

# INSTITUTE OF MEDICINE

## *Charter and Bylaws*

*December 2006*

**THE NATIONAL ACADEMIES**  
*Advisers to the Nation on Science, Engineering, and Medicine*

## ***INSTITUTE OF MEDICINE***

### ***ORIGIN***

*The Charter of the Institute of Medicine, adopted on August 24, 1970, stated the purpose of the Institute in the following terms:*

*The growth of knowledge in the health sciences has greatly expanded the capabilities of medicine. Rising expectations of better health and of improved quality of life for all members of our society now include good health care as a universal human right and as a goal of this society. The provision of such care places increasingly heavy demands on health services and on their complex relations with other sectors of society. The resulting expansion of requirements for health manpower\* and the continuing need to provide for further scientific progress present grave challenges to our medical and social institutions. These developments have generated the need for a national institution, composed of individuals of distinction and achievement, committed to the advancement of the health sciences and education and to the improvement of health care.*

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\*The Council of the Institute of Medicine confirms its support of the 1970 statement of origin of the Institute, while offering the following expansion of the text for contemporary applicability: *“The requirements for health professionals to provide increasingly complex care in a high quality, compassionate, and cost effective manner, and the continuing need to provide for further scientific progress present grave challenges to our medical and social institutions.*

# CHARTER OF THE INSTITUTE OF MEDICINE (IOM)

Charter and Bylaws approved by the Council of the National Academy of Sciences on August 24, 1970, and amended February 1972, January 1973, December 1975, December 1981, August 1982, October 1983, April 1987, April, 1989, February 1990, May 1992, September 1995, June 1996, September 1999, August 2000, October 2001, September 2002, and December 2006.

The Institute of Medicine was activated on December 17, 1970.

I.	Purpose and Function
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## I. Purpose and Function

The National Academy of Sciences marshals the scientific and technical wisdom of the United States in the national interest, particularly to provide advisory services to the United States government. The problems related to human health are so large, complex, and important as to require for their solution the concern and competence not only of medicine, but also of other disciplines and professions. To provide an instrument adequate to these complex problems, and as an indication of the great significance of health in our national life, the National Academy of Sciences has created the Institute of Medicine. The Institute is broadly based in health, the medical and biological sciences, and related aspects of such other fields as the behavioral and social sciences, administration, law and engineering. The Institute is concerned with all aspects of the protection and advancement of the health of the people of this nation and the world.

In the pursuit of this purpose, the Institute

1. identifies important issues related to human health, initiates and conducts studies concerned with these issues, convenes interested parties, and prepares authoritative statements and reports on these issues when, in the judgment of the Institute, they would be in the interest of the public;
2. responds to requests from the federal government and other public and private agencies for studies and advice on matters related to health and medicine;

3. disseminates information to and promotes understanding by the public and the relevant professions, based upon the Institute's studies, statements, and reports; and
4. maintains and promotes liaison with the major scientific and professional societies concerned with health and medicine.

## **II. Membership**

1. The membership of the Institute shall consist of persons selected from the fields of health and medicine—clinical medicine, medical education, the medical and biological sciences, nursing, dentistry and other health professions—and from such other fields related to health and medicine as the natural, social, and behavioral sciences, law, administration, and engineering. No more than three-quarters of the members shall be drawn from the fields of health and medicine.

2. Foreign nationals with permanent residence in countries other than the United States shall be eligible for election as foreign associates of the Institute, provided that they meet the other requirements for membership. Foreign nationals with permanent resident status in the U.S. shall be eligible for election to regular membership, provided that they meet the other requirements for membership.

3. Membership in the Institute shall be based upon

- a. distinguished professional achievement in a field related to medicine and health;
- b. demonstrated and continued involvement with the issues of health care, prevention of disease, education, or research;
- c. skills and resources likely to contribute to the Institute's tasks of assessing current knowledge, conducting studies, and considering policy issues; and
- d. willingness to be an active participant in the Institute.

## **III. Governance**

1. The governance of the Institute shall reside in a Council and a President.

2. The Council shall be elected by the membership.

3. The Council of the Institute shall nominate the President of the Institute on the advice of a search committee appointed jointly by the Council of the Institute and the President of the National Academy of Sciences. All members of the search committee shall be members of the Institute, some of whom are also members of the National Academy of Sciences. The majority of the committee shall be appointed by the Institute Council.

4. The President of the Institute shall be a full-time paid officer, nominated by the Council and appointed by the President of the National Academy of Sciences with the approval of the

Council of the National Academy of Sciences. The President shall normally serve an initial term of no more than six years, renewable once by the same appointive procedure. The President shall employ such other persons as are necessary for the business of the Institute.

5. Subject to the approval of the Council, the President shall appoint a Program Committee, a Membership Committee, a Finance Committee, and such other standing committees for the operation of the Institute as the President deems appropriate.

6. In consultation with the President of the National Academy of Sciences and the Council of the Institute, the President of the Institute shall engage in appropriate fund raising, including development of an endowment for support of the activities of the Institute.

7. In any fiscal year, from amounts available for expenditure under the endowment funds dedicated to the Institute and held in trust by the National Academy of Sciences, the President of the Institute shall have authority to expend funds in an amount not to exceed five percent of the value of the endowment funds determined as of the first day, of the fiscal year. Any specific additional expenditure of endowment requires the approval of the Councils of the Institute and the National Academy of Sciences.

#### **IV. Program and Budget**

1. The President shall be a member of the Governing Board of the National Research Council and of its Executive Committee. One other member of the Council of the Institute, designated by the Council, shall also be a member of the Governing Board. In the event that any changes in the size or composition of the Governing Board are anticipated, the Council of the Academy shall consult with the Council of the Institute.

2. Through its President and staff, the Institute shall maintain appropriate liaison with all units of the National Research Council. The Council of the Institute shall approve projects for submission to the Governing Board of the National Research Council and oversee their conduct. The Institute's projects shall be subject to the customary approval and review procedures of the National Research Council, and its operations shall be subject to the general operating procedures of the National Research Council.

3. With the advice of the Program Committee, The President shall annually prepare and submit to the Council for approval a program of studies to be conducted by the Institute, including ongoing studies. Subject to the procedures for approval described in Section 2 of this Article and to appropriate financing, the President shall have authority to make arrangements for the conduct of studies.

4. The membership of committees conducting studies and preparing reports for dissemination outside the Institute and the National Research Council shall be appointed by the President, subject to approval by the Chairman of the National Research Council.

5. With the approval of the Council of the Institute and of the Chairman of the National Research Council, the President of the Institute shall make appropriate arrangements for the

release of reports of studies and other products of the Institute. Approval by the report review process of the National Research Council shall constitute certification of the scientific competence and validity of such reports and recommendation for their public release.

6. The President shall prepare an annual report on the work of the Institute in January of each year, and shall submit it, through the Council, to the Governing Board of the National Research Council.

7. Programs that are undertaken by the Institute outside of the United States or that have substantial international implications shall be developed and operated in a manner consistent with the international activities of the National Research Council.

8. With the advice of the Finance Committee, the President shall prepare and submit to the Council at least once a year a budget for the Institute. The Institute shall forward its budget to the National Academy of Sciences for approval.

## **V. Dues**

Membership dues shall be fixed by the Council and shall be payable within the calendar year for which they are assessed.

## **VI. Awards**

Medals, prizes, or other awards may be established in accordance with the provisions of" trusts or grants with the approval of the Council or upon the Council's own initiative.

## **VII. Amendments and Bylaws**

1. This Charter may be amended by mutual agreement between the Council of the National Academy of Sciences and the Council of the Institute, acting for a majority of the Institute membership, as ascertained either at an annual meeting or by a ballot of the membership.

2. The Council of the Institute is authorized to establish and amend Bylaws consistent with this Charter, subject to the approval of a majority of those voting either at an annual meeting of the membership or by a ballot of the membership.

## **VIII. National Academy of Sciences**

The Institute of Medicine has been established as a separate membership organization within the National Academy of Sciences. Nothing in this Charter shall be construed to authorize any act or confer any right which is inconsistent with the tax-exempt status of the Academy, or with the Charter of the National Academy of Sciences (36 U.S.C., Sections 251 - 254), as amended, or with the Constitution and Bylaws of the Academy, as amended.

# BYLAWS OF THE INSTITUTE OF MEDICINE (IOM)

- I. Members
- II. Governance
- III. Election of Members
- IV. Meetings

## I. Members

1. Not more than sixty members aged 65 and younger shall be elected annually. Not more than five members aged 66 and older shall be elected annually.

2. For those members categorized as “senior members” as of July 1, 2001, payment of annual membership dues shall be optional. All regular members as of July 1, 2001 and new members elected after January 1, 2002, regardless of age, shall be subject to annual dues payments.

3. Members who are no longer able or interested in continuing their participation in the Institute’s activities may voluntarily request emeritus status at any time. The request must be made in writing to the Home Secretary of the Institute. Emeritus status shall be permanent. Emeritus members may attend annual and regional meetings of the Institute, but they shall not cast a vote in the Institute’s affairs, nor shall they be subject to any dues or assessments. Members who request emeritus status shall not be eligible for appointment to the presidency of the Institute, nor shall they be eligible for election to the Council or appointment to the Membership Committee.

5. The criteria for membership in the Institute as a Foreign Associate include all the criteria in Article 11, Section 3 of the Charter as well as ability to facilitate interaction between the Institute, foreign academies, and international health organizations. No more than five qualified individuals shall be elected each year as Foreign Associates. Foreign Associates shall not be counted in the authorized total of membership, nor shall they be subject to any dues or assessments. They may participate in all the activities of the Institute, except that they shall not be eligible for appointment to the presidency of the Institute, nor shall they be elected members of the Council or serve on the Membership Committee, nor shall they cast a vote in the affairs of the Institute. The status of those elected as Foreign Associates of the Institute who become citizens of the United States shall be changed to that of a member unless they request otherwise.

Foreign nationals who have been elected to the Institute prior to the establishment of the category of Foreign Associate members shall retain all privileges of Institute membership and shall not be counted in the authorized total of Foreign Associates.

## II. Governance

1. The President of the Institute shall be selected from the membership of the Institute in accordance with the provisions of Articles III and IV of the Charter and shall have the duties and responsibilities specified in those Articles.
2. The Council of the Institute shall consist of twenty-one members. At least one-third shall be from the field of medical and biological research. No more than three-fourths shall be selected from the health professions.
3. Members of the Council shall be elected by the membership of the Institute for a term of three years. Members may be elected to two successive terms.
4. Nominations for membership on the Council shall be made by the Council following consultation among the President of the Institute and the chair of the Council's Nominating Committee. The number of candidates shall be at least fifty percent greater than the number to be elected. This process shall be completed by the last day of September and ballots shall be distributed to the membership thereafter, returnable by the last day of November. Names may be added to the ballot by petition, signed by ten percent of the membership, and timely notice of such opportunity shall be provided to the membership.
5. If a seat on the Council becomes vacant more than six months before the end of its term, the Council shall choose a replacement to serve until the end of that term.
6. An Executive Committee of the Council will act for the Council in the interim between meetings of the Council.
7. The Executive Committee will be composed of five members of the Council, designated at the beginning of each year by the President with the approval of the Council. The President of the Institute shall chair the Executive Committee.
8. At least one member of the Executive Committee shall be from a field other than the health professions.
9. The Executive Committee will meet on call by the President.
10. Actions of the Executive Committee are subject to ratification by the Council.
11. The President of the Institute shall chair the Council. The Council may elect from its membership such other officers as it may wish to designate.
12. With the approval of the Council, the President shall designate a home secretary and a foreign secretary of the Institute, selected from the membership. Each shall serve a term of four years and may be re-appointed for one additional term. The duties and responsibilities of the home and foreign secretaries shall be reviewed and approved by the Council. The home and foreign secretaries shall serve as ex officio, non-voting members of the Council and shall conduct their respective duties with the advice of the President and Council.

13. In case of the absence or disability of any officer of the Institute or for any other reason deemed sufficient by the Council, the powers or duties, or both, of such officer may be delegated by the Council to any other officer or elected member of the Council or to any former officer or former member of the Council.

14. By a vote of 14 or more of the councilors of the Institute, and with the approval of the President and Council of the National Academy of Sciences, the President of the Institute may be removed from office on the grounds of malfeasance, nonfeasance, or inability to perform the duties of the office, as determined by the Council of the Institute.

15. By a vote of 14 or more of the councilors of the Institute, any Council member may be suspended from office on the grounds of malfeasance, nonfeasance, or inability to perform the duties of the office, as determined by the Council. An explanation of such action by the Council, together with a statement which may be volunteered by the suspended councilor, shall be submitted to the membership together with a ballot for ratification. If a majority of the members voting support the action of the Council, that councilor will have been removed from office and the Council shall arrange for a special election to fill that position.

16. If the office of the President is vacated, a successor shall be chosen by the search process described in Article III, Section 3 of the Charter. In the interim, Section 13 above of the Bylaws shall apply.

### **III. Election of Members**

1. Members of the Institute shall be elected according to the following procedures:
  - a. The President of the Institute shall meet annually with the Council of the Institute of Medicine to discuss objectives for that year's election of members.
  - b. The Membership Committee, after consultation with the Institute's Council, shall prepare a list of nominees, to be approved by the Council of the Institute, containing at least fifty percent more names than the number of places designated by the Council to be filled, unless the Council determines that no election of new members shall be held in that year. Thereupon, the President shall cause a ballot, accompanied by appropriate biographical information, to be prepared and circulated to the membership. The President may, on instructions from the Council, issue a ballot divided into one or more categories with upper limits set for each category. The categories and the limits for each election shall be determined by the Council on the recommendations of the membership Committee. The number of candidates in each category shall likewise be at least fifty percent greater than the number to be elected in the category. Each member may vote for a number of candidates up to the maximum specified for each category, or, if the ballot is not divided, up to the total number to be elected. Candidates receiving the largest number of votes up to the total number of candidates designated, or up to the limit indicated for a particular category in a

divided ballot, and subject to the overall limitation of the proportion of members from the medical and health professions, shall be deemed to be elected.

- c. No candidate shall be elected who does not receive at least twenty-five percent of the total votes cast in an election. If the ballot is divided, the limitation on the proportion of members from the medical and health professions shall be applied by arranging all of the successful candidates from the various categories in rank order according to the number of votes received (including only those who receive at least twenty-five percent of the votes cast) and eliminating those candidates from the health and medical professions who received the lowest number of votes, substituting the next highest candidates not from the health and medical professions (provided all those candidates received at least twenty-five percent of the votes cast), to the extent necessary to assure that no more than seventy-five percent of the resulting total membership comes from the health and medical professions.
  - d. Prior to public announcement, the Council of the National Academy of Sciences shall be informed of the results of the election.
2. Nomination and election of individuals as Foreign Associates shall follow the same procedures as those for regular membership except that Foreign Associate candidates shall be listed separately on the final ballot.

#### **IV. Meetings**

1. There shall be an annual meeting of the membership of the Institute to be held in Washington, D.C., or at such other place designated by, the Council.
2. The Council shall meet not less than four times a year. A quorum shall consist of at least fifty percent of the Council members.
3. The substantive program of the Institute shall be presented annually for consideration at a meeting of the membership.

***Institute of Medicine***

*The Institute of Medicine was established in 1970 by the National Academy of Sciences to secure the services of eminent members of appropriate professions for the examination of policy matters pertaining to the health of the public. The Institute acts under the responsibility given to the National Academy of Sciences in 1863 by its congressional charter to be an advisor to the federal government and, upon its own initiative, to study problems of medical care, research, and education.*

***National Academy of Sciences***

*The National Academy of Sciences is a private, nonprofit, self-perpetuating society of distinguished scholars engaged in scientific and engineering research, dedicated to the furtherance of science and technology and to their use of the general welfare. Upon the authority of the charter granted to it by the Congress in 1863, the Academy has a mandate that requires it to advise the federal government on scientific and technical matters.*

***National Academy of Engineering***

*The National Academy of Engineering was established in 1964, under the charter of the National Academy of Sciences, as a parallel organization of outstanding engineers. It is autonomous in its administration and in the selection of its members, sharing with the National Academy of Sciences the responsibility for advising the federal government. The National Academy of Engineering also sponsors engineering programs aimed at meeting national needs, encourages education and research, and recognizes the superior achievements of engineers.*

***National Research Council***

*The National Research Council was organized by the National Academy of Sciences in 1916 to associate the broad community of science and technology with the Academy's purpose of furthering knowledge and advising the federal government. Functioning in accordance with general policies determined by the Academy, the Council has become the principal operating agency of both the National Academy of Sciences and the National Academy of Engineering in providing services to the government, the public, and the scientific and engineering communities. The Council is administered jointly by both Academies and the Institute of Medicine.*

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