

# INDEX

## Interstate Medical Licensure Compact Bylaws

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1 **INTERSTATE MEDICAL LICENSURE COMPACT**

2 **Bylaws**

3 **Article I**

4 **Commission Purpose, Function and Bylaws**

5 *Section 1. Purpose*

6 Pursuant to the terms of the Interstate Medical Licensure Compact , (the “Compact”),  
7 the Interstate Medical Licensure Compact Commission (the “Commission”) is  
8 established as a body corporate to fulfill the objectives of the Compact, through a  
9 means of joint cooperative action among the Member States: to develop a  
10 comprehensive process that complements the existing licensing and regulatory  
11 authority of state medical boards, provides a streamlined process that allows physicians  
12 to become licensed in multiple states, thereby enhancing the portability of a medical  
13 license and ensuring the safety of patients.  
14

15 *Section 2. Functions*

16 In pursuit of the fundamental objectives set forth in the Compact, the Commission shall,  
17 as necessary or required, exercise all of the powers and fulfill all of the duties delegated  
18 to it by the Member States. The Commission’s activities shall include, but are not limited  
19 to, the following: the promulgation of binding rules and operating procedures; equitable  
20 distribution of the costs, benefits and obligations of the Compact among the Member  
21 States; enforcement of Commission Rules, Operating Procedures and Bylaws; provision  
22 of dispute resolution; coordination of training and education; and the collection and  
23 dissemination of information concerning the activities of the Compact, as provided by  
24 the Compact, or as determined by the Commission to be warranted by, and consistent  
25 with, the objectives and provisions of the Compact. The provisions of the Compact shall  
26 be reasonably and liberally construed to accomplish the purposes and policies of the  
27 Compact.  
28

29 *Section 3. Bylaws*

30 As required by the Compact, these Bylaws shall govern the management and  
31 operations of the Commission. As adopted and subsequently amended, these Bylaws  
32 shall remain at all times subject to, and limited by, the terms of the Compact.  
33

34 **Article II**  
35 **Membership**

36 The Commission Membership shall be comprised as provided by the Compact. Each  
37 Member State shall have and be limited to two appointed voting representatives. The  
38 appointees shall be the Commissioners of the Member State. Each Member State shall  
39 forward the names of its Commissioners to the Commission chairperson. The  
40 Commission chairperson shall promptly advise the Member Board of the Member State  
41 of the need to appoint a new Commissioner whenever a vacancy occurs.  
42

52 **Article III**  
53 **Officers**

54  
55 *Section 1. Election and Succession*

56  
57 The officers of the Commission shall include a chairperson, vice chairperson, secretary  
58 and treasurer. The officers shall be duly appointed Commissioners, except that if the  
59 Commission appoints an Executive Director, then the Executive Director shall serve as  
60 the secretary. Officers shall be elected annually by the Commission at any meeting at  
61 which a quorum is present, and shall serve for one year or until their successors are  
62 elected by the Commission. The officers so elected shall serve without compensation or  
63 remuneration, except as provided by the Compact.

64  
65 *Section 2. Removal of Officers*

66  
67 Any officer may be removed from office by a majority vote of the Commission.

68  
69 *Section 3. Duties*

70  
71 The officers shall perform all duties of their respective offices as provided by the  
72 Compact and these Bylaws Such duties shall include, but are not limited to, the  
73 following:

- 74
- 75 a. *Chairperson.* The chairperson shall call and preside at all meetings of the  
76 Commission and in conjunction with the Executive Committee shall prepare  
77 agendas for such meetings, shall make appointments to all committees of the  
78 Commission, and, in accordance with the Commission's directions, or subject to  
79 ratification by the Commission, shall act on the Commission's behalf during the  
80 interims between Commission meetings.
  - 81
  - 82 b. *Vice Chairperson.* The vice chairperson shall, in the absence or at the direction  
83 of the chairperson, perform any or all of the duties of the chairperson. In the  
84 event of a vacancy in the office of chairperson, the vice chairperson shall serve  
85 as acting chairperson until a new chairperson is elected by the Commission.
  - 86
  - 87 c. *Secretary.* The secretary shall keep minutes of all Commission meetings and  
88 shall act as the custodian of all documents and records pertaining to the status of  
89 the Compact and the business of the Commission.
  - 90
  - 91 d. *Treasurer.* The treasurer, with the assistance of the Commission's executive  
92 director, if one is appointed, shall act as custodian of all Commission funds and  
93 shall be responsible for monitoring the administration of all fiscal policies and  
94 procedures set forth in the Compact or adopted by the Commission. Pursuant to  
95 the Compact, the treasurer shall execute such bond as may be required by the  
96 Commission covering the treasurer, the executive director and any other officers,  
97 Commissioners and Commission personnel, as determined by the Commission,  
98 who may be responsible for the receipt, disbursement, or management of  
99 Commission funds.

100  
101 *Section 4. Costs and Expense Reimbursement*

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

106  
107 *Section 5. Vacancies*

108  
109 Upon the resignation, removal, or death of an officer of the Commission before the next  
110 annual meeting of the Commission, a majority of the Executive Committee shall appoint  
111 a successor to hold office for the unexpired portion of the term of the officer whose  
112 position shall so become vacant or until the next regular or special meeting of the  
113 Commission at which the vacancy is filled by majority vote of the Commission,  
114 whichever first occurs.

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118 **Article IV**  
119 **Commission Personnel**

120  
121 *Section 1. Commission Staff and Offices*

122  
123 The Commission may by a majority of its members, or through its executive committee  
124 appoint or retain an executive director, who shall serve at its pleasure and who shall act  
125 as secretary to the Commission, but shall not be a member of the Commission. The  
126 executive director shall hire and supervise such other staff as may be authorized by the  
127 Commission. The executive director shall establish and manage the Commission's  
128 office or offices as determined by the Commission.

129  
130 *Section 2. Duties of the Executive Director*

131  
132 As the Commission's principal administrator, the executive director shall also perform  
133 such other duties as may be delegated by the Commission or required by the Compact  
134 and these Bylaws, including, but not limited to, the following:

- 135
- 136 a. Recommend general policies and program initiatives for the Commission's  
137 consideration;
  - 138
  - 139 b. Recommend for the Commission's consideration administrative personnel  
140 policies governing the recruitment, hiring, management, compensation and  
141 dismissal of Commission staff;
  - 142
  - 143 c. Implement and monitor administration of all policies, programs, and initiatives  
144 adopted by the Commission;
  - 145
  - 146 d. Prepare draft annual budgets for the Commission's consideration;
  - 147
  - 148 e. Monitor all Commission expenditures for compliance with approved budgets, and  
149 maintain accurate records of the Commission's financial account(s);
  - 150
  - 151 f. Assist Commissioners as directed in securing required assessments from the  
152 Member States;
  - 153
  - 154 g. Execute contracts on behalf of the Commission as directed;

- 155
- 156 h. Receive service of process on behalf of the Commission;
- 157
- 158 i. Prepare and disseminate all required reports and notices directed by the
- 159 Commission; and
- 160
- 161 j. Otherwise assist the Commission's officers in the performance of their duties
- 162 under Article IV herein.
- 163
- 164 k. Seek and acquire financial grants for the purpose of supporting Commission
- 165 operations.
- 166
- 167
- 168

169 **Article V**  
170 **Qualified Immunity, Defense, and Indemnification**

171  
172 *Section 1. Immunity*

173  
174 The Commission, its Commissioners, officers, executive director, and employees shall  
175 be immune from suit and liability, either personally or in their official capacity, for any  
176 claim for damage to or loss of property or personal injury or other civil liability caused or  
177 arising out of or relating to any actual or alleged act, error, or omission that occurred, or  
178 that such person had a reasonable basis for believing occurred within the scope of  
179 Commission employment, duties, or responsibilities; provided, that any such person  
180 shall not be protected from suit or liability, or both, for any damage, loss, injury, or  
181 liability caused by the intentional or willful and wanton misconduct of any such person.

182  
183 *Section 2. Defense*

184  
185 Subject to the provisions of the Compact and rules promulgated thereunder, the  
186 Commission shall defend the Commissioner of a Member State, his or her  
187 representatives or employees, or the Commission, and its representatives or employees  
188 in any civil action seeking to impose liability against such person arising out of or  
189 relating to any actual or alleged act, error or omission that occurred within the scope of  
190 Commission employment, duties, or responsibilities or that such person had a  
191 reasonable basis for believing occurred within the scope of Commission employment,  
192 duties or responsibilities; provided, that the actual or alleged act, error, or omission did  
193 not result from gross negligence or intentional wrongdoing on the part of such person.

194  
195 *Section 3. Indemnification*

196  
197 The Commission shall indemnify and hold the Commissioner of a Member State, his or  
198 her representatives or employees, or the Commission, and its representatives or  
199 employees harmless in the amount of any settlement or judgment obtained against such  
200 person arising out of or relating to any actual or alleged act, error, or omission that  
201 occurred within the scope of Commission employment, duties, or responsibilities or that  
202 such person had a reasonable basis for believing occurred within the scope of  
203 Commission employment, duties, or responsibilities; provided, that the actual or alleged  
204 act, error, or omission did not result from gross negligence or intentional wrongdoing on  
205 the part of such person.

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**Article VI**  
**Meetings of the Commission**

*Section 1. Meetings and Notice*

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

*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

259 on a matter that is on the agenda an opportunity to be heard absent a prior written  
260 request to the Commission. The chairperson may limit the time and manner of any such  
261 statements at any open meeting.

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263

## 264 **Article VII** 265 **Committees**

266

### 267 *Section 1. Executive Committee*

268

269 The Commission shall establish an executive committee which shall be empowered to  
270 act on behalf of the Commission during the interim between Commission meetings,  
271 except for rulemaking or amendment of the Compact or these Bylaws. The executive  
272 committee shall be composed of all officers of the Commission and the chairperson of  
273 each committee established as provided in Section 2 of this Article. The immediate past  
274 chairperson of the Commission shall also serve as an ex-officio member of the  
275 executive committee for a term of one year. The procedures, duties, budget, and tenure  
276 of such an executive committee shall be determined by the Commission. The power of  
277 such an executive committee to act on behalf of the Commission shall at all times be  
278 subject to any limitations imposed by the Compact. The executive committee is subject  
279 to the requirements of Article VI of these Bylaws.

280

### 281 *Section 2. Committees*

282

283 The Commission may establish Committees as it deems necessary to advise it  
284 concerning the fulfillment of its objectives, which may include, but not be limited to, a  
285 Funding Committee, Budget Committee, Technology Committee, Bylaws and Rules  
286 Committee, Personnel Committee and Communications Committee. The composition,  
287 procedures, duties, budget and tenure of such committees shall be determined by the  
288 Commission. The Commission may dissolve any committee it determines is no longer  
289 needed. These committees are not subject to the requirements of Article VI of these  
290 Bylaws.

291

292

## 293 **Article VIII** 294 **Finance**

295

### 296 *Section 1. Fiscal Year*

297

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

299

### 300 *Section 2. Budget*

301

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

304

### 305 *Section 3. Accounting and Audit*

306

307 The Commission, with the assistance of the executive director, shall keep accurate and  
308 timely accounts of its internal receipts and disbursements of the Commission funds. The  
309 treasurer, through the executive director, shall cause the Commission's financial  
310 accounts and reports including the Commission's system of internal controls and

311 procedures to be audited annually by an independent certified or licensed public  
312 accountant, as required by the Compact, upon the determination of the Commission,  
313 but no less frequently than once each year. The report of such independent audit shall  
314 be made available to the public and shall be included in and become part of the annual  
315 report to the Governors and legislatures of the Member States. The Commission's  
316 internal accounts, any workpapers related to any internal audit, and any workpapers  
317 related to the independent audit shall be confidential; provided, that such materials shall  
318 be made available: i) in compliance with the order of any court of competent jurisdiction;  
319 ii) pursuant to such reasonable rules as the Commission shall promulgate; and iii) to  
320 any Commissioner of a Member State, or their duly authorized representatives.

321  
322 *Section 4. Debt Limitations*

323  
324 The Commission shall monitor its own and its committees' affairs for compliance with all  
325 provisions of the Compact, its rules, and these Bylaws governing the incursion of debt  
326 and the pledging of credit.

327  
328 *Section 5. Travel Reimbursements*

329  
330 Subject to the availability of budgeted funds and unless otherwise provided by the  
331 Commission, Commissioners shall be reimbursed for any actual and necessary  
332 expenses incurred pursuant to their attendance at all duly convened meetings of the  
333 Commission or its committees as provided by the Compact.

334  
335  
336 **Article IX**  
337 **Withdrawal, Default, and Termination**

338  
339 Member States may withdraw from the Compact only as provided by the Compact. The  
340 Commission may terminate a Member State as provided by the Compact.

341  
342  
343 **Article X**  
344 **Adoption and Amendment of Bylaws**

345  
346 Any Bylaw may be adopted, amended or repealed by a majority vote of Commissioners,  
347 provided that written notice and the full text of the proposed action is provided to all  
348 Commissioners at least thirty (30) days prior to the meeting at which the action is to be  
349 considered. Failing the required notice, a two-thirds (2/3rd) majority vote of  
350 Commissioners shall be required for such action.

351  
352 **Article XI**  
353 **Dissolution of the Compact**

354  
355 The Compact shall dissolve effective upon the date of the withdrawal or the termination  
356 by default of a Member State which reduces Membership in the Compact to one  
357 Member State as provided by the Compact.

358  
359 Upon dissolution of the Compact, the Compact becomes null and void and shall be of  
360 no further force or effect, and the business and affairs of the Commission shall be  
361 concluded in an orderly manner and according to applicable law. Each Member State in  
362 good standing at the time of the Compact's dissolution shall receive a pro rata



363 distribution of surplus funds based upon a ratio, the numerator of which shall be the  
364 amount of its last paid annual assessment, and the denominator of which shall be the  
365 sum of the last paid annual assessments of all Member States in good standing at the  
366 time of the Compact's dissolution. A Member State is in good standing if it has paid its  
367 assessments timely.  
368