



CONSTITUTION AND BYLAWS

(Amended April 2023)

Mission Statement

Revised and approved by the OSMA Council - September 2013

“The Ohio State Medical Association (OSMA) is dedicated to empowering physicians, residents and medical students to advocate on behalf of their patients, communities and profession.”

Vision Statement

Revised and approved by the OSMA Council – September 2013

“Bringing physicians together for a healthier Ohio.”

Values Statement

Revised and approved by the OSMA Council - September 2013

The OSMA values:

- ***The sanctity of the physician-patient relationship***
- ***The role of physicians as the leader of the health care team***
- ***Innovation that transforms health care delivery and improves the health of patients and the patient experience***
- ***Access to high quality, affordable health care***
- ***The role of patients in improving their health***
- ***The future generation of physicians – medical students, residents, and fellows***

OSMA Strategic Priorities

Revised and approved by the OSMA Council – October 2019

Sustainability

OSMA will increase physician engagement over the next 3 years (2020-2023) to enhance membership and partnerships in order to maintain financial stability

Advocacy

OSMA will be the voice for physicians advocating the role of professionals in the changing health care landscape and working collaboratively with like-minded health care organizations

Healthier Ohio: Physician Well-Being, Professionalism, Public and Population Health

OSMA will support the healthy personal and professional development of physicians as well as lead and support physicians as they address population health improvement and public health needs

Governance and Operations

OSMA will evaluate its governance structure and relationships with other medical societies and organizations to insure we are providing adequate input for all physicians and becoming a more nimble and responsive organization

Brand Awareness: Communications/Public Relations/Marketing

The OSMA will redesign its member and public facing communications to create a widely known brand and to clearly communicate OSMA strategic priorities and advocacy successes using physician leaders and multiple communication channels

Index to Constitution and Bylaws

Adoption	7, 26
Amendments	7, 26
Annual Meeting	
Functions of Annual Meeting.....	11
Registration.....	11
The Council	
Powers and Duties of the Council.....	21
Council Meetings	22
Publication of Proceedings	22
Individual Duties of Councilors.....	22
Auditing and Appropriations Committee.....	22
Salaries and Expenses of Officers and the Budget.....	22
Vacancies	23
Committees	24
Composition of this Association	
Classes of Members.....	4
Delegates and Alternate Delegates to the American Medical Association	23
Dues and Assessments	10
Duties and Terms of Officers and of the Chief Executive Officer	20
Ethical Principles	24
Fiscal Year	6
House of Delegates	
Meetings of the House of Delegates.....	5, 11
Ratio of Representation	11
Representation of Medical Specialties	12
Resident and Fellows Section.....	14
Organized Medical Staff Section	14
Medical Student Section	14
Young Physicians Section	14
Quorum.....	14
Committees of the House of Delegates.....	14
Delegates to the American Medical Association	15
Councilor Districts	15
Sections	12
Special Committees	15
Resolutions	15
Order of Business	16

Indemnification

Indemnification 25
Advancement of Expenses 26
Non-Exclusivity of This Article 26
Insurance 26

Meetings

Annual Meeting 5
Time and Place of Annual Meeting 5
Special Meetings 5

Membership

General Membership 8
Affiliate Membership 9

Name and Purposes

..... 3

Nomination and Election of Officers

..... 16

Officers

..... 6

Referendum

..... 7, 24

Rules of Procedure

..... 24

Ohio State Medical Association Constitution and Bylaws

CONSTITUTION ARTICLE I NAMES AND PURPOSE

Section 1. Name. The name and title of this corporation shall be Ohio State Medical Association.

Section 2. Purposes. The purposes of this Association shall be:

(1) To bring into one organization the physicians of the State of Ohio and through this, and similar societies of other states, to maintain and support the American Medical Association.

(2) To formulate and maintain educational programs designed to provide better service to the public in matters of personal and public health.

(3) To encourage among members of the medical profession the interchange of views on all phases of medical science, to the end that each member of the profession may be better equipped to serve society and promote the health of the public.

(4) To maintain and advance the standards of medical practice in this state by requiring adherence by the members of the profession to the concepts of professional ethics.

(5) To study, formulate methods and provide information on health care delivery systems.

(6) To represent the opinions and policy positions of the members, as approved by the House of Delegates or the Council, before governmental bodies and agencies.

(7) To carry on such functions and activities as are deemed necessary or desirable to effectuate the above purposes.

ARTICLE II OSMA DISTRICTS

The House of Delegates shall establish the number and size of OSMA districts within the state taking into account geographic boundaries and number of physicians residing or practicing within each district. The OSMA Council shall evaluate the number and size of districts every five years and recommend changes, if any, to the House of Delegates.

Within each OSMA district, physicians in each county may form self-governing county societies or multi county societies. Members of the county or multi county societies are not required to be members of OSMA but only OSMA members will be counted for purposes of determining delegate counts for each district to the House of Delegates.

ARTICLE III COMPOSITION OF THIS ASSOCIATION

Classes of Members. There are two classes of membership: general and affiliate. These classes, in addition to their associated membership rights and privileges, are further defined in Chapters 1 and 2 of the Bylaws. The voting members of this Association shall consist of members in the following classes of general membership who have paid the appropriate dues amounts, if any, to the association by January 31 of each year: Active Members, Retired Members, Members in Training, and Student Members.

ARTICLE IV HOUSE OF DELEGATES

The House of Delegates shall be the legislative body of this Association and shall consist of: (1) Delegates selected by the Active and Retired Members residing or working within designated OSMA districts; (2) Officers of this Association enumerated in Article VI; (3) Delegates and Alternate Delegates to the American Medical Association from Ohio, Past Presidents and Past Councilors of this Association each of whom shall be an ex-officio member without the right to vote unless such Delegate, Alternate Delegate or Past President be a duly elected Delegate or a duly elected officer of this Association; and (4) such representatives of other medical groups as may be determined by the House of Delegates, including the following:

The Medical Student Section shall have one (1) Delegate and one (1) Alternate Delegate selected from each of the medical or osteopathic colleges in the state of Ohio to the House of Delegates, said Delegates to be selected in accordance with the Bylaws of the Medical Student Section; provided that the Bylaws of the Medical Student Section have been approved by Council. For purposes of representation in the House of Delegates, Student Members shall not be counted at the individual district level, but shall constitute a separate section which shall be treated and seated as if it were an additional district in which the Student Members of each Ohio medical and osteopathic medical school elect their own Delegate.

The Organized Medical Staff Section shall have one (1) Delegate and one (1) Alternate Delegate to the House of Delegates, said Delegate to be selected in accordance with Bylaws of the Organized Medical Staff Section; provided that the Bylaws of the Organized Medical Staff Section have been approved by Council.

The Resident and Fellows Section shall have five (5) Delegates and two (2) Alternate Delegates to the House of Delegates who must be Members in Training of this Association, said Delegates to be selected in accordance with the Resident and Fellows Section Bylaws; provided that the Bylaws of the Resident and Fellows Section have been approved by Council. For purposes of representation in the House of Delegates, Members in Training shall not be counted at the individual district level, but shall constitute a separate section which shall be treated and seated as if it were an additional district in which the Members in Training elect their own Delegates.

The Young Physician Section shall have one (1) Delegate and one (1) Alternate Delegate to the House of Delegates who must be physicians in active practice and under the age of forty or in the first eight years of practice after residency and fellowship training. The Young Physician Section Delegate shall be selected in accordance with the Young Physicians Section bylaws; provided that the bylaws of the Young Physician Section have been approved by Council.

The International Medical Graduates Section shall have one (1) Delegate and one (1) Alternate Delegate to the House of Delegates. The International Medical Graduate Section Delegates shall be selected in accordance with the International Medical Graduate Section bylaws; provided that the bylaws of the International Medical Graduate Section shall have been approved by the OSMA Council.

The Women Physicians Section shall have one (1) delegate and one (1) alternate delegate to the House of Delegates. The Women Physicians Section delegates shall be selected in accordance with the Women Physicians Section bylaws; provided that the bylaws of the Women Physicians Section shall have been approved by the OSMA Council.

The OSMA Senior Physicians Section shall include all members age 65 and above, either active or retired. The Senior Physicians Section shall have one (1) delegate and one (1) alternate delegate to the House of Delegates. The Senior Physicians Section delegates shall be selected in accordance with the Senior Physicians Section bylaws; provided that the bylaws of the Senior Physicians Section shall have been approved by the OSMA Council.

The medical specialties listed by the American Board of Medical Specialties and approved by Council for representation in the House of Delegates, with final approval by the House of Delegates, are eligible to have one Delegate and one Alternate Delegate for every 50 specialty members or portion thereof above 50 members who are also OSMA voting members to be selected in accordance with Chapter 5, Section 4 of the Bylaws of this Association. The Designated Delegate and Alternate Delegate must be certified as OSMA voting members.

ARTICLE V MEETINGS

Section 1. Annual Meeting. This Association shall hold an Annual Meeting at which there shall be a meeting of the House of Delegates.

Section 2. Time and Place of Annual Meeting. The time and place for holding each Annual Meeting shall be fixed by the Council of this Association and Delegates shall be physically present except when the OSMA Council determines that extraordinary circumstances exist that make it impossible or inadvisable for delegates to be physically present.

Section 3. Special Meetings. Special meetings of the House of Delegates shall be called by the President or other officer upon a two-thirds (2/3) vote of the Council or upon filing, with the Chief Executive Officer of this Association, a petition duly authorized and signed by at least fifty active members residing or practicing in at least two OSMA districts. Within ten (10) days after such action of the Council, or the filing of such petition, the Chief Executive Officer shall give written notice to the members of the House of Delegates setting forth the purpose or purposes of such meeting and specifying the time and place thereof, in no event shall the meeting be less than twenty (20) days nor more than sixty (60) days after the mailing of such written notice.

Section 4. At least ten (10) days advance notice of meetings of members shall be published in print or shall be given by use of authorized communications equipment as defined in Section 5.

Section 5. Members and Councilors may attend and participate in all meetings of this Association, including participation by casting any vote that the member or Councilor is qualified to cast, in person or via the use of authorized communication equipment if use of such equipment is approved by the Council. Any member participating in a meeting via authorized communications

equipment shall be considered "present" at that meeting for all relevant purposes. Any recorded transmission by authorized communications equipment shall be considered "written" or a "writing" for all relevant purposes stated in the Constitution and Bylaws. The Council shall establish procedures and guidelines for the use of authorized communications equipment in order to permit the Council to verify that a person is a voting member and to maintain a record of the person's presence and any relevant vote that person casts by use of the authorized communications equipment.

As used in this section and these Constitution and Bylaws, "authorized communications equipment" means any communications equipment that provides a transmission, including, but not limited to, by telephone, telecopy, or any electronic means, from which it can be determined that the transmission was authorized by, and accurately reflects the intention of, the member or Councilor involved and, with respect to meetings, allows all persons participating in the meeting to contemporaneously communicate with each other.

Section 6. Conduct of Meetings. Meetings of the Association may be held in person or by means of authorized communications equipment as defined in this Article if use of such equipment is approved by the Council except as stated in Section 2 of this Article. Voting members who are not physically present at a meeting of voting members may attend the meeting by the use of authorized communications equipment that enables the voting members an opportunity to participate in the meeting and to vote on matters submitted to the voting members, including an opportunity to read or hear the proceedings of the meeting, participate in the proceedings, and contemporaneously communicate with the persons who are physically present at the meeting. Any voting member who uses authorized communications equipment is deemed to be present in person at the meeting whether the meeting is held at a designated place or solely by means of authorized communications equipment. The Council may adopt procedures and guidelines for the use of authorized communications equipment in connection with a meeting of voting members to permit the Association to verify that a person is a voting member and to maintain a record of any vote or other action taken at the meeting.

ARTICLE VI OFFICERS

Section 1. General. The Officers of this Association shall be a President who shall act as Speaker of the House of Delegates, President-Elect who shall act as Vice-Speaker of the House of Delegates, the Immediate Past President, a Secretary-Treasurer, and Councilors.

Section 2. Election and Eligibility. The President-Elect and Secretary-Treasurer of this Association shall be elected by the House of Delegates. Geographic District Councilors shall be elected by the voting members in OSMA districts. At-large Councilors shall be elected by all voting members in a statewide election. Councilors representing sections authorized in Article IV shall be elected by the section. No person shall be eligible for an elective office who has not been a voting member of this Association during the entire preceding two (2) years. The terms of the Officers of this Association shall be as prescribed by Chapters 6 and 7 of the Bylaws of this Association.

ARTICLE VII THE COUNCIL

The Board of Trustees (referred to herein as "the Council") shall consist of one (1) Councilor from each geographical councilor district, six (6) At-Large Councilors, one (1) member from the Organized Medical Staff Section, one (1) member from the Young Physician Section, one (1) member from the Resident and Fellows Section, one (1) Student Member from the Medical Student Section and the other elected Officers of this Association. The Council shall be the executive body of this

Association and shall have the complete custody and control of all funds and property of this Association and shall have and exercise full power and authority of the House of Delegates between meetings of the House of Delegates.

ARTICLE VIII FISCAL YEAR

The fiscal year of this Association shall begin on January 1 and end on December 31.

ARTICLE IX REFERENDUM

Section 1. By a two-thirds (2/3) vote of the Delegates present at a meeting of the House of Delegates, a general referendum shall be held upon any question then pending before it.

Section 2. Upon a petition duly authorized and signed by at least fifty Active Members residing or practicing in at least two OSMA districts and filed with the Chief Executive Officer on or before the thirtieth (30th) day following the adjournment of a meeting of the House of Delegates, a general referendum shall be held upon any action taken at such meeting.

The procedure to be followed in connection with the submission to a referendum of any referred question or action shall be as set forth in Chapter 13 of the Bylaws of this Association. If the referred question is in respect to a proposed amendment to this Constitution, an affirmative vote of two-thirds (2/3) of those voting in such referendum shall be required to determine the referred question. Furthermore, if the referred action of the House of Delegates is in respect to the adoption by the House of Delegates of an amendment to this Constitution, a vote of two-thirds (2/3) of those voting in such referendum shall be required to reject and nullify the action of the House of Delegates in adopting such amendment.

ARTICLE X AMENDMENTS

Section 1. Method of Amending. The House of Delegates may amend any Article of this Constitution by a two-thirds (2/3) vote of the Delegates and Officers registered at the Annual Meeting or at any special meeting called for that purpose provided, however, that such proposed amendment shall have been published by this Association, or sent to all voting members of this Association, at least thirty (30) days before such meeting.

Section 2. At no time may a proposal to amend the OSMA Constitution include an attempt to nullify and void the effect of the OSMA Bylaws. The OSMA Constitution and the OSMA Bylaws documents shall each require a separate action to be rendered null and void.

ARTICLE XI ADOPTION

Upon the adoption of this Constitution by a two-thirds (2/3) vote of the Delegates and Officers present and voting, this Constitution will become effective and thereupon all previous Constitutions shall be rendered null and void.

BYLAWS

CHAPTER 1 MEMBERSHIP

Section 1. Rights of General Members. All general members of this Association shall have the right to attend all meetings of this Association.

Section 2. Classification of Membership.

(a) Active Members. The Active Members of this Association are those physicians with the OSMA who practice, work or reside in Ohio and who pay the appropriate dues to this association by January 31 of each year. Active Members shall have the right to vote and hold office.

(b) Retired Members. Retired Members of this Association shall be those members of this Association who have retired from the active practice of medicine and who do not receive regular and significant income for their participation in any professional activity related to the practice of medicine. They must have been Members of this Association for ten (10) years prior to retirement. Retired Members shall have the right to vote and hold office.

(c) Members in Training. Members in Training shall comprise all physicians who are pursuing studies and training in a program accredited by the Accreditation Council for Graduate Medical Education (ACGME), the American Medical Association or the American Osteopathic Association and their associated groups. Members in Training shall comprise the Resident and Fellows Section and shall have the right to vote and hold office.

(d) Nonresident Members. Nonresident Members shall include those physicians who reside and practice outside Ohio but who hold a license to practice medicine and surgery in Ohio and who are approved for Nonresident Membership by the Council. Nonresident Members shall not have the right to vote or hold office.

(e) Honorary Members. The House of Delegates may elect as an Honorary Member any person distinguished for services or attainments in medicine or the allied sciences or who has rendered other services of unusual value to medicine. An Honorary Member shall pay no dues or assessments.

(f) Life Active Members. Individuals who currently are Life Active Members having made a single payment for lifetime membership dues will continue as Life Active Members, but no new life memberships will be permitted. Life Active Members will have all of the rights and privileges of an Active Member under these Bylaws for life. Wherever the term "Active Member" is used in these Bylaws it shall include Life Active Members.

(g) Student Members. Student Members of this Association shall comprise those students who are pursuing the diploma of Doctor of Medicine or Doctor of Osteopathy in an approved medical or osteopathic college or institution in the State of Ohio. Student Members shall comprise the medical group known as the Medical Student Section. Said section shall be governed by and operate under separate Bylaws approved by the Council. Student Members of this Association shall have the right to vote and hold office in this Association.

Section 3. Eligibility for General Membership. To be eligible for any class of general membership other than honorary, retired or student in this Association, a person must hold a limited, temporary, or unlimited certificate to practice medicine and surgery, or osteopathic medicine and surgery, issued by the licensing authority of the State of Ohio, which license must be in full force and effect.

Section 4. Disqualification. No person whose license to practice medicine and surgery, or osteopathic medicine and surgery, issued by the licensing authority of the state of Ohio has expired, been suspended or revoked shall be entitled to any of the rights or benefits of this Association.

Section 5. Effect of Expiration, Revocation, or Termination of Certificate. Membership in this Association of a member in active practice whose certificate to practice medicine and surgery has expired, has been revoked, or has been otherwise terminated, shall be cancelled automatically as of the effective date of such expiration, revocation or termination. The provisions of this Section 5 shall not apply to members who have retired from active practice or to members whose certificate has been voluntarily surrendered due to illness, or to members whose license has automatically expired because of problems of communication.

Section 6. Disciplinary Procedure. The Council shall consider all questions involving the rights and standing of members, whether in relation to other members or to this association. All questions of an ethical nature brought before the House of Delegates and/or Council involving the professional relations of individual physicians or groups of physicians shall be referred to Council without discussion. The Council shall have full power and authority to refer to a committee or task force or hear and decide all questions of discipline affecting the conduct of members of this association. Its decisions in all cases, including questions regarding the right of membership in this association, shall be final.

Section 7. Limitation of Liability. No member, agent or employee serving on a utilization committee, a peer review or professional standards review committee, including any person participating in the context of the process set forth in the disciplinary Section of these Bylaws shall be deemed liable in damages to any person for any action taken or recommendation made within the scope of the functions of said committee, if such committee member, agent or employee acts without malice and in the reasonable belief that such action or recommendation is warranted by the facts known to the person after reasonable effort to obtain the facts of the matter as to which such action is taken or recommendation is made. No person against whom disciplinary action is instituted pursuant to the disciplinary Section of these Bylaws shall have any claim or cause of action against this Association, or against any officer, Councilor, member, agent or employee of this Association, by reason of the institution, prosecution, or disposition of such charges or the hearing or consideration thereof.

CHAPTER 2 AFFILIATE MEMBERSHIP

Section 1. Rights of Affiliate Membership. The rights of affiliate members are delineated by class of affiliate membership as delineated below.

Section 2. Classification of Affiliate Membership

(a) Affiliate Executive Members. Non-physician executives of the Ohio State Medical Association, county medical societies in Ohio, and other medical organizations in Ohio and specialty societies in Ohio are eligible to be affiliate executive members of the Ohio State Medical Association with approval by the Council. Such affiliate executive members may attend the meetings of the association but shall not have the right to make a motion, vote or hold office in the association.

(b) Affiliate Administrative Members. Non-physician administrators and managers of medical practices of physicians who are current active members of the organization are eligible to be affiliate administrative members of the Ohio State Medical Association. Affiliate administrative members of the Ohio State Medical Association may attend all meetings of the association, but shall not have the right to make a motion, vote or hold office in the association.

(c) Affiliate Organization Members. Members of Ohio organizations may become affiliate organization members of the Ohio State Medical Association with approval by the Council, with a signed affiliate agreement and after payment of appropriate fees. Affiliate organization members may participate in products and services of the association as delineated in the affiliate agreement. Affiliate organization members shall not have the right to make a motion, vote, hold office, attend meetings, or represent the Ohio State Medical Association to outside entities.

CHAPTER 3 DUES AND ASSESSMENTS

Section 1. Determination of Dues. The annual dues and assessments of Active Members of this Association shall be determined by the House of Delegates, and shall be levied per capita on such members. They shall be payable to the OSMA before January 1 of the calendar year for which such dues are levied.

The Council of this Association shall have the authority to promulgate regulations governing the amount of annual dues and assessments of all classifications of members other than Active Members. A physician who is not engaged in active practice because of disability and who was a member of this Association at the time of the disability may be exempt from the payment of dues and assessments in this Association.

A member of this Association for whom payment of the member's regular dues constitutes a financial hardship may submit a request to the Council of this Association for an adjustment of dues. Such request shall be in writing. If the Council finds that payment of dues will constitute a financial hardship, the Council of this Association will make an adjustment of the member's dues to this Association for such period of time, and subject to such conditions, as Council may deem appropriate and advisable.

Section 2. Receipt of Dues, Qualifying Membership. The record of payment of dues and assessments on file in the offices of this Association shall be evidence of the fact of payment by a member and of that member's right to attend all meetings of this Association.

Section 3. Arrears in Membership. A member of this Association whose dues and assessments in this Association shall not have been paid on or before January 1 of any year shall be deemed delinquent from January 1 of such year and until such dues and assessments have been paid.

Section 4. Exemption from Dues and Assessments. The provisions of Sections 2 and 3 of this chapter shall not apply to members exempted from the payment of dues and assessments, or to members whose dues and assessments are waived.

CHAPTER 4 ANNUAL MEETING

Section 1. Functions of Annual Meeting. The Annual Meeting of this Association will be held as provided in Article V of the Constitution.

Section 2. Registration. Each member in attendance at the Annual Meeting shall register, after the member's status as a member has been verified by reference to the records of this Association. No member or Delegate shall take part in any of the proceedings of the Annual Meeting until that member or Delegate has registered.

CHAPTER 5 THE HOUSE OF DELEGATES

Section 1. Meetings of the House of Delegates. The House of Delegates shall meet annually at the time and place of the Annual Meeting of this Association. All sessions of the House of Delegates are open to all members in good standing of this Association.

Section 2. OSMA District Delegates Ratio of Representation. Each OSMA district shall be entitled to one (1) Delegate and one (1) Alternate Delegate in the House of Delegates for each fifty (50) Active Members and Retired Members working or residing in the district as of December 31st of the preceding year. If the total number of Active Members and Retired Members in the district is not evenly divisible by fifty (50), that district shall be entitled to one (1) additional Delegate in the House of Delegates. The names of such Delegates and Alternate Delegates shall be submitted to the Association prior to the opening of the House of Delegates.

In addition to the district Delegates ratio of representation stated in this section, each OSMA district shall be entitled to one additional designated Delegate and one additional Alternate Delegate who represents a section approved by the House of Delegates, except that members in training and medical students are represented solely by their separately seated sections. These additional designated Delegates shall be selected by the district.

Members in Training and Students are represented through separately seated sections of the House of Delegates and shall not be included in the member count/ratio of representation of OSMA districts for purposes of determining representation in the House of Delegates.

Section 3. Ohio County Delegates. Each Ohio county will be entitled to one (1) Delegate and one (1) Alternate Delegate in the House of Delegates provided that county has active or retired members of the association working or residing within it.

If there is an active medical society within the county, that society shall submit the name of the Delegate and Alternate Delegate to the association prior to the opening of the House of Delegates.

If no medical society exists within the county, the corresponding OSMA District Councilor in which the county is listed shall solicit volunteers from active or retired members who live or work within the county. The District Councilor shall submit the names of these Delegates and Alternate Delegates to the association prior to the opening of the House of Delegates.

Section 4. Representation of Medical Specialties. All medical specialties listed by the American Board of Medical Specialties are eligible for representation in the House of Delegates.

A medical specialty society not previously represented in the OSMA House of Delegates which is seeking representation shall apply to the Council. The Council shall consider whether the specialty society qualifies for representation and approve appropriate applicants.

Each medical specialty society shall have one (1) Delegate and one (1) Alternate Delegate for every 50 specialty members or portion thereof who are also voting members of this Association. Each specialty society with more than 50 members who are also OSMA members who wish to have additional Delegates and Alternate Delegates must submit to this Association at least sixty (60) days prior to the Annual Meeting the names of its members who are also voting members of the OSMA. The OSMA will verify OSMA membership of the names submitted. The specialty society shall submit the names of its Delegate(s) and Alternate Delegate(s) at least sixty (60) days prior to the Annual Meeting. In case a Delegate or Alternate Delegate is unable to serve, the President or current physician leader of the recognized medical specialty society may at any time certify to the Chair of the Committee on Credentials the name of a voting member of this Association to serve in place of the absent Delegate(s) or absent Alternate Delegate(s). The Committee on Credentials shall rule on the eligibility of such certified individual or individuals to act in the place of such absent Delegate or Alternate Delegate. A medical specialty society Delegate shall have all rights, privileges and duties as other Delegates. The medical specialty society Delegates will be seated in the House of Delegates as a separate section of medical specialties.

Section 5. Sections.

(A) Mission of the Sections. A section is a formal group of physicians or medical students directly involved in policymaking through a section Delegate and representing unique interests related to professional lifecycle, practice setting, or demographics. Sections shall be established by the House of Delegates for the following purposes:

- (1) Involvement. To provide a direct means for membership segments represented in the sections to participate in the activities, including policy-making, of the OSMA.
- (2) Outreach. To enhance OSMA outreach, communication, and interchange with the membership segments represented in the sections.
- (3) Communication. To maintain effective communications and working relationships between the OSMA and organizational entities that are relevant to the activities of each section.
- (4) Membership. To promote OSMA membership growth.
- (5) Representation. To enhance the ability of membership segments represented in the sections to provide their perspective to the OSMA and the House of Delegates.
- (6) Education. To facilitate the development of information and educational activities on topics of interest to the membership segments represented in the sections.

(B) Informational Reports. Each section may submit to the House of Delegates at the Annual Meeting an informational report detailing the activities and programs of the section during the previous year. The report(s) shall be submitted to the House of Delegates through the Council. The Council

may make such non-binding recommendations regarding the report(s) to the sections as it deems appropriate, prior to transmitting the report(s) to the House of Delegates without delay or modification by the Council. The Council may also submit written recommendations regarding the report(s) to the House of Delegates.

(C) Governing Council. There shall be a Governing Council for each section to direct the programs and the activities of the section. The programs and activities shall be subject to the approval of the Council. Each section shall adopt rules governing the composition, election, term, and tenure of its Governing Council.

(D) Qualifications. Members of each section Governing Council must be members of the OSMA and of the section. Each section shall define the qualifications for membership in the section. Any OSMA member meeting the qualifications shall be a member of the section unless the member opts out of section membership.

(E) Voting. Members of each section Governing Council shall be elected by the voting members of the section present at the business meeting of the section, unless otherwise provided in the section bylaws.

(F) Officers. Each section shall select a chair and vice chair or chair-elect and other necessary and appropriate officers. Each section shall adopt rules governing the titles, duties, election, term, and tenure of its officers.

(1) Qualifications. Officers of each section must be members of the OSMA and of the section.

(2) Voting. Officers of each section shall be elected by the voting members of the section, unless otherwise provided in the section bylaws.

(G) Delegate and Alternate Delegate. Each section, except for the Resident and Fellows Section and the Medical Student Section, shall elect one (1) Delegate and one (1) Alternate Delegate to represent the section in the House of Delegates.

(H) Business Meeting. There shall be a business meeting of members of each section. The business meeting shall be held prior to each annual meeting of the House of Delegates.

(1) Purpose. The purposes of the business meeting shall be to: hear such reports as may be appropriate; consider other business and vote upon such matters as may properly come before the meeting; adopt resolutions for submission by the section to the House of Delegates; hold elections.

(2) The business meeting shall be open to all members of the OSMA. Only duly selected representatives who are OSMA members shall have the right to vote at the business meeting. The business meeting shall be conducted pursuant to rules of procedure adopted by the Governing Council. The rules of procedure may specify the rights and privileges of section members, including any limitations on participation or vote.

(I) Rules. All rules, regulations, and procedures adopted by each section shall be subject to the approval of the Council.

(J) Establishment of New Sections. An OSMA member component group seeking section status shall submit a proposal to the OSMA Council. Upon approval of the OSMA Council, the Council

shall submit a resolution seeking such new section status to the House of Delegates.

(K) Section Status Review. Each section shall reconfirm its qualifications for continued existence and representation in the House of Delegates by demonstrating at least every 5 years that it continues to meet the requirements in this section and the bylaws adopted by the section. The House of Delegates may establish, by adoption of a resolution, additional criteria for continued existence of sections.

Section 6. Resident and Fellows Section. The Resident and Fellows Section shall have five (5) Delegates and two (2) Alternate Delegates who must be Members in Training of this Association. The Resident and Fellows Section Delegates shall have all the rights, privileges, and duties of other Delegates. The Resident and Fellows Section Delegates will be seated in the House of Delegates as a separate section which shall be seated as an additional district.

Section 7. Organized Medical Staff Section. The Organized Medical Staff Section shall have one (1) Delegate and one (1) Alternate Delegate who must be voting members of this Association. In case a Delegate or Alternate Delegate is unable to serve, the Chair of the section may at any time certify to the Chair of the Committee on Credentials the name of a voting member of this Association to serve in place of the absent Delegate or absent Alternate Delegate. The Committee on Credentials shall rule on the eligibility of such certified individual or individuals to act in the place of such absent Delegate or Alternate Delegate. The Organized Medical Staff Section Delegate shall have all rights, privileges and duties of other Delegates. The Delegate and Alternate Delegate will be separately seated in the House of Delegates with other approved sections.

Section 8. Medical Student Section. The Medical Student Section shall have one (1) Delegate and one (1) Alternate Delegate selected from each of the six (6) medical colleges and the one (1) osteopathic medical college in the State of Ohio pursuant to the Medical Student Section Bylaws. The Medical Student Section Delegates shall have all the rights, privileges and duties of other Delegates. The seven (7) Delegates will be seated in the House of Delegates as a separate section which shall be seated as an additional district.

Section 9. Young Physician Section. The Young Physician Section shall have one (1) Delegate and one (1) Alternate Delegate who must be physicians in active practice and under the age of forty or in the first eight years of practice after residency and fellowship training and who are also OSMA voting members. The Young Physician Section Delegate and Alternate Delegate shall have all the rights, privileges, and duties of other Delegates. The Young Physician Section Delegate and Alternate Delegate will be separately seated in the House of Delegates with other approved sections.

Section 10. International Medical Graduate Section. The International Medical Graduate Section shall have one Delegate and one Alternate Delegate who are also OSMA voting members. The International Medical Graduate Section Delegate and Alternate Delegate shall have all the rights, privileges, and duties of other delegates. The International Medical Graduate Section Delegate and Alternate Delegate will be separately seated in the House of Delegates with other approved sections.

Section 11. Quorum. A majority (fifty percent plus one) of credentialed Delegates and Officers of this Association shall constitute a quorum provided that at least seventy-five (75) credentialed Delegates and Officers are present.

Section 12. Committees of the House of Delegates. For the purpose of expediting proceedings, the President shall appoint from the roster of Delegates the following committees:

Committees on Resolutions, to which shall be referred all resolutions; Committee on Credentials; and other committees considered necessary by the President.

Section 13. Delegates to the American Medical Association. The House of Delegates shall elect representatives to the House of Delegates of the American Medical Association in accordance with the Constitution and Bylaws of that body, except for one (1) Alternate Delegate from the Resident and Fellows Section and one (1) Alternate Delegate from the Medical Student Section. The resident and student Alternate Delegates shall be selected by their respective sections in accordance with the Constitution and Bylaws of their section.

Section 14. Councilor Districts. The House of Delegates shall establish councilor districts. The districts shall comprise one (1) or more contiguous counties. Each councilor district shall determine the process to be used in the district for selecting Delegates and Alternate Delegates to the OSMA House of Delegates. The District Councilor shall submit the process in writing to the OSMA Council for approval. All voting members in the councilor district will be eligible to vote for the District Councilor. Each nominee for District Councilor must be a resident of or work or conduct a majority of their practice in the councilor district for which that nominee for Councilor is nominated. The OSMA shall allocate funding for one physical meeting of a council district in preparation for the OSMA annual meeting, if requested by the District Councilor, and shall assist in conducting any necessary district wide elections.

Section 15. Special Committees. Any Member of this Association may be appointed to serve on any committee created for a special purpose. All members of committees who are not members of the House of Delegates shall have the right to present their reports to the House in person and to participate in the debate thereon, but shall not have the right to vote.

Section 16. Resolutions. Except as otherwise provided, every resolution to be presented to the House of Delegates for action shall be filed with the Chief Executive Officer of this Association at least forty-five (45) days prior to the first (1st) day of the meeting at which action on such resolution is proposed to be taken; and promptly upon the filing of any such resolution the Chief Executive Officer shall prepare and transmit a copy thereof to each member of the House of Delegates. Each resolution which, if adopted, would require expenditure of funds by this Association, shall have attached a statement of the amount of the estimated annual expenditure. The Chief Executive Officer shall cause to be published in advance of such meeting of the House of Delegates such resolutions as the President or the Council may designate.

No resolution may be presented or introduced at any meeting of the House of Delegates, unless the foregoing requirements for filing and transmittal shall have been complied with, or unless such compliance shall have been waived by a Special Committee on Emergency Resolutions named to decide whether late submission was justified. Late submission is only justified when events giving rise to the resolution occur after the filing deadline for resolutions. This special committee shall consist of the chairs of the several resolution committees. If a majority of the members of the Special Committee on Emergency Resolutions vote favorably for waiving the filing and transmittal requirement, then such resolution shall be presented to the House of Delegates at its opening session. All resolutions presented subsequent to the forty-five (45) day filing date prior to the opening session of the House of Delegates shall be submitted by their sponsors to the committee no less than twelve (12) hours prior to the opening session of the House of Delegates. If the committee votes unfavorably, the House may override the committee's recommendation by an affirmative vote of four-fifths (4/5) of the Delegates voting.

No consideration may be given, or any action taken, by the Committee on Resolutions or by the House of Delegates, with respect to any resolution unless such resolution is presented or

introduced at the opening session of the meeting of the House of Delegates. However, a resolution dealing with an event or development occurring too late to permit the introduction of any such resolution at the opening session may be introduced at a later session with the consent of at least four-fifths (4/5) of the Delegates present. Upon its introduction, such resolution shall be referred to the Committee on Resolutions for consideration and report. The Committee on Resolutions shall have the right to amend any such resolution presented or introduced, or to draft a composite or substitute resolution embracing the same subject matter as the resolution or resolutions introduced, and to submit such amended, composite or substitute resolution for adoption by the House of Delegates. The House of Delegates shall have the right to adopt any such amended, composite or substitute resolution.

Any resolution adopted by the House of Delegates four (4) or more years prior to each Annual Meeting will be reviewed by the Council for purposes of recommending whether to retain each policy. The House of Delegates will be notified of those resolutions subject to review prior to the Annual Meeting at which they will be considered. Any resolution not retained by House action on the report submitted by the Council becomes null, void and of no effect.

Section 17. Order of Business. The order of business of the House of Delegates shall be according to the then current edition of the American Institute of Parliamentarians Standard Code of Parliamentary Procedure.

The order of business may be modified for any session by the presiding officer with consent of the House of Delegates.

CHAPTER 6 NOMINATION AND ELECTION OF OFFICERS

Section 1. Committee on Nominations. The Committee on Nominations shall consist of eight members including the OSMA President, the OSMA President-Elect and six additional members appointed by the OSMA President and approved by the Council. The President shall appoint the chair of the Committee. The President and President-Elect serve on the Committee on Nominations during his or her term of office. Other committee members shall serve not more than one, three-year term with two new members rotating on each year.

The Committee on Nominations shall submit a report to the House of Delegates containing the name of one (1) or more members for each of the offices to be filled at that Annual Meeting. For those elections which require a nomination by the committee, each nominee must have a majority vote of the Committee in order to be placed on the report for presentation to the House of Delegates except the nominees for President-Elect and those from the Organized Medical Staff Section, the Resident and Fellows Section, the Medical Student Section and the Young Physician Section.

All nominees shall meet qualifications set forth in the OSMA bylaws. Additionally, the Committee on Nominations shall determine candidate selection criteria for at-large Council positions that may include, but are not limited to, diversity, experience, engagement with organized medicine, experience with strategic planning, physician practice demographics, physician practice settings, current organizational needs, House of Delegates input, OSMA staff input and individual physician self-selection. The precise selection criteria may vary year to year to reflect the current needs of the OSMA. The Committee on Nominations makes the final determination about the selection criteria it will use in any given year and shall inform the membership of the selection criteria used. The Committee on Nominations shall also determine how best to solicit candidates.

The six at-large council seats shall be elected by voting members in annual statewide direct elections. Each year the committee on nominations shall nominate at least three candidates for the at-large seats to be filled; however, not more than two at-large councilors can reside or practice in the same councilor geographic district. The nominating committee shall report to all OSMA voting members the slate of candidates for at-large councilor elections.

OSMA district councilors shall be elected by voting members in district-wide direct elections.

The President-Elect, Secretary-Treasurer, and delegates and alternate delegates to the American Medical Association shall be elected by the House of Delegates.

Section 2. Committee on Elections. The Committee on Elections shall consist of a chair and vice-chair who shall serve two-year terms and be selected from among the delegates to the OSMA House of Delegates. The OSMA President shall annually appoint the vice-chair who shall automatically become chair after the first year of the two year term; except that for the initial year of the committee (2021-2022), the president shall appoint the chair who shall serve a one year term. The Committee on Elections shall serve year round and supervise all aspects of OSMA elections. The committee shall conduct elections, including House of Delegates elections and statewide or district-wide electronic elections, and certify the final vote counts. The committee shall appoint tellers as needed from among the delegates or alternate delegates at the annual House of Delegates to assist with counting votes at the meeting.

Section 3. Eligibility for Reelection of Officers, Delegates and Alternate Delegates to the American Medical Association. No Past President of this Association shall be eligible for election as President-Elect. No Secretary-Treasurer shall serve for more than two (2) consecutive terms. No Councilor shall serve in such capacity for more than three (3) consecutive terms. Any officer originally elected to serve one (1) year or less of an unexpired term shall not be regarded thereby as having served a term. Nothing in these Bylaws shall be construed as forbidding later reelection to any office, other than that of President or President-Elect, after an interruption in consecutive service.

Section 4. Nomination of President-Elect. Nominations for the office of President-Elect shall be made from the floor of the House of Delegates; provided, however, that only those candidates may be nominated whose names have been filed with the Chief Executive Officer as herein provided, unless compliance with such requirements shall be waived. The name of a candidate for the office of President-Elect must be filed with the Chief Executive Officer of this Association at least sixty (60) days prior to the meeting of the House of Delegates at which the election is to take place. Upon the filing of such candidate's name, the Chief Executive Officer shall prepare and transmit promptly this information to each member of the House of Delegates. Compliance with the filing and transmittal requirements may be waived or dispensed with by a vote of at least two-thirds (2/3) of the Delegates present at the opening session of such meeting. The Chief Executive Officer shall cause to be published in advance of such meeting of the House of Delegates biographical information on all candidates meeting the requirements of filing and transmittal.

Section 5. Nomination and Elections at the House of Delegates. A nominating committee report for the election of the President-Elect, Secretary-Treasurer and AMA Delegates and Alternate Delegates shall be made by the Committee on Nominations at the first session of the House of Delegates. Only those candidates may be nominated whose names have been filed with the Committee on Nominations through the office of the Chief Executive Officer. Compliance with the foregoing filing requirement may be waived or dispensed with by a vote of at least two-thirds (2/3) of the Delegates present at the opening session of such meeting.

Section 6. Nomination of President-Elect and Secretary-Treasurer and of Delegates and Alternate Delegates to the American Medical Association. The report of the Committee on Nominations with respect to all elections by the House of Delegates shall be posted or distributed prior to the election. Nominations for the office of President-Elect may be made from the floor at the final session of the House of Delegates. Each nominating speech for any office shall be limited to three (3) minutes. Not more than one (1) speech shall be made in seconding a given nomination and such seconding speech shall be limited to one (1) minute.

Section 7. Nominations from the Floor. Nothing in this chapter shall be construed to prevent additional nominations from the floor by Delegates for the office of President-Elect, Secretary-Treasurer and delegates and alternate delegates to the American Medical Association.

Section 8. Election of President-Elect and Secretary-Treasurer and of Delegates and Alternate Delegates to the American Medical Association. If there is more than one (1) nominee for an office, the election of President-Elect and Secretary-Treasurer of this Association and of Delegates and Alternate Delegates to the American Medical Association shall be by ballot during the House of Delegates. The Alternate Delegates from the Resident and Fellows Section and the Medical Student Section shall be selected in accordance with the Bylaws of their respective sections.

In the event there is only one (1) position to be filled, the nominee receiving the majority of all votes cast shall be declared elected. In case no nominee receives a majority on the first (1st) ballot, the two (2) nominees receiving the lowest number of votes shall be dropped and a new ballot taken; this procedure shall be continued until there are two (2) nominees remaining. The nominee receiving a majority of all votes cast shall be declared elected.

In the event there is more than one (1) position to be filled from among any number of nominees, a nominee, in order to be declared elected, must receive the votes of a majority of those voting, provided, however, that if upon any ballot the number of nominees receiving a majority vote is greater than the number of positions to be filled on such ballot, those nominees (not to exceed the number of positions to be filled on such ballot) receiving the greatest number of votes shall be declared elected. If upon any ballot some, but not all of such positions are filled, a new ballot shall be taken from among all of the remaining nominees; except that the two (2) nominees receiving the lowest number of votes on the previous ballot shall be dropped on each new ballot until there are two (2) more nominees than positions available, after which the nominee receiving the lowest number of votes shall be dropped. On every ballot a nominee, in order to be declared elected, must receive the votes of a majority of those voting, provided, however, that if upon such new ballot the number of nominees receiving a majority vote is greater than the number of positions to be filled on such ballot, those nominees (not to exceed the number of positions to be filled on such ballot) receiving the greatest number of votes cast shall be declared elected. If upon any ballot no nominee receives the votes of a majority of those voting, the two (2) nominees receiving the lower number of votes shall be dropped and a new ballot will be taken; this procedure shall be continued until there are two (2) more nominees than positions available, after which the nominee receiving the lowest number of votes shall be dropped; and this procedure shall be continued until all positions have been filled. No ballot shall be counted if it contains fewer or more votes than the number of positions to be filled or if the ballot purports to cast more than one (1) vote for any nominee. (For example: if upon any ballot the number of positions to be filled is four (4), then each Delegate voting must vote for four (4) of the nominees for such positions.)

Section 9. Removal from Office. Any officer of this Association, or any Delegate to the American Medical Association, or any Alternate Delegate to the American Medical Association, may be removed from office, for cause, at any time.

Proceedings for the removal from office of an officer of this Association or any Delegate or Alternate Delegate to the American Medical Association shall be commenced by the filing with the Chief Executive Officer of this Association a written complaint signed by not less than sixty (60) Delegates to the House of Delegates of this Association from at least two districts. Such complaint shall name the person sought to be removed, shall state the cause for removal, and shall demand that a meeting of the House of Delegates be held for the purpose of conducting a hearing on the charges set forth in the complaint, and for the purpose of selecting an individual to fill the office which may be vacated by reason of the removal from office of the person sought to be removed.

Within ten (10) days after the filing of such complaint, the Chief Executive Officer shall serve upon the person named in the complaint a true and correct copy of it, together with a written notice specifying the time and place of hearing the charges set forth in the complaint. The Chief Executive Officer shall also mail a copy of the complaint and notice to each Delegate to the House of Delegates of this Association. Service upon the person named in the complaint of a copy of the complaint together with such written notice shall be made by delivering the same personally to the person or by sending the same by certified mail addressed to the person at his/her usual place of residence.

At the hearing upon such charges the person named in the complaint shall be afforded full opportunity to be heard in his/her own defense, to be represented by legal counsel or any other person of his/her own choosing, to cross-examine the witnesses who testify against him/her, and to examine witnesses and offer evidence in his/her own behalf. The House of Delegates shall convene for the purposes of hearing the charges in such complaint, and electing a successor if need be:

(a) on any date during the Annual Meeting of the House of Delegates, provided the date of such Annual Meeting is more than thirty (30) and less than sixty (60) days subsequent to the date of the service of such written notice upon the person sought to be removed; or

(b) at a special meeting called for the purpose of hearing the charges set forth in such complaint. Such special meeting shall be held on a date more than thirty (30) and less than sixty (60) days subsequent to the date of the service of the written notice upon such person sought to be removed.

A quorum for the purposes of this section shall consist of two-thirds (2/3) of the elected Delegates.

If two-thirds (2/3) of the Delegates of the House of Delegates present and voting by secret ballot vote affirmatively to remove such person from office, such person shall be declared removed from office.

A successor to an office in which a vacancy has been created as a result of the removal from office of any such officer, Delegate or Alternate Delegate shall be elected to serve the balance of the term of such office. All nominations for the office shall be made from the floor. The election of a successor officer, Delegate or Alternate Delegate shall be by a majority of the Delegates present and voting and shall be in accordance with Section 5 of Chapter 5 of the Bylaws of this Association, and with respect to a successor Delegate or Alternate Delegate to the American Medical Association such election shall also be in accordance with Section 5 of Chapter 5 of the Bylaws of this Association.

CHAPTER 7 DUTIES AND TERMS OF OFFICERS AND OF THE CHIEF EXECUTIVE OFFICER

Section 1. President. The President shall act as Speaker of the House of Delegates and shall preside at all general sessions of this Association and sessions of the House of Delegates. The President shall appoint all committees and task forces for the selection of which other provision is not made, shall deliver an annual address at a session of the House of Delegates, shall be Chair of the Council and shall perform such other duties as pertain to an officer of a corporation, and shall be an ex-officio member of all committees and task forces of this Association.

Section 2. President-Elect. The President-Elect shall act as Vice-Speaker of the House of Delegates and shall assist the President during meetings of the House of Delegates by performing such functions as the President shall designate while acting as Speaker of the House of Delegates. The President-Elect shall be a member of the Council and an ex-officio member of each standing committee, and of each other committee or task force appointed by the President. The President-Elect shall assume the duties of the President during the temporary absence or disability of the latter. If the office of President shall be declared vacant by Council and the Immediate Past President shall refuse or be unable to fill such vacancy, the President-Elect shall serve as President during the balance of the unexpired term and thereafter during the term for which the President-Elect was elected.

Section 3. Immediate Past President. The Immediate Past President shall be a member of the Council for a period of one (1) year immediately following the term of office as President, and during such period shall be an ex-officio member of each standing committee, and of each other committee or task force appointed by the President. If the office of President shall be declared vacant by Council, the Immediate Past President shall succeed to the presidency and complete the unexpired term of such office. The Immediate Past President is responsible for conducting the annual review of the Chief Executive Officer consistent with the policies and procedures of the Council Compensation Committee.

Section 4. Secretary-Treasurer. The Secretary-Treasurer shall receive all funds due this Association from every source. The Secretary-Treasurer shall supervise the deposit and keep the funds of this Association in a bank or banks of deposit approved by the Council. The Secretary-Treasurer shall supervise the accounting for the receipts and expenditures of this Association. The Secretary-Treasurer shall have the duty to make such purchases, sales, leases, acquisitions or dispositions of real and personal property as may be ordered or authorized by the Council and to execute on behalf of this Association, all documents and papers which may be required in connection with any such purchases, sales, leases, acquisitions or dispositions. The Secretary-Treasurer shall supervise the payments of all bills of this Association as authorized by the Auditing and Appropriations Committee and/or the Council. At the expense of this Association, the Secretary-Treasurer shall give bond in such amount as shall be required by the Council.

The Secretary-Treasurer shall be a member of Council and an ex-officio member of the Auditing and Appropriations Committee.

Section 5. Chief Executive Officer. The Chief Executive Officer shall be appointed by the Council. The Chief Executive Officer shall be the ex-officio secretary of this Association, of its Council, and of all its committees. The Chief Executive Officer shall be the executive agent of this Association and shall transact its business under the direction of its Officers. The Chief Executive Officer shall collect dues for membership in this Association and shall remit to the Secretary-Treasurer of this Association all collected dues for membership in this Association.

The Chief Executive Officer shall be the managing editor and business manager of any publication or communications program of this Association. The Chief Executive Officer shall have charge of the business offices of this Association and may employ, supervise, and discharge such aid as is necessary to accomplish the programs authorized by the Council and the House of Delegates. The Chief Executive Officer shall be the custodian of all books and papers belonging to this Association except those of the Secretary-Treasurer.

The Chief Executive Officer shall provide for the registration of the members at the Annual Meeting and shall provide for reporting the proceedings of the Annual Meeting. The Chief Executive Officer shall conduct the official correspondence, notifying members of meetings, Officers of their election, committees of their appointments and duties, and the Chief Executive Officer shall perform such other duties as may be assigned by the President or the Council. At the expense of this Association, the Chief Executive Officer shall give bond in such amount as shall be required by the Council.

Section 6. Terms of Officers. The President shall serve one (1) year and shall be succeeded by the President-Elect. The term of office of the Secretary-Treasurer shall be for three (3) years. The term of office of Councilors shall be for two (2) years. Councilors of the odd-numbered districts shall be elected in even-numbered years and the Councilors of the even-numbered districts shall be elected in odd-numbered years. All these Officers shall serve until their successors are elected and qualified.

For the purposes of this section, the period from one Annual Meeting until the next shall be regarded as one (1) year.

CHAPTER 8 THE COUNCIL

Section 1. Powers and Duties of the Council. The Board of Trustees (referred to herein as "the Council") shall be the executive body of this Association. Between meetings of the House of Delegates, the Council shall have and exercise all the powers and authority conferred on the House of Delegates by the Constitution and these Bylaws. In the exercise of the interim powers thus conferred upon it, the Council shall take no action contravening any general policy which shall have been adopted by the House of Delegates and which is then in effect.

The Council shall have direction of the investment and reinvestment of the funds of this Association.

The Council shall consider all questions involving the rights and standing of members.

The Council shall provide for and superintend the issuance of any publications of the Ohio State Medical Association. It shall have full power and authority to appoint a medical editor or publication board, or both, and make any other provisions for the publication of any publications which in its judgment are feasible including full discretionary power: (1) to promulgate rules and regulations governing any publications; (2) to enumerate and define the powers and duties of the medical editor or publication board, or both; and (3) to fix the terms and conditions of their appointment.

The Council shall have full power and authority to employ a Chief Executive Officer, who need not be a physician or member of this Association. The Chief Executive Officer may employ such other employees as are deemed necessary or advisable.

The Council shall provide such offices for the headquarters of this Association as may be

required properly to conduct its business.

Section 2. Council Meetings. The Council shall hold meetings during the Annual Meeting of this Association and at such other times as necessary, subject to the call of the President or on the petition of three (3) Councilors filed with the Chief Executive Officer.

At least ten (10) days advance notice of meetings shall be published in print or shall be given by use of authorized communications equipment as defined below.

Councilors may attend and participate in all meetings of the Council, including participation by casting any vote that the Councilor is qualified to cast, in person or via the use of authorized communication equipment, if use of such equipment is approved by the Council. Councilors participating in a meeting via authorized communications equipment shall be considered "present" at that meeting for all relevant purposes. Any recorded transmission by authorized communications equipment shall be considered "written" or a "writing" for all relevant purposes stated in the Constitution and Bylaws. The Council shall establish procedures and guidelines for the use of authorized communications equipment for the conduct of Council meetings.

As used in this section, "authorized communications equipment" shall have the same meaning as defined in Article V of the OSMA Constitution.

Section 3. Publication of Proceedings. The Council shall cause to be published a summary of its meetings and actions.

Section 4. Individual Duties of Councilors. Councilor duties shall be outlined in a councilor handbook and updated annually.

The duties of the Councilor from the Organized Medical Staff Section shall be set forth in the Bylaws of said section. The duties of the Councilor from the Medical Student Section shall be set forth in the Bylaws of said section. The duties of the Councilor from the Resident and Fellows Section shall be set forth in the Bylaws of said section, which shall be approved by the Council. The duties of the Councilor from the Young Physician Section shall be set forth in the bylaws of said section, which shall be approved by the Council.

Section 5. Auditing and Appropriations Committee. An Auditing and Appropriations Committee, consisting of three (3) members of the Council shall be appointed by the President, with the consent of the Council, to serve for one (1) year. This Committee shall prescribe the method of accounting and shall audit any and all accounts of this Association. It shall prepare and present annually to the Council a budget providing for the necessary expenses of this Association. The budget, after approval by the Council, shall be published and distributed to the Delegates and Alternate Delegates at least ninety (90) days prior to the Annual Meeting. Any surplus or balance of funds for a given year shall revert to the general fund. The President, the President-Elect, the Immediate Past President and the Secretary-Treasurer shall be ex-officio members of such Committee with full voting rights.

Section 6. Salaries and Expenses of President, President-Elect, Past-President, Secretary-Treasurer and the Budget. The stipends of President, President-Elect, Past-President, Secretary-Treasurer and the budget of this Association shall be fixed by the Council. The Auditing and Appropriations Committee may allow the payment of necessary travel and other expenses incurred by the President, President-Elect, Past-President, Secretary-Treasurer and Councilors in the discharge of their duties to this Association.

Section 7. Elections and Vacancies. The Council shall develop rules and procedures for the conduct of statewide and district wide elections. In the event of a conflict between district wide election procedures developed by the Council and the process developed by a councilor district in Chapter 5, Section 12 of these bylaws, the process developed by the district shall be used to conduct elections. Except as otherwise provided by Chapter 6 hereof, the Council shall fill by appointment any vacancy in office occurring in the interval between the Annual Meetings of the House of Delegates or a statewide or district wide election. Any such appointee shall serve until the next district or statewide election or Annual Meeting of the House of Delegates at which time the office shall be filled in the manner provided for in the Constitution and in these Bylaws.

CHAPTER 9 DELEGATES AND ALTERNATE DELEGATES TO THE AMERICAN MEDICAL ASSOCIATION (AMA)

Section 1. Organization. The Delegates and Alternate Delegates to the American Medical Association shall meet annually to nominate and elect a Chair and Vice-Chair of the delegation. The President of this Association shall serve as ex-officio Co-Chair of the delegation.

Section 2. Duties of the Chair. The Chair shall act as Co-Chair with the President of this Association at meetings of the delegation. The Chair shall appoint such committees as may be necessary to assist with the work of the delegation. The Chair shall report periodically for the delegation to the Council of this Association. The Chair shall review the delegation handbook annually and shall report any changes to the Council.

Section 3. Duties of the Vice-Chair. The Vice-Chair shall perform the duties of the Chair when the Chair is absent or otherwise unable to function.

Section 4. Duties of American Medical Association Delegation Members. Delegation member duties shall be outlined in a delegation handbook and updated annually. Members of the Ohio delegation to the American Medical Association are expected to attend all sessions of the AMA House of Delegates and all Ohio AMA delegation functions. Members of the Ohio delegation to the AMA must prepare for each AMA House of Delegates meeting by reviewing materials sent to them and participate in the deliberations of various committees to which they may be assigned.

Section 5. Terms of Office. The Chair and Vice-Chair shall serve for a period of one (1) year or until their successors are duly elected and qualified.

Section 6. Terms of Office for the Resident and Fellows Section and Medical Student Section Alternate Delegates. The Alternate Delegates selected by these sections shall serve a one-year term as defined by the Bylaws of their respective sections. The resident/fellow and student Alternate Delegates shall be eligible for re-election so long as status in their respective sections is maintained.

Section 7. Retention of Resident and Student Alternate Delegate. If the total combined number of AMA members of the Resident and Fellows Section and Medical Student Section on December 31 is below one thousand (1,000), then the Resident and Fellows Section and Medical Student Section shall be permitted to retain their Alternate Delegate position for one additional year in order to re-attain a membership of one thousand (1,000) or more AMA resident/fellow and student members. The Resident and Fellows Section and Medical Student Section must also promptly file a written plan of intensified membership development with the Ohio State Medical Association Council.

CHAPTER 10 COMMITTEES

Section 1. Committees. The standing committees of this Association shall be the Committee on Auditing and Appropriations and the Committee on Membership. All other committees and task forces of this Association shall be formed by the President.

Section 2. Appointment. The President with approval of Council shall appoint the chair and members of each committee and task force.

Section 3. Duties and Responsibilities of Committees and Task Forces. Each committee and task force shall consider all items referred to it by the House of Delegates and the Council. The purpose(s) of each committee and task force shall be prescribed by the Council.

The actions of all committees and task forces shall be subject to the approval of the Council.

CHAPTER 11 ETHICAL PRINCIPLES

The ethical principles governing the members of the American Medical Association shall govern members of this Association.

CHAPTER 12 RULES OF PROCEDURE

The deliberations of this Association shall be conducted in accordance with parliamentary usage as prescribed in the then current edition of the American Institute of Parliamentarians Standard Code of Parliamentary Procedure

CHAPTER 13 REFERENDUM

Within sixty (60) days after a general referendum has been ordered either by the (1) House of Delegates, or at least fifty active members residing or practicing in at least two OSMA districts as prescribed in Article IX of the Constitution, the Chief Executive Officer shall prepare and have printed and mailed by first-class mail or sent by means of authorized communications equipment to each Active Member of this Association an official communication setting forth the following:

- (a) The provisions in this Constitution and Bylaws applying to a general referendum;
- (b) An announcement by the President as to the time set for closing the polls which shall be not less than fifteen (15) days or more than thirty (30) days after the referendum communication of ballots;
- (c) The resolution, motion or action submitted to referendum;
- (d) A statement of not more than two hundred (200) words prepared by the proposer or proposers of the resolution, motion or action giving arguments in its favor;
- (e) A statement of not more than two hundred (200) words giving arguments in opposition

prepared by one or more members appointed by the President from among those opposed to the resolution, motion or action;

(f) Instructions for replying and/or completing voting on the resolution, motion or action.

All responses shall be returned or referred to the House of Delegates Committee on Elections.

To be counted by the committee, a ballot shall meet the following requirements:

(a) Either "yes" or "no" must be clearly indicated;

(b) The ballot must be received by the committee in the sealed official reply envelope by first-class postage or by means of authorized communications equipment or electronic balloting on or before the day set for closing the polls; and

(c) The ballot must be an official ballot mailed or sent by means of authorized communications equipment or electronic balloting to each Active Member.

Within ten (10) days following the time set for closing the polls, the Committee on Elections shall meet at the headquarters office of this Association or by means of authorized communications equipment to open the envelopes containing the ballots and poll the votes in the presence of each other, or consistent with the procedures and guidelines adopted by Council for use of authorized communications equipment or electronic balloting for voting and conduct of meetings, keeping in mind that the referendum is not valid unless participated in by not less than one-half (1/2) of the Active Members of this Association.

The results of the referendum shall be transmitted in writing by the committee to the President immediately after the count has been completed. The President shall announce such results to the members of the Council and publication thereof shall be made to the Active Members.

Except as otherwise provided in Article IX of the Constitution of this Association, a resolution, motion or action receiving a majority of the votes cast in a valid referendum, shall be declared adopted, carried or ratified, as the case may be, and the same shall become effective fifteen (15) days after the results of the referendum have been published.

As used in this section, "authorized communications equipment" shall have the same meaning as defined in Article V of the OSMA Constitution.

CHAPTER 14 INDEMNIFICATION

Section 1. Indemnification. In the event that 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, seeks indemnification from this Association against expenses (including attorney fees), and in the case of actions other than those by or in the right of this Association, judgments, fines and amounts paid in settlement, incurred by him or her in connection with such action, suit or proceeding by reason of the fact that such person is or was a member of the Council, an officer, or a member of any committee or commission of this Association, or is or was serving at the request of this Association as a trustee, director, officer, employee, agent or a member of a committee or commission of another corporation (domestic or foreign, nonprofit or for profit), partnership, joint venture, trust or other enterprise, then, unless such indemnification is ordered by a court, this

Association shall determine or cause to be determined in the manner provided in Section 1702.12 (E)(4) of the Revised Code of Ohio whether or not indemnification is proper in the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth in divisions (e)(1) and (e)(2) of Section 1702.12 of the Revised Code of Ohio and, to the extent that it is so determined that such indemnification is proper, the person claiming indemnification shall be indemnified.

Section 2. Advancement of Expenses. Expenses, including attorney's fees, incurred in defending any action, suit, or proceeding referred to in Section 1 of this Article may be paid by this Association in advance of the final disposition of such action, suit, or proceeding as authorized by the Council in the specific case upon receipt of an undertaking by or on behalf of the person reimbursed to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by this Association as authorized in this Article.

Section 3. Non-Exclusivity of This Article. The indemnification provided by Section 1 of this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the law or any agreement, vote of disinterested members of the Council or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to hold such office and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 4. Insurance. This Association, to the extent permitted by Chapter 1702 of the Ohio Revised Code, may purchase and maintain insurance on behalf of any person described in this Article.

CHAPTER 15 AMENDMENTS

Section 1. Method of Amending. These Bylaws may be amended at any Annual Meeting of the House of Delegates by a two-thirds (2/3) vote of the Delegates present at that session, provided that the proposed amendment shall have been published to the Active Members or mailed to Active Members of this Association at least thirty (30) days prior to the Annual Meeting.

Section 2. At no time may a proposal to amend these OSMA Bylaws include an attempt to nullify and void the effect of the OSMA Constitution. The OSMA Constitution and the OSMA Bylaws documents shall each require a separate action to be rendered null and void.

CHAPTER 16 ADOPTION

Upon the adoption of these Bylaws, all previous Bylaws are hereby declared null, void and of no effect.