

**BY-LAWS
OF
THE MEDICAL SOCIETY OF MOBILE COUNTY, INC.**

ARTICLE I
THE SOCIETY

Section 1. Identity. These are the By-Laws of the Medical Society of Mobile County, Inc., a not for profit corporation (the "Society"), which was formed under the Alabama Non Profit Corporation Act (Code of Alabama 1975, Sections 10-3A-1, et seq), by filing the Articles of Incorporation of the Medical Society of Mobile County, Inc. (the "Articles"), with the Office of the Judge of Probate of Mobile County, Alabama (the "Probate Office") on October 6, 1982, which such Articles were amended by duly recording amendments thereto in said probate Office on July ____, 1983, and September ____, 1994, respectively. The Society has been organized for the purpose of bringing together members of the medical profession in Mobile County, Alabama, nurturing cordial relationships among such professionals, facilitating continuing medical education among its members, promoting high moral conduct among its members, and engaging in such other activities and endeavors as may promote the art and science of medicine and the improvement of public health.

Section 2. Principal Office. The Principal Office of the Society shall be located in the City of Mobile, County of Mobile, in the State of Alabama. The Society may have such other offices, either within or without the County of Mobile or State of Alabama, as the Board of Censors may designate or as the business of the Society may require from time to time.

Section 3. Registered Office. The Registered Office of the Society, as required by the Alabama Non Profit Corporation Act, is to be maintained in the State of Alabama, may be, but need not be, identical with its Principal Office in the State of Alabama, and the address of the Registered Office may be changed from time to time by the Board of Censors.

ARTICLE II
MEMBERSHIP

Section 1. Classes of Members. There shall be six (6) classes of membership in the Society which shall be designated as Active Membership, Special Membership, Honorary Membership, Resident Membership, Affiliate Membership and Government Employee Membership, respectively. The Members of all classes shall be referred to herein in the aggregate as a "Member" or as "Members." Any reference to a particular class of Members shall bear the name of that particular class of Members. The designations of such classes and the qualifications and rights of the Members of each class shall be as follows:

(a) Active Membership. An "Active Member" in the Society must hold a bona fide degree of Doctor of Medicine or Osteopathy (a holder of either such degree being referred to hereinafter as "Physician"), must be a bona fide resident of the State of Alabama, must have been

engaged in or retired from the lawful practice of medicine or osteopathy in Mobile County, Alabama (same being sometimes referred to herein simply as "the practice of medicine"), and must hold a current and unrestricted license to practice medicine or osteopathy in the State of Alabama. An applicant shall be eligible to apply for Active Membership in the Society, if, by reason of retirement, the applicant is not engaged in the practice of medicine or osteopathy at the time of filing an application. Faculty members of colleges of medicine located within Mobile County, Alabama, shall be considered as engaged in the practice of medicine. Each Active Member of the Society shall have the right to cast one (1) vote on each matter brought before the Society. Any Active Member in good standing who relinquishes membership by moving from the State of Alabama, may, upon re-establishment of residence in the State of Alabama, request to be reinstated to membership without the necessity of submitting another formal application, and, upon approval thereof by the Membership and Credentials Committee and the Board of Censors and after having provided such information and documents as may have been requested, such Active Member may be re-admitted without a Membership vote.

(b) Special Membership. Upon written request therefor and approval of the Board of Censors, the following persons shall become Special Members of the Society:

(1) Any Active Member in good standing who is engaged in the practice of medicine less than twenty (20) hours per week and who attained the age of seventy (70) during the preceding calendar year.

(2) Any Active Member in good standing who becomes disabled and, as a result of such disability is engaged in the practice of medicine twenty (20) hours per week or less.

(3) Any Active Member in good standing in the Society for twenty-five (25) years or more who attained the age of sixty-five (65) years during the preceding calendar year.

Special Members shall not be entitled to hold office and shall not have the right to vote (except as a member of a Committee to which they might be assigned).

(c) Honorary Membership. An Honorary Member in the Society shall be any person who is nominated for such membership by the Board of Censors as having made, in the judgment of the Board of Censors, significant contributions to the objectives of the Society, and whose nomination and membership as an Honorary Member is approved by the Active Members at any Regular Meeting. Honorary Members shall not have the right to vote (except as a Member of a Committee to which they might be assigned) or hold office.

(d) Resident Membership. Licensed practitioners (or limited licensed practitioners) who are engaged in Postgraduate Training Programs in Mobile County, Alabama, shall be eligible for Resident Membership. Resident Members shall not be eligible to hold office and shall not have the right to vote (except as a member of a committee to which they might be assigned).

Intern and Resident Membership shall be terminated automatically upon completion of, or dismissal from, the course of training in which the member was engaged, or upon moving from Mobile County, Alabama, whichever occurs first. However, any Resident Member, who establishes a practice in and remains a bona fide resident of Mobile County, Alabama automatically shall become an Active Member of the Society, and the amount of dues to be collected shall be contingent upon the date of change of status to Regular Membership.

(e) Affiliate Membership. The following shall be Affiliate Members of the Mobile County Medical Society:

(1) Physicians who are in their first year of Postgraduate Training and have not yet been licensed by the State of Alabama.

(2) Medical Students who are enrolled at the University of South Alabama Medical School. Medical Student Membership shall be automatically terminated upon graduation, or dismissal, from the college of medicine being attended by the Medical Student Member, or upon moving from Mobile County, Alabama, whichever comes first. However, any Medical Student Member who continues further training in an American Medical Association approved institution in Mobile County, Alabama, may, upon submission of a written request and approval by the Board of Censors, have the Medical Student Membership transferred to an Intern and Resident Membership, provided all of the eligibility requirements for Intern and Resident Membership are met.

Affiliate Members shall not be eligible to hold office and shall not have the right to vote (except as a member of a committee to which they might be assigned).

(f) Government Employee Membership. A physician who holds a bona fide degree of doctor of medicine or doctor of osteopathy and is licensed by the State of Alabama to practice medicine, is employed in Mobile County by a government employment entity as described in Section iii of this Article and who:

(1) Holds an appointment to a full-time academic faculty position at the University of South Alabama College of Medicine and any of its affiliated programs as certified by the Dean of the College, or

(2) Is a full-time employee of any of the following:

- a. The armed forces of the United States,
- b. The Veterans Administration,
- c. A state or county department of public health,
- d. An agency of the State of Alabama,
- e. An institution, facility or hospital operated by the State of Alabama,

shall be eligible for membership in the Society as a government employee member.

i. Subject to the requirements of Section iv , government employee county society membership dues shall be at a rate of 60% of the active members dues. Government employee members shall enjoy the full rights and privileges of membership in the Society, provided, however, that government employee member shall not be eligible to run for or hold elected office in the Society or serve as a county medical society delegate to the MASA College of Counselors and

House of Delegates without converting to full active membership status. A government employee member may convert to full active membership status in the Society by providing written notice to the secretary-treasurer of his or her intent to become a full active member and payment of full active membership dues. A government employee member who converts to full active member status shall not thereafter be eligible to return to government employee membership status during any period such member holds an elected office of the Society. A government employee member who ceases to be employed by a government employment entity as listed shall be eligible to convert to full active membership status without re-applying for membership. For the purposes of this section, the term Afull-time@ shall mean that the position or employment is one in which the government employee member devotes the predominant portion of his or her medical practice.

ii. Applications for government employee membership status shall be completed and processed in the same manner as applications for active members.

iii. Government Employment Entity. For the purpose of this section of Article II, a government employment entity shall mean:

(1) the University of South Alabama Campus of the University of South Alabama College of Medicine, or (2) a hospital, institution or other facility operated by the State of Alabama, or (3) a hospital, institution or other facility operated by the Federal government, or (4) a military base, fort, post, installation or facility operated by the federal government, or (5) a department, agency, board or commission of the State of Alabama, or (6) such other discrete government employment entity as may be approved by MASA.

iv. Participation Requirement. To qualify for the reduced county society dues as outlined in Section i. and in addition to the requirements set out therein, the government employment entity, as defined herein, shall maintain a society membership level of not less than 50% of those employee physicians eligible for membership in the society as a government employee member. For the purpose of calculating the percentage membership requirement of the government employment entity, the total number of society members employed by the government employment entity in the preceding calendar year shall be divided by the total number of physicians employed by the government employment entity eligible to become society members under the government employee membership category. The secretary-treasurer shall establish, with the concurrence of the Board of Censors, procedures related to billing and collection of dues for government employee members. A government employee member employed by a government employment entity that is below 50% Society membership in the preceding calendar year shall be entitled to convert to full active membership status by providing written notice to the secretary-treasurer of his or her intent to become a full active member and payment of an amount equal to the full active membership dues. No additional application for membership shall be required.

Section 2. Approval and Election of Members:

(a) Applications for Membership. All prospective Members shall make application for Membership upon such forms as are required for that purpose and approved by the Membership

and Credentials Committee and the Board of Censors. The application shall include a statement that the applicant agrees to follow the Code of Ethics as promulgated by the American Medical Association or as modified by the Medical Association of the State of Alabama. The application shall be accompanied by such other statements, documents, attachments, information, fees and dues determined by the Membership and Credentials Committee and the Board of Censors from time to time as necessary and/or desirable in connection with such application. The information entered upon the application blank shall be confirmed by the Society. Such application shall be submitted to the Membership and Credentials Committee and upon approval by such Committee of the prospective applicant and a determination that all of the requisite documentation and information has been provided, the Membership application and all pertinent documents and information regarding the applicant, together with the Committee's recommendations regarding the application and the applicant, shall be submitted to the Board of Censors.

(b) Requirements for Approval of Application. Only physicians licensed to practice medicine in the State of Alabama, who can document their background, training and demonstrated competence, their adherence to the ethics of their profession, and their good reputation shall be qualified for Active or Resident membership in the Society. No physician shall be entitled to membership in the Society merely by virtue of the fact that he is licensed to practice medicine in Alabama or any other state, or that he is a member of any professional organization.

(c) Action by Board of Censors. The Board of Censors may or may not approve the application for membership of a prospective member. Upon the approval of an application by the Board of Censors and payment of the dues required of such member as provided for herein, the applicant shall become a Member of the Class for which approval was sought.

Section 3. Rejection of Membership. Should any applicant for membership fail to be approved for Membership in the Society by the Membership and Credentials Committee, by the Board of Censors, or by the Society within 180 days of providing to the Membership and Credentials Committee all of the information and documents required by them, such applicant shall be notified by the Board of Censors of such fact by certified mail, return receipt requested. Such notice shall advise the applicant that he shall have a period of thirty (30) days following receipt of such notice within which to request a hearing on his credentials and his application and shall notify such applicant that his failure to request a hearing within the specified time shall constitute a waiver of his right to same. The failure of the applicant to request a hearing as herein provided within the thirty (30) day period shall be deemed a waiver of his right to such hearing and to any appellate review to which he might otherwise have been entitled on the matter. Within thirty (30) days after the receipt of a request for a hearing from an applicant pursuant to this provision, the Board of Censors shall schedule and arrange for a hearing in the same manner and with the same privileges afforded to such applicant as is provided for a Member subject to a disciplinary proceeding as set forth in Article IX, Sections 4, 5, 6 and 7, of these By-Laws. In the notice of the hearing, the Board of Censors shall specifically state the reasons for the rejection of the applicant's membership in the Society. Following the completion of such hearing process, and the decision of the Board of Censors, if its reconsidered recommendation is favorable to the applicant, he or she shall be elected to Membership in the Society. If the Board of Censors' recommendation continues to be adverse following the

hearing, the Board shall promptly notify the applicant by certified mail, return receipt requested, advising such applicant that he may, within thirty (30) days of receipt of such notice, appeal to the Medical Association of the State of Alabama (hereinafter referred to as "MASA") and shall be approved or rejected for Membership in the Society in accordance with the Rules and Regulations of MASA.

Section 4. Transfer of Membership:

(a) A physician who is a member in good standing of a component medical society in Alabama who desires to transfer membership to the Society and who otherwise satisfies all of the requirements to be an Active Member in the Society, shall make application in writing for Active Membership using forms provided for such transfer membership by the Society. The completed forms shall be accompanied by a card or letter of transfer issued by such component or other society within the preceding sixty (60) days.

(b) The completed application with the letter or card of transfer shall be referred to the Membership and Credentials Committee for verification of the qualifications submitted by the applicant.

(c) The Membership and Credentials Committee shall forward the results of its inquiries together with its recommendations concerning the applicant to the Board of Censors. The Board of Censors may or may not approve the applicant for membership in the Society. Upon approval by the Board of Censors, the applicant shall become a member as provided in Section 2(c) above. If the applicant is rejected for membership, the provisions of Section 3 above shall then be applicable to such applicant.

(d) A transfer member shall pay no dues for the current year if he has paid dues to the society from which he transfers. A transfer member shall reimburse the Society for all expenses incurred by the Society in his behalf.

(e) A transfer member, upon acceptance to membership in the Society, shall become an Active Member.

(f) At his request or upon a determination that same is required in accordance with the By-Laws of MASA, a Member in good standing who is free from all indebtedness to the Society and against whom no disciplinary action by the Society is pending, shall be issued a letter or card of transfer to another society signed by the Secretary-Treasurer.

Section 5. Continued Membership. Continued Membership in this Society shall be dependent upon each such Member's continued fulfillment of the requirements and qualifications imposed upon such Members as specifically provided for herein and shall further be dependent upon the Member's satisfactory completion of requirements for continuing medical education as set forth in the By-Laws of the MASA.

Section 6. Absence With Leave Status. Any Member who contemplates an extended leave of absence from Mobile County, Alabama, may apply for an absence with leave status with the Society. If the Membership and Credentials Committee so recommends and the Board of Censors agrees, an absence with leave status shall be granted. Any Member on an approved leave of absence shall not have any voting rights with respect to any matter brought before the Society, and shall be required to pay during his period of absence only such dues and assessments as the Board of Censors determines from time to time to be due by Members in such leave status with the Society. The absence with leave status of a Member shall be reviewed annually by the Membership and Credentials Committee and by the Board of Censors to determine the desirability of the continuation of such status, which may be revoked at any time by the Board of Censors in their sole discretion.

ARTICLE III BOARD OF CENSORS

Section 1. General Powers. The business and affairs of the Society shall be managed by or under the direction of its Board of Directors, which is referred to herein as the Board of Censors or the "Board."

Section 2. Number, Classes, Tenure and Qualification. The Board of Censors shall consist of seventeen (17) Active Members of the Society, which such number may be increased or decreased by an amendment to the Articles of Incorporation of the Society. The Board of Censors shall be comprised of the following Active Members:

(a) Each of the Active Members nominated and elected to serve as an officer of the Society, namely; the President, Vice-President, President-Elect, Secretary-Treasurer and immediate Past-President, who, as a result of their being elected as such officers of the Society, shall be members of the Board of Censors for so long as they hold such office;

(b) Six (6) Active Members, specifically designated as the members of the Board who shall serve on the Mobile County Board of Health, and each of whom shall serve for terms of three (3) years each. Such Board members shall be divided into three (3) subclasses of two (2) each, solely with respect to their terms of office. The members of each respective subclass of such Censors shall be elected in alternating terms of three (3) years, with the term of two (2) each of such members to begin and end in different, consecutive years, so that two (2) such members of said class of the Board of Censors, and correspondingly, of the Board of Health, shall be required to be elected each year, as the terms of such members expire;

(c) Six (6) Active Members who shall be elected to serve as members of the Board of Censors, for terms of three (3) years each. Such members shall be divided into three (3) subclasses of two (2) each, solely with respect to their terms of office. The members of each such respective subclass of Censors shall be elected in alternating, consecutive years so that two (2) of such members of said class of the Board of Censors shall be required to be elected each year, as the terms of such former members expire

Section 3. Regular Meetings. The Board of Censors may provide by resolution the time and place, either within or without the City of Mobile, for the holding of regular meetings of the Board without any notice other than such resolution.

Section 4. Special Meetings. Special meetings of the Board of Censors may be called by or at the request of the President of the Society or by any two (2) members of the Board of Censors. Such meetings of the Board of Censors may be held only upon at least three (3) days written notice. Notice may be waived in writing before or after the time of such meeting. The attendance of a member of the Board of Censors at a meeting shall constitute a waiver of notice thereof, unless such member of the Board of Censors makes known that his attendance is solely for the fact of objecting to the validity of the holding of such meeting. Neither the business to be transacted at, nor the purpose of, any meeting need be specified in any notice of such meeting.

Section 5. Quorum. One-third of the members of the Board of Censors shall constitute a quorum for the transaction of business at any meeting of such Board; but if less than one-third of such members are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 6. Manner of Action. The act of a majority of the members of the Board of Censors present at a meeting at which a quorum is present shall be the act of the Board of Censors, unless the act of a greater number is required by law, the Articles or these By-Laws with respect to a specific matter.

Section 7. Action Without a Meeting. Any action that could be taken at a meeting of the Board of Censors may be taken without the meeting when authorized in writing signed by all of the members of the Board of Censors.

Section 8. Compensation. The Members of the Board of Censors, and officers of the Society shall receive no compensation for their services in such capacities.

Section 9. Removal of Employees and Agents. Any employee or agent may be removed by the Board of Censors whenever in the judgment of the members of the Board the best interests of the Society will be served thereby.

Section 10. Executive Director. The Board shall employ an Executive Director of the Medical Society who shall manage its business and carry out its policies when these functions are not contrary to the Articles of Incorporation, the By-Laws of the Society or Alabama law. Subject to these limitations, the Board shall determine the duties and the salary of such Executive Director and the policies pertaining to this office, which may include the coordination of the activities of the Society, the facilitation of communication among the Officers, Directors, Committee Chairmen and Members, and the preservation and advancement of the quality of the programs, professional services and other functions of the Society.

Section 11. Duties and Powers of the Board of Censors. In the management of the business affairs of the Society, the Board of Censors shall be deemed to have the authority, duty and power to deal with the following matters:

(a) All resolutions or inquiries of whatever nature affecting or questioning the stated basic policy or welfare of the Society;

(b) To require the submission of, to review and respond if necessary, to the annual committee reports, annual reports of the Secretary-Treasurer and the annual audit of the Society;

(c) To review reports of investigations and hearings conducted by the Mediation and Medical Ethics Committee;

(d) To review and decide upon all matters concerning the interpretation or the application of the principals of ethics of the Society;

(e) To take affirmative steps to prevent violations of laws or ethics regulating the practice of medicine in Mobile County;

(f) To submit reports to the members of the Society at annual meetings of its members;

(g) To serve as a Planning Committee to develop, conduct and supervise immediate and long range programs of the Society;

(h) To examine and audit the account of the Secretary-Treasurer annually and report its findings to the Society;

(i) To prepare an annual budget to be submitted to the Society at the annual meeting of its members;

(j) To provide for the purchase, renting or other acquisition of office space, equipment and personnel as required for the administration of the Society affairs;

(k) To authorize the Executive Committee to act provisionally in emergencies and during adjournments; and

(l) To make recommendations to the membership on all resolutions to amend the Articles of Incorporation and the By-Laws.

Section 12. Board of Health. As otherwise provided for herein, six (6) Members of the Board of Censors shall serve concurrently on the Mobile County Board of Health. The jurisdiction and duties of the Board of Health, the members thereof, the time and dates for meetings, the

presence of a quorum and all other matters relating to their actions shall be determined by such Board in accordance with the laws of the State of Alabama.

ARTICLE IV
ELECTION, TERMS OF OFFICE AND VACANCIES

Section 1. Time for Elections. The election of Active Members only as officers, censors, delegates and alternate-delegates shall be held each year at the annual meeting of the Society in December.

Section 2. Office For Which Nomination Are to be Made. Nominations for the following officers and positions on the Board of Censors shall be made no later than the last regular meeting of the Society prior to the annual meeting:

- (1) Vice-President
- (2) Members of the Board of Censors, designating those who shall also serve concurrently on the County Board of Health
- (3) Secretary-Treasurer
- (4) Delegates and Alternate Delegates in such numbers as may be authorized or required by MASA in coordination with Article XI, Section 2, of these By-Laws.

Section 3. Presentation of Nominations by Committee. At the meeting in which nominations are made, the Nominating and Elections Committee appointed and provided for in Article X of these Bylaws, shall present their slate of nominees and the chairman of the Nominating and Elections Committee shall make a motion that the Vice-President succeed to the office of President-Elect. If seconded, the motion shall be tabled and not voted upon until the annual meeting. If not seconded, then a nomination for President-Elect shall be submitted by the nominating committee.

Section 4. Floor Nominations. After the Nominating and Elections Committee has presented their slate of nominees, additional nominations may be made from the floor.

Section 5. Ballots. In the event the names of two (2) or more members are nominated for any office or position, voting to fill the office or position shall be by secret ballot and simple majority of the votes cast shall be required for election. The Nominating and Elections Committee shall prepare such ballots and arrange for them to be disseminated to the voting Member of the Society. All such ballots shall be delivered to the Executive Director of the Society who shall announce at the meeting at which nominations are made, a time and place where the ballots will be opened and counted. Any Member may attend the opening and counting of the ballots.

Section 6. Prohibition Against Holding Multiple Offices. No two (2) offices of the Society shall be held at the same time by the same person.

Section 7. Assumption of Office. At the conclusion of the annual meeting in December, all officers elected shall assume their respective offices.

Section 8. Terms of Office. The term of office for all officers shall be for one (1) year. The terms of office for all Censors shall be for three (3) years, except as required for the period of years set forth in Article III after adoption of these By-Laws.

Section 9. Succession. Except as otherwise provided herein, no member shall serve more than one (1) term of office as President and no Member shall serve more than two (2) consecutive terms on the Board of Censors.

Section 10. Vacancies:

(a) If at any time during the first six (6) months of any calendar year, a permanent vacancy occurs in the office of the Secretary-Treasurer, such vacancy shall be filled by election at the next regular or special meeting of the Society. If a permanent vacancy occurs at any time in the position of a Delegate or Alternate Delegates, or in the office of Secretary-Treasurer during the last six (6) months of any calendar year, such vacancy shall be filled by appointment by the President. Such appointees shall serve in their respective office or position for the remainder of the calendar year.

(b) Should a permanent vacancy occur in the office of President for any reason, such vacancy shall immediately be filled by the Member of the Society who at the time holds the office of President-Elect. The office of President-Elect thus vacated shall, upon approval of the membership of the Society, at the next regular or special meeting, be filled by the Member of the Society who at the time holds the office of Vice-President. The office of Vice-President thus vacated, shall be filled by nominations and election at the same regular or special meeting at which the succession to President-Elect was approved. Should the succession of the Vice-President to the office of President-Elect not be approved by the Society, then the vacancy in the office of President-Elect shall be filled by nomination and election at the next regular or special meeting of the Society. The foregoing, insofar as it pertains to the office of President-Elect and/or Vice-President, shall occur only if the vacancy occurs prior to July 1st during the calendar year. Any vacancy occurring in the office after that date shall remain unfilled until the next annual meeting for the election of officers.

(c) In the event a Member shall assume the office of President for an unexpired term of less than six (6) months, such Member shall hold the office for the next following full term of one (1) calendar year. In such event, the provisions of these Bylaws regarding the elevation of President-Elect to the office of President and of Vice-President to President-Elect, shall be temporarily suspended.

(d) Should for any reason simultaneous permanent vacancies occur in the offices of President, President-Elect and Vice-President, a member of the Society shall be elected to the office of President. Such election shall be held at any regular or special meeting after written notice has been provided to the membership of the Society. The offices of President-Elect and Vice President shall be filled as provided for in the foregoing paragraphs of this Section 10.

(e) If a vacancy occurs in the position of Censor which continues for a period of ninety (90) days, such vacancy shall be filled by nomination and election at the next regular meeting or any special meeting of the Society, provided prior written notice of such election has been provided to the membership. The Member elected shall the serve the unexpired term of the vacancy on the Board of Censors, and if the unexpired term is less than eighteen (18) months, the Member shall be eligible for nomination and election to two (2) additional consecutive terms of office as a member of the Board of Censors.

(f) If absence, illness, disability, disqualification, or other cause creates a temporary vacancy in any of the offices of the Society, excluding Members of the Board of Censors who are not officers, such vacancies shall be filled by Presidential appointment. Should however, the temporary vacancy continue for more than thirty (30) days, whether filled by the temporary appointment or not, the office or position shall be considered permanently vacant and shall be filled by election in accordance with the provisions herein regarding election of officers where permanent vacancies have occurred.

ARTICLE V DUTIES OF OFFICERS

Section 1. The President Shall:

(a) Be the Chief Administrative Officer of the Society, preside at all meetings and preserve order, in case of a tie, cast a deciding vote, and perform such other duties as parliamentary usage imposes upon presiding officers.

(b) Appoint members to all standing and special committees of the Society, (subject to the approval thereof by the Board of Censors with respect to the Mediation and Medical Ethics Committee), and serve as an ex officio member of each such committee, and appoint, as representative of the Society, members to serve on local and community boards and committees where such representation is deemed to be in the best interest of the Society.

(c) Control the general policy and business of the Society with due regard to the opinion, advice and concurrence of the Board of Censors.

(d) Be a member and Chairman of the Board of Censors.

Section 2. The President-Elect Shall:

(a) Assist the President in the discharge of the President's duties.

(b) Be a member and Vice-Chairman of the Board of Censors.

(c) Be an ex officio member of all standing committees.

(d) In the event the office of President should for any reason become vacant, serve as President until the return of the President or the next annual meeting, whichever occurs first. If the unexpired term of the President should be more than six (6) months, then the President-Elect shall not be eligible for the office of President for the succeeding year. If the unexpired term should be less than six (6) months, then the President-Elect shall automatically continue to serve as President for the succeeding year.

Section 3. The Vice President Shall:

(a) Assist the President and President-Elect in the performance of their duties.

(b) Serve as a member of the Board of Censors.

(c) Contingent upon the formal approval thereof by a majority of the members present and voting at the annual meeting, shall automatically succeed to the office of President-Elect at the annual meeting following election as Vice-President.

(d) Be responsible for the efficient operation of the administrative office of the Society.

Section 4. The Secretary-Treasurer Shall:

(a) Be a member of and serve as Secretary-Treasurer for the Board of Censors.

(b) Have charge of all correspondence, records, manuscripts and papers of the Society.

(c) Record in a suitable book of minutes for review by the Members, the proceedings of the Society at all meetings and also record the names of all members and guests in attendance.

(d) Record in a suitable book all amendments to the Articles of Incorporation and Bylaws, and all resolutions adopted by the Society giving citations in each instance to the original minutes from which the transcription was made.

(e) Have custody of the seal of the Society and shall affix it to such documents as ordered by the President.

(f) Properly notify all members of the Society of each regular and each called meeting.

g) Conduct the correspondence of the Society, except such as pertains to the County Board of Health.

(h) Be the custodian of the monies and securities of the Society, subject to the right of the Society and the Board of Censors at any time to direct the disposition of funds on hand.

(i) At the regular meeting each year for the revision of the roll, report to the Society in writing the names of such members as are in arrears. The names of the members so reported shall, on the order of the President, be stricken from the rolls of the Society.

(j) Be designated as co-signer, with such person or persons as the Board of Censors shall designate, for all checks drawn upon funds of the Society.

ARTICLE VI
COUNTY BOARD OF HEALTH
JURISDICTION AND DUTIES

Section 1. The County Board of Health shall exercise such advisory and executive functions as shall devolve upon it under the laws of the State of Alabama.

Section 2. The County Board of Health shall exercise general supervision over the work of the County Health Officer and shall exact of said officer such reports, and such attendance upon its meetings as it deems necessary in order to promote efficiency in the enforcement of the health laws of the State of Alabama and the health ordinances of Mobile County and all of the municipalities therein.

Section 3. The county health officer shall at the annual meeting of the Society submit a written report covering the work of the County Board of Health for the preceding year.

ARTICLE VII
MEETINGS

Section 1. Regular Meetings. Regular Meetings of the Membership of the Society shall be held four (4) times each year at such times, dates and places as set forth by the Board of Censors in notices of such meetings to the Members. The Annual Meeting of the State Society takes precedence over any or all Society meetings and should a conflict develop the President shall reschedule, or at his discretion cancel, the conflicting meeting. An annual meeting of the Society shall be held in December of each year on such day and at such time and place as directed by the Board of Censors.

Section 2. Special Meetings. The President may, when he deems it necessary, call a special meeting of the Society and shall call one whenever ten (10) Active Members of the Society so request in writing.

Section 3. Annual Meetings. The annual meeting in December, shall be the annual meeting for the election and installation of officers and for the reports of the President, Secretary-Treasurer, Board of Censors and health officer of the County Board of Health.

Section 4. Revisions of Rolls. The second regular meeting of every year shall be the meeting for the revision of the roll of members.

Section 5. Quorum and Voting. The Members present at any meeting of the Society, after receiving not less than ten (10) nor more than thirty (30) days written notice of such meeting, shall constitute a quorum for the transaction of business. Unless otherwise provided herein, in the Articles of Incorporation of the Society, or by statute, any action or resolution shall be approved or adopted upon receiving a majority of the votes entitled to be cast on the matter by the Active Members present at such meeting.

Section 6. Right to Attend. Only Members, applicants for membership, guest physicians and invited guests shall be privileged to attend meetings of the Society.

Section 7. Agenda. In the event that any item of business concerning major policy or a major commitment of the Society is to be brought up at a meeting of the Society, the Society office will be informed at least two (2) weeks prior to the meeting so that the item can be placed on the agenda and so that the members can be advised. The President, or in his absence or incapacity to act, the next senior officer of the Society, shall be the sole determinant as to whether an item of business is of such importance as to fall within the provisions of this section.

ARTICLE VIII DUES, EXPENSES AND ASSESSMENTS

Section 1. Determination of Amount of Dues and Expenses. The annual dues of Members shall be the amount determined from time to time by the Board of Censors to be necessary and appropriate for each separate class of Members for the continued operation and financial viability of the Society and to maintain adequate resources. For the first year, or fraction thereof subsequent to election to membership, a Member shall pay the full amount of current annual dues only if elected during the period January 1st through June 30th, inclusive; one-half (1/2) of the amount of annual dues shall be due the Society by Members elected during the period July 1st through November 15th inclusive; and no dues shall be due the Society for such year by Members elected during the period November 15th through December 31st; inclusive. Additionally, the Board shall have the right to require any Member to reimburse the Society for expenses incurred on their behalf.

Section 2. Payment of Dues. The annual dues of Members shall become due on the first day of October of each year for the ensuing calendar year. Any Member who fails to pay these dues by the fifteenth day of the December prior to the year for which the dues are prescribed, after having received due notice thereof shall be declared delinquent, shall lose the privilege to vote on any issue or hold office for so long as such dues or assessments remain delinquent. and the member's name

shall be stricken from the rolls. A Member dropped from the rolls for nonpayment of dues shall be restored to full membership upon payment in full of all indebtedness to the Society within the calendar year for which the dues are applicable. On January 1, following the year for which the dues were to be paid, if such dues are not paid in full, the Member shall cease to be a Member to the Society.

Section 3. Special Assessments. In the event the Board of Censors determines that additional funds are required to meet obligations of the Society, a special assessment against all Active Members may be authorized, upon approval of the Special Assessment recommended by the Board of Censors, by a simple majority vote of the Active Members present at any regular or special meeting of the Society. Such assessments shall be payable on the first day of the month following approval thereof by the Members. Delinquent members shall be notified by the Secretary-Treasurer, and, in the event such assessments are not paid by the second regular meeting following the dates payable, members delinquent in such payment shall be stricken from the membership roll and shall lose their voting privileges.

Section 4. Hardship Exemptions. Upon receiving a recommendation therefor by the Membership and Credentials Committee, the Board of Censors may exempt an Active Member from the payment of some or all of his annual dues, in accordance with the standards set forth in the By-Laws of MASA.

ARTICLE IX

GROUND FOR DISCIPLINARY ACTION AND HEARING PROCEDURE

Section 1. Grounds. The following shall be grounds for disciplinary action against a Member:

- (5) The violation of any of the Principles of Medical Ethics of the American Medical Association as adopted or modified by the Medical Association of the State of Alabama;
- (6) The practice of medicine in such a manner as to endanger the health of any of the patients of the Members.
 - (a) The performance of unnecessary diagnostic tests or medical or surgical services;
- (7) The charging of fees determined by the Board of Censors to be grossly excessive;
- (8) The use of any untruthful or deceptive or unsubstantiated statements concerning the Members' qualifications or the effects or results of his proposed treatment;
- (9) The aiding or abetting of the practice of medicine or osteopathy by any person not licensed by the State of Alabama to so practice;

(10) Gross malpractice or repeated malpractice in the practice of medicine or osteopathy;

(11) The division of fees or agreement to split or divide the fees received for professional services with any person for bringing or referring a patient;

(12) Fraud in applying for membership in the Medical Society of Mobile County, Inc;

(13) The distribution by prescribing, dispensing, furnishing, or supplying of controlled substances to any person or patient for any reason other than a legitimate medical purpose. The Board of Censors shall determine whether or not the reason for distribution constituted a legitimate medical purpose;

(14) The inability to practice medicine or osteopathy with reasonable skill and safety to patients by reason of illness, inebriation, excessive use of drugs, narcotics, alcohol, chemicals or any other substance, or as a result of a mental or physical condition;

(15) Conviction of a Member for any felony;

(16) The conviction of a Member for any crime or offense which reflects the inability of the Member to practice medicine or osteopathy with due regard for the health or safety of his patients;

(17) The conviction of a Member for a crime or offense relating to controlled substances;

(18) The conviction of a Member for fraud in filing Medicare or Medicaid claims or claims to any third party payor; or

(19) Commission of any act or practice which would constitute grounds for suspension or expulsion from the practice of medicine, as set forth in ' 34-24-360 Code of Alabama (1975).

Section 2. Complaint. When a written complaint is made against a Member regarding any of the above grounds, the Mediation and Medical Ethics Committee of the Society shall informally investigate the complaint. The Committee shall discuss the complaint with the Member to determine the facts of the matter. If the Committee finds, based on its reasonable belief that no action is warranted, the matter will be dismissed. If, on the other hand, the Committee finds that a formal inquiry is required, the Committee shall provide the Member proper notice of the formal investigation, as outlined in Section 3 below.

Section 3. Notice. The Member shall be provided a notice by certified mail, return receipt requested, stating:

- (a) that a complaint has been made against the Member and the exact nature of the charges alleged in the complaint;
- (b) that a formal review of the complaint is being made by the Board of Censors;
- (c) that the Member has the right to request a hearing on the proposed action, provided such request is made within 45 days of the Member's receipt of the notice; and
- (d) a summary of the hearing rights provided under Sections 4 and 5 below.

Section 4. Hearing Notice. If the Member timely requests a hearing on the matter, the Board shall provide the Member notice thereof by certified mail, return receipt requested, stating:

- (a) the time, place, and date of the hearing (which shall not be less than 30 days from the date of the notice);
- (b) the list of witnesses (if any) the Board expects to call to testify at the hearing; and
- (c) that if the Member fails, without good cause, to appear at the hearing, the Member shall forfeit any rights member has to a hearing.

Section 5. Hearing:

(a) Provided that at least one member of the Mediation and Medical Ethics Committee of the Society is present at the hearing, at the Board's discretion, the hearing may be held before:

- (1) a mutually acceptable arbitrator;
- (2) an unbiased representative(s) appointed by the Board who are not in direct financial competition with the Member; or
- (3) unbiased Members of the Board who are not in direct financial competition with the Member;

(any of whom are hereinafter collectively referred to as "Hearing Officer").

(b) The Member has the following rights during the hearing:

- (1) to be represented by an attorney or other person of the Member's choice;
- (2) to have a written record made of the hearing;

(3) to call, examine, and cross-examine witnesses;

(4) to present any evidence, oral or written, determined to be relevant by the Hearing officer, even if such evidence would be inadmissible in a court of law; and

(5) to submit a written statement for the record at the close of the hearing.

(c) Any Member of the Society who is summoned as a witness at the hearing by the Board or Hearing Officer shall appear and testify. Failure to so appear and testify may subject that Member to disciplinary action.

(d) Persons other than Members of the Society may appear as witnesses.

Section 6. Board Deliberations. After the completion of the hearing, the Board of Censors shall consider the evidence presented at the hearing, the recommendation of the Hearing Officer, and the report of the Committee member(s) attending the hearing. The Board shall make explicit findings with respect to each of the grounds and may, in its discretion, issue a written opinion.

Section 7. Decision. Within thirty (30) days after final adjournment of the hearing, the Board shall provide the Member with a written copy, by certified mail, returned receipt requested, of the Hearing Officer's recommendation and the Board's determination. The Member shall be provided a copy of the hearing record upon request for a reasonable charge. The decision of the Board of Censors shall be final and may not be appealed, unless such right of appeal is granted by the Constitution and Bylaws of the Medical Association of the State of Alabama.

Section 8. Sanction of Members.

(a) Following its decision, the Board of Censors may either acquit the member or find the Member guilty and impose one of the following penalties:

(1) Reprimand the Member in private;

(2) Censure the Member and report the censure to the Society;

(3) Suspend the Member from the Society; or

(4) Expel the Member from the Society.

(b) Any Member suspended from the Society shall not be entitled to any of the rights or privileges of the Society until the suspension is lifted. A Member suspended for a specified period shall be automatically reinstated at the conclusion of the suspension period.

Section 9. Sanction of Censor/Director. When the foregoing procedure is utilized to determine whether or not a Member of the Board of Censors should be removed from office, the Board of Censors shall have the authority, following its decision, to either acquit such Member of the Board or remove him from office.

Section 10. Reporting of Adverse Actions. Within fifteen (15) days of any adverse action of at least thirty (30) days duration taken against any Member, the Board shall submit the information to the State Board of Medical Examiners, and the Medical Association of the State of Alabama. In addition, the State Board of Medical Examiners is required to report such information to the National Practitioner Data Bank.

ARTICLE X COMMITTEES

Section 1. Standing Committees. Standing committees of the Society shall be:

- (a) Executive Committee
- (b) Mediation and Medical Ethics Committee
- (c) Membership and Credentials Committee
- (d) Budget and Finance Committee
- (e) Nominating and Elections Committee
- (f) Legislative Affairs Committee
- (g) Public Relations Committee
- (h) Continuing Medical Education Committee

Section 2. Special Committees. The President or the Board of Censors may appoint from time to time such special committees or sub-committees of standing committees as he or they deem to be in the best interest of the Society.

Section 3. Duties and Functions. Duties and functions of the committees shall be those described herein and such others as are agreed upon by the committee and the President.

(a) Executive Committee. The Executive Committee shall consist of the President, President-Elect, Vice President, Immediate Past-President, and Secretary-Treasurer. Duties of the Executive Committee include the conducting of Society affairs when authorized to do so by the Board and the appointment of Members in good standing to fill vacancies in the Board of Censors,

in the offices of the Society, and in any committees or sub-committees. The Executive Committee shall serve as the Budget and Finance Committee.

(b) Mediation and Medical Ethics Committee:

(1) The Mediation and Medical Ethics Committee shall consist of six (6) members, two of whom shall be nominated by the President and confirmed by the Board of Censors each year prior to each annual meeting of the Society. In addition, the President shall serve as an ex-officio member of the Committee and may appoint at his discretion a former member of this Committee as a member emeritus to serve as a consultant during such President's term of office.

(2) Each member shall serve a term of three (3) years.— Two (2) members will be appointed to the Committee each year.

(3) A Committee member shall not serve for more than two (2) consecutive terms. The Committee shall elect annually a Chairman and Secretary.

(4) The Mediation and Medical Ethics Committee of the Medical Society of Mobile County, Inc. is not limited to but empowered by its membership to safeguard 1) the integrity of medical practice, 2) the public's interest in an unencumbered doctor-patient relationship, 3) interaction between doctor and patient that promotes and sustains dignity, respect and care, 4) physician-physician relations that are professional and uncompromised by economic issues, 5) physician-institution relations that maintain the primacy of the doctor-patient relationship, and 6) physician commitment to patient access and adequate care regardless of setting and irrespective of financial issues. The Committee shall investigate immediately any report of illegal or unethical practice of medicine by any Doctor of Medicine, Doctor of Osteopathy, medical institution, or layman which would be dangerous or harmful to the public. The Committee shall investigate promptly any alleged offense that would be grounds for the discipline of a member and shall work to resolve misunderstandings between patients and physicians. The Committee may ask approval of the Board of Censors for employment of legal counsel or investigative personnel, and necessary funds to pursue its investigations, said funds to come from general revenues of the Society.

(5) The Committee shall consider complaints submitted in writing or in person before the Committee. Complaints should be directed to the Executive Director of the Society. The Committee is also empowered to initiate investigations.

(6) Each matter considered by the Mediation and Medical Ethics Committee is to be preserved as a record by the Executive Director and is to include the names of the complainant and complaine, the general nature of the complaint, and the Committee's action.

(c) Membership and Credentials Committee. The Membership and Credentials Committee shall receive applications for membership in the Society. It shall determine the qualification of each applicant and report recommendations to the Board of Censors. The Committee

shall be responsible for the orientation of new members. The Secretary-Treasurer of the Society shall serve as Chairman.

(d) Budget and Finance Committee. The Budget and Finance Committee shall prepare a budget for the fiscal year beginning on January 1 of each year. The budget shall be submitted to the Board for consideration no later than the preceding October 31. The President-Elect shall serve as Chairman of the Committee. The Executive Committee shall act as the Budget and Finance Committee.

(e) Nominating and Elections Committee. The Nominating and Elections Committee shall be organized and function in accordance with the provisions of Article IV. Further, at least one (1) month before the meeting of the Society for the nomination of officers, the President shall appoint, subject to the approval of the Board of Censors, a nominating committee consisting of at least five (5) Active Members, and shall designate one (1) as Chairman. The Committee shall meet and by majority vote of the Committee select a slate of nominees consisting of one (1) for each elective office and each elective position to be filled at the annual meeting. Each nominee so selected shall be eligible and qualified as provided in these Bylaws, and shall have given the Committee approval to being placed in nomination. This slate of nominees shall be presented at the meeting during which nominations are to be made.

(f) Legislative Affairs Committee. The Legislative Affairs Committee shall be responsible for developing liaisons with the legislators representing Mobile County at both the State and National levels, and with the Legislative Department of MASA.

(g) Public Relations Committee. The Public Relations Committee shall plan and implement programs designed to foster close relationships among Members of the Society, between the Society and allied groups, community agencies and organizations, and public information and opinion media such as newspapers, television and radio stations, churches, schools and others.

(h) Continuing Medical Education Committee. The Continuing Medical Education Committee shall plan and/or make available continuing education programs for the Members in conjunction with MASA and shall make available to the Members information regarding the existence and availability of other suitable continuing medical education programs.

Section 4. Except as otherwise specified, each Committee shall meet at least quarterly.

Section 5. Except as otherwise specified, each Committee shall be comprised of not less than three (3) and not more than twenty (20) members. The presence in person or by telephone of a majority of the members of Executive, Mediation and Medical Ethics, Membership and Credentials, Budget and Finance and Nominating and Elections Committees shall be required to constitute a quorum. Except as so specified, the number of members present at any meeting of any other Committee shall constitute a quorum.

ARTICLE XI
DELEGATES AND ALTERNATES

Section 1. Election. The Society shall appoint or elect the designated number of Delegates and Alternate Delegates to the Annual Session of the State Medical Association, and to any called meeting, as authorized by the Ordinances of said Association.

Section 2. Priority In Election. Elected officials of the Society who are not members of the College of Counsellors of the Association shall serve as Delegates and Alternate Delegates to the Annual Session of the Association and to any called meeting, as authorized by the ordinances of said Association in the following order of priority: President, President-Elect, Immediate Past-President, Vice President, Secretary-Treasurer and other Members of the Board of Censors by Seniority. Additional Delegates and additional Alternate Delegates shall be elected in accordance with Article IV of these By-Laws for those additional positions needed, and if vacancies occur after the nominations and elections, same shall be appointed by the President. All such Delegates shall be Active Members of the Society.

Section 3. Duties. It shall be the duty of the Delegates to represent the Society at all Annual Sessions or called meetings of the Association, to be present at such meetings from the beginning to the end thereof, and to give close attention to the transaction of business, in order that they may protect the interests of the Society and contribute to the advancement of the general interest of the organized medical profession of the State.

Section 4. Assessment of Delegates. In the event that the Association should make an assessment upon Delegates attending Association meetings as representatives of the Society, then said assessment shall be paid by the Society.

Section 5. Appointment of Successors. Should a Delegate fail to register at the Annual Session or any called meeting of the Association before the official meeting of Delegates and Counsellors, the President of the Society shall appoint any Active Member of the Society in good standing to serve as a Delegate.

ARTICLE XII
THE ORDER OF BUSINESS

Section 1. Order of Business. At regular and annual meetings of the Members of the Society, the order of business shall be determined by the President and the Program Committee.

Section 2. Parliamentary Procedure. The deliberations of the Society, other than the order of business, shall be governed by parliamentary usage as contained the Sturgis Standard Code of Parliamentary Procedure, current revisions, unless otherwise determined by a majority vote of the members present.

ARTICLE XIII

SEAL

The seal of this Society shall consist of a representation of the head of Apollo surrounded by a circle. On the inside of this circle the following motto shall appear: "[Sic] me servabit Apollo"; and, on the outside of this circle the title of this Society shall be inscribed along with the date, "1841".

ARTICLE XIV AMENDMENTS

These By-Laws may be amended by Resolution adopted upon a majority vote of those Active Members in attendance at any annual, regular or special meeting of the Society. All such proposed amendments must first be approved by a majority vote of the Board of Directors. No less than five (5) days prior to the annual, regular or special meeting at which the proposed resolution shall be submitted to the membership, the Executive Director shall cause the proposed amendment to be published in the Mobile County Medical Society Newsletter, or otherwise disseminated in written form to the membership. Notwithstanding the foregoing, to the extent a change in the By-Laws would create a conflict or inconsistency with the Articles of Incorporation of the Society, then such change shall not be effective until the Articles of Incorporation of the Society have also been amended in accordance with their terms.

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