



ARMA

**ARIZONA MEDICAL
ASSOCIATION**

Physician led. Patient focused.

ARTICLES OF INCORPORATION AND BYLAWS

June 2, 2018

ORGANIZED IN 1892

Articles of Incorporation of The Arizona Medical Association, Inc.

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, whose residences and post office addresses appear opposite their respective names, have this day associated themselves together for the purpose of forming a nonprofit corporation under the laws of the State of Arizona and do hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation is and shall be The Arizona Medical Association, Inc.

ARTICLE II

The location of its principal place of business shall be at Phoenix, Arizona, but it may establish other places of business and other offices at such other places within the State of Arizona as the Board of Directors may from time to time determine.

ARTICLE III

The objects, purposes and powers of this corporation and the general nature of the business it proposes to transact are:

- (a) To bring into one organization the entire medical profession of the State of Arizona to promote the science and art of medicine; to promote and elevate the standards of medical ethics and medical education; to promote public health and in all instances and manners to operate as a nonprofit business league and scientific and educational organization for the above stated purposes;
- (b) To advance the practice of medicine and the medical profession by assisting physicians, medical students, researchers in the medical and allied sciences, or other persons or groups of persons, in such fashion as will promote the aims and purposes of the corporation through the giving of loans, grants, donations, or aid of any kind;
- (c) To make gifts of real and personal property to corporations, trusts, community organizations such as United Way, funds or foundations created or organized in the United States or in any possession thereof or under the law of the United States or of any state or territory or of any possessions of the United States organized and operated exclusively for charitable, scientific or educational purposes or for such business league purposes as shall be in furtherance of the aims of this corporation;
- (d) To act as trustee of trust funds created solely for charitable, scientific or educational purposes or for such business league purposes as shall be in furtherance of the aims of this corporation;
- (e) To buy, contract for, lease and in any other lawful ways acquire, take, hold and own and to sell, mortgage, lease and otherwise dispose of lands and all other kinds of classes of real property and rights and interests therein;
- (f) To buy, contract for, lease and in any other lawful ways acquire, take, hold and own personal and mixed property of all kinds and to sell, mortgage, lease and otherwise dispose of the same;
- (g) To buy, sell, hold, use, lease and deal in franchises, easements, licenses, privileges, patents, rights of way, trademarks and trade names;

(h) To borrow money and to issue bonds, debentures, notes and other evidences of indebtedness and obligations from time to time for any lawful corporate purpose and to mortgage, pledge and otherwise charge any or all of its properties, rights, privileges and assets to secure the payment thereof;

(i) To accept by gift, devise or bequest money, property or rights;

(j) To establish terms and conditions of membership in the corporation; and

(k) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or attainment of any of the objects hereinbefore mentioned either alone or in association with other individuals, corporations or partnerships including federal, state, county and municipal bodies and authorities and in general to do any and all things which a natural person could do or which now or hereafter may be authorized by law and in general to do and perform such acts and things and transact such business in connection with the foregoing objects not inconsistent with law in any part of the world. The foregoing enumeration of specific objects, purposes and powers of this corporation is not intended to deny, limit, or otherwise reduce the corporation's objects, purposes and powers. Rather, this corporation may conduct any business and engage in any activities for which a nonprofit corporation may be incorporated in Arizona and shall have all the powers enumerated in A.R.S. Section 10-1005, which powers shall be construed broadly.

ARTICLE IV

The time for the commencement of this corporation shall be the date of the filing of these Articles of Incorporation as required by law and the term of its corporate existence shall be perpetual.

ARTICLE V

This corporation shall be a nonprofit corporation and shall have no stock and no dividends or pecuniary profits shall be declared or paid to the members thereof or to any other private individual and all of its earnings shall be used to further the purposes of this corporation as hereinabove set forth.

ARTICLE VI

The members, officers and directors of the corporation shall not be individually liable for the corporation's debts or other liabilities and the private property of such individuals shall be exempt from any corporate debts or liabilities.

A director of the corporation shall not be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director, except for liability for any of the following:

- (a) Any breach of the director's duty of loyalty to the corporation or its members;
- (b) Acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of the law;
- (c) A violation of A.R.S. Section 10-1026, Shares of Stock and Dividends Prohibited;
- (d) Any transaction from which the director derived an improper personal benefit; or
- (e) A violation of A.R.S. Section 10-1097, Member and Director Conflicts of Interest.

Any repeal or modification of the foregoing paragraph shall not adversely affect any right or protection of a director of the corporation existing hereunder with respect to any act or omission occurring prior to or at the time of such repeal or modification. In addition, the adoption of the foregoing paragraph shall not eliminate or limit the liability of any director for any act or omission occurring before the effective date of the foregoing provision, as determined pursuant to Arizona law.

ARTICLE VII

Subject to directives of the House of Delegates, the control and management of the affairs of this corporation shall be vested in a Board of Directors of not less than five nor more than forty-five members elected as provided in the Bylaws. To the extent permitted under Arizona law and the Bylaws, the Board of Directors may delegate all or any part of its authority to an Executive Committee constituted and with such authority as provided in the Bylaws.

The Board of Directors shall have the right to fill any vacancy on the Board of Directors in the manner provided in the Bylaws. The Board of Directors shall have full power to make proper rules and regulations of the transaction of the affairs of the corporation not inconsistent with the Bylaws.

ARTICLE VIII

There shall be such class or classes of membership as may be set forth and provided for in the Bylaws of this corporation together with such voting privileges and other privileges, obligations and rights as therein set forth.

The House of Delegates shall be the legislative body of this corporation and shall consist of the elected representatives of the component county and district societies and such others as may be set forth in the Bylaws.

ARTICLE IX

No member shall possess any property right in or to the property or assets of the corporation. In the event of the dissolution or winding up of the corporation, all assets not otherwise disposed of and not subject to any trust shall be given, granted and conveyed to the American Red Cross.

ARTICLE X

These Articles of Incorporation may be amended by the affirmative vote of a majority of the members of the House of Delegates present at a regular meeting or at any special meeting called for that purpose, provided that in no event shall Article V hereof be altered or amended in any manner whatsoever; and provided further, that notice of proposed amendment or amendments shall be given by written notice to the Board of Directors and the members of the House of Delegates at least ten (10) days prior to said meeting. Amendments shall be signed and acknowledged by the President and attested by the Secretary of the corporation and shall be filed, recorded and published as Articles of Incorporation of private corporations are required to be filed, recorded and published.

ARTICLE XI

Hereafter, the Board of Directors shall be elected at the regular Annual Meeting by the members of the House of Delegates and the meeting shall be held in the State of Arizona, on the first Sunday of January of each year.

Each director shall hold office for a term of three (3) years or for such shorter period as he may have been elected for or until his successor shall have been elected and qualified. The terms of office of directors Robert E. Hastings, M.D., H.D. Ketcherside, M.D., Frank J. Milloy, M.D., C.E. Young, Jr., M.D., Harry E. Thompson, M.D., Jesse D. Hamer, M.D., Robert S. Flinn, M.D., Hugh C. Thompson, M.D., Preston T. Brown, M.D. and Herbert B. Potthoff, M.D., shall expire at the time of the next Annual Meeting in 1951; the terms of office for the directors, A.I. Podolsky, M.D. and Donald E. Nelson, M.D., shall expire at the time of the Annual Meeting in 1953.

The members of the House of Delegates shall elect from among themselves a President, a Secretary and a Treasurer for the corporation and such other officers as shall be designated by the members of the House of Delegates from time to time. The time and the place of electing said officers and the terms of their office shall be fixed by the Bylaws.

ARTICLE XII

The Bylaws of this corporation may be amended, repealed or replaced by the House of Delegates in accordance with the provisions set forth in the Bylaws.

ARTICLE XIII

This corporation does hereby appoint CT Corporation System of Phoenix, Arizona, who has been a bona fide resident of the State of Arizona for at least three years, its lawful agent in and for the State of Arizona for and on behalf of the corporation to accept and acknowledge service of and upon whom may be served, all necessary process or processes in any action, suit, or proceeding that may be had or brought against said corporation in any of the courts in said State of Arizona, such service and process or notice or the acceptance thereof by said agent endorsed thereon to have the same force and effect as if served upon the President and Secretary of said corporation. The foregoing appointment may be revoked at any time by filing an appointment of a successor agent.

ARTICLE XIV

The corporation shall indemnify any and all of its present or former directors, officers, employees or agents to the maximum extent permitted by A.R.S. Section 10-1005C, determined without regard to paragraph 6 thereof.

IN WITNESS WHEREOF, we, the undersigned, have hereunto signed our names this 16th day of June 1950.

ROBERT S. FLINN, M.D. 4710 North Central Avenue Phoenix, Arizona
FRANK J. MILLOY, M.D. 18 North Country Club Drive Phoenix, Arizona
JESSE D. HAMER, M.D. 1819 North 11th Avenue Phoenix, Arizona

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, who may or may not be a county society member.

Chapter II 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 II, 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. These ArMA members shall constitute the membership of the Arizona Medical Association Resident and Fellow Section.

The Resident and Fellow Section shall be permitted to adopt internal operating policies to govern its internal affairs. Such internal operating policies shall not be in conflict with the bylaws of the Arizona Medical Association and must be approved by the Board of Directors to become effective.

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. These ArMA members shall constitute the membership of the Arizona Medical Association Medical Student Section.

The Medical Student Section shall be permitted to adopt internal operating policies to govern its internal affairs. Such internal operating policies shall not be in conflict with the bylaws of the Arizona Medical Association and must be approved by the Board of Directors to become effective.

Those in the active membership class that are not resident or fellow physicians, but who are under 40 years of age or are within the first 8 years of professional practice after residency and fellowship training programs shall constitute the membership of the Arizona Medical Association Young Physicians Section.

The Young Physicians Section shall be permitted to adopt internal operating policies to govern its internal affairs. Such internal operating policies shall not be in conflict with the bylaws of the Arizona Medical Association and must be approved by the Board of Directors to become effective.

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 shall 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 and surgery 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 due process 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 elective 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 elective 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, but shall not have the right to serve as Delegates or to hold any elective or appointive office. Honorary members shall not be required to pay Association dues and shall be exempt from assessments.

Section 4. Disciplinary Actions: —

- (A)** Active, Associate, Service, or Affiliate membership in the Association shall be lost by:
 - (1)** transfer of membership to the medical association of another state;
 - (2)** action of the Board; a two-thirds vote of the total membership of the Board shall be 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 under Chapter IX, Section 5.

(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, unless such failure is exempted under Chapter IX, Section 5.

(C) Honorary membership in the Association may be withdrawn upon a majority vote of the House after recommendation 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, however, request a review by an outside agency such as the American Medical Association if deemed appropriate.

Chapter III Association Constituency

Section 1. Transfer of Membership: — When any member moves to another state, the Secretary of the Association shall send, on request and without charge, a copy of the moving member's original application for membership to the secretary of the state medical association in the state to which the member is moving. Pending acceptance or rejection by the new state medical association, such member shall be considered in good standing by the Association to the end of the period for which dues have been paid.

Section 2. Approval of County Charters: — Charters shall be provided and issued to county societies only on approval of the Board and shall be signed by the President and Secretary of the Association. Upon recommendation of the Board, the House may revoke the charter of any county society whose actions are in conflict with the letter and spirit of the Articles of Incorporation and Bylaws of the Association. The Articles of Incorporation and Bylaws of the Association shall be binding on every member and on every county society anything in the constitution and bylaws of any such society to the contrary.

The previous issuance of charters to the following named county medical societies is acknowledged and the constitution and by-laws of the following named medical societies be and they are hereby ratified, approved and confirmed as legal, valid and subsisting constitutions and by-laws: Apache County Medical Society, Cochise County Medical Society, Coconino County Medical Society, Gila County Medical Society, Graham County Medical Society, Greenlee County Medical Society, La Paz County Medical Society, Maricopa County Medical Society, Mohave County Medical Society, Navajo County Medical Society, Pima County Medical Society, Pinal County Medical Society, Santa Cruz County Medical Society, Yavapai County Medical Society and Yuma County Medical Society.

Chapter IV Officers and Directors

Section 1. The following shall be officers and directors of the Association: — The Outgoing Past President, the Immediate Past President, the President, the President-Elect, the Vice President, the Secretary, the Treasurer, the AMA Delegation Chair and the Executive Vice President. All of the officers, with the exception of the Executive Vice President, shall be members of the Board. The other directors shall be the Speaker of the House, the Vice-Speaker of the House, the Delegates to the American Medical Association, the Alternate Delegates to the American Medical Association, At-Large, Maricopa, Pima and Rural Directors, a Resident Physician, a Medical Student, the three At-Large Members of the Executive Committee, members of the Association who are officers or trustees of the American Medical Association and a Dean of a medical school

or physician representative of the dean's office who is an ArMA member physician.

Section 2: Officers: —

(A) Outgoing Past President: — The Outgoing Past President shall serve as a resource on Association activities and 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 advise and counsel the President in the discharge of the office of the President and shall 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.

(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. In the event the Delegation's choice is not approved, the Board shall direct the Delegation to hold another election.

(I) Executive Vice President: — The Executive Vice President 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. The Speaker shall have the right to vote when the vote is by ballot, otherwise only when the Speaker's vote shall be the deciding vote.

(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. The Vice-Speaker shall have the same limitation on voting as the Speaker only when presiding as 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.

A Delegate and an Alternate Delegate shall be specifically elected to the American Medical Association to fill the positions created by seventy-five percent or more of the membership of the Arizona Medical Association members being members of the American Medical Association. If these positions would no longer exist, the specific Delegate and Alternate would automatically be removed from office.

In the event a decrease in the size of the AMA Delegation is mandated by the American Medical Association by reason of a decline in the Arizona Medical Association membership, the names of the AMA Delegates and Alternates (with the exception of those elected to the seventy-five percent positions) shall be considered by the Association’s Board of Directors, who, after taking into consideration existing terms, effectiveness, longevity and willingness to continue serving, shall determine the Delegate and Alternate Delegate who will not be retained in such capacity.

(D) At-Large Directors: — The At-Large Directors shall represent the At-Large Members as provided for in Chapter V, Section 6.

(E) Maricopa Directors: — The Maricopa Directors shall represent Maricopa members as provided for in Chapter V, Section 6 and shall act as liaison with the county society.

(F) Pima Directors: — The Pima Directors shall represent the Pima members as provided for in Chapter V, Section 6 and shall act as liaison with the county society.

(G) Rural Directors: — The Rural Directors shall represent Rural members as provided for in Chapter V, Section 6.

(H) Resident Physician: — The Resident Physician elected to the Board shall represent those physicians provided for in Chapter II, Section 3(A).

(I) Medical Student: — The Medical Student elected to the Board shall represent the full-time students provided for in Chapter II, Section 3(A).

Section 4. Bonding: — All officers, directors and employees of the Association who are charged with receiving, handling and disbursing funds of the Association shall give bond in such sum as the Board may require, with an approved indemnity company and at the expense of 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. A dean of a medical school or physician representative of the dean's office who is an ArMA member physicians shall be recommended by the Nominating Committee for a three-year term and approved by the Board.

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 and be eligible for reelection.

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, not all terms shall run concurrently. Any nominee for Delegate or Alternate 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 Physician and the Medical Student 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 Delegates and Alternate Delegates to the American Medical Association.

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 elective 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.

Nominations made from the floor for the offices of At-Large, Maricopa, Pima or Rural Director may be made only by delegates from those respective constituencies.

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.

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. General: —

(A) 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 and shall have the full power and authority of the House between meetings of the House. The Board shall attempt to carry out all of the objectives and purposes of the Association except as may be otherwise provided in the Articles of Incorporation or these Bylaws.

(B) Rules and Procedures: — The Board may institute policies and procedures related to administrative rather than parliamentary guidelines.

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.

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 may invest and reinvest such monies as may be available from time to time to create a reserve or sinking fund. The Board may also set up and prescribe proper rules for administering any other funds and foundations as may be authorized by the House.

The Board shall have the authority to form such subsidiaries of the Association, whether profit making or otherwise, as it deems appropriate and invest assets of the Association in such subsidiaries. The Board may also cause the Association to guarantee the indebtedness of any such subsidiaries, as in its judgment it deems necessary or appropriate.

The Board shall also have the authority to appoint an individual or individuals to vote the stock held by the Association in any such subsidiaries or other corporations.

The annual audit information for the subsidiary corporations shall be presented to the Board of Directors and the House of Delegates and be available on special request by a member in good standing.

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. Executive Vice President; Offices: — The Board shall employ an Executive Vice President, 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 Executive Vice President shall be under the direction of the President and the Board, but shall have the supervision of all other employees. The Executive Vice President shall be an officer of the Association, but shall not be a member of the Board of Directors or the Executive Committee.

Chapter VII Standing and Other Committees

Section 1. Appointment; Ex-officio Members — There shall be standing committees as hereinafter specified. Standing committees shall have from seven to fifteen members as deemed appropriate. 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: — Unless otherwise provided by the Board, each chair shall serve for a term of one year and each member of a committee shall serve for a term of three years. It shall be arranged that approximately one-third of the terms shall expire each year.

Section 3. Notification of Appointment: — All committee chairs and members shall be notified of their appointment by the Secretary.

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 a period not to exceed three years, unless specific action is taken by the Board to extend that term.

Section 5. Standing Committees and Functions: — The standing committees and their functions shall be:

(A) Articles of Incorporation and Bylaws: — All members of this committee shall have been members of the Association for at least five years prior to their appointment. 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 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 Executive Vice President 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. The committee shall conduct this planning process at least every two years, inviting additional members of the Association to participate.

(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) Nominating Committee: — The functions of the Nominating Committee shall be to (1) solicit nominations for the elective offices to be filled from the county societies, specialty societies, direct members, medical students and resident physicians; (2) meet at least six weeks prior to the Annual Meeting to finalize a slate of candidates, selecting at that time at least one candidate for each elective office to be filled; (3) in the event of withdrawal by a candidate prior to election, immediately select a second candidate; and (4) 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. The Secretary shall inform the individual members of this committee of the makeup of the committee as a whole, setting a time and place for the first meeting of the committee.

(E) Resolutions Committee: — The Resolutions Committee shall consist of at least three members, a majority of whom shall be Delegates of the House, to be appointed annually by the Speaker of the House, who will be an ex officio member of the committee. The committee shall (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 readoption or non-readoption, 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.

Chapter VIII 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.

(F) Reviews: — The Executive Committee shall annually review the qualifications and activities of all specialty and subspecialty societies and make recommendations to the Board and to the House of Delegates as to their continued representation in the House.

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 (via the Secretary of the Association) shall designate delegates and to represent them in the House and shall send to the Secretary of the Association a list of such elected delegates.

Section 4. Payment of Dues and Assessments; County Report: — The record of payment of dues and assessments in the offices of the Association shall be final in determining the rights of a Delegate to participate in the proceedings of the Association and business of the House.

Section 5. Committees of the House: — At or before each Annual Meeting the Speaker shall appoint such committees as to 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.

(A) The Committee on Credentials shall examine the credentials of each Delegate claiming membership in the House and shall recommend the seating of those holding proper credentials. This committee also shall report to the Speaker as to whether a quorum is present and its members shall act as sergeants at arms.

(B) The Reference Committee on Amendments shall receive all proposals to amend the Articles of Incorporation and these Bylaws, presented at the primary session. The time and place of the committee meeting shall be posted and announced in order that proponents and opponents of proposed amendments may be heard. This committee shall make its report to the House at the appropriate session.

(C) The Reference Committee on Resolutions shall receive and review all resolutions and other proposals not specifically delegated to other committees which are introduced at the primary session. This committee shall consider the same at a meeting, the time and place of which shall be posted and announced in order that proponents and opponents of the various resolutions and proposals may be heard. This committee shall make its report thereon at the appropriate session. New business not provided for in the orders of the day can be considered by suspension of the rules.

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. All resolutions should be accompanied by a fiscal note where appropriate.

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. Within the fourth year of their effective date, the House of Delegates shall be notified in the usual fashion of all resolutions subject to re-adoption at the Annual Meeting at which they will be considered.

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

Section 6. 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 7. 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 8. 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 and a Dean of a medical school or physician representative of the Dean's office who is an ArMA member physician.

(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.

Section 9. Items of Business for Annual Meeting: — The following shall be the items of business of the Annual Meeting of the House:

Election of officers and directors, voting on appropriate amendments and resolutions and such other business as may be determined to be appropriate.

Chapter IX 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 Arizona Medical Association shall be payable January first of the year for which.

Each county society has the primary right to collect the dues of its members. Similarly, the Association has the primary right to collect the dues of its members.

(C) Any member of the Association whose dues for the current year have not been remitted to the Association may be suspended until such delinquency is corrected. Failure to make complete payment of dues by June 30 may result in termination of membership.

(D) The Association may authorize payment of dues in installments by any member with the schedule to be determined by the Association.

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 as provided in Subsection 5 hereof), they shall be uniform within each classification, except for Service, Resident Physician and Medical Student members (Chapter II, Section 3) and new members (Chapter IX, Section 4).

Section 4. Exemption: —

(A) Members exempted from the payment of dues shall include (1) Fifty-Year Club Members and (2) Honorary Members. Members by reason of physical disability, illness, or financial hardship may also be exempted, but must request such exemption on an annual basis.

(B) Members exempted from the payment of assessments include (1) Fifty-Year Club Members, (2) Associate Members, (3) Honorary Members, (4) Resident Physician Members, (5) Medical Student Members and (6) Active Members seventy years of age or older. Affiliate Members, Service Members and other members by reason of physical disability, illness, or financial hardship may also be exempted but must request such exemption from and be approved by the Executive Committee. The House may expand those to whom exemption from payment of individual assessments shall be allowed.

Chapter X 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 XI - 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.

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.

Statement of Principles

Principles of Medical Ethics American Medical Association (October 26, 2002) Preamble: The medical profession has long subscribed to a body of ethical statements developed primarily for the benefit of the patient. As a member of this profession, a physician must recognize responsibility to patients, first and foremost, as well as to society, to other health professionals and to self. The following Principles adopted by the American Medical Association are not laws, but standards of conduct which define the essentials of honorable behavior for the physician.

I. A physician shall be dedicated to providing competent medical care with compassion and respect for human dignity and rights.

II. A physician shall uphold the standards of professionalism, be honest in all professional interactions and strive to report those physicians deficient in character or competence, or engaging in fraud or deception, to appropriate entities.

III. A physician shall respect the law and also recognize a responsibility to seek changes in those requirements which are contrary to the best interests of the patient.

IV. A physician shall respect the rights of patients, colleagues and other health professionals and shall safeguard patient confidences and privacy within the constraints of the law.

V. A physician shall continue to study, apply and advance scientific knowledge, maintain a commitment to medical education, make relevant information available to patients, colleagues and the public, obtain consultation and use the talents of other health professionals when indicated.

VI. A physician shall, in the provision of appropriate patient care, except in emergencies, be free to choose whom to serve, with whom to contract, with whom to associate and the environment in which to provide medical care.

VII. A physician shall recognize a responsibility to participate in activities contributing to an improvement of community and the betterment of public health.

VIII. A physician shall, while caring for a patient, regard responsibility to the patient as paramount.

IX. A physician shall support access to medical care for all people.

Mission Statement (April 4, 2012)

“On behalf of member physicians, ArMA 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.”

Goals of the Arizona Medical Association (March 26, 1983)

- I. To promote optimal health and medical services for the citizens of Arizona.
- II. To determine the most effective organizational structure and communication mechanisms for the Arizona Medical Association.
- III. To represent the entire medical profession, including medical students, in Arizona; such representation to include but not be limited to being the advocate of the membership with the legislative, administrative and judicial arms of state government.
- IV. To expand the role of the Association in promoting the standards and clarifying the scope of medical ethics.
- V. To provide to individual members benefits and services to aid them in their professional pursuits.
- VI. To represent the membership in matters pertinent to the economics of medicine.
- VII. To represent the membership in matters pertaining to medical education, scientific affairs and promotion of the art and science of medicine.