



# Federation of State Physician Health Programs, Incorporated

## Constitution and Bylaws

### Constitution and Bylaws

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### Article I – Name

The name of the organization shall be the Federation of State Physician Health Programs, Incorporated.

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### Article II – Purpose

The Federation shall be a nonprofit Corporation whose purpose is to provide a forum for education and exchange of information among state programs, to develop common objectives and goals, to develop standards, to enhance awareness of issues related to physician health and impairment, to provide advocacy for physicians and their health issues at local, state, and national levels, and to assist state programs in their quest to protect the public.

We believe that individual state physician health, recovery and rehabilitation programs struggle with many issues that will best be addressed by the collective voice of an organization of such programs. The Federation recognizes the need for different approaches by individual state organizations in delivering services and is committed to working together for the safety of the public, the medical profession, and the program participants on a national level.

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### Article III – Membership

#### Section 1. Classes of Membership

The membership of this organization shall be composed of the following:

- A. State Members
- B. Associate Members
- C. Honorary Members
- D. International Members
- E. Organizational Members
- F. Individual Members
- G. Industry Partner Individual Members

All classes of FSPHP membership must comply with the FSPHP code of ethics, FSPHP conflict of interest policies, and all other FSPHP policies and procedures.

#### Section 2. State Memberships



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State programs subsequently described with compensated staff, and/or compensated Medical Director, and/or voluntary committee chairperson/staff. A state physician health program shall have a confidential diversionary role allowing for a therapeutic alternative to disciplinary action and have the support of organized medicine in its state in one of the following ways in order to qualify for membership:

1. Come under the direct auspices of the State Medical Society/Association; or
2. Be recognized/approved by the State Medical Society/Association (as a program of the Society/Association) in cases where the program is not under the direct auspices of the Society/Association; or
3. Be directed by a policy-making board which is composed of a majority representation from the State Medical Society/Association; or
4. Be administered by a state licensing or disciplinary agency that has a written agreement with the State Medical Society/Association which accepts this program.

Only State Members shall have the right to vote at meetings. States with one member program shall have one vote per state. In states with more than one member program, each member program shall cast one vote. If the votes from each member program within a given state match, that vote will collectively carry as one single vote for the state. If the votes from each member program within a given state do not match, no vote will carry from that state.

### Section 3. Associate Memberships

Open to compensated staff and/or non-compensated staff and oversight board or committee members of state physician health programs as defined above.

### Section 4. Honorary Memberships

Open to outstanding persons at the nomination by a State Member, and the election by two-thirds of the State Members present at the annual meeting.

### Section 5. International Memberships

International programs subsequently described with compensated staff, and/or compensated Medical Director, and/or voluntary committee chairperson/staff. An international physician health program shall have a confidential diversionary role allowing for a therapeutic alternative to disciplinary action and shall have the support of organized medicine in its state, province or jurisdiction in one of the following ways in order to qualify for membership:

1. Come under the direct auspices of the applicable Medical Society/Association; or
2. Be recognized/approved by the applicable Medical Society/Association (as a program of the Society/Association) in cases where the program is not under the direct auspices of the Society/Association; or
3. Be directed by a policy-making board which is composed of at least 60% representation from the applicable Medical Society/Association; or
4. Be administered by a recognized governing board that has a written agreement with the applicable Medical Society/Association which accepts this program.

### Section 6. Organizational Memberships

Open to organizations who are engaged in the education, intervention, research, peer assistance, monitoring and advocacy of physicians and/or other professionals with potentially impairing illness in a hospital, office or other clinical/non-clinical setting. This category is open to only ONE (1) individual per organization, including a compensated and/or non-compensated staff and oversight board or committee member. In order to qualify for membership, an applicant for organizational membership shall:

1. Attest in writing that it supports the mission and goals of the FSPHP.
2. Be sponsored for membership by a recognized state or international physician health program and shall be approved by a majority of the Membership Committee and two-thirds of the Board of Directors as meeting the published membership criteria.

### Section 7. Individual Memberships

Open to individuals who are engaged in the education, intervention, research, peer assistance, monitoring and/or advocacy of physicians or other professionals with potentially impairing conditions.



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This category is also open to compensated and/or non-compensated staff and oversight board or committee members of an FSPHP Organizational Member in good standing. In order to qualify for membership, applicants shall:

1. Attest in writing that he or she supports the mission and goals of the FSPHP.
2. Be sponsored for membership by a recognized state or international physician health program or Organizational Member in good standing (for compensated and/or non-compensated staff and oversight boards or committee members of that Organizational Member) shall be approved by a majority of the Membership Committee and two-thirds of the Board of Directors as meeting the published membership criteria.

### **Section 8. Industry Partner Individual Memberships**

Open to any individual whose primary activity or work involves products or services that are of interest to physician health programs or other professional health monitoring programs including any business that directly services such programs or their participants. This category of membership is open to representatives, compensated or non-compensated staff, oversight board or members of state licensing or disciplinary agencies.

In order to qualify for membership, an applicant for Industry Partner Individual Membership shall:

1. Attest in writing that it supports the mission and goals of the FSPHP.
2. Be sponsored for membership by a recognized state or international physician health program and shall be approved by a majority of the Membership Committee and two-thirds of the Board of Directors as meeting the published membership criteria.

### **Section 9. Restriction from State/Associate/International/Honorary/Organizational and Individual Membership**

State/Associate/International/Honorary/Organizational and Individual Membership categories are not intended to include representatives, compensated or non-compensated staff, oversight board or members of state licensing or disciplinary agencies, treatment facilities, drug-testing companies, other entities or organizations that provide services to PHPs or their participants. These individuals are intended for Industry Partnership Individual Membership.

### **Section 10. Loss of Membership**

Membership in FSPHP shall be subject to removal automatically for failure to pay membership dues or failure to maintain qualifications for membership as defined in Article III, Sections 2-9 of the FSPHP Bylaws.

### **Section 11. Removal of Membership for Cause**

The Board shall have the power, by an affirmative vote of two-thirds of the Board of Directors to remove membership of any member of the FSPHP for cause. Cause may consist of, but is not limited to, serious misconduct, or the violation of professional ethics and/or behavior inconsistent with FSPHP's mission.

The use of Federation Membership to promote a service, treatment facility, drug-testing company, other entity or organization for financial self-interest is prohibited and shall be grounds for removal of membership privileges at the sole discretion of the Federation Board of Directors.

Action to remove any member may be taken at any meeting of the Board of Directors provided that fifteen (15) business days prior to the date of such meeting, written notice has been mailed/emailed by the Secretary to the member at his or her last known address, setting forth the reason for the proposed removal of membership and the time and place (or teleconference) of the meeting of the Board at which action thereon may be taken. Such member shall be invited to make a written presentation and be heard by the Board prior to any decision. The final decision in such matters shall be made by the Board and shall be conclusive. All rights and privileges of membership shall terminate upon notice to the member.

1. Right of review: Any member removed from membership for cause may request review of the action taken by the Board of Directors. Such requests must be made in writing to the Board of Directors within 15 (fifteen) business days of the Board's notification of its decision to the member. Upon receipt of timely request for review of action, the Board or its designated committee will review the cause for removal. Subsequently, the Board will prepare a written



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statement setting forth the basis of the action and provide the member with a final decision which shall be made by an affirmative vote of two-thirds of the Board and shall be conclusive.

2. Reinstatement of membership: Any member with a removed membership may petition the Board for reinstatement. Petition shall be made in writing to the Board and include substantive evidence that the cause of removal has been remediated or resolved. Reinstatement following removal shall be by affirmative vote of two-thirds of the members of the Board and shall be conclusive.

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### Article IV – Officers and Directors

#### Section 1. Officers and their Terms

President – 2 years  
President-Elect – 2 years  
Secretary – 2 years  
Treasurer – 2 years  
Immediate Past President – 2 years

#### Section 2. Directors and their Terms

Directors shall be composed of ten members. Two Directors will be from each region, one at-large, and one Public Director each serving two years.

#### Section 3. Board Composition

Of the fifteen Officer/Director positions, a majority shall at any one time be physicians. No state shall be allowed more than one regional Directorship during any two-year term. The Board shall determine regional divisions and define their state composition.

#### Section 4. Board Eligibility and Elections

With the exception of the Public Director, only State Members and Associate Members, who are staff members of state physician health programs, can serve as Officers or Directors. The President-Elect, Secretary, Treasurer, and all Directors shall be elected by ballot from the slate submitted by the Nominating Committee by a majority vote of the State Members. Newly elected Officers/Directors shall assume office at the close of the last session of the annual meeting, at which time the incumbent President shall become the Immediate Past President, and the incumbent President-Elect will accede to the Presidency. All three Presidential offices shall at all times be held by a physician. All Directors shall be considered for nomination by criteria approved by the Board of Directors.

#### Section 5. Duties

**A. President:** The President shall preside at all meetings and session of the Corporation and of its Board of Directors. He/she shall perform the duties customary to that office, shall be able to sign checks, and shall exercise such other rights as the Bylaws and custom and parliamentary usage may require or as the Corporation or its Board of Directors shall direct.

**B. President-Elect:** The President-Elect shall assist the President in the discharge of the duties of that office and shall perform Presidential duties upon the President's request or in the President's absence.

**C. Immediate Past President:** The Immediate Past President shall serve in a consultative capacity to the Corporation advising in matters as required and shall be Chair of the Nominating Committee.

**D. Secretary:** The Secretary shall keep minutes of all meetings; be custodian of all records; carry on the official correspondence of the Corporation; notify the Officers/Directors/Membership/Committees of meetings, elections, appointments, and other official notices, and keep a register of current memberships.



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**E. Treasurer:** The Treasurer shall sign checks; charge on the books of the Corporation the dues of each member; demand and receive all funds due the Corporation and deposit promptly the same in a depository approved by the Executive Committee; and keep proper and accurate records of all moneys.

**F. Directors:** The eight regional Directors shall represent the interests of their respective constituencies and will function as set forth below. The Director-at-Large or a Public Director will function in a similar manner.

### Section 6. Vacancies

**A.** In the event of a vacancy in the office of the President, the President-Elect shall assume the Presidency for the remainder of the current year and shall then serve the full two-year term for which elected.

**B.** In the event of a vacancy in the office of President-Elect, the Board of Directors shall select from among the two senior regional Directors one of them to assume the duties, but not the office, of the President-Elect for the remainder of that year. At the next annual meeting of the membership, a President-Elect shall be elected.

**C.** In the event of a vacancy in the office of Immediate Past President, the position shall remain unoccupied until filled by the next retiring President.

**D.** In the event of a vacancy in the office of Secretary, the Board of Directors shall designate one of the regional Directors to fill the duties, but not the office, of the Secretary for the remainder of that year, and at the next annual membership meeting, a Secretary shall be elected.

**E.** In the event of a vacancy in the office of Treasurer, the Board of Directors shall appoint a qualified member to perform the duties, but not the office, of Treasurer for the remainder of that year, and at the next annual membership meeting, a Treasurer shall be elected.

**F.** In the event of a vacancy in the office of any regional Director, the Board of Directors shall appoint a qualified member from that region to fill the office for the remainder of that term, providing that the two regional Directors are not from the same state, until the next scheduled election for that seat, at which time a regional Director shall be elected. A Director-at-Large or a Public Director vacancy shall be filled by the Board of Directors until the next scheduled election for that seat. If any of the above vacancies occur, the Board of Directors can make appointments either at a Board meeting or by telephone conference call of the Board.

### Section 7. Board of Directors

**A. Composition:** The five Officers, eight regional Directors, one Director-at-Large and one Public Director shall comprise the Board of Directors.

**B. Duties:** The control and administration of the Corporation is vested in the Board of Directors, and it shall act for the Corporation between annual meetings. The Board shall have full and complete power and authority to perform all acts and to transact all business for and on behalf of the Corporation. It shall conduct and manage all property, affairs, work, and activities of the Corporation, subject only to the provisions of the Articles of Incorporation and Bylaws, and to resolutions and enactments of the members passed at the annual membership meeting. The Board shall be the fiscal agent of the Corporation and shall report annually to the membership.

**C. Public Policy Statements:** A "public policy" shall be defined as the official public position of the Federation on a substantive health-related matter. "Substantive" matters are those which may be reasonably expected to affect the member state physician health programs when dealing with their participants, state regulatory agencies, other health care providers, health-related special interest groups, governmental bodies, and the public. The Board is the official public policy-making body of the Federation. However, in urgent situations the President in consultation with the Executive Committee, if consultation is feasible, is authorized to issue statements on matters of public policy between annual membership meetings.



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**D. Meetings:** The Board of Directors shall meet at least twice a year, one of which shall be in conjunction with the annual membership meeting. A majority of the Board shall constitute a quorum of the Board at any meeting of the Board.

**E. Executive Committee:** There shall be an Executive Committee of the Board of Directors.

1. **Membership:** The Executive Committee shall be comprised of the five Officers plus two regional Directors, each from a different region, elected for two-year terms by a majority of the regional Directors at the annual meeting of the Board. The President shall Chair this committee.
2. **Duties:** In the intervals between Board meetings, the Executive Committee shall act for and on behalf of the Board in all matters requiring prompt attention. It shall select the location of the annual meeting.
3. **Meetings:** The Executive Committee may meet as frequently as required and may conduct business by telephonic conference call when necessary. Minutes must be kept of all meetings. A majority of the Executive Committee shall constitute a quorum of the Executive Committee at any meeting of the Executive Committee.
4. **Reporting:** The Secretary shall report all formal actions taken by the Executive Committee to the full Board in writing within 15 days of taking those actions. At each meeting of the Board, the Executive Committee shall present to the Board a written report of all of its formal actions since the previous meeting of the Board.

### Section 8. Agents

#### A. Executive Director

The Board of Directors has the option to establish the position of Executive Director, which Executive Director will be an agent of the FSPHP. The Executive Director shall serve as the Chief Executive Officer of the FSPHP and shall be employed by and responsible to the Board of Directors to administer, manage and supervise the daily operations of the FSPHP, and to assist the Board of Directors in carrying out policies and purposes of the FSPHP. The Executive Director shall be employed according to terms of a contract subject to approval of the Board of Directors. The Executive Director will attend and participate at the Board of Directors and Committee meetings as requested by the Board of Directors, with voice, but no vote at such meetings.

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## Article V – Committees

**Section 1.** The Standing Committees shall be:

- A. Executive
- B. Nominating
- C. Bylaws
- D. Program Planning
- E. Publications
- F. Public Policy
- G. Finance

#### Section 2.

Committee membership shall, except as otherwise provided in these Bylaws, be appointed by the President with the approval of the Board. Organizational Members, Individual Members, and Industry Partner Individual Members shall not comprise more than 25% of any committee or task force, unless approved by vote of the Board. Organizational, Individual, and Industry Partner Individual members shall serve on such committees with voice, but no vote at such meetings.

International, Organizational, Individual and Industry Partner Individual members may be appointed to lead or chair a task force or act as a non-voting committee member, including ad-hoc committees appointed by the President dependent upon expertise and areas of interest, with approval of a vote of the Board.

#### Section 3.

The Nominating Committee shall be comprised of six members, one appointed by the President with Board approval, one Representative from each region, and the Immediate Past President who shall serve as Chair. Each of the four regional Representatives will be elected by each region at the annual membership meeting. All committee members shall serve for two



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years. Any regional Representative vacancy shall be filled from the affected region by the President for that year until the next annual membership meeting, at which time the region will elect a new representative. If the Chairperson position becomes vacant, the committee shall select one of its members to fill the position until the office of Immediate Past President is filled by the next retiring President. A majority of the Nominating Committee shall constitute a quorum of the Nominating Committee at any meeting of the Nominating Committee.

- A. The Nominating Committee shall submit a slate of one or more nominees for each of the Officer/Director positions to be filled by election.
- B. The Nominating Committee shall mail ballots with its slate of candidates to State Members not less than 60 days prior to the annual membership meeting.
- C. State Members shall vote and return sealed ballots to the Chair of the Nominating Committee no later than 10 days prior to the annual meeting.
- D. These ballots will be unsealed and counted by the Chair in the presence of at least three other Nominating Committee Members. The Chair shall announce the election results at the close of the last session of the annual meeting.

### Section 4.

Written reports by committee chairs shall be required at the annual membership meeting.

### Section 5.

Special committees, subcommittees, or task forces may be appointed by the President with the approval of the Board providing they are not in conflict with these Bylaws. The duties and scope of responsibilities of any such body shall be defined in writing by the President with Board approval at the time of appointment.

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## Article VI – Finances

### Section 1.

Funds for conducting the affairs of the Corporation may be raised as follows:

- A. By such annual dues from members as determined by the Board of Directors.
- B. By such special assessments on members to include the due date as the Board of Directors may determine.
- C. By voluntary contributions, devises, bequests, and other gifts.
- D. In any other manner approved by the Board of Directors.

### Section 2.

The fiscal year is from July 1 to June 30.

### Section 3.

Supervision of the funds, investments, and expenditures of the Corporation shall be the responsibility of the Board of Directors. The Finance Committee shall adopt and submit to the Board for approval an annual operating budget prior to the fall meeting before each fiscal year.

### Section 4. Expenditures

No Officer or Committee shall expend any money not provided in the budget as adopted or spend any money in excess of the budget allotment except by order of the Board of Directors. Unexpended balances remaining in the budget allotment at the end of the fiscal year revert to the general fund.

### Section 5.

Dues shall be established annually by the Board of Directors and shall be due and payable on or before January 1 of each year. Any member whose dues for the current year have not been received by March 31 or whose assessment has not been paid by the due date shall be suspended from membership.





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### Article VII – Recall, Referendum, and Initiative

#### Section 1. Recall

Any Officer or Director of this Corporation may be recalled by a vote of two-thirds (2/3) of the voting membership in regular or special session. Any committee member may be recalled by a vote of two-thirds (2/3) of the Board of Directors.

#### Section 2. Referendum

The membership may elect by a two-thirds (2/3) vote of the voting members to refer any issue to the vote of the membership. Ballots will be distributed by mail by the Secretary. Information pro and con shall be distributed with the ballots. The Executive Committee shall designate who shall be in charge of the pro/con arguments. The voting date shall be set by the voting members so as to allow sufficient time for disseminating of information and printing of ballots. The vote shall be binding upon the Corporation.

#### Section 3. Initiative

A vote of the voting members of this Corporation may be called for on any issue by a validated petition of 10 percent (10%) of the voting members. The vote shall be administered in the same manner as for Referendum. The results of such a vote shall be presented to the members at the next annual membership meeting and shall be binding upon the Corporation.

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### Article VIII – Construction

In these Bylaws, unless some other meaning is apparent from the context, the plurals shall include the singular and vice versa, and masculine, feminine, and neuter words shall be used interchangeably.

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### Article IX – Official Publication

The Publications Committee may publish a newsletter or other pertinent information as deemed appropriate by the Public Policy Committee and approved by the President.

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### Article X – Parliamentary Authority

The Federation shall be governed by the rules contained in the current edition of the American Institute of Parliamentarians Standard Code of Parliamentary Procedure, the Official Parliamentary Authority of the American Medical Association. In all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order this Corporation may adopt. The President shall designate a Board Member as the organization's Official Parliamentarian.

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### Article XI – Meetings

#### Section 1.

The Federation shall meet annually at a time and site selected by the Executive Committee. A majority of State Members present shall constitute a quorum at any membership meeting of the organization. No Individual, Organizational, or Industry Partner Individual member can attend FSPHP business meetings or represent the Federation in any venue.

#### Section 2.

A PHP or groups of PHPs such as FSPHP Regions which organize(s) a meeting or conference utilizing the FSPHP name or any other FSPHP corporate assets or intellectual property shall obtain Board approval of the meeting or conference agenda and





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finances in advance of marketing any such meeting. After the meeting or conference, organizer(s) shall submit to the Board an accounting of revenue and expenses. Meeting or conference revenue in excess of expenses shall be remitted to the FSPHP and shall become part of the general funds of the organization.

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### Article XII – Amendments

All proposed Bylaw changes must be submitted in writing to the Bylaws Committee, which in turn, must notify all voting members not less than 60 days in advance of the meeting date at which the Committee will consider the proposal. The full texts of proposed amendments recommended for action by the Bylaws Committee shall be sent to each voting member not less than 60 days prior to the meeting at which they are to be considered. These Bylaws may be amended at any meeting of the organization, duly called, by two-thirds (2/3) of the vote cast. These Bylaws, and any other subsequent amendments thereto, shall become effective upon their adoption.

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*rev. May 10, 2005*  
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