



CONSTITUTION AND BYLAWS

(Amended April 2019)

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 physician – medical students, residents, and fellows***

Strategic Priorities

Revised and approved by the OSMA Council – September 2013, updated August 2016

OSMA Sustainability

OSMA will increase physician engagement over the next 3 years (2016-2019) to enhance membership, partnerships, to maintain financial stability

OSMA Organizational Triple Aim and physician well-being

OSMA will support the personal and professional development of physicians which will result in more physician leaders

Enhance Professionalism

OSMA will lead and support physicians as they transform into new practice environments while maintaining the physician as the leading voice in the health care system and team

OSMA 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 organizations

OSMA Advocacy

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

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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 (1) 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 COMPONENT SOCIETIES

Section 1. Definition. Component Societies shall consist of those county medical societies which now hold, or may hereafter receive, charters from this Association.

Section 2. Geographical Scope. Not more than one (1) Component Society shall be chartered in any one (1) county; provided, however, that a charter may be granted to a society comprising two or more counties, or parts thereof, when, in the judgment of the House of Delegates, the chartering of a multi-county society is in the best interests of this Association; and provided further, that whenever two (2) or more Component Societies holding charters from this Association shall request in writing that they be organized into a single multi-county society, the House of Delegates may grant a charter to such society.

Section 3. Membership in Adjoining Society. If there is an insufficient number of physicians in any county to form a Component Society, such physicians may become members of the Component Society of an adjoining county, if they are otherwise eligible under the constitution and bylaws of such adjoining Component Society.

**ARTICLE III
COMPOSITION OF THIS ASSOCIATION**

Classes of Members. The voting members of this Association shall consist of the following classes of members who have paid the appropriate dues amounts, if any, to the association by January 31 of each year:

- | | | |
|--------------------|------------------------|--------------------|
| 1. Active Members | 3. Members in Training | 5. Student Members |
| 2. Retired Members | 4. Military Members | |

Non-voting members of this association shall consist of the following classes of members who have paid the appropriate dues amounts, if any, to the association by January 31 of each year: non-resident members; honorary members; affiliate members; associate 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 V; (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 seven (7) representatives 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) representative 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) representatives to the House of Delegates who must be Members in Training of this Association, said representatives 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 five (5) representatives 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 Delegates 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 primary medical specialties and subspecialties listed by the American Board of Medical Specialties are eligible to have one Delegate and one Alternate Delegate for every 100 specialty or subspecialty members who are also OSMA voting members to be selected in accordance with Chapter 4, Section 3 of the Bylaws of this Association.

The medical subspecialty societies whose members hold such subspecialty certificates approved by the American Board of Medical Specialties with 100 or more members in Ohio and, of whom, at least 50% are OSMA members are eligible to have a Delegate and Alternate Delegate to be selected in accordance with Chapter 4, Section 3 of the Bylaws of this Association.

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.

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 the presidents of at least twenty-three (23) Component Societies and that a president who signs a petition to call a special session of the House of Delegates must act as a representative of his/her society, such that he/she expresses the will of the society established by a majority vote on the issue concerning the need for the meeting, conducted during a meeting of the society or its executive committee, if any exists, at which a quorum is present according to the county society's bylaws, and that verification of this meeting and the results of the voting must be forwarded to OSMA headquarters to validate the President's signature on the petition. 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 Officers of this Association shall be elected by the House of Delegates. 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 Chapter 6 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) Councilors elected at-large by the House of Delegates, 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 SEAL

This Association shall have an official seal bearing the legend "Ohio State Medical Association - 1846." The power to change or renew the seal shall rest with the House of Delegates in conformity with the laws of the State of Ohio.

ARTICLE X REFERENDUM

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.

Upon a petition duly authorized and signed by the governing bodies of at least one-half (1/2) of the Component Societies 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 14 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 XI 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 and that a true and correct copy thereof shall have been sent to the secretary of each Component Society at least thirty (30) days before such meeting.

Section 2. Conformity by Component Societies. When an amendment to this Constitution has been duly adopted, the secretary of each Component Society shall be notified in writing by the Chief Executive Officer within sixty (60) days after such amendment has become effective. It shall become incumbent upon each Component Society to make such change in its constitution and bylaws or its articles of incorporation and code of regulations or other fundamental body of rules for the government of the corporation, as will bring about conformity to the change in the Constitution of this Association. The secretary of such Component Society shall file with this Association a copy of such changes in the Component Society's constitution and bylaws together with written notice of compliance with the provisions of this Section within one hundred and eighty (180) days after it receives notice.

Section 3. 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 XII 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 Members. All 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 and who are approved for membership by the Council. 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 or any other state and who are approved for Nonresident Membership by the Council.

(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) Military Members. Military Members comprise all those Active Members of this Association who are serving a limited tour of active duty with the Armed Services of the United States.

(g) 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.

(h) Affiliate Members. Executives of the Ohio State Medical Association, county medical societies in Ohio, and other medical organizations in Ohio and specialty societies in Ohio with three (3)

years or more experience in the sponsoring organization or individuals recommended by a county medical society in Ohio, medical specialty society in Ohio, or physician representative organization in Ohio are eligible for Affiliate Membership in the Ohio State Medical Association. Such Affiliate Membership shall be at the discretion of the Council.

(i) 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 and are approved for Student Membership by the Council. 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. Except as otherwise provided in Article VII of the Constitution, Student Members of this Association shall have the right to vote and hold office in this Association.

(j) Associate Members. Non-physician administrators and managers of medical practices are eligible for Associate Membership. Associate 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 this Association.

Section 3. Eligibility.

To be eligible for any class of membership other than honorary, affiliate, associate, 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. Disciplinary action may be taken by this Association against a member of this Association only upon written charges signed by three (3) or more members of this Association and filed with the Chief Executive Officer.

(a) Council, upon receiving a written charge as set forth above, shall refer the request to a standing or ad hoc Grievance Committee. If the Grievance Committee, after reviewing the charges, concludes that an investigation is warranted, it shall conduct an investigation. The Grievance Committee shall proceed with the investigation in a prompt manner. The member shall be notified that an investigation is being conducted and shall be given an opportunity to provide information in a manner and upon such terms as the Grievance Committee deems appropriate. The Grievance Committee may, but is not obligated to, conduct interviews with persons involved. Such investigation shall not constitute a "hearing" as that term is used in these Bylaws. The Grievance Committee shall consider the findings of the investigation and determine whether disciplinary action is advisable. The Grievance Committee

may, in its discretion, proceed forward with the disciplinary action, dismiss the charges, or refer the charges to another appropriate entity for handling.

(b) If the Grievance Committee determines that disciplinary action is advisable, it shall direct the Chief Executive Officer to provide notice to the member. The notice shall state the action proposed to be taken against the member, the reasons for the action, the right of the member to request a hearing within thirty (30) days of the date of the notice, and a summary of the rights and procedures to be followed during the hearing. The member shall have thirty (30) days following the date of the notice of such action to request a hearing. The request shall be in writing addressed to the Chief Executive Officer.

If the member does not request a hearing in the time and manner described, the member shall be deemed to have waived any right to a hearing and to have accepted the recommendation involved. The written investigation report shall be forwarded to the standing or ad hoc Committee on Judicial and Professional Relations which shall determine the action to be taken. The member under this section shall have no further rights to hearing or appeal unless the action taken differs from the recommendation of the Grievance Committee.

(c) Upon receipt of a request for hearing, the matter shall be referred to a standing or ad hoc Committee on Judicial and Professional Relations or a standing or an ad hoc Committee on Peer Review which shall appoint a hearing officer or panel of individuals to conduct the hearing who may be one (1) or more of its members of the standing or ad hoc committee provided such hearing officer or panel members may not be in direct economic competition with the member. A hearing shall be scheduled to commence not less than thirty (30) days nor more than ninety (90) days from the date of receipt of the request for hearing. The Chief Executive Officer shall send the member a notice stating the place, time, and date of the hearing and a list of the witnesses, if any expected to testify at the hearing on behalf of the Grievance Committee.

The hearing officer or panel shall endeavor to ensure that all participants in the hearing have a reasonable opportunity to be heard and to present relevant oral and documentary evidence in an efficient and expeditious manner, and that proper decorum is maintained. The hearing officer or panel shall be entitled to determine the order of, or procedure for, presenting evidence and arguments during the hearing and shall have the authority and discretion to make all rulings on questions which pertain to matters of law, procedure or the admissibility of evidence. If the hearing officer or panel determines that either side in a hearing is not proceeding in an efficient and expeditious manner, the hearing officer or panel may take such discretionary action as seems warranted by the circumstances.

The hearing officer or panel may, but shall not be required to, order that oral evidence be taken only on oath administered by any person lawfully authorized to administer such oaths. Judicial rules of evidence and procedure relating to the conduct of the hearing, the examination of witnesses, and the presentation of evidence shall not apply to a hearing conducted under these Bylaws. Any relevant evidence, including hearsay, shall be admitted if it is the sort of evidence upon which reasonable people are accustomed to rely in the conduct of serious affairs regardless of the admissibility of such evidence in the court of law. The hearing officer or panel may interrogate the witnesses or call additional witnesses, if the hearing officer or panel deems such action appropriate.

(d) Both the member and the Grievance Committee have the right to be represented in any phase of the hearing or preliminary procedures by an attorney at law or by any other person of that party's choice; to have a record made of the proceedings, copies of which may be obtained by the member upon payment of any reasonable charges associated with the preparation thereof; the Grievance Committee, the accused, legal counsel for the accused or the Grievance Committee or any other person of either party's choice shall have the right to call, examine, cross-examine, and impeach witnesses; to present

evidence determined to be relevant by the hearing officer or panel, regardless of its admissibility in a court of law; and to submit a written statement at the close of the hearing.

Unless otherwise determined for good cause, the Grievance Committee shall have the initial duty to present evidence for each case or issue in support of the proposed action or recommendation. The member shall be obligated to present evidence in response. Throughout the hearing, the Grievance Committee shall bear the burden of persuading the hearing officer or panel, by a preponderance of the evidence, that the action or recommendation is reasonable and warranted.

Failure without good cause of the member to personally attend the hearing shall be deemed to constitute acceptance of the disciplinary action involved, and a waiver of the right to a hearing. Postponements and extensions of the time beyond the time for hearing permitted in these Bylaws may be permitted by the hearing officer or panel, within his/her/their discretion on a showing of good cause.

(e) The recommendation of the hearing officer or panel shall be based on the evidence introduced at the hearing, including all logical and reasonable inferences from the evidence and the testimony. Within thirty (30) days after the final adjournment of the hearing, the hearing officer or panel shall render a recommendation which shall be accompanied by a report in writing stating the reasons for the recommendation. The report and recommendation shall be delivered to the Committee on Judicial and Professional Relations and to the member. At its next regular meeting after receipt of the report and recommendation, or as soon thereafter as is practicable, the Committee on Judicial and Professional Relations shall consider the report, recommendation, and any other relevant information. It shall then make a final decision regarding the proposed disciplinary action, and notify Council of its decision. Following the decision, the Chief Executive Officer shall forward to the member the written decision of the committee, including a statement of the basis for the decision.

(f) Any member against whom disciplinary action has been taken pursuant to these Bylaws shall have the right of appeal to Council. Such appeal must be commenced by a written notice directed to the Chief Executive Officer within thirty (30) days after the date on which the notice of final decision was mailed to the member. The member asserting a right to appeal shall bear all expenses associated with providing a copy of the record from the disciplinary proceeding and for production of any record associated with the appeal.

Upon receipt of notice of appeal, Council shall serve as the appellate panel. The member appealing shall submit a written statement discussing the relevant facts and issues. Within twenty (20) days following this submission of the member's written statement, the Grievance Committee may submit a written response to that statement. The member may submit a written reply within ten (10) days following the submission of the Grievance Committee's response.

The Council may, upon its own motion or request by the member or Grievance Committee, schedule oral arguments upon the issues raised in the appeal. The oral arguments, if scheduled, shall be held within twenty (20) days following the submission of the final written brief.

The Council shall, within twenty (20) days after the oral arguments or the final written submission if oral arguments are not conducted, render a written opinion setting forth its decision whether to accept, reject or modify the decision of the Committee on Judicial and Professional Relations stating the basis for its decision. The Chief Executive Officer shall forward a copy of the decision to the member, the Grievance Committee and the Committee on Judicial and Professional Relations.

(g) The accused member may appeal the decision of the Council on questions of law and procedure, but not of fact, to the Council on Ethical and Judicial Affairs of the American Medical

Association (the "Judicial Council") by filing a notice of appeal with the Judicial Council within thirty (30) days of the decision of Council, such appeal to be governed by the rules and regulations of the Judicial Council.

(h) After final action has been taken pursuant to subdivision (b) or (e) of this section, and the member has either waived or exhausted the right to appeal to Council and the right to appeal to the Judicial Council, the Chief Executive Officer shall report the action to state and federal authorities as required by Ohio Revised Code 4731.224, and the Health Care Quality Improvement Act of 1986 (Public Law 99-660, Title IV and 45 CFR Part 60) and other applicable federal and state laws.

(i) Once a complaint under Section 6 of this Chapter has been made against a member, this Association may complete the proceedings under these Bylaws even if the member has resigned.

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 Chapter 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 Chapter 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 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 3 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 4 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. 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 one hundred (100) Active Members and Retired Members working or residing in the district as of December 31st of the preceding year; provided, however, that each county within a district shall be entitled to at least one (1) Delegate and one (1) Alternate Delegate who works or resides in the county. If the total number of Active Members and Retired Members in the district is not evenly divisible by one hundred (100), 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.

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.

From forty-five (45) days up to the opening of the Annual Meeting of the House of Delegates, in case a district Delegate or Alternate Delegate is unable to serve, the District Councilor representing that district may at any time certify to the Chair of the Committee on Credentials the name of an Active OSMA Member who resides or works within the district to serve in the place of such 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.

Section 3. Representation of Medical Specialties. All primary medical specialties listed by the American Board of Medical Specialties are eligible for representation in the House of Delegates. All medical subspecialty societies whose members hold such subspecialty certificates approved by the American Board of Medical Specialties with 100 or more members in Ohio and, of whom, at least 50%

are OSMA members, are eligible for representation in the House of Delegates. An OSMA member may be represented by only one subspecialty organization in the OSMA House of Delegates.

A medical specialty or subspecialty society seeking representation shall apply to the Council. The Council shall consider applications and then recommend to the House of Delegates whether the specialty society qualifies for representation.

Each medical specialty and subspecialty society approved by the OSMA House of Delegates shall have one (1) Delegate and one (1) Alternate Delegate for every 100 specialty or subspecialty members who are also voting members of this Association. Each specialty society will certify to this Association at least sixty (60) days prior to the Annual Meeting both the names of the Delegates and Alternate Delegates selected who must also be voting members of the OSMA. The OSMA will verify OSMA membership of the names submitted. In case a Delegate or Alternate Delegate is unable to serve, the President 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 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. A Medical Specialty or subspecialty Society Delegate shall have all rights, privileges and duties as other Delegates. The Delegate will be seated in the House of Delegates with the councilor district in which that Delegate's Component Society is represented.

Section 4. 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 5. Representative of 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 will be seated in the House of Delegates with the councilor district in which that Delegate's Component Society is represented.

Section 6. 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 7. Young Physician Section. The Young Physician Section shall have five (5) Delegates and two (2) Alternate 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 Delegates shall have all the rights, privileges, and duties of other Delegates. The Young Physician Section Delegates will be seated in the House of Delegates as a separate section.

Section 8. 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 9. 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. The President shall appoint a Committee on Tellers and Judges of Election from those members present at the Annual Meeting.

Section 10. 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 11. 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 12. 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 13. 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 sixty (60) 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 under Section 12, or 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 sixty (60) 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 14. Organized Medical Staff Section Resolutions. A maximum of five (5) resolutions, directly related to issues of concern to physicians on hospital medical staffs and matters of immediate importance, adopted by and presented from the business meeting of the Organized Medical Staff Section representative assembly, as provided in their Bylaws, may be presented for consideration by the House of Delegates at any time before the opening of the House of Delegates. All other resolutions adopted by and presented from the business meeting of the Representative Assembly of the Organized Medical Staff Section shall be submitted in report form to the House of Delegates at the Annual Meeting of the House of Delegates for the purpose of filing.

Section 15. 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 5 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 report to the House of Delegates a ticket containing the name of one (1) or more members for each of the offices to be filled at that Annual Meeting, except that of

President-Elect. Each nominee must have a majority vote of the Committee in order to be placed on the ticket for presentation to the House of Delegates except that the Committee shall accept the nominees from the Organized Medical Staff Section, the Resident and Fellows Section, the Medical Student Section and the Young Physician Section, except that in 2019 the Committee on Nominations shall name the initial Young Physician nominee for a seat on the OSMA Council, and the Committee shall not alter or add to these section nominations.

The six at-large council seats, shall be elected at-large in annual statewide direct elections. Each year the Committee on Nominations shall recommend nominees for three at-large seats. The Committee on Nominations may recommend more than three candidates for the at-large seats to be filled; however, not more than two at-Large Delegates can reside or practice in the same Councilor geographic district.

OSMA Officers and Delegates and Alternate Delegates to the American Medical Association shall be elected by the House of Delegates.

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.

Section 2. 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 3. 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 4. Nomination and Elections at the House of Delegates. Nominations for Officers, Section Councilors 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 5. Nomination of Officers and of Delegates and Alternate Delegates to the American Medical Association. The report of the Committee on Nominations with respect to all offices, except that of President-Elect, and with respect to all Delegates and Alternate Delegates to the American Medical Association, except for the Alternate Delegates representing the Resident and Fellows Section and the Medical Student Section, 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 6. Nominations from the Floor. Nothing in this chapter shall be construed to prevent additional nominations from the floor by Delegates.

Section 7. Election of Officers 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 Officers 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 8. 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 thirty (30) Component Societies. 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 6 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 7 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, whether in relation to other members, to the Component Societies, or to this Association. All questions of an ethical nature brought before the House of Delegates involving the professional relations of individual physicians or groups of physicians shall be referred to the 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 the members of this Association or the conduct of a Component Society. Its decisions in all cases, including questions regarding the right of membership in this Association, shall be final.

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 Officers and the Budget. The stipends of Officers and the budget of this Association shall be fixed by the Council. The Auditing and Appropriations Committee may allow the payment of necessary traveling and other expenses incurred by Officers 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 4, Section 11 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 8 DELEGATES AND ALTERNATE DELEGATES TO THE AMERICAN MEDICAL ASSOCIATION (AMA)

Section 1. Organization. As soon as practicable after their election and installation, the Delegates and Alternate Delegates to the American Medical Association shall nominate from their membership candidates for the Chair and Vice-Chair of the delegation and the Council of this Association shall elect one (1) of such nominees as Chair and one (1) as Vice-Chair. The President of this Association will be 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.

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. 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. Members of the Ohio delegation to the AMA shall participate in membership promotion activities in their local societies and districts for both the OSMA and the AMA.

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 9 COMMITTEES

Section 1. Committees. The standing committees of this Association shall be the Committee on Auditing and Appropriations and the Committee on Judicial and Professional Relations. All other committees and task forces of this Association shall be appointed 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 thereto 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 10 COMPONENT SOCIETIES

Section 1. Organization and Charter of Societies. To be eligible to receive a charter as a Component Society of this Association from the House of Delegates, an application must first be submitted to Council for approval. In addition to the applicant society's submission of a constitution and bylaws or articles of incorporation, codes of regulations, bylaws or other fundamental bodies of rules of the society's government, the Council will consider an application for approval which provides evidence that the applicant society: 1) has adopted principles of organization in conformity with the Constitution and Bylaws of this Association; 2) has adopted and takes actions which are consistent with the Principles of Medical Ethics, and 3) whose actions and governing rules are in substantial compliance with the laws of the state of Ohio and/or the United States of America. Charters issued by this Association shall be signed by the President and the Secretary-Treasurer of this Association.

Section 2. Suspension or Revocation of Charters of Societies. The House of Delegates shall have authority and power to suspend or revoke a charter issued to any component society of this Association. Between meetings of the House of Delegates the Council, pursuant to Chapter 7 of these Bylaws, shall have final authority and power to suspend or revoke a charter issued to any component society. The charter of any component society may be suspended or revoked when a component society's actions are: 1) in conflict with the Constitution or Bylaws of this Association; 2) disparaging to the OSMA; 3) in conflict with the Principles of Medical Ethics, or 4) not in substantial compliance with the laws of the state of Ohio and/or the United States of America.

Council shall adopt and cause to be published to the component societies, procedures to govern suspension or revocation of the charter of a component society. Such procedures shall require that the component society receive written notice stating the reason for the proposed suspension or revocation and an opportunity to respond in person or in writing.

Section 3. Title of a Component Society. The name and title of each Component Society shall read exactly as found in its charter. No change in such name shall be made without the approval of the Council of this Association.

Section 4. Custody of Charter. The charter of each Component Society, as issued by this Association, shall be preserved and shall be kept in the custody of the secretary of such Component Society at all times.

Section 5. Constitutions of Component Societies. Each unincorporated Component Society shall have a constitution and bylaws. Each incorporated Component Society shall have, in addition to articles of incorporation as required by law, a constitution, a code of regulations, a code of bylaws, or other fundamental body of rules for its government similar in content and form to the bylaws of unincorporated Component Societies. All such constitutions, bylaws, articles of incorporation, codes of regulations and other fundamental bodies of rules and all other rules and regulations adopted by a Component Society shall not be in conflict with the Constitution and bylaws of this Association, and a copy thereof shall be transmitted to the headquarters of this Association for approval and recording. The bylaws of each unincorporated Component Society, and the code of regulations, code of bylaws, or other fundamental body of rules of each incorporated society shall set forth specifically the duties of the several officers and of its executive body (Council or trustees).

Section 6. Rules, Regulations and Changes in Constitution and Bylaws of Component Societies. Whenever a Component Society makes a change or amendment in its constitution, bylaws, articles of incorporation, code of regulations, or other fundamental body of rules for its government, or adopts any rules or regulations, which affect the relationship of the Component Society with this Association or the rights of any Association member, such change, amendment, rule or regulation shall be submitted to the Council of this Association for written approval, and shall not become effective until such approval has been given.

Section 7. Functions and Duties of Component Societies. Each Component Society shall have general direction of the business and affairs of the profession in the county, and it shall exert its influence to promote the science and art of medicine, the moral condition of the membership, and the betterment of public health.

Section 8. Official Records of Component Societies. The official copy of the constitution and bylaws of each unincorporated Component Society, and the official copy of the articles of incorporation, code of regulations, code of bylaws or other fundamental body of rules of each incorporated Component Society, shall be kept by such Component Society in a special book provided for that purpose. All amendments which have been approved by the Council of this Association shall be entered in a special book.

Section 9. Combined Component Societies. The House of Delegates shall have authority to organize the physicians of two (2) or more counties, or parts thereof, into a multi-county society to be designated by hyphenating the names of such counties so as to distinguish them from a district or single county society. Such multi-county societies, when organized and chartered, shall be entitled to all the privileges and representatives provided herein for Component Societies.

**CHAPTER 11
MEMBERSHIP IN COMPONENT SOCIETIES**

Section 1. Qualifications for Membership in a Component Society. Each Component Society shall be the sole judge of the qualifications necessary for any and all classes of membership in such society.

**CHAPTER 12
ETHICAL PRINCIPLES**

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

**CHAPTER 13
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 14
REFERENDUM**

Within sixty (60) days after a general referendum has been ordered either by the (1) House of Delegates, or (2) upon the petition of the presidents of at least twenty-three (23) Component Societies as prescribed in Article X 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 circular setting forth the following:

- (a) A resume of 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 mailing of circulars and 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.

Enclosed with the circular shall be an official reply envelope and a ballot labeled with the official seal of this Association or instructions for replying by means of authorized communications equipment. On the ballot the resolution, motion or action shall be printed and below it shall be spaces for the indication of "yes" or "no" by making a cross mark. The reply envelope or authorized communications equipment response shall be addressed to a special committee of three (3) tellers appointed by the President and it shall carry return first-class postage or the equivalent thereof under the postal regulations if applicable.

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

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

(b) The ballot must be received by the committee of tellers in the sealed official reply envelope by first-class postage or by means of authorized communications equipment 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 to each Active Member, duly labeled with the seal of this Association.

Within ten (10) days following the time set for closing the polls, the tellers 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 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 tellers 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 X 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 15 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 16 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. Conformity by Component Societies. When an amendment of these Bylaws has been adopted as provided in Section 1 hereof, it shall be the duty of the Chief Executive Officer to notify the secretary of each Component Society within sixty (60) days after such amendment has become effective. It shall become incumbent upon each Component Society to make such changes in its constitution and bylaws, or, if the society be a corporation, in its articles of incorporation, code of regulations, code of bylaws, or other fundamental body of rules for the government of the corporation, as will bring about conformity to the change in the Bylaws of this Association.

Within one hundred and eighty (180) days after such notification to each Component Society, written notice of compliance by such Component Society with provision, together with copies of the changes made to effect such compliance, shall be sent by the secretary of such Component Society to the Council for its review and approval.

Section 3. 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 17

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