

NAMEC Policy and Procedure Manual Outline

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1-- Guiding Principles, revised 07.22.2011

a. Mission

The Mission of NAMEC is to:

- Represent the interests of medical education companies (MECs), including advocacy for MECs and education of the professionals who work for them.
- Support the advancement of certified education as an integral part of the healthcare community in improving patient health outcomes.
- Foster increased collaboration among certified education stakeholders in a manner of mutual support, professionalism, and respect.
- Advocate, demonstrate, and support the value of certified education.

b. Goals

The Goals of the association are to:

- Serve as a forum for discussion of issues, challenges, and opportunities relevant to both MECs and the certified education enterprise as a whole.
- Strengthen relationships among MECs and other certified education stakeholders.
- Facilitate educational activities dedicated specifically to the needs of NAMEC members.
- Disseminate information, publish papers and issue statements that support the continuing professional activities produced by MECs.
- Represent MECs and the certified education enterprise to the media, governmental agencies, and other outside organizations.
- Direct activities that elevate the best practices of the certified education enterprise.

c. Code of ethics

NAMEC supports the ACCME Essential Areas, Policies and Standards for Commercial Support; the AMA Ethical Opinion on Gifts to Physicians; the AdvaMed Code of Ethics for Interactions with Health Care Professionals; the PhRMA Code on Interactions with Healthcare Professionals; and relevant governmental guidelines and encourages its members to conduct their business in ways that are consistent with these guidelines.

Note: Code of Ethics also appears in the Bylaws, Article 2, Section 2

d. Definition of a MEC

A MEC is an entity (either for profit or not for profit) whose primary business is the dissemination of the most current information on disease states, therapies, medical products and devices, and other pertinent medical practice topics to physicians and other health care professionals; and whose information is primarily delivered through continuing professional education activities, such as symposia or enduring materials. These activities are intended to confirm or change current medical practice and ultimately improve patient care. These activities may be supported by educational grants from pharmaceutical, biological, and/or device manufacturing companies, from other commercial entities, from government agencies, from foundations, or from subscription or registration fees.

2—Membership, Revised 02.27.2012

a. Membership eligibility

NAMEC is an association of companies. Therefore the basic unit of membership is that of a company or a firm.

Membership (Full Voting) is open to any medical education company (MEC) that meets the following definition:

- An entity (either for profit or not for profit) whose
 - primary business is the dissemination of the most current information on disease states, therapies, medical products and devices, and other pertinent medical practice topics to physicians and other health care professionals.
 - information is primarily delivered through continuing professional education activities, such as symposia or enduring materials. These activities are intended to confirm or change current medical practice and ultimately improve patient care. These activities may be supported by educational grants from pharmaceutical, biological, and/or device manufacturing companies, from other commercial entities, from government agencies, from foundations, or from subscription or registration fees.

Member (Associate, Non-Voting) status is available to those organizations that do not meet the definition of a MEC, but have a vested interest in the improvement and success of MECs. Associate members shall not be eligible to vote and may not be elected as members of the Board but may otherwise participate in all other activities of the association including chairing or serving on committees.

In addition, an education consulting company can become a Full Voting Member if it is currently working with at least one MEC.

An individual who is not currently affiliated with a MEC may also become an associate, non-voting member. Individual associate members may serve on or chair committees but are not eligible to serve on the board of directors.

Upon payment of the annual fee each eligible organization may forward the name of a "Primary Member Representative" and up to seven additional contacts. The Primary Member Representative shall be the official voting member of the organization. The primary and additional contacts (up to 7) will have full access to the members only section, which includes the membership directory, archive and list serve information. Member contacts may also participate in online forum discussions. All employees of member companies are eligible to participate in NAMEC educational conferences and other events. They are also eligible to participate in NAMEC Committees and run for election to the NAMEC Board of Directors.

Non-members may serve as a volunteer on a NAMEC committee, at the

recommendation of the committee chair, for a period of up to one year. After one year, the individual must become an individual NAMEC member or be removed from the committee.

Non-Renewal of Dues

Members will be expected to renew online or by check within 90 days of expiration. If renewal payments are not received within that time period, the company or individual will be required to join again as a New Member.

b. Annual dues

New members who join between	Membership valid through	Initial Membership Fee	First Year Renewal Fee	Renewal Fee Each Year Thereafter
January 1 and March 31	December 31 of the current year	Member Companies \$1,200	Member Companies \$1,000	Member Companies \$1,000
		Individual Members \$375	Individual Members \$300	Individual Members \$300
April 1 and September 30	December 31 of the current year	Member Companies \$1,200	Member Companies \$500	Member Companies \$1,000
		Individual Members \$375	Individual Members \$250	Individual Members \$300
October 1 and December 31	December 31 of the following year	Member Companies \$1,200	Member Companies \$1,000	Member Companies \$1,000
		Individual Members \$375	Individual Members \$300	Individual Members \$300

The four founding members of NAMEC (listed below) have been granted lifetime complimentary status as individual (associate, non-voting) members, when not employed by a member company:

- Karen Overstreet
- Jacqueline Parochka
- Mark Schaffer
- Richard Tischler

3--Board of Directors, Revised 07.22.2011

a. Composition of the Board of Directors

The Board of Directors consists of a minimum of eight (8) directors, including the four officers, or such other number as may be designated by the Board of Directors.

The officers consist of the four (4) directors serving as President, President-Elect, Secretary and Treasurer.

a.i. Term of Office

Each director and officer, with the exception of the President and President-Elect, serves a term of three (3) years unless other unusual circumstances exist.

The President-Elect is selected by vote of the membership and serves a two (2) year term in this position, followed by a two (2) year term as President. Following the term, the President becomes an additional member of the board, at the discretion of the remaining board members until the next election cycle.

Note: Term of Office also mentioned in the Bylaws Articles 3 and 4.

a.ii. Duties and Responsibilities

The duties and responsibilities of each officer position are delineated in the NAMEC Bylaws, article 4.

b. Meeting Types and Conduct

The NAMEC Board of Directors meets twice annually in a face-to-face venue, unless otherwise determined. The Annual Meeting is held in conjunction with the AMA National Task Force on CME Provider/Industry Collaboration conference. The Interim Meeting takes place in conjunction with the Alliance for Continuing Medical Education's annual conference. Board members are permitted to participate in these meetings remotely, utilizing available technology, at the discretion of the board.

Throughout the rest of the year, conference call meetings are generally scheduled monthly. The President is responsible for identifying discussion items and setting the meeting agenda.

c. Board of Directors' Code of Ethics

c.i. Overview

NAMEC board members have an obligation to do more than just meet legal standards. NAMEC board members are expected to meet standards of conduct as well. Many boards adopt codes of ethics to emphasize this point to their members. All board members should sign the NAMEC Board of Directors Code of Ethics statement upon election to the Board. The Secretary will maintain the signed Ethics statement for the full terms of all on the Board. The President-elect will ensure all new Board members sign and submit their signed Ethics statement.

c.ii. Board of Directors' Code of Ethics statement

As a member of the NAMEC Board of Directors I will:

- Ensure that my fiduciary duty to NAMEC is the foundation for all of my actions as a Board member.
- Represent the interests of all members served by NAMEC.
- Refrain from using my service on the NAMEC Board primarily for my own personal advantage.
- Keep confidential any information so designated by the Board of Directors.
- Approach all Board issues with an open mind, listen respectfully to the opinions of my Board colleagues, and make decisions based on the best interests of NAMEC and its members.
- Act with the authority of NAMEC only when such authority is delegated to me by the Board or the bylaws.
- Declare all conflicts of interest that pertain to Board service or to any Board issue and abstain from discussion and/or voting if the conflict so dictates.
- Sign or e-mail an agreement attesting to this policy.

NAMEC Policy Developed: 2002; Last revised 07.22.2011

4--New Board Member Orientation, revised 07.22.2011

a. Orientation process

The new board member orientation session takes place within one month of elections. The President-elect is responsible for setting the time and place and conducting this session at a convenient time for all new directors.

b. Orientation documents

The President-elect will provide the following documents to new directors prior to the orientation:

- NAMEC Policy and Procedure Manual
- That calendar year's Board minutes
- Board member list and contact information
- NAMEC member list

c. Orientation topics

The President-elect will discuss, at least, the following items during the new board member orientation:

- Current projects and priorities
- Committee projects and membership needs
- Board meeting structure and frequency
- Board of Directors' Code of Ethics (note: President-elect will also have new Board members sign the Code of Ethics and mail or fax to the NAMEC secretary)
- All ideas are welcome and encouraged for discussion during board meetings
- Active participation at meetings and with special projects is expected
- Each NAMEC bylaw, policy and procedure with a special focus on the Board of Director section
- Each new board member will be assigned to (or may volunteer for) a NAMEC committee

d. Mentors

The NAMEC president will assign each new board member a mentor from the board to assist with assimilation.

5. Committee Responsibilities and Duties, Revised 07.22.2011

a. General Committee Information The board roster is prepared annually within one month of the elections and is posted on the organization's web site www.NAMEC.org

a.i. Committee Member Solicitation

The President-elect is responsible for regularly soliciting volunteers to serve on committees.

a.ii. Scope of Authority

The committees of NAMEC are listed below. These committees serve at the pleasure of the NAMEC President and Board of Directors and report to the Board through the President-elect. The Chairs are responsible to report to the Board all plans, activities, and accomplishments of the Committee in accordance with their listed duties. All Committee functions should relate to the Association's mission.

a.iii. Common Committee Duties

The following duties are common to all NAMEC committees. Duties specific to each committee are found in the specific committee section below.

- Develop annual plan and budget and submit to President-Elect for Board approval
- Prepare and submit written reports at the request of the Board of Directors
- Present committee report to members at request of Board of Directors
- Maintain roster of committee members and encourage active participation from NAMEC member representatives

a.iv. Committee Chairs

Committee chairs are assigned at the pleasure of the President-elect with the approval of the Board. There is no limit to the number of terms that a President-elect, with the Board's approval, assigns a NAMEC member to serve as a committee chair.

b. Advocacy Support Committee

Charge

The Advocacy Support Committee serves to monitor and observe current issues and developments internally and externally that may impact MECs. It is the eyes and ears of NAMEC by researching, collecting data, and formulating position statements and recommendations for the Board and membership of NAMEC. The committee is responsible for identifying issues, concerns, and developments that may be of importance to MECs and to NAMEC and its Board of Directors. This process may entail surveying NAMEC membership or other groups/organizations, conducting focus groups, reviewing professional literature, or other mechanisms to assist the Board in formulating appropriate avenues for addressing these issues.

Duties

- Identify possible issues of importance/interest to NAMEC membership
- Plan, conduct, analyze results from, and report on membership surveys conducted on behalf of the organization
- Identify opportunities for additional research related to the Association's Mission and submit them to the Board for approval
- Coordinate selection of research grant recipients (if any) and oversee their work

c. Awards Committee

Charge

The Awards Committee is charged with annually identifying persons who have increased the visibility and credibility of the organization, selecting appropriate mechanisms of recognition, and purchasing the awards. The chair of the Awards Committee is the President-Elect.

Duties

- Identify annually persons who have increased the visibility and creditability of the association
 - o Including requesting nominations from the membership
 - o Propose individuals for consideration to the Board
- Research and propose appropriate means of recognition such as plaques and other awards
- Maintain the NAMEC logo for engraving purposes
- Purchase and engrave the awards
- Determine best venue in which to distribute awards to the recipients
- Maintain ongoing list of award recipients

d. Communications Committee

Charge

The Communications Committee is charged with facilitating effective communication between NAMEC and internal and external audiences via best available tools and methods.

Duties

- Disseminate information to NAMEC members at the request of the Board of Directors
- Develop, host and maintain the official NAMEC website; ensure that its content is accurate and current; update as needed
- Facilitate posting of annual election results on website within 1 month of elections
- Continuously explore opportunities for improving/enhancing communication
- Maintain media plan and timeline
- Interface with media consultant

e. Membership Committee

Charge

The Membership Committee is responsible for NAMEC member retention and new member recruitment.

Duties

- Identify opportunities for soliciting new members
- Plan, conduct, and report to Board on membership drives
- Monitor NAMEC membership; follow-up with non-renewing members as to reasons for not renewing
- Annually review exhibit opportunities, propose conferences at which Committee agrees NAMEC should be present along with expenses to the Board for approval
- Reserve exhibit space at conferences, arrange for use of booth, printing of panels, shipping, set up and staffing of booth
- Order NAMEC buttons and/or other materials to promote NAMEC at annual/interim

- meetings, as well as other meetings at which NAMEC exhibits
- Attend educational session at the annual/interim meetings to discuss membership opportunities with potential members
- Develop membership section of the annual survey and submit to the Research Committee for the purpose of assessing opportunities to enhance benefits of membership
- Identify and develop member benefits
- Communicate accomplishments and benefits of membership to members in advance of annual renewal notices

f. Nominations and Elections Committee

Charge

The Nominations and Elections Committee is responsible for all nomination and election processes by or for NAMEC. The Committee Chair is the President-Elect. The committee includes two other NAMEC member representatives-at-large and not currently on the Board.

Duties

- Plan, conduct, and oversee the nomination and elections process
- Develop the Call for Nominations request (*see template in section 7, Reference Documents*) and provide to the Communications Committee for distribution to member representatives
- Report on the Call for Nominations process conducted on behalf of the organization
- Develop criteria for nomination to the Board prior to each election and ensure criteria are approved by the current Board
- Identify candidates to run for open Director positions
- Prepare ballots for Director and Officer positions
- President-elect to disseminate ballots to and receive ballots from NAMEC voting member representatives
- Count the ballots and determine those candidates elected
- Conduct run-off ballots, if necessary. In case of a tie, run-off ballots may be distributed expeditiously by either e-mail or fax where the chair of the committee would insure all eligible voters would be given the same and appropriate opportunity to cast a ballot.
- Contact all candidates to inform them of election results.
- Prepare results of the election process and provide to Communication Committee for communication to the membership

g. Policy and Bylaws Committee

Charge

The Policy and Bylaws Committee is responsible for reviewing the bylaws of NAMEC to ensure relevancy to the organization and to develop and review policies to address specific issues that are identified by the NAMEC Board of Directors and Membership

Duties

- Regularly review the Bylaws and policies and procedures and recommend changes to the Board of Directors when necessary
- Draft new policies related to issues identified by the Board of Directors
- Identify potential policy implications and bring important issues with policy implications to the attention of the Board of Directors as they arise

h. Program Committee

Charge

The Program Committee is responsible for the planning and executing of educational programs delivered on behalf of NAMEC to its members, appropriate industry colleagues and partners.

Duties

- Regularly assess educational needs of the membership
- Identify and propose topics, program formats, and speakers to the Board of Directors for review and approval
- Conduct pre-event planning sessions
- Publicize meetings to appropriate groups
- Make event room, audiovisual, and catering arrangements
- Evaluate the effectiveness of each program and communicate results to the Board of Directors

6. POLICIES

a. Policy on Codification

In order to establish a system for easily identifying the date of policy development and review and to assist with version control, the following codification system is to be used:

- 1 Each policy will bear the month and year of development, eg, Dev 02.2005 for Developed February 2005.
- 2 Each policy for which a revision to the policy was enacted should include the date of revision, eg, Rev. 02.2005 for Revised February 2005.

NAMEC Policy Code: Dev 01.2002, Rev 07.2011

b. Policy on Sharing Membership List

NAMEC has established an Internet-based web site with the following address – www.NAMEC.org . The web site offers several features including an alphabetical listing of all current members. Because of the publicly available web site posting, the NAMEC Board directs any interested person to access the member organization list in this manner. The membership list may not be used for commercial purposes. All NAMEC member organizations are expected to fully comply with this policy.

NAMEC Policy Code: Dev 03.2003; Rev 02.2005

c. Policy on Posting Job Openings on the Website

The NAMEC web site was created to permit information sharing between and among NAMEC members. The job posting policy is as follows:

- Pricing policy:
 - Up to 3 free postings at any time for members
 - All other postings \$50 until filled or every 6 mos
- NAMEC reserves the right to refuse or remove any posting; NAMEC also reserves the right to bar further postings
- Job posters are required to update the site administrator when positions fill for removal of posting; Failure to provide updates may result in being barred from future postings
- The accuracy of information posted is the sole responsibility of the poster. NAMEC is not responsible for any inaccuracies or misrepresentations
- NAMEC site administrators will make updates to the job listings on an ongoing basis but reserves the right to alter the update schedule as needed; NAMEC members will be advised of changes to the update schedule

NAMEC Policy Code: Dev 03.2004; Rev 07.2011

d. Policy on Advocacy

Definition:

Advocacy is defined as the act or process of supporting a cause or proposal. An advocate is one that pleads the cause of another; one that defends or maintains a cause or proposal.

Policy:

The Board of Directors will serve as an advocate for and the voice of medical education companies (MECs) represented by the NAMEC organization. This role will include, but not be limited to:

1. Writing articles for continuing education professional journals;
2. Writing articles for continuing education professional organization newsletters;
3. Writing pieces for the industry magazines, and newspapers;
4. Serving as a presenter at a continuing education professional organization; and

5. Writing position papers on topics identified by the NAMEC membership.

NAMEC Policy Code: Dev 03.2003; Last rev 07.2011

7. Reference Documents

a. NAMEC Fact Sheet—January 2011

NAMEC, The National Association of Medical Education Companies, Inc., is a professional association that provides representation, advocacy and education for Medical Education Companies (MECs). NAMEC's mission is to:

- Represent the interests of medical education companies (MECs), including advocacy for MECs and education of the professionals who work for them.
- Support the advancement of certified education as an integral part of the healthcare community in improving patient health outcomes.
- Foster increased collaboration among certified education stakeholders in a manner of mutual support, professionalism, and respect.
- Advocate, demonstrate, and support the value of certified education.

MECs are independent organizations whose primary activity is providing continuing education and other scientific information for physicians and other healthcare professionals. MECs are distinguished from other continuing education providers in that they are not usually associated with an organization whose primary activity is related to the provision of healthcare services—such as a hospital or health plan—or a larger educational institution such as a university. MECs may be for profit or non-for-profit and typically have substantial expertise related to the development of scientific content, design of educational activities, editorial development of educational materials, and logistical implementation of educational initiatives.

The Goals of the association are to:

- Serve as a forum for discussion of issues, challenges, and opportunities relevant to both MECs and the certified education enterprise as a whole.
- Strengthen relationships among MECs and other certified education stakeholders.
- Facilitate educational activities dedicated specifically to the needs of NAMEC members.
- Disseminate information, publish papers and issue statements that support the continuing professional activities produced by MECs.
- Represent MECs and the certified education enterprise to the media, governmental agencies, and other outside organizations.
- Direct activities that elevate the best practices of the certified education enterprise.

NAMEC supports the ACCME (Accreditation Council for Continuing Medical Education) Essential Areas - Policies and Standards for Commercial Support; the AMA (American Medical Association) Ethical Opinion on Gifts to Physicians; and the PhRMA (Pharmaceutical Research and Manufacturers of America) Code on Interactions with Healthcare Professionals. The group encourages its members to conduct their business in ways that are consistent with these guidelines.

One of the primary issues facing MECs is related to the updated ACCME Standards for Commercial Support. NAMEC supports the overall intent of ensuring that CME is free of commercial bias and is aligned with the interests of the public. However, NAMEC believes that these goals should be implemented in ways that ensure the participation of the nation's

top experts in CME and that are consistent with maintaining the funding base upon which much of the CME in the United States depends.
Visit www.NAMEC.org

b. Call for Nominations for Board of Directors and Officers TEMPLATE

This is a call for nominations to fill <<xx>> seats on the NAMEC Board of Directors.

- Candidates must be willing to, at minimum, attend two face to face board meetings per year, participate on monthly conference calls, and act as a liaison to one or more of the association's standing or ad hoc committees.
- The term of a director shall be three years. A director may serve two consecutive terms.
- Candidates should also be willing to serve as an officer of the organization. The four officers of the association: President, President Elect, Secretary and Treasurer will be elected by the membership from the members of the Board of Directors.
- To be eligible for nomination, a candidate must be an employee of a company that meets the definition of "full voting."
- Any representative of a "full voting" organization may make a nomination, including a self-nomination.
- Candidates must submit the following information to the Chair of the Nominations Committee (usually the President-Elect) no later than <<date>>
 - A biographical sketch of no more than 200 words
 - A "statement of philosophy" pertinent to the goals and mission of the organization of no more than 200 words
- The NAMEC Nominations Committee will prepare and mail a ballot to the "primary" member representative of each "full voting" organization. All ballots must be returned to the Chair of the Nominations Committee by <<date>>
- The results of the election will be announced at the Annual NAMEC Meeting, to be held on <<date>>, in <<city>>.

c. Member Solicitation Letter-Sample

Note: the member solicitation letter is sent on NAMEC letterhead. This sample is from April 2005

Dear Colleague:

In mid 2001, 34 medical education and communication companies formed NAMEC to serve the purposes of an advocacy organization—to address issues relevant to our needs, and to speak with one voice. We have grown to be some 60+ strong.

We extend a personal invitation to you and your company, at this very critical time, to join this exciting organization. There are some compelling reasons to do so.

- NAMEC is the recognized advocate for medical education and communication companies.
- NAMEC is a source for information about breaking news and headlines.
- NAMEC will help you navigate your way through regulatory changes and challenges.
- NAMEC provides educational opportunities for you to better understand the critical issues we face.
- NAMEC provides networking opportunities to discuss these challenges with colleagues.

Following are a few examples of ways in which we have represented our members and their interests. We have:

- ◆ Submitted a response to the OIG pertaining to the Draft Guidance.
- ◆ Submitted a response to the ACCME pertaining to the draft Standards for Commercial Support.
- ◆ Addressed the Wall Street Journal article *When Doctors Go to Class, Industry Often Foots the Bill*, by Scott Henley, published December 4, 2002.
- ◆ Developed working relationships with the AMA, the ACCME, and the Coalition for Healthcare Communications.
- ◆ Conducted educational activities at our annual meeting, in conjunction with the AMA's Industry/Provider Taskforce meeting, and in conjunction with the meetings of the Alliance for CME.
- ◆ Led in clarification efforts in response to the new ACCME SOCS, by conducting an audioconference with Dr. Kopelow, and publishing the Q&A for members.

We'll be pleased to provide more key information about NAMEC for your review. Please also visit www.namcc.org. On behalf of NAMEC members, I want to thank you for considering joining and look forward to sharing a collegial relationship.

Should you have any questions or suggestions, please feel free to contact me by phone at 310-621-8729 or via e-mail at john.bwright@verizon.net.

With regards,

John B. Wright Chair, Membership Committee

d. Stationery and Pantone Code - Sample

- Pantone 1805
- Pantone Black

NAMEC REVISED NAMEC GENERIC BOD LETTERHEAD NOV 04.docLETTERHEAD.doc



e. Activity Evaluation Form- Template

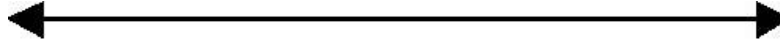
National Association of Medical Education Companies

<<MEETING TITLE>>

<<MEETING

DATE/TIME>>

Educational Activity Evaluation



DISAGREE Circle the appropriate number after each statement. **AGREE**

1. Activity met expectations 1 2 3 4 5 6
2. Activity content reflected activity description 1 2 3 4 5 6
3. Presenter(s) was knowledgeable/credible in subject area 1 2 3 4 5 6
 - A. Speaker #1 1 2 3 4 5 6
 - B. Speaker #2 1 2 3 4 5 6
 - C. Speaker #3 1 2 3 4 5 6
 - D. Speaker #4 1 2 3 4 5 6
4. Presenter(s) communicated clearly, effectively, 1 2 3 4 5 6 interestingly
 - A. Speaker #1 1 2 3 4 5 6
 - B. Speaker #2 1 2 3 4 5 6
 - C. Speaker #3 1 2 3 4 5 6
 - D. Speaker #4 1 2 3 4 5 6
5. Presenter(s) were objective and unbiased 1 2 3 4 5 6
 - A. Speaker #1 1 2 3 4 5 6
 - B. Speaker #2 1 2 3 4 5 6
 - C. Speaker #3 1 2 3 4 5 6
 - D. Speaker #4 1 2 3 4 5 6
6. The presentation met the specified learning objectives 1 2 3 4 5 6
 - A. Objective #1 1 2 3 4 5 6
 - B. Objective #2 1 2 3 4 5 6
 - C. Objective #3 1 2 3 4 5 6
 - D. Objective #4 1 2 3 4 5 6

- 7. Format/teaching aides effectively used 1 2 3 4 5 6
- 8. Adequate time for questions was provided 1 2 3 4 5 6
- 9. The information was relevant to my organization 1 2 3 4 5 6
- 10. Today's activity was of high quality 1 2 3 4 5 6

What type of organization best describes your work setting? (select one)

- Accredited MEC
- Non-accredited MEC
- Academic Institution
- Medical Society
- State/Local Licensing
- Commercial Supporter
- Other

How long have you worked in CME? (select one) Is your company a member of NAMEC? (select one)

- Less than 1 year
- 1-3 years Yes
- 3-5 years No
- 5-10 years I'm not sure
- More than 10 years

What topics and/or presenters could we offer in the future to meet your needs?

- 1. _____ 2. _____

Please provide other activity or content improvement comments below.

f. Board of Directors Meeting Agenda-Sample

NAMEC Board Teleconference

Monday, March 7, 2005

9:00 AM–10:00 AM eastern time Dial 1-800-569-1949; code 847250

Agenda

Secretary's Report

- Approval of February minutes

Treasurer's Report

- Financial report

Committee Reports

- Program (review of eval summary from SF)
- Communications
- Policy and Bylaws
- Membership
- Research
- Nominations
- Awards

New Business

- Future of the Research Committee

Old Business

- Steinbrook Editorial in N Eng J Med response
- Bylaws-(any items ready for approval?)

Future Meeting Times

- Determine a date for April teleconference

Bylaws—AMENDED AND APPROVED BY THE BOARD OF DIRECTORS 02.27.2012

National Association of Medical Education Companies, Inc.

By Laws

Article 1

MISSION AND GOALS

SECTION 1. Mission

The Mission of NAMEC is to:

- Represent the interests of medical education companies (MECs), including advocacy for MECs and education of the professionals who work for them.
- Support the advancement of certified education as an integral part of the healthcare community in improving patient health outcomes.
- Foster increased collaboration among certified education stakeholders in a manner of mutual support, professionalism, and respect.
- Advocate, demonstrate, and support the value of certified education.

Goals

The Goals of the association are to:

- Serve as a forum for discussion of issues, challenges, and opportunities relevant to both MECs and the certified education enterprise as a whole.
- Strengthen relationships among MECs and other certified education stakeholders.
- Facilitate educational activities dedicated specifically to the needs of NAMEC members.
- Disseminate information, publish papers and issue statements that support the continuing professional activities produced by MECs.
- Represent MECs and the certified education enterprise to the media, governmental agencies, and other outside organizations.
- Direct activities that elevate the best practices of the certified education enterprise.

Article 2

MEMBERSHIP

SECTION 1 Membership. NAMEC is an association of companies. Therefore the basic unit of membership is that of a company or a firm.

Membership (Full Voting) is open to any medical education company (MEC) that meets the following definition:

- An entity (either for profit or not for profit) whose
 - primary business is the dissemination of the most current information on disease states, therapies, medical products and devices, and other pertinent medical practice topics to physicians and other health care professionals.

- information is primarily delivered through continuing professional education activities, such as symposia or enduring materials. These activities are intended to confirm or change current medical practice and ultimately improve patient care. These activities may be supported by educational grants from pharmaceutical, biological, and/or device manufacturing companies, from other commercial entities, from government agencies, from foundations, or from subscription or registration fees.

Member (Associate, Non-Voting) status is available to those organizations that do not meet the definition of a MEC, but have a vested interest in the improvement and success of MECs. Associate members shall not be eligible to vote and may not be elected as members of the Board but may otherwise participate in all other activities of the association including chairing or serving on committees.

In addition, an education consulting company can become a Full Voting Member if it is currently working with at least one MEC.

An individual who is not currently affiliated with a MEC may also become an associate, non-voting member. Individual associate members may serve on or chair committees but are not eligible to serve on the board of directors.

Upon payment of the annual fee each eligible organization may forward the name of a "Primary Member Representative" and up to seven additional contacts. The Primary Member Representative shall be the official voting member of the organization. The primary and additional contacts (up to 7) will have full access to the members only section, which includes the membership directory, archive and list serve information. Member contacts may also participate in online forum discussions. All employees of member companies are eligible to participate in NAMEC educational conferences and other events. They are also eligible to participate in NAMEC Committees and run for election to the NAMEC Board of Directors.

Non-members may serve as a volunteer on a NAMEC committee, at the recommendation of the committee chair, for a period of up to one year. After one year, the individual must become an individual NAMEC member or be removed from the committee.

The four founding members of NAMEC (listed below) have been granted lifetime complimentary status as individual (associate, non-voting) members, when not employed by a member company:

Karen Overstreet
Jacqueline Parochka
Mark Schaffer
Richard Tischler

Non-Renewal of Dues

Members will be expected to renew online or by check within 90 days of expiration. If renewal payments are not received within that time period the company or individual will be required to join again as a New Member.

SECTION 2. Code of Ethics. NAMEC supports the *ACCME Essential Areas, Policies and Standards for Commercial Support*, the *AMA Ethical Opinion on Gifts to Physicians*, the *AdvaMed Code of Ethics for Interactions with Health Care Professionals*, the *PhRMA Code on Interactions with Healthcare Professionals*, and relevant governmental guidelines and encourages its members to conduct their business in ways that are consistent with these guidelines.

Note: Code of Ethics also appears in the Association History section of the Policy & Procedure manual

SECTION 3. Nonstock, Nonprofit Corporation. The Corporation is a nonstock corporation, and shall be governed by its members. The Corporation is organized as a not-for-profit corporation under the laws of the United States and this State, and neither the Corporation, its Directors, its members, officers, agents, or successors shall do anything to jeopardize its status as such. Specific provisions with regard to nonprofit status appear in the Charter of the Corporation.

SECTION 4. Annual Meeting. The annual meeting of the member organizations of the Corporation shall be held on a day duly designated by the Board of Directors for the purposes of installing newly elected directors and officers, education, and the transaction of other corporate business as necessary.

SECTION 5. Special Meetings. Special meetings of the member organizations may be called at any time for any purpose or purposes by the President, by the President Elect, or by a majority of the Board of Directors, and shall be called forthwith by the President, by the President Elect, the Secretary or any director of the Corporation upon the request in writing of a majority of the member organizations of the Corporation. Such request shall state the purpose or purposes of the meeting. Business transacted at all special meetings shall be confined to the purpose or purposes stated in the notice of the meeting, unless all members are present, in which case a special meeting may transact any business.

Notice of a special meeting shall be issued a minimum of 30 days in advance of the scheduled meeting time. The notice shall include the following: agenda, date and time of meeting; if the meeting is to be conducted in person, the location of the meeting, if the meeting is to be conducted by teleconference, the call-in number and any necessary pass-code. This notice provision shall be deemed waived if every member attends either in person or by proxy.

SECTION 6. Place of Holding Meetings. All meetings of the members shall be held at a location designated by the Board of Directors.

SECTION 7. Notice of Meetings. The secretary or designee shall provide written notice to each member at the postal address, e-mail address, or facsimile number as it appears upon the books of the Corporation, at least ten (10) days before the meeting. Each such notice shall state the place, day, and hour at which the meeting is to be held and, in the case of any special meeting, shall state briefly the purpose or purposes thereof.

SECTION 8 Quorum. The presence in person or by proxy of at least ten percent of the current active member organizations shall constitute a quorum at all regular meetings of the members, except as otherwise provided by law, by the Articles of Incorporation or by these By-Laws. If less than a quorum shall be in attendance at the time for which the meeting shall have been called, the meeting may be adjourned by a majority vote of the members present or represented, without any notice other than by announcement at the meeting, until a quorum can attend. At any previously adjourned meeting at which a quorum is attained, any business may be transacted which might have been transacted if the meeting had been held as originally called.

At "special meetings" (see section 5 above) of the organization, a quorum shall consist of a majority of the member organizations in attendance. At these "special meetings" only items pre-publicized on the agenda may be discussed and voted upon.

SECTION 9. Conduct of Meetings. Meetings shall be presided over by the President of the Corporation or, if he/she is not present, by a designated officer of the Board, or, if none of said officers is present, by a chairman to be selected at the meetings. The Secretary of the Corporation shall act as secretary of such meetings; in the absence of the Secretary, the presiding officer may appoint a person to act as secretary of the meeting.

SECTION 10. Voting. At all meetings of the association every member organization entitled to vote thereat shall have one (1) vote. Such vote may be either in person or by proxy appointed by an instrument in writing subscribed by such member representative. Such proxy shall be dated, but need not be sealed, witnessed or acknowledged. All elections, questions and motions shall be decided by a majority of the votes cast at the duly constituted meeting, except as otherwise provided by law, in the Articles of Incorporation or by these By-Laws.

If the President or Chair of the meeting shall so determine, a vote by ballot may be taken upon the election or matter, and the vote shall be so taken upon the request of a majority of the members. In either of such events, the proxies and ballots shall be received and be taken in charge and all questions touching the qualification of voters and the validity of proxies and the acceptance or rejection of votes, shall be decided by the tellers. Such tellers shall be appointed by the President or Chair.

Article 3

BOARD OF DIRECTORS

SECTION 1. General Powers. The current Board of Directors constitutes the officers of the corporation. The property and business of the Corporation shall be managed under the direction of the Board of Directors.

SECTION 2. Number and Term of Office. The number of directors shall be a minimum of eight (8) or such other number, as may be designated from time to time by resolution of a majority of the entire Board of Directors, provided that the number of directors shall never be less than the minimum number permitted by Section 2402 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time. The directors shall serve a 3 year term, except as

hereinafter provided, and each director shall serve until his successor shall be elected and shall qualify.

SECTION 3. Filling of Vacancies. In the case of any vacancy of the Board of Directors through death, resignation, disqualification, removal or other cause, the vacancy shall be filled by election by the members.

If a director leaves the employ of a member organization, the director will have until the next election cycle to affiliate with or become a member organization. If, by the time of the next election cycle, the director is not affiliated with a member organization, a new director will be elected from among the membership to serve out the remainder of the unexpired term. The unaffected members of the board reserve the right to amend the terms of current board members in order to ensure the continuing function of NAMEC business.

SECTION 4. Place of meeting. The Board of Directors may hold their meetings and have one or more offices, and keep the books of the Corporation, either within or outside the State of Maryland, at such place or places as they may from time to time determine by resolution or by written consent of a majority of the whole Board of Directors. The Board of Directors may hold their meetings by conference telephone or other similar electronic communications equipment in accordance with the provisions of the Maryland Corporation Law.

SECTION 5. Regular Meetings. Regular meetings of the Board of Directors may be held without notice to the general membership at such time and place as shall from time to time be determined by resolution of the Board, provided that notice of every resolution of the Board fixing or changing the time or place for the holding of regular meetings of the Board shall be sent to each director at least three (3) days before the first meeting held pursuant thereto. The Board of Directors shall meet face-to-face at least twice per year. Any business may be transacted at any regular meeting of the Board.

SECTION 6. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by direction of the President and must be called by the President or the Secretary. The President or Secretary shall give notice of each special meeting of the Board of Directors at least three (3) days prior to the meeting to each director; but such notice may be waived by any director. Acceptable forms of notice include phone, mail, e-mail, or facsimile. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any special meetings. At any meeting at which every director shall be present, even though without notice, any business may be transacted and any director may in writing waive notice of the time, place and objectives of any special meeting.

SECTION 7. Quorum and Action. A majority of the whole number of directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors, but, if at any meeting less than a quorum shall be present, a majority of those present may adjourn the meeting from time to time, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law or by the Articles of Incorporation or by these By-Laws.

SECTION 8. Compensation of Directors. Directors shall not receive any stated salary for their services as such. Nothing herein contained shall be construed to preclude any

director from serving the Corporation in any other capacity and receiving compensation therefore.

SECTION 9. Board of Directors' Ad Hoc Committees. The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of two or more of the directors of the Corporation, which, to the extent provided in the resolution, shall have and may exercise the powers of the Board of Directors, and may authorize the seal of the Corporation to be affixed to all papers which may require it. Such committee or committees shall have such names as may be determined from time to time by resolution adopted by the Board of Directors.

SECTION 10. Indemnification and Insurance. The provisions of MD. CODE ANN., CORP. & ASS'NS § 2-418 shall control the indemnification of any Director and member acting in that capacity. References in this Section to Directors shall be deemed to refer to any Director and member representative acting in that capacity. The Corporation may insure any director, officer, employee, contractor, agent, or other individual or entity who, in the opinion of the Board of Directors, might be source of judgment or other liability, or liability for legal defense, to the extent permitted by subsection (k) of the above-referenced section of the Maryland Code. The indemnification or insurance provided by the Corporation to any director, officer employee, contractor, agent, or other individual or entity shall not be deemed exclusive of other rights to which those seeking indemnification or the proceeds of insurance may be entitled under the Articles of Incorporation, the By-Laws, the Laws of the State of Maryland or the Federal Government, or any agreement, vote of the disinterested Directors, or otherwise, both as to action in his official capacity and as to action in any other capacity while holding office, and shall continue as to a person or entity who has ceased to hold office or employ in the Corporation as the Board of Directors might deem appropriate in a policy or resolution applying to all persons or entities similarly situated, and shall insure to benefit of the heirs, executors, administrators, assigns, and successors in interest of such person or entity.

SECTION 11. Interested Director Transactions. To the extent that an interest of a Director is known by that director or would have been known if that director had undertaken reasonable inquiry, an interested director transaction shall be governed by subsections (b)(1) and (b)(2) of MD. CODE ANN., CORP, & ASS'NS § 2-419 as if the disjunctive "or" at the end of (b)(1)(ii) were replaced by the conjunctive "and," it being the intention of this section to enforce both disclosure to the Directors and fairness to the interests of the Corporation.

Article 4

Officers

SECTION 1. Election, Tenure and Compensation. The officers of the Corporation shall be a President, a President Elect, a Secretary, and a Treasurer. To be eligible to serve as an Officer the candidate must have served as a director for at least one (1) year. Officers shall be elected for terms of three years (3) years except for the President and President-Elect terms of 2 years and as necessary to set up a rotation where no more than four (4) director positions become vacant in a single year.. When a Board member is elected as an officer, the remainder of his or her term shall become vacant. Vacancies created by directors who are elected as officers shall be filled by a vote of the membership. Directors who are elected to fill vacancies shall be elected for the unexpired portion of the original officer's term.

If an officer leaves the employ of a member organization, the officer will have until the next election cycle to affiliate with or become a member organization. If, by the time of the next election cycle, the officer is not affiliated with a member organization, a new officer will be elected from among the membership to serve out the remainder of the unexpired term. . The unaffected members of the board reserve the right to amend the terms of current board members in order to ensure the continuing function of NAMEC business.

Except where otherwise expressly provided in a contract duly authorized by the Board of Directors, all officers and agents of the Corporation shall be subject to removal at any time by the affirmative vote of a majority of the voting members.

SECTION 2 Powers and Duties of the President. The President shall preside at all meetings of the Board of Directors unless s/he designates a chairman to preside at meetings of the Board of Directors in the President's absence. The President shall be the chief executive officer of the Corporation and shall have general charge and control of all its business affairs and properties. S/he shall preside at all meetings of the members.

The President may sign and execute all authorized bonds, contracts or other obligations in the name of the Corporation. He shall have general powers and duties of supervision and management usually vested in the office of president of a corporation. The President shall be ex-officio a member of all the standing committees.

SECTION 3. President Elect. In case of the absence or disability of the President, the duties of that office shall be performed by the President Elect. And shall serve as the Chair of the Nominations and Elections Committee and the Awards Committee.

SECTION 4. Secretary. The Secretary shall give, or cause to be given, notice of all meetings of members and directors and all other notices required by law or by these By-Laws, and in case of his absence or refusal or neglect to do so, any such notice may be given by any person thereunto directed by the President, or by the directors or members upon whose written request the meeting is called as provided in these By-Laws. The Secretary shall record all the proceedings of the meetings of the members and of the directors in books provided for that purpose, and he shall perform such other duties as may be assigned to him by the directors or the President. He shall have custody of the seal of the Corporation and shall affix the same to all instruments requiring it, when authorized by the Board of Directors or the President, and attest the same. In general, the Secretary shall perform all the duties generally incident to the office of Secretary, subject to the control of the Board of Directors and the President.

SECTION 5. Treasurer. The Treasurer shall have custody of all the funds and securities of the Corporation, and he shall keep full and accurate account of receipts and disbursements in books belonging to the Corporation. He shall deposit all moneys and other valuables in the name and to the credit of the Corporation in such depository or depositories as may be designated by the Board of Directors.

The Treasurer shall disburse the funds of the Corporation as may be ordered by the

Board of Directors, taking proper vouchers for such disbursements. He shall render to the President and the Board of Directors, whenever either of them so requests, an account of all his transactions as Treasurer and of the financial condition of the Corporation.

The Treasurer shall give the Corporation a bond, if required by the Board of Directors, in sum, and with one or more sureties, satisfactory to the Board of Directors, for the faithful performance of the duties of his office and for the restoration to the Corporation in case of his death, resignation, retirement or removal from office of all books, papers, vouchers, moneys, and other properties of whatever kind in his possession or under his control belonging to the Corporation.

The Treasurer shall perform all the duties generally incident to the office of the Treasurer, subject to the control of the Board of Directors and the President.

Article 5

Corporate Seal

In the event that the President shall direct the Secretary to obtain corporate seal, the corporate seal shall be circular in form and shall have inscribed thereon the name of the Corporation, the year of its organization and the word "Maryland." Duplicate copies of the corporate seal may be provided for use in the different offices of the Corporation but each copy thereof shall be in the custody of the Secretary of the Corporation or of an Assistant Secretary of the Corporation nominated by the Secretary.

Article 6

Bank Account and Loans

SECTION 1. Bank Accounts. Such officers or agents of the Corporation as from time to time shall be designated by the Board of Directors shall have authority to deposit any funds of the Corporation in such banks or trust companies as shall from time to time be designated by the Board of Directors and such officers or agents as from time to time shall be authorized by the Board of Directors may withdraw any or all of the funds of the Corporation so deposited in any such bank or trust company, upon checks, drafts or other instruments or orders for the payment of money, drawn against the account or in the name or on behalf of this Corporation, and made or signed by such officers or agents; and cash bank or trust company with which funds of the Corporation are deposited is authorized to accept, honor, cash and pay, without limit as to amount, all checks, drafts or other instruments or orders for the payment of money, when drawn, made or signed by officers or agents so designated by the Board of Directors shall have been received by such bank or trust company. There shall from time to time be certified to the banks or trust companies in which funds of the Corporation are deposited, the signature of the Board of Directors to draw against the same. In the event that the Board of Directors shall fail to designate the persons by whom checks, drafts and other instruments or orders for the payment of money shall be signed, as hereinabove provided in this Section, all of such checks, drafts and other instruments or orders for the payment of money up to \$500 shall be signed by the Treasurer. Those checks,

drafts and other instruments or orders for the payment of money in any amount greater than \$500 shall be signed by the Treasurer and countersigned by the President or President Elect.

SECTION 2. Loans. Such officers or agents of this Corporation as from time to time shall be designated by the Board of Directors shall have authority to effect loans, advances or other form of credit at any time or times for the Corporation from such banks, trust companies, institutions, corporations, firms or persons as the Board of Directors, shall from time to time designate, and as security for the repayment of such loans, advances, or other forms of credit to assign, transfer, endorse and deliver, either originally or in addition or substitution, any or all stocks, bonds, rights and interests of any kind in or to stocks or bonds, certificates of such rights or interests, deposits, accounts, documents covering merchandise, bills and accounts receivable and other commercial paper and evidences of debt at any time held by the Corporation; and for such loans, advances or other forms of credit to make, execute and deliver one or more notes, acceptances or written obligations of the Corporation on such officers or agents shall deem such provisions as to the security or sale or disposition thereof as such officers or agents shall deem proper; and also to sell to, or discount or rediscount with, such banks, trust companies, institutions, corporations, firms or persons any and all commercial paper, bills receivable, acceptances and other instruments and evidences of debt at any time held by Corporation, and to that end to endorse, transfer and deliver the same. There shall from time to time be certified to each bank, trust company, institution, corporation, firm or person so designated the signatures of the officers or agents so authorized; and each such bank, trust company, institution, corporation, firm or person is authorized to rely upon such certification until written notice of the revocation by the Board of Directors of the authority of such officers or agents shall be delivered to such bank, trust company, institution, corporation, firm or person.

Article 7

Notices

Whenever, under the provisions of these By-Laws, notice is required to be given to any director, officer or member, it shall not be construed to mean personal notice. Acceptable forms of notice include mail, e-mail, or facsimile directed to the address, e-mail address, or facsimile number that is recorded in the books of the Corporation. Any member, director or officer may waive any notice required to be given under these By-Laws.

Article 8

Miscellaneous Provisions

SECTION 1. Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

SECTION 2. Amendment of By-Laws. By a two-thirds majority vote of the entire Board of Directors, the Board of Directors shall have the power and authority to amend, alter or repeal these By-Laws or any provision thereof, and may from time to time make additional By-Laws.