

# THE AMERICAN BALINT SOCIETY CONSTITUTION AND BYLAWS

Approved by Council: March 14, 2011

- I. Name of the Society: The name of the Society shall be "The American Balint Society" (ABS) in honor of Dr. Michael Balint, who began working with groups of General Practitioners.
- II. The Goal and Objectives of the Society
  - a. Statement of Primary purpose:
    - i. The primary purpose of the Society shall be to promote and advance research, studies and training on the psychological aspects of primary medical practice, with special reference to the doctor/patient relationship, and to disseminate this knowledge beyond the Society for the improvement of the medical care of the public at large.
    - ii. In order to provide an opportunity for the study of problems in the Doctor-Patient relationship, the Society acts primarily to describe, promote, support, and train leaders for groups of the type initiated by Dr. Balint, now established in medical school, residency training and primary care practice in this country.
  - b. Powers in Furtherance of these Objectives. In furtherance of these objectives, but not otherwise, the Society through its Council shall have the following powers:
    - i. To educate physicians, physician educators, care delivery organizations, insurers and other interested professionals about the Balint group method of training/research and its applications through;
      1. development, publication and dissemination of materials (printed, video, audio, electronic, etc.), which introduce and illustrate Balint group method and outcomes
      2. development and presentation of workshops, seminars and other formats for training, supporting and supervising those wishing to start and lead Balint groups
      3. publication of a Society newsletter and promotion of publication of other relevant material such as meeting proceedings, relevant books, monographs, articles, research.
    - ii. To provide methods of linking those participating and those interested in participating in Balint group training for mutual support, supervision and collaboration.
    - iii. To establish relationships with the International Balint Federation and other organizations interested in exploring the therapeutic use of the doctor-patient relationship.
    - iv. To promote and support research on the Balint group method of training aimed at defining, measuring and demonstrating the results of this particular kind of group exploration of the doctor/patient relationship and the psychological aspects of primary medical practice.
    - v. To establish standards of leadership and a credentialing process for leaders.
    - vi. To obtain, collect and receive money and funds by way of contributions, donations, affiliation fees, subscriptions, legacies, grants and other lawful

methods, and to accept and receive gifts of property of any description (whether subject to any special trusts or not).

vii. To explore and create useful variations of the Balint group method.

III. Statement of Nonprofit Status: The American Balint Society shall be organized as a nonprofit organization and individual members will not derive profit therefrom.

IV. Membership of the Society: Membership of the Society shall consist of Subscribing and Honorary Members.

a. Subscribing Membership.

- i. Membership shall be open to individuals whose professional license or accreditation are in good standing, if applicable, and who submit a completed application and payment of the Society's dues to the Treasurer.
- ii. Membership shall become void in default of payment of yearly dues more than 6 months from the date of renewal notice.
- iii. Subscribing Members may vote on issues presented by the Council. They may vote in elections and hold Society office.
- iv. They are entitled to discounts on Society publications and educational offerings, and participation on the Society list-serve

b. Honorary Membership.

- i. Persons considered to be of outstanding merit by the Society shall be eligible for Honorary membership.
- ii. Nominations for Honorary Membership shall be proposed by the Council who will submit suitable names for election by the membership.
- iii. Honorary Members need not pay annual dues, nor may they hold office or vote.

V. Affairs of the Society

a. Management. The affairs of the Society shall be managed by a Council which shall consist of the:

- i. President
- ii. President-elect
- iii. Secretary
- iv. Treasurer
- v. eight (8) Council Members, one of whom may serve as Treasurer-elect
- vi. ABS Fellow
- vii. up to three (3) immediate past Presidents of the Society, and
- viii. non-voting *ad hoc* members appointed by Council.
- ix. *Ex officio*, non-voting membership on Council shall be extended to the chairperson of the Credentialing Coordinating Committee and the Coordinator of Intensives if they are not already Council members.

- b. Council members are elected to two year terms with the opportunity for re-election to a second two year term.
  - i. If not elected as an officer or Treasurer-elect, thus extending time on Council, a Council member must go off Council after four years for a period of at least two years, at which time s/he may run to be elected for another set of two, two year terms.
  - ii. Elections are held every other year, with Council members holding overlapping terms, such that not all Council members reach maximum term limit (4 years) in any election year.
  - iii. Council members must be Subscribing members of the ABS in good standing and are elected by the membership of the ABS.
  - iv. The Treasurer-elect is nominated and elected by special procedures when the final term of the sitting treasurer is anticipated. Procedures for this are outlined in the American Balint Society Policies and Procedures document that describes this office. It is a two-year position and fills one of the eight at-large Council members.
  - v. Officers are elected to terms as follows:
    - 1. President: one two year term only
    - 2. President-elect: one two year term only, then move to President for one two year term
    - 3. Secretary: one two year term with the opportunity to be re-elected for a second two year term, holding office for four (4) years maximum.
    - 4. Treasurer: two year terms with opportunity for re-election with a term limit of eight (8) years.
    - 5. ABS Fellow: one year term with opportunity to be re-elected for second one year term.
    - 6. The maximum someone may be a Council member is twelve (12) years, including terms as an officer, plus six (6) years past president tenure on the Council, if office of President was held. ABS Fellowship, *ex officio* and *ad hoc* terms do not count towards term limits.
    - 7. Officers must be Subscribing members in good standing and elected by the membership of the ABS.

c. Officer duties

- i. President –
  - 1. Duties of the President include, but are not limited to the following:
    - a. convenes and conducts Council meetings, special meetings and the Annual General Meeting, or delegates this duty
    - b. determines agenda for these meetings
    - c. serves as liaison and delegate to the International Balint Federation or delegates this duty
    - d. appoints committees for ad hoc tasks, unless another process for doing so is specified by bylaw or official procedures
    - e. delegates requests for consultation presented to the ABS by other organizations

- f. provides a written annual report of Society accomplishments and problems to the membership
    - g. conducts the annual budget process based on information supplied by the Treasurer
    - h. ensures that the procedures and policies specified in the bylaws and policies of the Society are followed in a timely fashion.
  - 2. Qualifications: The president must have been a member of Council for at least two years before becoming president-elect and then president, unless an unplanned vacancy forces suspension of this qualification.
- ii. President-elect
  - 1. Duties of the President-elect include, but are not limited to the following:
    - a. convenes and conducts Council meetings, special meetings and the Annual General Meeting if the President is not available to do so
    - b. chairs the nominating committee consisting of him/herself, one Council member and one non-Council member of the ABS to ensure nominations of members to fill vacant positions on Council and offices;
    - c. presents a slate to the membership and conducts the election by ballot, with the assistance of the Secretary.
    - d. oversees the activities of the Treasurer
    - e. chairs the Finance Committee and convenes the Finance Committee no less than twice yearly and reviews in detail the financial status of the Society
  - 2. Qualifications: The president-elect must have been a member of council for at least two years before becoming president-elect.
- iii. Secretary - Duties of the Secretary include, but are not limited to the following:
  - 1. takes and circulates minutes of the Council and other official ABS meetings, as directed by the President, to Council and ABS membership
  - 2. circulates other materials needed for the business of the Council as directed
  - 3. receives and responds to requests for information, directing requests to the appropriate officer, council member or committee chair
  - 4. sends out mass membership mailings including notice of the Annual General Meeting, ballots for election, announcement of annual membership dues, welcoming of new members, etc.
  - 5. maintains mailing and membership list up to date
  - 6. handles official correspondence as requested by the Council or Officers
  - 7. maintains various packets of material about the Society Balint Groups, leadership, etc to disseminate upon request
  - 8. delegates and supervises above tasks to paid secretarial support, when available.
- iv. Treasurer - Duties of the Treasurer include, but are not limited to the following:
  - 1. manages the financial affairs of the Society as directed by the Council including
    - a. dispensing funds

- b. processing dues and other income
- c. keeping accurate, up to date statement of all accounts belonging to the ABS

arranges for annual audit by a professional accountant appointed by the Council

- 2. Provides financial detail to the Finance Committee biannually for their review
- 3. provides Council with a treasurer's report when requested and with information to facilitate the annual budget-making process.
- 4. prepares a budget for the coming year, as detailed in the ABS Financial Policies and Procedures.

d. Election of Officers and Council members

- i. Candidates for election for officers of the Society and members of Council shall be Subscribing Members of the Society.
- ii. By February 1 of each election year, the nominating committee will have researched the qualifications of potential nominees and propose a slate of Officers and Council members willing to stand for election to all upcoming vacant seats.
- iii. This slate is presented to the Society membership with a request for additional nominations by March 1.
- iv. Additional nominations, which may include self-nominations, require a statement in writing by the nominee indicating willingness to serve if elected and statements of endorsement from two (2) ABS members.
- v. A ballot is sent to each Subscribing member of the ABS in good standing in March, due April 1 and counted only if that member's dues are paid by April 1.
- vi. Election is by a simple majority of votes.
- vii. Elections will be held for all vacant positions of Officers and Council once every other year.

e. Duties of the Council

- i. The Council shall meet at least four times yearly. either face-to-face, electronically, or by phone conference, and at such other times as the Council may determine.
  - 1. At all meetings the chair shall be taken by the President, or in his/her absence by the President-elect, or in their absence, by a member designated by the President.
  - 2. At a meeting of the Council a quorum shall be constituted by more than 50% of the voting Council members. A quorum is necessary to conduct official business of the Society and to make decisions binding on the Society's affairs.
  - 3. The Council will make decisions by majority vote, provided a quorum is present. However, any council member can call at any time for a vote to be done immediately by email.
  - 4. The Council shall have the power to fill executive offices and vacancies among members of the Council by co-option until the next regular election.

5. The Council may at their discretion invite other members of the Society to attend Council Meetings, but without the right to vote.
- ii. The Council shall be empowered to appoint Standing Committees and *ad hoc* committees.
  1. In addition to these Committees, Council shall appoint members of the Society with appropriate skills to serve as list-serve manager and web master.
  2. Members, composition, and Chairs of Committees:
    - a. The President-elect shall serve as chair of the Finance Committee.
    - b. Chairship and term limits for members of each Committee and other internal structure/operating procedures will be determined by the committee or governed by the appropriate Policy and Procedure and shall be approved by the Council.
    - c. The President will not serve as chair of a standing committee while in office.
    - d. Committee members will be recruited from Society membership.
    - e. Each committee will be formed with a mission stated by the Council.
    - f. The Chair of each Committee will report to the Council on a regular basis.
- iii. The Council shall manage the financial affairs of the Society
  1. The Council shall be empowered to create a yearly budget to support Society functions and initiatives in keeping with its stated purpose. The budget must be approved by 2/3 of the entire Council and the proposed budget published to all Subscribing Members for comment at least six (6) weeks prior to Council's vote to approve it.
  2. Funds may be dispersed directly by the Treasurer for approved budget items. Other requests for funds must be submitted in writing to the Treasurer who must secure a 2/3 majority approval written vote from the Council in order to disperse such funds.
  3. Dues. Annual dues shall be set by the Council. Consideration shall be given for lower dues for students, residents or fellows.
  4. Bank Account. The Council shall maintain Bank Account(s) for the Society with the Treasurer designated to sign all checks for disbursement of funds with required co-signature by the President-elect. Payments made by the ABS bank card will be pre-approved by the President-elect.
  5. Financial oversight. The Treasurer will submit records to the President-elect monthly to insure that two officers maintain oversight of disbursement of funds.
  6. The income and property of the Society whencesoever derived, shall be applied solely towards the promotion of the purposes of the Society as set forth in this Constitution, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to any member of the Society, PROVIDED that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer, servant or consultant of the Society or the repayment of approved out-of-pocket expenses.

f. Meetings of the Society

- i. The Annual General Meeting shall be held each year before the 30th of June via an electronic posting and/or by regular mail, available to all members. The agenda will include;
  1. the President's annual report,
  2. the Treasurer's independently reviewed statement of accounts,
  3. announcement of elected Council members and Officers,
  4. significant committee reports, and
  5. a report from the International Balint Federation delegate.
- ii. The President and Council may at any time call a Special Meeting of the Society, and shall do so upon receiving a written request from at least one third of the Subscribing Members. At least one week's notice of the date and business of this meeting must be given to every member and no business shall be conducted other than that notified.
- iii. Voting shall be restricted to Subscribing Members and held by paper or electronic ballot.
- iv. The Society year shall run from January 1st to December 31.
  1. Notice of annual dues is sent Jan 1 or before.
  2. A reminder of dues still owed is sent March 15.
  3. The nominating committee slate is proposed by Feb 1 with additional nominations by March 1.
  4. Election is held April 1. Ballots will be counted on April 8 and will only be accepted from members who are current with their dues as of April 1.
  5. Announcement of election results and turnover of Officer records and duties is done within 30 days of the close of elections.

VI. Alterations to Constitution and Bylaws

- a. Alterations to the constitution and bylaws shall receive the assent of not less than two-thirds of the members of the Council.
- b. A resolution for the alteration of the Society bylaws shall be received by the Secretary of the Society at least twenty-one (21) days before the meeting at which the resolution is to be brought forward.
- c. At least fourteen (14) days notice in writing of such a meeting shall be given by the Secretary to provide the members, and shall include notice of the alterations proposed PROVIDED that no alteration to the statement of primary purpose of the Society shall be made.

VII. Statement of Dedication/Dissolution:

- a. The Society may at any time be dissolved by a resolution passed by a two-thirds majority of those present and voting at a meeting of the Society, of which at least twenty-one days' notice shall have been sent to all members of the Society.
- b. Such resolution may give instructions for the disposal of any assets held by or in the name of the Society.
- c. The property of this organization is irrevocably dedicated to charitable purposes and no part of the net income or assets of this organization shall ever endure to the benefit of any director, officer or member thereof, or to the benefit of any private person.
- d. Upon the dissolution of the organization, the assets remaining after payment of provision of payment of all debts and liabilities of this organization shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.