

INDEX

Interstate Medical Licensure Compact Bylaws

Article I Purpose	Article VII Committees Amended November 17, 2020
Article II Membership	Article VIII Finance
Article III Officers Amended November 17, 2020	Article IX Withdrawal, Default, and Termination
Article IV Commission Personnel	Article X Adoption and Amendment of Bylaws
Article V Qualified Immunity, Defense, and Indemnification	Article XI Dissolution of the Compact
Article VI Meetings of the Commission	

1 **INTERSTATE MEDICAL LICENSURE COMPACT**

2
3 **Bylaws**

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5 **Article I**
6 **Commission Purpose, Function and Bylaws**

7
8 *Section 1. Purpose*

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

18
19 *Section 2. Functions*

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

33
34 *Section 3. Bylaws*

35
36 As required by the Compact, these Bylaws shall govern the management and
37 operations of the Commission. As adopted and subsequently amended, these Bylaws
38 shall remain at all times subject to, and limited by, the terms of the Compact.

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41 **Article II**
42 **Membership**

43
44 The Commission Membership shall be comprised as provided by the Compact. Each
45 Member State shall have and be limited to two appointed voting representatives. The
46 appointees shall be the Commissioners of the Member State. Each Member State shall
47 forward the names of its Commissioners to the Commission chairperson. The

48 Commission chairperson shall promptly advise the Member Board of the Member State
49 of the need to appoint a new Commissioner whenever a vacancy occurs.

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Article III
Officers

55 *Section 1. Election and Succession*

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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*

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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. The treasurer shall also serve as the chair of the Budget
100 Committee.

101
102 *Section 4. Costs and Expense Reimbursement*

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

107
108 *Section 5. Vacancies*

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

116
117 Amended 11-17-2020

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

121
122 *Section 1. Commission Staff and Offices*

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

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

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

- 136
137 a. Recommend general policies and program initiatives for the Commission's
138 consideration;
- 139
140 b. Recommend for the Commission's consideration administrative personnel
141 policies governing the recruitment, hiring, management, compensation and
142 dismissal of Commission staff;
- 143
144 c. Implement and monitor administration of all policies, programs, and initiatives
145 adopted by the Commission;
- 146
147 d. Prepare draft annual budgets for the Commission's consideration;
- 148
149 e. Monitor all Commission expenditures for compliance with approved budgets, and
150 maintain accurate records of the Commission's financial account(s);

- 151
152 f. Assist Commissioners as directed in securing required assessments from the
153 Member States;
154
155 g. Execute contracts on behalf of the Commission as directed;
156
157 h. Receive service of process on behalf of the Commission;
158
159 i. Prepare and disseminate all required reports and notices directed by the
160 Commission; and
161
162 j. Otherwise assist the Commission's officers in the performance of their duties
163 under Article IV herein.
164
165 k. Seek and acquire financial grants for the purpose of supporting Commission
166 operations.
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170 **Article V**
171 **Qualified Immunity, Defense, and Indemnification**

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173 *Section 1. Immunity*
174

175 The Commission, its Commissioners, officers, executive director, and employees shall
176 be immune from suit and liability, either personally or in their official capacity, for any
177 claim for damage to or loss of property or personal injury or other civil liability caused or
178 arising out of or relating to any actual or alleged act, error, or omission that occurred, or
179 that such person had a reasonable basis for believing occurred within the scope of
180 Commission employment, duties, or responsibilities; provided, that any such person
181 shall not be protected from suit or liability, or both, for any damage, loss, injury, or
182 liability caused by the intentional or willful and wanton misconduct of any such person.
183

184 *Section 2. Defense*
185

186 Subject to the provisions of the Compact and rules promulgated thereunder, the
187 Commission shall defend the Commissioner of a Member State, his or her
188 representatives or employees, or the Commission, and its representatives or employees
189 in any civil action seeking to impose liability against such person arising out of or
190 relating to any actual or alleged act, error or omission that occurred within the scope of
191 Commission employment, duties, or responsibilities or that such person had a
192 reasonable basis for believing occurred within the scope of Commission employment,
193 duties or responsibilities; provided, that the actual or alleged act, error, or omission did
194 not result from gross negligence or intentional wrongdoing on the part of such person.
195

196 *Section 3. Indemnification*
197

198 The Commission shall indemnify and hold the Commissioner of a Member State, his or
199 her representatives or employees, or the Commission, and its representatives or
200 employees harmless in the amount of any settlement or judgment obtained against such
201 person arising out of or relating to any actual or alleged act, error, or omission that
202 occurred within the scope of Commission employment, duties, or responsibilities or that

203 such person had a reasonable basis for believing occurred within the scope of
204 Commission employment, duties, or responsibilities; provided, that the actual or alleged
205 act, error, or omission did not result from gross negligence or intentional wrongdoing on
206 the part of such person.

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Article VI Meetings of the Commission

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Section 1. Meetings and Notice

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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

255
256 Upon prior written request to the Commission, any person who desires to present a
257 statement on a matter that is on the agenda shall be afforded an opportunity to present
258 an oral statement to the Commission at an open meeting. The chairperson may,
259 depending on the circumstances, afford any person who desires to present a statement
260 on a matter that is on the agenda an opportunity to be heard absent a prior written
261 request to the Commission. The chairperson may limit the time and manner of any such
262 statements at any open meeting.

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264
265 **Article VII**
266 **Committees**

267
268 *Section 1. Executive Committee*

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

281
282 *Section 2. Committees*

283
284 The Commission may establish Committees as it deems necessary to advise it
285 concerning the fulfillment of its objectives, which may include, but not be limited to a
286 Budget Committee, Communications Committee, Personnel Committee, Rules &
287 Administrative Procedures Committee, and Technology Committee. The procedures,
288 duties, budget, and tenure of such committees shall be determined by the Commission.
289 The chairperson of the Commission shall appoint the chair of each established
290 committee and establish the composition of each committee, except that the Treasurer
291 shall serve as the chair of the Budget Committee. The chairperson, vice-chairperson,
292 and executive director of the commission shall be considered ex-officio members of
293 each established committee. The Commission may dissolve any committee it
294 determines is no longer needed. These committees are not subject to the requirements
295 of Article VI of these Bylaws.

296
297 Amended November 17, 2020

298
299 **Article VIII**
300 **Finance**

301
302 *Section 1. Fiscal Year*

303
304 The Commission's fiscal year shall begin on July 1 and end on June 30.
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306 *Section 2. Budget*

307

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

310

311 *Section 3. Accounting and Audit*

312

313 The Commission, with the assistance of the executive director, shall keep accurate and
314 timely accounts of its internal receipts and disbursements of the Commission funds. The
315 treasurer, through the executive director, shall cause the Commission's financial
316 accounts and reports including the Commission's system of internal controls and
317 procedures to be audited annually by an independent certified or licensed public
318 accountant, as required by the Compact, upon the determination of the Commission,
319 but no less frequently than once each year. The report of such independent audit shall
320 be made available to the public and shall be included in and become part of the annual
321 report to the Governors and legislatures of the Member States. The Commission's
322 internal accounts, any workpapers related to any internal audit, and any workpapers
323 related to the independent audit shall be confidential; provided, that such materials shall
324 be made available: i) in compliance with the order of any court of competent jurisdiction;
325 ii) pursuant to such reasonable rules as the Commission shall promulgate; and iii) to
326 any Commissioner of a Member State, or their duly authorized representatives.

327

328 *Section 4. Debt Limitations*

329

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

333

334 *Section 5. Travel Reimbursements*

335

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

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342 **Article IX**

343 **Withdrawal, Default, and Termination**

344

345 Member States may withdraw from the Compact only as provided by the Compact. The
346 Commission may terminate a Member State as provided by the Compact.

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349 **Article X**

350 **Adoption and Amendment of Bylaws**

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

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Article XI
Dissolution of the Compact

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

Upon dissolution of the Compact, the Compact becomes null and void and shall be of no further force or effect, and the business and affairs of the Commission shall be concluded in an orderly manner and according to applicable law. Each Member State in good standing at the time of the Compact's dissolution shall receive a pro rata distribution of surplus funds based upon a ratio, the numerator of which shall be the amount of its last paid annual assessment, and the denominator of which shall be the sum of the last paid annual assessments of all Member States in good standing at the time of the Compact's dissolution. A Member State is in good standing if it has paid its assessments timely.