



ARMA

**ARIZONA MEDICAL
ASSOCIATION**

Physician led. Patient focused.

AMENDED AND RESTATED BYLAWS

Date of Adoption: June 1, 2019

ORGANIZED IN 1892

Amended and Restated Bylaws of The Arizona Medical Association, Inc.

Chapter I Definitions

Except where the context otherwise requires, as hereinafter used:

“Articles” means the Articles of Incorporation of the Association.

“At-Large Member” means an Association member practicing in Maricopa or Pima County or a non-practicing physician residing in Maricopa or Pima County, who may or may not be a County society member.

“Association” means The Arizona Medical Association, Inc.

“Board” means the Board of Directors of the Association.

“County society member” means an Association member who is also a member of a county society.

“Delegate” means a member of the House.

“Director” means a member of the Board of Directors.

“Electronic communication” means communication via teleconference, video conference or email in compliance with applicable state laws.

“House” means the House of Delegates of the Association.

“Maricopa member” means an Association member who is also a member of the Maricopa county medical society.

“Pima member” means an Association member who is also a member of the Pima county medical society.

“Rural member” means an Association member, practicing or residing in counties other than Maricopa and Pima.

Chapter II General

Section 1. Name – The name of this corporation shall be The Arizona Medical Association, Inc., henceforth known as “Association”.

Section 2. Purpose - On behalf of member physicians, the Association promotes leadership in the art and science of medicine and advocates for economically sustainable medical practices, the freedom to deliver care in the best interests of patients, and health for all Arizonans.

Chapter III Membership

Section 1. General Requirements: — Any person, when becoming a member, shall agree to abide by the Articles of Incorporation and Bylaws of the Association and by any changes which from time to time may be made. The member further agrees to abide by the Principles of Medical Ethics of the American Medical Association.

Section 2. Voting Members: — The voting members of the Association shall consist of the Delegates plus the members of the Board and all Past Presidents. The voting members shall

represent the membership at-large and shall have such powers and duties as hereinafter described.

Section 3. Classes of Membership: — The Association shall consist of members in the following classes: Active, Fifty-Year Club, Associate, Service, Affiliate and Honorary.

(A) Active Members

The qualifications for Active membership (other than for residents and medical students) shall be that the individual must (1) hold a degree of Doctor of Medicine or its equivalent or Doctor of Osteopathic Medicine and (2) hold an unrevoked license to practice medicine and surgery or osteopathic medicine and surgery in Arizona, subject only to the provisions for loss of membership (Chapter III, Section 4).

Residents and Fellows who are licensed or registered with the Arizona Medical Board or the Arizona Osteopathic Board of Examiners shall be eligible for Active membership.

Full-time students in Arizona who are pursuing a course of study leading to the degree of Doctor of Medicine or Doctor of Osteopathic Medicine in an accredited school of medicine or osteopathic medicine shall be eligible for Active membership in the Association.

Duties and Privileges. An Active member shall have all the duties and privileges of the Association as herein provided and shall be required to pay such dues and assessments as may be determined by the Board. Members seventy years of age or older in active practice may be required to pay such dues as may be determined by the Board and shall be exempted from assessments. Resident and student members shall be required to pay such dues as may be determined by the Board and shall be exempted from assessments.

(B) Fifty-Year Club Members

Members who have practiced medicine for fifty years or longer, at least half of that time in Arizona, may be honored by elevation to the Fifty-Year Club at the discretion of the Board. Fifty-Year Club membership, once granted, shall be deemed a lifetime privilege, regardless of continuation of licensure or status of practice, unless revoked by action of the Board of Directors.

Privileges. Fifty-Year Club members shall enjoy all of the privileges of Active members but shall not be required to pay Association dues and shall be exempted from assessments.

(C) Associate Members

Associate membership may be granted by the Association to Doctors of Medicine or Osteopathic Medicine who (1) are permanently disabled and unable to practice, (2) are retired from active practice and are not eligible for Fifty-Year Club membership, (3) have left practice in the State of Arizona for temporary military service or further training, (4) are duly accredited in foreign countries and are engaged in medical missionary and similar educational and philanthropic work in Arizona, or (5) are physicians who reside in another state or country.

Duties and Privileges. Associate members shall have all the duties and privileges of Active members except the right to serve as a Delegate or to hold elected office. Associate members shall be required to pay such dues as may be determined by the Board and may be exempted from assessments.

(D) Service Members

Service membership may be granted by the Association to regularly commissioned medical officers and commissioned medical officers of the reserve component on extended active duty with the Armed Forces of the United States and the United States Public Health Service who hold

the degree of Doctor of Medicine or equivalent or Doctor of Osteopathic Medicine. The fulltime physicians employed by the Veterans Administration who reside in Arizona also shall be eligible for Service membership.

Duties and Privileges. Service members shall have all the duties and privileges of Active members. Service members shall be required to pay such dues as may be determined by the Board and may be exempted from assessments.

(E) Affiliate Members

Affiliate membership may be granted by the Association to (1) Arizona dentists who are members in good standing of their state association, (2) Arizona pharmacists who are active members of their state association, (3) teachers of medicine and allied sciences in Arizona who are not otherwise eligible for membership in the Association and (4) those persons certified as physicians' assistants who reside in Arizona.

Duties and Privileges. Affiliate members shall enjoy the privileges of attending meetings of the Association, but shall not have the right to serve as Delegates or to hold elected office. Affiliate members shall be required to pay such dues as may be determined by the Board and may be exempted from assessments.

(F) Honorary Members

The House may elect at any annual meeting as Honorary members of this Association, Doctors of Medicine or other persons who are distinguished for their services or who have risen to preeminence in the profession of medicine and surgery provided the candidate for membership has performed a meritorious service for the public, the physician community, or the Association.

Privileges. Honorary members shall enjoy the privileges of attending meetings of the Association and will have the right to serve as Delegates. Honorary members shall not be required to pay Association dues and may be exempt from assessments.

Section 4. Disciplinary Actions: —

(A) Active, Associate, Service, or Affiliate membership in the Association shall be terminated by:

- (1)** transfer of membership to the medical association of another state;
- (2)** action of the Board; with a two-thirds vote of the total membership of the Board being required to expel;
- (3)** revocation of the member's license to practice in Arizona;
- (4)** termination of enrollment in medical school of student Active members;
- (5)** failure to pay Association dues and assessments within six months of the date such become payable, unless such failure is exempted as otherwise outlined in the bylaws.

(B) Active, Associate, Service, or Affiliate membership in this Association shall be suspended by:

- (1)** action of the Board;
- (2)** failure to pay the annual dues and assessments before the delinquency date determined by the board, unless such failure is exempted as otherwise outlined in the bylaws.

(C) Honorary membership in the Association may be withdrawn upon a two-thirds vote of the total membership of the Board.

(D) Any physician refused membership in the Association or who is suspended or loses membership may appeal to the Board for reconsideration. The Board may affirm, modify, or change its decision in its discretion.

Chapter IV Officers and Directors

Section 1. The following shall be officers and directors of the Association:

Board Officers:

- Outgoing Past President
- Immediate Past President
- President
- President-Elect
- Vice President
- Secretary
- Treasurer
- AMA Delegation Chair
- Chief Executive Officer

All of the officers, with the exception of the Chief Executive Officer, shall, by virtue of their position, be members of the Board.

Board Directors:

The following shall, by virtue of their position, also be members of the Board.

- Speaker of the House
- Vice-Speaker of the House
- Delegates to the American Medical Association
- Alternate delegates to the American Medical Association
- At-large, Maricopa, Pima and Rural Directors
- Resident Physician Representatives
- Medical Student Representatives
- At-large Members of the Executive Committee
- Members of the Association who are Officers or Trustees of the American Medical Association

All Arizona medical school deans, who are ArMA members, will be invited to attend the Board of Directors meetings as non-voting members in an ex-officio status.

Section 2: Officers: —

(A) Outgoing Past President: — The Outgoing Past President shall serve as a resource on Association activities and, upon the President's request, aid the President by accepting special assignments when appropriate.

(B) Immediate Past President: — The Immediate Past President, aside from specific duties otherwise herein assigned, shall, upon the President's request, advise and counsel the President in the discharge of the office of the President and aid the President by accepting such special assignments as may become appropriate.

(C) President: — The President shall be chief officer of the Association and Chair of the Board and shall exercise general supervision over its members and affairs. The President shall be installed by the Immediate Past President during the Annual Meeting.

(D) President-Elect: — Aside from specific duties otherwise herein assigned, the President-Elect shall prepare for the office of President by assisting the President in the discharge of the President's duties. The President-Elect shall be Vice-Chair of the Board and shall preside at any meeting in the absence of the President.

(E) Vice President: — The Vice President shall assist the President in the discharge of the President's duties.

(F) Secretary: — The Secretary shall keep minutes of all official meetings of the Association, its board, and its committees. The Secretary shall see that all notices are duly given in accordance

with the provisions of law and these Bylaws, and shall keep the membership records of the Association and be custodian of all contracts, assignments and other legal documents and records. In general, the Secretary shall perform all the duties incident to the office of Secretary of a corporation.

(G) Treasurer: — The Treasurer shall have charge of and be responsible for all funds, securities, receipts and authorized disbursements of the Association; shall deposit or cause to be deposited, in the name of the Association, all money or other valuable effects in such banks or other depositories as shall from time to time be selected by the Board; shall render to the president and to the Board, whenever requested, an account of the financial condition of the Association; and shall report annually to the House and membership on Association finances. In general, the Treasurer shall perform all duties incident to the office of Treasurer of a corporation.

(H) AMA Delegation Chair: — The AMA Delegation Chair, who shall be an AMA Delegate elected every two years by the Delegation, subject to approval of the Board, shall serve as liaison between the Executive Committee and the AMA Delegation.

(I) Chief Executive Officer: — The Chief Executive Officer shall have such duties as outlined in Chapter VI, Section 8.

Section 3. Directors: —

(A) Speaker: — The Speaker shall preside at the meetings of the House and shall perform such duties as custom and parliamentary usage require.

(B) Vice-Speaker: — The Vice-Speaker shall assist the Speaker in the discharge of the Speaker's duties at the request of the Speaker or in the absence of the Speaker.

(C) Delegates to the American Medical Association and Alternate Delegates to the American Medical Association: — The Delegates to the American Medical Association shall represent the Association and its members in meetings of the House of Delegates of the American Medical Association according to the rules of that body. In the absence of any Delegates to the American Medical Association at its meetings, the Alternate Delegates shall represent the Association and its members in such meetings according to the rules of that body. The House shall elect AMA Delegates and Alternates in accordance with the AMA Constitution and Bylaws.

(D) Constituent Directors: -- the remaining Directors shall be chosen by the entire voting membership of the Association to fill the seats reserved to At-Large, Maricopa, Pima, Rural, Resident Physician, and Medical Student Board members. Each Director shall represent the entire Association and carry out his or her duties in a manner they believe to be in the best interests of the Association as a whole and not limited to their specific constituency.

Section 4. Directors and Officers Liability Insurance: The Board shall procure Directors and Officers Liability Insurance, Errors and Omissions Insurance, and such other insurance, of the types and in the amounts as the Board deems necessary to protect the persons serving as Directors and Officers (including, where applicable, management employees) from unreasonable liability arising from their service to the Association.

Chapter V Election of Officers and Members of the Board

Section 1. General Qualifications: — All elections of officers, the three At-Large Members of the Executive Committee and directors shall be conducted as a part of the business of the regular Annual Meeting of the House. Elections shall be by secret ballot unless candidates on the ballot are unopposed. The candidate who receives a majority vote for an office shall be elected to that office. If no one of three or more candidates for an office shall receive a majority of the votes cast,

the two with the highest number of votes shall be the candidates in a run-off election. If there are two candidates only and the vote is a tie, there shall be a run-off election. All officers and members of the Board shall serve until their successors are elected and have accepted the office. Members of the Association who are officers or trustees of the American Medical Association shall automatically be members of the Board, without election.

Section 2. Officers and Board Members; Officers and Directors Elected and Offices Assumed: —

All officers and directors automatically shall become members of the Board upon their election to or assumption of office. All officers and directors shall be elected except the President, the Immediate Past President and the Outgoing Past President. These officers shall not be elected but shall assume their offices in the year next following their terms as President-Elect, President and Immediate Past President.

Section 3. Terms of Office; Qualifications: — The following officers shall be elected for a one-year term: The President-Elect and Vice President. The President, Immediate Past President and Outgoing Past President, though not elected as such, also shall have one-year terms. The Secretary and Treasurer shall be elected in alternate years for a two-year term. The Speaker and Vice-Speaker shall also be elected in alternate years for a two-year term. The three At-Large Members of the Executive Committee shall be elected for a one-year term.

The Delegates and Alternate Delegates to the American Medical Association shall be elected in accordance with the bylaws of the American Medical Association. If the Association shall be entitled to more than one Delegate, the terms will be staggered, as determined by the Board. Any nominee for Delegate (an “AMA Delegate”) or Alternate Delegate (“Alternate AMA Delegate”) to the American Medical Association shall also be a member of the American Medical Association.

At-Large, Maricopa, Pima and Rural Directors shall be elected for a term of three years. The Resident Physicians and the Medical Students shall be elected for a term of one year.

Only those members of the House of Delegates who are members in good standing with the American Medical Association shall be eligible to vote for AMA Delegates and AMA Alternate Delegates.

Section 4. Beginning and End of Term: — All officers, the three At-Large Members of the Executive Committee, and directors except the Delegates and Alternate Delegates to the American Medical Association shall assume office immediately following their election and acceptance of the office. The Delegates and Alternate Delegates to the American Medical Association shall take office on January first of the year following election, or in conformity with any revised rules of the American Medical Association. The President-Elect shall assume office as President during the Annual Meeting.

Section 5. Nominations: — Nominations for elected offices to be filled shall be solicited by the Nominating Committee from the membership. Nominations shall be presented to the Speaker of the House at the Annual Meeting. Other nominations may be made from the floor prior to voting and at the time of the election meeting.

Section 6. Distribution and Election of At-Large, Maricopa, Pima and Rural Directors: — There shall be four director constituencies, which shall be designated as: At-Large, which shall be represented by eight (8) At-Large Directors, at least half of whom are not county society members; Maricopa, which shall be represented by five (5) Maricopa Directors; Pima, which shall be represented by two (2) Pima Directors; and Rural, which shall be represented by six (6) Rural Directors, with consideration given to having no more than two from a single county. Terms of directors will be staggered.

Section 7. Election of Resident Physicians and Medical Student Directors: - There shall be two (2) resident physicians and two (2) medical student directors on the board, each serving for a term of one year.

Chapter VI Board of Directors

Section 1. Members: — The Board shall be composed of all the physician officers, the three At-Large Members of the Executive Committee and Directors of the Association.

Section 2. Operational Responsibilities: — The Board shall be vested with the control and management of the affairs of the Association, subject only to directives from the House, The Articles of Incorporation, and these Bylaws. The Board shall have the full power and authority of the House between meetings of the House. The Board may adopt and revise policies relating to conflicts of interest, confidentiality, incurring of expenses, and other matters reflecting on the integrity and financial health of the Association.

Section 3. Removal From Office: —

(A) In the event any officer does not carry out the responsibilities and duties of that office, the Board shall have the authority to remove such officer and replace such officer with an appointee from the existing Board of Directors, which appointee shall serve until the next general election.

(B) If a Board member fails to attend three consecutive Board meetings, the Board shall have the authority to remove such Board member from office and appoint a replacement, taking into consideration the constituency that Board member represents.

Section 4. Vacancies: — The Board shall have the authority to appoint replacements for any vacancies in office and in its membership, such replacements to serve until the next annual election. In the event of a temporary inability upon the part of any officer or director to perform the duties of that office, the Board may appoint any other officer or director to perform the function of said office without the office being vacated, such appointment to be limited to the period of inability and, in no event, to extend beyond the date of the next election. In the event the President's position is required to be filled, the Board shall select a replacement from the members of the Executive Committee. A vacancy in a Director's seat designated for a particular constituency shall be filled, if at all, by another person who satisfies the requirements for election to that position.

Section 5. Finances; Budget; Accounting; Vote Required for Non-Budgeted Expenses; Use of Funds; Investments: — The Board shall adopt an annual budget providing for the necessary expenses of the Association, which shall be presented to the House for information. The Board shall be responsible for the proper accounting and auditing of all funds and accounts of the Association. The Board may authorize the expenditure of funds for non-budgeted expenses, but funds collected from the membership and earmarked by the House for one purpose may not be used for another purpose without proper authorization from the House. The Board shall also have the authority to establish and utilize appropriate reserves, establish policies for dealing with the receipt and utilization of funds derived other than from member dues and assessments, establish foundations and subsidiaries and capitalize them, to cause the Association to guarantee the indebtedness of any such foundations, and otherwise to deal with money and property that may be received by the Association.

Section 6. Time of Meetings; Who May Call: — The Board shall meet at least twice a year and at such other times as it deems necessary, subject to call of the Chair, or on petition of three members of the Board. In addition, meetings of the Board may be held by electronic communication in compliance with applicable state laws.

Section 7. Quorum; Vote: — Fifteen members of the Board shall constitute a quorum for any meeting and, unless specified, a majority vote of the members present, and voting shall be required for action.

Section 8. Chief Executive Officer; Offices: — The Board shall employ a Chief Executive Officer, who need not be a physician, to manage and direct the activities of the Association and to perform the duties commonly required of the Chief Executive Officer of a corporation. The Chief Executive Officer shall be under the direction of the President and the Board, but shall supervise all other employees. The Chief Executive Officer shall be an officer of the Association, but shall not be a member of the Board of Directors or the Executive Committee.

Chapter VII Sections

The Board may establish sections that provide learning and networking opportunities for physicians, fellows / residents, and medical students at different stages in their careers or with similar interests and background. The sections shall be permitted to adopt internal operating policies that govern their internal affairs. Such internal operating policies shall not be in conflict with the Bylaws of the Association and must be approved by the Board of Directors to become effective.

Chapter VIII Standing and Other Committees

Section 1. Appointment; Ex-officio Members — There shall be standing committees as hereinafter specified. Unless otherwise provided for, the President shall appoint, with the advice and consent of the Board, the chair and members of each committee. Vacancies in membership of a committee shall be filled by appointment by the President, with the advice and consent of the Board. The chair or any committee member may be removed by the President, with the advice and consent of the Board. The President, President-Elect and Secretary shall be ex-officio members of all committees in addition to the appointed members. Meetings of all committees may be held by electronic communication.

Section 2. Term: —The term of appointment for committee members and committee chairs shall be prescribed by the Board.

Section 3. Standing Committees and Functions: — The standing committees and their functions shall be:

(A) Articles of Incorporation and Bylaws: —The functions of the Committee on Articles of Incorporation and Bylaws shall be to serve as a fact-finding and advisory committee pertaining to the Articles of Incorporation and Bylaws and to recommend such changes as it deems appropriate for action by the House of Delegates. In addition, the committee shall (1) respond to resolutions of the House of Delegates by issuing an analysis of such resolutions and/or preparing proposed amendments to the Articles of Incorporation and Bylaws; and (2) respond to directives by the Board by issuing an analysis of the directives and/or preparing proposed amendments. All proposed amendments prepared in response to the House or Board directives shall be presented to the Board for its consideration.

(B) Executive: — The Executive Committee shall consist of the physician officers and the three At-Large Members. The functions of the Executive Committee shall be to (1) review and summarize routine matters and correspondence for Board action; (2) develop policy positions and alternatives for consideration and decision by the Board; (3) develop affirmative plans for the Association to consider and be acted upon by the Board; (4) act as advisor to the Chief Executive Officer and conduct annual review of his/her performance and make adjustments to compensation as deemed appropriate; and (5) study and make recommendations concerning long range and strategic objectives for the Association.

(C) Finance: — The Treasurer shall serve as chair of the Committee on Finance. The Committee on Finance shall act in an advisory capacity in budgetary and financial matters.

(D) Legislative & Government Affairs (L&G) Committee: The functions of the L&G Committee shall be to examine issues of concern to physicians, health care organizations and patients. This Committee is responsible for establishing the positions that the Association takes in negotiating or advocating on those particular issues.

(E) Public Health Committee: Consisting of physicians and public health professionals, this Committee discusses medical issues related to public health in our state. The Committee is intended to be the arena in which the Association’s public health professionals have the opportunity to champion issues that need attention and evoke positive changes for Arizona’s citizens.

(F) Nominating Committee: — The functions of the Nominating Committee shall be to (1) solicit nominations for the elected positions (2) finalize a slate of candidates, for recommendation to the House of Delegates and (3) present its nominations to the Speaker at the Annual Meeting.

The Nominating Committee shall consist of the last three Past Presidents, who are still residing in Arizona, with the most immediate of these serving as chair, plus eight members appointed by the Executive Committee, with approval of the Board, from the existing Board of Directors, two of whom shall be At-Large, two of whom shall be Maricopa, two of whom shall be Pima and two of whom shall be Rural. Any deviations from this composition must be approved by the Board.

(G) Resolutions Committee: —The functions of the Resolutions Committee shall include: (1) on request, assist in writing resolutions based on issues, if presented by members of the Association, committees, counties, specialty societies and other ArMA constituencies; (2) consider, recommending re adoption or non-re adoption, current Association policy; (3) present its own resolutions to the House for consideration and debate; and (4) give its opinion relative to resolutions, changes in operations, bylaws and rules and regulations. Nothing in this paragraph will preclude any member or ArMA constituency from submitting or presenting a resolution directly to the House for consideration.

Section 4. Appointment of Other Committees: — All other committees as deemed necessary or appropriate shall be appointed by the President and exist at the pleasure of the Board of Directors, for one or more purposes and for a time period to be determined when the committee is established.

Chapter IX House of Delegates

Section 1. Composition of House; Meetings: — The House shall constitute the voting body of the Association and shall be composed of Delegates from the following: At-Large and Rural members, Maricopa and Pima county societies, specialty and subspecialty societies, resident physicians and medical students. With the exception of medical student Delegates, all Delegates must be physician members of the Association. Members of the Board and all Past Presidents of the Association shall be voting members of the House.

The House shall meet at least once a year at the time of the Annual Meeting. In addition, special meetings of the House may be held at any time upon notice thereof to the Delegates, at the call of the Board, or upon the call of twenty Delegates. In addition, meetings and business of the house may be held by electronic communication in compliance with applicable state laws.

Section 2. Number of Delegates: —

(A) At-Large Members: — At-Large Members shall be entitled to representation in the House by ten (10) delegates, at least half of whom are not county society members.

(B) Maricopa and Pima Members: — The Maricopa members shall be entitled to representation in the House by five (5) delegates who are members of the Maricopa county medical society. The Pima members shall be entitled to representation in the House by three (3) delegates who are members of the Pima county medical society.

(C) Rural Members: — Rural members shall be entitled to representation in the House by three (3) delegates.

(D) Specialty and Subspecialty Societies: — A state specialty or subspecialty society with 250 or fewer members shall be entitled to representation in the House of Delegates by one delegate and a specialty or subspecialty society with more than 250 members shall be entitled to 2 delegates if (1) the specialty or subspecialty is recognized by the American Board of Medical Specialties; (2) the specialty or subspecialty society has a minimum of twenty members practicing in Arizona; (3) the specialty or subspecialty society maintains an existing organization or structure with a slate of periodically elected officers, a constitution and bylaws and a frequency of meeting at least once a year; (4) by a vote of the House it shall be deemed to be in the best interests of the Association. Specialty or subspecialty society delegates shall be the society president or designee(s) who shall be members of the Association.

(E) Resident Physician Members; Medical Student Members: — Resident physicians and medical students shall each be entitled to representation in the House by two delegates who must be Active members of the Association.

Section 3. Election of Delegates; List Thereof: — Sufficiently in advance of the Annual Meeting the Maricopa and Pima County Medical Societies and each specialty and subspecialty society shall designate delegates to represent them in the House and shall send to the Secretary of the Association a list of such elected delegates. Delegates must be current in their ArMA dues to serve in this role.

Section 4. Committees of the House: — At or before each Annual Meeting the Speaker shall appoint such committees which may expedite the business of the House of Delegates. This may include Committees on Credentials, Resolutions, Amendments, and such other committees as the Speaker may designate.

Resolutions may be proposed by (1) the Board, (2) any member of the House, (3) any county society, (4) any committee or section of the Association, (5) the Resolutions Committee, or (6) by any ArMA member or ArMA constituency.

Any resolution, other than those which amend the Bylaws, adopted by the House of Delegates shall become null, void and of no effect if not re-adopted within four years from the effective date of the adoption or re-adoption of the resolution.

At the discretion of the Speaker, more than one Committee on Resolutions may be appointed.

Section 5. Quorum; Minimum Requirements for Vote: — Twenty Delegates shall constitute a quorum and, unless otherwise specified herein, a majority vote of the quorum shall be required for action.

Section 6. Participation by Nondelegates in Meetings of the House: — All meetings of the House,

except its executive sessions, shall be open to members of the Association; nondelegate members may participate in such meetings upon majority vote of the House. Nondelegate members may attend and participate in all Reference Committee meetings.

Section 7. Powers and Duties of the House: — The House shall:

- (A) elect all officers and directors of the Association except officers or trustees of the American Medical Association;
- (B) vote on all memorials and resolutions presented to it;
- (C) instruct the Board on its wishes respecting the operations of the Association;
- (D) when necessary, amend the Articles and Bylaws; and
- (E) hold all powers and duties not otherwise specifically delegated herein

Chapter X Dues and Assessments

Section 1. Fixing of Annual Dues; Payments; Reinstatements; Collections; Enforcement:

(A) The amount of annual dues shall be determined by the Board of Directors.

(B) The annual dues and the dues and assessments of the Association shall be payable January first of the year for which it is due.

Section 2. Fixing of Assessments; Payment; Collection; Enforcement: —

(A) Assessments may be levied by the House at the Annual Meeting, or at any special meeting called for that purpose.

(B) Assessments shall be payable thirty days after notice of such has been mailed and, subject to Section (C) hereof, shall be delinquent sixty days after that date.

(C) The House and/or Board of Directors may permit extension of time for payment of any assessment for good cause shown, but in no event longer than four years from the date of the initial assessment.

Section 3. Equality Within Membership Categories of Dues and Assessments: — While the amount of dues or assessments may vary as between classifications of membership (except as to certain classes upon which none may be levied), they shall be uniform within each classification, except for Service, Resident Physician and Medical Student members (Chapter III, Section 3) and new members. The Board, in its discretion, may offer discounts, including tiered pricing, for group members.

Chapter XI Parliamentary Authority

Section 1. Governing Rules: — The rules contained in the latest revised edition of Robert's Rules of Order Newly Revised shall govern the Association and the House in all cases to which they are applicable and in which they are not inconsistent with the Bylaws.

Section 2. Parliamentarian: - A Parliamentarian may be appointed by the President. The Parliamentarian shall be present during the House to provide advice and guidance to the Speaker and to members of the House. The Parliamentarian shall provide advice and guidance to the officers and the Board as required. A Parliamentarian who is a credentialed delegate shall have a vote.

Chapter XII - Amendments

Section 1. Who May Propose Amendments: — Amendments to these Bylaws may be proposed by (1) the Board, (2) any Delegate, (3) any county society, (4) any committee or section of the Association, (5) the Resolutions Committee, or (6) any ArMA member or ArMA constituency. Proposed amendments shall be delivered to the Secretary at least six weeks prior to the meeting

of the House at which the same will be considered.

Section 2. Notice of Proposed Amendments: — Written copies of all proposed amendments shall be distributed by the Secretary to all members of the House at least four weeks before the meeting at which the same will be considered. Written notice may be transmitted electronically.

Section 3. Introduction of Proposed Amendments: — All proposed amendments shall be introduced at the Annual Meeting, referred to the Reference Committee on Amendments and voted upon at that meeting. A special meeting of the House may be called to consider duly proposed amendments.

Section 4. Vote Required: — An affirmative vote of two-thirds of the Delegates present and voting, or an affirmative vote of a majority of the entire membership of the House, whichever is the lesser, shall be required for the adoption of an amendment to the Bylaws.