutually beneficial initiative while each retains its independence.

Section 3 Partnerships

A partnership is an arrangement between two or more organizations to oversee business operations and share benefits and liabilities.

ARTICLE IX: FINANCIAL OVERSIGHT

Section 1. Fiscal Year

The fiscal year of the Corporation shall be the calendar year.

Section 2. Budget and Audit

The Board shall adopt an annual business plan and operating budget and oversee the implementation of the budget through regular reviews of the financial statements. The Board shall also ensure that the Corporation is guided by sound financial policies and practices. Its financial books and accounts shall be audited annually by a certified public accountant on a schedule to be determined by the Board and presented to the membership at the annual assembly.

Section 3. Depositories, Contracts, Notes, and Signatories

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may designate. The board members authorized to sign financial documents, checks, drafts, other orders for the payment of money or contracts will be the president and treasurer. In the event that one of the authorized signatories is unavailable, the board can appoint an interim signatory.

Section 4. Investments

The funds of the Corporation may be retained in whole or in part in cash or other securities, according to policies established by the Board.

ARTICLE X: INDEMNIFICATION

The Corporation shall indemnify, and advance expenses to, its Directors, officers, employees, and agents to the maximum extent permitted by the Connecticut Revised Non-Stock Corporation Act, as amended. The Board may obtain liability insurance to provide coverage for this obligation. Notwithstanding the foregoing, if at any time the Corporation is a private foundation, the Corporation shall not indemnify such individuals, procure insurance or share premium cost to the extent so doing would constitute an act of self-dealing as defined in Section 4941(d) of the Code (US Internal Revenue Code).

ARTICLE XI: BOOKS AND RECORDS

Correct and complete records of the activities and transactions of the Corporation shall be kept at its main office. These include but are not limited to a copy of the Certificate(s) of Incorporation, a copy of these By-laws, all minutes of the Board and the annual financial reports of the Treasurer required by Article V, Section 5.4 of the By-laws.

ARTICLE XII: DISSOLUTION

The Corporation shall use its funds only to accomplish the purposes and objectives specified in these By-laws and the Certificate of Incorporation. On dissolution of the Corporation, any funds or other assets remaining shall be distributed as provided in the Certificate of Incorporation.

ARTICLE XIII: AMENDMENTS

These bylaws may be amended by the affirmative vote by two-thirds of the Directors on the Board. Notice of proposed amendments shall be sent to all membership of the corporation, no later than 30 days post the vote, of the agreed amendments of the Board. It is the obligation of the Board, via the Secretary, to communicate and provide a notice of the amendments to the membership of the corporation. The membership, by a majority, will have 30 days post the notification of the amended bylaws, to inform the Board of any disagreements or rebuttal. It would then be the responsibility of the Board to assess the recommendations from the membership. The Board must make and document all decisions and formally communicate all decisions and its rationale to the membership.