

Article IV — Board of Directors

1. The Board of Directors shall consist of eight members elected at large, five members appointed by previous boards of directors, the President, the President-elect, the Immediate Past President, and the Treasurer. The Executive Director shall be an ex-officio non-voting member of the Board of Directors. Two representatives from the Council of Consumers shall be non-voting members of the Board of Directors. Directors elected at large or appointed shall serve for staggered terms of four years not to exceed two consecutive full terms. All members of the Board of Directors shall serve until their successors are elected and qualify. *(amended October 2009)*

2. Regular meetings of the Board of Directors shall be held not less frequently than semi-annually at a time and place to be specified by the President. The Board of Directors shall establish a mechanism to provide continuing and prompt attention to such issues as may arise. A quorum at any meeting shall consist of a majority of voting members of the Board of Directors.

3. Special Meetings of the Board of Directors may be called by the President or by five members of the Board of Directors or by petition to the President of 10% of Members in good standing, stating the reasons for calling a special meeting of the Board of Directors. The President shall call a meeting within 60 days at a place and time designated by the President.

4. In the case of disability or resignation of a Director, the Board of Directors shall fill the vacancy for the unexpired term by appointment.

5. The Board of Directors shall be the policy-making body for the association, shall oversee the work of the Executive Director of the association, and shall exercise general supervision over the affairs of the Association. The Board of Directors shall have authority to take such actions as are necessary for the conduct of the association's affairs in accordance with these Bylaws.

6. The Board of Directors, from time to time, may elect to poll the membership on issues of importance to the policy directions of the association. Such polls are advisory, but not binding, to the Board of Directors.

7. If by petition, 10% of Members of the association object to a decision made by the Board of Directors, the Board shall re-evaluate such decision at its next scheduled meeting and report back to the full membership the basis for its final decision.

8. Any Director may be removed from office before the expiration of a term by a two-thirds vote of the Board of Directors if it appears that the best interest of the Association is not being served.

9. Procedural issues relating to meetings of the Board of Directors and on voting shall be decided by a committee comprised of the President, the President-elect and the Executive Director.

10. The Executive Committee may determine that a matter may be appropriate for consideration and vote by the Board of Directors without the need for a meeting. In such circumstances, the Executive Director, at the direction of the Executive Committee, shall cause to be delivered to each Director a written discussion of the issue and a ballot. Directors shall then have until a date specified in the ballot to submit their vote to the Executive Director. Directors shall have at least one week to consider the issue before being required to vote. Ballots may be delivered to the Executive Director by such means as approved in advance by the Executive Committee including, but not limited to, U.S. Mail, over-night mail, facsimile and/or electronic mail. The Executive Director shall inform the Directors of the result of the vote within five days of the calculation of the results.

11. Directors may participate in meetings by telephone or other means approved by the Board of Directors. Directors participating by telephone may vote orally, electronically or by such other means as may be approved by the Board of Directors.

12. A tie vote of the Board of Directors will result in failure of the vote in question.

Article V – Executive Committee

1. The Executive Committee shall consist of the President, President-elect, Treasurer, Secretary, two members of the Board elected annually by the Board, and the Executive Director (ex officio without a vote).

2. Between the meetings of the Board of Directors, the Executive Committee shall have the power and authority in the management of the association consistent with the policies of the Board of Directors. The member elected by the Board shall have oversight responsibility for assuring that full Board of Directors are apprised of decisions made by the Executive Committee between Board meetings in a timely manner.

3. The Executive Committee shall meet at the call of the President. The Executive Committee may conduct its business by meeting in person, by telephone conference or by Internet conference.

Article VI – Officers

1. The officers of the Association shall be as follows: President, President-elect, Immediate Past President, Treasurer, Secretary, and Executive Director. They shall hold office until their successors are elected and qualify. *(amended October 2009)*
2. The President-elect shall be elected from current physician members of the Board of Directors by a majority vote of the Board of Directors at the annual meeting of the Board of Directors. When he/she is elected as President-elect, the remainder of his/her term shall be filled by appointment by the Board of Directors. *(amended October 2009)*
3. The President shall be a Member of the Board of Directors who has just completed a term as President-elect. The President shall serve as presiding officer of the association and the Board of Directors. The President shall perform such other duties as are prescribed in the Bylaws, as are incident to the office, or as may properly be required of the President by vote of the Board of Directors. The President shall serve ex-officio on all committees with the exception of the Election Committee. The President shall serve a two year term. *(amended October 2009)*

(The two-year term of the president shall sunset in 2014 and the length of term shall be re-evaluated by the board)

4. The President-elect shall be a Member of the Board of Directors and shall take office as President-elect at the close of the annual meeting of the Board of Directors. During the term of office, the President-elect shall serve as presiding officer of the association and the Board of Directors in the absence of the President.
5. In the event that the President shall not serve out a term for any reason, the President-elect shall succeed to the unexpired remainder thereof and continue through his/her own term.
6. In the event that both the President and the President-elect shall be unable to serve, the Board of Directors shall elect one of its physician members to serve as presiding officer of the association and the Board of Directors until the vacated term expires.
7. The Immediate Past President shall be the most recently retired President. The Past President shall not be eligible to appear as a candidate on the President-elect election ballot.
8. The Treasurer shall be a member of the Board of Directors and Co-chair of the Finance and Development Committee. He or she shall have final responsibility for writing the budget of the association, and, under the direction of the Board of

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Directors, shall oversee the expenditures of the association; serve as the primary liaison between the Board of Directors and the Executive Director of the association with regard to financial affairs; and prepare an annual financial report for the membership.

9. The Treasurer shall be appointed by the Board of Directors and serve a four year term. The Treasurer shall not serve more than two consecutive full terms.

10. The Secretary shall be a member of the Board of Directors and shall promote the goals of the organization by ensuring that accurate and sufficient documentation exists to meet legal requirements, and to enable authorized persons to determine when, how, and by whom the board's business was conducted. While certain duties of the Secretary may be delegated to the Executive Director, Board members and/or committees as appropriate, the accountability for them remains with the Secretary. *(October 2009)*

11. The Secretary shall be appointed from within the Board of Directors and serve a one year term. *(October 2009)*

12. The Board of Directors shall hire an Executive Director who shall be the administrative officer of the association. The Executive Director shall be responsible for the staff, their hiring, training, performance, and termination. The Executive Director shall perform such duties as may be assigned by the Board of Directors or as may be prescribed in these Bylaws.

13. Any officer may be removed from office before the expiration of a term by a two-thirds vote of the Board of Directors if it appears that the best interest of the Association is not being served.

14. The officers of the association shall be bonded by an amount fixed by the Board of Directors.

Article VII — Nominations and Elections

1. Approximately one hundred and twenty days before the Annual Meeting the Election Committee shall issue a call by Internet to all voting members of the association for nominations for the Board of Directors. Nominations shall remain open for at least 30 days.

2. Approximately ninety days before the Annual Meeting a ballot shall be issued electronically, that shall remain open for voting by the membership for at least fifteen days. Results of the election shall be announced at least 60 days prior to the annual meeting.

3. Voting for at-large members of the Board of Directors will occur by “rank order voting.”

4. The Election Committee shall determine the eligibility of nominees and ascertain that all the nominees for any office are willing to stand for office.
5. The election results shall be reported by the Election Committee to the Board of Directors within ten days after the ballot closes.

Article VIII -- Appointments to the Board of Directors

1. Each year the sitting Board of Directors shall appoint a director(s) to the upcoming board of directors, paying attention to the diversity of the Board including, but not limited to, race, age, gender, sexual orientation, geographic location, practice type and specialty.
2. At the expiration of the Treasurer's term, the sitting board of Directors shall appoint a new Treasurer.
3. The Election Committee shall determine the eligibility of prospective appointees to serve on the Board of Directors.
4. Appointed Members to the Board of Directors will assume office at the time of the annual meeting.

Article IX — Committees

1. The committees of the Association shall consist of the committees provided by these bylaws. Members of committees, except those serving as ex-officio or as otherwise stated in these Bylaws, shall be appointed by the Board of Directors for staggered terms. Committee size, unless otherwise contained in these bylaws is at the discretion of the Board of Directors. Except as otherwise provided in these bylaws, committee Chairs will be appointed by the Board of Directors. Committees shall meet not less often than annually at the call of their Chair. They may meet in person, by telephone conference or by internet conference. They shall report annually in writing to the Board of Directors.
2. The Membership Committee shall be composed of no fewer than three members of the association, appointed for staggered terms of three years. The Committee shall have responsibility for the oversight of membership recruitment, benefits and retention activities for the association.
3. The Finance and Development Committee shall consist of the Treasurer and no fewer than three Members of the association, appointed for staggered terms of three years. The Treasurer shall serve as Co-chair. It shall be the duty of the Finance and Development Committee to direct fundraising activities, present an annual budget, to review the annual financial statements of the association, and to nominate the professional auditors who shall be selected annually by the Board of Directors.

4. The Meetings and Retreats Committee shall consist of not fewer than three members of the association, appointed to staggered three year terms. It shall be the responsibility of this committee, in coordination with association staff, to arrange for programs of general and specific interest at the time of the Annual Meeting or other meetings and retreats as deemed necessary for the management or mission of the association.

5. The Ethics Committee shall consist of not fewer than three members appointed to staggered three year terms. The Ethics Committee shall have the power to receive, initiate, and investigate complaints of unethical conduct of members; to report on types of cases investigated with specific description of difficult or recalcitrant cases; to dismiss or recommend action to the Board of Directors on ethical cases investigated; to resolve cases by agreement where appropriate; to formulate rules or principles of ethics for adoption by the association; to formulate rules and procedures governing disciplinary; and to interpret, apply, and otherwise administer those rules and procedures.

The Ethics Committee shall formulate rules and procedures governing the conduct of the ethics and disciplinary process. However, such rules and procedures and any changes therein must be approved by the Board of Directors. The Ethics Committee, acting at its own discretion or on direction of the Board of Directors, shall review such rules and procedures periodically and may amend them from time to time, subject to the approval of the Board of Directors, provided, however, that no such amendment shall adversely affect the substantive rights of a member whose conduct is being investigated or against whom formal charges have been filed at the time of amendment.

The work of the Ethics Committee, including information and recommendation on all cases before it, shall be kept confidential, except as provided by the Ethics Committee in rules and procedures approved by the Board of Directors, consistent with the objectives of the Committee and the interest of the Association.

6. The Election Committee shall consist of the Past President, and the two other most recently retired Presidents of the Association. The two most recent past Presidents shall co-chair the committee. The Election Committee shall be responsible for the conduct of elections by voting members of the association, shall determine the results of all such elections, shall investigate complaints about elections, and shall certify the outcome of elections to the Board of Directors and membership.

If for any reason the above mentioned past presidents are unable to serve, the Board of Directors shall appoint a replacement(s).

7. The Policy Committee shall consist of not fewer than three members appointed to staggered three year terms. The Policy Committee shall develop policies on issues affecting or likely to affect the association that are consistent

with the association mission and guiding principles. All such positions shall be presented to the Board of Directors for approval and adoption.

8. The Board of Directors may, from time to time, establish such other Committees as it deems necessary for the orderly conduct of Association business.