

BYLAWS OF THE PULASKI COUNTY MEDICAL SOCIETY (Revised Nov. 2010)

ARTICLE I. NAME AND CHARTER

Section 1 - Name

The name of this organization is the Pulaski County Medical Society, Incorporated.

Section 2 - Charter

The Society is a tax-exempt non-profit entity duly incorporated under the laws of Arkansas on June 23, 1910. The Society's charter shall be kept in the Society office. The Pulaski County Medical Society operates under the Arkansas Nonprofit Corporation Act of 1993 as a mutual benefit corporation.

ARTICLE II. PURPOSE

The purpose of this Society shall be to promote and preserve the highest standards of medical care and medical ethics; to conserve and protect the public health of the community; and to foster and guard the professional interests of its members.

ARTICLE III. MEMBERSHIP

(The masculine pronoun "he" is used throughout these bylaws for grammatical simplicity only and shall be understood to denote both male and female gender.)

Section 1 - Basic Requirements

The Society shall be the sole judge of the qualifications of its members. Applicants for membership must be of good professional standing and must support the bylaws of the Pulaski County Medical Society and the Principles of Medical Ethics of the American Medical Association.

Section 2 - Classes of Membership

Members shall be classified as Active, Emeritus, Resident and Courtesy.

2.1 Active Membership

Active membership in this Society is available to physicians who hold a Doctor of Medicine or Doctor of Osteopathy degree who reside or practice in Pulaski County or an adjacent county where no similar society exists, provided they possess a valid unrevoked license to practice medicine issued by the Arkansas State Medical Board.

2.2 Emeritus Membership

Emeritus membership in this Society is available to members in good standing who have attained age seventy or who have fully retired from the practice of medicine, or

who have completed forty-five years of active practice. A member approved by the Board of Directors for Emeritus status may elect to accept the honor or may continue as an Active Member.

2.3 Resident Membership

Resident membership in this Society is available to interns, residents, and graduates or research fellows who hold a Doctor of Medicine or Doctor of Osteopathy degree currently employed by the University of Arkansas for Medical Sciences.

2.4 Courtesy Membership

Courtesy membership is available to any United States Armed Forces career military physicians. Courtesy membership is available to Active members entering the United States Armed Forces on a non-career basis until such time as their tour of duty is ended. Courtesy membership may also be extended to students enrolled in the University of Arkansas College of Medicine.

2.4 Resident Membership

Resident membership in this Society is available to interns, residents, and graduates or research fellows who hold a Doctor of Medicine or Doctor of Osteopathy degree currently employed by the University of Arkansas for Medical Sciences.

Section 3 - Application for Membership

Applicants for membership in this Society must complete the appropriate application form provided by the Credentials Committee. Applications for Active Membership must bear the endorsing signatures of two Active or Emeritus members of the Society and be accompanied by the current dues. Applicants shall be listed in the Society bulletin and referred to the Credentials Committee for its recommendation and study. The Credentials Committee will report to the Board of Directors, which shall, by majority vote, either grant or deny membership in the Society.

3.1 Denial of Membership

If the application is denied by the Board of Directors, the applicant shall be informed of the basis for such denial and shall have the right to make a written request for a hearing before the Board, at which time the applicant shall have the opportunity to present evidence on the issues identified in the Board's notice of denial of membership. The decision of the Board following such hearing shall be final. An applicant who is denied membership by the Board of Directors shall be refunded all dues and may reapply after a period of one year.

3.2 Application for Membership Following Resignation or Expulsion

Members resigning or expelled from this Society for any cause may apply for membership after one year from the date of resignation or expulsion, and on the same terms and in like manner as a new applicant.

3.3 Membership Files

All applications approved by the Board of Directors shall be maintained by the Executive Director in permanent files in the office of the Society.

Section 4 - Transfer of Membership

A transferring physician accompanying his application with a transfer document from another county society of this or any state, within sixty days of the issuance of said document, may be elected as any other member. No further dues shall be collected for the year in which the transfer is made, provided dues have been paid to the county medical society form which the transfer is made. Dues shall become payable at the next annual dues date of the Society. A member desiring to transfer and who is in good standing and free from indebtedness to the Society shall, upon request, be provided with a transfer document. This document shall state pertinent facts and show the date of issuance, proof of dues payment, and shall be signed by the Secretary or the Executive Director.

Section 5 - Rights and Privileges of Membership

5.1 Active and Emeritus Members

Active and Emeritus members of the Society have the right to attend all membership meetings, to introduce business at membership meetings, to make motions and offer amendments, to speak and debate at membership meetings, and to vote on all issues presented for determination at membership meetings. All Active and Emeritus members shall be eligible to hold office in the Society.

5.2 Courtesy Members

Courtesy members of this Society have the right to attend all membership meetings, but do not have the right to introduce business, debate, or vote at membership meetings. Courtesy members are not eligible to hold office in the Society.

5.3 Expelled/Terminated Members

Members who are terminated for non-payment of dues or expelled from the Society for any reason shall not be eligible to vote, hold office, or take part in any of the proceedings of the Society.

5.4 Resident Members

Resident members of the Society have the right to attend all membership meetings, but are not eligible to introduce business at membership meetings, to make motions and offer amendments, or to speak and debate at membership meetings. Resident members are not eligible to vote on any issues presented for determination at membership meetings. Resident members are also not eligible to hold office in the Society.

Section 6 - Automatic Expulsion

Membership in the Society shall be automatically terminated for a member convicted of a felony. Membership in the Society shall automatically be terminated for a member whose license to practice medicine in Arkansas has been revoked by the Arkansas State Medical Board.

Section 7 - Complaints against Members

Written, signed complaints against members of this Society alleging professional incompetence or unethical behavior shall be received by the Executive Director and referred to the Arkansas State Medical Board for consideration.

Section 8 - Dues and Assessments

Funds for meeting the expenses of the Society shall be raised by annual dues, special assessments, and voluntary contributions.

8.1 Annual Dues

At the annual business meeting, the Board of Directors shall submit a proposed budget for the following fiscal year. Based upon said budget and a prudent amount of reserves, the Board of Directors shall make a recommendation as to the amount of dues for the following fiscal year. The membership shall thereupon establish by a majority vote of those members present the amount of dues for the following fiscal year. New members joining after June 30th shall pay one-half of the annual dues. Emeritus and Courtesy members shall be exempt from paying dues. The Board of Directors shall have the authority to waive the dues or grant a dues reduction for a member in the case of financial hardship.

Failure to Pay Annual Dues

Annual dues shall be payable on January 1st of each year. Any member who fails to pay dues by April 1st shall automatically be removed from the roster of the Society and shall not be entitled to any of the benefits of membership. A member who is terminated on this date may be reinstated provided delinquent dues are paid by December 31st. A terminated member not reinstated before December 31st must reapply as a new member to

gain readmission and must pay dues for the year in which delinquency occurred.

8.3 Assessments

The Board of Directors may recommend a special assessment against the members, or certain categories of members, subject to the approval of the members voting at any membership meeting. Failure to pay an assessment by the date specified by the Board of Directors shall result in suspension of membership. Failure to pay said assessment by the end of the fiscal year shall result in termination of membership.

8.4 Fiscal Year

The fiscal year of this Society shall be January 1st to December 31st, inclusive.

8.5 Disbursement of Funds

No money shall be disbursed from the Society's funds for any public fund-raising drive or political campaign. Members shall contribute to such causes at their discretion.

Any motion requiring disbursement from the Society's funds other than budgeted funds shall be submitted to the Board of Directors for approval.

ARTICLE IV. MEETINGS

Section 1 - Annual Business Meeting

The annual business meeting and all other membership meetings shall be held at such time and place as determined by the Board of Directors. The agenda for the annual business meeting shall include the election of officers, and delegates and alternate delegates to the Arkansas Medical Society, and the adoption of the budget for the year following. Adequate notice of all membership meetings shall be mailed to all members.

Section 2 - Special Membership Meetings

The Board of Directors shall be empowered to call a special meeting of the Society, providing that adequate written notice is mailed to the membership. The notice shall state the purpose of the meeting and no business shall be transacted other than the business for which the special meeting has been called. The Board of Directors must call a special meeting upon the written request of five percent of the voting members of the Society.

Section 3 - Quorum

The voting members present at any membership meeting shall constitute a quorum.

Section 4 - Parliamentary Authority

The deliberations of this Society shall be governed by parliamentary rules and usages as contained in the current edition of Sturgis Standard Code of Parliamentary Procedure.

ARTICLE V. OFFICERS

Section 1

The officers of this Society are as follows: President, President Elect, Vice President, Immediate Past President, Secretary and Treasurer.

Section 2 - Eligibility

To be eligible for nomination as an officer in this Society a nominee must have been a member of the Society for at least three full years.

Section 3 - Duties

3.1 President

The President shall be the official spokesman for the Society and shall preside at all membership meetings of the Society. He shall serve as Chairman of the Board of Directors and shall appoint members to serve on all committees of the Society in accordance with the bylaws. He shall be an ex-officio member of all committees. He shall perform such other duties as custom and parliamentary usage may require. Upon completion of his term as President he shall serve for one year as Immediate Past President.

3.2 President Elect

The President Elect shall serve as a member of the Board of Directors and shall obligate himself to observe and participate in the affairs of the Society so as to prepare himself for induction into the office of President.

3.3 Vice President

The Vice President shall serve on the Board of Directors. He shall assist the President and preside at meetings in the absence of the President.

3.4 Immediate Past President

The Immediate Past President shall assist and advise the President. He shall serve as a member of the Board of Directors and as Chairman of the Nominating Committee.

3.5 Secretary

The Secretary shall record and maintain minutes of all meetings of the Society. He shall serve as custodian of records and papers of the Society. He shall keep an accurate list of all members of the Society and shall

perform other secretarial duties as the Society may require. He shall be a member of the Board of Directors.

3.6 Treasurer

The Treasurer shall be the financial officer of the Society and shall have custody of the funds and securities of the Society. He shall deposit the funds of the Society in such depositories as he shall determine subject to the approval of the Board of Directors. The Treasurer shall have the responsibility for the maintenance of adequate books and accounts for the Society and shall have such books and accounts audited annually by a Certified Public Accountant. The Treasurer shall serve as a member of the Board of Directors and as the Chairman of the Finance and Audit Committee. He shall disburse funds of the Society when required in the absence of the Executive Director.

Section 4 - Nomination

A Nominating Committee consisting of the Immediate Past President as Chairman and at least two other Active or Emeritus members shall be appointed by the President. This committee shall propose a slate of officers (President Elect, Vice President, Secretary, Treasurer), and delegates and alternate delegates to the Arkansas Medical Society to serve during the coming year. This slate shall be presented to the Board of Directors for approval and shall be mailed to all members prior to the Annual Business Meeting. Additional nominations may be received from the floor in open session at the Annual Business Meeting.

Section 5 - Election

Candidates for office will be declared elected by a majority vote of those present at the Annual Business Meeting. Contested elections must be conducted by secret ballot vote. If there are multiple nominees for the same office and no nominee receives a majority of the votes cast, the nominee receiving the fewest number of votes shall be eliminated from the ballot and a new vote shall be taken. This procedure shall be repeated until one of the nominees receives a majority of the votes cast.

Section 6 - Vacancies

During any vacancy in the office of President, the duties and responsibilities of the office shall be assumed by the Vice President. Other elected offices vacated during the fiscal year shall be filled by the election of a successor by the Board of Directors.

Section 7 - Terms

Officers are elected at the Annual Business Meeting and shall serve during the upcoming fiscal year.

Section 8 - Delegates

Delegates and Alternate Delegates to the Arkansas Medical Society shall be nominated by the Nominating Committee and elected at the Annual Business Meeting in accordance with the bylaws of the Arkansas Medical Society. Delegates shall serve a one-year term and are eligible for re-election. They shall attend and faithfully represent the members of this Society in the House of Delegates of the Arkansas Medical Society and shall be prepared to report to the Society concerning the proceedings of that body.

ARTICLE VI. BOARD OF DIRECTORS

Section 1 - Composition

The Board of Directors shall be composed of the Society's officers, the Society's committee chairmen, and Society members serving on the Council of the Arkansas Medical Society, and a representative of the Pulaski County Medical Student Alliance. The Resident member representative shall have the right to introduce business, participate in debate, and vote on matters presented to the Board. The student representative shall have the right to introduce business and participate in debate, but shall not have the right to vote.

Section 2 - Qualifications

To qualify for service on the Board, a physician shall be a member in good standing who has maintained his membership for at least a two year period immediately prior to his appointment to the Board. The student shall be a medical student in good standing at the University of Arkansas College of Medicine who will be a liaison with the Society and help the Society promote interest in organized medicine among his peers.

Section 3 - Duties

The Board of Directors shall have general direction of the affairs of the Society. It shall have charge of all business and financial affairs of the Society, and shall control all property and funds, and shall authorize the disbursement of all funds. It shall be charged with the enforcement of the bylaws. The Board of Directors shall serve as an advisory body to the President and shall assist him in the performance of his duties. The minutes of the Board of Directors shall be kept in a permanent form. The Board of Directors shall perform such other functions as are assigned to it by the bylaws. It shall observe and comply with all directives and actions of the membership.

Section 4 - Meetings and Quorum

The President shall determine the time, place and number of Board of Directors meetings. The Directors in attendance shall constitute a quorum. The President may call special meetings of the Board of Directors to deliberate matters deemed too urgent to postpone until the next regularly scheduled meeting. The agenda for a

special called meeting shall be limited to the urgent matter at hand.

Section 5 - Removal

Any Director who has been absent for three successive meetings without a satisfactory excuse to the President may be removed from the Board of Directors at the discretion of the President.

ARTICLE VII. EMPLOYEES

Section 1 - General

The Society shall have authority to employ full-time and part-time employees under the conditions set forth herein.

1.1 Executive Director

The Board of Directors shall have authority to employ a full-time Executive Director. He shall administer and manage the affairs of the Society in an efficient and professional manner. His salary shall be reviewed annually by the Board and incorporated into the annual budget for approval by the membership. The Executive Director shall enjoy tenure as long as his services are acceptable to the Board and the membership. His specific duties shall include the following:

1. Receive and maintain all permanent records and files in the office of the Society.
2. Receive and keep account of all funds of the Society.
3. Receive and properly manage ordinary correspondence of the Society, including preparation and mailing of agendas and bulletins of the Society.
4. Assist the Finance Committee in preparing an annual budget and in obtaining an annual audit of the Society's books and accounts.
5. Disburse funds for ordinary expenses incurred in maintaining the office of the Society and for such other expenses as approved by the Board of Directors.
6. Serve as an ex-officio non-voting member of the Board of Directors and all Society committees.
7. Maintain files on all members, past and present, which shall include their membership applications and other relevant documents.
8. Assist the officers and committee members in the performance of their duties.
9. Perform such other duties as are assigned to him by the Board of Directors.

1.2 Other Employees

The Board of Directors shall have the authority to prescribe rules and regulations governing employees.

ARTICLE VIII. COMMITTEES

Section 1 - Standing Committees

There shall be the following standing committees whose duties and composition are outlined below. Unless otherwise specified, the President shall appoint all members. Vacancies shall be filled by the President.

1.1 Bylaws Committee

The Bylaws Committee shall be composed of at least three members appointed annually and shall be responsible for reviewing the Society's bylaws and for suggesting amendments as needed for the governance of the Society.

1.2 Nominating and Credentials Committee

The Nominating and Credentials Committee shall be composed of at least two members appointed annually and the Immediate Past President who shall act as Chairman. In accordance with these bylaws, the committee shall nominate one or more members to each office and delegate/alternate delegate position. The committee's slate of nominees shall be submitted to the Board of Directors for approval and shall be published and mailed to all members prior to the Annual Business Meeting. The committee shall investigate the credentials and qualifications of applicants for all categories of membership and make a report of its findings to the Board of Directors.

1.3 Finance Committee

The Finance Committee shall be composed of the Treasurer who shall act as Chairman, Past Treasurer and at least three members appointed annually by the President. The Finance Committee shall be responsible for reporting the results of the annual audit of the Society's books and accounts to the Board of Directors. With the assistance of the Executive Director, the committee shall prepare and submit a budget for the ensuing year to the Board of Directors. It shall assist the Treasurer in the general supervision of the financial affairs of the Society.

1.4 Medical Legislation Committee

The Medical Legislation Committee shall be composed of at least three members appointed annually and shall investigate the enactment, repeal or modification of federal and state laws and any city or Pulaski County ordinances relating to medical interests.

1.5 Carrier Relations Committee

The Carrier Relations Committee shall be composed of at least three members appointed annually and shall advocate appropriate access to health care for patients, facilitate interaction between physicians and health care payers and encourage fair and prompt payment for physician services.

The committee shall establish liaison with medical directors of third party payers, make recommendations for changes in state or federal regulations that would reduce difficulties in billing to and collecting from insurance companies for physician services. It shall work with the Arkansas Medical Society and other organizations as appropriate.

1.6 Public Health Committee

The Public Health Committee shall be composed of at least three members appointed annually. The committee shall research proposed rules and regulations that affect the public health of Pulaski County and report to the Board on such matters. It shall propose and support passage of such regulations to the extent permitted by this Society or by other regulations. A report describing the medical readiness for disaster care in Pulaski County shall be made at least yearly.

1.7 Membership Development Committee

The Membership Development Committee shall be composed of at least four members appointed annually. It shall encourage recruitment of new members and retention of existing membership of the Society through educational and social programs and direct contact. It shall welcome the new members of the Society. It shall aide in House of Delegates recruitment and retention. It shall have responsibility for program and entertainment at annual meeting and social functions.

1.8 Communications Committees

The Communications Committee shall be composed of at least three members appointed annually and the President Elect who shall act as Chairman. It shall provide assistance with media and public relations activities including newsletter content, web site, membership directory, memorial resolutions and other publications.

1.9 Liaison Committee

The Liaison Committee shall be composed of at least three members appointed annually. It shall serve as liaison for the Pulaski County Medical Student Alliance and other entities for which the Society may choose to associate socially. It shall serve as liaison with the UAMS School of Medicine for medical student awards or gratuities. The

Medical Student Representative to the Board will be a non-voting member. The Resident Representative to the Board will be a voting member.

Section 2 - Ad Hoc Committees

The President shall be empowered to appoint ad hoc committees for specific temporary matters of importance. Such committees shall report their findings to the Board of Directors who may accept or reject their recommendations.

ARTICLE IX. ETHICS

The Principles of Medical Ethics of the American Medical Association shall govern this Society.

ARTICLE X. INDEMNIFICATION

The corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a Director, Officer, employee or agent of the corporation, against expenses (including attorneys fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action.

Article X. Indemnification of Directors, Officers, Employees, and Agents

Section 1. Third-Party Claims

Claims by Third Parties: The Society shall have the power to indemnify a Director, Officer, Employee, Non-Director Volunteer or agent who was or is a party or is threatened to be made a party to a threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, other than an action by and in the right of the Society, by reason of the fact that he or she is or was a Director, Officer, employee, Non-Director Volunteer, or agent of the Society, or is or was serving at the request of the Society as a Director, Officer, Partner, employee, Non-Director Volunteer, or agent of another foreign or domestic corporation, or other enterprise, whether for profit or not for profit, against expenses, including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred in connection with the action, suit or proceeding, if the person to be indemnified acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Society, and with respect to any criminal action or proceeding, if he or she had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or

upon a plea of nolo contendere or its equivalent does not, of itself, create a presumption that he or she did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Society, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

Section 2. Claims of the Society

Claims Brought By or In the Right of the Society: The Society shall have the power to indemnify a Director, Officer, Employee, Non-Director Volunteer, or agent who was or is party to or is threatened to be made a party to a threatened, pending, or completed action or suit by or in the right of the Society to procure a judgment in its favor by reason of the fact that he or she is or was a Director, Officer, employee, Non-Director Volunteer, or agent of the Society, or is or was serving at the request of the Society as a Director, Director, Officer, partner, or agent of a business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, against expenses, including actual and reasonable attorneys' fees, and amounts paid in settlement incurred by the person in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Society. However, indemnification under this Section shall not be made for a claim, issue, or matter in which he or she has been found liable to the Society unless and only to the extent that the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, he or she is fairly and reasonably entitled to indemnification of the expenses which the court considers proper.

Section 3. Approval

Approval for Indemnification: An indemnification under Section 1 or 2 hereof, unless ordered by a court, shall be made by the Society only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because the applicable standard of conduct has been met. This determination shall be made in any of the following ways:

(a) By a majority vote of a quorum of the Board of Directors consisting of Board Members who were not parties to the action, suit, or proceeding.

(b) If the quorum described in subdivision (a) is not obtainable, then by a majority vote of a Committee of Board Members who are not parties to the action. The Committee shall consist of no fewer than two (2) disinterested Board Members.

(c) By independent legal counsel in a written opinion.

Section 4. Advancing Expenses

Advancement of Expenses: Expenses incurred in

defending a civil or criminal action, suit, or proceeding described in Sections 1 or 2 above shall be paid by the Society in advance of the final disposition of the action, suit, or proceeding upon receipt of any undertaking by or on behalf of the person being indemnified to repay the expenses if it is ultimately determined that he or she is not entitled to be indemnified by the Society. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made but need not be secured.

Section 5. Partial Indemnification

Partial Indemnification: If a person is entitled to indemnification under Section 1 or 2 for a portion of expenses including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount thereof, the Society shall indemnify the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which person is entitled to be indemnified.

Section 6. Other Indemnification Rights

Other Rights of Indemnification: The indemnification or advancement of expenses provided under Sections 1 through 5 is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under the articles of incorporation, Bylaws, or a contractual agreement. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses. The indemnification provided for in Sections 1 through 5 continues as to a person who ceases to be a Director, Officer, employee, or agent and shall inure to the benefit of the heirs, executors, administrators of the person.

Section 7. Insurance

Liability Insurance: The Society shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Society, or is or was serving at the request of the Society as a Director, Officer, employee or agent of another nonprofit corporation, business corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against the person and incurred by the person in any such capacity or arising out of the person's status as such, whether or not the Society would have the power to indemnify the person against such liability under the provisions of the Arkansas Nonprofit Corporation Act of 1993.

ARTICLE XI. AMENDMENTS

These bylaws may be amended by the affirmative vote of two-thirds of the members voting at a regular or special meeting of the Society. Proposed amendments shall be

mailed to all members at least thirty days before the vote on such amendments is taken.

ARTICLE XII. AMENDMENT OF BYLAWS

These by-laws may be amended by the members by two-thirds (2/3rds) of the votes cast or a majority of the voting power, whichever is less, at a regular or special meeting of the members of the Society. The Society shall give notice to its members of the proposed membership meeting in writing by any form of mail service provided by the United States Postal Service no fewer than ten (10) days before the meeting date. The notice must state that the purpose, or one of the purposes of the meeting is to consider the proposed amendment and the notice shall contain or be accompanied by a copy or summary of the amendment.