AMENDED AND RESTATED BYLAWS

Date of Adoption: April 22, 2023

ORGANIZED IN 1892
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.

“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.

“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 Active, Forty-Year Club, and Service members. The voting members 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, Forty-Year Club, Service, Associate, Affiliate, and Honorary. All members shall be required to pay dues and
assessments as determined by the Board of Directors and meet the qualifications as outlined in each membership class.

**(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 active, unsuspended license to practice medicine in the state of 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.

**Privileges.** Active members are eligible to hold elected office and shall have the right to vote.

**(B) Forty-Year Club Members**
Members who have practiced medicine for forty years or longer, at least half of that time in Arizona, and are age 70 or older, may be honored by elevation to the Forty-Year Club at the discretion of the Board. Forty-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.** Forty-Year Club members shall enjoy all of the privileges of Active members but shall not be required to pay Association dues and shall be exempt from assessments.

**(C) 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 who reside in Arizona or have an Arizona medical license. The full-time physicians employed by the Veterans Administration who reside in Arizona also shall be eligible for Service membership.

**Privileges.** Service members shall have all the privileges of Active members.

**(D) 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 Forty-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 work in Arizona, or (5) are physicians who reside in another state or country. Members may choose to apply for associate membership status if they meet any of the above criteria.

**Privileges.** Associate members are not eligible to hold elected office or to vote.
(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 (4) those persons certified as physicians’ assistants who reside in Arizona, and (5) individuals who have been granted a transitional training permit by the Arizona Medical Board, are under contract with an MD/DO supervising physician who is a resident in the state of Arizona, and are currently working in the state of Arizona.

Privileges. Affiliate members are not eligible to hold elected office or to vote.

(F) Honorary Members
The Board may approve 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, provided the candidate for membership has performed meritorious service for the public, the physician community, or the Association.

Privileges. Honorary members are not eligible to hold elected office or to vote.

Section 4. Disciplinary Actions: —
(A) Active, Associate, Service, or Affiliate membership in the Association shall be terminated by:
   (1) action of the Board; with a two-thirds vote of the total membership of the Board being required to expel;
   (2) revocation of the member’s license to practice in Arizona;
   (3) termination of enrollment in medical school of student Active members;
   (4) 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 with terms as outlined. All leadership terms shall commence on July 1 and conclude on June 30 of the year in which the term ends:

Board Officers:

<table>
<thead>
<tr>
<th>Officer position</th>
<th>Term</th>
<th>Officer position</th>
<th>Term</th>
</tr>
</thead>
<tbody>
<tr>
<td>President</td>
<td>1 year</td>
<td>Immediate Past President</td>
<td>1 year</td>
</tr>
<tr>
<td>President-elect</td>
<td>1 year</td>
<td>AMA Delegation Chair</td>
<td>N/A</td>
</tr>
<tr>
<td>Secretary</td>
<td>2 years, elected in alternate year as Treasurer</td>
<td>Chief Executive Officer</td>
<td>N/A</td>
</tr>
<tr>
<td>Treasurer</td>
<td>2 years, elected in alternate years as Secretary</td>
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<td></td>
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With the exception of the Chief Executive Officer, all officers shall be voting members of the Board. In addition, the Board of Directors shall be comprised of the following positions, all of whom are voting members except as otherwise noted.

<table>
<thead>
<tr>
<th>Board Position</th>
<th>Number of Positions</th>
<th>Term</th>
<th>Board Position</th>
<th>Number of Positions</th>
<th>Term</th>
</tr>
</thead>
<tbody>
<tr>
<td>Executive Committee At-Large Members</td>
<td>2</td>
<td>2 years, staggered</td>
<td>Resident Physician Director</td>
<td>2</td>
<td>1 year</td>
</tr>
<tr>
<td>AMA Delegate</td>
<td>2**</td>
<td>2 years</td>
<td>Medical Student Director</td>
<td>2</td>
<td>1 year</td>
</tr>
<tr>
<td>At-Large / Rural Director</td>
<td>4</td>
<td>3 years, staggered</td>
<td>ArMA Foundation Chair *</td>
<td>1</td>
<td>N/A</td>
</tr>
<tr>
<td>Maricopa Director</td>
<td>4</td>
<td>3 years, staggered</td>
<td>ArMPAC Chair *</td>
<td>1</td>
<td>N/A</td>
</tr>
<tr>
<td>Pima Director</td>
<td>2</td>
<td>3 years, staggered</td>
<td>Legislative &amp; Government Affairs Committee Chair</td>
<td>1</td>
<td>N/A</td>
</tr>
<tr>
<td>Early Career Director</td>
<td>1</td>
<td>3 years</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

* Non-voting board position
** Includes AMA Delegation Chair and one additional representative from the ArMA AMA Delegation, selected by the Delegation.

The entire ArMA AMA delegation and all Arizona medical school deans who are ArMA members will be invited to attend the Board of Directors meetings as non-voting guests.

Section 2: Officer & Board Position Descriptions: —

(A) 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.
(B) President: — The President shall be the chief officer of the Association and Chair of the Board and shall exercise general supervision over its members and affairs.

(C) 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.

(D) 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.

(E) 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 membership on Association finances. In general, the Treasurer shall perform all duties incident to the office of Treasurer of a corporation.

(F) AMA Delegation Positions: — The AMA Delegation Chair, along with one other senior delegate to the American Medical Association, shall serve as liaisons between the Board and the AMA delegation.

(G) Appointed Board Positions: - The Chairs of ArMA’s Legislative & Government Affairs Committee, Foundation, and ArMPAC Board shall be appointed to the Board of Directors based upon their role.

(H) 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, Early Career, 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 3. 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 Leadership Elections

Section 1. Voting: — The voting members shall elect all board members and other elected positions either through electronic or in-person means, as determined in advance by the Board. If the Board, by majority vote, determines to conduct elections by electronic means, then the Association shall conduct such election via an online voting system that complies with the requirements of Arizona Revised Statutes Section 10-3708 (or any successor statute that sets forth requirements for electronic voting), including the alternative of a paper ballot as set forth in subsection G of such Section 10-3708. If an election takes place in person, it shall be by secret ballot unless candidates are unopposed.

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

Any candidate who receives a majority of the votes cast shall be elected.

Section 2. Elected Positions and Transition: — All elected officers and directors automatically shall become members of the Board on July 1 of the year in which they are elected. The President and the Immediate Past President shall not be elected but shall assume their offices in the year next following their terms as President-Elect and President.

Any other appointed positions shall assume office on July 1 in the year in which they are appointed.

The Delegates and Alternate Delegates to the American Medical Association shall take office on January 1 of the year following the election or in conformity with any revised rules of the American Medical Association.

Section 3. Nominations: — Nominations for elected offices to be filled shall be solicited by the Nominating Committee from the membership.

Section 4. Term limits: - With the exception of medical student and resident directors, each elected board member shall serve no longer than six (6) consecutive years in a particular position. For medical student and resident directors, the term limit shall be two (2) years in a particular position. Board members are eligible to serve in other roles if they reach the term limit in their current position. Board members who term out can re-apply for the same position after three (3) years. The AMA delegate positions will not be subject to term limits.

Chapter VI Board of Directors

Section 1. Operational Responsibilities: — The Board shall be vested with the control and management of the affairs of the Association, subject only to directives from the membership, The Articles of Incorporation, and these Bylaws. 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 2. 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 3. 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 4. 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. The Board shall be responsible for the proper accounting and auditing of all funds and accounts of the Association. 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 5. 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 6. Quorum; Vote: — A majority 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 7. 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 backgrounds. 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-Elect shall appoint, with the advice and consent of the Board, the chair and members of each committee who will serve during his or her presidency. 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 voting members, or the Board, as applicable.

(B) Executive: — The Executive Committee shall consist of the physician officers, the Legislative & Government Affairs Committee Chair, and the two 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 an advisor to the Chief Executive Officer and conduct an 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 and (2) finalize a slate of candidates for recommendation to the voting members.

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 readoption or non-readoption, current Association policy; (3) present its own resolutions to the voting members 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 constituent from submitting a resolution 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 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 on 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 Board of Directors, subject to approval by the voting members.

(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 Board of Directors may permit an 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 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. Discounts may be offered, including tiered pricing, for subsets of members, including groups.

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 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 provide advice and guidance to the officers and the Board as requested.

Chapter XI - Amendments
Section 1. Who May Propose Amendments: — Amendments to these Bylaws may be proposed by (1) the Board, (2) any county or specialty society, (3) any committee or section of the Association, or (4) any three or more ArMA members. Proposed amendments shall be delivered to the Secretary on or before March 1 each year.

Section 2. Notice of Proposed Amendments: — All proposed amendments shall be shared with the membership for feedback, comment, and questions prior to voting.

Section 3. Introduction of Proposed Amendments: — All proposed amendments shall be disseminated for a formal vote at the same time as voting for leadership elections occurs.

Section 4. Vote Required: — An affirmative vote of two-thirds of the voting members who cast ballots shall be required for the adoption of an amendment to the Bylaws.